

**CALIPHARMS, INC.**

33175 Temecula Pkwy Suite A 8019  
Temecula, CA 92592

**CALIPHARMS, INC.**

**QUARTERLY DISCLOSURE STATEMENT**

**FOR QUARTERS ENDED SEPT 30, 2017 AND SEPT 30, 2018**

General company information as used in this disclosure statement, the terms "we", "us", "our", "KGET" and the "Company" means CaliPharms Inc., a Delaware corporation.

**Item 1: Name of Issuer and its predecessor (if any).**

January 7, 2008 to June 29, 2012: Windsor Resource Corp.

June 29, 2012 to October 20, 2014: Kleangas Energy Technologies Inc.

October 20, 2014 to January 3, 2017 G-Pel International Inc.

January 3, 2017 to current: CaliPharms, Inc.

**Item 2: The address of the Issuer's principal executive offices**

33175 Temecula Pkwy Suite A 8019  
Temecula, CA 92592

Phone: 949-800-6645

Email: [info@calipharmsinc.com](mailto:info@calipharmsinc.com)

URL: [www.CaliPharmsInc.com](http://www.CaliPharmsInc.com)

**Item 3. Security Information**

As of Sept 30, 2017 and Sept 30, 2018

Trading Symbol: KGET

Exact title and class of securities outstanding: Common Stock

(a) 20,000,000,000 shares of common stock authorized as of Sept 30, 2017 and 20,000,000,000 shares of common stock authorized as of Sept 30, 2018; and (b) 10,781,611,620 shares of common stock issued and outstanding as of Sept 30, 2017. 13,043,261,280 shares of common stock issued and outstanding as of Sept 30, 2018.

**Exact title and class of securities outstanding: Preferred Stock Series A, B, C, D,E, and F**

1,000 shares of preferred stock Series A, C, D and F, 20,000 shares of preferred series B authorized as of Mar 31, 2018 (b) zero shares of preferred stock Series A, 10,099 Shares of Series B, 199 shares of Series C, zero shares of Series D, 8,000,000 shares of Series E, and 666 shares of Series F issued and outstanding as of Mar 31, 2018

The total number of shares of stock which this corporation is authorized to issue is twenty-billion eleven-million forty-three thousand (20,011,053,000), consisting of twenty-billion (20,000,000,000) shares of common stock, par value \$0.000001 per share and eleven million fifty-three-thousand (11,053,000) shares of preferred stock, par value \$0.000001 per share.

The Board of Directors of the Corporation is vested with the authority to determine and state the designations and preferences, limitations, relative rights and voting rights, if any, of each series by the adoption and filing in accordance with Delaware General Corporation Law, before the issuance of any shares of such series, of an amendment or amendments to this Certificate of incorporation determining the terms of such series, which amendment need not be approved by the stockholders or the holders of any class or series of shares except as provided by law. No share shall be issued without consideration being exchanged, and it shall thereafter be non-assessable.

The following is a description of each class of stock of the Corporation with preferences, conversion and other rights, restrictions, voting powers, limitations as to distributions, qualifications, and terms and conditions of redemption of each class:

FIRST: The Common Stock shall have voting rights such that each share of Common Stock duly authorized, issued and outstanding shall entitle its holder to one vote.

SECOND: Notwithstanding any provision of the Certificate of Incorporation to the contrary, the affirmative vote of a majority of all votes entitled to be cast on the matter shall be sufficient, valid and effective, alter due authorization, approval or advice of such actions by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (ii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
  - (iii) the sale, lease, exchange or other transfer of all, or substantially, all of the property and assets of the Corporation, including its goodwill and franchises;
  - (iv) the participation by the Corporation in share exchange (as defined in Delaware General Corporation Law); and
  - (v) the voluntary or involuntary liquidation, dissolution or winding-up of or the revocation of any such proceedings related to the Corporation.
- (i) any amendment of this Certificate of Incorporation;

THIRD: The Preferred Stock is hereby established as Series A, B, C, D, E, and F Preferred Stock, designated as follows:

### **Series A Preferred Stock**

The number of shares of Series A Preferred Stock shall be 1,000,000 shares, and have a par value 000001. Each share of Series "A" Convertible Preferred Stock shall be convertible, at the option of the Holder into 10,000 shares of fully paid and non-assessable shares of the Company's Common Stock; provided, however that such conversion would not violate any applicable federal, state, or local law, regulation, or any judgment, writ, decree or order binding upon the Corporation or the Holder; or any provision of the Corporation's or Holder's if applicable, amended Articles of Incorporation or Bylaws, nor conflict with or contravene the provisions of any agreement to which the Corporation and the Holder are parties or which they are bound. The foregoing conversion shall be hereinafter referred to as the "Conversion Ratio" Said Conversion Ratio shall be subject to equitable adjustment at the reasonable discretion of the Board of Directors of the Corporation in the event of the occurrence of capital events which make such adjustments appropriate, such as a dividend payable to shares of common stock, combinations of common stock, a merger or consolidation, or the like.

### **Series B Preferred Stock**

The number of shares of Series B Preferred Stock shall be 20,000 shares, and have a par value 000001. Each share of Series “B” Convertible Preferred Stock shall be convertible, at the option of the Holder into 10,000,000 shares of fully paid and non-assessable shares of the Company’s Common Stock; provided, however that such conversion would not violate any applicable federal, state, or local law, regulation, or any judgment, writ, decree or order binding upon the Corporation or the Holder; or any provision of the Corporation’s or Holder’s if applicable, amended Articles of Incorporation or Bylaws, nor conflict with or contravene the provisions of any agreement to which the Corporation and the Holder are parties or which they are bound. The foregoing conversion shall be hereinafter referred to as the “Conversion Ratio” Said Conversion Ratio shall be subject to equitable adjustment at the reasonable discretion of the Board of Directors of the Corporation in the event of the occurrence of capital events which make such adjustments appropriate, such as a dividend payable to shares of common stock, combinations of common stock, a merger or consolidation, or the like.

### **Series C Preferred Stock**

The number of shares of Series C Preferred Stock shall be 10,000 shares, and have a par value .000001. Each share of Series “C” Convertible Preferred Stock shall be convertible, at the option of the Holder into Ten Thousand (\$10,000) worth of shares of fully paid and non-assessable shares of the Company’s Common Stock based upon the most recent 10 day average closing price effective the date of receipt of the conversion request; provided, however that such conversion would not violate any applicable federal, state, or local law, regulation, or any judgment, writ, decree or order binding upon the Corporation or the Holder; or any provision of the Corporation’s or Holder’s if applicable, amended Articles of Incorporation or Bylaws, nor conflict with or contravene the provisions of any agreement to which the Corporation and the Holder are parties or which they are bound. The foregoing conversion shall be hereinafter referred to as the “Conversion Ratio” Said Conversion Ratio shall be subject to equitable adjustment at the reasonable discretion of the Board of Directors of the Corporation in the event of the occurrence of capital events which make such adjustments appropriate, such as a dividend payable to shares of common stock, combinations of common stock, a merger or consolidation, or the like.

### **Series D Preferred Stock**

The number of shares of Series D Preferred Stock shall be 10,000 shares, and have a par value 000001. Each share of Series “D” Convertible Preferred Stock shall be convertible, at the option of the Holder and discretion of the CEO and Board of Directors into Five Thousand (\$5,000) worth of shares of fully paid and non-assessable shares of the Company’s Common Stock based upon the most recent 10 day average closing price effective the date of receipt of the conversion request; provided, however that such

conversion would not violate any applicable federal, state, or local law, regulation, or any judgment, writ, decree or order binding upon the Corporation or the Holder; or any provision of the Corporation's or Holder's if applicable, amended Articles of Incorporation or Bylaws, nor conflict with or contravene the provisions of any agreement to which the Corporation and the Holder are parties or which they are bound. The foregoing conversion shall be hereinafter referred to as the "Conversion Ratio" Said Conversion Ratio shall be subject to equitable adjustment at the reasonable discretion of the Board of Directors of the Corporation in the event of the occurrence of capital events which make such adjustments appropriate, such as a dividend payable to shares of common stock, combinations of common stock, a merger or consolidation, or the like. Anti-dilution clause; this preferred series stock may only be freely converted when the price of the common stock on the last closing day is above a price of Ten (\$10.00) per share. The only exemption from this rule is the express written consent of the CEO or the Board of Directors to allow said conversion at a price below Ten (\$10) per share. The conversion rests solely at the discretion of the CEO or the Board of Directors.

#### **Series E Preferred Stock**

The number of shares of Series E Preferred Stock shall be 10,000,000 shares, and have a par value 000001. Each share of Series "E" Preferred Stock is not convertible into Common stock. Preferred Stock "E" has voting rights as follows. One share of Series "E" will be equivalent to voting 10,000,000 shares of common stock.

#### **Series F Preferred Stock**

The number of shares of Series F Preferred Stock shall be 13,000 shares, and have a par value 000001. Each share of Series "F" Convertible Preferred Stock shall be convertible, at the option of the Holder and discretion of the CEO and Board of Directors into One Thousand (\$1,000) worth shares of fully paid and non-assessable shares of the Company's Common Stock based upon the most recent 10 day average closing price effective the date of receipt of the conversion request; provided, however that such conversion would not violate any applicable federal, state, or local law, regulation, or any judgment, writ, decree or order binding upon the Corporation or the Holder; or any provision of the Corporation's or Holder's if applicable, amended Articles of Incorporation or Bylaws, nor conflict with or contravene the provisions of any agreement to which the Corporation and the Holder are parties or which they are bound. The foregoing conversion shall be hereinafter referred to as the "Conversion Ratio" Said Conversion Ratio shall be subject to equitable adjustment at the reasonable discretion of the Board of Directors of the Corporation in the event of the occurrence of capital events which make such adjustments appropriate, such as a dividend payable to shares of common stock, combinations of common stock, a merger or consolidation, or the like. Anti-dilution clause; this preferred series stock may only be freely converted when the price of the common stock on the last closing day is above a price of Ten (\$10.00) per

share. The only exemption from this rule is the express written consent of the CEO or the Board of Directors to allow said conversion at a price below Ten (\$10) per share. The conversion rests solely at the discretion of the CEO or the Board of Directors.

### **Limitations on Conversion**

No Conversion of any issued shares of Preferred Series “A, B, C, D, E, F” into common stock shall exceed 4.9% of the then issued and outstanding shares of common stock as reported by the Company’s transfer agent, unless such conversion is submitted to and approved by the board of directors of the Company. The Company may request information from the holder of any preferred shares submitted for conversion as to that shareholders current ownership of common stock or other security of the Company.

CUSIP Number: 498456.

Par or Stated Value: common stock, \$0.000001 par value, preferred stock, Series A, B, C, D, E and F, \$0.000001 per value, respectively.

Transfer Agent:

Pacific Stock Transfer Co.

6725 Via Austin Parkway

Suite 300

Las Vegas, Nevada 89119

Contact: Danielle Case, [daniellec@pacificstocktransfer.com](mailto:daniellec@pacificstocktransfer.com)

Telephone: 469-633-0101

E-mail: [info@pacificstocktransfer.com](mailto:info@pacificstocktransfer.com)

Note: Pacific Stock Transfer is a registered transfer agent under the Securities Exchange Act of 1934, as amended.

Any restrictions on the transfer of security: Rule 144 restricted.

Describe any trading suspension orders issued by the SEC in the past 12 months: None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, reorganization either currently anticipated or that occurred within the past 12 months: None.

#### 4. Issuance History

During the quarters ended Sept 30, 2017 and Sept 30, 2018, the Company issued a total of 2,261,649,660 shares of common.

12/29/2017	Iconic Holdings, LLC.	1,077,125,850 shares
2/05/2018	Iconic Holdings, LLC.	1,184,523,810 shares
Total Issued		3,534,833,967 shares

Total issued to Premier Venture Partners LLC and Iconic Holdings LLC for the period of Sept 30, 2016 to Sept 30, 2017.

12/30/2016	Iconic Holdings, LLC.	108,333,333 shares
1/18/2017	Iconic Holdings, LLC.	525,833,333 shares
2/2/2017	Iconic Holdings, LLC.	744,217,687 shares
2/28/2017	Iconic Holdings, LLC.	836,649,660 shares
2/8/2017	Premier Venture Partners, LLC.	152,778,082 shares
5/8/2017	Premier Venture Partners, LLC.	449,092,759 shares
6/8/2017	Premier Venture Partners, LLC.	189,025,500 shares

#### Supplemental Information New Note Issuance

10/30/2018	\$220,000.00	Loan Convertible Note Iconic Holdings, LLC 1st Tranche paid Initial Consideration: \$8,750 Initial Original Issue Discount: \$1,750 Initial Principal Sum Due: \$10,500
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#### 5. Financial Statements

Are posted as Sept 30, 2018 Quarterly Report on OTC Markets website.

#### Item 6. Describe the Issuer's Business, Products and Services

##### A. Description of the Issuer's business operations:

CaliPharms Inc., trading under the symbol (KGET) which trades under its former name "Kleangas Energy Technologies, Inc." is a medical marijuana-cannabis business.. The Company currently is focused within the medical marijuana-cannabis industry. The second tier of development for the company will be to expand into other sectors that support the legalized cannabis industry. The company intends to expand its operations as the laws for each individual State change and allow.

## B. Date and State (or Jurisdiction) of Incorporation:

We were incorporated in Delaware on January 8, 2008, for the purpose of being the vehicle whereby Redmond Capital Corp., a Florida corporation (“Redmond”) would change its corporate domicile to Delaware. Redmond was incorporated effective September 12, 1996, in the State of Florida under the corporate name Minex Minerals, Inc. On February 3, 1999, it changed its corporate name to Redmond Capital Corp. Redmond’s sole business, which terminated prior to the end of 2004, was the production of an animated television series.

On June 14, 2007, the Circuit Court of the Eleventh Circuit in and for Miami-Dade County, Florida, appointed a receiver over the business of Redmond (Case No. 06-21128 CA 10) and on August 28, 2007, that court issued an order releasing the receiver, closing the case and approving certain actions specified in the receiver’s report, including the issuance of 32,000,000 shares of the common stock of Redmond to Mark Renschler to compensate him for services theretofore rendered to Redmond. Shortly thereafter, he was elected as Redmond’s president, secretary and sole director.

On January 8, 2008, Redmond changed its corporate domicile from Florida to Delaware through a process known as “conversion” as permitted by Florida and Delaware law. In the conversion, we were incorporated in Delaware and we effected the conversion with Redmond by filing certificates of conversion in Delaware and Florida, respectively.

Immediately prior to the merger described below and since our inception in January 2008, we were, and from at least October 2004 until our acquisition by conversion in January 2008, a shell company, with nominal assets and no operations.

## **KNGS Merger**

On August 15, 2012, we entered into a Plan and Agreement of Merger by and among KNGS Acquisition, Inc., a Florida corporation and our wholly owned subsidiary (“Acquisition”), and Kleangas Energy Technologies, Inc., a private Florida corporation (“KET”) under which Acquisition was merged with and into KET with KET being the surviving corporation (the “Merger”). As a result of the Merger, we are no longer considered a shell company.

On December 3, 2013, our Board of Directors authorized the return to treasury of 1,052,000,000 shares of our restricted common stock. As a result of the Merger, we had issued 2,100,000,000 shares of our common stock to the holders of the common stock of KET.

On July 22, 2014 our Board of Directors authorized the issuance of 8,000,000 shares of preferred E to Eric Gregory Holdings, Inc. which changed voting control to Eric Gregory Holdings, Inc.



C. The Issuer's primary SIC Code: 0181 Ornamental Floriculture and Nursery Products

D. The Issuer's fiscal year end date: December 31<sup>st</sup>

## **7. Describe the Issuer's Facilities**

The Company has no facilities to list.

## **8. Officers, Directors and Control Persons**

A. Officers and Directors.

CEO

Full Name: Eric Watson

Business Address: 33175 Temecula Pkwy Suite A 8019, Temecula, CA 92592

Number and class of issuer's securities beneficially owned: 0

Biography: Eric Watson has been involved in the Cannabis sector for over 25 years. In 2009 he co-founded Green Door Hydro & Solar Electric in Los Angeles, which quickly grew to become one of the top three indoor gardening supply depots in California, serving as a hub for the market at large in Los Angeles. Watson is also the co-founder of entertainment company Protozoa Pictures, which has produced several major motion pictures since 1997, including BLACK SWAN and THE WRESTLER. Blending his intimate understanding of the Cannabis sector with his business acumen.

President, Treasurer, and Chairman of the Board

Full Name: Bo Linton

Business Address: 33175 Temecula Pkwy Suite A 8019, Temecula, CA 92592

Number and class of issuer's securities beneficially owned: 8,000,000 shares of Series A preferred stock, 10,000 shares of Series B preferred stock, 24 shares of Series C preferred stock, and 1,700,034 shares of common stock.

Biography: Mr. Linton has been our Chief Executive Officer and a member of the Board of Directors since January 1, 2014 and our President since February 3, 2014. During the past twenty years, Mr. Linton has worked extensively with developing environmental technologies. Mr. Linton founded International Capital Group, Inc. in 1998, which is a mergers and acquisitions firm. In 2001, Mr. Linton founded Berserker Entertainment Inc. Mr. Linton served as chairman of the board until 2004 for Berserker Entertainment Inc., which was a production, distribution

and HD post production facility. From approximately March 2005 to October 2005, Mr. Linton served as the president of Seamless Skyfy Inc., a wholly-owned subsidiary of the public company Seamless Wi-Fi Inc. In November 2005, Mr. Linton founded Carbon Jungle LLC, which is an environmental company, and served as the president and chief executive officer. In August 2006 to 2008, Mr. Linton was the president and a director of MagneGas Corporation, which is a fully reporting company in the waste to fuel industry. During 2006, Mr. Linton was a co-executive producer of the feature film "Living

Luminaries", a spiritual docudrama shown in theaters in 2008. From 2008 through 2009, Mr. Linton founded Clean Energy and Power Inc., a public company in the renewable energy sector and served as its president, chief executive officer and director.

Mr. Linton met with world leaders regarding clean energies and presented clean fuel technology to the United Nation's in 2007. Mr. Linton was a speaker and panel participant at the 1st Annual "Waste-to-Fuel" conference held in Orlando, Florida in 2008.

Mr. Linton earned his Bachelor's degree from Louisiana State University in 1994. Certain of his studies included business law, economics, finance, environmental science, theater, real estate and speech.

#### Secretary and Director

Full Name: Bryan Wayne Geer

Business Address: 33175 Temecula Pkwy Suite A 8019, Temecula, CA 92592

Biography: Mr. Geer has been a member of our Board of Directors since August 11, 2013. Mr. Geer has been involved in the fire retardant/prevention business for the last ten years. In 2009 he began a new company, which is focused on the business of fire retardation and fire sprinkler systems. Mr. Geer graduated from Point Loma Nazarene with a University Bachelor of Arts (B.A.) degree in Industrial Organizational Psychology. In addition he completed the INSTEP Program at Cambridge University, Cambridge England, International Business program in 2001.

#### B. Legal/Disciplinary History

1. Conviction in a criminal proceeding or named as a defendant in a criminal proceeding: None.
2. Entry of an order, judgment, or decree, not reversed, suspended or vacated that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or bank activities: None.
3. A finding or judgment by a court (in civil action), the SEC, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law: 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: None.

### C. Beneficial Shareholders

The following table sets forth certain information regarding the beneficial ownership of our common stock as of March 31, 2017 by each person or entity known by us to be the beneficial owner of more than 5% of the outstanding shares of common stock, each of our directors and named executive officers, and all of our directors and executive officers as a group.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Common (1)
Common Stock/ Preferred Stock	<u>Officers and Directors</u> Bo Linton 108 West 13th St Wilmington, DE. 19801	-1,700,034- shares of common 8,010,024 shares of preferred (3) President/CEO, Secretary, CFO/Treasurer, Director	
Common Stock	All directors and named executive officers as a group (1 person)	-1,700,034- shares	0.016%
Preferred Stock	Eric Gregory Holdings Inc. A Nevada Corp.	8,000,000 shares Preferred A (2) (3) (4) Beneficial Owner	
Preferred Stock	Canyon International Inc. a Delaware Corp.	10,000 shares Preferred B 24 shares Preferred C (3) Beneficial Owner	

(1) Percentage of beneficial ownership of our common stock is based on 13,043,261,280 shares of common stock outstanding as of the date of the table.

- (2) Each share of Series E preferred stock has voting rights equivalent to 10,000,000 shares of common stock.
- (3) Bo Linton, a member of the Board of Directors, is the sole officer of Eric Gregory Holdings Inc., and Canyon International, Inc. and has power and authority over disposition of the shares.

## **9. Third Party Providers**

### Legal

Douglas A. Littlejohn, Esq.  
Littlejohn Law Firm, L.L.C.  
One American Place  
301 Main Street, Suite 2200  
Baton Rouge, Louisiana 70801

### Accountant or Auditor

MICHAEL D. HANDELMAN, CPA

3210 Rickey Court

Thousand Oaks, California 91632

805-341-2631

[Handelman4@aol.com](mailto:Handelman4@aol.com)

### Investor Relations Consultant(s)

Growth Circle

[Marcus@growthcircle.com](mailto:Marcus@growthcircle.com)

[www.growthcircle.com](http://www.growthcircle.com)

[917.514.2110](tel:917.514.2110)

### Other Advisor

None

## **10. Issuer Certification**

I, Bo Linton, certify that:

1. I have reviewed this Quarterly Information and Disclosure Statement of CaliPharms, Inc.
2. Based on my knowledge, this Annual Information and 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 Annual Information and 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 Annual Information and Disclosure Statement.

Date: Nov 14, 2018

/s/ Bo Linton

Bo Linton, President