

**COMPASS BIOTECHNOLOGIES INC.**  
**(A Nevada Corporation)**  
**ANNUAL REPORT**  
*For the period ending January 31<sup>st</sup>, 2019*

**OTC Pink Basic Disclosure Guidelines**

**1) Name of the Issuer and its predecessors (if any):**

Compass Biotechnologies Inc., prior to March 29, 2011 the name used by the predecessor entities was Cyplasin Biomedical Ltd. On August 12, 2014 the Company changed its dba name of record with the State of Nevada to Live Youth Sports Network Inc., to accommodate a tentative acquisition which subsequently was terminated. On October 4, 2016 the Company changed its dba name of record with the State of Nevada to Motion Entertainment Group Inc., to accommodate a tentative acquisition which subsequently was terminated.

**2) Address of the issuer's principal executive offices:**

Company Headquarters

18530 Mack Ave., Gross Point Farms, MI 48236

Ph# (947) 777-0353

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

[Http://www.bangistock.com](http://www.bangistock.com)

Contact: Richard Shykora

**3) Security Information (As of 01/31/19)**

Trading Symbol: COBI

CUSIP Number: 20452Q103

Par or stated value: Common \$0.00001

Common Stock outstanding: 4,246,827,035

Restricted Common Stock: 268,889,264

Preferred A Stock: 100,000,000 Authorized 540,000 issued.

Preferred C Stock: 3 Authorized and 1 share issued

Total Capital Shares Authorized:

10,000,000,000

Transfer Agent: Pacific Stock Transfer Inc.

6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119 Telephone: (702) 361-3033

Is the transfer Agent registered under the Exchange Act: Yes

List any restrictions on the transfer of securities: None

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 or reorganization either currently anticipated or that occurred within the last 12 months: None

**4) Issuance History**

- On February 7, 2017, 269,164,250 shares were issued to River North Equity LLC as a result of a debt assignment and subsequent conversion per the company's obligations to the note holder. The shares were issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933, as amended (the "Act") and subject to the requirements of Rule 144 of the Act.

- On March 8, 2017, 200,000,000 shares were issued to Emerald Coast Capital LLC as a result of a debt assignment and subsequent conversion per the company's obligations to the note holder. The shares were issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933, as amended (the "Act") and subject to the requirements of Rule 144 of the Act.

- On March 13, 2017, 250,000,000 shares were issued to Glenwood Partners LP as a result of a debt assignment and subsequent conversion per the company's obligations to the note holder. The shares were issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933, as amended (the "Act") and subject to the requirements of Rule 144 of the Act.

- On April 10, 2017, 39,345,717 shares were issued to River North Equity LLC as a result of a debt assignment and subsequent conversion per the company's obligations to the note holder. The shares were

issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933, as amended (the “Act”) and subject to the requirements of Rule 144 of the Act.

- On April 10, 2017, 58,506,438 shares were issued to River North Equity LLC as a result of a debt assignment and subsequent conversion per the company’s obligations to the note holder. The shares were issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933, as amended (the “Act”) and subject to the requirements of Rule 144 of the Act.

- On March 2, 2018, 174,979,700 shares were issued to River North Equity LLC as a result of a debt assignment and subsequent conversion per the company’s obligations to the note holder. The shares were issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933, as amended (the “Act”) and subject to the requirements of Rule 144 of the Act.

- On November 14, 2018, 111,000,000 shares were issued to L2 Capital LLC as a result of a debt assignment and subsequent conversion per the company’s obligations to the note holder. The shares were issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933, as amended (the “Act”) and subject to the requirements of Rule 144 of the Act.

- On December 27, 2018, 250,000,000 shares were issued to L2 Capital LLC as a result of a debt assignment and subsequent conversion per the company’s obligations to the note holder. The shares were issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933, as amended (the “Act”) and subject to the requirements of Rule 144 of the Act.

## 5) **Financial Statements**

**Compass Biotechnologies Inc.**  
(A Development Stage Company)  
Consolidated Balance Sheets

	<u>January 31, 2019</u>	<u>January 31, 2018</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Prepays	\$ 31,217	\$ 31,217
Motion Sound Amp Loan	80,460	80,460
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<b>TOTAL ASSETS</b>	<u>\$ 111,677</u>	<u>\$ 111,677</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current Liabilities</b>		
Accrued default penalty payable	\$ 595,089	\$ 562,161
Accrued Interest Expense	745,117	466,688
Current Convertible Debt	78,195	113,770
Long Term Convertible Debt	433,389	433,389
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<b>Total Current Liabilities</b>	1,851,790	1,576,008
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred Stock Class, Series A: 100,000,000 shares authorized, par value \$.0001, 540,000 issued and outstanding	54	54
Preferred Stock Class, Series B: 10,000,000 shares authorized, par value \$.0001, 0 issued and outstanding	-	-
Preferred Stock Class, Series C: 3 shares authorized, par value \$.0001, 1 issued and outstanding	-	-
Common stock, Authorized: 9,997,999,997 shares of common stock, par value \$0.00001, 4,246,827,035 and 3,710,847,335 shares issued and outstanding	42,468	37,108
Additional paid-in capital	5,311,342	5,274,676
Retained Earnings	(6,776,168)	(6,343,213)
Net Income	(317,809)	(432,955)
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<b>TOTAL STOCKHOLDERS' DEFICIT</b>	(1,740,167)	(1,464,384)
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<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 111,623</u>	<u>\$ 111,624</u>

**Compass Biotechnologies Inc.**  
(A Development Stage Company)  
Consolidated Statements of Expenses

	<u>Year Ended</u> <u>January 31, 2019</u>	<u>Year Ended</u> <u>January 31, 2018</u>
<b>REVENUES</b>	\$ -	\$ -
<b>EXPENSES</b>		
Operating Expenses		
Advertising and Promotion	-	-
Dues and Subscriptions	-	-
General and Administrative	-	20,000
Interest Expense	278,430	220,316
Loan Default Penalty Expense	39,379	192,640
Management Fees	-	-
Professional Fees	-	-
Research and Development	-	-
Travel	-	-
	<hr/>	<hr/>
Loss Before Other Items	(317,809)	(432,956)
Other Items		
Gain (loss) on settlement of debt	-	-
<b>NET LOSS</b>	<u>\$ (317,809)</u>	<u>\$ (432,956)</u>
Net loss per share - basic and diluted	<u>\$ -</u>	<u>\$ -</u>
Weighted average common shares outstanding –basic and diluted	<u>3,949,629,455</u>	<u>2,842,838,924</u>

**Compass Biotechnologies Inc.**

(A Development Stage Company)

Consolidated Statement of Stockholders' Equity (Deficit)

For the Period from January 31, 2014 through January 31, 2019

	<u>Number of Shares</u>	<u>Amount</u>	<u>Additional Paid-in Capital</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Obligation to issue shares</u>	<u>Subscriptions received</u>	<u>Subscriptions received</u>	<u>Deferred compensation</u>	<u>Deficit</u>	<u>Deficit accumulated during the development stage</u>	<u>Total</u>
Balance, January 31, 2014	525,368,948	5,254	4,994,972	-	-	-	-	-	-	(5,168,265)	(168,039)
Preferred shares, Class A Issued for management fees	540,000	54									54
Net loss	-	-								(195,087)	(195,087)
Balance January 31, 2015	525,908,948	5,308	4,994,972	-	-	-	-	-	-	(5,363,352)	(363,072)
Shares for conversion of debt and interest	141,921,876	1,419	56,681	-	-	-	-	-	-	-	58,100
Net loss	-	-	-	-	-	-	-	-	-	(603,012)	(603,012)
Balance January 31, 2016	667,830,824	\$ 6,727	\$ 5,051,653	-	-	-	-	-	-	\$ (5,966,364)	\$ (907,984)
Shares for conversion of debt and interest	2,226,000,106	22,265	185,450	-	-	-	-	-	-	-	207,715
Net loss	-	-	-	-	-	-	-	-	-	(376,849)	(376,849)
Balance January 31, 2017	2,893,830,930	\$ 28,992	\$ 5,237,103	-	-	-	-	-	-	\$ (6,343,213)	\$ (1,077,118)
Shares for conversion of debt and interest	817,016,405	8,170	37,573	-	-	-	-	-	-	-	45,743
Net loss	-	-	-	-	-	-	-	-	-	(432,955)	(432,955)
Balance January 31, 2018	<u>3,710,847,335</u>	<u>\$ 37,162</u>	<u>\$ 5,274,676</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>\$ (6,776,168)</u>	<u>\$ (1,464,330)</u>
Shares for conversion of debt and interest	535,979,700	5,360	36,666	-	-	-	-	-	-	-	42,026
Net loss	-	-	-	-	-	-	-	-	-	(317,809)	(317,809)
Balance January 31, 2019	<u>4,246,827,035</u>	<u>\$ 42,522</u>	<u>\$ 5,311,342</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>\$ (7,093,977)</u>	<u>\$ (1,740,113)</u>

**Compass Biotechnologies Inc.**  
(A Development Stage Company)  
Consolidated Statements of Cash Flows

	<u>Year Ended</u> <u>January 31, 2019</u>	<u>Year Ended</u> <u>January 31, 2018</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (317,809)	\$ (432,955)
Adjustments to reconcile net loss to net cash used in operating activities:		
Motion Sound Amp Loan	-	(21,500)
Prepays	-	(2,150)
Accrued Default Penalty Payable	32,928	156,682
Accrued Interest Expense	278,430	210,530
Convertible Debt Noes	(35,575)	-
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<u>\$ (42,026)</u>	<u>\$ (89,393)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from Convertible Notes	-	43,650
Preferred Stock A	-	-
Issuance of common stock	5,360	8,170
Additional Paid-In-Capital	36,666	37,573
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<u>42,026</u>	<u>89,393</u>
<b>CHANGE IN CASH</b>	-	-
<b>CASH - BEGINNING OF PERIOD</b>	<u>-</u>	<u>-</u>
<b>CASH - END OF PERIOD</b>	<u>\$ -</u>	<u>\$ -</u>

## 1. Nature of Operations and Going Concern

Compass Biotechnologies Inc. (the "Company") was incorporated in the state of Nevada on November 25, 2004 and is a development stage company in the business of developing its licenses for patents pertaining to the technology utilized in the prevention and treatment of hepatitis C. Effective March 29, 2011, the Company entered into an agreement and plan of merger with its wholly-owned subsidiary whereby the subsidiary merged with and into the Company and effected a name change to Compass Biotechnologies Inc. The Company's shares are quoted on the OTCMarkets Pinksheets.

### Basis of Accounting

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles on the basis of a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The continuing operations of the Company are dependent upon its ability to raise adequate financing to develop its technology for production.

Realization values may be substantially different from the carrying values shown on these financial statements. The consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Since internally generated cash flow will not fund development and commercialization of the Company's technology, the Company will require significant additional financial resources and will be dependent on future financings to fund its ongoing operations as well as other working capital requirements. The Company's future capital requirements will depend on many factors including the rate and extent of progress in its development and commercialization program. There can be no assurance that the Company will be successful in its efforts to raise additional financing or if financing is available, that it will be on terms that are acceptable to the Company.

Management is addressing going concern remediation through raising additional sources of capital for operations and planned commercialization. Management's plans are intended to increase the Company's financial stability and to improve the efficiency of continuing operations. The Company intends to generate funds from future production of hepatitis C therapy products and raising funds from investors via equity. It is expected that the Company may incur further losses in the development of its business, all of which casts reasonable doubt about the Company's ability to continue as a going concern.

## 2. Summary of Significant Accounting Policies

### Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Compass Biotechnologies Inc. and 1WorldDirect US Inc, its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in the 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 amounts reported in the consolidated financial statements. Actual results could differ from those estimates.

### Property and Equipment

Property and equipment is stated at cost and depreciated using the straight-line method over the estimated life of the assets, which is three. The cost of normal maintenance and repairs is charged to expense as incurred and expenditures for major improvements are capitalized at cost. Gains or losses on the disposition of assets are reflected in the income statement at the time of disposal.

### Debt

The Company accounts for debt at the face amount of the debt offset by applicable discounts and recognizes interest expense for accrued interest payable under the terms of the debt. Principal and interest payments due within one year are classified as current, whereas principal and interest payments for periods beyond one year are classified as long term. Beneficial conversion features of debt are valued and the related amounts recorded as

discounts on the debt. Discounts are amortized to interest expense using the effective interest method over the term of the debt. Any unamortized discount upon settlement or conversion of debt is recognized immediately as interest expense.

#### Income Taxes

The Company accounts for income taxes under an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in its financial statements or tax returns. In estimating future tax consequences, the Company generally considers all expected future events other than enactments of changes in the tax law or rates.

The Company's deferred tax assets substantially pertain to its net operating loss carry forwards which are fully covered by a valuation allowance.

#### Fair Value of Financial Instruments

The carrying amount of the Company's cash equivalents, other receivables, accrued expenses and short-term debt approximates their estimated fair values due to the short-term nature of those financial instruments. The long-term debt, when applicable, approximates carrying value since the related rates of interest approximate current market rates.

#### Loss Per Share

Statement of Financial Accounting Standards FASB No. 128, "Earnings per Share", which replaces the calculation of primary and fully diluted earnings (loss) per share with basic and diluted earnings (loss) per share, is used to calculate earnings per share. Basic earnings (loss) per share includes no dilution and is computed by dividing income (loss) available to common stockholders by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share reflect the potential dilution of securities that could share in the earnings of an entity, similar to fully diluted earnings (loss) per share.

#### Recent Accounting Pronouncements

The Company does not expect the adoption of any recently issued accounting pronouncements to have a significant effect on its material position or results of operations.

### 3. Licenses

Effective December 29, 2009, the Company entered into an Asset Assignment Agreement with C-Virionics Corporation ("C-Virionics") whereby the Company acquired certain licenses to patents used in the development of vaccination for prevention and treatment of hepatitis C. In consideration, the Company paid \$97,291 in royalty and other costs on behalf of C-Virionics and is obligated to issue 3,680,000 shares of common stock with a fair value of \$625,600 which had been recorded in obligation to issue shares at January 31, 2010. During the year ended January 31, 2011, the Company issued 3,180,000 shares of common stock with fair value of \$540,600.

The licenses to patents are licensed from the United States Public Health Service ("PHS"), to which the Company is obligated to make the following royalty payments:

- a) \$5,000 annually commencing January 1, 2010 (paid);
- b) 5% on net sales; and
- c) Benchmark royalties of:
  - \$25,000 upon initiation of phase I clinical trials;
  - \$100,000 upon initiation of phase II clinical trials;
  - \$250,000 upon initiation of phase III clinical trials;
  - \$500,000 upon Biologics License Application ("BLA") submission; and
  - \$3,000,000 upon BLA approval.

The Company is also obligated to pay PHS additional sublicensing royalties, of 12% - 25%, based on the fair market value of any consideration received for granting each sublicense or option to sublicense.

Management has determined that the Company's license to patents to be used in the development of vaccination for the prevention and treatment of hepatitis C to have a useful life of 10 years. For the nine months ended October 31, 2012, the Company has recorded amortization of \$51,635.

On October 31, 2013, the Company determined the licenses had a value of zero and therefore the cost and accumulated amortization were written off.

#### 4. Promissory Notes and Convertible Debt

- a) On December 6, 2011, the Company entered into a \$50,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- b) On March 30, 2012, the Company entered into a \$2,975 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- c) On April 2, 2012, the Company entered into a \$5,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- d) On April 10, 2012, the Company entered into a \$750 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- e) On May 24, 2012, the Company entered into a \$2,500 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- f) On May 31, 2012, the Company entered into a \$500 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- g) On April 4, 2012, the Company entered into a \$,5000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- h) On April 6, 2012, the Company entered into a \$3,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- i) On May 17, 2012, the Company entered into a \$2550 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.

- j) On June 8, 2012, the Company entered into a \$600 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- k) On June 19, 2012, the Company entered into a \$14,500 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- l) On June 26, 2012, the Company entered into a \$275 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- m) On June 29, 2012, the Company entered into a \$13,845 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- n) On October 12, 2012, the Company entered into a \$2,100 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- o) On October 12, 2012, the Company entered into a \$1,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- p) On November 16, 2012, the Company entered into a \$500 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- q) On December 14, 2012, the Company entered into a \$7,925 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- r) On December 20, 2012, the Company entered into a \$12,400 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- s) On January 3, 2013, the Company entered into a \$1,600 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- t) On January 24, 2013, the Company entered into a \$2,250 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- u) On April 3, 2013, the Company entered into a \$500 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.

- v) On May 10, 2013, the Company entered into a \$5,810 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- w) On June 28, 2013, the Company entered into a \$19,580 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- x) On July 29, 2013, the Company entered into a \$20,982.50 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- y) On September 23, 2013, the Company entered into a \$16,513.75 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- z) On December 24, 2013, the Company entered into a \$20,744.35 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- aa) On February 28, 2014, the Company entered into a \$19,814.30 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- bb) On March 19, 2014, the Company entered into a \$13,619.10 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- cc) On June 20, 2014, the Company entered into a \$12,688.50 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- dd) On October 27, 2014, the Company entered into a \$28,316.20 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- ee) On January 6, 2015, the Company entered into a \$1,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- ff) On April 24, 2015, the Company entered into a \$16,170 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.

- gg) On November 5, 2015, the Company entered into a \$24,596 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- hh) On November 6, 2015, the Company entered into a \$11,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- ii) On March 23, 2016, the Company entered into a \$18,691.60 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- jj) On March 23, 2016, the Company entered into a \$11,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- kk) On April 21, 2016, the Company entered into a \$11,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- ll) On April 22, 2016, the Company entered into a \$20,350.00 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- mm) On October 7, 2016, the Company entered into a \$11,816.20 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- nn) On December 9, 2016, the Company entered into a \$9,856.00 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- oo) On December 12, 2016, the Company entered into a \$5,500 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
  
- pp) On December 22, 2016, the Company entered into a \$2,750 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.

- qq) On March 23, 2016, the Company entered into a \$11,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- rr) On January 6, 2017, the Company entered into a \$2,750 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- ss) On February 17, 2017, the Company entered into a \$4,400 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- tt) On March 16, 2017, the Company entered into a \$20,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- uu) On April 1, 2017, the Company entered into a \$19,250 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- vv) On July 7, 2017, the Company entered into a \$60,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.
- ww) On October 7, 2017, the Company entered into a \$10,000 Convertible Promissory Note (the "Note") with an arms length individual. The Note bears interest at a rate of 13% per annum. The Company is obligated to repay the Principal with any interest upon demand. The note is convertible at any time after 30 day issuance period into equity on a conversion price of \$0.0001.

## 5. Common and Preferred Stock

The Company is authorized to issue common stock of up to 9,997,999,997 shares, with a par value of \$0.00001, 100,000,000 shares of preferred A stock, with a par value of \$0.0001, 10,000,000 shares of preferred B stock, with a par value of \$.0001, and 3 shares of preferred C stock, with a par value of \$.0001. The preferred shares entitle the holder to payment as a preferred creditor in the case of corporate default.

### Common Stock

In January 2013 the Company changed the par value of common stock from \$.0001 to \$0.00001. These financial statements have been retroactively restated to reflect that change.

During the nine months ended October 31, 2012, the Company issued the following shares of common stock:

- a) 14,933,320 shares of common stock to settle accounts payable and accrued liabilities. The shares of common stock were issued at a fair value of \$22,526.

- b) 159,600,000 shares of common stock to settle notes payable. The additional shares of common stock were issued for re-negotiation due to share market price drop.
- c) 151,234,997 shares of common stock to the officers and directors of the Company for services.
- d) 6,000,000 shares of common stock for the conversion of debt.
- e) 6,000,000 shares of common stock for the conversion of debt
- f) 6,250,000 shares of common stock for the conversion of debt
- g) 28,250,000 shares of common stock for the conversion of debt

During the three months ended January 31, 2016, 168,131,209 shares were issued for the conversion of \$73,826 of debt and interest.

#### Preferred Stock

During January 2013, the Company issued 540,000 shares of Class A preferred stock and 3 shares of Class C preferred stock for management services provided by the Chairman of the Board of Directors. The shares have a value of \$54 and \$.0003 respectively.

#### Stock Options

The following are the assumptions used for the Black-Scholes option pricing model to record the fair value of the issued stock options:

- a) The Company calculated volatility for stock options and awards using historical volatility.
- b) The Company used a 0% forfeiture rate and the Company does not consider forfeitures to be material.
- c) The Company has not, and does not intend to issue dividends, therefore, the dividend yield assumption is 0%.
- d) The risk-free rate for the expected term of the stock options is based on the U.S. Treasury yield curve in effect at the time of grant.

On January 31, 2010, the Company issued 500,000 stock options to the President of the Company, pursuant to the Company's stock option plan. These options are exercisable at a price of \$0.18 for a period of five years. The company recognizes stock-based compensation costs over the requisite service period of the award, which is the option vesting term. The options vest at a rate of 20% per year, commencing January 31, 2010. The fair value of these options at the date of grant was estimated to the \$68,006 using the Black-Scholes option pricing model with an expected life of 5 years, a risk-free interest rate of 2.34%, a dividend yield of 0%, and expected volatility of 101%. These stock options expire on January 31, 2015. As of October 31, 2012, these stock options are no longer valid and are considered cancelled.

On April 18, 2011, the Company issued 1,000,000 stock options to a third party consultant. These options are exercisable at a price of \$0.07 for a period of 60 days. The Company recognizes stock-based compensation costs over the requisite service period of the award, which is 60 days. The market value of these options at the date of grant was estimated to be \$52,015 using the Black-Scholes option pricing model with an expected life of 60 days, a risk-free interest rate of 1%, a dividend yield of 0%, and expected volatility of 105.59%. During the six months ended July 31, 2011, the Company recognized \$52,015 (January 31, 2012 - \$52,015) in stock-based compensation expense in relation to these stock options, of which \$52,015 was allocated to consulting fees in general and administrative expenses. These stock options expired, unexercised, on June 20, 2011.

#### 6. Acquisition of subsidiary

On March 16, 2012, the Company entered into an agreement with a third party to purchase 100% ownership of 1WorldDirect US Inc for the consideration of 100,000,000 shares for the fair market value of \$100,000. On June 27, 2012, 100,000,000 were issued to maintain ownership percentage.

#### 7. Subsequent Events

In accordance with ASC 855-10, management has evaluated subsequent events through the date the financial statements were issued.

**6) Describe the Issuer's Business, Products and Services**

- A. A description of the Issuer's business operations: Compass Biotechnologies Inc.: DBA: Bangi Inc., focuses on the acquisition, ownership and management of properties leased to experienced, state-licensed operators for regulated use of Cannabis facilities. It intends to acquire properties through sale-leaseback transactions and third party purchases.
- B. Date and State (or Jurisdiction) of Incorporation: The company was incorporated under the laws of the State of Nevada on May 12<sup>th</sup>, 2004.
- C. The Issuer's primary and secondary SIC Codes; Primary SIC Code: 2834 Secondary SIC Code: None
- D. The Issuer's fiscal year end date; January 31
- E. Principal products and services and their markets; Compass is structured as a biotechnology research and development, company, focusing on the development and commercialization of generic, bio-similar and bio-better drug products.

**7) Describe the Issuer's Facilities**

The Company's current office space is located at 18530 Mack Ave., Gross Point Farms, MI 48236. The Company is currently in the process of relocating its operations and expects to secure additional office space shortly.

**8) Officers, Directors and Control Persons**

A. Names of Officers, Directors and Control Persons.

Richard Shykora, Chief Executive Officer, Secretary and Director 0.5% Ownership

Bangi Investments LLC 75% Majority Ownership

Nicole Birch, Manager

Dr. Neil Parsan, Chairman of the Board 0% Ownership

Mr. Willard L. Jackson, Director 0% Ownership

B. Legal/Disciplinary History:

1. A conviction in a criminal proceeding (excluding traffic violations and other minor offenses); None
2. The entry of an order, judgement, or decree, not subsequently reversed, suspended or vacated, be a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities; None
3. A finding or judgement be a court of competent jurisdiction (in civil action), the Securities Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgement has not been reversed, suspended, or vacated; None
4. The entry of an order be 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

C. Beneficial Shareholders.

Bangi Investments LLC 75%

Nicole Birch, Manager

100 River Run, Roswell GA 30075

**9) Third Party Providers:**

Legal Counsel:

William Robinson Eilers, Esq. Eilers Law Group  
1000 Fifth Street, Suite 200 – P2 Miami, Florida 3139

Accountant or Auditor:

Cox CPA Services  
974Campbell Road #106 Houston, TX  
77024

**10) Issuer Certification:**

I, Richard Shykora, certify that:

1. I have reviewed the Annual Financial Statement of Compass Biotechnologies Inc. for the Twelve Month period ending January 31, 2019;
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 statement 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, result of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 25, 2019

Signature: /s/ Richard Shykora

Title: Chief Executive Officer