# 024 Pharma, Inc.

# 224 Datura Street #1015

# West Palm Beach Florida 33401

## 024 Pharma, Inc.

#### COMPANY INFORMATION AND DISCLOSURE STATEMENT

## Part A: General Company Information

As used in this disclosure statement, the terms "we", "us", "our", "EEIG" and the "Company" means, 024 Pharma, Inc., a New Jersey corporation.

### Item I: The exact name of the issuer and its predecessor (if any).

November 10, 2016 to Present: 024 Pharma, Inc.

April 28, 2008 to November 09, 2016: B Green Innovations, Inc. August 24, 2007 to April 27,2008: Stonghold Holding Corp.

November 10, 2004 to August 23, 2007: iVoice, Inc.

### Item II: The address of the issuer's principal executive offices

024 Pharma, Inc.

224 Datura Street #1015

West Palm Beach Florida 33414

1 561 295 3898

Website: http://www.024pharma.com/

### Item III: The jurisdiction(s) and date of the issuer's incorporation or organization.

024 Pharma, Inc. (the "Company") was originally incorporated on November 10, 2004 under the laws of New Jersey.

### Part B: Share Structure

## Item IV: The exact title and class of securities outstanding.

Security Symbol: EEIG

CUSIP Number: 98954G 203

Classes: Class A Common Stock

Authorized: 10,000,000,000

Outstanding: 20,259

Security Symbol: EEIG CUSIP Number: N/A

Classes: Class B Common Stock

Authorized: 500,000,000 Outstanding: 134.410 Security Symbol: EEIG CUSIP Number: N/A

Classes: Preferred Class A Series 3% Stock

Authorized: 1,000,000 Outstanding: 761,922

## Item V: Par or stated value and description of the security.

A. Par or Stated Value.

Common Stock: \$.0001 par value Preferred Stock: \$1,000 par value

- B. Common or Preferred Stock.
- 1. For common equity, describe any dividend, voting and preemption rights.

Each share of Common Stock is entitled to one vote, which shares do not have preemptive rights. Dividends, if any, are declared at the discretion of the Board of Directors.

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

The designation, powers, including voting rights, preferences and any qualifications, limitations, or restrictions of the Preferred Stock will be established from time to time upon the approval by both Directors and Majority Shareholders of Company.

#### Convertible Preferred Class A Series 3% Stock

- a. <u>Designation</u>. The series of Preferred Stock created hereby shall be designated the Convertible Preferred Class A Series 3% Stock (the "Preferred Shares").
- b. <u>Authorized Shares</u>. The number of authorized shares of Preferred Shares shall be 1,000,000 (one million) shares.
- c. <u>Liquidation Rights</u>. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the Series A 3% Convertible Preferred Stock shall be entitled to receive the same distribution as holders of Common Stock as if the Series A 3% Convertible Preferred Stock were converted to Common Stock on the day immediately prior to the record date for such distribution.
- d. <u>Dividends</u>. The holders of shares of Series A 3% Convertible Preferred Stock shall be entitled to receive dividends as a class with the holders of Common Stock on the day immediately prior to the record date for such dividend.
- e. <u>Conversion Rights</u>. Each share of Convertible Preferred Class A Series 3% Stock conversion right is calculated by dividing the Series A Initial Value, as may be adjusted from time to time, by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion.

The "Conversion Price" per share shall be calculated as the closing bid price of the Class A Common stock on the last trading day immediately prior to the date that the Notice of Conversion is tendered to the Corporation, subject to adjustments as set forth in Section 6(iv) of the Articles.

- f. <u>Voting Rights</u>. Except as otherwise expressly provided herein or as required by law, the Holders of shares of Convertible Preferred Series A 3% Stock shall be entitled to vote on any and all matters considered and voted upon by the Corporation's Common Stock. The Holders of the Convertible Preferred Series A 3% Stock shall be entitled to 1 vote per share of Convertible Preferred Series A Stock.
- 3. Describe any other material rights of common or preferred stockholders.

None.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

The issuance of 761,922 shares of Convertible Preferred Series A 3% Shares of stock to 024 Pharma Inc., having a total voting power of 761,922,000 common shares on a fully diluted basis, may tend to delay, defer or prevent a change in control of the issuer.

# Item VI: The number of shares or total amount of the securities outstanding for each class of securities authorized.

## Common Class A Stock

Period end date: May 23, 2017
Number of Shares Outstanding: 20,259

Number of Shares Authorized: 10,000,000,000

## Common Class B Stock

Period end date: May 23, 2017 Number of Shares Outstanding: 134,410 Number of Shares Authorized: 500,000,000

Total Number of Beneficial Shareholders 1
Total Number of Shareholders of Record: 1

#### Preferred Stock - Convertible Preferred Class A Series 3% Stock

Period end date: May 23, 2017
Number of Shares Outstanding: 1,000,000
Number of Shares Authorized: 761,922
Public Float: -0Total Number of Beneficial Shareholders 1
Total Number of Shareholders of Record: 1

### **Part C: Business Information**

### Item VII: The name address of the transfer agent

Fidelity Transfer Co. 8915 South 700 East Suite 102 Sandy, UT 84070 801.562.1300 www.fidelitytransfer.com info@fidelitytransfer.com

Note: is a registered transfer agent with the U.S. S.E.C.

#### Item VIII: The nature of the issuer's business

## A. Business Development:

B Green Innovations, Inc., (" the "Company") a New Jersey corporation, formerly iVoice Technology, Inc., was incorporated under the laws of New Jersey on November 10, 2004 as a wholly owned subsidiary of iVoice, Inc. The Company received by assignment all of the interests in and rights and title to, and assumed all of the obligations of, all of the agreements, contracts, understandings and other instruments of iVoice Technology, Inc., a Nevada corporation and affiliate of the Company.

In May 2008, the Company formed B Green Innovations, Inc., a wholly owned subsidiary, and its business direction was to commercialize its "green" technology platforms.

On July 28, 2009, the Company changed its name to B Green Innovations, Inc.

In October 2016, the Company changed its name to 024 Pharma, Inc. to better reflect its business endeavors. 024 Pharma, Inc. is a vitamin and mineral manufacturing and retail company. EEIG's focus is to promote a healthy lifestyle with the use of supplements, skin care and anti-aging products.

1. The form of organization of the issuer:

New Jersey corporation with foreign registration in Wyoming.

2. The year that the issuer (or any predecessor) was organized:

Incorporated in the State of New Jersey on November 10, 2004 as iVoice, Inc.

3. The issuer's fiscal year end date:

December 31

4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding:

None

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:

024 Pharma ("024"), the operating subsidiary, commenced operations as a UK PLC company on the German exchange Deutsch Borse in 2008. Deutsch Borse is a marketplace organizer for trading of shares and other securities.

In 2010 the 024 amalgamated with a Belize company in order to comply with Chinese law due to the residence of some of its customers. At this time, 024 became a division of the Belize SPC, 024 Pharma

In 2016 the Belize SPC acquired B Green innovations and changed B Green name to 024 Pharma, Inc.

The company reports its revenue on a consolidated non-audited basis

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments:

None.

7. Any change of control:

Pursuant to the Securities Purchase Agreement dated July 19, 2016 between the Company, Jerome Mahoney, and Mina Mar Group, Inc., Mina Mar Group, Inc. purchased the outstanding Preferred Class A Series 3% Shares from Jerome Mahoney. As a result, Mina Mar Group, Inc. obtained effective and actual operating control of the Company.

Pursuant to the Securities Purchase Agreement dated October 21, 2016 between the Company, Miro Zecevic ,Xiao Hua Gong, and 024 Pharma Belize SPC Inc., Ziao Hua Gong purchased the outstanding Preferred Class A Series 3% Shares from Miro Zecevic. As a result, 024 Pharma Belize SPC and Xiao Hua Gong. obtained effective and actual operating control of the Company.

8. Any stock splits, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization anticipated in the next 12 months.

The Company will change its domicile to Wyoming. The company plans on issuing a class "B" of preferred shares and issuing a one-time stock dividend top the Belize SPC as part of a merger.

9. Any de-listing of the issuer's securities by any securities exchange or deletion from the OTC:

None.

10. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

None.

B. Business of Issuer.

The Company is in the mineral and supplement business

1. The issuer's primary and secondary SIC Codes;

The Primary SIC Code for the company is

2833-Medicinals and Botanicals

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations:

The Company is currently conducting operations.

3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405:

The Company is not a "shell company" as that term is defined in Rule 405 of the Securities Act.

- 4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.
  - 024 Pharma Canada Research and Development
  - 024 Pharma Belize SPC
  - 024 Pharma UK (amalgamated with Belize SPC)
- 5. The effect of existing or probable governmental regulations on the business;

The Company has never been the subject of any government regulatory relationship.

## Item IX: The nature of products or services offered.

The Company is in the business of the manufacturing and retailing of vitamin and mineral supplements specializing in stress release, joint and heart health, weight loss products, skin care and anti-aging products. The company is currently conducting research and development for each product.

4. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

The Company has signed a 5-year operating and labor contract with ex management, and control person, Miro Zecevic. This allows Mr. Zecevic to guide the public entity, EEIG in its business affairs.

The company licenses its brand on a white label basis on annual basis.

5. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

None

#### Item X: The nature and extent of the issuer's facilities.

The Company is currently leasing an office space in West Palm Beach, FL and Toronto Canada.

### Part D: Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.

### A. Officers and Directors.

#### President and Director, Control Person

Xiao Hua Gong, President and Director

Margaret Tang, Secretary

Mickey Bianci, Director of Business Affairs

Miro Zecevic, Business Advisor

#### B. Legal/Disciplinary History.

- 1. Conviction in a criminal proceeding or named as a defendant in a criminal proceeding: None.
- 2. Entry of an order, judgment, or decree, not reversed, suspended or vacated that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or bank activities: None.
- 3. A finding or judgment by a court (in civil action), the SEC, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law: 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: None.

## C. Disclosure of Related Party Transactions.

Related party transaction discussed above.

### E. Disclosure of Conflicts of Interest.

There are no conflicts of interest

## Item XII: Financial information for the issuer's most recent fiscal period.

The unaudited consolidated balance sheets, consolidated statements of operations, consolidated statements of cash flows, consolidated statements of changes in stockholders' deficit and financial notes for the period ending fiscal year end December 31, 2016 on May 22, 2017.

# Item XIII: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The unaudited consolidated balance sheets, consolidated statements of operations, consolidated statements of cash flows, consolidated statements of changes in stockholders' deficit and financial notes from December 31, 2015 was previously filed on April 14, 2016.

#### Item XIV: Beneficial owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

Name	Address	Number Of Shares	Percentage Of Class
Xiao Hua Gong	224 Datura Street #1015 West Palm Beach Florida 33414	761,922 Preferred Class A Series 3% Shares	100% Preferred Shares
Jerome Mahoney	750 Highway 34 Matawan, NJ 07747	134,410 Common Class B Shares	100% Common Class B Shares
Lawrence Munz	3 Deerfield Way PO Box 317 Quogue, NY 11959	1,680 Common Class A Shares	12% Common Class A Shares

Item XV: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

#### 1. Investment Banker

Emry Capital Forum 1, Edificio E, Piso 1 San Jose, Costa Rica

#### 2. Promoters

None

#### 3. Counsel

John Lux 1629 K Street, Suite 300 Washington, DC 20006

4. Accountants or Auditor

Comprehensive Accounts 55 Dundas Street # 200 Mississauga Ontario L5A 1W1

5. Public Relations Consultant(s)

Miro Zecevic

6. Investor Relations Consultant

Miro Zecevic

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email.

None

## Item XVI: Management's discussion and analysis or plan of operation.

A. Analysis of Financial Condition and Results of Operations.

For the Period from fiscal year ending December 31, 2015 through December 31, 2016

## Revenues

Revenues for the fiscal years ending December 31, 2015 and December 31, 2016 were \$64,708 and \$1,079,541 respectively.

#### **Operating Expenses**

We had operating expenses of \$496,973 and \$284,075 for the period ending December 31, 2015 and December 31, 2016. Operating expenses were in connection with our daily operations, including but not limited to, consulting fees, accounting fees, compensation, rent, organization expense, legal and others.

Both operating costs and expected revenue generation are difficult to predict. There can be no assurance that revenues will be sufficient to cover future operating costs, and it may be necessary to continuously raise additional capital to sustain operations.

We expect our operating expenses will significantly increase in 2017 resulting from the addition of marketing and client service staff and professional services.

#### Income/Losses

Net loss was \$853,492 and net income was \$621,040 for the period ending December 31, 2015 and December 19, 2016. The net loss for period ending December 31, 2015 was primarily attributable to the development costs of the Company's organizational plans, consulting and administrative fees.

#### **Liquidity And Capital Resources**

During the period ending December 31, 2015 and December 19, 2016, net cash flows used in operating activities were (\$151,161) and (116,788).

During the period ending December 31, 2015 and December 19, 2016, net cash flows provided by financing activities was \$186,881 and \$0.

We had \$150,274 cash on hand as of December 19, 2016. On the short-term basis, we will be required to raise additional funds over the next 12 months to sustain operations. On the long-term basis, we will potentially need to raise capital to grow and develop our business.

C. Off-Balance Sheet Arrangements: None

#### **Part E: Issuance History**

## Item XVII: List of securities offerings and shares issued for services in the past two years.

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

Between January 1, 2015 through December 31, 2015:

#### **Common Shares Issuance:**

Number of shares issued: 72,382,636

Between January 1, 2016 through December 31, 2016:

## **Common Shares Issuance:**

Number of shares issued: 301,656,537

Between January 1, 2017 through March 31, 2017:

#### **Restricted Common Shares Issuance:**

Number of shares issued: 0

Item XX: Purchases of Equity Securities by the Issuer and Affiliated Purchasers. None.

### Item XXI Issuer's Certifications.

I certify that:

- 1. I have reviewed this Information and Disclosure Statement of 024 Pharma, Inc.
- 2. Based on my knowledge, this Information and 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 Information and 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 Information and Disclosure Statement.

Date: May 26, 2017

Xiao Hua Gong

President