

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Powerstorm Holdings, Inc.**

8 The Green, Ste 300, Dover, Delaware, 19901, United States

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<https://psto.info/>

ampru2@psto.info

SIC CODE 4813

## **Annual Report**

**For the period ending December 31, 2022, (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

26,313,768 as of December 31, 2022;

23,275,009 as of December 31, 2021.

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☒ No: ☐

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<sup>1</sup> “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 Q1 2022, on March 23, 2022, 25,000,000 shares were issued to Stay True LLC, PSTO's majority shareholder, representing Part 1 (one) of the payment due by PSTO, related to the acquisition of Infinity Supply BV, made on December 1, 2021. The purchase price was \$1,132,531.00 USD, equivalent to €1,001,000.00 EURO, as per the European Central Bank exchange ratio on Dec.01, 2021 of €1 EURO = \$1.1314 USD. This was executed as a Convertible Promissory Note, with the entire principal being converted into shares of PSTO at a value representing \$0.002 USD per share. The total amount of shares to be issued to the seller is 566,265,700 restricted common shares.

In Q2 2022, on May 24, 2022, a Redemption Agreement was prepared related to the above Convertible Promissory Note to show the transaction at \$0.40 USD per share, instead of \$0.002 USD per shares. The resulted total amount of shares was 2,831,327.50 restricted common shares, thus, a total of 22,168,672.50 shares were redeemed back to the company's treasury.

## **1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Since October 10, 2011:  
Powerstorm Capital Corp.  
31244 Palos Verdes Dr. W, Ste. 245, Rancho Palos Verdes, CA, 90275-5370

Since Feb.25, 2015 – name and address change:  
Powerstorm Holdings Inc.  
8 The Green, STE B, Dover, Delaware, 19901

Since Jan.01, 2023 – address change:  
Powerstorm Holdings Inc.  
8 The Green, Ste 300, Dover, Delaware, 19901

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):  
-Delaware – Active in good standing.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:  
N/A

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

A. On February 01, 2022: 5,000 restricted common shares were issued to 3rd party, for services rendered;  
B. On March 23, 2022: 25,000,000 restricted common shares were issued related to the Infinity Supply BV purchase;  
C. On May 11, 2022: 110,812 restricted common shares were issued to 3rd party, for services rendered;  
D. On May 16, 2022: The Bylaws of the company were amended to 1 director;  
E. On May 25, 2022: 91,620 restricted common shares were issued to 3rd party, for services rendered;  
F. On May 26, 2022: 22,168,673 shares were redeemed back to the company due to the amendment of the Convertible Promissory Note related to the Infinity Supply BV transaction. Thus, the final total amount of shares related to this transaction is a total of 2,831,327.50 restricted common shares;

The address(es) of the issuer's principal executive office:  
8 The Green, Ste 300, Dover, Delaware, 19901

The address(es) of the issuer's principal place of business:  
☒ Check if principal executive office and principal place of business are the same address:

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

\_\_\_\_\_

## 2) Security Information

### **Transfer Agent**

Name: VStock Transfer, LLC  
Phone: (212) 828-8436  
Email: jennifer@vstocktransfer.com  
Address: 18 Lafayette Place, Woodmere, NY 11598

### **Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	PSTO	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	73938H106	
Par or stated value:	\$0.001	
Total shares authorized:	300,000,000	as of date: December 31, 2022
Total shares outstanding:	26,313,768	as of date: December 31, 2022
Total number of shareholders of record:	53	as of date: December 31, 2022

*All additional class(es) of publicly quoted or traded securities (if any):*

Trading symbol:	PSTO	
Exact title and class of securities outstanding:	Preferred Stock	
CUSIP:	73938H106	
Par or stated value:	\$0.01	
Total shares authorized:	5,000,000	as of date: December 31, 2022
Total shares outstanding:	0	as of date: December 31, 2022
Total number of shareholders of record:	0	as of date: December 31, 2022

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security: \_\_\_\_\_  
CUSIP (if applicable): \_\_\_\_\_  
Par or stated value: \_\_\_\_\_  
Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total shares outstanding (if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_  
Total number of shareholders of record  
(if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_

Exact title and class of the security: \_\_\_\_\_  
CUSIP (if applicable): \_\_\_\_\_  
Par or stated value: \_\_\_\_\_  
Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total shares outstanding (if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_  
Total number of shareholders of record  
(if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting and preemption rights.**

None other than those required by law: All outstanding shares of common stock are of the same class and have equal rights and attributes. The holders of common stock are entitled to one vote per share on all matters submitted to a vote of stockholders of the Company. All stockholders are entitled to share equally in dividends, if any, as may be declared from time to time by the Board of Directors out of funds legally available. In the event of liquidation, the holders of common stock are entitled to share ratably in all assets remaining after payment of all liabilities. The stockholders do not have cumulative or preemptive rights.

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

According to the Articles of Incorporation: The Preferred Stock may be issued in one or more series, from time to time, with each such series to have such designation, relative rights, preferences or limitations, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation (the "Board"), subject to the limitations prescribed by law and in accordance with the provisions hereof, the Board being hereby expressly vested with authority to adopt any such resolution or resolutions. The authority of the Board with respect to each series of Preferred Stock shall include, but not be limited to, the determination [of the Board]...The holders of shares of the Preferred Stock of each series shall be entitled, upon liquidation or dissolution or upon the distribution of the assets of the Corporation, to such preferences, if any, as provided in the resolution or resolutions creating such series of Preferred Stock, and no more, before any distribution of the assets of the Corporation shall be made to the holders of shares of the Common Stock. Whenever the holders of shares of the Preferred Stock shall be entitled to receive a preferred distribution and have been paid the full amounts to which they shall be entitled, the holders of shares of the Common Stock shall be entitled to share ratably in all remaining assets of the Corporation."

3. Describe any other material rights of common or preferred stockholders.

None, other than described above.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None.

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date: <u>December 31, 2020</u> Common: <u>23,248,009</u> Preferred: <u>0</u>			*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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>Dec.29, 2021</u>	<u>New issuance</u>	<u>25,000</u>	<u>Common shares</u>	<u>\$0.50</u>	<u>No</u>	<u>Loredana Gutiu</u>	<u>Business consulting/financial services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>Dec.29, 2021</u>	<u>New issuance</u>	<u>2,000</u>	<u>Common shares</u>	<u>\$0.50</u>	<u>No</u>	<u>Cristiana Pruteanu</u>	<u>Business consulting services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>Feb.01, 2022</u>	<u>New issuance</u>	<u>5,000</u>	<u>Common shares</u>	<u>\$0.27</u>	<u>No</u>	<u>Sherry Li</u>	<u>Business consulting services</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>Mar.23, 2022</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common shares</u>	<u>\$0.002</u>	<u>Yes</u>	<u>Stay True LLC (entity owned/ controlled by Ana-Maria Pruteanu)</u>	<u>Convertible Promissory Note</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>May 11, 2022</u>	<u>New issuance</u>	<u>54,562</u>	<u>Common shares</u>	<u>\$0.32</u>	<u>No</u>	<u>Loredana Gutiu</u>	<u>CFO Bonus batch 1</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>May 11, 2022</u>	<u>New issuance</u>	<u>28,125</u>	<u>Common shares</u>	<u>\$0.32</u>	<u>No</u>	<u>Richard Bolko</u>	<u>Business consulting services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>May 11, 2022</u>	<u>New issuance</u>	<u>28,125</u>	<u>Common shares</u>	<u>\$0.32</u>	<u>No</u>	<u>Huub Vijverberg</u>	<u>Business consulting services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>May 25, 2022</u>	<u>New issuance</u>	<u>68,182</u>	<u>Common shares</u>	<u>\$0.22</u>	<u>Yes</u>	<u>Mark Adelman</u>	<u>Business consulting services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>May 25, 2022</u>	<u>New issuance</u>	<u>23,438</u>	<u>Common shares</u>	<u>\$0.32</u>	<u>No</u>	<u>Mark Adelman</u>	<u>Business consulting services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>May 26, 2022</u>	<u>Redemption</u>	<u>22,168,673</u>	<u>Common shares</u>	<u>0.00</u>	<u>Yes</u>	<u>Stay True LLC (entity owned/ controlled by Ana-Maria Pruteanu)</u>	<u>Amended Convertible P.Note</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report: 26,313,768. <sup>(1)</sup>  Ending Balance:  Date: <u>December 31, 2022</u> Common: <u>26,313,768</u>  Preferred: <u>0</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

On March 23, 2022, 25,000,000 shares were issued to Stay True LLC, PSTO's majority shareholder, representing Part 1 (one) of the payment due by PSTO, related to the acquisition of Infinity Supply BV, made on December 1, 2021. The purchase price was \$1,132,531.00 USD, equivalent to €1,001,000.00 EURO, as per the European Central Bank

exchange ratio on Dec.01, 2021 of €1 EURO = \$1.1314 USD. This was executed as a Convertible Promissory Note, with the entire principal being converted into shares of PSTO at a value representing \$0.002 USD per share. The total amount of shares to be issued to the seller was 566,265,700 restricted common shares.

On May 24, 2022 a Redemption Agreement was signed related to the above Convertible Promissory Note to show the transaction at \$0.40 USD per share, instead of \$0.002 USD per shares. The resulting share total was 2,831,327.50, restricted common shares with a total of 22,168,673 shares redeemed back to the company.

On May 26, 2022, out of the 25,000,000 shares issued to Stay True on March 23, 2022 at \$0.002/share related to the Infinity Supply BV transaction, a total of 22,168,673 shares were redeemed back to the company due to the amendment of the Convertible Promissory Note. Thus, the final total amount of shares related to the transaction is a total sum of 2,831,327.50 restricted common shares at \$0.40/share.

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: ☐ Yes: ☒ (If yes, you must complete the table below)

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>Sep.30, 2021</u>	<u>\$15,000</u>	<u>\$15,000</u>	<u>0</u>	<u>Dec.31, 2023</u>	<u>Option to convert the principal amount, and all accrued interest into shares at ninety percent (90%) of the existing price per share for the stock available for sale on the public market on the day before any conversion notice is submitted to the Company.</u>	<u>Stay True LLC (an entity owned and controlled by Ana-Maria Pruteanu)</u>	<u>Acquisition of Northern Lights Impact Inc</u>

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

\_\_\_\_\_

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

PSTO is a consortium of privately held sustainability-focused companies acquired for scalable growth, now streamlined into three key categories: Telecom, Power, and Real Estate Investment (REI). This change has been implemented to align with our new strategy, which prioritizes these three areas. Disruption and innovation remain our guiding principles across these sectors.

Our primary focus has been Telecom and Energy, and we're now engaged in two European Real Estate Investment projects. The first REI, a Commercial Office investment, is actively seeking funding. The second project, a "Village of the Future," combines innovative solar electrification and last-mile broadband around a heritage site, and is currently in the business development stage.

The Company has initiated marketing and business development efforts for its green energy portfolio, focusing on emerging areas. This was prompted by the acquisition of Northern Lights Impact (<https://psto.info/northernlightsgreenimpact/>). The ongoing marketing campaign aims to participate in projects that target the reduction of greenhouse gases through decarbonization.

During Q4 2021, the company acquired 100% ownership of Infinity Supply BV, a Dutch telecom infrastructure and mobile systems provider established in 2017. While the firm demonstrated significant financial and operational growth until 2020, Covid-19-related supply chain disruptions resulted in reduced sales during 2021.

In 2022, Infinity Supply BV flawlessly executed all customer orders in Q3 and Q4 with punctual deliveries, earning positive feedback and solidifying its reputation as a dependable supplier.

In Q4 2022, Infinity Supply announced in a press release that it had secured an exclusive distribution agreement with a leading fiber solutions division of a national telecom operator. This potentially multi-million dollar contract covers the exclusive worldwide sales and distribution of a wide range of passive and active broadband - fiber access equipment. With sales and marketing efforts in progress, several deals are currently in the pipeline for 2023.

On March 8th, 2023, The Company of which Infinity Supply BV is a subsidiary of approved a new plan to scale- up and transform this subsidiary, with a focus on growth through expansion of sales and strategic acquisitions. Infinity Supply BV has taken several key actions to ensure the execution of this plan, including actively seeking to assemble a turnaround management team and diligently seeking funding specifically for this purpose. Infinity Supply bv has also submitted a proposal to a specialized fund as one potential financial partner for planned projects, while also considering other potential partners as backup options.

In addition, the Company is actively seeking funding for two EU-based Real Estate Investment opportunities, one in The Netherlands and one in France, a commercial offices investment and a "Village of the Future" project related to sustainability. While these opportunities have significant potential, their success and the anticipated revenues cannot be guaranteed.

Amid economic slowdown, limited funds, and a small executive team focusing on priorities like website development and board composition, the company aims to file its S1 within 6-9 months but cannot ensure a specific timeline.

These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements to be materially different from any initially estimated results, performance, or achievements expressed or implied by these statements. Investors should not place undue reliance on forward-looking statements. The company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

**B. List any subsidiaries, parent company, or affiliated companies.**

The Company has the following wholly owned subsidiaries at this time:

-Infinity Supply BV <https://psto.info/infinity-supply/>

-Northern Lights Impact Inc. <https://psto.info/northernlightsgreenimpact/>

**C. Describe the issuers' principal products or services.**

Powerstorm Holdings Inc oversees a group of private companies and projects in different fields, all focused on sustainability. The company aims to help these businesses grow and expand their products worldwide by taking advantage of opportunities in the over-the-counter (OTC) market and public stock markets, contingent upon successful market expansion.



## 5) 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 and the extent in which the facilities are utilized.

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.

### A Powerstorm Holdings:

-Company current address:

8 The Green, Ste 300, Dover, Delaware, 19901, USA

\*\*This property is leased by the company on a yearly basis, with the beginning date of April, 21, 2021.

### B Infinity Supply BV:

-Company current address:

Jan Pieterszoon Coenstraat 7, The Hague 2595 WP, The Netherlands

\*\*This property is leased by the company on a yearly basis, with the beginning date of July 14, 2017.

- Lease to Purchase of Assets:

Different Telecom related database & Intellectual Property;

- Assets:

Different Intangible assets in the telecommunications sector that have the potential to generate multimillion-dollar revenue and offer opportunities for growth and development for the company.

### C Northern Lights Impact Inc:

-Company current address:

1942 Broadway St, Boulder, Colorado, 80302, USA

\*\*This property is leased by the company on a yearly basis, with the beginning date of December 19, 2016.

– Assets:

This refers to a solar power portfolio consisting of a database and intellectual property with a multimillion-dollar business growth potential in the power and alternative energy field. Approximately 65% of the portfolio represents the Sub-Saharan Africa region, showcasing the significant opportunities within this market.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Ana-Maria Pruteanu</u>	<u>Director/Officer/Chief Executive Officer /Secretary/Owner of more than 5%</u>	<u>450 N Oakhurst Dr, Apt 302 Beverly Hills CA 90210</u>	<u>17,331,327</u>	<u>Common Stock</u>	<u>65.864%</u>	<u>Includes 17,331,327 shares held by Stay True LLC</u>
<u>Mike Freni</u>	<u>Owner of more than 5%</u>	<u>46E Peninsula Center, Ste 273, Rolling Hills Estates, CA 90274</u>	<u>6,225,351</u>	<u>Common Stock</u>	<u>23.659%</u>	<u>(Includes 4,609,797 shares held by Keymedia Management (Hong Kong) and 1,288,761 shares held by Keymedia Management Ltd (CA) over which Mr. Freni has voting and dispositive control.)</u>
<u>Loredana Gutiu</u>	<u>CFO</u>	<u>88 Rue Chaumas, Québec City, QC G1E 5V8, Canada</u>	<u>79,562</u>	<u>Common Stock</u>	<u>0.302%</u>	

## 7) Legal/Disciplinary History

A. Identify whether any of the persons or entities 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);

N/A

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;

N/A

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

N/A

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.

N/A

- 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.

N/A

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jessica Haggard, Esq.  
Firm: Anthony L.G., PLLC  
Address 1: 625 N. Flagler Drive, Suite 600  
Address 2: West Palm Beach, FL 33401  
Phone: 561-514-0936  
Email: JHaggard@anthonypllc.com

### Accountant or Auditor

Name: Hak Kim  
Firm: Kauffman/Kim, LLP  
Address 1: 9256 Bendix Rd., Suite 102  
Address 2: Columbia, MD 21045  
Phone: (443) 478-3747  
Email: jkim@kauffmankimcpa.com

### Investor Relations

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

### *All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

### Other Service Providers

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

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

## **9) Financial Statements**

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Hak Kim  
Kauffman/Kim, LLP  
Title: Certified Public Accountants & Advisors  
Relationship to Issuer: Outside CPA

Describe the qualifications of the person or persons who prepared the financial statements:  
CPA (Certified Public Accountant).

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

### Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## 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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Ana-Maria Pruteanu, certify that:

1. I have reviewed this Disclosure Statement for Powerstorm Holdings, 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.

Date: March 28, 2023

/s/ Ana-Maria Pruteanu [CEO's Signature]

### *Principal Financial Officer:*

I, Loredana Gutiu, certify that:

1. I have reviewed this Disclosure Statement for Powerstorm Holdings, 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.

Date: March 28, 2023

/s/ Loredana Gutiu [CFO's Signature]

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

**Kauffman|Kim, LLP**  
*Certified Public Accountants & Advisors*  
9256 BENDIX ROAD, SUITE 102  
COLUMBIA, MARYLAND 21045

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**Hak Kim**  
TELEPHONE (443) 478-3747  
FACSIMILE (443)478-3749  
EMAIL [jkim@kauffmankimcpa.com](mailto:jkim@kauffmankimcpa.com)

**INDEPENDENT ACCOUNTANT'S COMPILED PROSPECTIVE**  
**FINANCIAL STATEMENTS**

I have performed compilation engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Management is responsible for the accompanying financial statements of Powerstorm Holdings Inc., which comprise the Balance Sheets as of December 31, 2022 & December 31, 2021 and Statement of Income, Statement of Cash Flows and Statement of Retained Earnings for the years then ended in accordance with accounting principles generally accepted in the United States of America.

I did not audit or review the financial statements nor was I required to perform any procedures to verify the accuracy or completeness of the information provided by the management. I do not express an opinion, a conclusion, nor provide any assurance on these financial statements.

Best regards,  
**Hak Kim**  
03/20/2023



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Partner, Kauffman|Kim, LLP  
CPA License States: MD, VA  
CPA License #: 43785, 48414

## Powerstorm Holdings Inc

### Balance Sheet

Powerstorm Holdings Inc - Balance Sheet	Dec.31, 2022	Dec.31, 2021
<b>Assets:</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 41,151.32	\$ 11,195.69
Accounts receivable, net	\$ 119,671.03	\$ 1,168,571.04
Other Current Assets	\$ 6,593.31	\$ 2,379.05
Total current assets	\$ 167,415.66	\$ 1,182,145.78
Security Deposits	\$ 4,821.44	\$ 5,317.70
Capital assets, net	\$ 208,147.04	\$ 192,750.06
<b>Total Assets</b>	<b>\$ 380,384.14</b>	<b>\$ 1,380,213.54</b>
<b>Liabilities and stockholders' equity (deficit):</b>		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 238,449.11	\$ 261,798.01
Total Current Liabilities	\$ 238,449.11	\$ 261,798.01
Long-Term Liabilities		
Loans payable, related party, net	\$ 484,623.23	\$ 293,503.85
Capital lease obligation, current	\$ 29,052.15	\$ 36,487.64
Convertible notes payable	\$ 25,000.00	\$ 1,157,531.00
Total Long-Term Liabilities	\$ 538,675.38	\$ 1,487,522.49
<b>Total Liabilities</b>	<b>\$ 777,124.49</b>	<b>\$ 1,749,320.50</b>
<b>Equity</b>		
Common (Capital) Stock	\$ 26,313.77	\$ 23,275.00
Contra-Equity — Deferred Compensation	\$ (59,311.66)	\$ (13,500.00)
Additional Paid in Capital	\$ 5,435,798.04	\$ 5,379,526.15
Retained earnings (accumulated deficit)	\$ (5,714,730.19)	\$ (5,678,496.54)
<b>Net Income (loss)</b>	<b>\$ (84,810.31)</b>	<b>\$ (79,911.57)</b>
Total Equity	\$ (396,740.35)	\$ (369,106.96)
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$ 380,384.14</b>	<b>\$ 1,380,213.54</b>

**Powerstorm Holdings Inc**  
Statement of Income

<b>Powerstorm Holdings Inc - Statement of Income</b>	<b>Dec.31, 2022</b>	<b>Dec.31, 2021</b>
<b>Revenue</b>	<b>\$ 718,513.09</b>	<b>\$ 65,574.87</b>
Cost of revenue	\$ 377,022.75	\$ 32,222.86
Gross Margin	\$ 341,490.34	\$ 33,352.01
Operating expenses:		
Selling, general and administrative	\$ 353,515.63	\$88,389.80
Total operating expenses	\$ 353,515.63	\$ 88,389.80
Net Operating Income	\$ (12,025.29)	\$ (55,037.79)
Other income (expense)	\$ (72,785.02)	\$ (24,873.78)
Total other income (expense)	\$ (72,785.02)	\$ (24,873.78)
Net Other income (expense)	\$ (72,785.02)	\$ (24,873.78)
<b>Net income (loss)</b>	<b>\$ (84,810.31)</b>	<b>\$ (79,911.57)</b>



**Powerstorm Holdings Inc**  
Statement of Cash Flows

<b>Statement of Cash Flows:</b>		<b>Dec.31, 2022</b>
<b>Cash flows from operating activities of continuing operations:</b>		
Net income (loss)	\$	(84,810.31)
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts Receivable	\$	1,048,900.01
Other current assets	\$	22,154.26
Accounts payable and accrued liabilities	\$	(23,348.90)
Total Adjustments to reconcile Net Income to Net Cash provided by operations	\$	1,047,705.37
<b>Net cash provided by operating activities</b>	<b>\$</b>	<b>962,895.06</b>
<b>Cash flows from investing activities:</b>		
Capital Assets, Net	\$	(41,269.24)
<b>Net cash provided by investing activities</b>	<b>\$</b>	<b>(41,269.24)</b>
<b>Cash flows from financing activities:</b>		
Long-Term Liabilities	\$	(945,808.34)
Contra-Equity — Deferred Compensation	\$	(45,811.66)
Additional Paid in Capital	\$	56,271.89
Retained Earnings	\$	43,677.92
<b>Net cash provided by financing activities</b>	<b>\$</b>	<b>(891,670.19)</b>
Net cash increase for period	\$	29,955.63
Cash at beginning of period	\$	11,195.69
<b>Cash at end of period</b>	<b>\$</b>	<b>41,151.32</b>

<b>Statement of Cash Flows:</b>		<b>Dec.31, 2021</b>
<b>Cash flows from operating activities of continuing operations:</b>		
Net income (loss)	\$	(79,911.57)
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts Receivable	\$	(1,168,571.04)
Other current assets	\$	50,928.81
Accounts payable and accrued liabilities	\$	245,811.16
Total Adjustments to reconcile Net Income to Net Cash provided by operations	\$	(871,831.07)
<b>Net cash provided by operating activities</b>	<b>\$</b>	<b>(951,742.64)</b>
<b>Cash flows from investing activities:</b>		
Capital Assets, Net	\$	(251,375.62)
<b>Net cash provided by investing activities</b>	<b>\$</b>	<b>(251,375.62)</b>
<b>Cash flows from financing activities:</b>		
Long-Term Liabilities	\$	1,487,522.49
Common (Capital) Stock	\$	27.00
Contra-Equity — Deferred Compensation	\$	(13,500.00)
Additional Paid in Capital	\$	13,473.00
<b>Retained Earnings</b>	<b>\$</b>	<b>(273,208.49)</b>
<b>Net cash provided by financing activities</b>	<b>\$</b>	<b>1,214,314.00</b>
Net cash increase for period	\$	11,195.69
Cash at beginning of period	\$	-
<b>Cash at end of period</b>	<b>\$</b>	<b>11,195.69</b>

**Powerstorm Holdings Inc**  
Statement of Retained Earnings  
(Statement of Changes in Stockholder's Equity)

<b>Powerstorm Holdings Inc</b>	
<b>Statement of Retained Earnings (Statement of Changes in Stockholder's Equity)</b>	
	<b>Dec.31, 2022</b>
Beginning Balance	
<b>Retained Earnings</b>	<b>\$ (5,714,730.19)</b>
Net loss	\$ (84,810.31)
Ending Balance	
<b>Retained Earnings</b>	<b>\$ (5,799,540.50)</b>
	<b>Dec.31, 2021</b>
Beginning Balance	
<b>Retained Earnings</b>	<b>\$ (5,678,496.54)</b>
Net loss	\$ (79,911.57)
Ending Balance	
<b>Retained Earnings</b>	<b>\$ (5,758,408.11)</b>

**Powerstorm Holdings Inc PSTO**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the period ending January 1, 2022 through December 31, 2022**

**NOTE 1 - ORGANIZATION AND NATURE OF THE BUSINESS**

PSTO is a consortium of privately held themed companies that participates globally in sustainable Circular, Clean and Green projects ideally on the foundation of last-in, first-out. These projects are already tendered, well-developed, in 3 categories: Real Estate, Telecom, Energy.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

The Company prepared the accompanying financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). The financial statements are prepared on accrual basis.

**NOTE 3 - LOANS & OTHER NOTES PAYABLES**

There is a loan to the company from Infinity Supply Inc of \$449,263 as financial support for the company and its subsidiaries. The loan has a term of 5 years and carries interest of 5%.

There is a loan to the company from its own subsidiary Infinity Supply BV of \$27,400 as financial support. The loan has a term of 5 years and carries interest of 5%.

There is a loan to the company from the main shareholder Ana-Maria Pruteanu of \$45,838 as financial support for the Parent Company and its subsidiaries provided for ongoing business operations. The loan has a term of 5 years and carries interest of 5%.

There is an amount owed by the company to the main shareholder Ana-Maria Pruteanu of \$21,718 due to unpaid salary from its subsidiaries and interest related to previous period loans. The term for payment is 5 years and carries interest of 5% - 12%.

There is a Convertible Promissory Note related to the Northern Lights Impact Inc acquisition made on Sep.30, 2021 of \$15,000 payable on Dec.31, 2023.

There is a note payable of \$10,000 for the subsidiary Northern Lights Impact Inc that represents the purchase of the intangible assets "Solar Portfolio and related intellectual property" that was payable on Dec.31, 2022, according to the Purchase Agreement from Nov.01, 2018. An annex to the contract was done on Nov.18, 2022 and the payment was postponed with 1 year. Therefore, sum of \$10,000 is payable by December 31st, 2023

There is a Customer prepayment of \$19,638 related to contracts/orders.

#### **NOTE 4- SUBSEQUENT EVENTS**

In 2022Q3, there was an amendment on the financial reports for period ending Dec. 31, 2021 & Mar. 31, 2022 in order to include the Goodwill related to the acquisitions of the 2 subsidiaries done in 2021, as follows: Northern Lights Impact: \$28,488.47 and Infinity Supply BV: \$1,381,154.11. These figures were included in previous report and this change was reversed.

#### **NOTE 5- OTHER ASSETS**

There is a loan from the subsidiary Infinity Supply BV to Stay True LLC in the amount of \$25,884. The terms are 5 years at 5% interest.

There is a loan from the subsidiary Infinity Supply BV to the company in the amount of \$27,400. The terms are 5 years at 5% interest.

There is a loan from the company to its subsidiary Northern Lights Impact LLC in the amount of \$5,546. The terms are 5 years at 5% interest.

#### **NOTE 6- RELATED PARTY TRANSACTIONS**

The Company acquired Infinity Supply, B.V. and Northern Light Impact Inc. in 2021 in which both companies were 100% owned by the major shareholder of Powerstorm Holdings Inc. The major shareholder of the Company, Ana-Maria Pruteanu, who is the Chief Executive Officer, Director and Secretary of the Company, has an agreement with the Company on multiple loans which are described in Note 3- Loan and Credit Card.