



Sky440, Inc.
A Delaware Corporation
300 Spectrum Center Drive, Suite 400
Irvine, California 92618

1-855-759-4400

www.sky440.com

info@sky440.com

SIC: 2451 – Mobile Homes
SIC: 8742 – Management Consulting Services
SIC: 0700 – Agricultural Services

Amendment #1 Annual Report
For the Period Ended December 31, 2018

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

5,058,067,087

As of December 31, 2017, the number of shares outstanding of our Common Stock was:

4,587,922,087

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

Yes:

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

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

Yes:

No:

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

Yes:

No:

1) Name of the Issuer and its Predecessors (if any)

Sky440, Inc. (“Sky440,” the “Company” or the “Issuer”) is a Delaware Corporation in good standing that is active as of December 31, 2018. There are no predecessors during the past five years. There have been no name changes in the past five years.

On August 10, 2018, the Company was incorporated in the state of Delaware. The issuer is active. Effective August 10, 2018, the Company completed a change in domicile from the state of Nevada to the state of Delaware.

Sky440, Inc. was originally incorporated in the state of Florida on August 21, 1997 as September Project III Corp. On January 25, 2000, the Company changed its name to Citation Entertainment as part of a merger agreement between Equimedia, Inc., a Nevada corporation and Citation Entertainment, Inc., a Florida corporation. Citation Entertainment, Inc. was the surviving entity. On June 20, 2000, the Company changed its name back to September Project III Corp. On September 13, 2000, the Company changed its name to Fahrenheit Entertainment, Inc.

On August 21, 2001, Fahrenheit Holdings, Inc. was formed in the state of Nevada. On October 8, 2001, Articles and Plan of Merger were filed with the State of Nevada merging Fahrenheit Holdings, Inc., the Nevada corporation, with Fahrenheit Entertainment, Inc., the Florida corporation. Fahrenheit Holdings, Inc., the Nevada corporation, was the surviving entity of the merger. On December 13, 2002, the Company changed its name back to Fahrenheit Entertainment, Inc., a Nevada corporation. On May 1, 2006, the Company changed its name to Firesky Media Corp. On January 15, 2008, the Company changed its name to Sky440, Inc.

As of December 31, 2018, the Company's planned principal operations have commenced at a minimal level, but there has been no significant revenue therefrom, and as a result Sky440 continues to be classified as a development stage company.

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

Yes: No:

2) Security Information as of December 31, 2018

Trading Symbol:	<u>SKYF</u>	
Exact Title and Class of Securities Outstanding:	<u>Common Stock</u>	
CUSIP:	<u>83082Y102</u>	
CIK:	<u>0001661264</u>	
Par or Stated Value:	<u>\$.0001</u>	
Total Common Shares Authorized:	<u>29,000,000,000</u>	as of <u>12/31/18</u>
Total Common Shares Outstanding:	<u>5,058,067,087</u>	as of <u>12/31/18</u>
Number of Shares in the Public Float:	<u>3,350,759,275</u>	as of <u>12/31/18</u>
Total Number of Shareholders of Record:	<u>182</u>	as of <u>12/31/18</u>
Total Common Shares Restricted:	<u>1,707,307,812</u>	as of <u>12/31/18</u>
Total Common Shares Non-Restricted:	<u>3,350,759,275</u>	as of <u>12/31/18</u>
Total Common Shares in CEDE (Street Name):	<u>2,029,653,608</u>	as of <u>12/31/18</u>
Total Preferred Shares Authorized:	<u>100,000,000</u>	as of <u>12/31/18</u>
Total Preferred Shares Outstanding:	<u>11,900,000</u>	as of <u>12/31/18</u>
Total Votes for Shareholders:	<u>56,738,067,087</u>	as of <u>12/31/18</u>
Non-Affiliated Shareholder Votes:	<u>4,831,694,646</u>	as of <u>12/31/18</u>
Affiliated Shareholder Votes:	<u>51,906,372,441</u>	as of <u>12/31/18</u>

Additional Class of Securities (if necessary):

Trading Symbol:	<u>Not Traded</u>
Exact Title and Class of Securities Outstanding:	<u>Preferred Stock Class A</u>
CUSIP:	<u>N/A</u>

Par or Stated Value:	<u>\$.001</u>	
Total Shares Authorized:	<u>10,000,000</u>	as of <u>12/31/18</u>
Total Shares Outstanding:	<u>6,800,000</u>	as of <u>12/31/18</u>

Additional Class of Securities (if necessary):

Trading Symbol: Not Traded
Exact Title and Class of Securities Outstanding: Preferred Stock Class B
CUSIP: N/A

Par or Stated Value: \$.001
Total Shares Authorized: 10,000,000 as of 12/31/18
Total Shares Outstanding: 5,100,000 as of 12/31/18

Trading Symbol: Not Traded
Exact Title and Class of Securities Outstanding: Preferred Stock Class C
CUSIP: N/A

Par or Stated Value: \$.001
Total Shares Authorized: 10,000,000 as of 12/31/18
Total Shares Outstanding: 0 as of 12/31/18

Total Preferred Authorized: 100,000,000 as of 12/31/18

Transfer Agent

First American Transfer Company
4747 N. 7th Street, Suite 170
Phoenix, AZ 85014
Telephone: 602-485-1346
Fax: 602-759-5518
Web: www.firstamericanstock.com

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

List any Restrictions on the Transfer of Security:

None, except as required by the Federal Securities Laws.

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 Past 12 Months:

Effective August 10, 2018, the Company completed a change in domicile from the state of Nevada to the state of Delaware.

As of December 31, 2018, the Company had filed a Regulation A Tier 1 Offering Circular with Securities and Exchange Commission ("SEC") on July 26, 2018. Under the terms of the filing, as amended, the Company is looking to raise \$2,000,000 at \$.0001 per share once the filing becomes effective. On November 9, 2018, the Regulation A Tier 1 Filing was qualified and became effective. As of December 31, 2018, no proceeds from the Regulation A Tier 1 Filing had been received by the Company. Details of the Regulation A Tier 1 Filing are available through the Company's filings with the SEC at www.sec.gov.

As of December 31, 2018, the Company had amended its Articles of Incorporation on October 18, 2018, providing for an increase in the authorized common and preferred shares. As a result, the total authorized shares as of October 18, 2018 are 30 Billion (30,000,000,000), with 29 Billion (29,000,000,000) common shares authorized and One Hundred Million (100,000,000) preferred shares authorized. The par value per common share remains the same at \$0.0001 per share. The par value per preferred share remains the same at \$0.001 per share. The increase in the total amount of authorized shares was necessitated by the number of shares required to be issued in the event the Reg A Offering is fully subscribed at the current price point per share.

As of December 31, 2018, the Company had amended its Articles of Incorporation on October 18, 2018, providing for an increase in the voting rights for holders of the Company's \$.001 par value Class B Preferred Shares. Each holder of the Class B Preferred Stock shall have the right to ten thousand (10,000) votes per share of Class B Preferred Stock held of record by such holder. (See "Financial Statements – Notes to Financial Statements" filed with OTC Markets on March 30, 2019).

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of <u>January 1, 2017</u>		*Right-click the rows below and select "Insert" to add rows as needed.							
<u>Opening Balance:</u> Common: <u>4,587,922,087</u> Preferred: <u>11,900,000</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption Registration Type?
<u>3/14/18</u>	<u>Cancellation</u>	<u>(100,000,000)</u>	<u>Common</u>	<u>.0001</u>	<u>No</u>	<u>Atwell Group</u>	<u>Shares Cancelled</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/15/18</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>.001</u>	<u>No</u>	<u>Sammy Khalil</u>	<u>Cash Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/19/18</u>	<u>Cancellation</u>	<u>(1,000,000)</u>	<u>Preferred C</u>	<u>.001</u>	<u>No</u>	<u>Sammy Khalil</u>	<u>Shares Converted and Cancelled</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/20/18</u>	<u>New Issuance</u>	<u>100,000,000</u>	<u>Common</u>	<u>.00005</u>	<u>Yes</u>	<u>Sammy Khalil</u>	<u>Cash Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/25/18</u>	<u>New issuance</u>	<u>450,000,000</u>	<u>Common</u>	<u>.00005</u>	<u>Yes</u>	<u>Tri-Bridge</u>	<u>Cash Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/15/18</u>	<u>New Issuance</u>	<u>20,145,000</u>	<u>Common</u>	<u>.0002</u>	<u>No</u>	<u>George Wolfenden</u>	<u>Cash Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on <u>December 31, 2018:</u>	<u>Ending Balance:</u> Common: <u>5,058,067,087</u> Preferred: <u>11,900,000</u>								

Footnotes to the Issuance History Table:

As a result of the issuances and cancellations, as of December 31, 2018, the effective date of this filing, the total outstanding common shares of the Company increased from 4,587,922,087 common shares outstanding on December 31, 2017 to 5,058,067,087 common shares outstanding on December 31, 2018. During fiscal year 2018, there were a total of 570,145,000 common shares issued to three (3) common stockholders. The first issuance was for 100,000,000 common shares on March 20, 2018. There was no dilutive effect for this issuance, as there was a common share cancellation for an equal number of shares (100,000,000) on March 14, 2018. The second issuance was for 450,000,000 common shares on October 25, 2018, which retired an existing convertible promissory note. The third issuance was for 20,145,000 common shares on November 15, 2018, which also retired an existing convertible promissory note.

The Company had one issuance of Preferred C shares, which were subsequently converted and cancelled, during the first quarter. The shareholder who was issued the Preferred C shares paid for those shares on March 29, 2016, the consideration date for both the Preferred C issuance and the subsequent Common Stock issuance. The details are described below:

Common Share Cancellation

On March 14, 2018, Robert Atwell, the Company's Chairman and the sole officer and director, cancelled 100,000,000 common shares issued to The Atwell Group. Following this cancellation, the total outstanding common shares was 4,487,922,087.

Preferred Stock Issuance and Cancellation

On March 15, 2018, the Company issued 1,000,000 shares of Class C Preferred Shares to Sammy Khalil in accordance with the terms and conditions of the Securities Purchase Agreement between the Company and Mr. Khalil dated as of March 29, 2016. Each share of Preferred C stock converts into 100 shares of the Company's \$.0001 par value common stock. Following this issuance, the total outstanding Preferred C shares was 1,000,000 shares outstanding. Preferred Share Conversion on March 19, 2018, Sammy Khalil elected to convert his 1,000,000 shares of Preferred C stock into 100,000,000 shares of the Company's \$.0001 par value common stock. The Preferred C shares were issued in accordance with the terms and conditions of the Securities Purchase Agreement between the Company and Mr. Khalil dated as of March 29, 2016. As a result of this conversion, the 1,000,000 shares of Preferred C stock were cancelled and returned to the treasury. As of December 31, 2018, the total outstanding shares of Preferred C stock is 0.

Common Share Issuance

On March 20, 2018, the Company issued 100,000,000 restricted common shares to Sammy Khalil as a result of Mr. Khalil converting his 1,000,000 shares of Class C Preferred Shares into common stock. Each share of Preferred C stock converts into 100 shares of the Company's \$.0001 par value common stock. Following this issuance, 4,587,922,087 common shares were issued and outstanding. The Preferred C shares were issued in accordance with the terms and conditions of the Securities Purchase Agreement between the Company and Mr. Khalil dated as of March 29, 2016. The consideration date for the common shares issued as a result thereof is March 29, 2016.

On October 25, 2018, the Company issued 450,000,000 common shares to Tri-Bridge Ventures LLC to retire an existing convertible promissory note that had been previously acquired by Tri-Bridge Ventures LLC from Playground Partners LLC on August 17, 2018. On March 20, 2014, the Company issued a 7-year note for cash, in an aggregate of \$10,000, to Playground Partners. The note carried interest at 8% per annum. On May 29, 2014, Playground loaned an additional \$9,000 to the Company on the same terms. On May 11, 2016, Playground loaned an additional \$1,000 to the Company on the same terms. On July 29, 2016, Playground loaned an additional \$4,500 to the Company on the same terms. On September 16, 2016, Playground loaned an additional \$4,000 to the Company on the same terms. During the year ended December 31, 2016, the Company issued an aggregate of 60,000,000 shares of common stock for repayment of \$3,000 of principal, in lieu of cash. At October 25, 2018, the outstanding principal balance on the Playground Partners notes was \$19,000. The total accrued interest as of October 25, 2018 was \$7,307. The total amount due on the note, including principal and interest, was \$26,307 as of October 25, 2018. The note was retired upon the issuance of the 450,000,000 common shares on October 25, 2018. At December 31, 2018 the outstanding principal balance on the Tri-Bridge Ventures LLC note was \$0.

On November 15, 2018, the Company issued 20,145,000 common shares to George Wolfenden to retire an existing convertible promissory note. On November 6, 2014, the Company issued an 8-month note, in an aggregate of \$2,500, to George Wolfenden for cash. As of March 31, 2018, an agreement had been reached to retire the note as described below. The note carried interest at 18% per annum. The note converted at a 50% discount to the current trading price upon issuance of the conversion notice. On March 20, 2018, the Company reached an agreement with noteholder George Wolfenden to issue Mr. Wolfenden restricted common shares of the Company's \$.0001 common stock to retire his note. As a result, Mr. Wolfenden will receive 20,145,000 restricted common shares priced at \$.0002 per share for the \$4,029 principal and interest amount of his note as of March 31, 2018. The consideration date for the debt is November 6, 2014. At December 31, 2018 the outstanding principal balance on the Wolfenden Capital note was \$0. The total amount due on the note, including principal and interest, is \$0 as of December 31, 2018.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures in the past two completed fiscal years and any subsequent interim period.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>3/31/17</u>	<u>\$11,403</u>	<u>\$10,000</u>	<u>\$1,403</u>	<u>3/30/20</u>	<u>50% Discount to Market</u>	<u>Chris Flannery 2</u>	<u>Legal Services</u>
<u>3/17/18</u>	<u>\$5,534</u>	<u>\$5,000</u>	<u>\$534</u>	<u>3/6/19</u>	<u>50% Discount to Market</u>	<u>Sammy Khalil</u>	<u>Loan</u>
<u>6/19/18</u>	<u>\$5,797</u>	<u>\$5,500</u>	<u>\$797</u>	<u>6/18/19</u>	The note converts to Fifty Percent (50%) of the lowest Trading Price during the twenty (20) trading day period prior to conversion.	<u>Empower</u>	<u>Loan</u>
<u>6/27/18</u>	<u>\$10,508</u>	<u>\$10,000</u>	<u>\$508</u>	<u>6/26/19</u>	The note converts equal to the lesser of (i) the lowest price of any public offering of the Issuers Common Stock during the subsequent 24 months or (ii) Sixty Percent (60%) of the lowest Trading Price during the twenty (20) trading day period prior to conversion.	<u>Tri-Bridge 1</u>	<u>Loan</u>
<u>8/31/18</u>	<u>\$5,167</u>	<u>\$5,000</u>	<u>\$167</u>	<u>8/30/19</u>	The note converts equal to the lesser of (i) the lowest price of any public offering of the Issuers Common Stock during the subsequent 24 months or (ii) Sixty Percent (60%) of the lowest Trading Price during the twenty (20) trading day period prior to conversion.	<u>Tri-Bridge 2</u>	<u>Loan</u>
<u>9/14/18</u>	<u>\$5,148</u>	<u>\$5,000</u>	<u>\$148</u>	<u>9/13/19</u>	The note converts equal to the lesser of (i) the lowest price of any public offering of the Issuers Common Stock during the subsequent 24 months or	<u>Tri-Bridge 3</u>	<u>Loan</u>

					(ii) Sixty Percent (60%) of the lowest Trading Price during the twenty (20) trading day period prior to conversion.		
<u>11/19/18</u>	<u>\$10,115</u>	<u>\$10,000</u>	<u>\$115</u>	<u>11/18/25</u>	<u>50% Discount to Market</u>	<u>Playground</u>	<u>Loan</u>

4) Financial Statements

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

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)²:

Name: Robert P. Atwell
Title: CFO
Relationship to Issuer: Chairman

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

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

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

The Company’s Financial Statements have not been audited or reviewed by a CPA firm and were produced by management. The Financial Statements are incorporated by reference and were filed with OTCIQ.com as of March 31, 2019 for the year ended December 31, 2018. (See “Financial Statements – Notes to Financial Statements” filed with OTC Markets on March 31, 2019).

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Sky440, Inc. (the 'Company') a development stage company with two planned divisions: (i) a Products Development Division (the 'PD Division') and (ii) a Horticulture Development Division (the 'HDD Division'), is headquartered at 300 Spectrum Center Drive, Suite 400, Irvine California. As of December 31, 2018, the Company's planned principal operations have commenced at a minimal level, but have not generated revenue therefrom, and as a result Sky440 continues to be classified as a development stage company.

As of December 31, 2018, the Company had completed a change in domicile from the state of Nevada to the state of Delaware effective August 10, 2018.

As of December 31, 2018, the Company had filed a Regulation A Tier 1 Offering Circular with Securities and Exchange Commission ("SEC") on July 26, 2018. Under the terms of the filing, as amended, the Company is looking to raise \$2,000,000 at \$.0001 per share once the filing becomes effective. On November 9, 2018, the Regulation A Tier 1 Filing was qualified and became effective. As of December 31, 2018, no proceeds from the Regulation A Tier 1 Filing had been received by the Company. Details of the Regulation A Tier 1 Filing are available through the Company's filings with the SEC at www.sec.gov.

The business descriptions contained the plans for the Company going forward and do not represent any significant business operations as of December 31, 2018. In order to implement these plans, the Company must be able to secure the necessary funding. Failure to secure this funding could prevent the Company from making any significant progress in seeing its plans come to fruition. To date, The Company has not secured the necessary funding, and as a result, its planning has been curtailed to a minimal level. There can be no assurance that the Company will be successful in securing the required funding or that it will be able to implement its plans, even if it does secure the funding necessary to proceed. Therefore, any potential investment and/or purchase of the Company's stock either in a private transaction or through the public market should be considered an extremely high risk endeavor and the investor and or stock purchaser should be aware that his or hers' potential investment could be a total loss if the Company is unable to implement its business plan and as a result the Company has no value and furthermore its stock has no value at present, and the Company can give no assurances that it will in the future.

The primary objective of Sky440 is to develop two planned divisions: (i) a Products Development Division (the 'PD Division') and (ii) a Horticulture Development Division (the "HDD Division"). The Company is planning to grow through acquisitions, development and roll out of its product lines, product branding and development, sales and services, compliance, payment processing, medical billing and other service-related products. To achieve these results, the Company must be able to secure the necessary funding to fully implement its business plan. Because the Company is in the embryonic stages of its desire to implement the business plan, failure to secure the necessary funding would prevent the Company from making any significant progress in seeing its plans come to fruition. In our PD Division, our primary focus and planning has been in two general areas, including: (i) the planning to develop, manufacture, sell and service temporary portable housing units; and (ii) the planning for product development including publishing, marketing and distribution to support the Company's planned product lines. To achieve these results, the Company must be able to secure the necessary funding to fully implement these plans. To date, The Company has not secured the necessary funding and as a result the planning for the PD Division has been curtailed to a minimal level. There can be no assurance that the Company will be successful in securing the required funding or that it will be able to implement its plans.

In our HDD Division, our focus has been in four areas: (i) the planning for the development, manufacturing, sales and servicing of the Grow Vessel product line described below; (ii) planning for future ancillary branded products and consulting services; (iii) planning for incorporation of modern technologies for the Company to provide compliance, payment processing, medical billing, information portals and other Internet-based services; and (iv) planning for the future acquisition of real property. To achieve these results, the Company must be able to secure the necessary funding to fully implement these plans. To date, The Company has not secured the necessary funding and

as a result the planning for the HDD Division has been curtailed to a minimal level. There can be no assurance that the Company will be successful in securing the required funding or that it will be able to implement the above described plans even if it does secure the funding necessary to proceed.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

None

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

The Products Development Division ("PD")

Our planned vision for the PD Division is to develop a line of portable housing units and develop through acquisitions and in-house development a consumer products business with a focus on direct marketing. The portable housing units being planned are expected to use many of the same raw materials and technology being planned in the Company's HDD Grow Vessel proposed product line. The addition of this product line in our planned PD Division is in response to much needed temporary housing for homeless and other emergency situations where short term housing is called for.

To implement these plans, the Company must be able to secure the necessary funding to fully implement its business plan. Because the Company is in the embryonic stages of its desire to implement the PD Division business plan, failure to secure the necessary funding could prevent the Company from making any significant progress in seeing its plans come to fruition.

PD Principal Products

Portable Housing Overview

Our planned portable housing units expect to utilize many of the same raw materials and technology being planned in the Company's HDD Grow Vessel product line as a response to the much-needed temporary housing for homeless and other emergency situations where short term housing is needed. These units are expected to house multiple families and are expected to be easily relocated to appropriate locations as the need arises. The costs are expected to be substantially less than current temporary housing expenses, thereby expanding the agencies abilities to provide housing solutions for the homeless and allow the homeless to have a place to stay in a safe and secure environment.

To implement these plans, the Company must be able to secure the necessary funding to fully implement its business plan. Because the Company is in the embryonic stages of its desire to implement these plans, failure to secure the necessary funding could prevent the Company from making any significant progress in seeing its plans come to fruition.

HDD Principal Products

The HDD Division

In our planned HDD Division, the Company expects to focus on the development, manufacturing, sales and servicing of the planned Grow Vessel product line described below, the potential future addition of ancillary branded products and possibly the ability to provide consulting services to the industry, future development of technologies, compliance, payment processing, medical billing, information portals and other Internet-based services and the future acquisition of real property.

The planned product line is expected to be developed for and marketed through the Company's joint venture with Grow Tech LLP, a Houston, Texas based company ("Grow Tech") under the brand name "Grow Vessel". Grow Vessel plans to use repurposed steel shipping containers converted to self-contained, insulated, bug free, pesticide free, heated, cooled, LED lighted growing facilities that can be managed from a computer or phone to be sold to distributors and wholesalers who specialize in the planting and harvesting of fruits, vegetables and flowers and to distributors and wholesalers who specialize in the planting and cultivation of medical marijuana plants and flowers.

Grow Vessel Product Line

Sky440 entered into a multi-year joint venture with Grow Tech in 2016 to build high tech growing environments using proprietary systems that incorporate the latest technology available. Currently in the development stage, this pod technology can include equipment to extract water from the outside air with power produced by a combination of solar and wind. We expect to be able to pods that can be totally off the "Grid" and independent. Each of the pods requires only eight to ten hours of labor weekly. The pods are expected to be designed for growing horticulture products (including medical marijuana) all year without regard to weather, pollution and free from pests and diseases, off the grid. These crops have the potential to be harvested up to six times a year depending on the species and the grower.

Grow Vessel: A Modular State-of-the-Art Growing System

A Grow Vessel container is intended to be a custom designed and highly engineered modular, stackable and mobile vertical production environment: a fully insulated shipping container that has been specifically modified to provide the optimum controlled vertical environment for growing a wide range of horticultural and agricultural products regardless of outside climate conditions. The results are a significantly higher yield in a shorter time than all conventional production methods. With a Grow Vessel container, it is now possible to grow almost anything, almost anywhere.

Each Grow Vessel container is outfitted with a self-contained adjustable aluminum rack system that can contain any number of vertical production and/or propagation levels. The number of levels is determined by the height requirements of the crop being produced. Each level of the rack system can contain an appropriate number of crop-specific LED fixtures. By combining these custom wavelength combinations, the LED lights can alter the photosynthesis and/or photomorphogenesis response, allowing controllable, predictable and more robust growth, resulting in higher yields in a shorter period of time than conventional production methods.

Ancillary Products

According to Marijuana Business Daily, one of the fastest growing areas in the cannabis business is the ancillary business segment, which consists of firms that do not handle marijuana products but provide services for those who do. In this sector, the Company plans to focus on acquiring intellectual property and what is commonly known as "disruptive technologies".

The Company is looking to acquire and exploit these types of intellectual properties, especially those that will enable the Company to build a strong foundation. Sky440 is also looking at acquiring "disruptive technologies", which are new and forward-looking technologies that could have a significant impact on the industry, especially in the area of new product development, data collection and sell through technologies.

Further, the Company is searching for existing assets such as existing small companies that would complement the Company's planned operations, with an emphasis on companies that are scalable in the industry and that are adaptable to the ever changing legal and regulatory environment.

Compliance, Payment Processing, Medical Billing & Information Portals

New Technology

The cannabis industry continues to grow in more than two dozen states with medical marijuana laws and a handful that also legalized recreational use, including California, Colorado, Alaska, Washington and Oregon. Nevada's newly approved cannabis industry already has a product shortage after just two weeks of operation. Demand quickly outpaced supply.

Industry experts across several states have reported that bank accounts were often frozen, shut down or new account applications rejected outright if the financial institution thought the business was cannabis related. Many banks who do work with cannabis businesses charge unusually high service fees. Congressman Ed Perlmutter of Colorado reportedly estimated 40 percent of Colorado cannabis businesses do not have bank accounts. As new technologies gain popularity, the cannabis industry is increasingly turning to alternative forms of payment.

Reducing cash stockpiles helps communities stay safe and the privacy features of digital wallets could help employees avoid discrimination from lenders. Several companies, including Sky440, are also exploring a variety of ways new technologies can also provide solutions across the supply chain, including new technology applications for compliance, payment processing, medical billing, information portals and other Internet-based services.

Real Property

The HDD Division's proposed real estate plan is to eventually purchase, develop, manage, lease and sell real property. The Company plans to serve the horticulture industry, including the cannabis marketplace, as a landlord and equipment supplier, providing value-added state-of-art facilities and services. The Company's planned real estate business is expected to include the acquisition and leasing of cultivation space and related facilities to licensed marijuana growers and retailers for their operations. Facilities will only be leased to tenants that comply and continue to comply with applicable licenses and other relevant laws and regulations.

The Company has been exploring properties that could be purchased and leased in Washington, California, Oregon, Colorado, Arizona and Nevada. These projects include the potential purchase and leaseback of existing, currently operating facilities, as well as proposed new construction projects. There can be no assurance that the Company will be able to complete any of these transactions.

The Company will continue to evaluate and consider the purchase of industrial commercial buildings that are in the designated zoned areas of municipalities. In addition, while the initial focus is to attract cannabis related entities, the final use of these properties is not limited to the cannabis industry. In order to attract cannabis-related tenants to lease our properties, the HDD Division plans to renovate these spaces based on the requirements of the business and incorporate these additional costs into their lease. Additionally, the Company may facilitate these improvements by offering to consult on the build-out of their facility and/or capital based on the needs of the tenant, the term of the lease, and their business model.

Ancillary Products and Services

The HDD Division also plans to potentially provide financing and general advisory services to approved and licensed horticulture operators for business development, facilities design and construction, cultivation and retail operations, marketing and the improvement and expansion of existing operations.

The proposed services could include financing options for licensed or existing operators that require start-up, operating or expansion capital. The Company will also consider providing capital to potential tenants (see Real Property above) to refinance current debt, as long as they meet our underwriting criteria. Additionally, the HDD Division plans to offer sale-and-leaseback financing arrangements with tenant purchase options. These types of financing solutions provide flexibility for tenants long-term, while capitalizing their operations.

The HDD Division plans to establish a network of real estate experts, including legal, licensing, construction and growing in order to provide consulting services to potential tenants in the horticulture industry trying to navigate the real estate/zoning process and/or regulatory environment.

In addition, the Company is exploring the next generation of back-end enterprise software for medical marijuana dispensaries. The Company plans to acquire and or develop software to handle everything from patient management to inventory control to checkout at point of sale.

Selected Regulatory and Other Issues to Consider

More banks serving cannabis sector, but Cole Memo repeal threatens to slow progress

The number of banks and credit unions actively serving the marijuana industry has jumped nearly 91% from fiscal year 2014 to fiscal year 2018. But former U.S. Attorney General Jeff Sessions' decision to repeal the Cole Memo on January 4, 2018 (described below) may prevent banking institutions from working with cannabis-related businesses.

According to the latest report issued by the Financial Crimes Enforcement Network (FinCEN) in March 2019, 438 banks and 113 credit unions are providing services to marijuana businesses for an aggregate total of 551 depository institutions actively banking marijuana related businesses in the United States, up from just 51 in March 2014. Guidance outlined in a February 2014 FinCEN memo spurred the increased access to banking services, as it provided banks with a framework for how to work with marijuana industry clients. Generally speaking, the FinCEN memo requires financial institutions to verify that marijuana companies are properly licensed by the state to monitor any financial wrongdoing and report suspicious activity to regulators.

Although Sessions repealed the Obama-era Cole Memo protections, banks and credit unions serving clients in the marijuana industry were not immediately affected by this decision – as the guidance outlined in the February 2014 FinCEN memo is completely separate from the Cole Memo.

The Cole Memorandum was a United States Department of Justice memorandum issued August 29, 2013, by United States Deputy Attorney General James M. Cole during the presidency of Barack Obama. The memorandum, sent to all United States Attorneys, governed federal prosecution of offenses related to marijuana. The memo stated that given its limited resources, the Justice Department would not enforce federal marijuana prohibition in states that "legalized marijuana in some form and ... implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale, and possession of marijuana," except where a lack of federal enforcement would undermine federal priorities (such as preventing violence in marijuana cultivation and distribution, preventing cannabis impaired driving, and preventing marijuana revenues from going to gangs and cartels).

However, the scrapping of the Cole Memo – combined with a top Treasury Department officials' statement that the Trump administration is reviewing the FinCEN safeguards – has further muddied the water in a situation that was unclear to begin with.

Marijuana remains illegal under federal law and the risk of losing a federal license or incurring some other punishment has proved too much for most financial service providers to stomach. Combined, there are over 11,000 banks and credit unions operating throughout the United States, meaning less than 4% of U.S.-based financial institutions are serving marijuana businesses. Many banks that do provide services to cannabis companies prefer to keep quiet about it, however, making it especially difficult for marijuana businesses to find a financial services provider. Financial institutions that knowingly provide banking services to cannabis businesses often charge a premium for their services. Banks account for the vast majority of financial institutions that serve cannabis businesses, with credit unions making up just a 25% share. This suggests that larger institutions have the resources needed to cater to the marijuana industry, given the regulatory hurdles involved with serving a sector that's illegal under federal law. In fact, less than 30% of U.S. credit unions manage more than \$100 million in assets, according to a report from the Credit Union National Association.

The Compassionate Access, Research Expansion, and Respect States Act (“CARERS Act”)

Continuing an ongoing debate first started in 2015 with the bipartisan introduction of the Compassionate Access, Research Expansion and Respect State Act (CARERS Act), two U.S. House reps have reintroduced the bill into the new 2019-2020 U.S. legislative session. The CARERS Act is the first cannabis reform bill to land in the U.S. Congress this year. In March 2015, legislation was introduced in the U.S. Senate proposing to change federal law such that states could regulate medical use of cannabis without risk of prosecution. A key component of the proposed CARERS Act is to reclassify cannabis under the Controlled Substances Act to Schedule II, thereby changing the plant from a federally-criminalized substance to one that has recognized medical uses. There is no guarantee that the current administration will not change its stated policy regarding the low-priority enforcement of federal laws.

The bill would essentially enshrine the Joyce Amendment as law, even bolstering that budget rider's protections for state-legal medical marijuana businesses. If the bill becomes law the federal government would take a hands-off approach to medical marijuana and allow states to legalize and regulate their own markets. Furthermore, and more pointedly, the CARERS Act would allow the U.S. Department of Veterans Affairs to actively issue medical marijuana recommendations for patients, something that the department has proven reluctant to do.

Section 280E of the Federal Tax Code

In addition to the ongoing issues discussed throughout this filing, the one issue that has a direct effect on the cash flow of marijuana-related businesses is the 1982 federal tax code amendment known as Section 280E, which denies tax credits or exemptions to businesses “trafficking” in controlled substances. As a result, cost of goods, advertising costs, employee salaries and rent are not deductible, resulting in almost all of the revenue being generated being subject to maximum taxation without the normal business deductibles.

FinCEN

The Financial Crimes Enforcement Network (“FinCEN”) provided guidance on February 14, 2014 about how financial institutions can provide services to cannabis-related businesses consistent with their Bank Secrecy Act (“BSA”) obligations. For purposes of the FinCEN guidelines, a “financial institution” includes any person doing business in one or more of the following capacities:

- bank (except bank credit card systems);
- broker or dealer in securities;
- money services business;
- telegraph company;
- casino;
- card club; and
- a person subject to supervision by any state or federal bank supervisory authority.

In general, the decision to open, close, or refuse any particular account or relationship should be made by each financial institution based on a number of factors specific to that institution. These factors may include its particular business objectives, an evaluation of the risks associated with offering a particular product or service, and its capacity to manage those risks effectively. Thorough customer due diligence is a critical aspect of making this assessment.

As part of its customer due diligence, a financial institution should consider whether a cannabis-related business implicates one of the FinCen priorities or violates state law. This is a particularly important factor for a financial institution to consider when assessing the risk of providing financial services to a cannabis-related business. Considering this factor also enables the financial institution to provide information in BSA reports pertinent to law enforcement’s priorities. A financial institution that decides to provide financial services to a cannabis-related business would be required to file suspicious activity reports.

Competition

Although the Company’s main business as proposed is focused on an industry segment that is still in its infancy, there are several other companies whose business plans incorporate shipping containers that have been modified for hydroponic grow operations or pre-designed growing pods similar to the planned Grow Vessel product line. Furthermore, as of the date of this report, Sky440’s housing pod configuration has not yet seen any competitors.

As of December 31, 2018, these current competitors include GreenTech Agro’s Growtainer, WeedBiz, Delta 9, Tow and Grow, Grow Trucks, CannaPods, Grow Pod, Freight Farms, Modular Farms, Moveable Container Storage, Gateway Containers, The Farmery, Saf-T-Box and Square Roots.

In addition, there are many other companies, both private and public, that are in the horticulture and/or cannabis industry and which are direct competition to our Company. Many of these companies provide similar products and/or services, such as real estate, including shared workspace, data information, equipment leasing and consulting services. In the future the Company fully expects that many other companies will recognize the value of ancillary businesses serving the cannabis industry and enter into the marketplace as competitors.

The cannabis industry in the United States is highly fragmented, rapidly expanding and evolving. The industry is characterized by new and potentially disruptive or conflicting legislation propounded on a state-by-state basis. Our competitors may be local or international enterprises and may have financial, technical, sales, marketing and other resources greater than ours. These companies may also compete with us in recruiting and retaining qualified personnel and consultants.

Our competitive position will depend on our ability to attract and retain qualified consultants and advisors with industry depth, and talented managerial, operational and other personnel. Our competitive position will also depend on the Company's ability to develop and acquire effective proprietary products and solutions, personal relationships of our executive officers and directors, and our ability to secure adequate capital resources. We will compete to attract and retain customers of our services. We expect to compete in this area on the basis of price, regulatory compliance, vendor relationships, usefulness, availability, and ease of use of our planned services.

To achieve competitive results, the Company must be able to secure the necessary funding to fully implement its plans. To date, The Company has not secured the necessary funding and as a result the planning for implementation of the Company's business plans have been curtailed to a minimal level. To address this issue, the Company filed a Regulation A Tier 1 Offering Circular with Securities and Exchange Commission ("SEC") on July 26, 2018. Under the terms of the filing, as amended, the Company is looking to raise \$2,000,000 at \$.0001 per share once the filing becomes effective. On November 9, 2018, the Regulation A Tier 1 Filing was qualified and became effective. As of December 31, 2018, no proceeds from the Regulation A Tier 1 Filing had been received by the Company. Details of the Regulation A Tier 1 Filing are available through the Company's filings with the SEC at www.sec.gov.

There can be no assurance that the Company will be successful in securing the required funding or that it will be able to implement the above described plans even if it does secure the funding necessary to proceed. Therefore, any potential investment and or purchase of the Company's stock either in a private transaction and or through the public market should be considered an extremely high risk endeavor and the investor and or stock purchaser should be aware that his or hers' potential investment could be a total loss if the Company is unable to fully implement its business plan and as a result the Company has no value and furthermore its stock has no value either at present or in the future.

Risk Factors

Our business operations, including both our PD Division and our HDD Division, are subject to a number of high risk factors, including the potential loss of any investment and or stock purchase of the Company's shares, and these high risks are not limited to the following:

- The high-risk nature of the Product Development and Horticulture Development business we plan to develop;
- Our ability to acquire and or develop commercial products under our planned Product Development Division;
- Our ability to successfully develop, produce and market our planned portable temporary housing units for homeless under our planned Product Development Division;
- Our ability to successfully develop, produce, market and distribute our planned Grow Vessel product line under our planned Horticulture Development Division;
- The speculative nature of the business we intend to develop;
- Our reliance on suppliers and customers;
- Our dependence upon external sources for the financing of our operations, particularly given that there are concerns about our ability to continue as a "going concern";
- Our ability to effectively execute our business plan;
- Our ability to manage our expansion, growth and operating expenses;
- Our ability to finance our businesses;
- Our ability to promote our businesses;
- Our ability to compete and succeed in highly competitive and evolving businesses;
- Our ability to respond and adapt to changes in technology and customer behavior; and
- Our ability to protect our intellectual property and to develop, maintain and enhance strong brands.

Extremely High-Risk Factors for Any Potential Investment and or Purchase of the Company's Shares

At this Stage of Our Business Operations, We May Never Achieve Our Goals for Profitability or Generate Any Significant Amount of Revenues, Thus Potential Investors and Stockholders Have a High Probability of Losing Their Investment and or the Value of their Stock. If We Are Unable to Continue as a Going Concern, You Will Lose Your Investment and or Your Stock may become Worthless.

There is nothing at this time on which to base an assumption that our business operations will prove to be successful or that we will be able to operate profitably. Our future operating results will depend on many factors, including our ability to raise adequate working capital, demand for our products, the level of our competition and our ability to attract and maintain key management and employees. If we are unable to continue as a going concern, you will lose your investment and or your stock may become worthless. To date, the Company has not secured the necessary funding and as a result the planning for implementation of the Company's business plans have been curtailed to a minimal level. There can be no assurance that the Company will be successful in securing the required funding or that it will be able to implement its business plans even if it does secure the funding necessary to proceed. Therefore, any potential investment and or purchase of the Company's stock either in a private transaction and or through the public market should be considered an extremely high risk endeavor and the investor and or stock purchaser should be aware that his or hers' potential investment could be a total loss if the Company is unable to fully implement its business plan and as a result the Company has no value and furthermore its stock has no value either at present or in the future. Any investment in the Company and or purchase of the Company's stock should be considered an extremely high-risk transaction and any potential investor and or purchaser of the Company's stock should be very cautious when making any financial decision regarding the Company.

We Developed a New Strategy, and the Future Success of Our Company Will Depend on its Successful Execution.

Between 2014 and 2018, we developed and announced our new strategy, and are now executing on it. The primary strategy of Sky440 is to develop two planned divisions: (i) the PD Division and (ii) the HDD Division. In our PD Division, our primary strategy and planning has been in the two general disciplines, including: (i) The planning to develop, manufacture, sell and service temporary portable housing units for the homeless; and (ii) the planning for product development including publishing, marketing and distribution to support the Company's planned product lines in both the PD and HDD divisions.

In our HDD Division, our strategy has been in five distinct areas: (i) the planning for the development, manufacturing, sales and servicing of the Grow Vessel product line; (ii) planning for future ancillary branded products and consulting services; (iii) planning for incorporation of modern technologies for the Company to provide compliance, payment processing, medical billing, information portals and other Internet-based services; (iv) planning for the future acquisition of real property; and (v) planning for the potential expansion internationally. Because this new strategy will chart the Company's course of action and priorities for years to come, the future success of the Company will depend on its successful execution. Our strategy will bring additional risks to the business (such as those associated with greater use of capital, development and acquisition of new products, or entry into new industries or geographic markets) or magnify existing risks as our business priorities and objectives are adjusted. If our strategy is flawed, or if we fail to execute it well, our business and financial performance may be materially and adversely affected.

As a development stage company, it is difficult for potential investors to evaluate our business. We will need to raise additional capital in order to fund our operations. There can be no assurance that such additional capital will be available to us on favorable terms or at all. There can be no assurance that we will be profitable. Any investment in the Company and or purchase of the Company's stock should be considered an extremely high-risk transaction and any potential investor and or purchaser of the Company's stock should be very cautious when making any financial decision regarding the Company.

We May Be Unable to Expand into New Markets.

Our planned growth and profitability depend on our ability to successfully realize our growth strategy by expanding throughout the United States and internationally. We cannot assure you that our efforts to expand into new markets, particularly in states where we do not currently operate, will succeed. In order to operate in new markets, we may need to modify our existing business model and cost structure to comply with local regulatory or other requirements,

which may expose us to new operational, regulatory or legal risks. In addition, expanding into new states may subject us to unfamiliar or uncertain local regulations that may adversely affect our operations, for example, by applying, obtaining and/or maintaining appropriate licenses. Facilities we open in new markets may also take longer to reach expected revenue and profit levels on a consistent basis and may have higher construction, occupancy or operating costs than facilities we open in existing markets, thereby affecting our overall profitability. New markets may have competitive conditions, consumer preferences and spending patterns that are more difficult to predict or satisfy than our existing markets.

There Is Substantial Doubt About Our Ability to Continue as a Going Concern.

Our financial statements have been prepared on a going concern basis, which assumes we will be able to realize our assets and discharge our liabilities in the normal course of business for the foreseeable future. We have incurred a loss since January 1, 1996 (Inception) resulting in an accumulated deficit of approximately \$5,297,278 as of December 31, 2018 and we expect further losses in the development of our business.

Our ability to continue as a going concern is dependent upon our becoming profitable in the future and, or, obtaining the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. There is no guarantee that we will be successful in achieving these objectives. To date, The Company has not secured the necessary funding and as a result the planning for implementation of the Company's business plans have been curtailed to a minimal level. There can be no assurance that the Company will be successful in securing the required funding or that it will be able to implement its business plans even if it does secure the funding necessary to proceed. Therefore, any potential investment and or purchase of the Company's stock either in a private transaction and or through the public market should be considered an extremely high risk endeavor and the investor and or stock purchaser should be aware that his or hers' potential investment could be a total loss if the Company is unable to fully implement its business plan and as a result the Company has no value and furthermore its stock has no value either at present or in the future. Any investment in the Company and or purchase of the Company's stock should be considered an extremely high-risk transaction and any potential investor and or purchaser of the Company's stock should be very cautious when making any financial decision regarding the Company.

We Operate in a Highly Competitive Industry and Potential Competitors Could Duplicate Our Business Model.

We are involved in several highly competitive industries where we compete with numerous other companies who offer products and services similar to those we offer. As of December 31, 2018, there are no aspects of our business plan that is protected by patents, copyrights, trademarks, or trade names.

As a result, potential competitors could duplicate our business model with little effort. Some of our potential competitors may have significantly greater resources than we have, which may make it difficult for us to compete. There can be no assurance that we will be able to successfully compete against these other entities.

Competitors Will Have Significantly Greater Financial and Other Resources Than the Company, and They May Sell Competing Products and Services at Lower Prices or At Lower Profit Margins, Resulting in Pressures on Our Prices and Margins.

The sizes of our potential competitors vary widely across market and service segments. Therefore, most of our potential competitors will have significantly greater financial, technical, marketing or other resources than we do in any one or more of our market segments, or overall. As a result, these potential competitors may be in a position to respond more quickly to new or emerging technologies, methodologies and changes in customer requirements, or may devote greater resources than we could to the development, promotion, sale and support of products and services. Moreover, new competitors or alliances among our competitors may emerge and potentially reduce our market share, revenue or margins. Some of our competitors also may choose to sell products or services competitive to ours at lower prices by accepting lower margins and profitability or may be able to sell products or services competitive to ours at lower prices given proprietary ownership of data, technical superiority, a broader or deeper product or experience set, or economies of scale. Price reductions or pricing pressure by our competitors could negatively impact our margins and results of operations and could also harm our ability to obtain new customers on favorable terms. Competitive pricing pressures tend to increase in difficult economic environments, such as the

current environments in the U.S. and other economies, due to reduced marketing expenditures of many of our clients and prospects and the resulting impact on the competitive business environment for marketing service providers such as our company.

If Our Leaders are Unsuccessful, or If We Lose Key Management and Are Unable to Attract and Retain the Talent Required for Our Business, Our Operating Results Could Suffer.

In the past, we replaced many of our officers and directors, including our President, Chief Executive Officer and Chairman, and significantly reorganized our operational structures. As of December 31, 2018, our President, Chief Executive Officer and Chairman is our sole officer and board member. In the future, either operating with our current sole officer and director or with additional officers and directors, if there is a failure in their roles and responsibilities (and more generally if we are unable to attract new officers and directors with the necessary skills to manage our business) our business and its operating results may suffer.

Further, our future prospects depend in large part upon our ability to attract, train and retain experienced technical, client services, sales, consulting, research and development, marketing, administrative and management personnel. While the demand for personnel is dependent on employment levels, competitive factors and general economic conditions, qualified personnel historically have been in great demand. The loss or prolonged absence of the services of these individuals could have a material adverse effect on our business, financial position or operating results.

We Will Need Additional Capital in the Future to Finance Our Planned Growth, Which We May Not Be Able to Raise, or It May Only Be Available on Terms Unfavorable to Us or Our Stockholders. Ultimately, This May Result in Our Inability to Fund Our Working Capital Requirements and Harm Our Operational Results.

We need capital to operate and fund our business plan. To address this issue, the Company filed a Regulation A Tier 1 Offering Circular with Securities and Exchange Commission (“SEC”) on July 26, 2018. Under the terms of the filing, as amended, the Company is looking to raise \$2,000,000 at \$.0001 per share once the filing becomes effective. On November 9, 2018, the Regulation A Tier 1 Filing was qualified and became effective. As of December 31, 2018, no proceeds from the Regulation A Tier 1 Filing had been received by the Company. Details of the Regulation A Tier 1 Filing are available through the Company’s filings with the SEC at www.sec.gov. We do not know what the terms of any future capital raising may be, but any future sale of our equity securities will dilute the ownership of existing stockholders. Additional financing might not be available on terms favorable to us, or at all. If adequate funds were not available or were not available on acceptable terms, our ability to fund our operations, take advantage of unanticipated opportunities, develop or enhance our business or otherwise respond to competitive pressures would be significantly limited. In such a capital restricted situation, we may curtail our marketing, development, and operational activities or be forced to sell some of our assets on an untimely or unfavorable basis, each of which could have a material adverse effect on our results of operations and financial condition.

Any potential investment and or purchase of the Company’s stock either in a private transaction and or through the public market should be considered an extremely high risk endeavor and the potential investor should be aware that his or hers’ potential investment could be a total loss if the Company is unable to fully implement its business plan and as a result the Company would have no value and furthermore our stock would have no value either at present and may not in the future.

We Must Successfully Identify and Evaluate Planned Acquisition Targets and Integrate Acquisitions.

Future acquisitions are an essential component of our strategy to grow the Company, and we have announced plans to actively pursue acquisitions as resources become available. We plan to evaluate acquisition opportunities to expand our planned product and service offerings and geographic locations, including potential international acquisitions. Acquisition activities, even if not consummated, require substantial amounts of management time and can distract from normal operations. In addition, we have in the past and may in the future be unable to achieve the profitability goals, synergies and other objectives initially sought in acquisitions, and any acquired assets, data or businesses may not be successfully integrated into our operations. Acquisitions may result in the impairment of relationships with employees and customers. Moreover, although we plan to review and analyze assets or companies we plan to acquire, such reviews are subject to uncertainties and may not reveal all potential risks, and we may incur

unanticipated liabilities and expenses as a result of our acquisition activities. The failure to identify appropriate candidates, to negotiate favorable terms, or to successfully integrate future acquisitions into existing operations could result in not achieving planned revenue growth and could negatively impact our net income and earnings per share.

We have pursued and intend to continue to pursue strategic acquisitions or investments in new markets and may encounter risks associated with these activities, which could harm our business and operating results. Our future planned acquisitions or investments may not be successful; and if we fail to realize the anticipated benefits of these acquisitions or investments, our business and operating results could be harmed. We have incurred costs and encountered difficulties in the past in connection with planned acquisitions and investments that did not materialize. Future acquisitions may result in dilutive issuances of equity securities, the incurrence of additional debt, large write-offs, impairments, a decrease in future profitability, or future losses. The incurrence of debt in connection with any future acquisitions could restrict our ability to obtain working capital or other financing necessary to operate our business. At this stage of our business operations, we may never achieve our goals or generate any significant amount of revenues, thus potential investors and stockholders have a high probability of losing their investment and or the value of their stock. If we are unable to continue as a going concern, you will lose your investment and or your stock may become worthless.

Portable Housing Risk Factors

There is no guarantee that our portable housing units will be accepted. Despite an overwhelming need for solutions to the homeless issue in the United States, there is no guarantee that our proposed solution utilizing portable housing units being developed by our Company will be accepted by local municipalities, regional and or national government agencies. Currently, agencies rely upon temporary housing at local motels, housing vouchers, vacant buildings, tent cities, purchasing commercial properties and expensive retrofitting of existing government owned buildings. All of these and other efforts have made little progress in solving the issue. There are simply more homeless than local, state and regional resources can accommodate. Many factors determine which solutions agencies approve, including financial, political and acceptance of the housing by the homeless population.

Real Estate Risk Factors

Because Our Proposed Business Model Depends Upon the Availability of Future Financing, Any Change in Our Ability to Raise Money Will Adversely Affect Our Financial Condition.

Our ability to acquire, operate and sell properties, engage in the business activities that we have planned and achieve positive financial performance depends, in large measure, on our ability to obtain financing in amounts and on terms that are favorable. The capital markets in the United States have recently undergone a turbulent period in which lending was severely restricted. Although there appears to be signs that financial institutions are resuming lending, the commercial real estate lending market has not yet returned to its pre-2008 state. Obtaining favorable financing in the current environment remains challenging. In the event the lender or any other is unable to finance our business, we will not be able to implement our business plan and our financial performance could be adversely affected.

There can be no assurance that the Company will be successful in securing the required funding necessary to proceed. Therefore, any potential investment and or purchase of the Company's stock either in a private transaction and or through the public market should be considered an extremely high-risk endeavor and the investor and or stock purchaser should be aware that his or her potential investment could be a total loss if the Company is unable to secure the necessary funding. Any investment in the Company and or purchase of the Company's stock should be considered an extremely high-risk transaction and any potential investor and or purchaser of the Company's stock should be very cautious when making any financial decision regarding the Company.

The Price We Pay for to Acquire Real Property Will Be Based on Our Projections of Market Factors, and Our Return on Investment May Be Lower Than Expected If Our Projections Are Inaccurate.

The price we pay for real property investments will be based on our projections of market demand, the costs of any renovation of a property and other factors. In addition, as the real estate market continues to strengthen with the improvement of the U.S. economy, we will face increased competition, which may drive up prices for real estate

assets, result in less available distressed properties and make acquisitions less favorable to us. If any of our projections are inaccurate or we ascribe a higher value to assets and their value subsequently drops or fails to rise because of market factors, returns on our investment may be lower than expected and could experience losses. We will experience competition for real estate investments from individuals, corporations and other entities engaged in real estate investment activities, many of whom have greater financial resources than us. Competition for investments may have the effect of increasing costs and reducing returns to our investors.

Because We Plan to Buy, Sell and Lease Property, We Will Be Subject to General Real Estate Risks.

We will be subject to risks generally incident to the ownership of real estate, including: (a) changes in general economic or local conditions; (b) changes in supply of, or demand for, similar or competing properties in the area; (c) bankruptcies, financial difficulties or defaults by tenants or other parties; (d) increases in operating costs, such as taxes and insurance; (e) the inability to achieve full stabilized occupancy at rental rates adequate to produce targeted returns; (f) periods of high interest rates and tight money supply; (g) excess supply of rental properties in the market area; (h) liability for uninsured losses resulting from natural disasters or other perils; (i) liability for environmental hazards (as further described below); and (j) changes in tax, real estate, environmental, zoning or other laws or regulations. For these and other reasons, no assurance can be given that we will be profitable and one or more of these risks could be detrimental to our business.

Information Technology, Direct Marketing and Intellectual Property Risk Factors

We Must Maintain Technological Competitiveness, Continually Improve Our Processes and Develop and Introduce New Products and Services in a Timely and Cost-Effective Manner.

We believe that our future success depends on, among other things, maintaining technological competitiveness in our planned products, processing functionality and software systems and services. Technology changes rapidly as makers of computer hardware, network systems, programming tools, programming languages, operating systems, database technology and mobile devices continually improve their offerings.

Advances in information technology may result in changing customer preferences for products and product delivery channels in our industry. The increasingly sophisticated requirements of our potential customers will require us to continually improve our processes and provide new products and services in a timely and cost-effective manner (whether through development, license or acquisition). We may be unable to successfully identify, develop and bring new and enhanced services and products to market in a timely and cost-effective manner, such services and products may not be commercially successful, and services, products and technologies developed by others may render our services and products noncompetitive or obsolete.

Risks Related to New Technology in the Cannabis Industry

The regulatory regime governing new technologies is uncertain and new regulations or policies may materially adversely affect any planned technology in the cannabis sector that might be developed and or acquired by the Company.

Regulation of new technologies in the cannabis industry currently is undeveloped and likely to rapidly evolve, varying significantly among international, federal, state and local jurisdictions and is subject to significant uncertainty. Various legislative and executive bodies in the United States and in other countries may in the future, adopt laws, regulations, guidance, or other actions, which may severely impact planned technology that the Company may develop and or acquire and the adoption and utility of the technology by the industry. Failure by the Company or certain users of the technology to comply with any laws, rules and regulations, some of which may not exist yet or are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines.

The further development and acceptance of new technologies which are part of a new and rapidly changing industry are subject to a variety of factors that are difficult to evaluate.

The slowing or stopping of the development or acceptance of any new technologies would have an adverse material effect on the successful development and adoption of any new technologies to be developed and or acquired by the

Company. There can be no assurance that the Company will be successful in developing and or acquiring any new technologies necessary to proceed with that segment of the Company's business plans or that it will be able to secure the required funding to move forward. Therefore, any potential investment and or purchase of the Company's stock either in a private transaction and or through the public market should be considered an extremely high-risk endeavor and the investor and or stock purchaser should be aware that his or her potential investment could be a total loss if the Company is unable to secure the necessary funding. Any investment in the Company and or purchase of the Company's stock should be considered an extremely high-risk transaction and any potential investor and or purchaser of the Company's stock should be very cautious when making any financial decision regarding the Company.

Cannabis Industry Risk Factors

Because We Have No Operating History in the Cannabis Industry, We May Not Succeed.

The Company has no specific operating history or experience in developing, marketing, selling and distribution of its planned product line, or procuring, building out or leasing real estate for agricultural purposes, specifically medical marijuana grow facilities, or with respect to any other activity in the cannabis industry. Moreover, we are subject to all risks inherent in a developing a new business enterprise. Our likelihood of success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with establishing a new business and the competitive and regulatory environment in which we operate. For example, the medical marijuana industry is new and may not succeed, particularly should the federal government change course and decide to prosecute those dealing in medical and/or recreational marijuana. If that happens there may not be an adequate market for our properties or other activities, we propose to engage in.

You should further consider, among other factors, our prospects for success in light of the risks and uncertainties encountered by companies that, like us, are in their early stages. For example, unanticipated expenses, delays and or complications with build outs, zoning issues, legal disputes with neighbors, local governments, communities and or tenants. We may not successfully address these risks and uncertainties or successfully implement our operating strategies. If we fail to do so, it could materially harm our business to the point of having to cease operations and could impair the value of our common stock to the point investors may lose their entire investment.

The Cannabis Industry Faces Significant Opposition.

According to ongoing news reports it appears that large well-funded businesses may have a strong economic opposition to the cannabis industry. Further, the cannabis industry could face a material threat from the pharmaceutical industry, should cannabis displace other drugs or encroach upon the pharmaceutical industry's products. The pharmaceutical industry is well funded with a strong and experienced lobby that eclipses the funding of the medical cannabis industry. Any inroads the pharmaceutical industry could make in halting or impeding the cannabis industry could have a detrimental impact on our proposed business.

The use of medical and recreational marijuana still carries significant social stigma. We are substantially dependent on continued market acceptance and proliferation of consumers of medical and recreational marijuana. We believe that as marijuana becomes more accepted the stigma associated with marijuana use will diminish and as a result consumer demand will continue to grow. And while we believe that the market and opportunity in the marijuana space continues to grow, we cannot predict the future growth rate and size of the market. Any negative outlook on the marijuana industry will adversely affect our business operations.

Because Marijuana Is Illegal Under Federal Law, We Could be Subject to Criminal and Civil Sanctions for Engaging in Activities That Violate Those Laws.

Despite the development of a legal cannabis industry under the laws of certain states, these state laws legalizing medical and adult cannabis use are in conflict with the Federal Controlled Substances Act, which classifies cannabis as a Schedule-I controlled substance and makes cannabis use and possession illegal on a national level. The United States Supreme Court has ruled in *United States v. Oakland Cannabis Buyers' Coop.* and *Gonzales v. Raich* that it is the federal government that has the right to regulate and criminalize cannabis, even for medical purposes, and thus federal law criminalizing the use of cannabis preempts state laws that legalize its use. In March 2015, bipartisan legislation was introduced in the U.S. Senate proposing to change federal law such that states could regulate medical

use of cannabis without fear of prosecution. A key component of the proposed Compassionate Access, Research Expansion, and Respect States Act (the “CARERS Act”) is to reclassify cannabis under the Controlled Substances Act to Schedule II, thereby changing the plant from a federally-criminalized substance to one that has recognized medical uses.

The Trump administration hasn’t yet decided what to do about marijuana enforcement in states that have legal cannabis programs. According the Department of Justice, opioid deaths are driving the increased emphasis on drug enforcement. The Department of Justice stated that the Trump administration believes marijuana legalization is a lot more harmful than a lot of people anticipated.

The prior administration stated that it is not an efficient use of resources to direct law federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical marijuana. However, there is no guarantee that the current administration will not change its stated policy regarding the low-priority enforcement of federal laws. Additionally, the new administration could change this policy and decide to enforce the federal laws strongly. Any such change in the federal government's enforcement of current federal laws could cause significant financial damage to the industry, at least as it is currently instituted. Should such a change occur, our HDD Division business operations could be affected. If our potential marijuana tenants are forced to shut their operations, we would need to seek to replace those tenants with non-marijuana tenants, who would likely expect to pay lower rents. Moreover, if the marijuana industry were forced to shut down at once, it would result in a high amount of vacancies at once and create a surplus of supply, driving leases and property values lower. Additionally, we would realize an economic loss on any and all improvements made to the properties that were specific to the marijuana industry and we would likely lose any and all investments in the US market that were marijuana-related.

Further, and even if we do not directly harvest, cultivate, possess, distribute or sell cannabis, by leasing facilities and financing growers of medicinal marijuana, we could be deemed to be participating in marijuana cultivation or aiding and abetting, which remains illegal under federal law, and exposes us to potential criminal liability, with the additional risk that our properties could be subject to civil forfeiture proceedings. Moreover, since the use of marijuana is illegal under federal law, we may have difficulty acquiring or maintaining bank accounts and insurance and our shareholders may find it difficult to deposit their stock with brokerage firms.

Our Contemplated Business Plan is Dependent on State Laws Pertaining to the Cannabis Industry.

Continued development of the cannabis industry is dependent upon continued legislative authorization of cannabis at the state level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process. Any one of these factors could slow or halt use of cannabis, which would negatively impact our proposed business.

Laws and Regulations Affecting the Regulated Marijuana Industry are Constantly Changing, Which Could Detrimentially Affect our Proposed Operations, and We Cannot Predict the Impact that Future Regulations May Have on Us

Federal, state and local cannabis laws and regulations are broad in scope and subject to evolving interpretations, which could require us to incur substantial costs associated with compliance or alter our business plan. In addition, violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our operations. Furthermore, it is possible that regulations may be enacted in the future that will be directly applicable to our proposed business. We cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on our business.

FDA Regulation of Marijuana and the Possible Registration of Facilities Where Medical Marijuana Is Grown Could Negatively Affect the Cannabis Industry that Would Directly Affect our Financial Condition.

Should the federal government legalize marijuana for medical use, it is possible that the U.S. Food and Drug Administration (FDA) would seek to regulate it under the Food, Drug and Cosmetics Act of 1938. Additionally, the FDA would issue rules and regulations including CGMPs (certified good manufacturing practices) related to the growth, cultivation, harvesting and processing of medical marijuana. Clinical trials may be needed to verify efficacy and safety. It is also possible that the FDA would require that facilities where medical marijuana is grown be registered with the FDA and comply with certain federally prescribed regulations. In the event that some or all of these regulations are imposed, we do not know what the impact would be on the marijuana industry, what costs, requirements and possible prohibitions may be enforced. If we are unable to comply with the regulations and or registration as prescribed by the FDA, we may be unable to operate our planned business.

Because We May Be Unable to Identify, and/or Successfully Acquire Properties Which Are Suitable for Our Cannabis Business, Our Financial Condition May Be Negatively Affected.

Our business plan involves the identification and the successful acquisition of real properties which are zoned for marijuana businesses, including grow and retail. The properties we acquire will be leased or sold to licensed marijuana operators. Local governments must approve and adopt zoning ordinances for marijuana facilities and retail dispensaries. A lack of properly zoned real estate may reduce our prospects and limit our opportunity for growth and or increase the cost at which suitable properties are available to us. Conversely a surplus of real estate zoned for marijuana establishments may reduce demand and prices we are able to charge for properties we may have previously acquired. There can be no assurance that we will be able to obtain the capital needed to purchase any properties.

Our Customers and Our Company May Have Difficulty Accessing the Service of Banks, which May Make It Difficult to Operate and/or Contract.

Since the cultivation, sale and consumption of cannabis is illegal under federal law, many banks will not accept for deposit funds from businesses involved with cannabis. Consequently, businesses involved in the cannabis industry often have trouble finding a bank willing to accept their business. The inability to open bank accounts may make it difficult for potential customers, clients and tenants of the Company to operate.

On February 14, 2014, The U.S. government issued rules allowing banks to legally provide financial services to state-licensed marijuana businesses. A memorandum issued by the Justice Department to federal prosecutors reiterated guidance previously given, this time to the financial industry that banks can do business with legal marijuana businesses and “may not” be prosecuted. This memorandum, known as the Cole Memo, was subsequently rescinded by former U.S. Attorney General Jeff Sessions on January 4, 2018, The Treasury Department's Financial Crimes Enforcement Network (FinCEN) issued guidelines to banks that “it is possible to provide financial services” to state-licensed marijuana businesses and still be in compliance with federal anti-money laundering laws. The guidance falls short of the explicit legal authorization that banking industry officials had pushed the government to provide and to date it is not clear what if any banks have relied on the guidance and taken on legal marijuana companies as clients. The aforementioned policy may be administration dependent and a change in presidential administrations may cause a policy reversal and retraction of current policies, wherein legal marijuana businesses may not have access to the banking industry. We could be subject to sanctions if we are found to be a financial institution and not in harmony with FinCET guidelines. Also, the inability of potential clients in our target market to open accounts and otherwise use the service of banks may make it difficult for them to contract with us.

Investments in Development Stage Companies such as Sky440 involve a high degree of risk. Investments in Sky440 involve an even higher degree of risk.

Financial and operating risks confronting development stage companies like Sky440 are significant. The development stage market in which Sky440 competes is highly competitive and the percentage of companies that survive and prosper is small. Development stage companies often experience unexpected problems in the areas of product development, marketing, financing, and general management, among others, which frequently cannot be solved. In addition, development stage companies may require substantial amounts of financing, which may not be

available through institutional private placements, the public markets or otherwise. There can be no assurance that the Company will be successful in securing the required funding necessary to implement its business plan.

Therefore, any potential investment and or purchase of the Company's stock either in a private transaction and or through the public market should be considered an extremely high-risk endeavor and the investor and or stock purchaser should be aware that his or her potential investment could be a total loss if the Company is unable to secure the necessary funding. Any investment in the Company and or purchase of the Company's stock should be considered an extremely high-risk transaction and any potential investor and or purchaser of the Company's stock should be very cautious when making any financial decision regarding the Company.

Public Company Risk Factors including those specifically related to "Penny Stocks"

If the Ownership of Our Common Stock Continues to Be Highly Concentrated, It May Prevent You and Other Stockholders from Influencing Significant Corporate Decisions and May Result in Conflicts of Interest That Could Cause Our Stock Price to Decline.

Our executive officers, directors and their affiliates beneficially own or control approximately 91.4% percent of our common stock voting rights. Accordingly, these executive officers, directors and their affiliates, acting as a group, will have considerable influence over the outcome of corporate actions requiring stockholder approval, including the election of directors, any merger, consolidation or sale of all or substantially all of our assets or any other significant corporate transactions. However, as a result of their positions, these stockholders may also delay or prevent a change of control, even if such a change of control would benefit other stockholders. A significant concentration of stock ownership may adversely affect the trading price of our common stock due to investors' perception that conflicts of interest may exist or arise.

Our Articles of Incorporation, Bylaws and Delaware Law Contain Provisions That Could Discourage an Acquisition or Change of Control.

Our articles of incorporation authorize our board of directors to issue common and preferred stock without stockholder approval. Our outstanding preferred stock makes it more difficult for a third party to acquire control of us. In addition, provisions of the articles of incorporation and bylaws could also make it more difficult for a third party to acquire control of us.

These statutory anti-takeover measures may have certain negative consequences, including an effect on the ability of the stockholders of the Company or other individuals to (i) change the composition of the incumbent board of directors; (ii) benefit from certain transactions which are opposed by the incumbent board of directors; and (iii) make a tender offer or attempt to gain control of the Company, even if such attempt were beneficial to the Company and our stockholders. Since such measures may also discourage the accumulations of large blocks of our common stock by purchasers whose objective is to seek control of our company or have such common stock repurchased by us or other persons at a premium, these measures could also depress the market price of our common stock. Accordingly, our stockholders may be deprived of certain opportunities to realize the "control premium" associated with take-over attempts.

Fluctuation in Our Revenue and Operating Results and Other Factors May Impact the Volatility of Our Stock Price. The price at which our common stock has traded in recent years has fluctuated greatly. Our common stock price may continue to be volatile due to a number of factors including the following (some of which are beyond our control):

- the impact of general market volatility in the market segments where the Company plans to operate;
- variations in our operating results from period to period and variations between our actual operating results and the expectations of investors, stockholders and the financial community;
- unanticipated developments with customer engagements or customer demand, such as variability in the market demand for our products and services;
- announcements of developments affecting our businesses, both positive and negative;
- competition and the operating results of our competitors; and
- other factors discussed elsewhere in “Risk Factors”.

As a result of these and other factors, investors in our common stock may not be able to resell their shares at or above their original purchase price. Therefore, any potential investment and or purchase of the Company’s stock either in a private transaction and or through the public market should be considered an extremely high-risk endeavor and the investor and or stock purchaser should be aware that his or her potential investment could be a total loss if the Company is unable to secure the necessary funding to remain in business.

Any investment in the Company and or purchase of the Company’s stock should be considered an extremely high-risk transaction and any potential investor and or purchaser of the Company’s stock should be very cautious when making any financial decision regarding the Company.

We Have Never Paid Dividends on Our Common Stock and We Do Not Expect to Pay Any Cash Dividends in the Foreseeable Future; a Return on Investment May Be Limited to the Value of Our Common Stock.

We have never paid dividends on our common stock and we intend to retain our future earnings, if any, in order to reinvest in the development and growth of our business and, therefore, do not intend to pay dividends on our common stock for the foreseeable future. There can be no assurance that the Company will ever have sufficient earnings to declare and pay dividends to the holders of our common stock, and in any event, any future determination to pay dividends will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, and such other factors as our board of directors deems relevant. Accordingly, investors may need to sell their shares of our common stock to realize a return on their investment, and they may not be able to sell such shares at or above the price paid for them. Therefore, any potential investment and or purchase of the Company’s stock either in a private transaction and or through the public market should be considered an extremely high-risk endeavor and the investor and or stock purchaser should be aware that his or her potential investment could be a total loss if the Company is unable to continue its already limited operations.

Our Stockholders May Experience Significant Dilution; Future Sales of Our Common Stock May Result in a Decrease in the Market Price of Our Common Stock, Even If Our Business Is Doing Well.

If our future operations or acquisitions are financed through the issuance of equity securities as expected, our stockholders could experience significant dilution. In addition, securities issued in connection with future financing activities or potential acquisitions may have rights and preferences senior to the rights and preferences of our common stock.

We may grant options to purchase shares of our common stock to our directors, employees and consultants. The issuance of shares of our common stock upon the exercise of these options may result in dilution to our stockholders.

As of December 31, 2018, the Company had filed a Regulation A Tier 1 Offering Circular with Securities and Exchange Commission (“SEC”) on July 26, 2018. Under the terms of the filing, as amended, the Company is looking to raise \$2,000,000 at \$.0001 per share once the filing becomes effective. On November 9, 2018, the Regulation A Tier 1 Filing was qualified and became effective. As of December 31, 2018, no proceeds from the Regulation A Tier 1 Filing had been received by the Company. Details of the Regulation A Tier 1 Filing are available through the Company’s filings with the SEC at www.sec.gov.

The market price of our common stock could drop due to sales of a large number of shares of our common stock in the market after the Reg A Tier 1 Filing offering or the perception that such sales could occur. This could make it more difficult to raise funds through future offerings of common stock. Any potential investment and or purchase of the Company’s stock either in a private transaction and or through the public market should be considered an extremely high-risk endeavor and the investor and or stock purchaser should be aware that his or her potential investment could be a total loss.

Because We Are Subject to Additional Regulatory Compliance Matters as a Result of Being a Public Company, which Compliance Includes Section 404 of the Sarbanes-Oxley Act of 2002, the Failure to Comply with These Regulatory Matters Could Harm Our Business.

Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses. Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new Securities and Exchange Commission, or SEC, regulations and NASDAQ Exchange rules, are creating uncertainty for companies such as ours. These new or changed laws, regulations and standards are subject to varying interpretations in many cases due to their lack of specificity, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and corporate governance practices. As a result, our efforts to comply with evolving laws, regulations and standards may result in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Our management and outside professionals will need to devote a substantial amount of time to new compliance initiatives and to meeting the obligations that are associated with being a public company. The Company will rely on legal counsel and accounting professionals to help with our future SEC reporting requirements. This will likely divert needed capital resources away from the objectives of implementing our business plan. These expenses could be costlier than we are able to bear and could result in us not being able to successfully implement our business plan.

Disclosure Requirements Pertaining to Penny Stocks May Reduce the Level of Trading Activity in the Market for Our Common Stock and Investors May Find It Difficult to Sell Their Shares.

Penny stocks are generally equity securities with a market price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. Trades of our common stock will be subject to Rule 15c-9 of the SEC which rule imposes certain requirements on broker/dealers who sell securities subject to the rule to persons other than established customers and accredited investors. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

For transactions covered by the rule, the broker-dealer must prior to a transaction make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

The Company is Subject to Stock Promotion Guidelines Established by OTC Markets

Sky440 Needs to Follow Stock Promotion Guidelines Established by OTC Markets

As a Company that trades on the OTC Pink Market at present, we are subject to following guidelines established by OTC Markets regarding the promotion of its stock in the public marketplace. It is imperative that the Company follow these guidelines as a failure to do so could have a material adverse effect on the Company and its stockholders. Under these guidelines, timely disclosure of material information is fundamental to maintaining an efficient trading market. Public availability of adequate current information is a core principal of OTC Markets Group's disclosure-based philosophy and its rules. Publicly traded companies such as Sky440 are expected to release quickly to the public any news or information which might reasonably be expected to materially affect the market for its securities. Management of a public company also has the responsibility to dispel unfounded rumors, misinformation or false statements which result in unusual market activity. Misleading and manipulative promotion clearly fall into this area of concern and must be immediately addressed. Fraudulent promotional campaigns harm the integrity of public markets, defraud investors, and obstruct the capital formation process.

Social networks and online media sites have created new ways for public companies to interact and connect with potential investors. Digital marketing has made it easier for investor relations professionals to reach millions of investors, but technology can also be abused by anonymous market manipulators for fraudulent promotional campaigns that harm the integrity of public markets and defraud investors.

Prevention is Key to Avoiding Stock Promotion Issues

Prevention is a key ingredient in avoiding unwanted stock promotion issues. Stock promotion can affect any Company, including Sky440. There are certain considerations Company's should make when hiring investor relations or investor awareness providers, issuing shares to third parties, or arranging equity and convertible debt financings from third parties to better protect against misleading and manipulative promotion.

Our Company needs to do due diligence on providers prior to engaging an Investor Relations (IR) firm, consultant or promoter. Sky440 should conduct due diligence as with any other service provider, to review the firm, its principals, and its associates. The Company should consider reviewing other companies the firm has represented, whether the firm has been associated with any stock promotion in the past, if the principals of the firm are known stock promoters or associated with any known stock promoters, or if there is any negative news related to the firm or its principals. Sky440 should also carefully consider and understand exactly what services prospective IR firms intend to provide. Services described generally as "addressing retail support for a company's securities" or "enhancing investor awareness" may actually be a guise for a promotional campaign. The Company needs to be wary of any unusual payment requests from IR firms, such as splitting up payment amongst different individuals or entities, or payments to individuals outside of the actual investor relations firm for services. Failure to follow the above steps could have a material adverse effect on the Company and its stockholders.

Company Materials Need to be Accurate and Provide Full Disclosure

Sky440 is required to make adequate, current information publicly available. If the Company sponsors or pays for promotion or other IR services, it is responsible for ensuring the accuracy of any disclosure or other materials associated with those services. The materials must also include appropriate disclosure that clearly identifies the promoter or IR firm's relationship to the issuer. The Company needs to retain editorial control of disseminated investor outreach content. Sky440 should responsibly oversee the materials that any downstream source intends to disseminate as a result of these engagements. IR materials, even with proper disclosure, should not use language that makes assumptions, is speculative, misleading or brazenly hypes the stock. IR communications should not cover new material information that has not been previously disclosed and should not extend beyond the realm of providing factual information to investors and shareholders.

Sky440 Needs to Know Who is Investing Directly in the Company

The Company needs to make sure it knows the names of the people involved in any offering or financing. Financing deals are often structured with investors using only corporate names as a means to obstruct transparency into ownership. Sky440 has to be wary of any financiers or third party "consultants," and service providers that ask for anonymity or try to hide their involvement through offshore entities, holding companies or other individuals – this is a red flag. The Company needs to be wary of shareholders who have gained significant control of a company's shares, and are in possession, or are coming into possession, of unrestricted shares – they may have an incentive to induce promotion secretly ("pump") in order to sell (dump) their freely tradable shares on the open market. Sky440 also needs to review the history of the financier under previous names as well as other entities related to that financier and its principals. These types of "toxic" financier groups are nimble, often changing names or resurfacing with an alternate name to evade quick detection.

Promotional Campaigns are more Prevalent in companies with certain types of Financing

The Company needs to give careful consideration to the terms of any financing agreements and the investors/financiers themselves. If approached by a financier offering a loan that seems "too good to be true," it probably is. "Toxic Financiers," also known as "Death Spiral" Financiers, often target microcap companies by offering quick and easy funds to the company in exchange for convertible instruments that are, or could be, converted into freely tradable shares of the company's common stock. Shortly before these instruments are converted, the financier will often facilitate promotion campaigns to maximize their gains. A common form of toxic financing is convertible debt, which converts to equity at a discount to the market price, often with no floor. This discount can be significant and locks in a profit margin for the new equity holders. It also places significant downward pressure on the stock. The result for investors and issuers is a rapid, massive dilution (increase of shares outstanding relative to price-per-share) of the stock, which ultimately may necessitate additional financing.

The Company Needs to Disclose Sponsored Campaigns & Identify Service Providers

Sky440 has to be wary regarding anonymous third-party promotion. Promoting or paying to promote a stock secretly, without adequate disclosure, is a significant source of misleading and manipulative information that harms market integrity. If a company pays someone, directly or indirectly through an intermediary, to publish or publicize articles about its stock, this relationship and payment should be disclosed to the investing public. Ongoing payments and agreements for promotion or IR services should be disclosed as part of the issuer's typical reporting. The identity of any IR firm engaged by the issuer must be disclosed in a timely manner, including on the Company's "Company Profile" page on www.OTCMarkets.com and in other disclosure materials, where required. Failure to do so could have a material adverse effect on the Company and its stockholders.

If Sky440 becomes the subject of misleading and manipulative promotion, OTC Markets recommends prompt action through timely disclosure. The Company would need to make a public announcement to inform investors that the company is aware of the promotion and address information related to the promotion, including a summary of the company's understanding of the stock promotion, how and when the company became aware of the campaign and a description of the promotion's effect on the company's trading activity.

In addition, Sky440 would need to determine whether the content of the promotion is accurate or contains untrue or misleading information. Further, the Company would need to conduct an inquiry of the company's management, directors and control persons to determine whether these company insiders are or have been involved in the stock promotion in any way, have sold or purchased the company's securities within an appropriately chosen period leading up to, during, and after the promotional activity. In addition, it would need to provide an up-to-date list of service providers who provide IR services, public relations services, paid promotion, marketing or other related services and whether the Company has, at any point, issued shares or convertible instruments allowing conversion to equity securities at prices constituting a discount to the market rate.

If so, Sky440 would need to provide a brief summary of any such issuances, including the date, number of shares issued, and price. Also, it would need to provide a summary of any outstanding convertible instruments, including the date of issuance, who it was issued to, and the conversion terms. Public investors should be provided with adequate current information to understand the terms of recent financings and any ongoing agreements, as well as the effective share dilution.

The Company May Become Subject to Fraudulent Promotional Campaigns

It is possible that in this digital age the Company may find itself subject to fraudulent promotional campaigns. Stock promotion is misleading and manipulative when information is publicly disseminated to disrupt the efficient market pricing of a security. Misleading promotional materials often employ false or baseless claims, omit material information, exaggerate an issuer's future potential, or predict unrealistic price targets. Fraudulent promotional campaigns disseminate misleading information in a variety of manners, including e-mails, newsletters, social media outlets, press releases, videos, telephone calls, and/or hard mailers.

Common characteristics of misleading and manipulative promotion include the failure to clearly identify the sponsor of the promotion, and/or the promotion is sponsored or paid for by anonymous, unidentifiable 3rd parties, the promotion focuses on a company's stock rather than its underlying business, and or it uses highly speculative language, including relying on grandiose numbers and figures related to the target company's industry, business model, financial results, or business developments.

In addition, a fraudulent promotional campaign may tout performance or profit potential of the Company's stock with unsupported or exaggerated statements about its stock price or its anticipated trajectory. It may also make unreasonable claims pertaining to an issuer's operations, suggest a promise of a specific future performance of the stock or profit to investors, provide little or no factual information about the company, omit material information, urge the investor to take action immediately as not to miss out on a great opportunity and or fail to provide details or disclosures about the risk associated with the issuers security. Anonymous paid promotion is often associated with unregulated parties or "financiers" that have acquired securities in private market transactions and wish to generate demand, so they can sell their shares in the public markets at inflated prices.

The Company's stock may be promoted, and it may not be directly involved or even aware of a promotion campaign for its stock, however, all publicly traded companies have an obligation to provide accurate disclosure to investors and quickly address any misleading information that could affect the trading market for their securities. Failure to do so could have a material adverse effect on the Company and its stockholders. This could make it more difficult for the Company to raise funds through legitimate future offerings of common stock. As a result of the above risk factors, any potential investment and or purchase of the Company's stock either in a private transaction and or through the public market should be considered an extremely high-risk endeavor and the investor and or stock purchaser should be aware that his or her potential investment could be a total loss.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does

not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer shares approximately two hundred square feet of modern office space in Irvine, California on an as needed basis. The Issuer's physical space requirements are limited due to operational parameters, which necessitate minimal desk, computer and storage space. The issuer has no on-site inventory or retail operational requirements.

Company Headquarters

Address 1 300 Spectrum Center Drive
 Address 2 Suite 400
 Address 3 Irvine, CA 92618
 Phone 855-759-4400
 Email info@sky440.com
 Website(s) www.sky440.com

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. If any 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 of an individual representing the corporation or entity in the note section.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Robert P. Atwell</u>	<u>Chairman, President, CEO, CFO, Sole Officer/Director</u>	<u>Lake Forest, CA</u>	226,372,441	<u>Common</u>	<u>4.5%</u>	<u>Affiliate Control</u>
<u>Robert P. Atwell</u>	<u>Chairman, President, CEO, CFO, Sole Officer/Director</u>	<u>Lake Forest, CA</u>	6,800,000	<u>Preferred A</u>	<u>100%</u>	<u>Affiliate Control</u>
<u>Robert P. Atwell</u>	<u>Chairman, President, CEO, CFO, Sole Officer/Director</u>	<u>Lake Forest, CA</u>	5,100,000	<u>Preferred B</u>	<u>100%</u>	<u>Affiliate Control</u>
<u>Chris Jensen</u>	<u>Stockholder Owner of more than 5%</u>	<u>El Dorado Hills, CA</u>	365,000,000	<u>Common</u>	<u>7.2%</u>	<u>Noteholder from 2009</u>

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or

otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

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

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name Christopher P. Flannery
Firm Law Offices of Christopher P. Flannery
Address 1 4 Hillman Drive, Suite 104
Address 2 Chadds Ford, PA 19317
Phone 1-610-361-8016
Email cpflannerylaw@gmail.com

Accountant

Name N/A
Firm N/A
Address 1 N/A
Address 2 N/A
Phone N/A
Email N/A

Investor Relations Consultant

Name N/A
Firm N/A
Address 1 N/A
Address 2 N/A
Phone N/A
Email N/A

Other Service Providers

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

Name: N/A
Firm: N/A
Nature of Services: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

Name: N/A
Firm: N/A
Nature of Services: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

The Company has not entered into any agreement to promote its stock nor has it authorized any third party to conduct any type of promotion on its behalf.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Robert P. Atwell certify that:

1. I have reviewed this annual disclosure statement of Sky440, 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.

March 31, 2019 [Date]

/s/ Robert P. Atwell [CEO's Signature]

Principal Financial Officer:

I, Robert P. Atwell certify that:

1. I have reviewed this annual disclosure statement of Sky440, 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.

March 31, 2019 [Date]

/s/ Robert P. Atwell [CFO's Signature]