

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **OrgHarvest Inc..**

A Delaware Corporation

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SIC code 3999

### **Quarterly Report For the Period Ending: March 31, 2020**

As of March 31, 2020, the number of shares outstanding of our Common Stock was:  
140,113,576

As of March 31, 2020, the number of shares outstanding of our Preferred Stock was:  
10,000,000

As of December 31, 2019, the number of shares outstanding of our Common Stock was:  
50,262,572

As of December 31, 2019 the number of shares outstanding of our Preferred Stock was:  
0

As of December 31, 2018, the number of shares outstanding of our Common Stock was:  
43,138,162

As of December 31, 2018 the number of shares outstanding of our Preferred Stock was:  
0

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 Control<sup>1</sup> of the company has occurred over this reporting period:

<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v2.1 December 2019)

Yes: ☒

No: ☐

## 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

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

On May 14, 2018 the Issuer's name was changed to OrgHarvest, Inc.

On September 2, 1997 the Issuer was incorporated in the state of Delaware as 1-800 AutoTow, Inc.

The Issuer's standing in its state of incorporation is active.

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

Yes: ☐

No: ☒

## 2) Security Information

Trading symbol:	<u>ORGH</u>	
Exact title and class of securities outstanding:	<u>Common Shares</u>	
CUSIP:	<u>68621M107</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>March 31, 2020</u>
Total shares outstanding:	<u>140,113,576</u>	as of date: <u>March 31, 2020</u>
Number of shares in the Public Float <sup>2</sup> :	<u>65,815,621</u>	as of date: <u>March 31, 2020</u>
Total number of shareholders of record:	<u>358</u>	as of date: <u>March 31, 2020</u>

*Additional class of securities (if any):*

Trading symbol:		
Exact title and class of securities outstanding:	<u>Preferred</u>	
CUSIP:	<u>43735R303</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>March 31, 2020</u>
Total shares outstanding:	<u>10,000,000</u>	as of date: <u>March 31, 2020</u>

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

## Transfer Agent

Name: ClearTrust, LLC

Phone: 813 235 4490

Email: inbox@cleartrusttransfer.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

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

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

The Company entered into a Stock Purchase Agreement with First Seed Farms, Inc., a Texas Corporation, First Seed International, a Texas Corporation and other Parties who are purchasing controlling interest in the Issuer. The transaction will be concluded by the end of May 2020 and is being done on a stock for stock basis with the Issuers common stock valued at \$0.25 per share.

### **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, 2018</u>	Opening Balance:		*Right-click the rows below and select "Insert" to add rows as needed.						
	Common:	Preferred:							
<u>[Date of Beginning of Second Most Recent Completed Fiscal Year]</u>	<u>Transaction type (e.g. new issuance, cancellation, shares returned to treasury)</u>	<u>Number of Shares Issued (or cancelled)</u>	<u>Class of Securities</u>	<u>Value of shares issued (\$/per share) at Issuance</u>	<u>Were the shares issued at a discount to market price at the time of issuance? (Yes/No)</u>	<u>Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).</u>	<u>Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)</u>	<u>Restricted or Unrestricted as of this filing?</u>	<u>Exemption or Registration Type?</u>
<u>February 16, 2018</u>	<u>New issuance</u>	<u>130,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Nelson Auguliar</u>	<u>PPM</u>	<u>Restricted</u>	<u>Registration Type</u>

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<u>February 16, 2018</u>	<u>New issuance</u>	<u>130,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Julia Fraley</u>	<u>PPM</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>May 14, 2018</u>	<u>New issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Rick Snelson</u>	<u>PPM</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>May 14, 2018</u>	<u>New issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Carlos Calixto</u>	<u>PPM</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>October 16, 2018</u>	<u>New issuance</u>	<u>435,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>StockVest/ Vincent Smith</u>	<u>PPM</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>December 18, 2018</u>	<u>New Issuance</u>	<u>115,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Thomas Eagle</u>	<u>Services</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>March 5, 2019</u>	<u>New issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>James W. Adams</u>	<u>Loan Conversion</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>March 5, 2019</u>	<u>New issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Dean Ruffridge</u>	<u>Loan Conversion</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>March 31, 2019</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Deneen Sedlack</u>	<u>Cash and Service Reg A</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>March 31, 2019</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Christine Williamson</u>	<u>Cash and Service Reg A</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>March 31, 2019</u>	<u>New Issuance</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>William Van Week</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>June 25, 2019</u>	<u>New Issuance</u>	<u>125,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Grant Calloway</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 1, 2019 *</u>	<u>Cancelled New Issuance</u>	<u>125,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Grant Calloway</u>		<u>Unrestricted</u>	<u>Registration A</u>
<u>August 9, 2019</u>	<u>New Issuance</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Baybridge Capital Fund LP  David Price</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 9, 2019</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Eagle Equities, LLC  Yakov Borenstein</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 9, 2019</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Taleb Damaree</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 9, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Leathia Williams</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>

<u>August 9, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>George Spates</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 9, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Cynthia Scurry Brooklyn</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 9, 2019</u>	<u>New Issuance</u>	<u>10,004</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Franklin Smith</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 13, 2019 *</u>	<u>Cancelled New Issuance</u>	<u>115,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Thomas Eagle</u>		<u>Unrestricted</u>	<u>Registration A</u>
<u>August 15, 2019</u>	<u>New Issuance</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Roberta Lynn</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 28, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Rebecca Taddei</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 28, 2019</u>	<u>New Issuance</u>	<u>4,500</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Lisa Gansky Living Trust</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 28, 2019</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Bradley Short</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>August 28, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Dedra Truitt</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 3, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Terrance Pollard</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Marshall Blumenthal</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Cleaster Hogan</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Soraya Powell</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>William Smith</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Charles Nwachukwu</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>3,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Jeremy Lawson</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Anthony Doss</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Linda Satcher</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>8,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Deo Cobb</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>September 19, 2019</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Leslie Richardson</u>	<u>Cash</u>	<u>Unrestrict ed</u>	<u>Registration A</u>

<u>September 25, 2019</u>	<u>New Issuance</u>	<u>120,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Baybridge Capital Fund LP</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 1, 2019</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Ranno Revocable Living Trust, Carl P. and Kristine Ranno Trustees</u>	<u>Services</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 14, 2019</u>	<u>New Issuance</u>	<u>8,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Willie J. Duckett Jr.</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 14, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Eric B. McLendon</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 14, 2019</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Augustin Smith</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 14, 2019</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Chieh-Wei Chiu</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 14, 2019</u>	<u>New Issuance</u>	<u>6,600</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Ajene Watson</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 22, 2019</u>	<u>New Issuance</u>	<u>120,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Baybridge Capital Fund LP</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 22, 2019</u>	<u>New Issuance</u>	<u>60,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Ajene Watson</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>November 27, 2019</u>	<u>New Issuance</u>	<u>59,306</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Stockvest Vincent Smith</u>	<u>Service</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>November 27, 2019</u>	<u>New Issuance</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Ryan Celecia</u>	<u>Grant</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>November 27, 2019</u>	<u>New Issuance</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Casey Celecia</u>	<u>Grant</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>December 4, 2019</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Baybridge International Ltd. David Mann</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>December 4, 2019</u>	<u>New Issuance</u>	<u>120,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Baybridge Capital Fund LP</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>December 12, 2019</u>	<u>New Issuance</u>	<u>8,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Adam H. Raucci</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>December 12, 2019</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Thomas Eagle</u>	<u>Services</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>December 12, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>David Smith</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>

<u>December 17, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Robert Benton</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>December 17, 2019</u>	<u>New Issuance</u>	<u>60,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Dean S. Cohen</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>December 17, 2019</u>	<u>New Issuance</u>	<u>8,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Upstate Business Consultants</u> <u>Ron Pratt</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>December 17, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Anthony Shatto</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>December 17, 2019</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Jean-Louis Couturier</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 10, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Bill Sinclair</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 10, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Juanita Hunt</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 10, 2020</u>	<u>New Issuance</u>	<u>8,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Debbie Hawkins</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 10, 2020</u>	<u>New Issuance</u>	<u>8,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Ryan Holsopple</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 10, 2020</u>	<u>New Issuance</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Dean Mofidi</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 10, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Ashley Brownlee</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 10, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Curtis Hawkins</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 10, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Willie J. Duckett Jr.</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 13, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Robert Benton</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 21, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Ryan Holsopple</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 21, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Donald Stitz</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 21, 2020</u>	<u>New Issuance</u>	<u>4,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Keri L. Vannatten</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>First Seed Genetics, Inc.</u> <u>J. Christopher Pittman</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>1,026,390</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Novatech Enterprises</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>

						<u>Alexander Hazan</u>			
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>2,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Sydney Palmer</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>2018 Polar Bear Trust</u> <u>Sydney Palmer Trustee</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Le Cle Minerals, Inc.</u> <u>Jeff Holland</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Fleur Puissance, Inc.</u> <u>Alexander Zavala</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Angie Touhouliotis</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>2,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Z Holdings</u> <u>Chase Tabor</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Legal Metrics Services, Inc.</u> <u>Rob Magness</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Accounting Metrics Services, Inc.</u> <u>Amber-Lynn Beers</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Mustang 2020 Trust</u> <u>Dean Cubley</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Naomi Ross</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Diverse Media Management Group, Inc.</u> <u>Rafael Antaby</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>2,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>First Seed International, Inc.</u> <u>Dee Anna Looney</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>



<u>January 30, 2020</u>	<u>New Issuance</u>	<u>5,250,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Tranaris International</u> <u>Greg Silverman</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Countryman Trust</u> <u>Jayne Taylor Trustee</u>	<u>Stock</u>	<u>Unrestricted</u>	<u>Registration A</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>72,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Dean A. Ruffridge</u>	<u>Loan Conversion</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>72,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>James W. Adams</u>	<u>Loan Conversion</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>4,335,004</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Frank Celecia</u>	<u>Loan Conversion</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>23,007,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>First Seed Farms, Inc.</u> <u>Trey Weidner</u>	<u>Stock</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>First Seed Farms, Inc.</u> <u>Trey Weidner</u>	<u>Stock</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Preferred</u>	<u>\$20.00</u>	<u>No</u>	<u>First Seed International, Inc.</u> <u>Dee Anna Looney</u>	<u>Stock</u>	<u>Restricted</u>	<u>Registration Type</u>
<u>January 30, 2020</u>	<u>New Issuance</u>	<u>1,973,610</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Novatech Enterprises</u> <u>Alexander Hazan</u>	<u>Stock</u>	<u>Restricted</u>	<u>Registration Type</u>
Shares Outstanding on <u>March 31, 2020</u> :	<u>Ending Balance:</u> Common: <u>140,113,576</u> Preferred: <u>10,000,000</u>								

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

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

\*Indicates non-payment after shares were issued

**B. Debt Securities, Including Promissory and Convertible Notes**

- C. Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)

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

**4) Financial Statements**

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

☒ U.S. GAAP  
☐ IFRS

- B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: **Bobby J. Baggett, CPA**  
Title: **Accountant**  
Relationship to Issuer: **Consultant**

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

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

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

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

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

The Company is in the developmental stage.

- 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

There are no subsidiary companies.

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

**Org Harvest has change its direction and its goal is to provide premium branded packaged goods to consumers. It operates in the beauty, health and wellness segments. The company will sell its products through mass merchandisers, e-commerce, grocery stores, membership clubs, drug stores, department stores, distributors, wholesalers, specialty beauty stores, high-frequency stores, and pharmacies. Its corporate headquarters are located in Dallas, Texas**

## **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 offices of the Company are located at 5950 Berkshire Lane, Suite 1460, Dallas Texas 75225. The office is rented by the Company.**

## **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% or 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>J. Larry Cantrell</u>	<u>President/CEO and Director</u>	Dallas, Texas	0	—	0	
J. Christopher Pitman	Director	Dallas, Texas	0	—	0	
Paul Schlosberg	Director	Dallas, Texas	0	—	0	
<u>First Seed Farms, Inc.</u> <u>Trey Weidner</u>	<u>Owner of More Than 5%</u>	Dallas, Texas	<u>23,307,000</u>	<u>Common</u>	<u>16.634%</u>	
<u>Frank Celecia</u>	<u>Owner of More Than 5%</u>	<u>Incline Village/Nevada</u>	<u>29,597,381</u>	<u>Common</u>	<u>21.124%</u>	500,000 shares held jointly with his wife.
<u>First Seed International, Inc</u> <u>Dee Anna Looney</u>	<u>Owner of More Than 5%</u>	<u>Dallas, Texas</u>	<u>10,000,000</u>	<u>Preferred</u>	<u>100%</u>	Convertible to 12 shares per common and have voting rights of 100 to 1 share of Common

## 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:

### Securities Counsel

Name: Carl P. Ranno  
Firm: Law Office of Carl P. Ranno  
Address 1: 2733 East Vista Dr., Phoenix, AZ 85032  
Address 2: \_\_\_\_\_  
Phone: 602 493 0369  
Email: carlranno@cox.net

### Accountant or Auditor

Name: Bobby J. Baggett  
Firm: Bobby J. Baggett, CPA Consultant  
Address 1: 16200 Addison Rd, Suite 155. Addison TX, 75001  
Address 2: \_\_\_\_\_  
Phone: 972-407-0058  
Email: bbaggett@valeocapital.com

### Investor Relations Consultant NONE

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, J. Larry Cantrell certify that:

1. I have reviewed this Annual report of OrgHarvest, 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.

May 19, 2020

/s/ J. Larry Cantrell

President/CEO

### *Principal Financial Officer:*

I, J. Larry Cantrell certify that:

1. I have reviewed this Annual report of OrgHarvest, 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.

May 19, 2020

/s/ J. Larry Cantrell *Principal Financial Officer:*

**OrgHarvest, Inc**  
**Balance Sheet**  
**(A Development Stage Company)**  
**(Unaudited)**

	as of Mar 31, 2020	as of Dec 31, 2019
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	-	\$ 34,961
Total Checking/Savings	-	34,961
<b>Total Current Assets</b>	-	<b>34,961</b>
<b>Fixed Assets</b>		
Computer Equipment, net	-	3,829
<b>Other Assets</b>		
Other non current assets & loan advances	-	237,653
Investment in Zona Energy, Inc.	45,500,000	-
<b>Total Other Assets</b>	<b>45,500,000</b>	<b>241,482</b>
<b>TOTAL ASSETS</b>	<b>\$ 45,500,000</b>	<b>\$ 276,443</b>
<b>LIABILITIES &amp; EQUITY</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable	\$ 11,236	11,236
Due to Affiliates	48,750	
<b>Long Term Liabilities</b>		
Notes Payable		
Loan from shareholders	-	30,000
Loan (to) from Frank Celecia	-	-
Total Notes Payable	-	30,000
<b>Total Long Term Liabilities</b>	-	<b>30,000</b>
<b>Total Liabilities</b>	<b>59,986</b>	<b>41,236</b>
<b>Stockholders' Equity</b>		
Preferred Stock, \$.0001 par value, 10,000,000 authorized, issued and outstanding as of March 31, 2020	1,000	-
Common Stock, \$.0001 par value, 500,000,000 authorized as of March 31, 2020 and December 2019; 2020; 140,113,576 shares and 50,262,572 issued and outstanding as of March 31, 2020 and December 31 2019, respectively	133,713	73,622
Additional Paid in capital	46,854,850	1,660,595
Development Stage cumulative deficit	(1,549,549)	(1,499,010)
<b>Total Equity</b>	<b>45,440,014</b>	<b>235,207</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>\$ 45,500,000</b>	<b>\$ 276,443</b>

The accompanying notes are an internal part of these financial statements



Symbol: ORGH

**OrgHarvest, Inc**  
**Statement of Operations**  
**(A Development Stage Company)**

	3 months ended 3/31/2020	7 months ended 12/31/19	Year ended 12/31/18	Inception 2014 to 12/31/19
<b>Income</b>				
Production income				26,250
Cost of goods sold				-
<b>Gross Profit</b>				26,250
<b>Operating Expenses</b>				
Art Direction	-			9,500
Automobile Expenses	-	30	66	7,071
Accounting	5,000	200	1,119	37,963
Advertising	-	29,551	1,568	125,487
Bank Fees	-		244	1,748
PARASEC- Corp. DE. Agent	-			544
Printing and Reproduction	-			2,090
Computer Supplies & Maint.	-	305	182	1,513
Charity Contributions	-		200	150
Commissions	-		5,200	26,200
Credit Card	-	380		34,745
Consultants	16,000	-	105	156,825
Conventions	-			55,000
Corporation Fees	-			125
Corporation Taxes & Licenses	-			7,227
Dues and Subscriptions	-			78
Insurance	-		263	414
Investment Banking	-	5,000		5,000
Filing Fees	829			
Forex Excess Exchange	-		81,515	81,515
Legal Expenses	11,175	24,514	500	155,157
Marketing	1,390			
Office Expense	-			13,113
Postage and Delivery	-	145		291
Professional Fees	-	980	1,280	109,937
Repairs	-			340
RFW Merchant Fee	-			25
Supplies/Provisions	-			7,180
Salaries- Don Martin	-			150,000
Salaries - Frank Celecia	-			202,500
State/Delaware	-			2,411
Stock Transfer Agent	2,133			7,059
Telephone	396	357	1,103	1,875
Taxes-Delaware	-		16,245	936
Travel & Entertainment	1,357	3,167	10,000	199,691
Website management	5,037			
Pink Sheets Listing	7,000	3,000	3,000	16,000
Other Expenses-incl. Dep.	222		11,934	46,201
<b>Total Operating Expenses</b>	<b>50,539</b>	<b>67,629</b>	<b>134,524</b>	<b>1,465,911</b>
<b>Net Profit (Loss)</b>	<b>\$ (50,539)</b>	<b>\$ (67,629)</b>	<b>\$ (134,524)</b>	<b>\$ (1,439,661)</b>

The accompanying notes are an internal part of these financial statements

**OrgHarvest, Inc**  
**Statement of Cash Flows**  
**(A Development Stage Company)**

	3 months ended Mar, 2020	Year ended 2019	Year ended 2018	Inception 2004 to 2019
<b>Operating Activities:</b>				
Net Income / (Loss)	\$ (50,539)	\$ (67,629)	\$ (134,524)	\$ (1,439,661)
Adjustment for:				
- Depreciation		-		-
Adjusted Income	(50,539)	(67,629)	(134,524)	(1,439,661)
Changes in Operating Assets/Liabilities:		-		
- Changes in Loans and advances		-		(124,718)
- Changes in Accounts Payable				132,743
<b>Cash Flow from Operating Activities</b>	<b>(50,539)</b>	<b>(67,629)</b>	<b>(134,524)</b>	<b>(1,431,636)</b>
<b>Investing Activities:</b>				
- Purchase + Disposition of Fixed Assets	3,829			(4,775)
- Prior Period Adjustment			30,453	(35,363)
- Short term loan given				(6,500)
- Investments				(215,000)
<b>Cash Flow from Investing Activities</b>	<b>3,829</b>	<b>-</b>	<b>30,453</b>	<b>(261,638)</b>
<b>Financing Activities:</b>				
- Proceeds from issue of common stocks		14,511	260	316,613
- Additional Paid in Equity	11,749	73,322	64,740	106,935
- Notes Payable				808,087
- Accounts Payable		12,558	30,000	51,542
<b>Cash Flow from Financing Activities</b>	<b>11,749</b>	<b>100,391</b>	<b>95,000</b>	<b>1,283,177</b>
NET Cash flow for the Year	(34,961)	32,762	(9,071)	(190,157)
Cash at the beginning of period	34,961	2,199	11,270	98
<b>Cash at End of period</b>	<b>\$ -</b>	<b>\$ 34,961</b>	<b>\$ 2,199</b>	<b>\$ (190,059)</b>

The accompanying notes are an internal part of these financial statements

Symbol: ORGH

**OrgHarvest, Inc**  
**Statement of Equity**  
**(A Development Stage Company)**

	Common Stock	Additional Paid in Equity	Preferred Stock	Retained Earnings
<b>BALANCE 12/31/2018</b>	<b>43,495.00</b>	<b>272,009</b>		<b>(1,431,381)</b>
Period ending Dec. 31, 2019				
Issue of common stock	30,127	1,388,586		
Prior Period Adjustment				
Operating loss for the period				(67,629)
<b>BALANCE 12/31/2019</b>	<b>73,622.00</b>	<b>1,660,595</b>		<b>(1,499,010)</b>
Period ending March 31, 2020				
Issue of common stock	60,091	45,195,255		
Issue of preferred stock, \$.0001 par			1,000	
Prior Period Adjustment				
Operating loss for the period				(50,539)
<b>BALANCE 3/31/2020</b>	<b>133,713</b>	<b>46,855,850</b>	<b>1,000</b>	<b>(1,549,549)</b>

The accompanying notes are an internal part of these financial statements

# OrgHarvest, Inc.

## NOTES TO THE FINANCIAL STATEMENTS

### A. ORGANIZATION

OrgHarvest Inc., a Delaware corporation, ("OrgHarvest" or the "Company") is a publicly traded development-stage company with the primarily goal of providing premium branded packaged consumer goods made from high-grade legalized hemp. The company was originally incorporated in 1997 under the name 1-800-AutoTow, Inc., changed its name to Home Shopping Latino, Inc. in 2006, and on May 14, 2018 changed in name to OrgHarvest, Inc. The Company is quoted under the stock symbol "ORGH" on the OTC Pink marketplace.

The Company operates in the beauty, health and wellness segments and plans to sell its products through mass merchandisers, e-commerce, grocery stores, membership clubs, drug stores, department stores, distributors, wholesalers, specialty beauty stores, high-frequency stores, and pharmacies. Its corporate headquarters are located in Dallas, Texas.

### B. GOING CONCERN

The accompanying Financial Statements have been prepared on a going concern basis that contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has suffered recurring losses from operations since its inception, and this has created uncertainty as to the Company's ability to continue as a going concern without the infusion of additional capital. The Company plans to purchase land and install high tech greenhouses with funds raised.

### C. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These Financial Statements have been prepared in accordance with generally accepted accounting principles. The Financial Statements and Notes thereto are representations of the Company's management, who is responsible for their integrity and objectivity. The preparation of these Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company continually evaluates the policies and estimates it uses to prepare its financial statements. In general, management's estimates and assumptions are based on historical experience, known trends or events, and other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

### D. USE OF ESTIMATES

The preparation of Financial Statements, in conformity with generally accepted accounting principles in the United States, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements, and the reported amounts of revenue and expenses during the reporting periods. These estimates include, among others, allowances for doubtful accounts, net realizable values on long-lived assets and deferred tax assets, certain accrued expense amounts, and revenue recognition. Actual results could differ from those estimates. Certain reclassifications of prior year amounts have been made for consistent presentation. While management believes that these estimates and assumptions are reasonable under the circumstances, by definition they involve the use of judgment and the exercise of discretion, and therefore actual results may differ.

### E. ACCRUAL BASIS OF ACCOUNTING

The firm's policy is to prepare its financial statements on the accrual basis of accounting: thus, revenues are recognized when earned, and certain expenses and assets acquired are recognized when the obligation is incurred.

### F. REVENUE RECOGNITION

Revenues shall be recognized and billed when the Company's professionals deliver products to their clients. All costs of compensating the Company's professionals are the responsibility of the Company and are included in the direct cost of services.

## **G. INVESTMENT IN ZONA**

The Company holds a minority interest in Zona Energy, Inc., a Texas corporation involved in oil and gas leasing activities ("Zona"). Controlling shares in both OrgHarvest and Zona are owned by First Seed Farms, Inc.

Effective November 22, 2019, OrgHarvest entered into a Stock Transfer Agreement (the "First Seed Agreement") with First Seed Farms, Inc., and its affiliate First Seed International, Inc. (collectively, "First Seed"). The First Seed Agreement accomplished First Seed's objective to acquire controlling interest in OrgHarvest and focus on the industrial hemp and cannabis industry, from seed to sale, including growing legalized hemp, seeds, and genetic engineering of hemp. The Investment in Zona is carried on the balance sheet in the amount of \$45,500,000, representing 2,275,000 shares of common stock valued at \$20.00 per share pursuant to the First Seed Agreement.

## **H. COMMON STOCK**

The total number of shares of the Company's common stock outstanding as of December 31, 2019 was 50,262,572 shares. During the first quarter of 2020, an additional 89,851,004 shares were issued to the investors at a price of \$0.25 per share. An amount of \$60,091 has been recorded as face value of the shares issued and \$15,195,255 has been recorded as Additional Paid In Capital.

## **I. PREFERRED STOCK**

During the first quarter of 2020, the Company authorized and issued 10,000,000 preferred shares to First International, Inc. in connection with the First Seed Agreement.

## **J. PER SHARE INFORMATION**

The Company follows the Statement of Financial Accounting Standards ("FAS") No. 128, Earnings Per Share, "which establishes standards for the computation, presentation and disclosure requirements for basic and diluted earnings per share for entities with publicly held common shares and potential common shares. Basic earnings per share are computed by dividing net income by the weighted average number of common shares outstanding. In computing diluted earnings per share, the weighted average number of shares outstanding is adjusted to reflect the effect of potentially dilutive securities

## **K. ABSENCE OF DIVIDENDS**

The Company has not paid any dividends on any of its shares of common stock since inception and does not currently anticipate paying any dividends on either its Common stock or Preferred Stock in the near future.

## **L. PROPERTY AND EQUIPMENT**

When acquired, property and equipment shall be stated at cost. Expenditures for major renewals and betterments that extend the useful life of the asset shall be capitalized; and expenditures for maintenance shall be expensed as incurred. Depreciation and amortization shall be computed by using the straight-line method over the estimated useful lives of the assets as follows: (1) Buildings shall be depreciated over 40 years (2) Machinery and Equipment over 5 to 10 years (3) Office Furniture and Equipment over 5 to 10 years. Leasehold improvements shall be stated at cost and amortized using the straight-line method over their estimated useful lives, or the lease term, whichever is shorter. Fixed Assets retired, or otherwise disposed of, shall be eliminated from the asset accounts, and the related amounts of accumulated depreciation shall be eliminated from the accumulated depreciation account.

## **M. CASH AND CASH EQUIVALENTS**

The Company considers cash on hand and held in banks, money market funds, United States Treasury obligations, commercial paper, and other short-term investments with a remaining maturity of three months or less when purchased to be cash and cash equivalents.

## **N. PROVISION FOR INCOME TAXES**

No provision for income taxes has been recorded on the books for the periods from the inception of the Company to December 31, 2017 because the Company has incurred net operating losses since its inception. This operating loss carry-forward shall be offset against future taxable income.

## **O. LEGAL PROCEEDINGS**

From time to time, the Company could become involved in routine litigation and proceedings in the ordinary course of its business. The Company is not currently involved in any material legal proceedings as of the most current Balance Sheet date.

## **P. OFFICE SPACE**

The offices of the Company are located at 5950 Berkshire Lane, Suite 1460, Dallas Texas 75225.

## **Q. EARNINGS OR LOSS PER SHARE**

The computation of earnings per share of common stock is based on the weighted average number of shares outstanding at the date of the number of shares of our Common Stock Financial Statements. The numerator is the cumulative Net Loss of \$1,349,661 for the period ended December 31, 2019. The total outstanding number of shares of our Common Stock as of December 31, 2019 was 50,262,572. Accordingly, the loss per share is \$0.027 per share.

On standalone basis, the earnings per share for the year ended on December 31, 2019 was \$(0.0005). The net income/(loss) for the period was (\$50,539). The weighted average number of shares outstanding at December 31, 2019 was 95,188,074.

## **R. INTERNAL CONTROLS**

Effective internal controls are necessary for the company to provide reasonable assurance with respect to its financial reports and to effectively prevent fraud. If the company cannot provide reasonable assurance with respect to its financial reports and effectively prevent fraud, the Company's brand and operating results could be harmed. Pursuant to the Sarbanes-Oxley Act of 2002, after the company goes public it is required to furnish a report by management over financial reporting, including management's assessment of the effectiveness of such control. Internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If the company fails to maintain the adequacy of its internal controls, including any failure to implement required new or improved controls, or if the company experiences difficulties in their implementation, the Company's business and operating results could be harmed, the company could fail to meet its reporting obligations, and there could be a material adverse effect on the company's stock price.

## **S. COMPENSATION OF DIRECTORS**

All Directors shall receive reimbursement for reasonable out-of-pocket expenses in attending board of directors' meetings, and for promoting the Company's business. From time to time, the Company may engage certain members of the board of directors to perform services on its behalf. In such cases, the Company will compensate the Members for their services at rates no more favorable than could be obtained from unaffiliated parties.

## **T. LOANS TO SHAREHOLDER**

Frank Celecia the Company's former Chief Executive Officer, had extended loans to the Company in the amount \$1,083,751 through November 2019. Prior to December 31, 2019, the Company distinguished the loans in the form of stock as part of Mr. Cecelia's exchange agreement with First Seed Farms and First Seed International.

## **U. SUBSEQUENT EVENTS**

The Company entered into a Stock Purchase Agreement with an effective date of November 22, 2019 whereby First Seed Farms, Inc., a Texas Corporation, First Seed International, a Texas Corporation and other Parties purchased controlling interest in the Company. The transaction was concluded in January 2020 and was done on a stock for stock basis valued at \$0.25 per share.