Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Luminar Media Group, Inc.

A Delaware Corporation

260 Adelaide Street East, Suite 177
Toronto, Ontario M5A 1N1
347-943-4835
www.luminarinc.com
info@luminarinc,com
7200

Annual Report
For the Period Ending: December 31, 2018
(the "Reporting Period")

As of April 15, 2019, the number of shares outstanding of our Common Stock was:

18,300,261

As of December 31, 2017, the number of shares outstanding of our Common Stock was:

700,261

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 Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

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

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

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

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

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

Golden Edge Entertainment Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Luminar Media Group, Inc. was organized under the name Retail Spicy Gourmet, Inc. under the laws of the State of Delaware on December 30, 2010. The name was changed to Golden Edge Entertainment, Inc. on February 26, 2013 and to Luminar Media Group, Inc. on August 26, 2016. The Company's incorporation status is 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:	LRGR	
Exact title and class of securities outstanding:	common shares	
CUSIP:	550263206	
Par or stated value:	$0.0001	
Total shares authorized:	500,000,000	as of date: April 15, 2019
Total shares outstanding:	18,300,261	as of date: April 15, 2019
Number of shares in the Public Float[2]:	2.698,636	as of date: April 15, 2019
Total number of shareholders of record:	59	as of date: April 15, 2019

Additional class of securities (if any):

Trading symbol:		
Exact title and class of securities outstanding:	preferred shares	
CUSIP:		
Par or stated value:	$0.0001	
Total shares authorized:	200,000,000	as of date: April 15, 2019
Total shares outstanding:	0	as of date: April 15, 2019

Transfer Agent

Name: Island Stock Transfer Corp.
Phone: 727-289-0010
Email: info@stockislandtransfer.com

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

[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.

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

None

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

The Company authorized and effected a reverse stock split of 40:1 in October 2017

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: 18,688,974 Preferred: 0		*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?**	**Exemptio or Registrat n Type?**
01-25-2017	Share issue	400,000	common	$0.05	Yes	Fenwood Capital Corp. James Liakopoulos	Warrants exercised	Unrestricted	S3(a)7 S1145
03-02-2017	Share issue	312,500	common	$0.128	Yes	Haynes Gallo Wealth Management Ltd. Richard Gallo	Conversion of debt	Unrestricted	S3(a)7 S1145
3-09-2017	Share issue	8,000,000	common	$0.0001	Yes	Christopher Cook	Compensation	Restricted	S4(2)
03-15-2017	Share issue	400,000	common	$0.05	Yes	Haynes Gallo Wealth	Warrants exercised	Unrestricted	S3(a)7

						Management Ltd. Richard Gallo			S1145
04-17-2017	Share issue	200,000	common	$0.05	Yes	Fenwood Capital Corp. James Liakopoulos	Warrants exercised	Unrestricted	S3(a)7 S1145
10-01-2017	Share consolidation	(27,301,213)	common	n/a	n/a	n/a	n/a	n/a	n/a
01-05-2018	Share issue	15,000,000	common	$0.0001	Yes	Christopher Cook	compensation	Restricted	S4(2)
01-31-2018	Share issue	780,000	common	$0.05	Yes	Haynes Gallo Wealth Management Ltd. Richard Gallo	Warrants exercised	Unrestricted	S3(a)7 S1145
03-05-2018	Share issue	820,000	common	$0.05	Yes	Haynes Gallo Wealth Management Ltd. Richard Gallo	Warrants exercised	Unrestricted	S3(a)7 S1145
05-22-2018	Share issue	200,000	common	$0.05	Yes	Fenwood Capital Corp. James Liakopoulos	Warrants exercised	Unrestricted	S3(a)7 S1145
05-29-2018	Share issue	400,000	common	$0.05	Yes	Haynes Gallo Wealth Management Ltd. Richard Gallo	Warrants exercised	Unrestricted	S3(a)7 S1145
12-13-2018	Share issue	400,000	common	$0.05	Yes	Haynes Gallo Wealth Management Ltd. Richard Gallo	Warrants exercised	Unrestricted	S3(a)7 S1145
Shares Outstanding on April 15, 2019:	Ending Balance: Common: 18,300,261 Preferred: 0								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
07-27-2015	10,000	10,000	2,792	7-31-2019	At $0.40 per share	Fenwood Capital Corp. James Liakopoulos	Loan
10-26-2016	30,000	30,000	7,851	10-26-2019	At $0.20 per share	Haynes Gallo Wealth Management Ltd.	Loan
11-21-2016	20,000	20,000	3,375	11-21-2019	At $0.20 per share	Haynes Gallo Wealth Management Ltd.	Loan
02-20-2017	5,000	5,000	744	02-20-2017	Dividing total owed by 90% of the bid price	D Roth	Loan
3-27-2017	15,000	15,000	2,133	3-27-2019	Dividing total owed by 60% of the bid price	K. Kapila	Loan

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

4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

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

Name: Mirsad Jakubovic
Title: Chief Financial Officer (CFO)
Relationship to Issuer: Officer of LRGR

[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.

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

The financial statements for the years ended December 31, 2018 and 2017 are appended to this report.

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")

Luminar Media Group Inc. ("Luminar") is a company started by entrepreneurs with a vision to use new and emerging tools to communicate with our audience. The team has extensive knowledge and experience in digital media and marketing. Our flexible approach is a natural response to a new ways of engaging with our audience and navigating the changing landscape as we identify new and interesting opportunities. At Luminar, we embrace the challenge of the constantly evolving business landscape and our determined culture will develop solutions for the benefit of partners and stakeholders.

Luminar is looking to identify pre-commercial technology companies for partnership that can benefit from the team's entrepreneurial spirit, extensive knowledge and experience in the digital media and marketing. The Company is specifically searching for new tools, media or medium to communicate with a broad audience that takes advantage of the emerging landscape in how users learn, work and consume data on a variety of digital devices.

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

Big Data Media Inc. ("BDM") is a wholly owned subsidiary of Luminar and is our first strategic partnership. BDM has partnered with Ascel Bio Inc. ("Ascel"). of New York to take their proprietary API's of raw data from various health and meteorological sources and present this to a wider audient through a web and mobile responsive web application. The next phase of the partnership is to monetize the app.

The application can be accessed at www.diseasecast.com .where users are provided unique outbreak warning maps for infectious diseases in the USA including flu. measles, zika and the newly launch heart attack risk.

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

BDM is targeting the North American Market with the www.diseasecast.com service. Revenue sources are through affiliate marketing arrangements, advertising and premium subscriptions for the service.

6) Issuer's Facilities

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

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

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

The Company presently utilizes office space at 1090 Don Mills Rd Suite 404, North York, Ontario, Canada. This space is provided to Company by the CFO on a rent-free basis, and it is anticipated that this arrangement will continue for the next twelve months.

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% of 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
Christopher Cook	President/CEO	Toronto, Ontario	15,601625	restricted common shares	90.0%	_____
Mirsad Jakubovic	Chief financial Officer	Toronto, Ontario	0			_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

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: Jonathan D. Leinwand, P.A.
Firm: Jonathan D. Leinwand, P.A.
Address 1: 20900 Northeast 30th Avenue, 8th Floor, Aventura,
Address 2: FL, United States
Phone: (954) 903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

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

Investor Relations Consultant

Name: _____
Firm: _____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

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, Christopher Cook certify that:

1. I have reviewed this annual disclosure statement of Luminar Media Group 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.

April 15, 2019

/s/ Christopher Cook [CEO's Signature]

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

Principal Financial Officer:

I, Mirsad Jakubovic certify that:

1. I have reviewed this annual disclosure statement of Luminar Media Group 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.

April 15, 2019

/s/Mirsad Jakubovic [CFO's Signature]

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

LUMINAR MEDIA GROUP, INC.

FINANCIAL STATEMENTS

For the years ended December 31, 2018 and 2017

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LUMINAR MEDIA GROUP, INC.

CONSOLIDATED BALANCE SHEETS

		December 31, 2018		December 31, 2017
ASSETS				
Current				
Advances		249		9,595
Total current assets		249		9,595
Total assets	**$**	**249**	**$**	**9,595**
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current liabilities				
Accounts payable and accrued liabilities		46,022		41,589
Due to reated parties *[note 4]*		-		55,575
Convertible notes payable and convertible line of credit, net *[note 4]*		77,477		70,933
Derivative liability *[note 4 and 5]*		17,517		19,372
Total liabilities	$	141,016	$	187,469
Stockholders' deficit				
Preferred stock; $0.0001 par value, 20,000,000 share authorized;		-		-
no shares issued and outstanding at December 31, 2018 and December 31, 2017				
Common stock; $0.0001 par value, 500,000,000 shares authorized *(Note 6)*		4,560		2,800
18,300,261 shares issued and outstanding				
at December 31, 2018 (December 31, 2017 -700,261)				
Additional paid in capital *(note 6)*		535,005		391,765
Accumulated deficit		(680,333)		(572,439)
Total stockholders' deficit	$	(140,768)	$	(177,874)
Total liabilities and stockholders' deficit	**$**	**249**	**$**	**9,595**
Going Concern *(Note 3)*				
Commitments *(Note 11)*				
Subsequent Events *(Note 12)*				

The accompanying notes are an integral part of these consolidated financial statements

LUMINAR MEDIA GROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

For the years ended				
		December 31, 2018		December 31, 2017
Operating expenses	$	97,377		67,679
Loss from operations	$	(97,377)	$	(67,679)
Change in derative liability *[note 5]*		1,855		(11,508)
Derivative expense *[note 4]*		(6,544)		(51,391)
Financing costs		(5,828)		(23,553)
Total other income/(expenses)		(10,517)		(86,452)
Loss before income taxes	$	(107,894)	$	(154,131)
Income tax		-		-
Net loss	$	(107,894)	$	(154,131)
Loss per share				
basic and diluted *[note 7]*	$	(0.0063)	$	(0.0950)
Weighted average number of				
common shares outstanding		17,249,138		1,623,159

The accompanying notes are an integral part of these consolidated financial statements

LUMINAR MEDIA GROUP, INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIT

	Common Stock Shares	Common Stock Amount	Add'l Paid-in Capital	Accum. Deficit	Total Stockholders' Deficit
Balance, December 31, 2016	18,688,974	$ 1,869	$ 204,496	$ (418,308)	$ (211,943)
Exercise of warrants	1,000,000	100	49,900	-	50,000
Conversion of debt	312,500	31	117,469	-	117,500
Issuance os shares for compensation	8,000,000	800	7,200	-	8,000
Beneficial conversion feature	-	-	12,700	-	12,700
Consolidation of common shares	(27,301,213)	-	-	-	-
Net loss	-	-	-	(154,131)	(154,131)
Balance, December 31, 2017	700,261	$ 2,800	$ 391,765	$ (572,439)	$ (177,874)
Exercise of warrants	2,600,000	260	129,740	-	130,000
Issuance os shares for compensation	15,000,000	1,500	13,500	-	15,000
Net loss	-	-	-	(107,894)	(107,894)
Balance, December 31, 2018	18,300,261	$ 4,560	$ 535,005	$ (680,333)	$ (140,768)

The accompanying notes are an integral part of these consolidated financial statements

LUMINAR MEDIA GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended				
		December 31, 2018		December 31, 2017
OPERATING ACTIVITIES				
Net loss	$	(107,894)	$	(154,131)
Add items not involving cash;				
Amortization of debt discount		5,828		44,934
Change in value of derivative liability		(1,855)		11,508
Derivative expense		717		51,391
Changes in operating assets and liabilities:				
Advances		9,346		(6,994)
Accounts payable and accrued liabilities		4,433		(22,283)
Due to related parties		(55,575)		55,575
Shares to be issued				-
Net cash used in operating activities	$	(145,000)	$	(20,000)
FINANCING ACTIVITIES				
Proceeds from conversion of convertible notes payable, net		145,000		20,000
Proceeds from exercise of warrants				
Net cash provided by financing activities	$	145,000	$	20,000
Net change in cash	$	-	$	-
Cash, beginning of year	$	-	$	-
Cash, end of year	$	-	$	-

The accompanying notes are an integral part of these consolidated financial statements

NOTE 1. ORGANIZATION AND NATURE OF BUSINESS

Luminar Media Group, Inc. (“the Company” or “the Issuer”) was organized under the name Retail Spicy Gourmet, Inc. under the laws of the State of Delaware on December 30, 2010. The name was changed to Golden Edge Entertainment, Inc. on February 26, 2013, and to Luminar Media Group, Inc. on August 26, 2016. The Company was established as part of the Chapter 11 reorganization of Spicy Gourmet Organics, Inc. (“SGO”). Under SGO’s Plan of Reorganization, as confirmed by the U.S. Bankruptcy Court for the Central District of California, the Company was incorporated to: (1) receive and hold any interest which SGO had in the business of retail sales of imported spices; and (2) issue shares of its common stock to SGO's general unsecured creditors, to its administrative creditors, and to its shareholder. The Company incorporated its 100% owned subsidiary, Big Data Media, LLC., ("BDM") under the laws of the State of Delaware on June 1, 2016.

Luminar is looking for early stage commercial technologies that can benefit from the team’s entrepreneurial spirit, extensive knowledge and experience in the media, marketing and entertainment industries. The Company is specifically looking for new tools to communicate with a broad audience that takes advantage of the emerging landscape in how users learn, work and consume media on a variety of digital devices. Luminar embraces the challenge of the constantly evolving business landscape and our determined culture will identify profitable solutions that evolve with the changing business paradigm.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation and presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) as promulgated in the United States of America. All adjustments considered necessary for a fair presentation of financial position, results of operations and cash flows as of December 31, 2018 have been included. The Company's financial statements are prepared using the accrual basis of accounting in accordance with US GAAP and the Company's functional and reporting currency is the United States dollar. The Company is still devoting substantially all of its efforts to establishing the business and its planned principal operations have not commenced.

The accompanying consolidated financial statements include the accounts of the Company, and its wholly owned subsidiary, Big Data Media, LLC. All inter-company transactions have been eliminated upon consolidation.

Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

On an ongoing basis, the Company evaluates its estimates, including those related to accrued liabilities and contingencies, the valuation of income taxes, stock-based compensation, warrants and convertible notes payable. The Company bases its estimates on historical experiences and on various other assumptions believed to be reasonable under the circumstances. Actual results could differ from those estimates. As adjustments become necessary, they are reported in earnings in the period in which they become known.

Earnings per share

The Company computes net loss per share in accordance with the FASB Accounting Standards Codification ("ASC"). The ASC 260 "Earnings Per Share" specifies the computation, presentation and disclosure requirements for loss per share for entities with publicly held common stock.

Basic net loss per share amounts are computed by dividing the net loss by the weighted average number of common shares outstanding. Common equivalent equity instruments such as 2,00,000 (2017 – 2,800,000) warrants were not included in the loss per share calculations because the inclusion would have been anti-dilutive.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and on deposit at banking institutions as well as all highly liquid short-term investments with original maturities of 90 days or less.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company places its cash with high quality banking institutions. From time to time, the Company may maintain cash balances at certain institutions in excess of the Federal Deposit Insurance Corporation limit. The Company has not incurred any loss from this risk.

Fair Value of Financial Instruments

The Company follows guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. Additionally, the Company adopted guidance for fair value measurement related to nonfinancial items that are recognized and disclosed at fair value in the financial statements on a nonrecurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

The Company monitors the market conditions and evaluates the fair value hierarchy levels at least quarterly. For any transfers in and out of the levels of the fair value hierarchy, the Company elects to disclose the fair value measurement at the beginning of the reporting period during which the transfer occurred.

The Company's financial instruments consisted of cash, accounts payable and accrued liabilities, advances, convertible notes payable and derivative liability. The estimated fair values of cash, accounts payable and accrued liabilities, advances, convertible and notes payable approximate their carrying amount due to the short-term maturity of these instruments. The recognition of the derivative liability is based on the weighted-average Black-Scholes option pricing model.

Derivative Financial Instruments

The Company evaluates all of its agreements to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses the Black-Scholes option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. As at December 31, 2018 and 2017, the Company's only derivative financial instrument was an embedded conversion feature associated with convertible line of credit and convertible notes payable due to the conversion price being a percentage of the market price of the Company's stock at the date of conversion.

Stock based compensation

The Company records stock-based compensation in accordance with the ASC 718 "Shares-Based Compensation" FASB Accounting Standards Classification using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued.

Income taxes

Income taxes are provided in accordance with the ASC 740 "Income Tax" FASB Accounting Standards Classification. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

NOTE 3. GOING CONCERN

The Company sustained an accumulated deficit as of December 31, 2018 in the amount of $680,333 (2017 - $572,439) and a working capital deficiency of $140,767 at December 31, 2018 (2017 - $177,874). The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations and/or obtain additional financing, as may be required.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern; however, the above condition raises substantial doubt about the Company's ability to do so. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern. Such adjustments could be material.

NOTE 4. CONVERTIBLE NOTES PAYABLE AND CONVERTIBLE LINE OF CREDIT

On September 9, 2015, the Company issued a convertible line of credit to an investor that provides for a maximum borrowing of $50,000. During the year ended December 31, 2015, the Company borrowed $10,000 under this convertible line of credit. The convertible line of credit (i) is unsecured, (ii) bears interest at the rate of 8% per annum, and (iii) was due on September 9, 2016. The outstanding balance under this convertible line of credit is convertible at any time at the option of the investor into shares of the Company's common stock that is determined by dividing the amount to be converted by 60% of the bid price on the day of conversion. In September 2016, the convertible line was extended to September 9, 2017 and the maximum borrowing was increased to $100,000. On October 4, 2016, the Company converted $24,100 from the convertible line credit into 308,974 common shares of the Company. During 2016, the Company borrowed an additional $44,500 under this convertible debenture. On February 17, 2017, an amount of $9,600 was transferred from accounts payable to the line of credit and the Company converted $40,000 from the convertible line credit into 312,500 common shares, which settled the convertible line of credit in full.

The Company received on July 27, 2015, a total of $10,000 by issuance of a convertible note. This convertible promissory note bears interest from the date of issuance at the rate of 8% per annum. This note was payable one year from the date of issuance. It is convertible any time at a fixed price of $0.40 per share. The expiry date of the convertible note was extended to July 31, 2018.

The Company received on January 8, 2016, a total of $20,000 by issuance of a convertible note. This convertible promissory note bears interest from the date of issuance at the rate of 8% per annum. This note was payable one year from the date of issuance. It is convertible any time at a fixed price of $0.20 per share. The expiry date of the convertible note was January 8, 2017. On January 4, 2017, the Company settled the note payable through the exercise of warrants.

The Company received on April 1, 2016 a total of $17,800 by issuance of a convertible note. This convertible promissory note bears interest from the date of issuance at the rate of 8% per annum. This note was payable one year from the date of issuance. It is convertible any time at a fixed price of $0.20 per share. The expiry date of the convertible was April 1, 2017. In March 2017, the Company settled the note payable through the exercise of warrants.

The Company received on October 26, 2016 a total of $30,000 by issuance of a convertible note. This convertible promissory note bears interest from the date of issuance at the rate of 12% per annum. This note is payable one year from the date of issuance. It is convertible any time at a fixed price of $0.20 per share. The expiry date of the convertible note was extended to October 26, 2018.

The Company received on November 21, 2016, a total of $20,000 by issuance of a convertible note. This convertible promissory note bears interest from the date of issuance at the rate of 12% per annum. This note is payable one year from the date of issuance. It is convertible any time at a fixed price of $0.20 per share. The expiry date of the convertible note was extended to November 21, 2018.

On February 20, 2017, the Company entered into a convertible line of credit that bears interest at 8% per annum. The maximum borrowing under the line of credit is $50,000. The holder can convert the principle and accrued interest into common shares. The number of common shares into which the loan can be converted shall be determined by dividing the amount being converted by 90% of the bid price on the day of the conversion. A total of $5,000 has been drawn on the line of credit as at September 30, 2017.

On March 22, 2017, the Company entered into a convertible loan in the amount of $15,000. The loan is payable in one year and bears interest at 8% per annum. The Holder can convert the principle and accrued interest into common shares. The number of common shares into which the loan can be converted shall be determined by dividing the amount being converted by 60% of the bid price on the day of the conversion.

During the year, the Company recognized $6,544 (2016 - $50,435) related to the amortization of the debt discount.

During the period, the Company received advances from related parties in the amount of $44,425 (2017 -$55,575). These advances are short term and non-interest bearing and due on demand. During the nine months ended September 30, 2018, the Company settled $80,000 of advances through the exercise of warrants.

NOTE 5. DERIVATIVE LIABILITY

The convertible line of credit discussed in Note 4 has a variable conversion price which results in the conversion feature being recorded as a derivative liability.

The fair value of the derivative liability is recorded and shown separately under current liabilities. Changes in the fair value of the derivative liability is recorded in the statement of operations under other income (expense).

The Company uses the Black-Scholes option pricing model with the following assumptions to measure the fair value of derivative liability at December 31, 2018:

	2018	2017
Stock Price	0.16	0.30
Risk free rate	1.52%	1.52%
Expected volatility	250.0%	324.24%
Conversion/ Exercise price	0.096	0.182
Expected dividend rate	0%	0%
Term (years)	0.22	0.22

The following table represents the Company's derivative liability activity for the years ended December 31, 2018 and 2017:

	2018	2017
Derivative liability balance, beginning of year	$ 19,372	42,770
Issuance of derivative liability during the year	-	44,492
Conversion of debt	-	(79,398)
Change in derivative liability during the year	(1,655)	11,508
Derivative liability balance, end of year	$ 17,517	19,372

NOTE 6. STOCKHOLDERS' EQUITY COMMON STOCK

The authorized share capital of the Company consists of 500,000,000 shares of common stock with $0.0001 par value, and 20,000,000 shares of preferred stock also with $0.0001 par value. No other classes of stock are authorized.

COMMON STOCK: As of December 31, 2018, there were a total of 18,300,261 (2017 – 700,261) common shares issued and outstanding.

The Company's first issuance of common stock, totaling 1,180,000 shares, took place on December 30, 2010 pursuant to the Chapter 11 Plan of Reorganization confirmed by the U.S. Bankruptcy Court in the matter of Spicy Gourmet Organics, Inc. ("SGO"). The Court ordered the distribution of shares in Retail Spicy Gourmet, Inc. to all general unsecured creditors of SGO, with these creditors to receive their *pro rata* share (according to amount of debt held) of a pool of 80,000 shares in the Company. The Court also ordered the distribution of 100,000 shares in the Company to the shareholders of SGO. The Court also ordered the distribution of 1,000,000 shares and 5,000,000 warrants in the Company to the administrative creditors of SGO, with these creditors to receive one share of common stock and five warrants in the Company for each $0.05 of SGO's administrative debt which they held. The warrants consisted of 1,000,000 "A Warrants" each convertible into one share of common stock at an exercise price of $3.00; 1,000,000 "B Warrants" each convertible into one share of common stock at an exercise price of $4.00; 1,000,000 "C Warrants" each convertible into one share of common stock at an exercise price of $5.00; 1,000,000 "D Warrants" each convertible into one share of common stock at an exercise price of $6.00; and 1,000,000 "E Warrants" each convertible into one share of common stock at an exercise price of $7.00. All warrants are exercisable at any time prior to November 19, 2018 (See Note 10).

- On March 24, 2015 the Company issued a total of 400,000 common shares for the exercise of 400,000 warrants at a price of $0.05 per common share or a total of $20,000.
- On May 2, 2016 the Company issued a total of 400,000 common shares pursuant to the exercise of 400,000 warrants. The warrants were exercised at a price of $0.05 per common share or a total of $20,000.
- On October 17, 2016 the Company issued a total of 308,974 common shares for the conversion of $24,100 of debt from the convertible credit line. The debt was converted at a price of $0.078 per common share based on the share price trading on that date.
- On November 7, 2016 the Company issued a total of 400,000 common shares for the exercise of 400,000 warrants at a price of $0.05 per common share or a total of $20,000.
- On January 25, 2017, the Company issued 400,000 common shares pursuant to a conversion of warrants.
- On March 2, 2017, the Company issued 312,500 common shares pursuant to a conversion of the convertible line of credit.
- On March 6, 2017, the Company issued 8,000,000 restricted common shares to the Chief Executive Officer as compensation.
- On March 15, 2017 the Company issued 400,000 common shares pursuant to a conversion of warrants.
- On April 17, 2017 the Company issued 200,000 common shares pursuant to a conversion of warrants.
- On January 5, 2018, the Company issued 15,000,000 restricted common shares to the Chief Executive Officer as compensation.
- On January 31, 2018 the Company issued 780,000 common shares pursuant to a conversion of warrants.
- On March 2, 2018 the Company issued 820,000 common shares pursuant to a conversion of warrants.
- On May 22, 2018 the Company issued 200,000 common shares pursuant to a conversion of warrants.
- On May 29, 2018 the Company issued 400,000 common shares pursuant to a conversion of warrants.
- On December 31, 2018 the Company issued 400,000 common shares pursuant to a conversion of warrants.

In October 2017, the holders of the majority of the common shares of the Company voted to consolidate the common stock of the Company on the basis of 1 new share for 40 old shares and authorize 500,000,000 common shares and 20,000,000 preferred shares.

As a result of these issuances there were a total 18,300,261 common shares issued and outstanding, and a total of 200,000 warrants to acquire common shares at $0.05 issued and outstanding, at December 31, 2018.

PREFERRED STOCK: The authorized share capital of the Company includes 20,000,000 shares of preferred stock with $0.0001 par value. As at December 31, 2018 and 2017 no shares of preferred stock had been issued and no shares of preferred stock were outstanding.

NOTE 7 - LOSS PER SHARE

The computation of loss per share for the year ended December 31, 2018 is as follows:

For the year ended December 31, 2018, the net loss is $107,894. The weighted average number of shares is 17,249,1389 (2017 – 1,623,159- post consolidation shares) for a basic loss per share of $ 0.0063 (2016 - $0.0950).

NOTE 8. INCOME TAXES

ASC 740. ASC 740 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company did not recognize any additional liability for unrecognized tax benefits as a result of the adoption of ASC 740. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Valuation allowances are established when it is more likely than not that some or all of the deferred tax assets will not be realized. There were no temporary differences which give rise to deferred tax asset nor liability during the year ended December 31, 2018 and 2017.

The Company believes that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740. In addition, the Company did not record a cumulative effect adjustment related to the adoption of ASC 740. The Company's policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes.

The Company tax provision determined using an estimate of our annual effective tax rate using enacted tax rates expected to apply to taxable income in the years in which they are earned, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes, we make a cumulative adjustment. There was no income tax payable as of December 31, 2018 and 2017, respectively.

NOTE 9. RELATED PARTY TRANSACTIONS

The Company neither owns nor leases any real or personal property. The officers and directors for the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts. See Note 12.

NOTE 10. WARRANTS

On December 30, 2010 (inception), the Company issued 5,000,000 warrants exercisable into 5,000,000 shares of the Company’s common stock. These warrants were issued per order of the U.S. Bankruptcy Court in the matter of Spicy Gourmet Organics, Inc. (“SGO”) to the administrative creditors of SGO. These creditors received an aggregate of 5,000,000 warrants consisting of 1,000,000 “ A Warrants ” each convertible into one share of common stock at an exercise price of $3.00; 1,000,000 “ B Warrants ” each convertible into one share of common stock at an exercise price of $4.00; 1,000,000 " C Warrants " each convertible into one share of common stock at an exercise price of $5.00; 1,000,000 " D Warrants " each convertible into one share of common stock at an exercise price of $6.00; and 1,000,000 " E Warrants " each convertible into one share of common stock at an exercise price of $7.00. During 2015, the warrant exercise price was changed to $0.05 and the life of the warrants was extended by two years. The value of the modification was estimated using a Black-Scholes pricing model and was determined to be not material. All warrants are exercisable at any time prior to November 19, 2017. On November 10, 2017, the Company extended the expiration date of warrants by one year to November 19, 2018. As of December 31, 2018, 4,800,000 warrants have been exercised at $0.05. There are 200,000 warrants outstanding as of December 31, 2018 at $0.05 (2017 – 2,800,000).

NOTE 11. COMMITMENTS

On October 31, 2016, the Company entered into an exclusive license agreement with The Jenex Corporation ("Jenex") in relation to Jenex's novel thermal therapy device used for insect bites and stings. Under the agreement, the Company paid $25,000 in October 2016 and was obliged to pay an additional $25,000 by November 15, 2016, $75,000 by December 15, 2016 and $125,000 by February 28, 2017. On September 30, 2017 the agreement with Jenex was terminated. The Company reversed an amount of $25,000 payment that was accrued in the previous year.

NOTE 12. SUBSEQUENT EVENTS

None.