

INNOVEST GLOBAL, INC.

A Nevada Corporation

8834 Mayfield Road, Chesterland, OH 44026

440-644-1027

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5033

Quarterly Report

For the Period Ending: 06-30-19
(the "Reporting Period")

As of 06-30-19 the number of shares outstanding of our Common Stock was:

148,338,959

As of 12-31-18 the number of shares outstanding of our Common Stock was:

141,050,291

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: ☒ (Double-click and select "Default Value" to check)

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:

Yes: ☐

No: ☒

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

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.

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.

Innovest Global Inc.

Formerly Aurum Resources and Asset Management Inc. (Change to Innovest Global Inc. August 2016)

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):

October 1999, Nevada, Active

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

Yes: ☐ No: ☒

2) Security Information

| | |
|---|--|
| Trading symbol: | IVST |
| Exact title and class of securities outstanding: | Common |
| CUSIP: | 45781Q102 |
| Par or stated value: | \$0.001 |
| Total shares authorized: | 500,000,000 as of date: 06-30-19 |
| Total shares outstanding: | 148,338,959 as of date: 06-30-19 |
| Number of shares in the Public Float ² : | 11,796,710 as of date: 06-30-19 |
| Total number of shareholders of record: | <u>367</u> as of date: <u>06-30-19</u> |

Additional class of securities (if any):

| | |
|--|---------------------------------|
| Trading symbol: | N/A |
| Exact title and class of securities outstanding: | Preferred |
| CUSIP: | N/A |
| Par or stated value: | \$0.001 |
| Total shares authorized: | 10,000,000 as of date: 06-30-19 |
| Total shares outstanding: | 1,250,000 as of date: 06-30-19 |

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: 702-361-3033
Email: PacificStocktransfer.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ 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:

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.

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

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 | Opening Balance: Common: 62,338,524 Preferred: 1,250,000 | | *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? (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? |
| 01-16-18 | Issuance | 300,000 | common | .001 | Yes | M. Rego | Service | Restricted | |
| 01-16-18 | Issuance | 5,545,455 | common | .011 | Yes | Klopp Investment Management PR FBO John S. Klopp | Cash /service | Restricted | |
| 01-16-18 | Issuance | 750,000 | common | .001 | Yes | W. Oler | Acquisition | Restricted | |
| 01-16-18 | Issuance | 2,500,000 | common | .001 | Yes | L. Yukich | Service | Restricted | |
| 01-30-18 | Issuance | 50,000,000 | common | .001 | Yes | TN3 LLC (Daniel Martin) | Conversion | Restricted | |
| 03-21-18 | Issuance | 2,272,728 | common | 0.01 | Yes | T. Skerl | Cash | Restricted | |
| 03-21-18 | Issuance | 200,000 | common | 0.02 | Yes | C. Schloss | Cash | Restricted | |

| | | | | | | | | | |
|-----------------|-----------------|------------------|---------------|-------------|------------|---|-----------------------|-------------------|--|
| <u>03-21-18</u> | <u>Issuance</u> | <u>2,000,000</u> | <u>common</u> | <u>0.01</u> | <u>Yes</u> | <u>P. Seegott</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>03-21-18</u> | <u>Issuance</u> | <u>3,000,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>Magnum of Light LLC (Cynthia Figley)</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>03-21-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>M. Rego</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>03-23-18</u> | <u>Issuance</u> | <u>1,930,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>Shepherd Financial Solutions LLC (Damon Mintz)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>03-23-18</u> | <u>Issuance</u> | <u>1,930,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>CTJS LLC (Jeff Simler)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>03-23-18</u> | <u>Issuance</u> | <u>1,930,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>S. Mintz</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>03-23-18</u> | <u>Issuance</u> | <u>250,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>W. Oler</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>03-23-18</u> | <u>Issuance</u> | <u>2,500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>Tonitrus LLC (Greg Miller)</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>03-27-18</u> | <u>Issuance</u> | <u>1,250,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>J. Grdina</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>03-27-18</u> | <u>Issuance</u> | <u>825,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>A. Grdina</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>03-27-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>J. Mitch</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>03-27-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>D. Dudley</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>03-27-18</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>S. Emch</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-09-18</u> | <u>Issuance</u> | <u>4,636,364</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>J. Painley</u> | <u>Cash/Serv</u> | <u>Restricted</u> | |
| <u>04-09-18</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>D. McCarthy</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>04-09-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>Irvin Consulting LLC (Dwain Irvin)</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>300,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>C. Schloss</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>1,000,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>F. Miskena</u> | <u>Sub.</u> | <u>Restricted</u> | |

| | | | | | | | | | |
|-----------------|-----------------|------------------|---------------|-------------|------------|---|-----------------------|-------------------|--|
| | | | | | | | <u>Agreement</u> | | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>M. Yaldo</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>A. Yaldo</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>S. Zakar</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>H. Morris & C. Morris</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>300,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>R. Alanbagi</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>60,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>John Miskena & F. Miskena</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>50,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>F. Miskena & Jessica Miskena</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>D. Giancola</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>E. Shina</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>M. Yaldo</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>K. Cholak</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>A. Sinjari</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>B. Alsabti</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>H. Morris</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>A. Yaldo</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>1,000,000</u> | <u>common</u> | <u>0,05</u> | <u>Yes</u> | <u>T. Battaglia</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0,05</u> | <u>Yes</u> | <u>R. Simler</u> | <u>Sub.</u> | <u>Restricted</u> | |

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|-----------------|-----------------|----------------|---------------|-------------|------------|----------------------|-----------------------|-------------------|--|
| | | | | | | | <u>Agreement</u> | | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>K. Ragon</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>J. Keefe</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>P. Archer</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>A. Crookston</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>B. Bodwell</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>A. Geller</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>D. Giancola</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>N. Ajjo</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>K. Lafayette</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>D. Thayer</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>D. Cartwright</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>T. Begley</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>T. Brennan</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>N. Tobbe</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>J. Painley</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>J. Adams</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>D. Bennett</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |

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|-----------------|-----------------|----------------|---------------|-------------|------------|----------------------------------|-----------------------|-------------------|--|
| <u>06-01-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>J. Boland</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>120,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>K. Carvin</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>60,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>C. Kimbler</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>140,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>R. Montoya</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>M. Osoteo</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>220,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>W. Passodelis</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>240,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>S. Snider & A. Snider</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>L. Warren</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>160,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>K. OConnell Burton</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>M. Daggett</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>180,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>H. Celik</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>A. Geggenbiller</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>W. Zhun</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>800,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>D. Gross</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>300,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>T. Skerl</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>J. Ventimiglia</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>80,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>R. Egan</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |

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|-----------------|-----------------|--------------------|---------------|-------------|------------|--|-----------------------|-------------------|--|
| <u>06-01-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>D. Giancola</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>40,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>R. Klopp</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>P. Boyce</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>06-01-18</u> | <u>Issuance</u> | <u>80,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>K. Longrich</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>6-27-18</u> | <u>Retired</u> | <u>-50,000,000</u> | <u>common</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> | <u>Restricted</u> | |
| <u>11-21-18</u> | <u>Issuance</u> | <u>1,500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>D. Giancola</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>11-21-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>E. Yukich</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>11-21-18</u> | <u>Issuance</u> | <u>3,750,000</u> | <u>common</u> | <u>.008</u> | <u>Yes</u> | <u>L. Klopp</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-21-18</u> | <u>Issuance</u> | <u>750,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>Zeerco Management Corp (T. Zeer)</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>11-21-18</u> | <u>Issuance</u> | <u>727,273</u> | <u>common</u> | <u>.011</u> | <u>Yes</u> | <u>R. Klopp</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-21-18</u> | <u>Issuance</u> | <u>818,182</u> | <u>common</u> | <u>.011</u> | <u>Yes</u> | <u>A. Giraldo</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-21-18</u> | <u>Issuance</u> | <u>409,091</u> | <u>common</u> | <u>.011</u> | <u>Yes</u> | <u>A. Klopp</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-21-18</u> | <u>Issuance</u> | <u>727,273</u> | <u>common</u> | <u>.011</u> | <u>Yes</u> | <u>John Klopp</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-27-18</u> | <u>Issuance</u> | <u>409,091</u> | <u>common</u> | <u>.011</u> | <u>Yes</u> | <u>Juliana Klopp</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-27-18</u> | <u>Issuance</u> | <u>155,555</u> | <u>common</u> | <u>.28</u> | <u>No</u> | <u>Covia Holdings Corporation (NYSE: CVIA)</u> | <u>Equipment</u> | <u>Restricted</u> | |
| <u>11-27-18</u> | <u>Issuance</u> | <u>454,546</u> | <u>common</u> | <u>.011</u> | <u>Yes</u> | <u>R. Egan</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-27-18</u> | <u>Issuance</u> | <u>454,546</u> | <u>common</u> | <u>.011</u> | <u>Yes</u> | <u>W. Zhun</u> | <u>Cash</u> | <u>Restricted</u> | |

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| <u>11-29-18</u> | <u>Issuance</u> | <u>3,750,000</u> | <u>common</u> | <u>.008</u> | <u>Yes</u> | <u>J.S.Klopp</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-29-18</u> | <u>Issuance</u> | <u>1,875,000</u> | <u>common</u> | <u>.008</u> | <u>Yes</u> | <u>J.S.Klopp</u> | <u>Cash</u> | <u>Restricted</u> | |
| <u>11-29-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>.01</u> | <u>Yes</u> | <u>M. Rego</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>11-29-18</u> | <u>Issuance</u> | <u>300,000</u> | <u>common</u> | <u>.01</u> | <u>Yes</u> | <u>Tysadco Partners (S. Hart)</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>12-06-18</u> | <u>Issuance</u> | <u>3,000,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>D. Mintz</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>12-06-18</u> | <u>Issuance</u> | <u>2,500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>D. Irvin</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>76,666</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>D. Gross</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>750,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>L. Thomas</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>T. Seedle</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>1,250,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>L. Thomas</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>700,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>G. Provenzano</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>Equity Trust Company Cust FBO Scott T. Berlin IRA</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>D. Cartwright</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>66,666</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>V. Fazio</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>33,333</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Fazio</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>75,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>B. Iacampo</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>75,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Iacampo</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>33,333</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>T. Jemision</u> | <u>Sub.</u> | <u>Restricted</u> | |

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| <u>12-13-18</u> | <u>Issuance</u> | <u>33,333</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Nevison</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>33,333</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Tarlosky</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>A. Ames</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>K. Ovsek</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>50,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Champ</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>666,666</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>B. Brownell</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>35,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Ventimiglia</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>1,400,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>G. Provenzano</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>105,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>M. Friedman</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>R. Sorin</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>T. Seedle</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>33,333</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Jacobson</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>A. Adams</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>D. OConnell</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>150,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>T. Brennan</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>H. Celik</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>Equity Trust Company Cust FBO Barry</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |

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| | | | | | | <u>Saltzman IRA</u> | | | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>B. Mizusawa</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>40,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>M. Prieb</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>50,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>K. Burton</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>35,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>P. Brownell</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>100,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>T. Begley</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>75,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Adams & K. Adams</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>90,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>Joshua Adams</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>70,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>Jacob Adams</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>15,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>J. Klopp</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-13-18</u> | <u>Issuance</u> | <u>150,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>G. Ferritto</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>12-28-18</u> | <u>Issuance</u> | <u>1,600,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>Michael S. Kelly Exec Est of Donald S. Kelly</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>12-28-18</u> | <u>Issuance</u> | <u>400,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>Michael S. Kelly Exec Est of Donald S. Kelly</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>12-28-18</u> | <u>Issuance</u> | <u>40,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>M. Billingsley</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>12-28-18</u> | <u>Issuance</u> | <u>50,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>D. Moneypenn y</u> | <u>Service</u> | <u>Restricted</u> | |

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| <u>01-16-19</u> | <u>Issuance</u> | <u>200,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>Magnum of Light LLC (Cynthia Figley)</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>01-16-19</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>J. Yenges</u> | <u>Service</u> | <u>Restricted</u> | |
| <u>02-21-19</u> | <u>Issuance</u> | <u>1,000,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>T. Eichele</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>03-07-19</u> | <u>Issuance</u> | <u>160,000</u> | <u>common</u> | <u>0.05</u> | <u>Yes</u> | <u>James S. McAndrew & Robert Glen UA DTD 05-18-1993 The Harris McAndrew Trust</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>04-03-19</u> | <u>Issuance</u> | <u>67,000</u> | <u>common</u> | <u>0.15</u> | <u>Yes</u> | <u>D. Numark</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| <u>04-05-19</u> | <u>Issuance</u> | <u>250,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>Adler Warehouse & Sales Inc (M. Hart)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-05-19</u> | <u>Issuance</u> | <u>250,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>Apollo Siding Supply Inc (J. Bednarcik)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-05-19</u> | <u>Issuance</u> | <u>250,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>Armor Building Supply, Inc (E. Biscaro & R. Biscaro)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-05-19</u> | <u>Issuance</u> | <u>250,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>Badger Building Supply, Inc (J. Capen)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-12-19</u> | <u>Issuance</u> | <u>250,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>Bensons Building Supply (B. Benson)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-12-19</u> | <u>Issuance</u> | <u>20,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>Butler County</u> | <u>Acquisition</u> | <u>Restricted</u> | |

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| | | | | | | Edge Co (B. Fening) | | | |
| 04-12-19 | Issuance | 250,000 | common | 0.06 | Yes | Complete Supply, Inc (E. Meinke) | Acquisition | Restricted | |
| 04-12-19 | Issuance | 250,000 | common | 0.06 | Yes | Greater Niagara Building Center, Inc (W. Burg) | Acquisition | Restricted | |
| 04-12-19 | Issuance | 250,000 | common | 0.06 | Yes | Kanam Products Inc (T. Donovan) | Acquisition | Restricted | |
| 04-12-19 | Issuance | 250,000 | common | 0.06 | Yes | M. A. Cobb | Acquisition | Restricted | |
| 04-12-19 | Issuance | 250,000 | common | 0.06 | Yes | North Country Distributors (D. Kapsner) | Acquisition | Restricted | |
| 04-12-19 | Issuance | 50,000 | common | 0.06 | Yes | Old Reliable Wholesale (T. Crookston) | Acquisition | Restricted | |
| 04-12-19 | Issuance | 20,000 | common | 0.06 | Yes | Prairie State Exterior Products (R. Ridder) | Acquisition | Restricted | |
| 04-12-19 | Issuance | 250,000 | common | 0.06 | Yes | Quality Building Supply Co (W. Piton) | Acquisition | Restricted | |
| 04-12-19 | Issuance | 50,000 | common | 0.06 | Yes | RJ Wholesale Inc (B. Hite) | Acquisition | Restricted | |
| 04-12-19 | Issuance | 250,000 | common | 0.06 | Yes | S. G. Williams & Bros Co (J. Griffith) | Acquisition | Restricted | |

| | | | | | | | | | |
|--|--|----------------|---------------|-------------|------------|--|--|-------------------|-------|
| <u>04-12-19</u> | <u>Issuance</u> | <u>250,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>G. Lytle</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-12-19</u> | <u>Issuance</u> | <u>50,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>Sunrise Building Supply (D. Wameling)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-12-19</u> | <u>Issuance</u> | <u>250,000</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>Trinity Wholesale Distributors (K. Walsh)</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-12-19</u> | <u>Issuance</u> | <u>2,500</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>E. Meinke</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>04-12-19</u> | <u>Issuance</u> | <u>2,500</u> | <u>common</u> | <u>0.06</u> | <u>Yes</u> | <u>G. Bednarcik</u> | <u>Acquisition</u> | <u>Restricted</u> | |
| <u>05-29-19</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>D. Mintz</u> | <u>Guarantee Termination Agreement</u> | <u>Restricted</u> | |
| <u>05-29-19</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>S. Mintz</u> | <u>Guarantee Termination Agreement</u> | <u>Restricted</u> | |
| <u>05-29-19</u> | <u>Issuance</u> | <u>500,000</u> | <u>common</u> | <u>.001</u> | <u>Yes</u> | <u>J. Simler</u> | <u>Guarantee Termination Agreement</u> | <u>Restricted</u> | |
| <u>06-18-19</u> | <u>Issuance</u> | <u>166,667</u> | <u>common</u> | <u>0.02</u> | <u>Yes</u> | <u>Fourstrong LLC</u> | <u>Sub. Agreement</u> | <u>Restricted</u> | |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| Shares Outstanding on <u>06-30-19</u> : | Ending Balance: Common: 148,338,959 Preferred: 1,250,000 | | | | | | | | |

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:

6-1-18 and 12-13-18 issuances were private placements registered on EDGAR

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.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--------------------|---|
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |

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)⁴:

Name: **L. Michael Yukich**
Title: CFO
Relationship to Issuer: Chief Financial Officer

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

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. 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

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.

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.

This disclosure statement is being filed contemporaneously to the “Quarterly Report” for the period ending June 30, 2019, posted August 5, 2019 which contains the financial statements and notes.

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”)

Innovest Global, Inc., formerly Aurum Resource and Asset Management Inc., was incorporated in the State of Nevada on October 19, 1999 as International Sports Marketing Group, Inc, and was most recently named Aurum Resources and Asset Management Inc. In August 2016 current Chairman and CEO Dan Martin, previously unaffiliated with the Company, purchased the Series A Pref'd Stock and took control of the Company, and subsequently effective January 30, 2017, we changed our name to Innovest Global, Inc. At that time, we increased our authorized common shares from 250 million to 500 million and changed our business plan. We now function as Conglomerate, primarily operating in business services (described in more detail below). Our fiscal year end date is 12/31. There are no bankruptcy, receivership, or similar proceedings. There has been no delisting, there are no past, current, pending or threatened lawsuits against the Company. No defaults, structured, or long term, or convertible debts. There have been two changes resulting in effects of outstanding stock changing greater than 10%: 1) Dan Martin converted 500,000 Series A Pref'd shares to 50 million common. 2) 50 million common shares previously held by Shane Lowry (25 million) and AG Rowett (25 million) were cancelled. These items were successively transacted between December 2017, and April 2018, with the cancellation being the last item.

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

1. Innovest Global, Inc. is an operating diversified holding company, or a Conglomerate, primarily operating in “business services” at this time, which is SIC 7389.
2. We are operating and have generated revenue from these operations beginning 4th quarter 2017. Prior to 2016, the Company was most recently speculating in mining exploration and development and completely exited that business in 2016.
3. We are not a “shell company”.
4. The following are 100% wholly owned subsidiaries of Innovest, and are included in the financial statements attached to this disclosure statement. All of these subsidiaries are in our “Commercial & Industrial Division”. The contact person for all of our operations is our Chairman, Chief Executive Officer, and President, Dan Martin who can be reached at 440-644-1027. All of these efforts are also highlighted on our website at www.innovestglobal.com:
 - a. Chagrin Safety Supply: Distribution of OSHA equipment to business clients via traditional sales efforts.

- b. Shepherd Energy Solutions: Provides energy efficiency solutions to commercial and industrial clients.
 - c. H.P. Technologies: Provides energy procurement and consultative services to commercial and industrial clients.
 - d. Contact Source Solutions: Provides inbound and outbound call center services to commercial and industrial clients.
 - e. Authority National Supply: Provides building materials, primarily roofing and siding as buying group for member organizations.
 - f. Midwest Curtainwalls manufacturer of glass and aluminum curtain walls for buildings.
5. We do not anticipate existing or probable changes to the regulation of our operations that would require any changes to our operations.
 6. We have not conducted R&D or had related expenses associated with any of our current efforts.
 7. Our business does not require any particular or quantifiable environmental law compliance.

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

- A. Collectively through our subsidiaries, we offer OSHA supplies, call center services, and energy procurement and efficiency solutions; to commercial and industrial clients primarily in Ohio, but also to additional clients throughout the USA. As we grow, the markets we intend to pursue are among the highest growth markets today and in the foreseeable future, which make our entry a prime opportunity to capture market share. Our Business to Business acquisition markets are at attractive valuation points due to their falling behind large multinational competitors in marketing savvy, lead generation and operational efficiencies; similarly making now an opportune time for a business plan such as Innovest. The Acquisition strategy for Innovest will consist of the following:
 - i. Build a core platform of companies in the Industrial, Commercial durable goods, energy, and non-professional services.
 - ii. These entities will have a revenue range of (\$5- 10.0M) or larger depending on the industry.
 - iii. The acquisition candidate companies will be compatible in meeting the strategic integration criteria that utilizes the best practices synergies of the other core companies.
 - iv. The acquisition candidate companies will be those in these industries where there are no active succession plans in place and the existing owners seek to remain involved in managing their businesses.
 - v. The owners are agreeable to becoming an equity/stock participant as part of the acquisition process versus traditional all cash transactions at time of closing.
- B. We employ directly or through independent contractors, salespeople who engage clients and generate sales. We fulfill product sales via shipment, provide services directly, and in the case of installation employ independent contractors to install products on site.
- C. The "Demand Cost Reduction" solution is a new technology we announced on 3/16/18 would be offered by Shepherd Energy Solutions, which would reduce demand charge by 50%-70% for qualified commercial and industrial clients. It is now fully commercialized, and the first client was announced on 4/23/18.
- D. All of our markets are mature and highly competitive. We attempt to differentiate ourselves with best in class service and competitive pricing.
- E. We do not manufacture, and do not have raw materials needs or relationships.
- F. Across our operations we have a single instance of dependence on customers: our call center operation currently relies upon a single customer for 50% of its revenue. Subsequent to this reporting period, that

client has contracted for additional services although is not expected to decline, its decline could have a detrimental effect on our call center business.

G. HP Technologies is currently registered in all deregulated states as an energy broker.

H. There are no pending or additional requirements for government approvals in our areas of operation.

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.

Corporate Headquarters – 8834 Mayfield Road Chesterland, OH 44026

Description - 11,000 square foot office space, includes furniture and fixtures, Computers, printers and other office equipment

Lease terms – Five year lease, Rate \$9,700 per month plus utilities

Condition - New offices 8 years old, as-new condition

Chagrin Safety Supply - 8227 E. Washington St, Chagrin Falls, OH 44023

Description - 1,000 square foot office space, includes furniture and fixtures, Computers, printers and other office equipment

Lease terms - 2 year lease expires April 2020, Rate \$550 per month plus utilities

Condition - Older offices 2nd level, good condition

H.P. Technologies, Inc - 5505 Detroit Rd. Suite E Sheffield Village, OH 44054

Description - 1,289 square foot office space, includes furniture and fixtures, Computers, printers and other office equipment

Lease terms - 5 year lease expires April 2023, Rate \$1,503 per month plus utilities

Condition - New offices, new condition

Authority National Supply – 2 year lease expires April 2021, 3,300 square ft, \$1,928 per month. Updated Offices, new condition.

Midwest Curtain Walls – 22209 Rockside Rd. Bedford, OH 44146, 197,000 square ft.

Lease \$37,000 per month. Lease expires 06-01-24.

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>Daniel G. Martin</u> | <u>Chairman, CEO, Owner of more than 5%</u> | <u>Huntsburg, OH</u> | <u>50 Million</u> | <u>Common</u> | <u>35.4%</u> | <u>_____</u> |
| <u>Daniel G. Martin</u> | <u>Chairman, CEO, Owner of more than 5%</u> | <u>Huntsburg, OH</u> | <u>1.25 Million</u> | <u>Series A Pref'd</u> | <u>100%</u> | <u>Owned by TN3 LLC, Martin's sole member LLC</u> |
| <u>L Michael Yukich</u> | <u>CFO</u> | <u>Hudson, OH</u> | <u>2.5 Million</u> | <u>Common</u> | <u>1.8%</u> | <u>_____</u> |
| <u>Jason Painley</u> | <u>Independent Director</u> | <u>Lexington, OH</u> | <u>5,036,364</u> | <u>Common</u> | <u>3.6%</u> | <u>_____</u> |
| <u>John Klopp</u> | <u>Independent Director</u> | <u>Avon, OH</u> | <u>16,611,000</u> | <u>Common</u> | <u>11.8%</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);

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: Christopher Hubbert
Firm: Kohrman Jackson & Krantz
Address 1: 1375 East Ninth St,
Address 2: Cleveland, OH 44114
Phone: 216-696-8700
Email: cjk@kjk.com

Securities Counsel

Name: John T. Root Jr.
Firm: John T. Root Jr., Attorney at Law
Address 1: P.O. Box 701,
Address 2: Greenbriar, AR 72058
Phone: 501-529-8567
Email: j.root.5013@gmail.com

Accountant or Auditor

Name: Joe Michalski
Firm: NMS, Inc.
Address 1: 121 South St.,
Address 2: Chardon, OH 44024
Phone: 440-510-1915
Email: jmichalski@nms-cpa.com

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: Cathleen Hare
Firm: Plante & Moran
Nature of Services: Accountant
Address 1: 250 S. High Street
Address 2: Suite 100
Phone: Columbus, OH 43215
Email: Cathleen.hare@plantemoran.com

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, Daniel G. Martin certify that:

1. I have reviewed this Annual Report of Innovest Global, 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 5, 2019 [Date]

/s/Daniel G. Martin [CEO's Signature]

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

Principal Financial Officer:

I, L. Michael Yukich certify that:

1. I have reviewed this Annual Report of Innovest Global, 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 5, 2019 [Date]

/s/L.Michael Yukich [CFO's Signature]

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