

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

DNA Brands Inc

A Colorado Corporation

275 E Commercial BLVD #301

Lauderdale By the Sea 33308

561-654-5722

www.dnabrandsinc.com

info@dnabrandsinc.com

SIC[7113]

Quarterly _ Report
For the Period Ending: [September 30 2019]
(the "Reporting Period")

As of [September 30 2019], the number of shares outstanding of our Common Stock was:

[105,897,867]

As of [June 30th 2019], the number of shares outstanding of our Common Stock was:

[105,897,867]

As of [12/31/18], the number of shares outstanding of our Common Stock was:

[7,812,767] - POST REVERSE (October 2018)

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 Control¹ of the company has occurred over this reporting period:

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

Yes: ☐ No: ☒ X

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.

DNA Brands Inc. (5/23/2007) Formerly
Famous Products Inc.

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):

Active Colorado Corp as of 5/23/2007

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

Yes: ☐ No: ☒ X

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

NO

2) Security Information

Trading symbol:	<u>DNAX</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>23328109</u>	
Par or stated value:	<u>\$.00001</u>	
Total shares authorized:	<u>498 Million</u>	as of date: <u>9/30/19</u>
Total shares outstanding:	<u>105,897,867</u>	as of date: <u>9/30/19</u>
Number of shares in the Public Float ² :	<u>22,671,615</u>	as of date: <u>9/30/19</u>
Total number of shareholders of record:	<u>425</u>	as of date: <u>9/30/19</u>

Additional class of securities (if any):

Exact title and class of securities outstanding:

(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.

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

Series A Preferred

CUSIP:

Par or stated value:	<u>\$0.25</u>	
Total shares authorized:	<u>4,000,000</u>	as of date: <u>9/30/19</u>
Total shares outstanding:	<u>0</u>	as of date: <u>9/30/19</u>

No Dividends payable

NO VOTING RIGHTS**Convertible into one shares of common per share of Series A preferred**Exact title and class of securities outstanding: **Series C Preferred**

CUSIP:

Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>400,000</u>	as of date: <u>9/30/19</u>
Total shares outstanding:	<u>300,000</u>	as of date: <u>9/30/19</u>

300 votes per share

On May 3, 2013 the Company authorized the issuance of 300,000 shares of Series C Preferred Stock ("Series C") and issued 150,000 shares of Series C to Darren Marks, an officer and director of the Company, in settlement of \$100,000 owed by the Company to Mr. Marks; and issued 150,000 shares of its Series C to Mel Leiner, an officer and director of the Company, in settlement of \$100,000 owed by the Company to Mr. Leiner. Each Series C share entitles the holder to 300 votes on all matters submitted to a vote of the Company's shareholders.

If a Dividend is Declared any holder of Series C Preferred is entitled to One cent Per share (\$0.01) on December 31st of that given year.

Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series C Preferred Shares unless, prior thereto, the holders of Series C Preferred Shares shall have received \$0.67 per share, plus an amount equal to declared and unpaid dividends and distributions thereon to the date of such payment.

Series C Convert at a 25% discount to the trailing 30 day closing average price of the common stock

Exact title and class of securities outstanding: **Series D Preferred (Issued then Returned to Treasury and cancelled)**

CUSIP:

Par or stated value:	<u>\$.055</u>	
Total shares authorized:	<u>1,800,000</u>	as of date: <u>9/30/19</u>
Total shares outstanding:	<u>0</u>	as of date: <u>9/30/19</u>

The holders of outstanding Series "D" Preferred Shares shall be entitled to receive dividends if and when so declared by the Company's Board of Directors, in their sole discretion.

On October 21, 2013 the Company authorized the issuance of 1,800,000 shares of Series D Preferred Stock ("Series D") and issued 900,000 shares of Series D to Darren Marks in settlement of \$900,000 owed by the Company to Mr. Marks; and issued 900,000 shares of its Series D to Mel Leiner in settlement of \$900,000 owed by the Company to Mr. Leiner. Each share of Series D Convertible Preferred Stock is convertible into 68.2721 shares of our Common Stock.

On December 27, 2013 Messrs. Marks and Leiner returned their Series D shares and these shares were cancelled. Additionally on December 27, 2013 the Company authorized the issuance of 1,800,000 shares of Series E Preferred Stock ("Series E") and issued 900,000 shares of Series E to Darren Marks in settlement of \$50,000 owed by the Company to Mr. Marks; and issued 900,000 shares of its Series E to Mel Leiner in settlement of \$50,000 owed by the Company to Mr. Leiner. Each share of Series E stock has voting rights equal to 68.02721 common shares.

The Series D is not convertible into any of our common shares.

No Dividend Payable.

Exact title and class of securities outstanding:	<u>Series E Preferred</u>	
CUSIP:		
Par or stated value:	<u>\$.0055</u>	
Total shares authorized:	<u>1,800,000</u>	as of date: <u>9/30/19</u>
Total shares outstanding:	<u>1,800,000</u>	as of date: <u>9/30/19</u>

Each Series E Preferred Share will entitle the holder thereof to 68.02721 votes on all matters submitted to a vote of the shareholders of the Corporation.

No Dividend payable

No conversion rights. In the event of liquidation, dissolution or winding up of the corporation. The holder of Series E preferred shares, shall be entitled to be paid out of the assets of the corporation available for distribution to it's stockholders.

Exact title and class of securities outstanding:	<u>Series F Preferred</u>	
CUSIP:		
Par or stated value:	<u>\$1</u>	
Total shares authorized:	<u>500,000</u>	as of date: <u>9/30/19</u>
Total shares outstanding:	<u>355,000</u>	as of date: <u>9/30/19</u>

Series F Preferred shares are Voting shares that hold 75,000 votes per share, (Control Block).

The holders of outstanding Series "F" Preferred Shares shall not be entitled to receive any dividends.

Series F Preferred Shares shall have NO Redemption or conversion rights.

Exact title and class of securities outstanding:	<u>Series G Preferred</u>	
CUSIP:		
Par or stated value:	<u>\$4</u>	
Total shares authorized:	<u>2,000,000.</u>	as of date: <u>9/30/19</u>
Total shares outstanding:	<u>0</u>	as of date: <u>9/30/19</u>

If Declared By the Board allowable Dividends for Series G Preferred are as follows

7% - Semi annually

14%- Annually

NO VOTING RIGHTS

Conversion rate of 95% (5% Discount), to the previous 5 Day Closing average.

OTC Markets Group Inc.

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

Transfer Agent

Name: Equinity
Phone: 303-282-4800
Email: dbell@corporatestock.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

Is the Transfer Agent registered under the Exchange Act?⁴ Yes: ☐ X No: ☐

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

NONE

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

The Company effected a 3,500 into 1 reverse stock split of its shares of common stock since (October 2018).

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of <u>as of</u> <u>12/31//2017:</u> <u>Oct/Nov 2018</u> <u>pre-3,500 for 1</u> <u>reverse split</u>	<u>Opening Balance:</u> Common: <u>20,814,793,955</u> Preferred: 300,000 Series C 1,800,000 Series E <u>355,000 Series F</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>1/23/17</u>	<u>issuance</u>	<u>50,000,000</u>	<u>common</u>	<u>(.0001)</u>	<u>no</u>	<u>Henry Bierling</u>	<u>506</u>	<u>restricted</u>	
<u>1/23/17</u>	<u>issuance</u>	<u>500,000,000</u>	<u>common</u>	<u>(.00005)</u>	<u>yes</u>	<u>World Market Ventures</u> <u>(chad curtis)</u>	<u>debt purchase and conversion</u>	<u>free trading</u>	<u>144</u>
<u>2/3/17</u>	<u>issuance</u>	<u>440,000,000</u>	<u>common</u>	<u>(.00005)</u>	<u>yes</u>	<u>World Market Ventures</u> <u>(chad curtis)</u>	<u>debt purchase & conversion</u>	<u>free trading</u>	<u>144</u>
<u>3/3/17</u>	<u>issuance</u>	<u>60,000,000</u>	<u>common</u>	<u>(.0001)</u>	<u>no</u>	<u>Heidi Michitsch</u>	<u>Consulting</u>	<u>restricted</u>	
<u>3/3/17</u>	<u>issuance</u>	<u>50,000,000</u>	<u>common</u>	<u>(\$.0001)</u>	<u>no</u>	<u>Tallman Perry</u>	<u>Consulting services</u>	<u>Restricted</u>	
<u>3/13/17</u>	<u>issuance</u>	<u>500,000,000</u>	<u>common</u>	<u>(.00005)</u>	<u>yes</u>	<u>Rutherford Thomas</u>	<u>506</u>	<u>restricted</u>	
<u>3/21/17</u>	<u>issuance</u>	<u>300,000,000</u>	<u>common</u>	<u>(.0001)</u>	<u>no</u>	<u>Dean Norcutt</u>	<u>506</u>	<u>Restricted</u>	
<u>3/21/17</u>	<u>issuance</u>	<u>300,000,000</u>	<u>common</u>	<u>(.0001)</u>	<u>no</u>	<u>Dean Scheafer</u>	<u>506</u>	<u>restricted</u>	
<u>3/21/17</u>	<u>issuance</u>	<u>100,000,000</u> <u>250,000,000</u>	<u>common</u> <u>Common</u>	<u>(.0001)</u> <u>(.0001)</u>	<u>no</u>	<u>Jan Ehrenwerth</u>	<u>506</u> <u>144</u>	<u>restricted</u> <u>Free trading</u>	<u>144</u>

<u>3/31/17</u>	<u>issuance</u>	<u>250,000,000</u>	<u>common</u>	<u>(.0001)</u>	<u>no</u>	<u>Jan Ehrenwerth</u>	<u>debt conversion</u>	<u>Free trading</u>	<u>144</u>
<u>4/13/17</u>	<u>issuance</u>	<u>200,000,000</u>	<u>common</u>	<u>(.0001)</u>	<u>no</u>	<u>Roger Allen</u>	<u>506</u>	<u>restricted</u>	<u>n/a</u>
<u>6/1/17</u>	<u>issuance</u>	<u>200,000,000</u>	<u>common</u>	<u>(\$.0001)</u>	<u>no</u>	<u>Alvin Ezrin</u>	<u>506</u>	<u>Restricted</u>	<u>n/a</u>
<u>10/1/, 2017</u>	<u>issuance</u>	<u>1,550,000,000</u>	<u>common</u>	<u>(\$.0001) / Shares)</u>	<u>Yes</u>	<u>Howard Ullman</u>	<u>consulting services</u>	<u>restricted</u>	<u>n/a</u>
<u>11/1/2018</u>		<u>3500:1 Reverse Split</u>							
<u>11/5/ 2018</u>	<u>Issuance</u>	<u>500,000</u>	<u>common</u>	<u>25,000 (\$0.05/share)</u>	<u>No</u>	<u>PBDC LLC- Adrian McKenzie-Patasar</u>	<u>Executive Services</u>	<u>restricted</u>	<u>n/a</u>
<u>1/17/19</u>	<u>Issuance</u>	<u>70</u>	<u>common</u>	<u>\$.05/share</u>	<u>no</u>	<u>Scottrade, Inc.</u>	<u>partial distribution per r/v split</u>	<u>restricted</u>	<u>n/a</u>
<u>1/17/19</u>	<u>Issuance</u>	<u>70</u>	<u>common</u>	<u>\$.05/share</u>	<u>no</u>	<u>TD Ameritrade Clear</u>	<u>partial distribution per r/v split</u>	<u>unrestricted</u>	<u>4a1</u>
<u>2/19/19</u> —	<u>issuance</u> —	<u>500,000</u> —	<u>common</u> —	<u>500,000 @ (\$0.03)</u> —	<u>NO</u> —	<u>Howard Ullman</u> —	<u>Executive Services</u> —	<u>restricted</u> —	<u>n/a</u> —
<u>2/19/19</u>	<u>issuance</u>	<u>600,000</u>	<u>Common</u>	<u>6000,000 @(\$0.03)</u>	<u>No</u>	<u>Heidi Michitsch</u>	<u>Executive Services</u>	<u>restricted</u>	<u>N/a</u>
<u>2/19/19</u>	<u>issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1,000,000 @ (\$0.03)</u>	<u>NO</u>	<u>PBDC LLC- Adrian McKenzie-Patasar</u>	<u>Executive Services</u>	<u>restricted</u>	<u>n/a</u>

<u>2/19/19</u>	<u>issuance</u>	<u>1,000,000</u>	<u>common</u>	<u>\$.02/sh are</u>	<u>yes</u>	<u>World Market Ventures LLC (Chad Curtis)</u>	<u>Debt Conversion</u>	<u>Free trading</u>	<u>144</u>
<u>3/19/19</u>	<u>issuance</u>	<u>884,956</u>	<u>common</u>	<u>(\$.0226)</u>	<u>yes</u>	<u>Goodman, Kerry</u>	<u>Debt Conversion</u>	<u>Free trading</u>	<u>144</u>
<u>3/20/19</u>	<u>issuance</u>	<u>2</u>	<u>common</u>	<u>\$.065/s hare</u>	<u>no</u>	<u>National Financial Services</u>	<u>partial distributio n per r/v split</u>	<u>restricted</u>	<u>n/a</u>
<u>3/20/19</u>	<u>issuance</u>	<u>2</u>	<u>common</u>	<u>\$.065/s hare</u>	<u>no</u>	<u>Booth & Company (Unknown Party)</u>	<u>partial distributio n per r/v split</u>	<u>restricted</u>	<u>n/a</u>
<u>4/16/2019</u>	<u>Issuanc e</u>	<u>80 Million</u>	<u>common</u>	<u>\$0.0001</u>	<u>yes</u>	<u>Adrian McKenzie-P atarasar</u>	<u>debt conversion</u>	<u>restricted</u>	<u>n/a</u>
<u>4/23/19</u>	<u>issuance</u>	<u>9,100,000-</u>	<u>common</u>	<u>\$0.001</u>	<u>yes</u>	<u>GPL Ventures, Cosmin Paniat</u>	<u>Debt conversion</u>	<u>free trading</u>	<u>4a1</u>
<u>5/9/19</u>	<u>issuance</u>	<u>1,000,000</u>	<u>common</u>	<u>\$0.02</u>	<u>yes</u>	<u>World Market Ventures, Chad Curtis</u>	<u>Debt conversion</u>	<u>freed trading</u>	<u>4a1</u>
<u>5/15/19</u>	<u>issuance</u>	<u>4,000,000</u>	<u>common</u>	<u>0.001</u>	<u>yes</u>	<u>GPL Ventures, Cosmin Paniat</u>	<u>Debt conversion</u>	<u>free trading</u>	<u>4a1</u>
<u>Q3 2019</u>	<u>NONE</u>								

Shares Outstanding on <u>9/30/2019:</u>	<u>Ending Balance:</u> Common: <u>105,897,867</u> -Post reverse <u>Preferred Shares</u> 300,000 Series C 1,800,000 Series E <u>355,000 Series F</u>	
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Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

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

Please See Exhibit A disclosing new issuances of convertible debt securities for years 2013- 2019

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

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

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

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)⁵:

Name: Wendell Hecker
Title: Accountant
Relationship to Issuer: Independent Accountant

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

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

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

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

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

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

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")

DNA Brands is a Holding company. The Primary asset of the company is the Two Time award Winning Energy drink line (DNA ENERGY). At Present the company owns all the IP that developed the energy drink line.

In addition the Company has recently acquired a Fleet Agreement whereby the company leases out Vehicles to Transportation network providers(uber and Lyft drivers).

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

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

The Company principal product is its energy marketed and sold under the proprietary name DNA ENERGY.

The Latest addition to the company's business and the main source of revenue is the RIDESHARE FLEET AGREEMENT, renting cars to TNP drivers.

6) Issuer's Facilities

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

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

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

The Company has an executive office space in Fort Lauderdale which it leases annually at a rate of \$1,500 per month.

7) Officers, Directors, and Control Persons

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

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>PBDC LLC- Adrian McKenzie-Pata sar</u>	<u>CEO DBA Company</u>	<u>Fort Lauderdale</u>	<u>500,000</u>	<u>common</u>	<u><1%</u>	
<u>Adrian McKenzie-Pata sar</u>	<u>CEO/Director</u>	<u>Fort Lauderdale, FL 33308</u>	<u>355,000</u>	<u>Series F Preferred</u>	<u>100%</u>	<u> </u>
			<u>81,000,000</u>	<u>Common</u>	<u>76.4%</u>	
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u>Howard Ullman</u>	<u>President</u>	<u>Fort Lauderdale FL 33308</u>	<u>984,000</u>	<u>common</u>	<u><1%</u>	<u> </u>
<u>Heidi Michitsch</u>	<u>Secretary</u>	<u>Fort Lauderdale FL 33308</u>	<u>600,000</u>	<u>common</u>	<u><1%</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

8) Legal/Disciplinary History

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

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

9) Third Party Providers

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

Securities Counsel

Jonathan D. Leinwand, P.A.

18851 NE 29th Ave.

Suite 1011

Aventura, FL 33180

Tel (954) 903-7856

Fax (954) 252-4265

jonathan@jdlpa.com

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Accountant or Auditor

Name: Wendell Hecker_____

Firm: Hecker and Associates_____

Address 1: 275 E Commercial Blvd #301

Lauderdale By the Sea 33308_____

Address 2: _____

Phone: 954-296-4532_____

Email: wendellheker@comcast.net_____

Investor Relations

Name: Michael Mctigue

Tom's River NJ

Shore Thing Media_____

Firm: _____

Address 1: _____

Address 2: _____

Phone: (973)820-3748_____

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: _____
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, [Adrian McKenzie-Patasar] certify that:

1. I have reviewed this [2019 3rd Quarter] of [DNA Brands 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.

June 3rd 2020 [Date]

/ Adrian McKenzie-Patasar/ [CEO's Signature]

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

Principal Financial Officer:

I, [Adrian McKenzie-Patasar] certify that:

1. I have reviewed this [2019 3rd Quarter report] of [DNA Brands 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.

June 3rd 2020 [Date]

/Adrian McKenzie-Patasar/ [CFO's Signature]

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

	<u>DNA BRANDS INC</u>							
	<u>STATEMENT OF CASH FLOW</u>							
	<u>YEAR 2019</u>							
					<u>QTR 1</u>	<u>QTR 2</u>	<u>QTR 3</u>	
					3/31/2019	6/30/2019	9/30/2019	
Net Income					(71,585)	(93,415)	(2,383)	
Operating Activities								
Depreciation					920	1,380	1,380	
Adjustments to Net Income								
Changes in Liabilities					23,500	91,000		
Changes in Account Receivables								
Changes in Inventories								
Changes in Other Operating Activities					15,000			
Total Cash Flow From Operating Activities					(32,165)	(1,035)	(1,003)	
Investing Activities								
Capital Expenditures								
Investments								
Other Cash Flows From Investing Activities								

Total Cash Flow From Investing Activities								
Financing Activities								
Dividends Paid								
Sale/Purchase of Stock								
Net Borrowings								
Other Cash Flows From Financing Activities								
Total Cash Flow From Financing Activities								
Effect of Exchange Rate Changes								
Change in Cash and Equivalents					(59,765)	(1,035)	(1,003)	
Cash Beginning Balance					62,302	2,537	1,502	
Cash Ending Balance					2,537	1,502	499	

<u>DNA BRANDS INC.</u>				
<u>CONDENSED</u>				
<u>CONSOLIDATED</u>				
<u>STATEMENTS OF</u>				
<u>OPERATIONS</u>				
<u>(UNAUDITED)</u>				
<u>FOR PERIOD ENDING</u>				
<u>SEPTEMBER 30 2019</u>				
Sales		\$		6,330
Cost of Goods Sold				-
Gross Margin				6,330
				=====
Operating Expenses				
	Compensation and Benefits			
	General and Administrative Expenses			7,333
	Interest Expense on Convertible Notes			-
	Depreciation Expense			1,380
	Professional and Outside Services			
	Selling and Marketing Expenses			
Total Operating Expenses				8,713
				=====
				=
Loss from Operations				(2,383)
				=====
				=
Other Income (Expense)				-
Loss before Income Taxes				(2,383)
				=====
Income Taxes				-

Net Loss				(2,383)
				=====

		<u>DNA BRANDS INC.</u>			
		<u>BALANCE SHEET</u>			
		<u>(UNAUDITED)</u>			
		<u>September 30, 2019</u>			
<u>ASSETS</u>					
Current Assets					
	Cash and Cash Equivalents			\$499.00	
	Net Receivables				
	Inventory				
	Deposit-Acquisitions			\$25,000.00	
	Other Current Assets			\$989.00	
Total Current Assets				<u>\$26,488.00</u>	
Vehicles, Net				\$23,920.00	
Other Assets				\$0.00	
TOTAL ASSETS				\$50,408.00	
				=====	
				=	
<u>LIABILITIES & EQUITY</u>					
Liabilities					
	Current Liabilities				
	Accounts Payable			\$107,752.00	
	Current Long Term Debt			\$1,997,646.00	
	Other Current Liabilities			\$482,848.00	
Long Term Debt				\$0.00	
Other				\$0.00	

Liabilities					

Total Liabilities				\$2,588,246.00	
				=====	
				=	
Shareholder's Equity					
	Preferred Stock - Series A-G			\$454,300.00	
	Common Stock par value \$.00001 , 498,000,000 shares authorized.				
	105,897,867 shares issued and				
	outstanding as of September 30, 2019			\$5,076,374.00	
	Additional Paid-in Capital			\$23,241,488.00	
	Accumulated Deficit			-\$31,310,000.00	
Total Shareholders' Deficit				-\$2,537,838.00	
				=====	
				=	
Total Liabilities and Shareholder's Equity				\$50,408.00	
				=====	
				=	
Decrease Retired Long Term Debt from Convertible Debentures					

<u>DNA BRANDS INC</u>											
<u>STATEMENT OF</u>											
<u>SHAREHOLDERS</u>											
<u>EQUITY(DEFICIT)</u>											
<u>ENDING</u>											
<u>SEPTEMBER 30</u>											
<u>2019</u>											
	COMMON STOCK	COMMON STOCK	PREF A	PREF C	PREF D	PREF E	PREF F	PREF G	PREFERRED STOCK	ADDITIONAL PAID IN CAPITAL (\$)	ACCUMULATED DEFICIT (\$)
	<u>SHARES</u>	<u>\$AMOUNT</u>	<u>SHARES</u>	<u>SHARES</u>	<u>SHARES</u>	<u>SHARES</u>	<u>SHARES</u>	<u>SHARES</u>	<u>\$AMOUNT</u>		
BEGINNING BALANCE JUNE 2017	15,431,865,232	\$ 5,076,345.00	-	300,000	-	1,800,000	355,000	-	\$ 454,300.00	\$ 23,181,517.00	\$ (30,422,173.00)
COMMON STOCK ISSUED FOR SERVICES	5,782,928,623	\$ -	-	-						\$ -	\$ (497,382.00)
BALANCE JUNE 2018	21,214,793,855	\$ 5,076,345.00	-	300,000	-	1,800,000	355,000	-	\$ 454,300.00	\$ 23,181,517.00	\$ (30,919,555.00)
COMMON STOCK ISSUED FOR SERVICES	2,600,074	\$ 29.00	-	-						\$ 59,971.00	\$ (388,062.00)
REVERSE SPLIT 3500:1	(21,207,481,018)										
COMMON STOCK ISSUED FOR DEBT CONVERSION	95,984,956										
BALANCE JUNE 2019	105,897,867	\$ 5,076,374.00	-	300,000	-	1,800,000	355,000	-	\$ 454,300.00	\$ 23,241,488.00	\$ (31,307,617.00)
BALANCE SEPTEMBER 2019	105,897,867	\$ 5,076,374.00	-	300,000	-	1,800,000	355,000	-	\$ 454,300.00	\$ 23,241,488.00	\$ (31,310,000.00)

Exhibit A										
Date of Issuance	As of date	Days Out	Outstanding Balance	Principle amount	Interest Rate	Interest accrued	Maturity date	Conversion Terms	Note Holder	Reason
5/18/13	9/30/19	2326	\$120,000.00	\$150,000.00	6.00%	\$57,353.42	5/18/14	50% Discount	Tom Rutherford	Loan to Company
6/8/13	9/30/19	2305	\$50,000.00	\$50,000.00	6.00%	\$18,945.21	6/8/14	50% Discount	Chris Carleo	Loan to Company
6/14/13	9/30/19	2299	\$10,000.00	\$10,000.00	6.00%	\$3,779.18	6/14/14	50% Discount	Harry Grimm	Loan to Company
6/14/13	9/30/19	2299	\$30,000.00	\$15,000.00	2 X principal			50% Discount	Jerry Nelson	Loan To company
6/17/13	9/30/19	2296	\$20,000.00	\$20,000.00	6.00%	\$7,548.49	6/17/14	50% Discount	Jan Ehrenwerth	Loan to Company
1/14/14	9/30/19	2085	\$25,000.00	\$25,000.00	8.00%	\$11,424.66	1/14/15	60% Discount	Darren Marks	Back Salary
1/14/14	9/30/19	2085	\$50,000.00	\$50,000.00	8.00%	\$22,849.32	1/14/15	60% Discount	Darren Marks	Back Salary
1/14/14	9/30/19	2085	\$50,000.00	\$50,000.00	8.00%	\$22,849.32	1/14/15	60% Discount	Melvin Leiner	Back Salary
3/14/14	9/30/19	2026	\$75,000.00	\$110,000.00	5.00%	\$30,528.77	1/14/15	50% Discount	Iconic Holdings-Micheal Sobeck	Loan to Company
5/2/14	9/30/19	1977	\$37,500.00	\$37,500.00	8.00%	\$16,249.32	5/2/15	50% Discount	LG Capital-Eli Allan	Loan to Company
6/10/14	9/30/19	1938	\$0.00	\$75,000.00	5.00%	\$19,910.96	6/10/15	50% Discount	Convetry-Jack Bodenstein	Loan to Company
10/7/14	9/30/19	1819	\$30,000.00	\$30,000.00	5.00%	\$7,475.34	10/7/15	50% Discount	Coventry-Jack Bodenstein	Loan to Company

1/14/16	9/30/19	1355	\$25,000.00	\$25,000.00	8.00%	\$7,424.66	1/14/17	60%Discount	Darren Marks	Salary
1/14/16	9/30/19	1355	\$50,000.00	\$50,000.00	8.00%	\$14,849.32	1/14/17	60%Discount	Darren Marks	Back Salary
1/14/16	9/30/19	1355	\$50,000.00	\$50,000.00	8.00%	\$14,849.32	1/14/17	60%Discount	Melvin Leiner	Back Salary
2/1/16	9/30/19	1337	\$70,500.00	\$70,500.00	8.00%	\$20,659.40	2/1/17	60%Discount	Darren Marks	Bak Salary
2/1/16	9/30/19	1337	\$106,632.00	\$106,632.00	8.00%	\$31,247.56	2/1/17	60%Discount	Melvin Leiner	Back Salary
9/7/16	9/30/19	1118	\$20,000.00	\$20,000.00	9.88%	\$6,049.45	9/7/17	50%Discount	PBDC LLC-AdrianMcKenize-Patsar	Back Salary
2/1/16	9/30/19	1337	\$30,000.00	\$30,000.00	8.00%	\$8,791.23	2/1/17	50%Discount	Andrew Telsey	Back Salary
2/1/17	9/30/19	971	\$89,000.00	\$89,000.00	9.75%	\$23,084.53	2/1/18	50%Discount	PBDC LLC-AdrianMcKenize-Patsar	Back Salary
6/30/16	9/30/19	1187	Settled	\$6,000.00	9.88%	\$1,926.84	6/30/17	50%Discount	PBDC LLC-AdrianMcKenize-Patsar	Back Salary
5/25/17	9/30/19	858	\$100,000.00	\$100,000.00	8.75%	\$20,568.49	5/25/18	50%Discount	Heidi Michitsch	Consulting fee
11/24/17	9/30/19	675	\$8,000.00	\$4,000.00	2X Principal		11/29/18	50%Discount	Fred Rosen	Loan to Company
11/25/17	9/30/19	674	\$0.00	\$20,000.00	8.75%	\$3,231.51	11/24/18	50%Discount	Tom Rutherford	Loan to Company
11/30/17	9/30/19	669	\$10,000.00	\$5,000.00	2X Principal		11/31/18	50%Discount	Doug Engers	Loan to Company

12/4/17	9/30/ 19	665	\$10,000.00	\$5,000.00	2X Principal		12/4/18	50% Discount	Joe Gibson	Loan to Company
12/13/17	9/30/ 19	656	\$20,000.00	\$10,000.00	2X Principal		12/13/18	50% Discount	Romich Trust- Barry Romich	Loan to Company
12/15/17	9/30/ 19	654	\$87,000.00	\$100,000.00	5.00%	\$8,958.90	12/15/18	65%Disco unt	Kerry Goodman	Loan to Company
12/31/17	9/30/ 19	638	\$31,280.00	\$31,280.00	8.75%	\$4,784.13	12/31/18	50% Discount	PBDC LLC- Adrian McKenize- Patasar	Back Salary
3/31/18	9/30/ 19	548	\$11,500.00	\$11,500.00	8.75%	\$1,510.75	3/31/19	50% Discount	PBDC LLC- Adrian McKenize- Patasar	Back Salary
6/30/18	9/30/ 19	457	\$26,500.00	\$26,500.00	8.75%	\$2,903.20	6/30/19	50% Discount	PBDC LLC- Adrian McKenize- Patasar	Back Salary
8/13/18	9/30/ 19	413	\$50,000.00	\$50,000.00	12.00%	\$6,789.04	8/13/19	50% Discount	B A Romich Trust- Barry Romich	Loan to Company
8/13/18	9/30/ 19	413	\$50,000.00	\$50,000.00	NONE		8/13/19	50%Disco unt	Romich Foundation	Charitable Donation
9/30/18	9/30/ 19	365	\$30,000.00	\$30,000.00	8.75%	\$2,625.00	9/30/19	50% Discount	PBDC LLC- Adrian McKenize- Patasar	Back Salary
11/18/18	9/30/ 19	316	\$100,000.00	\$100,000.00	8.00%	\$6,926.03	11/18/19	50%Disco unt	Tom Rutherford	Loan to Company

12/31/18	9/30/19	273	\$21,000.00	\$21,000.00	8.75%	\$1,374.35	12/31/19	50% Discount	PBDC LLC-Adrian McKenize-Patasar	Back Salary
3/31/19	9/30/19	183	\$23,500.00	\$23,500.00	8.75%	\$1,030.94	3/31/20	50% Discount	PBDC LLC-Adrian McKenize-Patasar	BackSalary
5/7/19	9/30/19	146	\$30,000.00	\$30,000.00	8.00%	\$960.00	5/7/20	50% Discount	Tom Rutherford	Loan to Company
5/9/19	9/30/19	144	\$16,000.00	\$16,000.00	6.00%	\$378.74	5/9/20	50% discount	GPL Ventures-Cosmin Panait	Loan to Company
6/5/19	9/30/19	117	\$25,000.00	\$25,000.00	6.00%	\$480.82	6/5/20	50%Disco unt	GPL Ventures-Cosmin Panait	Loan to Company
6/30/19	9/30/19	92	\$20,000.00	\$20,000.00	8.75%	\$441.10	6/30/20	50% Discount	PBDC LLC-AdrianMcKenize-Patasar	Back Salary
7/10/19	9/30/19	82	\$1,500.00	\$1,500.00	6.00%	\$20.22	7/10/19	50% Discount	GPL Ventures-Cosmin panait	Loan to Company
8/22/19	9/30/19	39	\$2,500.00	\$2,500.00	6.00%	\$16.03	8/22/19	50%Disco unt	GPL Ventures-Cosmin Panait	Loan to Company
9/30/19	9/30/19	0	\$37,500.00	\$37,500.00	8.75%	\$0.00	9/30/19	50%Disco unt	PBDC LLC-Adrian	Back Salary

									McKenize- Patasar	
Sub Totals			<u>\$1,649,912.00</u>			<u>\$410,795.52</u>				
Total Debt Outstandi ng W Accrued Interest:						\$2,060,707.52				

DNA Brands, Inc.
Notes to Financial Statements

Company Overview and History

DNA Brands, Inc. (hereinafter referred to as “us,” “our,” “we,” the “Company” or “DNA ”) was incorporated in the State of Colorado on May 23, 2007 under the name Famous Products, Inc. Prior to July 6, 2010 we were a beverage company. We are looking to reproduce, market and sell a proprietary line of five carbonated blends of DNA Energy Drink®, Citrus, Sugar Free Citrus, Original (a unique combination of Red Bull® and Monster® energy drinks), Cryo- Berry (a refreshing mix of cranberry and raspberry) and Molecular Melon (a cool and refreshing taste); as well as three milk based energy coffees with fortified with Omega 3. These flavors are Mocha, Vanilla Latte and Caramel Macchiato.

Our business commenced in May 2006 in the State of Florida under the name Grass Roots Beverage Company, Inc. (“Grass Roots”). Initial operations of Grass Roots included development of our energy drinks, sampling and other

marketing efforts and initial distribution in the State of Florida. In May 2006 we formed DNA Beverage Corporation, a Florida corporation (“DNA Beverage”).

Effective July 6, 2010, we executed agreements to acquire all of the assets, liabilities and contract rights of DNA Beverage and 100% of the common stock of DNA Beverage’s wholly owned subsidiary Grass Roots Beverage Company, Inc. (“Grass Roots”) in exchange for the issuance of 31,250,000 shares of our common stock. The share issuance represented approximately 94.6% of our outstanding shares at the time of issuance. As a result of this transaction we also changed our name to “DNA Brands, Inc.”

Grass Roots was dissolved and ceased activity on December 31, 2013. Whereby DNA Brands Inc has been the surviving entity.

Effective on or about March 15 2019 the company signed a Fleet agreement with Ridesharerental.com to acquire and rent cars to Transportation Network Providers (TNP’s), such as Uber and Lyft. This is the only source of revenue of the business at this time .

DNA Brands, Inc.
Notes to Financial Statements (Continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Revenue Recognition

The Company derives revenues from the sale of carbonated energy drinks and through the Fleet agreement it has with ridesharrental.com. **At this time the company is in a reorganization phase and has minimal revenue**

Fair Value of Financial Instruments

The Company's financial instruments consist mainly of cash and cash equivalents, accounts receivable, prepaid expenses, accounts payable, accrued expenses, derivative liabilities, and loans payable. The carrying values of the financial instruments approximate their fair value due to the short-term nature of these instruments. The fair values of the loans payable have interest rates that approximate market rates.

Derivative Instruments

The Company does not enter into derivative contracts for purposes of risk management or speculation. However, from time to time, the Company enters into contracts, namely convertible notes payable, that are not considered derivative financial instruments in their entirety, but that include embedded derivative features.

In accordance with Financial Accounting Standards Board ("FASB") ASC Topic 815-15, *Embedded Derivatives*, and guidance provided by the SEC Staff, the Company accounts for these embedded features as a derivative liability or equity at fair value.

The recognition of the fair value of the derivative instrument at the date of issuance is applied first to the debt proceeds. The excess fair value, if any, over the proceeds from a debt instrument, is recognized immediately in the statement of operations as interest expense. The value of derivatives associated with a debt instrument is recognized at inception as a discount to the debt instrument and amortized to interest expense over the life of the debt instrument. A determination is made upon settlement, exchange, or modification of the debt instruments to determine if a gain or loss on the extinguishment has been incurred based on the terms of the settlement, exchange, or modification and on the value allocated to the debt instrument at such date.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are stated at cost and consist of bank deposits. The carrying amount of cash and cash equivalents approximates fair value.

Accounts Receivable and Allowance for Doubtful Accounts

The Company will bill its customers after its products are shipped. The Company bases its allowance for doubtful accounts on estimates of the creditworthiness of customers, analysis of delinquent accounts, payment histories of its

customers and judgment with respect to the current economic conditions. The Company generally does not require collateral. The Company believes the allowances are sufficient to cover uncollectible accounts. The Company reviews its accounts receivable aging on a regular basis for past due accounts, and writes off any uncollectible amounts against the allowance.

Inventory

No Inventory at present or for the Fiscal year 2019 to date.

Inventory is stated at the lower of cost or market. Cost is principally determined by using the average cost method that approximates the First-In, First-Out (FIFO) method of accounting for inventory. Inventory consists of raw materials as well as finished goods held for sale. The Company's management monitors the inventory for excess and obsolete items and makes necessary valuation adjustments when required.

The Company is in the process of pricing and ordering Inventory

DNA Brands, Inc.

Notes to Financial Statements (Continued)

Property and Equipment

Company owns a fleet of cars, that it rents out

Property and equipment is recorded at cost less accumulated depreciation. Replacements, maintenance and repairs which do not improve or extend the lives of the respective assets are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Impairment of Long-Lived Assets

None at present or for fiscal year 2019

Long-lived assets are reviewed for impairment when events or changes in circumstances indicate the book value of the assets may not be recoverable. In accordance with Accounting Standards Codification (“ASC”) 360-10-35-15 *Impairment or Disposal of Long-Lived Assets*, recoverability is measured by comparing the book value of the asset to the future net undiscounted cash flows expected to be generated by the asset.

No events or changes in circumstances have been identified which would impact the recoverability of the Company’s long-lived assets reported at December 31, 2016 and 2015.

Stock-Based Compensation for fiscal year 2017 -2019

On or about October 18th 2017, the company issued 1,533,200,000 shares of common stock to Consultant Howard Ullman

On November 5th 2018, Post reversal (3500:1).

Company issued 500K, shares to Adrian McKenzie DBA PBDC LLC

2/19/19- Heidi Michitsch- 600K shares issued

2/19/19-Howard ullman - 500K Shares issued

2/19/19- PBDC LLC(Adrian McKenzie)1 Million shares issued

4/16/19 Adrian McKenzie-80 Million shares

DNA Brands, Inc.

Notes to Financial Statements (Continued)

Stock compensation arrangements with non-employee service providers are accounted for in accordance with ASC 505-50 *Equity-Based Payments to Non-Employees* , using a fair value approach. The compensation costs of these arrangements are subject to re-measurement over the vesting terms as earned.

Stock Purchase Warrants

All Prior Warrants issued have expired worthless as of Dec 31 2016

Going Concern

As reflected in the accompanying financial statements, the Company has recorded continual significant net losses Annually for the trailing 5 years. These matters raise a substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on management's plans, which includes implementation of its business plan and continuing to raise funds through debt or equity raises. The Company will likely continue to rely upon related-party debt or equity financing in order to ensure the continuing existence of the business.

DNA Brands, Inc.

Notes to Financial Statements (Continued)

6. Prepaid Expenses and Other Assets

None

DNA Brands, Inc.

Notes to Financial Statements (Continued)

8. Accrued Liabilities

\$322,400- Interest on Convertible notes for quarter ending 9/30/19

9. Loans payable

The composition of loans payable (Convertible Notes Payable) up to September 30 , 2019 are as follows:

In June 2013, the Company entered into a loan agreement with Beverage LLC and received gross proceeds of \$265,000. In accordance with ACS 810-10-55, the Company considered its relationship with, and the terms of its interest in, Beverage LLC and determined that it was a VIE that should be consolidated into its financial statements. The Company's involvement with Beverage LLC is that it served as an entity to obtain inventory financing for DNA.

As of December 31, 2013 and December 2012 the amounts included in the consolidated liabilities, which are reported in loans payable (before discount) total \$530,000 and \$-0- respectively, relating to Beverage LLC. The loans payable bear interest at a rate of 6% per annum and are scheduled to be repaid to the lenders in equal installments of 66.67% of the original principal on September 30, 2013, December 31, 2013 and March 31, 2014. The aggregate value of the repayment installments totals \$530,000 plus interest and penalties. September and December installment payments were not made. The loan is in default and the default interest rate of 10% per annum.

DNA Brands, Inc.

Notes to Financial Statements (Continued)

Convertible Note Debentures

In February 2011, the Company issued a convertible debenture to an existing shareholder in the amount of \$500,000. The debenture bears interest at 12% per annum and carries an annual transaction fee of \$30,000, of which both are payable in quarterly installments commencing in May 2011. These costs are recorded as interest expenses in the Company's financial statements. In addition, as further inducement for loaning the Company funds, the Company issued 125,000 restricted shares of its common stock to the holder upon execution. The common shares were valued at \$31,250, their fair market value, and recorded as a discount to the debenture. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In June 2011, the Company issued a convertible debenture to an existing shareholder in the amount of \$125,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of maturity. The debenture is convertible at any time prior to maturity into 150,000 shares of the Company's common stock. This beneficial conversion feature was valued at \$90,750, using Black-Scholes methodology, and recorded as a discount to the debenture. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In July and August 2011, the Company issued a series of secured convertible debentures to accredited investors aggregating \$275,000 in gross proceeds. All proceeds from these debentures are to be utilized solely for the purpose of funding raw materials and inventory purchases through the use of an escrow agent. The debentures bear interest at 12% per annum, payable in monthly installments. The debentures are convertible at any time prior to maturity at a conversion price equal to 80% of the average share price of the Company's common stock for the 10 previous trading days prior to conversion, but not less than \$0.70. In addition, as further inducement for loaning the Company funds, the Company issued the lenders 68,750 restricted shares of its common stock and 137,500 common stock warrants exercisable at \$1.25 per share. As a result, the Company had to allocate fair market value to each the beneficial conversion feature, restricted shares and warrants. The common shares were valued at \$30,938, their fair market value. The Company determined the fair market value of the warrants as \$94,255 using the Black-Scholes valuation model. Since the combined fair market value allocated to the warrants and beneficial conversion feature cannot exceed the convertible debenture amount, the beneficial conversion feature was valued at \$149,807, the ceiling of its intrinsic value. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In February 2012, the Company issued a convertible debenture to an existing shareholder in the amount of \$75,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of maturity. The debenture is convertible at any time prior to maturity into 280,000 shares of the Company's common stock. As further inducement, the Company issued the lender 280,000 common stock warrants exercisable at \$1.50 per share. If unexercised, the warrants will expire on January 31, 2017. Using the Black-Scholes model, the warrants were valued at \$63,620 and recorded as a discount to the principal amount of the debenture. This discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In February and June 2012, the Company converted \$524,950 of its loans payable to officers into convertible debentures. These debentures were offered by the Company's officers to certain accredited investors and a majority portion of the proceeds therefrom were deposited with the Company. The debentures had no maturity date and bear no interest. Therefore these debentures were payable on demand and were originally classified as a current liability. The debentures were convertible at any time into 3,499,667 shares, or \$0.15 per share of common stock. The Company determined that these terms created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$524,950, the ceiling of its intrinsic value. Due to the nature of the debentures, the full value of the beneficial

conversion feature was immediately recorded as interest expense in the Company's financial statements. In August 2012, these convertible debentures were converted into 3,499,666 shares of the Company's common stock.

On April 9, 2012, the Company executed an Investment Banking and Advisory Agreement with Charles Morgan Securities, Inc., New York, NY ("CMI"), wherein CMI agreed to provide consulting, strategic business planning, financing on a "best efforts" basis and investor and public relations services, as well as to assist the Company in its efforts to raise capital through the issuance of debt or equity. The agreement provided for CMI to engage in two separate private offerings with the initial private placement offering up to \$3.0 million and the second private placement offering up to an additional \$3.0 million; each on a "best efforts" basis. In connection with this agreement the Company issued 750,000 shares valued at \$0.25 per share or a total value of \$187,500. This amount was fully amortized in the Company's financial statements as of December 31, 2012.

In July 2012, the Company received proceeds from convertible debentures totaling \$182,668 in connection with the CMI agreement. The debentures bear interest at 12% per annum, which is payable in cash or the Company's common stock at the time of conversion or maturity. The debentures are convertible at any time prior to maturity at a conversion price equal to the lesser of 75% of the average share price of the Company's common stock for the five previous trading days prior to conversion or \$0.35, but not less than \$0.15. In the event that the Company offers or issues shares of its common stock at a share price less than \$0.15, the floor conversion price will adjust to the new lower price. The Company determined that the terms of the debentures created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$160,813 and recorded as a discount to the principal amount of the debentures. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On August 7, 2012, the Company issued a convertible debenture in the amount of \$50,000. The debenture does not bear interest. As an inducement, the Company agreed to issue the lender 20,000 shares of its common stock. The common shares were valued at their trading price on the date of the agreement and recorded as interest expense in the Company's results of operations. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$50,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements. During the second quarter of 2013, the conversion terms of this note were modified and the note was converted into 1,500,000 shares of common stock.

On September 25, 2012, the Company issued a convertible debenture in the amount of \$50,000. The debenture bears interest at 6% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 70% of the lowest closing bid price of the Company's common stock on the four previous trading days prior to and day of conversion, but not less than \$0.0001.

The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$50,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements. During the second quarter of 2013, the lender converted \$23,000 of principal into 919,403 shares of common stock in accordance with the conversion terms of the debenture.

On November 1, 2012, the Company issued a convertible debenture in the amount of \$80,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 70% of the average closing bid price of the Company's common stock on the 30 previous trading days prior to the day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$56,286, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

DNA Brands, Inc.

Notes to Financial Statements (Continued)

During the second quarter of 2013, the Company recorded \$65,000 in gross proceeds from the issuance of three convertible debentures. The debentures bear interest at 12% per annum, which is payable in cash at the time of maturity. The debentures are convertible at any time prior to maturity into 216,667 shares of the Company's common stock. As further inducement, the Company issued the lenders 216,667 common stock warrants exercisable at \$1.50 per share. If unexercised, the warrants will expire on February 28, 2017. Using the Black-Scholes model, the warrants were valued at \$69,455 and recorded as a discount up to the principal amount of the debentures. This discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements. As of December 31, 2013, two of the debentures totaling \$35,000 in principal value were converted into 316,667 shares of common stock. Some of the original conversion terms were modified prior to the notes' conversions. The remaining \$30,000 debenture is in default, as its maturity date was April 25, 2013.

On September 17, 2013, the Company issued a convertible debenture in the amount of \$50,000. The debenture bears interest at 6% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 70% of the lowest closing bid price of the Company's common stock on the four previous trading days prior to and day of conversion, but not less than \$0.0001. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$50,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On October 31, 2013, the Company issued a convertible debenture in the amount of \$204,000. The debenture bears interest at 18% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 50% of the lowest closing bid price of the Company's common stock on the twenty previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$204,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On November 6, 2013, the Company issued a convertible debenture in the amount of \$53,000. The debenture bears interest at 8% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 58% of the average of the 3 lowest share closing bid prices of the Company's common stock on the ten previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$48,533, its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On November 6, 2013, the Company issued a convertible debenture in the amount of \$125,000. The debenture bears interest at 10% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 50% of the lowest share closing bid price of the Company's common stock on the twenty previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$125,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On November 6, 2013, the Company issued a convertible debenture in the amount of \$80,000. The debenture bears no interest and is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible

at any time prior to maturity at a conversion price equal to 50% of the average share closing bid price of the Company's common stock on the thirty previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$80,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

On November 21, 2013, the Company issued a convertible debenture in the amount of \$100,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of conversion or maturity. The debenture is convertible at any time prior to maturity at a conversion price equal to 50% of the lowest share intra-day price of the Company's common stock on the ten previous trading days prior to and day of conversion. The Company determined that the terms of the debenture created a beneficial conversion feature. Using the Black-Scholes model, the beneficial conversion feature was valued at \$100,000, the ceiling of its intrinsic value, and recorded as a discount to the principal amount of the debenture. The discount is amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

April 22 2014 the company issued a 1 year convertible debenture of \$77,500, maturing April 22 2015, to Tidepool Ventures Inc. Bearing 10% interest per annum. This note has a Conversion factor of 45% of market price. Market price is calculated by the average of the lowest Bid price for the trailing ten business days to the market. (Representing a 55% discount to market price). This note was sold to World Market Ventures LLC and converted into common stock.

April 22 2014 the company issued a 1 year maturity convertible debenture of \$110,000 to Iconic Holding LLC. Bearing 5% interest per annum, maturing April 22 2015. This note has a Conversion factor of 50% of market price. Market price is calculated by the average of the lowest Bid price for the trailing ten business days. (Representing a 50% discount to market price). \$32,250 Was converted into Common stock for 2016. This note is in default.

May 2 2014, the company issued a 1 year convertible debenture to LG Capital funding LLC of \$37,500 maturing May 2 2015. Bearing 8% annual interest. This note has a conversion factor of 50% of market price. Market price is calculated by taking the average of the lowest Bid price for the trailing ten business days. (Representing a 50% discount to market price). This note is in default.

June 10 2014 the company issued a 1 year maturity convertible debenture of \$75,000 to Coventry Enterprises LLC bearing 8% interest per annum maturing June 10th 2015. This note has a conversion factor of 60% of market price.

Market price is calculated by taking the average of the lowest Bid price for the trailing ten business days. (Representing a 40% discount to market price). This note is in default. \$63K, was converted into Common stock for the year 2016.

Oct 7 2014 , the Company issued a 1 year Convertible Debenture to Coventry Enterprises LLC for \$30,000. Bearing 8% per annum. Maturing Oct 7 2015. This note has a Conversion ratio with a 50% of market price. Market price is Calculated by taking the average of the lowest Bid price for the trailing ten business days. (Representing a 50% discount to market price). This note is in default.

Jan 14 2016 the company issued a convertible debenture to Darren Marks for \$25,000 bearing 8% interest per annum. Maturing Jan 14 2015. This note has a Conversion factor of 40% of market price. Market price is calculated by the average of the lowest bid price of the trailing 5 business days (Representing a 60% discount to market). This note is in default.

Jan 14 2016 the company issued a convertible debenture to Darren Marks for \$50,000 bearing 8% interest per annum. Maturing Jan 14 2015. This note has a Conversion factor of 40% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 60% discount to market price). This note is in default.

Jan 14 2016 the company issued a convertible debenture to Melvin Leiner for \$50,000 bearing 8% interest per annum. Maturing Jan 14 2017 . This note has a Conversion factor of 40% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 60% discount to market price). This note is in default.

Feb 1 2016 the company issued a convertible debenture to Andrew Telsey for \$30,000, bearing 8% Interest per annum. Maturing Feb 1 2017. This note has a conversion of 60% of market value. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 40% discount to market price). This Note is in default.

Feb 1 2016, the Company issued a convertible Note to Darren Marks for \$70,500, bearing 8% interest per annum. Maturing Feb 1 2017. This note has a conversion factor of 40% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 60% discount to market Price). This Note is in default.

Feb 1 2016, the Company issued a convertible Note to Melvin Leiner for \$106,632.70, bearing 8% interest, with a conversion ratio, of 60% market price. Maturing Feb 1 2017. Market price is calculated by taking the average of the

lowest bid price of the trailing 5 business days. Discount to market. (Representing a 60% discount to market price). This Note is in default.

April 16 2016 the company issued a convertible debenture to Tidepool Ventures group for \$10,000 bearing 5% interest per annum. Maturing April 16 2017. This note has a conversion ratio of 45% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. . (Representing a 55% discount to market.)

April 26 2016 the company issued a convertible debenture to Iconic Holdings LLC for \$25,000 bearing 10% interest per annum Maturing April 26 2017. This note has a conversion ratio of 50% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days.(Representing a 50% discount to market price). This note is in default.

June 10 2016 the company issued a convertible debenture to Tidepool Ventures LLC for \$3,000 bearing 5% interest per annum. Maturing June 10 2017. This note has a conversion ratio of 50% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing 50% discount to market price). This note is in default.

June 29 2016 the company issued a convertible debenture to Tidepool Ventures LLC of Eight thousand seven a fifty dollars (\$8750) bearing 5% interest per annum. Maturing June 29 2017. This Note has a conversion factor of 50% of market price. Market price is . calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 50% discount to market price). This note is in default

August 12, 2016 the company issued a convertible debenture to Tidepool Ventures LLC \$3,000 bearing 5% interest per annum. Maturing August 12 2017. This note has a conversion factor of 50% of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 50% discount to market price)

Sept 7, 2016 the company issued a convertible debenture to Dr. Rutherford for \$20,000 Bearing 5% interest per annum. Maturing September 7 2017. This note has a conversion of 50% discount of market price. Market price is calculated by taking the average of the lowest bid price of the trailing 5 business days. (Representing a 50% discount to market price).This note is in default

Feb 1st 2017 Company issued a Convertible debenture to CEO Adrian McKenzie or his company PBDC LLC for Eighty Nine Thousand Dollars.(\$89,000). Bearing 9.875% interest for Annual Back Salary and Annual Bonus for 2016.

March 31st 2017 company issued a convertible note to CEO Adrian McKenzie or his company PBDC LLC for Eight thousand dollars (\$8,000), bearing 9.875% interest for Back Salaries for the months of February and March 2017.

May 21st 2017 Company issued a convertible Promissory Note to Heidi Michitsch for One Hundred Thousand Dollars, bearing 9.875% interest (\$100K).

June 30th 2017 company issued a convertible debenture to CEO Adrian McKenzie or his company PBDC LLC in the amount of Six Thousand Dollars (\$6,000), bearing 9.875% interest, for back salary for Q2, 2017

November 24th 2017 the company issued a convertible debenture to Mr. Fred Rosen for Four Thousand Dollars (\$4,000), for funds loaned to the company.

On November 25th 2017 the Company issued a Convertible Note for Twenty Thousand Dollars USD (\$20,000) Dr. Thomas Rutherford, for funds loaned to the company

On Nov 29th 2017 company issued a Convertible Promissory Note. to Mr. Joseph Gibson, for Five Thousand Dollars USD (\$5,000) USD

On or about November 30th 2017 issued a Convertible Promissory Note to Dr. Doug Engers Five Thousand USD (\$5K) for funds loaned to the Company

On or about December 13th 2017 the company issued a Convertible Promissory Note to Barry Romich of Ten Thousand dollars USD (\$10,000), for funds loaned to the company

On or about December 15th 2017 the company issued a Convertible Promissory Note to Mr. Kerry Goodman for One hundred Thousand Dollars USD (\$100K, \$50K cashed late December, \$50K cashed early February).

On or about December 31st 2017 company issued a Convertible promissory Note payable to Ms. Heidi Michitsch of Six thousand Dollars USD (\$6K) for Back Salaries Due, Q4 2017.

On Dec 31st 2017 the Company issued a Convertible promissory Note to CEO Adrian P. McKenzie or his company PBDC LLC in the Amount of Thirty One Thousand, two hundred and Eighty USD (\$31,280). This Promissory Note covers monies loaned to the company for the Token Talk Acquisition and Back Salaries owed to Mr. McKenzie over the given time period.

On or about March 31st 2018 the company issued a Convertible promissory note to CEO Adrian P. McKenzie, for Eleven thousand Five Hundred USD (\$11,500) or his company PBDC LLC for back salaries owed.

On or about June 30th 2018/ company issued a Convertible note in the amount of Twenty Six Thousand Five Hundred dollars USD (\$26,500) to CEO Adrian P. McKenzie or his company PBDC LLC, for back salaries owed.

On or about August 13th 2018, the company issued a Convertible Note of Fifty Thousand Dollars USD in exchange for Fifty Thousand Dollar USD (\$50,000) Loan to the Company, to the BA Romich Trust.

On or about August 13th 2018, the Company issued a Convertible note in the amount of Fifty Thousand Dollars USD (\$50,000) as a Charitable donation to the Romich Foundation

On or about September 30th 2018 the company issued a Convertible note in the amount of Thirty Thousand Dollars(\$30,000) to Adrian P. McKenzie or his company PBDC LLC, for back salaries owed.

On or November 18th 2018, The company issued a convertible promissory Note to Dr. Thomas Rutherford for One Hundred Thousand Dollars USD (\$100,000), for funds loaned to the company.

On or about December 31st 2018 the company issued a Convertible note in the amount of Twenty One Thousand Dollars (\$21,000) to Adrian P McKenzie or his company PBDC LLC, for back salaries owed

On or about November 5th 2018 the company issued Five hundred Thousand Shares (500K) to Adrian McKenzie dba PBDC LLC.

On or about Feb 7 2019 company converted \$40K worth of common stock to World Market Ventures LLC from a \$20K Convertible Promissory note dated Sept 7 2016 payable to Dr. Thomas Rutherford

On Feb 19 2019 the company issued the following common stock:

600K(Six hundred thousand shares) to Heidi Michitsch, For work done on Rideshares deal

500K(Five hundred thousand shares) to Howard Ullman For work done on Rideshare deal

1,000,000 (One Million shares) For work done on Rideshare deal.

On or about March 5th 2019 company issued 885K shares of common stock to Mr Kerry Goodman for a Promissory note conversion

March 31, 2019 the company issued a 8.75% Convertible Promissory note payable to CEO Adrian McKenzie/ his company PBDC LLC, in the amount of \$23,500, for backpay for Q1 2019

On April 16 2019 the company issued CEO Adrian Mckenzie 80 Million common shares in exchange for settlement agreement of convertible debt owed from March 31, 2017.

On or about May 6th 2019 the company issued a Convertible Promissory Note (8.75% interest), to Dr.Thomas Rutherford, in the amount of Thirty Thousand Dollars (\$30,000), for funds loaned to the company

On or about May 15th 2019 the company issued 4 millions shares of common stock to Mr Kerry Goodman for a \$25K promissory note conversion .

April 16 2019, issued 80 million shares to Adrian McKenzie, redemption of \$8K Promissory Note

April 23 2019, issued 9,100,000, shares to GPL Ventures, option purchase of Rutherford Note

May 9 2019 Issued 1,000,000 to World Market Ventures LLC, Purchase from Rutherford

July 10 2019 - Company issued a convertible promissory Note to GPL Ventures for a \$1500 loan

August 22 2019- company issued Convertible Promissory note to GPL Ventures for a \$2500 loan

September 30 2019 Company issued a Convertible Note to Adrian McKenzie or his company PBDC LLC in the amount of \$37,500, for Back salaries owed for Q3 2019, as per employment agreement.

DNA Brands, Inc.

Notes to Financial Statements (Continued)

Equity

Preferred and Common Stock

As of September 30th 2019 the company is Authorized to issue 498,000,000 Common shares . Of which as of September 30th 2019 , 105,897,867 shares were issued and outstanding .

Sole Office and Director Adrian McKenzie Holds 355K Series F preferred, which have voting rights of 75,000 votes per share. (Control Block)

Stock Options

ALL stock options that have been issued in the past have expired worthless

As of December 31, 2017, 2016 and 2015, there was \$-0- in unrecognized compensation related to stock options outstanding. All outstanding stock options are vested. Since the inception of the Company, no stock options have been exercised.

On or about October 18th 2017, the company issued 1,533,200,000 shares of common stock to Consultant Howard Ullman, Pre reversal, Post reversal after October 31 2018, they equate to Four Hundred and thirty eight thousand (438K) common shares

DNA Brands, Inc.

Notes to Financial Statements (Continued)

Stock Warrants

Any Prior Warrants issued have expired worthless and or not exercised

DNA Brands, Inc.

Notes to Consolidated Financial Statements (Continued)

The net operating loss is comprised as follows:

Loss from operations 2018	(\$622,915)
Loss from operations 2017	(\$314,875)
Loss from operations 2016	(\$318,272)
Loss from operations 2015	(\$104, 373)
Loss From operation 2014	(\$801, 213)

Commitments

As of December 1, 2018 the company is committed to \$1500 per month for an office facility, that it leases annually.

