



**GVCL Ventures, Inc.**  
(A Delaware Corporation)

**Quarterly Report**

OTC: GVCL

**As of June 30, 2017**

ISSUER INFORMATION AND DISCLOSURE STATEMENT  
PURSUANT TO RULE 15C2-11(A)(5) OF THE  
SECURITIES EXCHANGE ACT OF 1934

GVCL VENTURES, INC.

DATED: August 8, 2017

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF GVCL VENTURES, INC. IN ACCORDANCE WITH RULE 15C-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY.

ANY REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY. DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THE ISSUER INFORMATION AND DISCLOSURE STATEMENT.

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## **Item 1) Name of the Issuer and its predecessors**

The exact name of the issuer is GVCL VENTURES, INC.

Name change history:

October 7, 1987:	Woodmoor Corp.
December 6, 1998:	Phoenix Group International, Inc.
August 24, 2006:	Canam Energy, Inc.
June 6, 2009:	Registered Express Corporation
January 21, 2015:	ProActive Pet Products, Inc.
November 14, 2016:	GVCL Ventures, Inc.

## **Item 2) Address of the issuer's principal executive offices**

Company Headquarters:

133 North Pompano Beach Blvd., Suite 910  
Pompano Beach, Florida, 33062  
Telephone: (289) 351-1191  
Email: [info@gvclventures.com](mailto:info@gvclventures.com)  
Website: [www.gvclventures.com](http://www.gvclventures.com)

IR Contact

Gerald Neziol  
133 North Pompano Beach Blvd., Suite 910  
Pompano Beach, Florida, 33062  
Telephone: (289) 351-1191  
Email: [info@gvclventures.com](mailto:info@gvclventures.com)  
Website: [www.gvclventures.com](http://www.gvclventures.com)

## **Item 3) Security Information**

Trading Symbol: GVCL (OTC)

Exact title and class of securities outstanding:

CUSIP: 36251W 109

Par or Stated Value, Common: \$0.0001

Par or Stated Value, Preferred: \$0.001

Total Common Shares authorized: 3,980,000,000 as of: June 30, 2017

Total Common Shares outstanding: 175,814,071 as of: June 30, 2017

Freely tradable shares (public float): Common Stock – 10,064,071

Preferred Shares Authorized: 20,000,000

Preferred Shares Outstanding: 5,000,000

Effective April 27, 2016, the Company filed a certificate of amendment with the Secretary of State of Delaware to increase its authorized common shares to 3,980,000,000 with a par value of \$0.0001. The

Company also authorized 20,000,000 preferred shares with the Secretary of State of Delaware on April 27, 2016 with a par value of \$0.001.

The Company designated 5,000,000 of the Preferred Stock as Series "A" with super voting rights of 500 to 1. The Company issued 5,000,000 of Series "A" preferred shares to a non-affiliate on June 24, 2016 in exchange for professional services.

The Five Million (5,000,000) Series "A" preferred shares are non-convertible into common shares, have 500 to 1 voting rights to common and shall vote together all as one class, are not entitled to any dividends that the company may pay to common shareholders and shall be senior to any other class of preferred shares.

Transfer Agent:

Presidents Stock Transfer, Inc.  
215 – 515 West Pender Street  
Vancouver, BC V6B 6H5  
Canada

Phone: 604-876-5526  
Fax: 604 876 5564

Presidents Stock Transfer, Inc. is registered under the Exchange Act and is an SEC approved Transfer Agent.

List any restrictions on the transfer of security:

None

Describe any trading suspensions orders issued by the SEC in the past 12 months:

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:

GVCL Ventures, Inc. (GVCL) conducted a 1:10,000 reverse share split on November 14, 2016. On November 22, 2016, GVCL acquired all of the shares of GVCL Marketing Corp., a Wyoming corporation, in exchange for 150,000,000 restricted common shares of GVCL.

Proactive Pet Products Inc. (PPPI) was the sole owner of 100% of the outstanding common shares of Digital Airo Inc. (DIGA) upon the formation of the subsidiary in January 19, 2015 up until the date of a share exchange agreement on May 6, 2016.

Prior to conducting a name change and corresponding change in business operations in January of 2015, PPPI's was named Registered Express Inc. (RGTX) and was in the digital mail business. In January of 2015, the RGTX's Board of Directors agreed to diversify the Company's operations by pursuing new business opportunities in the pet product industry. Consequently, the Company changed its name to PPPI to reflect this new direction and created a wholly owned subsidiary to hold its old business assets derived under the previous RGTX business model. On January 19, 2015, the Company incorporated Digital Airo, Inc. in the State of Nevada to be a wholly owned subsidiary of the Company to operate its digital and technology businesses.

Registered Express International entered into two separate license agreements with PPPI under the Company's old business model (i.e., RGTX) pertaining to its Internet based global delivery of documents/files/media through its proprietary system and network. The first license agreement with a value of \$1,050,000 was acquired in exchange for a sub-license agreement with Registered Express International Corporation (a third party company that was not an affiliate of RGTX). The agreement is renewable after 5 years. The second license agreement with a value of \$1,500,000 was acquired in exchange for separation of Registered Express International Corporation in the form of a perpetual license agreement.

On February 12, 2016, the management of American Leisure Holdings Inc. (AMLH) announced that the Management of the company evaluated the current economic conditions and initiated an executive business decision to divest itself of assets in the Oil and Gas sector, with the intention of establishing a footprint in emerging technology. During this period and up to the point of the share exchange with Digital Airo, Inc. (DIGA) on May 6, 2016, the Company was a development stage company with a business plan, operations and more than nominal assets. The assets of AMLH relating to oil and gas were not fully divested until the date of the share exchange on May 6, 2016.

On May 6, 2016, all of the shares of DIGA were transferred to Registered Express International Inc. (REI) as consideration to cancel the five year license agreement with a value of \$1,050,000 that was an asset owned by DIGA. The early cancellation of the 5 year license was valued based on the full surrender of DIGA's common stock. PPPI decided to relinquish all of the shares to REI as it had been planning for some time to make the financial statements and operations streamlined and focused exclusively on its pet products business, which is the primary business of PPPI.

Subsequent to the transfer of all of DIGA's stock to REI on May 6, 2016, on the same day, in an unrelated transaction with a third party, REI then transferred all of its shares in DIGA to American Leisure Holdings, Inc. (AMLH). REI transferred the stock of DIGA to AMLH in exchange for entering a new license agreement with AMLH under the new business model.

REI decided to instantly assign all of the stock of DIGA to AMLH upon Mr. McFadden agreeing to become the president of AMLH due to his extensive experience in the industry and value added to the Company and also in exchange for the Company's commitment to enter a new license with REI. James McFadden was appointed as the new President and CEO of the AMLH on May 6, 2016.

In an integral part of the share exchange agreement entered in on May 6, 2016, the controlling shareholders of AMLH (Wroblewski Oil and Gas, Inc. or "WOGC")) relinquished 399,987,448 of their shares in AMLH to James McFadden. In addition, Mr. McFadden received 175,012,552 in restricted common stock issued directly from AMLH's treasury. The stock was valued at \$.0042 a share based on the closing bid price on May 6, 2016 and was recorded as Officer's Compensation. Therefore, the total stock received by Mr. McFadden was 575,000,000 restricted common shares of AMLH, or approximately 65.34% of the outstanding stock. Mr. McFadden received these shares as a signing bonus and as advanced compensation for his service contract with the Company.

As part of the Share Exchange Agreement entered in on May 6, 2016, AMLH Issued a \$76,350 Convertible Promissory Note to Wroblewski Oil and Gas Company Inc. in a separate transaction for costs and services related to the share exchange and as consideration for the transfer of 30,000,000 common shares back to the treasury of the Company.

## **Item 4) Issuance History**

During the past two fiscal years the company issued stock for convertible promissory notes, acquisition and for services exercised.

- On May 15, 2017, the Company issued 15,000,000 restricted shares of the Company's common stock to Pyramidion Technology Group, Inc. as per a joint venture agreement with them.
- On April 12, 2017, the Company issued 5,000,000 free trading shares of the Company's common stock on a \$25,000 convertible debt note conversion originating on August 20, 2013, to Alruz Holding Inc.
- On April 6, 2017, the Company issued 750,000 restricted shares of the Company's common stock to StockVest as per a service agreement with StockVest.
- On February 17, 2017, the Company issued 1,000,000 free trading shares of the Company's common stock on a \$5,000 convertible debt note conversion originating on August 20, 2013, to Alruz Holding Inc.
- On January 9, 2017, the Company issued 4,000,000 free trading shares of the Company's common stock on a \$20,000 convertible debt note conversion originating on July 20, 2013, to Alruz Holding Inc.
- On November 22, 2016, the Company issued 150,000,000 restricted common shares for the acquisition of GVCL Marketing Corp.
- On August 23, 2016, the Company cancelled and transferred back to the Company's treasury, 325,000,000 and 316,493,795 common shares at the request of James McFadden and Mike Dillon respectively.
- On May 16, 2016, Paladen Advisers, LLC purchased a debt note totaling \$10,000 in a private transaction that resulted in the issuance of 100,000,000 common shares.
- Effective April 27, 2016, the Company filed a certificate of amendment with the Secretary of State of Delaware to increase its authorized common shares to 3,980,000,000 with a par value of \$0.0001. The Company also authorized 20,000,000 preferred shares with the Secretary of State of Delaware on April 27, 2016 with a par value of \$0.001.
- On February 2, 2016, Essex Global Investments Corp purchased a \$40,000.00 debt note(s) plus accrued interest of \$17,457.54, (originating on February 20th and March 20, 2013th for \$20,000.00 each), in a private transaction that resulted in the issuance of 28,000,000 shares on February 25, 2016 and 29,457,540 on March 30, 2016 to Essex Global Investments Corp.
- On November 24, 2015, the Company issued 50,000,000 free trading shares of the Company's common stock on a \$ 50,000 convertible debt note originating on January 16, 2013 to Keystone Gate Co. On November 24, 2015, Keystone Gate Co. requested that the total due and owing under the terms of the promissory note, which was \$50,000.00, be converted to common shares of the Company at the rate of \$0.001 per share, which calculates to 50,000,000 common shares of the Company. These shares were subsequently canceled and transferred back to the Company's treasury and the original debt of \$50,000 was re-instated as a long-term liability of the Company during Q3 2016 as a subsequent event to this filing.

## **Item 5) Financial Statements**

The following statements, dated June 30, 2017, are attached at the end of this Quarterly Report (for the quarter ending June 30, 2017), under the heading Financial Statements.

- A. Balance Sheet;
- B. Income Statement;
- C. Statement of Cash Flows;
- D. Financial Notes; and
- E. Management's Certification

The Company will provide updates to the balance sheet and profit and loss retained earnings statements no later than 90 days after the fiscal year and 45 days after the end of any fiscal quarter.

## **Item 6) Describe the Issuer's Business, Products, and Services**

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

In May of 2017, the Company entered into a joint venture agreement with Pyramidion Technology Group, Inc. and their wholly owned subsidiary, Bay Islands Company which is in the business of manufacturing and selling a variety of Cannabis related products which changed the emphasis of the Company towards cannabis related ventures. Subsequent to this joint venture, the Company entered into a license agreement with Vapor Systems Corp., a company that provides a unique delivery system for cannabis and alcohol related products, furthering the Company's entry and emphasis in the marijuana and cannabis industry.

In November of 2016, the Company's Board of Directors agreed to change the Company's operations by changing its name to GVCL Ventures, Inc. and acquiring 100% of the shares of GVCL Marketing Corp., a marketing company specializing in unique approaches to internet marketing and media exposure for its clients. Simultaneously, it terminated the operations of its wholly owned subsidiary, ProActive Pet Products, Inc., by releasing the subsidiary to its management.

- A. Date and State (or Jurisdiction) of Incorporation:

GVCL Ventures, Inc. was incorporated in the state of Delaware on October 7, 1987, as Woodmoor Corp.

- B. the issuer's primary and secondary SIC Codes;

The Primary SIC code for the Company is 5900: Retail-Miscellaneous Retail

The Secondary SIC code for the Company is 5045: Computers and Computer Peripheral Equipment and Software

- C. the issuer's fiscal year end date;

December 31

- D. principal products or services, and their markets;

The Company's primary business is in the manufacture, distribution and sale of cannabis related products through a joint venture and a license agreement previously defined. The Company still operates GVCL Marketing Corp. (a wholly owned subsidiary) which is a Wyoming incorporated

company whose primary business is as a marketing company specializing in unique approaches to internet marketing and media exposure throughout North America and will enhance the cannabis related endeavors of the Company.

## **Item 7) Describe the 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.

- A. Assets, properties or facilities of the issuer, location of principal plants and other properties or facilities of the issuer, the location of the principal plants and other property of the issuer, condition of the properties. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

1. Assets and properties:

The Company does not own any property. It currently has access to office space provided without charge by an officer of the Company.

2. Facilities of the issuer:

The Company does not lease or rent any property. An officer of the Company provides office space and services without charge.

The Company anticipates that it will need to expand its facilities during the first few years of operation as it executes its development plan.

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

Not applicable.

- C. If the issuer owns any property or properties, for which the book value amounts to 10 percent or more of the total assets of the issuer and its consolidated subsidiaries for the last fiscal year furnish the following information for each such property:

Not applicable.

## **Item 8) 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 shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.



### Officers and Directors

Name	Age	Position
Gerald Neziol 2180 Marine Drive, Suite 808 Oakville, Ontario, L6L 5V2	62	CEO / CFO / Director
Gerald Neziol; CEO/CFO/Director	5,000,000 preferred shares (100%) 150,000,000 restricted common shares (86%)	

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

1. Gerald Neziol  
2180 Marine Drive, Suite 808  
Oakville, Ontario, L6L 5V2
- 5,000,000 Preferred Series "A" Shares (100%)  
150,000,000 Restricted Common Shares (86%)

## **Item 9) Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel Name:

Thomas C. Cook, Ltd.  
Attorney and Counselor at Law  
1980 Festival Plaza Drive, Suite 530  
Las Vegas, Nevada, 89135  
Tel: (702) 524-9151  
Email: tccesq@aol.com

## Item 10) Issuer Certification

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, Gerald Neziol, certify that:

1. I have reviewed this annual disclosure statement of GVCL Ventures, 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.

August 3, 2017



Gerald Neziol  
President and Chief Financial Officer



**GVCL Ventures, Inc.**  
(A Delaware Corporation)

**Consolidated Financial Statements & Notes**

From Inception (October 7, 1987) to June 30, 2017  
(Unaudited)  
(Stated in US Dollars)

OTC: GVCL  
(CUSIP: 36251W 109)

**GVCL VENTURES, INC.**  
**CONSOLIDATED BALANCE SHEET**  
**Unaudited**  
**Stated in US Dollars**

	As of	
	June 30, 2017	December 31, 2016
<b>Assets</b>		
Current Assets		
Cash and Equivalents	\$ 759	\$ 21,077
Accounts Receivable	\$ 0	\$ 0
Total Current Assets	\$ 759	\$ 21,077
Other Assets		
License Agreements	\$ 400,000	\$ 400,000
Total Other Assets	\$ 400,000	\$ 400,000
<b>Total Assets</b>	\$ 400,759	\$ 421,077
<b>Liabilities</b>		
Current Liabilities		
Accounts Payable	\$ 364	\$ 1,080
Consulting Fees Payable	\$ 6,000	\$ 18,000
Shareholder Loans	\$ 30,284	\$ 38,386
Total Current Liabilities	\$ 36,648	\$ 39,466
Long Term Liabilities	\$ 130,000	\$ 180,000
Long Term Liabilities (2)	\$ 24,000	\$ 180,000
Total Liabilities	\$ 184,648	\$ 219,466
<b>Stockholder Equity</b>		
3,980,000,000 Common Shares Authorized		
150,064,069 Shares Issued at \$0.0001 Per Share	\$ 17,581	\$ 15,006
20,000,000 Preferred Shares Authorized		
5,000,000 Shares Issued @ \$0.001 Per Share	\$ 5,000	\$ 5,000
Additional Paid-In Capital	\$ 2,580,998	\$ 2,541,794
Accumulated Deficit	(2,393,468)	\$ (2,360,189)
Total Stockholder Equity	\$ 210,111	\$ 201,611
<b>Total Liabilities and Stockholder Equity</b>	\$ 400,759	\$ 421,077

**GVCL VENTURES, INC.**  
**CONSOLIDATED INCOME STATEMENT**  
**Unaudited**  
**Stated in US Dollars**

	<b>For the 6 Month Period Ended June 30, 2017</b>	<b>For the 6 Month Period Ended June 30, 2016</b>	<b>From Inception (October 7, 1987) to June 30, 2017</b>
<b>Revenue</b>			
General	\$ 0	\$ 0	\$ 1,314,800
Other	\$ 0	\$ 202,723	\$ 202,723
Total Revenue	\$ 0	\$ 202,723	\$ 1,517,523
<b>Expenses</b>			
Development Contracts	\$ 0	\$ 120,000	\$ 1,621,074
Product Development	\$ 0	\$ 21,968	\$ 39,337
Accounting & Professional Fees	\$ 5,877	\$ 5,000	\$ 158,021
Loss on Cancellation of License	\$ 0	\$ 1,500,000	\$ 1,500,000
Computer & Network	\$ 0	\$ 792	\$ 38,131
Software Development	\$ 0	\$ 15,985	\$ 318,630
Marketing Expense	\$ 0	\$ 4,425	\$ 21,971
Consulting Fees	\$ 12,000	\$ 0	\$ 36,000
General Operating	\$ 6,703	\$ 6,789	\$ 175,128
Total Expenses	\$ 24,580	\$ 1,674,959	\$ 3,908,292
Provision for Income Tax	\$ 0	\$ 0	\$ -
<b>Net Income (Loss)</b>	<b>\$ (24,580)</b>	<b>\$ (1,472,236)</b>	<b>\$ (2,390,769)</b>
Basic & Diluted (Loss) per Common Share	\$ (0.00015)	\$ (0.00015)	
Weighted Average Number of Common Shares	162,083,523	652,806,796	

**GVCL VENTURES, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**Unaudited**  
**Stated in US Dollars**

	<b>For the 6 Month Period Ended June 30, 2017</b>	<b>For the 6 Month Period Ended June 30, 2016</b>
<b>Operating Activities</b>		
Net Income (Loss)	\$ (24,580)	\$ (1,465,447)
Accounts Receivable	\$ 0	\$ (384,677)
Accounts Payable	\$ 18,000	\$ (112,710)
Licenses	\$ 0	\$ 1,500,000
Short Term Loan	\$ 30,284	\$ (48,211)
Long Term Loan	\$ (74,000)	\$ 508,993
Net Cash Used in Operating Activities	\$ (50,296)	\$ 2,052
<b>Investing Activities</b>		
Long Term Investment	\$ 0	\$ 0
Intellectual Property	\$ 0	\$ 0
Software Development	\$ 0	\$ 0
Net Cash Used in Investing Activities	\$ 0	\$ 0
<b>Financing Activities</b>		
Common Shares Issued @ \$0.0001 per share	\$ 2,500	\$ 0
Additional Paid-In Capital	\$ 27,478	\$ 0
Net Cash Provided by Financing Activities	\$ 29,978	\$ 0
<b>Cash at Beginning of Period</b>	<b>\$ 21,077</b>	<b>\$ 3,152</b>
<b>Cash at End of Period</b>	<b>\$ 759</b>	<b>\$ 1,100</b>

## **GVCL Ventures, Inc.**

### **Footnotes to the Consolidated Financial Statements From Inception (October 7, 1987) to June 30, 2017 (Stated in US Dollars)**

#### **NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS**

GVCL Ventures, Inc. was incorporated in the state of Delaware on October 7, 1987 as Woodmoor Corp. On December 6, 1988 the Company changed its name to Phoenix Group International, Inc. On August 24, 2006, the Company changed its name to Canam Energy, Inc. On June 6, 2009, the Company changed its name to Registered Express Corporation. On January 21, 2015, the Company changed its name to ProActive Pet Products, Inc. On November 14, 2016, the Company changed its name to GVCL Ventures, Inc.

On November 14, 2016, ProActive Pet Products, Inc. implemented a 1:10,000 reverse share split and changed its name to GVCL Ventures, Inc. (the "Company"). On November 22, 2016, the Company acquired GVCL Marketing Corp. and eliminated its wholly owned Nevada subsidiary corporation, ProActive Pet Products, Inc. GVCL Marketing Corp., is a marketing company specializing in internet marketing for its partners and client base, providing a unique North American exposure for both, not readily available through conventional media.

In May of 2017, the Company entered into a joint venture and a license agreement with two companies that are engaged in the manufacture and sale of cannabis related products, thereby changing its focus to the marijuana industry.

#### **NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### **A. Accounting Method**

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a December 31st year-end.

##### **B. Basis of Consolidation**

The consolidated financial statements reflect the financial results of the Company's two subsidiaries GVCL Marketing Corp., its discontinued operations as of Q4-2016 in ProActive Pet Products, Inc. and its discontinued operations, as of Q2-2016 in Digital Airo, Inc. All of the Company's operations as of June 30, 2017, were conducted through its sole subsidiary: GVCL Marketing Corp. Digital Airo was sold in a stock purchase to American Leisure Holdings, Inc. All significant inter-company transactions have been eliminated in consolidation.

##### **C. Revenue Recognition**

The Company recognizes revenue when persuasive evidence of an arrangement exists, goods delivered, the contract price is fixed or determinable, and collectability is reasonably assured.

#### D. Income Taxes

The Company prepares its tax returns on the accrual basis. The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Statement 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

#### E. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in the United States requires management to make estimates and assumptions that affect amounts reported and disclosed in the financial statements and the accompanying notes. Actual results could differ materially from these estimates. On an ongoing basis, we expect to evaluate our estimates, including those related to the accounts receivable, the accounts payable and sales allowances, fair values of marketable and non-marketable securities, fair values of intangible assets and goodwill, useful lives of intangible assets, property and equipment, fair values of options to purchase our common stock, and income taxes, among others. We expect to base our estimates on historical experience and on various other assumptions that are believed to be reasonable, and the results of which form the basis for making judgments about the carrying values of assets and liabilities

#### F. Assets

The Company's current assets as of June 30, 2017, are \$759.00. The Company has Other Assets valued at \$400,000.00 for total assets of \$400,759.00 as of June 30, 2017.

#### G. License Agreements:

\$400,000 assets were acquired on May 15, 2016 in exchange for a sublicense agreement with New Think Corporation for a proprietary design of a one of a kind pet evacuation kit. The agreement is renewable after 3 years.

Registered Express International entered into two separate license agreements with PPPI under the Company's old business model (i.e., Registered Express, Inc. or "RGTX") pertaining to its Internet based global delivery of documents/files/media through its proprietary system and network. The first license agreement with a value of \$1,050,000 was acquired in exchange for a sub-license agreement with Registered Express International Corporation (a third party company that was not an affiliate of RGTX). The agreement is renewable after 5 years. The second license agreement with a value of \$1,500,000 was acquired in exchange for separation of Registered Express International Corporation in the form of a perpetual license agreement.

On May 6, 2016, all of the shares of DIGA were transferred to Registered Express International Inc. (REI) as consideration to cancel the five year license agreement with a value of \$1,050,000 that was an asset owned by DIGA. The early cancellation of the 5 year license was valued based on the full surrender of DIGA's common stock. PPPI decided to relinquish all of the shares to REI as it had been planning for some time to make the financial



statements and operations streamlined and focused exclusively on its pet products business, which is the primary business of PPPI.

The license with a value of \$1,500,000 is an asset that is being held by Digital Airo, Inc., which is now a wholly owned subsidiary of American Leisure Holdings, Inc. after the merger. Consequently, the only License agreement that the company owns as of June 30, 2017, is the \$400,000 license with New Think Corporation.

#### H. Income

Income represents all of the Company's revenue less all its expenses in the period incurred. The Company had \$1,314,800 operational revenue and has paid expenses of \$3,908,292 since the inception of the Company. For the six month period ending June 30, 2017, the Company had no revenues and has incurred expenses of \$24,580, resulting in a net loss of \$24,580.

#### I. Recent Account Pronouncements

SFAS No.142 also requires that intangible assets with definite lives be amortized over their estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate an asset's carrying value may not be reasonable in accordance with SFAS No.144, accounting for the impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of.

#### J. Basic Income (Loss) Per Share

The Company computes earnings per share under Accounting Standards Codification (ASC) 260, "Earnings per Share." Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the year.

At June 30, 2017, the Company has no stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

#### K. Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with maturity of twelve months or less to be cash equivalents. As of June 30, 2017, the Company had a cash balance of \$759.

#### L. Liabilities

Liabilities are made up of current liabilities and long-term liabilities. Current liabilities include accounts payable of \$364, Consulting Fees of \$6,000 and shareholder loans of \$30,284, for a total of \$36,648 in short term debt for the period ended June 30, 2017. Subsequent to the sale of all of the shares of DIGA, the Company negotiated with its vendors that comprised the debt for service contracts and were able to obtain debt forgiveness. Accordingly, the previous \$154,512 Accounts Payable balance and \$48,211 short-term loans were written off on the Profit and Loss statement as "Cancellation of Debt Income" in the aggregate amount of \$202,723.

There are long-term liabilities outstanding for the Company of \$154,000. As part of the sale of DIGA's stock, all of DIGA's debt was retained by DIGA and transferred to AMLH as the new corporate parent. AMLH entered into agreements with Keystone Gates to become the

secondary corporate guarantor for DIGA's preexisted debt acquired in the merger. Out of this debt, \$310,000 of the Keystone Gate Company debt balance was directly allocated to DIGA pursuant to the contract and date of service and the remaining balance of \$190,000 was owed by the Company and reported on its balance sheet as of June 30, 2016. Subsequently, the debt holder of the \$190,000 debt wrote off \$10,000 resulting in a remaining balance of \$180,000 owed by the Company and reported on its balance sheet as of December 31, 2016.

The Open Sky Software and Other Long Term Payables of \$119,493 and \$29,500, respectively, were debt assigned to DIGA and therefore are no longer obligations of the Company.

**AS OF THE QUARTER ENDED June 30, 2017:**

(i) There are 3,980,000,000 shares of common stock authorized with \$0.0001 par value. There are 20,000,000 authorized preferred stock and 5,000,000 designated and outstanding as Class "A" Preferred Stock with \$0.001 par value.

(ii) 175,814,071 shares of Common Stock issued and outstanding. There are 5,000,000 Class "A" preferred shares outstanding.

(iii) There are approximately 10,064,071 shares freely tradable.

(iv) The Company has approximately 819 shareholders of record.

Note: During the quarter the Company issued 5,000,000 common shares as a result of the conversion of outstanding promissory notes, 15,000,000 common shares for a joint venture agreement and 750,000 common shares for media relations.

**AS OF THE QUARTER ENDED March 31, 2017:**

(i) There are 3,980,000,000 shares of common stock authorized with \$0.0001 par value. There are 20,000,000 authorized preferred stock and 5,000,000 designated and outstanding as Class "A" Preferred Stock with \$0.001 par value.

(ii) 155,064,069 shares of Common Stock issued and outstanding. There are 5,000,000 Class "A" preferred shares outstanding.

(iii) There are approximately 5,052,315 shares freely tradable.

(iv) The Company has approximately 819 shareholders of record.

Note: During the quarter the Company issued 5,000,000 common shares as a result of the conversion of outstanding promissory notes.

**AS OF THE YEAR ENDED December 31, 2016:**

(i) There are 3,980,000,000 shares of common stock authorized with \$0.0001 par value. There are 20,000,000 authorized preferred stock and 5,000,000 designated and outstanding as Class "A" Preferred Stock with \$0.001 par value.

(ii) 150,064,069 shares of Common Stock issued and outstanding. There are 5,000,000 Class "A" preferred shares outstanding.

(iii) There are approximately 52,315 shares freely tradable.

(iv) The Company has approximately 819 shareholders of record.

Note: In August of 2016 there were 641,493,795 shares returned to treasury.

**AS OF THE QUARTER ENDED September 30, 2016:**

(i) There are 3,980,000,000 shares of common stock authorized with \$0.0001 par value. There are 20,000,000 authorized preferred stock and 5,000,000 designated and outstanding as Class "A" Preferred Stock.

(ii) 539,805,794 shares of Common Stock issued and outstanding and 5,000,000 preferred shares outstanding.

(iii) There are approximately 489,661,815 shares freely tradable.

(iv) The Company has approximately 821 shareholders of record.

**AS OF THE QUARTER ENDED June 30, 2016:**

(i) There are 800,000,000 shares of common stock authorized with \$0.001 par value. There is 20,000,000 authorized preferred stock and 5,000,000 designated and outstanding as Class "A" Preferred Stock.

(ii) 1,255,815,568 shares of Common Stock issued and outstanding. There are no preferred shares outstanding.

(iii) There are approximately 566,418,605 shares freely tradable.

(iv) The Company has approximately 821 beneficial shareholders.

(v) The Company has approximately 821 shareholders of record.

Note: Effective April 27, 2016, the Company filed a certificate of amendment with the Secretary of State of Delaware to increase its authorized common shares to 3,980,000,000 with a par value of \$0.0001. The Company also authorized 20,000,000 preferred shares with the Secretary of State of Delaware on April 27, 2016 with a par value of \$0.001.

**NOTE 3. GOING CONCERN**

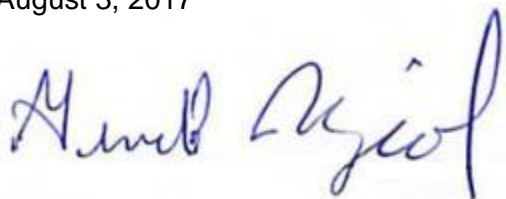
The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. This raises doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

As shown in the accompanying financial statements, the Company has incurred a net loss of \$2,390,769 for the period from inception to June 30, 2017, and has generated \$1,517,523 in cumulative revenues. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of acquisitions. Management has plans to seek additional capital through a private placement and public offering of its common stock. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

## **CERTIFICATION**

I, Gerald Neziol, President and Chief Financial Officer of GVCL Ventures, Inc., hereby certify that the unaudited financial statements and related footnotes hereto present fairly, in all material respects, the financial position of GVCL Ventures, Inc. and the results of its operations and cash flows as of and for the quarter ending June 30, 2017, in conformity with accounting principles generally accepted in the United States, consistently applied.

August 3, 2017

A handwritten signature in blue ink, appearing to read "Gerald Neziol", is written over a faint, light blue circular stamp. The signature is fluid and cursive.

Gerald Neziol, President and CFO  
GVCL Ventures, Inc.