

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

FERNHILL BEVERAGE, INC.

An Oklahoma Corporation

3425 Circulo Adorno, Carlsbad, CA 92009

fernhillbev.com

info@fernhillbev.com

SIC Code 5149

Quarterly Report

For the Period Ending: June 30, 2019
(the "Reporting Period")

As of June 30, **2019**, the number of shares outstanding of our Common Stock was:

461,420,271

As of December 31, **2018**, the number of shares outstanding of our Common Stock was:

411,420,271

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):

No

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

No:

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

No:

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

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

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

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

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

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes:

The Company was incorporated as Fernhill Beverage, Inc. in the state of Oklahoma on August 27, 2015.

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):

The Company was incorporated in the State of Oklahoma on August 27, 2015 and is currently in active status with the Oklahoma Secretary of State. There have been no changes to incorporation status since inception.

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

No

2) Security Information

Trading symbol:	FHBC
Exact title and class of securities outstanding:	Common Stock
CUSIP:	315218 10 7
Par or stated value:	\$0.0001
Total shares authorized:	580,000,000 as of June 30, 2019
Total shares outstanding:	461,420,271 as of June 30, 2019
Number of shares in the Public Float ² :	148,729,000 as of June 30, 2019
Total number of shareholders of record:	246 as of June 30, 2019

Additional class of securities (if any):

Trading symbol:	NA
Exact title and class of securities outstanding:	Convertible Series A Preferred Stock
CUSIP:	NA
Par or stated value:	\$0.0001
Total shares authorized:	20,000,000 as of June 30, 2019
Total shares outstanding:	20,000,000 as of June 30, 2019

Trading symbol:	NA
Exact title and class of securities outstanding:	Convertible Series B Preferred Stock
CUSIP:	NA
Par or stated value:	\$0.0001
Total shares authorized:	60,000,000 as of June 30, 2019
Total shares outstanding:	18,008,889 as of June 30, 2019

Transfer Agent

Name: **Signature Stock Transfer, Inc.
2632 Coachlight Court
Plano, TX 75093**

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.

Phone: 1-972-612-4120
Email: signaturestocktransfer@msn.com

Is the Transfer Agent registered under the Exchange Act?³

Yes

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: acquisitions are described in the financial statements.

None.

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 January 1, 2017	<u>Opening Balance:</u> Common: 207,420,271 Preferred: A - 20,000,000 B - 18,008,889		*Right-click the rows below and select "Insert" to add rows as needed.						
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?	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?

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

					(Yes/No)				
1/1/2017	New Issuance	5,000,000	Common	\$0.0001	No	Cliford Hagberg	Compensation Financial Services	Restricted	144
1/27/2017	Cancelled	4,000,000	Common	\$0.0001	No	Jonathan Connor			
2/3/2017	New issuance	3,000,000	common	\$0.0001	No	Steven Costanzo	Debt Conversion	Unrestricted	
2/27/2017	New Issuance	6,000,000	Common	\$0.0001	No	Zackary Clemens	Debt Conversion	Unrestricted	
4/3/2017	New Issuance	3,000,000	Common	\$0.0001	No	Thomas Horvathne	Debt Conversion	Unrestricted	
9/12/2017	New Issuance	20,000,000	Common	\$0.0001	No	Jonathan Connor	Debt Conversion	Unrestricted	
12/13/2017	New Issuance	10,000,000	Common	\$0.0001	No	Carlos Hernandez	Debt Conversion	Unrestricted	
12/13/2017	New Issuance	10,000,000	Common	\$0.0001	No	Paul Kane	Debt Conversion	Unrestricted	
1/1/2018	New issuance	5,000,000	common	\$0.0001	No	Clifford Hagberg	compensation – financial services	Restricted	144
1/1/2018	New issuance	3,000,000	common	\$0.0001	No	Mario Gonzales	compensation – sales services	Restricted	144
1/1/2018	New issuance	5,000,000	common	\$0.0001	No	Geoff Heath	compensation – sales services	Restricted	144
1/1/2018	New Issuance	3,000,000	Common	\$0.0001	No	Robert Goods	Compensation Sales Services	Restricted	144
1/1/2018	New Issuance	5,000,000	Common	\$0.0001	No	Sean Nichols	Compensation Sales Services	Restricted	144
1/1/2018	New Issuance	5,000,000	Common	\$0.0001	No	Mark Hammill	Compensation Design Services	Restricted	144
1/1/2018	New Issuance	50,000,000	Common	\$0.0001	No	Lawrence Twombly	Compensation Management Services	Restricted	144

11/15/2018	New Issuance	35,000,000	Common	\$0.0001	No	Brett Caroline	Debt Conversion	Unrestricted	
12/1/2018	New Issuance	30,000,000	Common	\$0.0001	No	Lawrence Twombly	Compensation management services	Restricted	144
12/1/2018	New issuance	10,000,000	common	\$0.0001	No	Clifford Hagberg	compensation – financial services	Restricted	144
1/3/2019	New issuance	50,000,000	common	\$0.0001	No	Lawrence Twombly	compensation – management services	Restricted	144
Shares Outstanding on 3/31/2019	<u>Ending Balance:</u> Common: 461,420,271 Preferred: A – 20,000,000 B – 18,008,889								

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 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.**

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.)
3/27/17	\$6,000	\$5,000	\$1,000	3/27/2018	50% discount to market	Liquid Management, Inc.	loan
4/17/17	\$5,500	\$5,000	\$500	4/17/18	50% discount to market	Liquid Management, Inc.	loan
4/26/17	\$5,500	\$5,000	\$500	4/26/18	50% discount to market	IBRE, Inc.	loan
5/9/17	\$7,700	\$7,000	\$700	5/9/18	50% discount to market	IBRE, Inc.	loan
1/1/18	\$7,500	\$7,500	\$750	1/1/19	50% discount to market	P. Bellin	loan

2/27/18	\$5,000	\$5,000	\$500	2/27/19	50% discount to market	CZA	loan
3/19/18	\$5,000	\$5,000	\$500	3/19/19	50% discount to market	Ken Coyer	loan
4/20/18	\$5,000	\$5,000	\$500	4/20/19	50% discount to market	George Beebee	loan

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

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Lawrence Twombly**

Title: **CFO**

Relationship to Issuer: **Serve as CEO, CFO and member of company Board of Directors as of August 27, 2015 and has primary responsibility for preparation of financial statements and Disclosure Reports.**

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.

Financial Statements are provided starting on page 11

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.

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

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")

The Company continues to focus its efforts on the development of beverage products and related products . The company primarily markets to the youth segment of the beverage industry. Fernhill Beverage, Inc. is a for profit stock corporation registered in the State of Oklahoma with its headquarters located in Carlsbad; CA. Fernhill Beverage, Inc. is created to develop an innovative and quality driven beverage company. Fernhill Beverage, Inc. is dedicated to providing the very best in fun, exiting and healthy beverage products aimed at a youthful consumer base. Fernhill Beverage, Inc. is committed to taking advantage of a unique and readily available distribution base. Fernhill Beverage, Inc. is poised to design the next evolution in the youth and young adult beverage market.

- To develop, create and make the best beverage products available to the consumers in the beverage industry.
- To assemble a team of professionals with a proven track record of success both in and out of the beverage industry.
- To maximize revenues and profitability for its investors, shareholders and partners.

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

The Company has no subsidiaries, parents or affiliated companies at this time.

C. Describe the issuers' principal products or services, and their markets
Fernhill Beverage, Inc. continues to focus its efforts on the development of beverage products and related products . The company primarily markets to the youth segment of the beverage industry. Fernhill Beverage, Inc. is created to develop an innovative and quality driven beverage company. Fernhill Beverage, Inc. is dedicated to providing the very best in fun, exiting and healthy beverage products aimed at a youthful consumer base.

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.

The Company's assets at this time are primarily intangible in nature and do not require separate facilities for storage or operation. Research and development are conducted at vendor locations on a shared-profits basis.

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

The company maintains its office at 3425 Circulo Adorno, Carlsbad, CA 92009 under a rental agreement.

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
Lawrence Twombly	Director	Carlsbad, CA	5,000,000	Class A Preferred	100%	
			173,500,000	common	37.5%	
DougHomis	Director	Albuquerque, NM	20,000,000	Common	4.3%	

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);

No

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;

No

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

No

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.

No

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

None

9) Third Party Providers

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

Securities Counsel

Name: **Vic Devlaeminck PC**
Address 1: 10013 N.E. Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone:
Email: vic@vicdevlaeminck.com

Accountant or Auditor

Name:
Address 1:
Address 2:
Phone:
Email:

Investor Relations Consultant

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

Other Service Providers

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

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Lawrence Twombly certify that:

1. I have reviewed this quarterly disclosure statement of FERNHILL BEVERAGE, 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.

8/15/19 [Date]

/s/ Lawrence Twombly , Chairman]

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

Principal Financial Officer:

I, Lawrence Twombly, certify that:

1. I have reviewed this quarterly disclosure statement of FERNHILL BEVERAGE, 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.

8/15/19 [Date]

/s/ Lawrence Twombly [CFO's Signature]

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

Fernhill Beverage, Inc.
Balance Sheet Unaudited
As of June 30, 2019

	<u>Jun 30, 19</u>
ASSETS	
Current Assets	
Checking/Savings	
Chase Bank Cash	118,830.00
Total Checking/Savings	118,830.00
Accounts Receivable	
Accounts Receivable	216,828.00
Total Accounts Receivable	216,828.00
Other Current Assets	
Furniture, Fixtures, Equipment	55,801.00
Total Other Current Assets	55,801.00
Total Current Assets	391,459.00
Other Assets	
Consulting Agreement	50,000.00
Inventory RK Super	325,655.00
Other Asset	48,142.00
Prepaid CoPack	41,000.00
RK Super Labels	18,110.00
Road Kill Bottles	98,670.00
Road Kill Ingredients	91,488.00
Road Kill Labels	4,250.00
Spin-Out Goodwill	90,000.00
Total Other Assets	767,315.00
TOTAL ASSETS	<u>1,158,774.00</u>
LIABILITIES & EQUITY	
Liabilities	
Long Term Liabilities	
Accrued Consulting Agreement	50,000.00
Notes	89,028.83
Total Long Term Liabilities	139,028.83
Total Liabilities	139,028.83
Equity	
Common Stock	46,142.00
Paid IN Capital Beebe	5,000.00
Paid in Capital Bellin	7,500.00
Paid In Capital Coyer	5,000.00
Paid in Capital CZA	5,000.00
Paid in Capital Hammill	5,000.00
Paid In Capital IBRE	17,506.83
Paid In Capital La Jolla IPO	7,500.00
Paid In Capital Liquid	65,500.00
Paid In Capital SCA	5,000.00
Paid in Capital V Group	12,500.00
Preferred Stock	2,000.00
Retained Earnings	673,584.34
Net Income	162,512.00
Total Equity	1,019,745.17
TOTAL LIABILITIES & EQUITY	<u>1,158,774.00</u>

Fernhill Beverage, Inc.
Statement of Operations Unaudited
January through June 2019

	<u>Jan - Jun 19</u>
Ordinary Income/Expense	
Income	
Sales Income Road Kill	1,468,380.00
Total Income	1,468,380.00
Cost of Goods Sold	
COS Road Kill	1,081,234.00
Freight	65,567.00
Sales Promotion	59,730.00
Total COGS	1,206,531.00
Gross Profit	261,849.00
Expense	
Bank Service Charges	110.00
Casual labor	15,000.00
Corporation Fee	5,000.00
General Administrative	2,700.00
Legal Fees	13,500.00
Liability Insurance	4,000.00
Meals and Entertainment	5,037.00
Point of Sale Materials	11,420.00
Promotional Product Giveaway	30,740.00
Transfer Agent Fee	5,600.00
Travel	6,230.00
Total Expense	99,337.00
Net Ordinary Income	162,512.00
Net Income	<u><u>162,512.00</u></u>

Fernhill Beverage, Inc.
Statement of Cash Flows Unaudited
January through June 2019

	<u>Jan - Jun 19</u>
OPERATING ACTIVITIES	
Net Income	162,512.00
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	<u>13,876.00</u>
Net cash provided by Operating Activities	176,388.00
INVESTING ACTIVITIES	
Inventory RK Super	-197,335.00
Other Asset	-5,000.00
Prepaid CoPack	7,500.00
RK Super Labels	6,790.00
Road Kill Bottles	13,910.00
Road Kill Ingredients	<u>-20,028.00</u>
Net cash provided by Investing Activities	-194,163.00
FINANCING ACTIVITIES	
Common Stock	<u>5,000.00</u>
Net cash provided by Financing Activities	<u>5,000.00</u>
Net cash increase for period	-12,775.00
Cash at beginning of period	<u>131,605.00</u>
Cash at end of period	<u><u>118,830.00</u></u>

Fernhill Beverage, Inc.
June 30, 2019
NOTES TO FINANCIAL STATEMENTS

NOTE 1- NATURE OF OPERATIONS

Nature of Operations

The company is a for profit stock corporation registered in the State of Oklahoma with its headquarters located in Carlsbad, CA. The company is created to develop an innovative and quality driven beverage company.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America.

NOTE 3-STOCKHOLDERS' EQUITY

The company's capitalization is 580,000,000 common shares with a par value of \$.00001 per share, 20,000,000 preferred A shares with a par value of \$.00001 and 60,000,000 preferred B shares with a par value of \$.00001.

NOTE 4 – LONG-TERM DEBT

As of June 30, 2019, the Company has issued notes payable of \$135,500 (plus accruing interest) as follows:

\$12,500 issued August 27, 2015, to V Group, Inc. as loan, Note is convertible at 50% to market and bears 10% interest rate;

\$50,000 issued January 15, 2015 to Liquid Management, Inc. \$ 50,000.00. as loan, note is convertible at 50% to market and bears 10% interest rate;

\$7,500 issued February 5, 2015 for \$7,500.00 to La Jolla IPO, Inc. as loan, note is convertible at 50% to market and bears 10% interest rate;

\$5,500 issued February 20, 2015 to IBRE Incorporated. The note converts at .00075, note is convertible at 50% to market and bears 10% interest rate;

\$5,500 issued December 31, 2014 to Liquid Management, Inc. as loan, note is convertible at 50% to market and bears 10% interest rate;

\$ 5,000 issued April 14, 2016 to Liquid Management, Inc. as loan, note is convertible at 50% to market and bears 10% interest rate;

\$5,000 issued September 19, 2016 to SCA Management for the payment of OTC Market Fees, note is convertible at 50% to market and bears 10% interest rate;

\$ 5,000 issued October 1, 2016 to Mark Hammill as loan note is convertible at 50% to market and bears 10% interest rate;

\$5, 000 issued March 27, 2017 to Liquid Management as loan note is convertible at 50% to market and bears 10% interest rate;

\$5,000 issued April 17, 2017 to Liquid Management as loan note is convertible at 50% to market and bears 10% interest rate;

\$5,000 issued April 26, 2017 to IBRE as loan note is convertible at 50% to market and bears 10% interest rate;

\$7,000 issued May 9, 2017 to IBRE as loan, note is convertible at 50% to market and bears 10% interest rate;

\$7, 500 issued January 1, 2018 to Peter Bellin as loan, note is convertible at 50% to market and bears 10% interest rate;

\$5,000 issued February 27, 2018 to CZA, as loan, note is convertible at 50% to market and bears 10% interest rate;

\$5,000 issued March 19, 2018 to Coye, as loan, note is convertible at 50% to market and bears 10% interest rate;

\$5,000 Note Dated April 20, 2018 to Beebe, as loan, note is convertible at 50% to market and bears 10% interest rate;