



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Innovative Holdings Alliance, Inc.

2300 Lakeview Parkway

Suite 700

Alpharetta, GA 30009

(888) 464-4424

info@ihabrands.com

SIC Code 8071

Quarterly Report

For the period ending February 29, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

39,955,427 as of February 29, 2024

17,155,427 as of May 31, 2023

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 Control⁵ of the company has occurred over this reporting period:

Yes: ☒ No: ☐

⁴ “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 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.

The company was incorporated as Auto Capital, Inc. on February 29, 1996 in Nevada. The Company changed its name to Wapro, Inc. in 1999, and changed its name again in 2000 to Royal Waterlily, Inc. The company changed its name to royal Acquisitions and Development, Inc. in 2002 and then in 2008 changed its name to Innovative Health Sciences, Inc. in Nevada. Innovative Holdings Alliance, Inc. ("Company") was formed on February 24, 2011 as a wholly owned subsidiary of Innovative Health Sciences, Inc. ("Innovative Health" or "predecessor") under the laws of the State of Delaware. Innovative Health was initially formed as Auto Capital on February 29, 1996 under the laws of the State of Nevada. Effective May 27, 2011, the Company. and Innovative Health and ISHN 10, Inc. effected a plan of merger and reorganized into a Holding Company structure, whereby the Predecessor (operating company) was merged into a newly formed wholly owned subsidiary ISHN 10, Inc. of the Company pursuant to Section 251(9) of Delaware General Corporation Laws. The Company is the Holding Company successor under the Plan of Reorganization and the old operating company, ISHN 10, Inc. was divested and declared bankruptcy under Chapter 7.

Current State and Date of Incorporation or Registration: Delaware

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Delaware

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

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

Address of the issuer's principal executive office:

2300 Lakeview Pkwy.
Ste. 700
Alpharetta, GA 30009

Address 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:

None

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: (702) 361-3033
Email: www.pacificstocktransfer.com
Address: 6725 Via Austi Pkwy. Ste. 300
Las Vegas, NV 89119

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:	<u>IHAI</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>457672301 (Predecessor 457670206)</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>February 29, 2024</u>
Total shares outstanding:	<u>39,955,427</u>	as of date: <u>February 29, 2024</u>
Total number of shareholders of record:	<u>94</u>	as of date: <u>February 29, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

None

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). 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:	<u>Preferred Series A</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>500,000</u>	as of date: <u>February 29, 2024</u>
Total shares outstanding (if applicable):	<u>0</u>	as of date: <u>February 29, 2024</u>
Total number of shareholders of record (if applicable):	<u>N/A</u>	as of date: <u>February 29, 2024</u>

Exact title and class of the security:	<u>Preferred Series B</u>
CUSIP (if applicable):	<u>N/A</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized	<u>500,000 as of February 29, 2024</u>
Total shares outstanding (if applicable)	<u>0 as of February 29, 2024</u>
Total number of shareholders of record (if applicable)	<u>N/A</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

None

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.**

One vote per common share.

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

The Series A Stock are entitled to no dividends and the Company has no redemptive right. The holders of the Series A Stock have the right to vote on any matter and the holders of the shares shall have the number of votes equal to that number of common shares which is not less than 60% of the vote required to approve any action.

The Series B Stock: the Company authorized 500,000 shares of \$.001 par value Series B Preferred Convertible Stock ("Series B Stock"). At the option of the holder, the shares are convertible into 100 shares of common stock for each share of Series B Stock. The holders of such Series B Stock are entitled to receive cumulative cash dividends equal to 15% of the issue price per share, payable quarterly beginning September 30, 2011 and continuing until the Series B Stock is redeemed or converted. In the event that the dividends are not paid in any period, the dividends accumulate and must be paid prior to dividends on the common stock or any other class of stock junior to the Series B Stock, except for the Series A Stock. The Company had no shares of Series B Stock issued and outstanding as of February 29, 2024 and, therefore, no dividends have been accrued. Voting is only for Series B related issues.

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

None

- 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 for the two most recently completed fiscal years and any subsequent period.

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 Opening Balance:									
Date <u>May 31, 2022</u> Common: 16,980,427 Preferred: 500			*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. *You must disclose the control person(s) for any entities listed.	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>May 31, 2023</u>	<u>Cancellation</u>	<u>(200,000)</u>	<u>Common</u>	<u>N/A</u>	<u>NO</u>	<u>Steve Winter</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>March 13, 2023</u>	<u>Issuance</u>	<u>375,000</u>	<u>Common</u>	<u>\$75,000 (\$.20 per share)</u>	<u>NO</u>	<u>M2Bio Sciences Food and Beverage, Ltd, Jeff Robinson</u>	<u>License Agreement</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>January 11, 2024</u>	<u>Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>\$7,500,000 (\$.25 per share)</u>	<u>YES</u>	<u>Premergy Inc Richard Botts</u>	<u>Acquisition of assets</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>January 11, 2024</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$250,000 (\$.25 per share)</u>	<u>YES</u>	<u>Robert DelVecchio</u>	<u>Consulting related to Premergy acquisition</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>January 11, 2024</u>	<u>Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$125,000 (\$.25 per share)</u>	<u>YES</u>	<u>Matthew Stout, Esq</u>	<u>Legal fees related to Premergy acquisition</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

January 11, 2024	<u>Issuance</u>	250,000	Common	\$62,500 (\$.25 per share)	<u>YES</u>	William Hayde	Officer compensation	<u>Restricted</u>	Section 4(a)(2)
January 17, 2024	<u>Return</u>	(500)	Preferred	<u>N/A</u>	<u>N/A</u>	M. Chris Winter	Pursuant to agreement	<u>Restricted</u>	Section 4(a)(2)
January 17, 2024	<u>Return</u>	(8,950,000)	Common	<u>N/A</u>	<u>N/A</u>	M. Chris Winter	Pursuant to agreement	<u>Restricted</u>	Section 4(a)(2)
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>February 29, 2024</u> Common: <u>39,955,427</u> Preferred: <u>0</u>									

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

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)

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

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>3.23.21</u>	<u>30,000</u>	<u>30,000</u>	<u>8,819</u>	<u>9.23.24</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>NY Farms Group, Inc. Stephen Apolant, Pres. 136 Wheatly Road Brookville, NY 11545</u>	<u>Working Capital</u>

<u>3.23.21</u>	<u>20,000</u>	<u>20,000</u>	<u>5,879</u>	<u>12.31.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	EROP Enterprises LLC. Vince Sbarra, Pres. 912 Holcomb Bridge Road Suite 101 Roswell, GA 30076	<u>Working Capital</u>
<u>6.7.21</u>	<u>30,000</u>	<u>30,000</u>	<u>8,195</u>	<u>9.7.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	NY Farms Group, Inc. Stephen Apolant, Pres. 136 Wheatly Road Brookville, NY 11545	<u>Working Capital</u>
<u>8.27.21</u>	<u>40,000</u>	<u>40,000</u>	<u>10,038</u>	<u>8.31.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Seacor Capital Inc. Lisa Ficarra, Pres. 90 Sunnyside Ave. New Rochelle, NY 10804	<u>Working Capital</u>
<u>10.28.21</u>	<u>25,000</u>	<u>25,000</u>	<u>5,849</u>	<u>8.31.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Seacor Capital Inc. Lisa Ficarra, Pres. 90 Sunnyside Ave. New Rochelle, NY 10804	<u>Working Capital</u>
<u>3.30.22</u>	<u>25,000</u>	<u>25,000</u>	<u>4,801</u>	<u>9.30.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Seacor Capital Inc. Lisa Ficarra, Pres. 90 Sunnyside Ave. New Rochelle, NY 10804	<u>Working Capital</u>
<u>7.14.22</u>	<u>35,000</u>	<u>35,000</u>	<u>5,705</u>	<u>12.31.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Equity Markets Adv LLC Stephen Apolant, Pres. 136 Wheatly Road Brookville, NY 11545	<u>Working Capital</u>
<u>11.15.22</u>	<u>35,000</u>	<u>35,000</u>	<u>4,516</u>	<u>12.31.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Sky Direct LLC Stephen Apolant, Pres. 98 Cuttermill Rd. Ste. 441 S Great Neck, NY 11021	<u>Working Capital</u>
<u>3.14.23</u>	<u>50,000</u>	<u>50,000</u>	<u>4,822</u>	<u>9.14.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Sky Direct LLC Stephen Apolant, Pres. 98 Cuttermill Rd. Ste. 441 S Great Neck, NY 11021	<u>Working Capital</u>
<u>4.28.23</u>	<u>20,000</u>	<u>20,000</u>	<u>1,682</u>	<u>4.29.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Seacor Capital Inc. Lisa Ficarra, Pres. 90 Sunnyside Ave. New Rochelle, NY 10804	<u>Working Capital</u>
<u>8.31.23</u>	<u>25,000</u>	<u>25,000</u>	<u>1,496</u>	<u>8.31.24</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.05 per share	DRB Consulting Inc. David Behanna, Pres. 36 Mount Grey Road Setauket, NY 11733	<u>Working Capital</u>
<u>1.11.24</u>	<u>100,000</u>	<u>100,000</u>	<u>1,342</u>	<u>1.11.25</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Sky Direct LLC Stephen Apolant, Pres. 98 Cuttermill Rd. Ste. 441 S Great Neck, NY 11021	<u>Working Capital</u>
<u>2.20.24</u>	<u>30,000</u>	<u>30,000</u>	<u>59</u>	<u>2.20.25</u>	Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share	Mohsen Khorassani 6 Marwood Rd. Port Washington, NY 11050	<u>Working Capital</u>

<u>1.11.24</u>	<u>25,576</u>	<u>25,576</u>	<u>240</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Mallory Atkinson</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>2,000</u>	<u>2,000</u>	<u>19</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Richard Botts</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>44,500</u>	<u>44,500</u>	<u>418</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Lanier Davenport</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>2,340</u>	<u>2,340</u>	<u>22</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Blake Fabiani</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>188,000</u>	<u>188,000</u>	<u>1,767</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Robert Harbin</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>10,000</u>	<u>10,000</u>	<u>94</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Larry C Williams</u> <u>484 Ivy Park Lane</u> <u>Atlanta, GA 30342</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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.

Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com).

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

On March 14, 2023, IHA Brands, Inc. a newly formed, Delaware corporation and wholly owned subsidiary of Innovative Holdings Alliance, Inc., (the "Company") entered into a Brand License Agreement with M2Bio Sciences Food and Beverage (Pty) Ltd., ("M2Bio" or the "Licensor"). M2Bio has a range of nutritional food and beverage products that are stocked by more than 100 stores in South Africa. M2Bio also conducts research into sustainable products using primarily hemp and mycelium and is developing various cosmetics and complementary medicines using plant-based active ingredients. The Brand License gives the Company the right to be the first in the United States to market the following lines of products (the "Licensed Products"), by selling direct to consumers via its own ecommerce websites, via wholesale channels to other ecommerce and retail brick-and-mortar stores, via affiliates and influencers.

On December 30, 2023, the Company acquired all the operational assets of Premergy, Inc. ("Premergy") related to Premergy's intellectual properties ("IP") for dual/multi-chemistry battery system, adaptive energy regeneration and battery control system algorithms. These IP's provide the end user with;

1. Increased vehicle range and battery efficiency in excess of 20%.
2. Improved thermal management and reduced battery stress resulting in improved vehicle performance and extended battery useful life.
3. Total charging costs ("TCO") reduced with the range improvement and adaptive energy regeneration technology.
4. Reduced voltage variability provides a more constant voltage out and greater efficiency.
5. Competitive "sticker" pricing. Reduced thermal management components lowers associated manufacturing cost.

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

IHABrands, Inc.

C. Describe the issuers' principal products or services.

Food and Beverage retail products.

Licensing Premergy's IP technologies

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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company does not own any real property and has been provided office space by its sole Officer. Management has determined that such cost is not material and has not recognized any rent expense in the accompanying Financial Statements.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.

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
William Hayde	<u>CEO</u>	Port Jefferson, NY	<u>250,000</u>	<u>Common</u>	<u>Less than 1%</u>	<u>Restricted</u>
Richard Botts	<u>CTO</u>	Alpharetta, GA	<u>4,200,000 Beneficially owned as a shareholder of Premergy</u>	<u>Common</u>	<u>10.51%</u>	<u>Restricted</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	<u>Michael A. Littman, Esq.</u>
Address 1:	<u>7609 Ralston Rd.</u>
Address 2:	<u>Arvada, CO 80002</u>
Phone:	<u>(720) 530-6184</u>
Email:	<u>malatty@aol.com</u>

Accountant or Auditor

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

Investor Relations

Name:	<u>None</u>
Firm:	_____
Address 1:	_____
Address 2:	_____
Phone:	_____
Email:	_____

All other means of Investor Communication:

X (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: David R. Behanna, CPA
Firm: DRB Consulting Inc.
Nature of Services: Accounting and Consulting
Address 1: 36 Mount Grey Road
Address 2: Setauket, NY 11733
Phone: (631) 482-1725
Email: dave@drbcpapc.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: David R Behanna, CPA
Title: Accountant
Relationship to Issuer: Consultant

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

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: David R Behanna, CPA
Title: Accountant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ CPA

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.

⁵ 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.

- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, William Hayde certify that:

1. I have reviewed this Disclosure Statement for Innovative Holdings Alliance, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 15, 2024 [Date]

/s/ William Hayde [CEO's Signature]

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

Principal Financial Officer:

I, William Hayde certify that:

1. I have reviewed this Disclosure Statement for Innovative Holdings Alliance, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 15, 2024 [Date]

/s/ William Hayde [CFO's Signature]

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

Innovative Holdings Alliance, Inc.
Consolidated Financial Statements
February 29, 2024
(Unaudited)

Innovative Holdings Alliance, Inc.
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February 29, 2024

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INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	February 29, 2024	May 31, 2023
ASSETS		
CURRENT ASSETS		
Cash	\$ 38,023	\$ 6,708
Prepaid expenses	2,980	4,800
Deposit	10,501	5,000
TOTAL CURRENT ASSETS	51,504	16,508
FIXED ASSETS		
Property and equipment	81,737	-
TOTAL FIXED ASSETS	81,737	-
OTHER ASSETS		
Intangible assets, net of accumulated amortization	8,212,742	67,188
TOTAL OTHER ASSETS	8,212,742	67,188
TOTAL ASSETS	\$ 8,345,983	\$ 83,696
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 169,492	\$ 53,537
Note payable	1,000	1,500
Due to shareholder	-	22,904
Convertible notes payable	737,416	310,000
TOTAL CURRENT LIABILITIES	907,908	387,941
Commitments (Note 8)		
STOCKHOLDERS' EQUITY (DEFICIT)		
Series A Preferred shares, \$.001 par value, 500,000 shares authorized; 0 and 500 shares issued and outstanding at February 29, 2024 and May 31, 2023, respectively	-	1
Series B Convertible shares, \$.001 par value, 500,000 shares authorized; 0 shares issued and outstanding.	-	-
Common shares, \$.001 par value, 500,000,000 shares authorized, 39,955,427 and 17,155,427 shares issued and outstanding at February 29, 2024 and May 31, 2023, respectively	39,955	17,155
Additional paid-in-capital	8,946,353	1,031,652

Accumulated (deficit)	(1,548,233)	(1,353,053)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	7,438,075	(304,245)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 8,345,983	\$ 83,696

(See accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended February 29,		For the nine months ended February 29,	
	2024	2023	2024	2023
REVENUE	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES	98,830	19,370	166,451	79,302
(LOSS) FROM OPERATIONS	(98,830)	(19,370)	(166,451)	(79,302)
OTHER (EXPENSES)				
Interest Expense	(12,438)	(5,918)	(28,729)	(15,918)
(LOSS) BEFORE PROVISION FOR INCOME TAXES	(111,268)	(25,288)	(195,180)	(95,220)
Provision For Income Taxes	-	-	-	-
NET (LOSS)	<u>\$ (111,268)</u>	<u>\$ (25,288)</u>	<u>\$ (195,180)</u>	<u>\$ (95,220)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES:				
Basic	<u>39,955,427</u>	<u>16,780,427</u>	<u>39,955,427</u>	<u>16,780,427</u>
Fully Diluted	<u>67,109,871</u>	<u>37,863,760</u>	<u>54,572,643</u>	<u>37,607,350</u>

(See accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT)
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2024
(Unaudited)

	Series A Preferred Shares \$.001 Par Value		Series B Preferred Shares \$.001 Par Value		Common Shares \$.001 Par Value		Additional Paid In	Accumulated	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>(Deficit)</u>	<u>Stockholders' (Deficit)</u>
BALANCES, May 31, 2023	500	\$ 1	-	\$ -	17,155,427	\$ 17,155	\$ 1,031,652	\$ (1,353,053)	\$ (304,245)
Net (loss)	-	-	-	-	-	-	-	(40,000)	(40,000)
BALANCES, August 31, 2023	500	1	-	-	17,155,427	17,155	1,031,652	(1,393,053)	(344,245)
Net (loss)	-	-	-	-	-	-	-	(43,912)	(43,912)
BALANCES, November 30, 2023	500	1	-	-	17,155,427	17,155	1,031,652	(1,436,965)	(388,157)
Return of preferred stock	(500)	(1)	-	-	-	-	1	-	-
Return of common stock	-	-	-	-	(8,950,000)	(8,950)	8,950	-	-
Common shares issued related to the Premergy acquisition	-	-	-	-	31,500,000	31,500	7,843,500	-	7,875,000
Issuance of shares for services	-	-	-	-	250,000	250	62,250	-	62,500
Net (loss)	-	-	-	-	-	-	-	(111,268)	(111,268)
BALANCES, February 29, 2024	-	\$ -	-	\$ -	39,955,427	\$ 39,955	\$ 8,946,353	\$ (1,548,233)	\$ 7,438,075

(See accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT)
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2023
(Unaudited)

	Series A Preferred Shares \$.001 Par Value		Series B Preferred Shares \$.001 Par Value		Common Shares \$.001 Par Value		Additional Paid In	Accumulated	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>(Deficit)</u>	<u>Stockholders'</u> <u>(Deficit)</u>
BALANCES, May 31, 2022	500	\$ 1	-	\$ -	16,980,427	\$ 16,980	\$ 956,827	\$ (1,183,228)	\$ (209,420)
Net (loss)	-	-	-	-	-	-	-	(42,290)	(42,290)
BALANCES, August 31, 2022	500	1	-	-	16,980,427	16,980	956,827	(1,225,518)	(251,710)
Net (loss)	-	-	-	-	-	-	-	(27,642)	(27,642)
BALANCES, November 30, 2022	500	1	-	-	16,980,427	16,980	956,827	(1,253,160)	(279,352)
Net (loss)	-	-	-	-	-	-	-	(25,288)	(25,288)
BALANCES, February 28, 2023	500	\$ 1	-	\$ -	16,980,427	\$ 16,980	\$ 956,827	\$ (1,278,448)	\$ (304,640)

(See accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the nine months ended February 29,	
	2024	2023
Cash flows from operating activities:		
Net (loss)	\$ (195,180)	\$ (95,220)
Amortization of intangible asset	28,125	-
Issuance of shares for services	62,500	-
Write-off of shareholder loan	(22,904)	-
Adjustments to reconcile net loss) to net cash flows used in operating activities;		
Decrease in prepaid expenses	1,820	4,126
Increase in deposit	(5,501)	-
Increase in accounts payable and accrued expenses	7,955	19,417
Net cash (used) in operating activities	(123,185)	(71,677)
Cash flows from financing activities:		
Proceeds from convertible notes payable	155,000	70,000
Repayment of notes payable	(500)	-
Net cash provided by financing activities	154,500	70,000
Net increase (decrease) in cash	31,315	(1,677)
Cash at beginning of the period	6,708	1,992
Cash at end of the period	\$ 38,023	\$ 315
Supplemental Disclosures:		
Cash paid during the period for:		
Interest	\$ -	\$ -
Non-cash investing activities:		
Common shares issued related to the Premergy acquisition	\$ 7,875,000	\$ -

(See accompanying notes to consolidated financial statements)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
February 29, 2024

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Operations

Innovative Holdings Alliance, Inc. (“IHAI” or “the Company”) was organized on February 24, 2011 under the laws of the State of Delaware. The Company has had no operations since April 2017.

IHAI Brands, Inc. (“IHAIB”) was organized on March 13, 2023 under the laws of the State of Delaware as a wholly-owned subsidiary of IHAI for the sole purpose of entering into the brand licensing agreement as more fully described in NOTE 2.

Basis of Presentation and Consolidation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. Estimates include the valuation on deferred tax assets and valuation of stock issued for services. Actual results could differ from those estimates.

Cash and Cash Equivalents

IHAI considers all highly liquid cash investments with an original maturity of twelve months or less to be cash equivalents.

Income Taxes

The Company accounts for income taxes under the liability method as prescribed by Professional Standards. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted rates expected to be in effect during the three months in which the basis difference reverses. The reliability of deferred tax assets are evaluated annually and a valuation allowance is provided if it is more likely than not that the deferred tax assets will not give rise to future benefits in the Company's tax returns.

The Company has assessed the likelihood of utilization of the deferred tax assets in light of recent losses. As a result of this assessment, all existing deferred tax assets have been fully reserved.

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
February 29, 2024

Accounting for Uncertain Tax Positions

The Company follows Professional Standards in applying Accounting for Uncertainty in Income Taxes. IHAI accounts for the effect of any uncertain tax positions in the consolidated financial statements based on a “more likely than not” basis, such that current or deferred tax assets or liabilities are immediately recognized when the related uncertain tax position is taken or expected to be taken. Any changes in uncertain tax positions are recorded in the period the outcome becomes known.

Management has evaluated significant tax positions against the criteria established by professional standards and believes that there are no such positions requiring accounting recognition as of February 29, 2024. None of the company’s federal or state income tax returns are currently under examination by the Internal Revenue Service or state authorities.

Going Concern

As of February 29, 2024, the Company has minimal assets, accumulated operating losses of \$1,548,233 since its inception in February of 2011 and no revenues between April 2017 and February 2024, all of which raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. However, the Company is currently addressing its liquidity issues by continually seeking investment capital through private placement of common stock and debt. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will be able to complete any additional sales of our equity securities or that we will be able to arrange for other financing to fund our planned business activities.

NOTE 2 – PURCHASE OF ASSETS FROM PREMERGY, INC.

On December 30, 2023 (“Closing Date”), the Company acquired all the operational assets of Premergy, Inc. (“Premergy”) by issuing 30,000,000 shares of restricted common stock to Premergy valued at \$7,500,000, or \$.25 per share, which was net of a 40% discount off the publically quoted price of the Company’s common stock of approximately \$.42 per share on December 29, 2023. The issuance of these shares resulted in Premergy owning approximately 37% of IHAI on a fully-diluted basis on the Closing Date. The Company also assumed accounts payable and notes payable from Premergy in the amount of \$108,000 and \$272,416, respectively. The notes payable were formalized through the issuance of convertible promissory notes by IHAI dated January 11, 2024. These convertible notes provide for interest at 7.5% per annum, have a two year term and are convertible after one year into IHAI common stock at \$.50 per share or a 20% discount to market per share, whichever is greater. The total consideration to the benefit of Premergy for this transaction was \$7,880,416.

In addition, the Company issued 1,500,000 shares of restricted common stock for legal and consulting services directly related to assisting with negotiating and closing of the above transaction. These shares were valued at \$375,000, or \$.25 per share (the same as above), and capitalized as an additional cost to acquire the assets of Premergy.

The fair-market-value of the assets acquired from Premergy was \$25,000,000 for patents and \$250,000 for physical assets. Based these fair-market-values, the total acquisition cost of \$8,255,416 was allocated on a pro-rata basis that resulted in a value for the patents of \$8,173,679 and a value for the physical assets of \$81,737 records on the books of IHAI. There was no impairment of these assets that needed to be recognized as of February 29, 2024.

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
February 29, 2024

NOTE 3 – INTANGIBLE ASSET

On March 14, 2023, IHAIB (“Licensee”) entered into a licensing agreement with M2Bio Sciences Food and Beverage, Ltd, a South African company, (“the Licensor”) to market products in the United States on a non-exclusive basis under the Dr. AnnaRx, Medspresso and Liviana trademarked brands (“Licensed Products”) for \$75,000. This agreement has an initial term of two years and will automatically renew for successive one year terms unless extended by mutual agreement or terminated in writing, by either party, at least sixty (60) days prior to the end of the current term.

In addition, IHAIB was required to start marketing the Licensed Products on March 31, 2023 through Licensor approved sales channels at wholesale and retail pricing agreed upon by the parties on a quarterly basis.

The \$75,000 license fee was paid for by IHAI issuing 375,000 shares of restricted common stock valued at \$.20 per share. This fee is being amortized on a straight-line basis over the initial two year term of the agreement. The amortization expense was \$9,375 and \$28,125 for the three and nine months ended February 29, 2024, respectively, and is included in operating expenses.

NOTE 4 – CAPITAL STOCK

Preferred Shares

The authorized preferred stock of the Company consists of 20,000,000 shares, \$.001 par value. The preferred stock may be issued in separate series from time to time as the Board of Directors of the Company may determine by resolution, unless the nature of a particular transaction and applicable statutes require shareholder approval. The rights, preferences and limitations of each series of preferred stock may differ, including without limitation, the rate of dividends, method and nature of payment of dividends, terms of redemption, amounts payable on liquidation, sinking fund provisions (if any) conversion rights (if any) and voting rights.

Series A Preferred Stock

In connection with an amendment to the articles of incorporation of the Company, the Company authorized 500,000 shares of \$.001 par value Series A Preferred Stock (“Series A Stock”). The Series A Stock are entitled to no dividends and the Company has no redemptive right. The holders of the Series A Stock have the right to vote on any matter and the holders of the shares shall have the number of votes equal to that number of common shares which is not less than 60% of the vote required to approve any action. The Company had no shares of Series A Stock issued and outstanding as of February 29, 2024. (See Note 8)

Series B Preferred Convertible Stock

In connection with an amendment to the articles of incorporation of the Company, the Company authorized 500,000 shares of \$.001 par value Series B Preferred Convertible Stock (“Series B Stock”). At the option of the holder, the shares are convertible into 100 shares of common stock for each share of Series B Stock. The holders of such Series B Stock are entitled to receive cumulative cash dividends equal to 15% of the issue price per share, payable quarterly beginning September 30, 2011 and continuing until the Series B Stock is redeemed or converted. In the event that the dividends are not paid in any period, the dividends accumulate and must be paid prior to dividends on the common stock or any other class of stock junior to the Series B Stock, except for the Series A Stock. The Company had no shares of Series B Stock issued and outstanding as of February 29, 2024 and, therefore, no dividends have been accrued.

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
February 29, 2024

Common Stock

IHAI is authorized to issue 500,000,000 shares of \$.001 voting common stock. The Company had 39,955,427 shares of common stock issued and outstanding as of February 29, 2024.

NOTE 5 – RELATED PARTY TRANSACTIONS

Due to Shareholder

A shareholder of IHAI, who was also the former President and CEO, had advanced funds to the Company to support operations through April 2017 totaling \$22,904. This balance was written-off during the three months ended February 29, 2024 pursuant to his agreement with the Company.

Management Fees

Beginning in March 2021, the former President and CEO of the Company was entitled to receive monthly payments of \$5,000 for management services. Payments were made on a month-to-month basis, subject to cash availability. This agreement was replaced on January 17, 2024 with a new Corporate Services Agreement (see Note 8) and the outstanding balance due the former President and CEO was written-off during the three months ended February 29, 2024 pursuant to his agreement with the Company. Total management fees for the three months ended February 29, 2024 was \$5,000 and are included in operating expenses.

NOTE 6 – NOTE PAYABLE

On March 8, 2021, the Company received financing from an unrelated party for \$1,500 to cover various operating expenses. This note is non-interest bearing and is payable upon demand. On October 24, 2023 the Company repaid \$500 of this note. The balance as of February 29, 2024 was \$1,000.

NOTE 7 – CONVERTIBLE NOTES PAYABLE

On March 23, 2021, the Company issued a convertible note to an unrelated party for \$30,000 that matured on September 30, 2021. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$2,252 for the nine months ended February 29, 2024. This note was not converted by the note holder or paid by the Company prior to the September 30, 2021 maturity date. However, on October 11, 2021 the note holder granted an extension of the maturity date to December 31, 2021 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the December 31, 2021 extended maturity date. However, on January 7, 2022 the note holder granted an additional extension of the maturity date to September 30, 2022 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the September 30, 2022 extended maturity date. However, on October 11, 2022 the note holder granted an additional extension of the maturity date to March 31, 2023 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the March 31, 2023 extended maturity date.

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
February 29, 2024

However, on July 26, 2023 the note holder granted an additional extension of the maturity date to March 31, 2024 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the March 31, 2024 extended maturity date. However, on March 31, 2024 the note holder granted an additional extension of the maturity date to September 23, 2024 and also agreed this note was not in default. All other terms of this convertible note agreement remained the same.

On March 23, 2021, the Company issued a convertible note to an unrelated party for \$20,000 that matures on April 13, 2022. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,501 for the nine months ended February 29, 2024. This note was not converted by the note holder or paid by the Company prior to the April 13, 2022 maturity date. However, on April 7, 2022 the note holder granted an extension of the maturity date to September 30, 2022 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the September 30, 2022 extended maturity date. However, on October 11, 2022 the note holder granted an additional extension of the maturity date to March 31, 2023 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the March 31, 2023 extended maturity date. However, on June 27, 2023 the note holder granted an additional extension of the maturity date to October 31, 2023 and also agreed this note was not in default. However, on January 9, 2024 the note holder granted an additional extension of the maturity date to December 31, 2024 and also agreed this note was not in default. All other terms of this convertible note agreement remained the same.

On June 7, 2021, the Company issued a convertible note to an unrelated party for \$30,000 that matured on December 31, 2021. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$2,252 for nine months ended February 29, 2024. This note was not converted by the note holder or paid by the Company prior to the December 31, 2021 maturity date. However, on January 7, 2022 the note holder granted an extension of the maturity date to September 30, 2022 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the September 30, 2022 extended maturity date. However, on October 11, 2022 the note holder granted an additional extension of the maturity date to March 31, 2023 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the March 31, 2023 extended maturity date. However, on July 26, 2023 the note holder granted an additional extension of the maturity date to March 31, 2024 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the March 31, 2024 extended maturity date. However, on March 31, 2024 the note holder granted an additional extension of the maturity date to September 7, 2024 and also agreed this note was not in default. All other terms of this convertible note agreement remained the same.

On August 27, 2021, the Company issued a convertible note to an unrelated party for \$40,000 that matured on August 27, 2022. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$3,003 for the nine months ended February 29, 2024. This note was not converted by the note holder or paid by the Company prior to the August 27, 2022 maturity date. However, on September 8, 2022 the note holder granted an extension of the maturity date to February 27, 2023. This note was not converted by the note holder or paid by the Company prior to the February 27, 2023 extended maturity date. However, on March 1, 2023 the note holder granted an additional extension of the maturity date to August 31, 2023 and also agreed this note was not in default. On March 13, 2023 the note holder granted an additional extension of the maturity date to February 28, 2024 and also agreed this note was not in default. All other terms of this convertible note agreement remained the same. This note was not converted by the note holder or paid by the Company prior to the February 28, 2024 extended maturity date. However, on February 28, 2024 the note holder granted an additional extension of the maturity date to August 31, 2024 and also agreed this note was not in default.

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
February 29, 2024

On October 28, 2021, the Company issued a convertible note to an unrelated party for \$25,000 that matures on October 28, 2022. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,877 for the nine months ended February 29, 2024. This note was not converted by the note holder or paid by the Company prior to the October 28, 2022 maturity date. However, on January 7, 2023 the note holder granted an extension of the maturity date to March 31, 2023 and also agreed this note was not in default. On March 13, 2023 the note holder granted an additional extension of the maturity date to February 28, 2024 and also agreed this note was not in default. This note was not converted by the note holder or paid by the Company prior to the February 28, 2024 extended maturity date. However, on February 28, 2024 the note holder granted an additional extension of the maturity date to August 31, 2024 and also agreed this note was not in default. All other terms of this convertible note agreement remained the same.

On July 14, 2022, the Company issued a convertible note to an unrelated party for \$35,000 that matured on July 14, 2023. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$2,627 for the nine months ended February 29, 2024. This note was not converted by the note holder or paid by the Company prior to the July 14, 2023 maturity date. However, on July 14, 2023 the note holder granted an extension of the maturity date to January 14, 2024 and also agreed this note was not in default. However, on January 9, 2024 the note holder granted an additional extension of the maturity date to December 31, 2024 and also agreed this note was not in default. All other terms of this convertible note agreement remained the same.

On November 15, 2022, the Company issued a convertible note to an unrelated party for \$35,000 that matured on November 15, 2023. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$2,627 for the nine months ended February 29, 2024. This note was not converted by the note holder or paid by the Company prior to the November 15, 2023 maturity date. However, on January 9, 2024 the note holder granted an additional extension of the maturity date to December 31, 2024 and also agreed this note was not in default. All other terms of this convertible note agreement remained the same.

On March 14, 2023, the Company issued a convertible note to an unrelated party for \$50,000 that matures on March 14, 2024. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$3,753 for the nine months ended February 29, 2024. This note was not converted by the note holder or paid by the Company prior to the March 14, 2024 maturity date. However, on March 14, 2024 the note holder granted an additional extension of the maturity date to September 14, 2024 and also agreed this note was not in default. All other terms of this convertible note agreement remained the same.

On April 28, 2023, the Company issued a convertible note to an unrelated party for \$20,000 that matures on April 29, 2024. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,501 for nine months ended February 29, 2024.

On August 31, 2023, the Company issued a convertible note to an unrelated party for \$25,000 that matures on August 31, 2024. Interest accrues and is payable on the first day of each calendar month at a rate of 12% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.05 per share through the maturity date. Interest expense for this convertible note was \$1,496 for the nine months ended February 29, 2024.

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On January 11, 2024, the Company issued a convertible note to an unrelated party for \$100,000 that matures on January 11, 2025. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,342 for the nine months ended February 29, 2024.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$25,576 that matures on January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$240 for the nine months ended February 29, 2024.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$2,000 that matures on January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$19 for the nine months ended February 29, 2024.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$44,500 that matures on January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$418 for the nine months ended February 29, 2024.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$2,340 that matures on January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$22 for the nine months ended February 29, 2024.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$188,000 that matures on January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$1,767 for the nine months ended February 29, 2024.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$10,000 that matures on January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$94 for the nine months ended February 29, 2024.

On February 20, 2024, the Company issued a convertible note to an unrelated party for \$30,000 that matures on February 20, 2025. Interest accrues and is payable on the first day of each calendar month at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$59 for the nine months ended February 29, 2024.

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NOTE 8 – COMMITMENTS

On January 16, 2024, M. Chris Winter (“Winter”) resigned from all Officer and Director positions of IHAI. Winter also agreed to the cancellation of his 500 shares of Series A Preferred Stock and the cancellation of 8,950,000 shares of Common Stock, leaving 1,000,000 shares of common stock held in his name personally.

On January 16, 2024, IHAI entered into an Employment Agreement (the “Agreement”) with William Hayde (“Hayde”) and appointed him Chief Executive Officer (“CEO”). The Agreement has an initial term of one year. No less than thirty (30) days prior to the expiration of the initial term, the Company and Hayde shall review the terms of employment and the Company shall provide Hayde with the terms upon which the employment may be renewed or with a notice of non-renewal. Hayde’s base salary during the initial term is \$60,000, payable in accordance with the Company’s standard payroll policies in effect, plus additional employee benefits offered by the Company. In addition to the Agreement, Hayde also received 250,000 restricted shares of IHAI common stock valued at \$62,500, or \$.25 per share. The \$62,500 was expensed as officer compensation for the three months ended February 29, 2024.

On January 16, 2024, IHAI entered into an Employment Agreement (the “Agreement”) with Richard Botts (“Botts”) and appointed him Chief Technology Officer (“CTO”). The Agreement has an initial term of one year. No less than thirty (30) days prior to the expiration of the initial term, the Company and Botts shall review the terms of employment and the Company shall provide Botts with the terms upon which the employment may be renewed or with a notice of non-renewal. Botts’s base salary during the initial term is \$42,000, payable in accordance with the Company’s standard payroll policies in effect, plus additional employee benefits offered by the Company.

On January 17, 2024, IHAI entered into a Corporate Services Agreement (the “Agreement”) with an entity that is beneficially owned and managed by the former CEO of IHAI. The Agreement authorizes the consultant to provide certain transitional corporate services to the Company’s newly appointed officers, directors and others on an as needed, non-exclusive, basis for a term of one year. As compensation for providing the services, the Company agreed to pay the consultant \$5,000 per month during the term of the Agreement beginning February 1, 2024. The Agreement can be terminated upon thirty (30) days written notice by either party. Either party can also terminate the Agreement at any time for cause as defined.

On January 22, 2024, IHAI entered into a Corporate Services Agreement (the “Agreement”) with an independent third-party to provide certain corporate services to assist the Company’s business development efforts related to its battery charging technology on an as needed, non-exclusive, basis for an initial term of one year. This Agreement automatically renew for successive one year terms, unless terminated by either party by providing thirty (30) day advance written notice. Either party can also terminate the Agreement at any time for cause as defined. As compensation for providing the services, the Company agreed to pay the consultant \$15,000 per month during the term of the Agreement beginning January 1, 2024. In addition to the Agreement, the consultant also received 1,000,000 restricted shares of IHAI common stock valued at \$250,000, or \$.25 per share, for consulting services directly related to assisting with negotiating and closing the Premergy’s transaction. As such, the \$250,000 was capitalized as an additional cost to acquire the assets of Premergy.

NOTE 9 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through April 15, 2024, the date the financial statements were available to be issued, and has determined that there are no events that would require an adjustment to, or disclosure in, the financial statements as of February 29, 2024.