

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

OXFORD INVESTMENTS HOLDINGS, INC

An Ontario, Canada Corporation

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520 Toronto, Ontario, Canada
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Annual Report Amended
For the Period Ending: December 31,
2020
(the “Reporting Period”)

As of December 30, 2020, the number of shares outstanding of our Common Stock was:

719,578,061

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

691,578,061

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

Yes: ☐ No: ☒ (Double-click and select “Default Value” to check)

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

Yes: ☐ No: ☒

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

Yes: ☐

No: ☒

¹ “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 and the dates of the name changes. International E. Gaming Developers Ltd. October 13, 2000 Incorporated under Ontario Business Corp Act Oxford Software Developers Inc. September 13, 2001 Changed its name Oxford Investments Holdings, Inc. OXIHf December 18, 2003 Changed its name

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

The Company was incorporated in Ontario, Canada on October 13, 2000 under the *Business Corporations Act* (Ontario) under the name "International E. Gaming Developers Ltd.". By Articles of Amendment dated September 13, 2001, the Company changed its name to "Oxford Software Developers Inc." and removed the restriction on the number of shareholders of the Company. On December 18, 2003 the Company changed its name by filing Articles of Amendment to its current name, "Oxford Investments Holdings, Inc." As of the date of this filing the Company's registration in Canada is currently active in Ontario.

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:

None

The address(es) of the issuer's principal executive office:

1315 Lawrence Avenue East, Suite 520 Toronto,
Ontario, Canada M3A 3R3

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

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:
Exact title and class of securities
outstanding:

OXIHf
Common

CUSIP:	<u>691504104</u>	
Par or stated value:	<u>No Par Value</u>	
Total shares authorized:	<u>Unlimited</u>	as of date: <u>12/31/20</u>
Total shares outstanding:	<u>719,578,061</u>	as of date: <u>12/31/20</u>
Number of shares in the Public Float ² :	<u>155,382,957</u>	as of date: <u>12/31/20</u>
Total number of shareholders of record:	<u>751</u>	as of date: <u>12/31/20</u>

Additional class of securities (if any):

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: _____

Transfer Agent

Name: Capital Transfer Agency
 - 390 Bay St.
 Toronto,
 Canada
 Phone: 416-350-5007
 Email: info@capitaltransferagency.com

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

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 12/31/17	<u>Opening Balance:</u> Common: <u>575,728,061</u> 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?	Exemption or Registration Type?
<u>7/24/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Cameron Thun</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>7/24/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Arlen Mifflin</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>7/24/18</u>	<u>New</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Glenn Hasbon</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>7/24/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Lawrence Nemeth</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>7/24/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Lindsay Nemeth</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>7/24/18</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Grace Urbanski</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>7/24/18</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Randy Lamb</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>7/24/18</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Earl Leschuk</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>

<u>7/24/18</u>	<u>New</u>	<u>1,850,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Rodney Ireland</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>8/13/18</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Donald Mintz</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>9/11/18</u>	<u>New</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Brian Catto</u>	<u>Adviso</u> <u>ry</u> <u>Servic</u> <u>es</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>9/11/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Adam Kurnik</u>	<u>Adviso</u> <u>ry</u> <u>Servic</u> <u>es</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>9/11/18</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Linda Scavuzzo</u>	<u>Adviso</u> <u>ry</u> <u>Servic</u> <u>es</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>9/11/18</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Beverly Drew</u>	<u>Adviso</u> <u>ry</u> <u>Servic</u> <u>es</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>9/11/18</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Dr. Mark Hepp</u>	<u>Adviso</u> <u>ry</u> <u>Servic</u> <u>es</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>9/11/18</u>	<u>New</u>	<u>6,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Lyf Partnerships LLC</u> <u>Mark Hepp</u>	<u>Acquisition</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>10/10/18</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Ahmed Dakhelallah</u>	<u>Adviso</u> <u>ry</u> <u>Servic</u> <u>es</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>10/10/18</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Nicholas Hodgins</u>	<u>Adviso</u> <u>ry</u> <u>Servic</u> <u>es</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>10/10/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Jeffrey Chouinaud</u>	<u>Adviso</u> <u>ry</u> <u>Servic</u> <u>es</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>10/10/18</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Beverly Drew</u>	<u>Adviso</u> <u>ry</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>

							<u>Services</u>		
<u>10/10/18</u>	<u>New</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Elton Norman</u>	<u>Professional Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>10/10/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Joe Quinn</u>	<u>Advisory Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>

<u>10/10/18</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>David Glaser</u>	<u>CFO Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>10/10/18</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Carolina Daza</u>	<u>Advisory Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>12/10/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Bernard Leblanc</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>12/10/18</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Arthur McDonough</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Ralph Mahairas</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Peter Sontag</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>TKJ Investments LLC Ted Small</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Robert Dingess</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Sherry Dingess</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Shanna Cullen</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Robert Dingess II</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Gary & Nicola Ubaldini</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Pete Luongo</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>1/29/19</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Melvin Investments Clayton Hardman</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>3/21/19</u>	<u>New</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>David Glaser</u>	<u>Advisory Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>

							<u>es</u>		
<u>3/21/19</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>John Scavuzzo</u>	<u>Advisory Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>3/21/19</u>	<u>New</u>	<u>1,666,667</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Grant Russell</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>3/21/19</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Liteflyer LLC Bill Hardman</u>	<u>Advisory Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>5/16/19</u>	<u>Cancelled</u>	<u>(4,000,000)</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Lorraine Vasilaros</u>	<u>Cancelled</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>5/16/19</u>	<u>Cancelled</u>	<u>(1,666,667)</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Doug Lewis</u>	<u>Cancelled</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>9/1/19</u>	<u>New</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Gary & Nicola Ulbaldini</u>	<u>Cash Investment</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>9/1/19</u>	<u>New</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Michael Donaghy</u>	<u>Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>9/1/19</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Bernis Drymon</u>	<u>Consulting</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>9/1/19</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Joseph Bradley</u>	<u>Consulting</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>10/17/19</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>David Glaser</u>	<u>Advisory Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>10/17/19</u>	<u>New</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Hepp of Clwtr Limited Part Mark Hepp.</u>	<u>Advisory Services</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>12/31/19</u>	<u>New</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Turner Family Trust Bob Turner</u>	<u>Investment</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>

<u>6/9/20</u>	<u>New</u>	<u>1,600,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>David Glaser</u>	<u>Investment</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>6/9/20</u>	<u>New</u>	<u>1,100,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Hepp of</u> <u>Clwtr</u> <u>Limited</u> <u>Part Mark</u> <u>Hepp.</u>	<u>Investment</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>6/9/20</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Ralph</u> <u>Mahairas</u>	<u>Investment</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>6/9/20</u>	<u>New</u>	<u>1,200,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Beverly Drew</u>	<u>Investment</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>6/26/20</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Turner</u> <u>Family</u> <u>Trust</u> <u>Bob Turner</u>	<u>Investment</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>12/15/20</u>	<u>New</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Turner</u> <u>Family</u> <u>Trust</u> <u>Bob Turner</u>	<u>Investment</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>6/26/20</u>	<u>New</u>	<u>3,600,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Albert Poirier</u>	<u>Investment</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
<u>12/15/20</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Michael</u> <u>Donaghy</u>	<u>Services</u>	<u>Unrestricted</u>	<u>1933</u> <u>4(a)(1)</u>
Shares Outstand ing on <u>12/31/20</u>	<u>Ending Balance:</u> Common: <u>719,578,061</u> Preferre d: <u>0</u>								

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

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. 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 all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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 (entities must have individual with voting control)	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/2004</u>	<u>75,145</u>	<u>75,145</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>Ontario Corp</u> <u>Mike Donaghy</u>	<u>Rent</u>
<u>10/2018</u>	<u>2,431</u>	<u>20,000</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>Scott Anderson</u>	<u>Loan</u>
<u>6/2011</u>	<u>60,837</u>	<u>60,837</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>Daryl Gordon</u>	<u>Loan</u>
<u>6/2017</u>	<u>40,744</u>	<u>45,688</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>Mike Donaghy</u>	<u>Loan</u>

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 (Canadian \$\$)

B. The financial statements for this reporting Year were prepared by (name of

individual)⁴: Name: Admin Consulting Co

Title:

Relationship to Issuer: Consultant

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. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable Year-end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, Year-end date, and the date that it was posted to OTCIQ in the field below.

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.

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")

Oxford has discontinued its credit card processing business, which acted as a third-party credit card processor, directing online merchants who require credit card processing to a payment gateway that is integrated into a credit card processor in China. Oxford earned commission revenues from the processor.

Oxford has two wholly-owned subsidiaries in Florida

- * Pioneer Green Inc., intends to pursue medical marijuana opportunities in Florida

- * FloraCana Consultants Inc. is marketing CBD store franchises, license agreements and distribution opportunities under its Pioneer Green USA brand. The Company currently has 3 license agreements in place, with the six stores operating in the Bradenton and Dunedin areas of Florida. FloraCana supplies the stores with CBD products

- * Oxford owns 80% of Lyf Partnerships LLC, a Florida company that distributes CBD products under the Lyf and Ink Bomb brands. Lyf primarily sells its products from its website.

- * Pioneer Green Farms LLC, a 51% owned subsidiary, has established a hemp farming operation in Florida.

- 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

In A above

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

In A above

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 rents commercial office space in Toronto, Canada on a month-to-month basis from a corporation controlled by its President and CEO at a rate of \$3500 per month.

Pioneer Green Farms, LLC, a 51% owned subsidiary, leases land in Sarasota Florida for \$1,000 per month under a 25-year lease.

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, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, 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.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Michael Donaghy</u>	<u>President, CEO</u>	<u>Toronto Ontario Canada</u>	<u>78,300,000</u>	<u>Common</u>	<u>11.6%</u>	
<u>Louis Babineau</u>	<u>Director</u>	<u>Gande-Digue New Brunswick</u>	<u>13,333,333</u>	<u>Common</u>	<u>2.1%</u>	
<u>Daryl Gordon</u>	<u>Director</u>	<u>Manville Alberta Canada</u>	<u>11,193,112</u>	<u>Common</u>	<u>1.8%</u>	

8) Legal/Disciplinary History

A. Please 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);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

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: Lonnie Kirsh
Firm: Kirsh Securities Law
Address 1: 181 University Avenue
Address 2: Toronto, Ontario, Canada
Phone: 416-350-2347
Email: Lonnie@acuitylaw.ca

Accountant or Auditor

Name: Chris Hiestand
Firm: Accell
Address 1: 4806 West Gandy Boulevard
Address 2: Tampa, FL 33611

Phone: 813-440-6380

Email: chiestand@accell-ac.com

Investor Relations Consultant

Name: Elton Norman
Firm: The Norman Law Firm, PLLC
Address 1: 8720 Georgia Ave
Address 2: Silver Springs, MD 20910
Phone: 301-588-4888
Email: enorman@normanlawfirm.net

Other Service Providers

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

services to the issuer during the reporting period.

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Michael Donaghy certify that:

1. I have reviewed this Annual Disclosure Statement of 12/31/20;
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 Year 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.

9/26/21 [Date]

/s/ Michael Donaghy, CEO [CEO's Signature]

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

Principal Financial Officer:

I, Michael Donaghy certify that:

1. I have reviewed this Annual Disclosure Statement of 12/31/20;

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 Year 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.

9/26/21 [Date]

/s/ Michael Donaghy, CFO [CFO's Signature]

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

Oxford Investment Holdings Inc.
Consolidated Statements of Financial Position
As of December 31, 2020 & December 31, 2019

	(Unaudited) December 30, 2020	(Unaudited) December 31 2019
Assets		
Current assets		
Cash and cash equivalents	\$ 34,398	\$ 89,740
Accounts receivable	6,001	119,126
Inventory	124,352	153,352
Other current assets	15,283	-
Non-current assets	180,034	362,218
Property and equipment		
Property and equipment	64,364	89,684
Notes receivable	-	873,986
Lease right of use	202,983	
Investments	-	-
Trademarks	3,700	
Total assets	\$ 451,081	\$ 1,325,888
Liabilities and Shareholder' Equity		
Current liabilities		
Accounts payable and accrued expenses	\$ 180,696	\$ 396,455
Wages payable	395,840	345,990
Related party loans	64,431	60,383
Income tax payable	17,066	24,295
Bank indebtedness	4,304	57,272
Short-term portion of Notes payable	141,245	159,101
Short-term portion of Leases payable	-	-
	<u>803,581</u>	<u>1,043,496</u>
Loan-term Liabilities		
Notes payable	0	
Lease liabilities	202,761	
Other liabilities	10,808	
	<u>1,017,151</u>	<u>1,043,496</u>
Shareholder' Equity		
Common stock	9,114,490	11,586,951
Contributed surplus	1,776,857	1,774,307
Treasury stock	-	-
Accumulated deficit	(11,365,129)	(13,068,640)
	<u>(473,782)</u>	<u>292,618</u>
Noncontrolling Interests	(92,288)	(10,227)
Total equity	(566,070)	282,391

Total shareholder' equity and liabilities	\$	451,081	\$	1,325,887
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Oxford Investment Holdings Inc.
Consolidated Statements of Operations and Comprehensive Earnings (Loss)
For the Year Ended December 30, 2020 & Year Ended December 31, 2019

	(Unaudited) December 30, 2020	(Unaudited) December 31, 2019
Revenues	\$ 61,167	\$ 317,061
Cost of sales	<u>25,042</u>	<u>179,482</u>
Gross profit	36,125	137,579
General and administrative expenses		
Consulting	124,508	165,863
Payroll	17,921	125,207
Depreciation and amortization	4,667	73
General and office	141,341	59,182
Professional fees	30,156	55,403
Rent	53,282	83,022
Telephone	<u>6,553</u>	<u>33,053</u>
	378,428	521,803
Operating income (loss)	<u>(342,304)</u>	<u>(384,224)</u>
Interest expense	18,031	43,080
Other (income) expense	-	-
Foreign currency (gain) loss	<u>6,325</u>	<u>(5)</u>
Income (loss) before income taxes	(366,659)	(427,299)
Less Income tax expense	(465)	-
Less Income (loss) attributable to noncontrolling interest	<u>68,021</u>	<u>10,227</u>
Net income (loss) and comprehensive earnings (loss)	\$ (299,104)	\$ (417,072)

Oxford Investment Holdings Inc.
Consolidated Statements of Cash Flows
For the Year Ended December 30, 2020 & Year Ended December 31, 2019

	(Unaudited) December 30, 2020	(Unaudited) December 31, 2019
Cash provided by (used in) Operating activities	\$ (299,104)	\$ (417,071)
Net earnings (loss)		
Items not affecting cash:		
Depreciation	4,667	73
Minority interest loss in net loss report	(68,021)	(10,227)
Changes in non-cash working capital:		
Accounts receivable	113,125	3,979
Notes receivable	873,986	
Inventory	29,000	(85,352)
Prepaid Expenses and other assets	(15,283)	-
Lease attributes	(222)	
Accounts payable and accrued liabilities	(233,521)	303,837
Other liabilities	10,808	
Net adjustments	714,539	212,310
Net cash flows from operating activities	415,435	(204,761)
Investing activities		
Purchase of Assets	(4,347)	(85,008)
Purchase of intangibles	(3,700)	
Proceeds	25,000	
Foreign currency changes	-	
Net cash flows from investing activities	16,953	(85,008)
Financing activities		
Bank overdrafts	(52,968)	10,901
Sale of stock (paid in capital)	249,750	421,943
proceeds from long term debt	29,025	
Advances from (repayments to) related parties	17,550	(239,291)
Proceeds from sale of stock	221,372	-
Net cash flows from financing activities	464,729	193,553
Foreign currency change	(952,459)	
Increase (decrease) in cash during the year	(55,342)	(96,216)
Cash, beginning of the period	89,740	185,956
Cash, end of the period	\$ 34,398	\$ 89,740

Supplemental disclosures				-
Cash paid for income taxes	\$		\$	-
		465		

Oxford Investment Holdings Inc.
Consolidated Statements of Changes in Shareholders' (Deficit)
As of December 31, 2020
(unaudited)

	Number of shares	Common stock	Contributed surplus	Other Comprehensive	Non- controlling interests	Accumulated deficit	Total
Balance, December 31, 2018 - Canadian \$	628,578,061	\$ 11,536,969	\$ 1,402,347	\$ -	\$ (14,040)	\$ (12,651,568)	\$ 273,708
Common shares issued in private placement	63,000,000	49,982	-	-	-	-	49,982
Capital contribution		-	371,960	-	-	-	371,960
Net income (loss)		-	-	-	(10,227)	(417,072)	(427,299)
Balance, December 31, 2019 - Canadian \$	691,578,061	11,586,951	1,774,307	-	(24,267)	(13,068,640)	268,351
Conversion to US\$		(2,713,293)	(227,740)			2,002,615	(938,418)
Common shares issued in private placement	28,000,000	240,832	(19,460)	-	-	-	221,372
Capital contribution		-	249,750	-	-	-	249,750
Net income (loss)		-	-	-	(68,021)	(299,104)	(367,124)
Balance, December 30, 2020	719,578,061	\$9,114,490	\$1,776,857	\$-	\$(92,288)	\$(11,365,129)	\$(566,070)

Oxford Investment Holdings Inc.
Notes to the Consolidated Financial Statements
As of December 31, 2020

1. Description of Business

Oxford Investments Holdings Inc. ("the Company") was incorporated on October 13, 2000, under the laws of the Province of Ontario, Canada under the name International E-Gaming Developers Ltd. The Company acted as a third-party credit card processor, directing online merchants who require credit card processing to the Company's network of processors whose payment gateways are integrated into a number of banks in China. During 2018, Oxford discontinued the credit card processing business.

In Early 2018, Oxford decided to pursue opportunities in the fast-growing hemp-based CBD (Cannabidiol) industry. FloraCana Consultants Inc., which operates under the name Pioneer Green USA, was established in February 2018 to sell hemp-based CBD products through CBD franchises. FloraCana uses two high-quality labs that produce, and supply CBD products from multiple CBD manufacturers, and provide CBD products that have been private-labelled for Pioneer Green USA, which will be sold from its website and through its licensed retail stores. All products are tested by the labs for CBD and THC content and provide a Certificate of Analysis (COA) for all products distributed through Pioneer Green USA. As long as CBD has less than 0.003% THC, CBD can be sold legally anywhere in the United States without a license.

FloraCana currently has licensed three Pioneer Green USA stores in the Bradenton/Tampa area of Florida that opened in the fall of 2018. The Company set up and opened an initial CBD retail storefront located in the FloraCana offices in Palmetto, Florida, which serves as a model location for prospective franchising opportunities.

In 2018 Oxford entered into a partnership agreement with Lyf Partnerships LLC, a Florida company that distributes CBD products under the Lyf and Ink Bomb brands. Lyf primarily sells its products from its website. Oxford owns 80% of Lyf.

In August 2018, Oxford established Florida Partners Health and Wellness LLC, a Florida Limited Liability Company to help market CBD oil products.

In January 2019, Oxford acquired 51% of Pioneer Green Farms LLC, a Florida Limited Liability Company, with a plan to produce hemp-based products for medicinal purposes. As part of the application process, in Florida, Pioneer Green Farms entered into an agreement with Drymon's Citrus Nursery ("Drymon's") Under proposed laws at the time of filing an application, potential licensees must be associated with a nursery that has been in operation for at least 30 years, and Drymon's meets that criterion.

2. Summary of Significant Accounting Policies

Basis of presentation and consolidation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, ("GAAP"). The Company's year-

end is December 31. The reporting currency is the US Dollar.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of three months or less to be cash equivalents. The Company had \$34,398 of cash and cash equivalents as of December 31, 2020.

Accounts Receivable

The Company records accounts receivable at the time products and services are delivered. An allowance for losses is established through a provision for losses charged to expenses. Receivables are charged against the allowance for losses when management believes collectability is unlikely. The allowance (if any) is an amount that management believes will be adequate to absorb estimated losses on existing receivables, based on evaluation of the collectability of the accounts and prior loss experience. No allowance for doubtful accounts was recorded for the years ended December 2020.

Inventories

Inventories are stated at the lower of cost or market. The Company also determines a reserve for excess and obsolete inventory based on historical usage and projecting the year in which inventory will be consumed into a finished product. The valuation of inventories requires management to make significant assumptions, including the assessment of market value by inventory category considering historical usage, future usage and market demand for their products, and qualitative judgments related to discontinued, slow moving and obsolete inventories. The inventory was valued at \$124,352 as of December 31, 2020.

Property and equipment

Property and equipment are carried at cost less accumulated depreciation. Depreciation is provided over the assets' estimated useful lives, using the straight-line method.

The cost and related accumulated depreciation of assets sold or otherwise retired are eliminated from the accounts and any gain or loss is included in the statement of income. The cost of maintenance and repairs is charged to the statement of income as incurred, whereas significant renewals and betterments are capitalized.

Depreciation, Amortization, and Capitalization

The Company records depreciation and amortization when appropriate using the straight-line balance method over the estimated useful life of the assets. The Company estimates that the useful life of its equipment is five years and industrial water filter is seven years. Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major renewals and

replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation is removed from the appropriated accounts and the resultant gain or loss is included in net income.

Fair Value of Financial Instruments

Accounting Standards Codification (“ASC”) 820 *Fair Value Measurements and Disclosures* establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

- Level 1: defined as observable inputs such as quoted prices in active markets;
- Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of the Company’s cash, other current assets, accounts payable, accrued expenses and loan from shareholder approximates its fair value due to their short-term maturity.

Income Taxes

The Company accounts for its income taxes in accordance with ASC 740 *Income Taxes*, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and tax credits and carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (ASU) 2014-09, *Revenue from contracts with customers* (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the considerations that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (FASB) ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

Cost of Goods Sold

Cost of goods sold includes direct costs of selling items, direct labor cost, rent expense and electricity.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, other current liabilities, and operating lease liabilities in our balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in the balance sheets.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the leases do not provide an implicit rate, the Company generally uses the incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02 (Topic 842) *Leases*. Under this new guidance, lessees (including lessees under leases classified as finance leases, which are to be classified based on criteria similar to that applicable to capital leases under current guidance, and leases classified as operating leases) will recognize a right-to-use asset and a lease liability on the balance sheet, initially measured as the present value of lease payments under the lease. Under current guidance, operating leases are not recognized on the balance sheet. However, the new guidance permits companies to make an accounting policy election not to apply the recognition provisions of the new guidance to short term leases (leases with a lease term of 12 months or less that do not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise). If this election is made, lease payments under short term leases will be recognized on a straight-line basis over the lease term. The Company adopted the new guidance effective June 1, 2019, using a modified retrospective method, under which it will record an immaterial cumulative adjustment to retained earnings rather than retrospectively adjusting prior periods. The Company also elected to adopt the policy not to apply the recognition provisions to short term leases.

With the exception of the new standard discussed above, there have been no other recent accounting pronouncements or changes in accounting pronouncements during the year ended December 31, 2020, that are of significance or potential significance to the Company.

3. Property and Equipment

The following is a summary of property and equipment and accumulated depreciation:

	December 31, 2020	December 31, 2019
Office furniture and equipment	\$ 2,804	\$ 29,343
Green houses	63,429	-
Machinery and equipment	500	-
Leasehold improvements	1,506	-
Signs	792	-
Computer Hardware	0	5,098
	<u>69,031</u>	<u>34,441</u>
Accumulated depreciation	4,667	34,019
	<u><u>\$ 64,364</u></u>	<u><u>\$ 422</u></u>

Depreciation expense for the years ended December 31, 2020, and 2019 were \$4.667 and \$73, respectively.

4. NOTE 5 – COMMITMENTS AND CONTINGENCIES

As of December 31, 2019, the Company held a 25-year lease to a 5-acre orange grove and out-buildings. The minimum rent for the property is \$1,000 per month

5. Accounts Payable and Accrued Liabilities

	December 31, 2020	December 31, 2019
Accounts payable	15086	33,454
Accrued expenses	165,610	362,996
	<u>180,696</u>	<u>396,455</u>

6. Loans Payable — Related Parties

As at December 31, 2020 and 2019, the Company was indebted to certain of its officers, directors and stockholders in the amount of \$64,431 and \$60,383 , respectively, for cash advances, consulting services and expenses paid on behalf of the Company. These loans are unsecured, non-interest bearing and repayable upon demand. Due to the demand features, these loans are presented in the accompanying consolidated statements of financial position as current liabilities.

7. Common Stock

The Company is authorized to issue an unlimited number of voting, common stock without par value. In the case of a potential takeover or change in control, shares may be transferred with the consent of a majority of the directors or the Shareholders through resolution or by a signed instrument.

As at December 31, 2020 and 2019, the Company had 719,578,061 and 628,578,061 shares issued and outstanding, respectively.

8. Stock Options

The Company has a Stock Option Plan (the "Plan") under which it is authorized to grant options to purchase shares of common stock of the Company to directors, key personnel and consultants to the Company, its subsidiaries and affiliates. The aggregate number of shares of the Company which may be issued and sold under the Plan will not exceed 10% of the total number of shares of common stock issued and outstanding from time to time. The exercise prices of the options are based on the fair value of the Company's common stock at the time of grant as determined by the Board of Directors.

As at December 31, 2020 and 2019, there are no stock options outstanding and exercisable

9. Income Taxes

Income tax benefit resulting from applying statutory rates in jurisdictions in which the Company is taxed (Federal, Canadian, and State of Florida) differs from the income tax provision (benefit) in our financial statements. The following table reflects the reconciliation for the years ended December 31, 2020 and 2019:

	December 31, 2020	December 31, 2019
Canadian tax at statutory rate	(26.3)%	(26.3)%
US Federal tax rate less foreign tax credit	0.0%	0.0%
State, net of federal deduction	(4.3)%	(4.3)%
Change in valuation allowance	30.6 %	30.6 %
Effective tax rate	<u>0.0 %</u>	<u>0.0 %</u>

There is no current or deferred income tax expense or benefit allocated to continuing operations for the years ended December 31, 2020 and 2019.

The income tax provision differs from the amount of tax determined by applying the federal statutory rate as follows:

	December 31, 2020	December 31, 2019
Income tax benefit at statutory rate	\$ (53,400)	\$ (60,000)
Increase (decrease) in income taxes due to:		

Change in valuation allowance	53,400	60,000
	\$	\$
	-	-

Net deferred tax assets and liabilities were comprised of the following:

	December 31, 2020	December 31, 2019
Deferred tax asset (liability), current:		
Accrued salaries	120,700	82,700
Valuation allowance	(120,700)	(82,700)
	-	-
Deferred tax asset (liability), non-current		
Net operating loss	3,295,200	3,241,800
Valuation allowance	(3,295,200)	(3,241,800)
	-	-

The Company has not recognized an income tax benefit for its operating losses generated through December 31, 2020, and 2019 based on uncertainties concerning the Company's ability to generate taxable income in future periods. The tax benefit is offset by a valuation allowance established against deferred tax assets arising from operating losses and other temporary differences, the realization of which could not be considered more likely than not. In future periods, tax benefits and related deferred tax assets will be recognized when management considers realization of such amounts to be more likely than not.

For income tax purposes the Company has available a net operating loss carry-forward of approximately \$10,769,000 from inception to December 31, 2020, which can be carried over indefinitely to offset future federal taxable income. The tax years for June 2017, 2018, 2019, and 2020 are open for examination by state and federal agencies.

10. Earnings (Loss) Per Share The following table provides the numerator and denominator used to compute basic and diluted earnings per share:

December 31, 2020	December 31, 2019
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Earnings (Loss) per share:

Net Loss	\$ (299,104)	\$ (417,072)
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Common shares	719,578,061	691,578,061
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Common share equivalents

Dilutive common shares

Earnings (loss) per share, basic	\$ -	-
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Earnings (loss) per share, dilutive	\$ -	-
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11. Related Party Transactions

The Company rents commercial space in Toronto, Canada, beginning in 2003, with a month-to-month agreement for rent for \$3,500. Rent expense for the year ended December 31, 2020, and 2019 under this lease amounted to \$71,168 and \$43,523, respectively. Rent was paid to a corporation that is controlled by a director of the Company which is included in accounts payable and accrued liabilities.

For the years ended December 31, 2020, and 2019 \$124,508 and \$165,863, respectively was paid for consulting fees to a director. As December 31, 2020, and 2019, the Company owed the director in wages payable of \$395,840 and \$271,332, respectively, which is included in accrued wages payable on the consolidated statements of financial position.

The Company's related party transactions were consummated on terms equivalent to those that prevail in arm's length transactions.

12. Financial Instruments

The Company's financial instruments comprised of accounts receivable, bank indebtedness, accounts payable and accrued liabilities, and loans payable — related parties. In management's opinion, the fair value of these instruments approximates carrying value due to their short maturities. The fair value of the loans payable is not determinable since these instruments are unsecured and non-interest bearing.

Currency Risk

The Company is exposed to certain currency risks that the value of bank indebtedness and accounts payable and accrued liabilities will fluctuate due to changes in foreign exchange rates. Historically, the Company has not entered into derivatives contracts to hedge existing risks or for speculative purposes.

Interest Rate Risk

The Company is exposed to interest rate risk arising from fluctuations in interest rates on its short-term borrowings and other obligations. The Company's borrowing and obligation loans bear interest at fixed and variable rates. Management is of the opinion that the Company is not exposed to significant interest rate risks in respect of these instruments as these resemble rates available in the current market for debt of similar terms and maturities, except for with loans payable, which are non-

interest bearing.

13. Subsequent Events

In accordance with SFAS 165 (ASC 855), *Subsequent Events* the Company has analyzed its operations subsequent to December 31, 2020, to the date these financial statements were issued, and has determined that it does not have any other material subsequent events to disclose in these financial statements.

During 2021, the legal form of the Pioneer Green Farms LLC was changed with the State of Florida from a Limited Liability Company to a Corporation, Pioneer Green Farms Inc.