

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Chill N Out Cryotherapy, Inc.

3683 Midway Drive, Suite F San Diego, CA 92110

(619) 550-1696

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info@chillnout.com

5990

Annual Report

For the Period Ending: December 31, 2019

(the "Reporting Period")

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

82,738,606

As of September 30, 2019, the number of shares outstanding of our Common Stock was:

82,738,606

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

82,738,606

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:

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:

¹ "Change in Control" shall mean any events resulting in:

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

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

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

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

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 and the dates of the name changes.

Bay Stakes Corp. through August 2, 2017

Sanbourn Resources, Ltd. through September 22, 2016

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):

May 17, 2011; Delaware; Active

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

Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Trading symbol:	<u>CHNO</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>799689104</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>1,000,000,000</u>	as of date: <u>December 31, 2019</u>
Total shares outstanding:	<u>82,738,606</u>	as of date: <u>December 31, 2019</u>
Number of shares in the Public Float ² :	<u>6,512,679</u>	as of date: <u>December 31, 2019</u>
Total number of shareholders of record:	<u>25</u>	as of date: <u>December 31, 2019</u>

All additional class(es) of publicly traded securities (if any):

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____

Transfer Agent

Name: Quicksilver Stock Transfer
Phone: 702-629-1883
Email: support@qstransfer.com

² "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.

Is the Transfer Agent registered under the Exchange Act?³ 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:

None

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:

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>January 1, 2018</u> Common: <u>78,938,606</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>3/28/2018</u>	<u>New Issuance</u>	<u>3,800,000</u>	_____	_____	_____	<u>Alan Shinderman</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance:</u> Date <u>December 31, 2019</u> Common: <u>82,738,606</u> Preferred: <u>0</u>									

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

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

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 (entities must have individual with voting / investment control disclosed).	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)⁴:

Name: Rachel Boulds
 Title: Accountant
 Relationship to Issuer: Service provider

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;
- _____

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

- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. 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. Financial Statements must be compiled in one document.

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")

Chill N Out uses true whole-body cryotherapy, in which the client steps into a freezing cold Cryo Sauna which lowers the skin's surface temperature rapidly enough to stimulate regulatory functions of the body, similar to an ice bath but much more comfortable.

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

N/A

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

During cryotherapy, the client steps into our Cryo Sauna which maintains a temperature of between -120F to -145F which will cause the skin temperature (not the core temperature) to drop rapidly.

This rapid vascular constriction sends all of the blood in your peripheral arteries to your core and vital organs. A client's session will last between three to five minutes, though if it becomes at any time uncomfortable, the door may simply be pushed open. Once the session is finished, and the client's body begins to regain its normal temperature, the blood vessels will dilate (known as vasodilation) and pull oxygen enriched blood into the muscles, joints, and areas that may not otherwise receive good circulation. This hermetic response also triggers the release of several chemicals that do a host of other great things for the human body.

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 leases a 754 square foot retail space located at 3683 Midway Drive, San Diego, California 92110. The monthly lease amount is \$2,250.

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, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, 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 or 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>Martin Abelar</u>	<u>Chief Executive Officer and Director</u>	<u>11515 El Camino Real, San Diego, CA</u>	<u>22,025,927</u>	<u>Common</u>	<u>26.6%</u>	_____
<u>Bryan Dyer</u>	<u>President</u>	<u>3961 Bandini St., San Diego, CA</u>	<u>18,000,000</u>	<u>Common</u>	<u>21.8%</u>	_____
<u>Black Iron Consulting Inc.- Ralph Giannella</u>	<u>Owner of more than 5%</u>	<u>1316 Caminito Arriata, La Jolla, CA</u>	<u>18,000,000</u>	<u>Common</u>	<u>21.8%</u>	_____
<u>Mercury Investments Partners, LLC - Todd Light</u>	<u>Owner of more than 5%</u>	<u>5439 S. Prince St., Littleton, CO</u>	<u>10,000,000</u>	<u>Common</u>	<u>12%</u>	_____
<u>TPCC LLC - Anthony Robert Piazza</u>	<u>Owner of more than 5%</u>	<u>11716 W. Chenango Dr. Morrison, CO</u>	<u>8,000,000</u>	<u>Common</u>	<u>9.7%</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);

No

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;

No

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

No

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.

No

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: Thomas C. Cook, Esq
Firm: Law Offices of Thomas C. Cook, Ltd.
Address 1: 1980 Festival Plaza Dr., Suite 530
Address 2: Las Vegas, NV 89135
Phone: (702) 524-9151
Email: tccesq@aol.com

Accountant or Auditor

Name: Rachel Boulds
Firm: Rachel Boulds, CPA, PLLC

Address 1: 6371 S Glenoaks St
Address 2: Murray, UT 84107
Phone: _____
Email: rachelbouldscpa@hotmail.com

Investor Relations

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

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, advisor(s) or consultant(s) 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, Raymond Firth certify that:

1. I have reviewed this annual disclosure statement] of Chill N Out Cryotherapy, 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.

February 3, 2021

/s/ Raymond W. Firth [CEO's Signature]

Principal Financial Officer:

I, Raymond Firth certify that:

1. I have reviewed this annual disclosure statement] of Chill N Out Cryotherapy, 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.

February 3, 2021

/s/ Raymond W. Firth [CFO's Signature]

CHILL N OUT CRYOTHERAPY, INC.
BALANCE SHEETS
(Unaudited)

	December 31,	
	2019	2018
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 5,423	\$ -
Total current assets	5,423	-
Total Assets	\$ 5,423	\$ -
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable	\$ -	\$ 108
Loan payable – related party	81,215	44,070
Total current liabilities	81,215	44,178
Total Liabilities	81,215	44,178
<u>Stockholders' Equity (Deficit):</u>		
Preferred Stock par value \$0.0001, 20,000,000 shares authorized; no shares issued and outstanding	-	-
Common Stock par value \$0.0001, 1,000,000,000 shares authorized; 82,738,606 and 82,738,606 shares issued and outstanding, respectively	13,619	13,619
Additional paid in capital	262,474	262,474
Accumulated Deficit	(351,885)	(320,271)
Total Stockholders' Deficit	(75,792)	(44,178)
Total Liabilities and Stockholders' Deficit	\$ 5,423	\$ -

The accompanying notes are an integral part of these unaudited financial statements.

CHILL N OUT CRYOTHERAPY, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended December 31,	
	2019	2018
Revenue	\$ 61,300	\$ 22,070
Operating Expenses:		
General and administrative	3,142	22,330
Equipment lease expense	89,772	55,318
Total operating expenses	92,914	77,648
Loss from operations	(31,614)	(55,578)
Loss before provision for income taxes	(31,614)	(55,578)
Provision for income tax	-	-
Net Loss	\$ (31,614)	\$ (55,578)
Loss per share, basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding, basic and diluted	82,738,606	81,932,583

The accompanying notes are an integral part of these unaudited financial statements.

CHILL N OUT CRYOTHERAPY, INC.
STATEMENT OF STOCKHOLDERS' DEFICIT
(Unaudited)

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid in Capital	Deficit	
Balance, December 31, 2017	78,938,606	\$ 13,239	\$ 251,454	\$ (264,693)	\$ -
Common stock issued for services	3,800,000	380	11,020	-	11,400
Net Loss	-	-	-	(55,578)	(55,578)
Balance, December 31, 2018	82,738,606	13,619	262,474	(320,271)	(44,178)
Net Loss	-	-	-	(31,614)	(31,614)
Balance, December 31, 2019	<u>82,738,606</u>	<u>\$ 13,619</u>	<u>\$ 262,474</u>	<u>\$ (351,885)</u>	<u>\$ (75,792)</u>

The accompanying notes are an integral part of these unaudited financial statements.

CHILL N OUT CRYOTHERAPY, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended December 31,	
	2019	2018
Cash flow from operating activities:		
Net Loss	\$ (31,614)	\$ (55,578)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock compensation expense	-	11,400
Changes in operating assets and liabilities:		
Accounts payable	(108)	108
Net cash used by operating activities	<u>(31,722)</u>	<u>(44,070)</u>
Cash flows from financing activities:		
Proceeds from loan payable – related party	37,145	44,070
Net cash provided by financing activities	<u>37,145</u>	<u>44,070</u>
Net increase in cash	5,423	-
Cash at beginning of year	-	-
Cash at end of year	<u>\$ 5,423</u>	<u>\$ -</u>
Supplemental Disclosures:		
Cash paid during the period for:		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these unaudited financial statements.

CHILL N OUT CRYOTHERAPY, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2019

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Chill N Out Cryotherapy, Inc. (the “Company”) was incorporated in the State of Delaware on May 17, 2011. On January 23, 2018, the financial Industry Regulatory Authority (FINRA) approved our corporate name change to Chill N Out Cryotherapy, Inc. effective January 25, 2018.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Actual results could differ from those estimates.

Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the years ended December 31, 2019 or 2018.

Fair value of financial instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company’s financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company’s notes payable approximates the fair value of such instruments based upon management’s best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2018.

Revenue recognition

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. There are no potentially dilutive common shares for the years ended December 31, 2019 and 2018.

Recently issued accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – GOING CONCERN

Our unaudited financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities and commitments in the normal course of business for the foreseeable future. The Company has just begun its operations and does not yet have sufficient revenue to cover its operating expenses. These factors raise substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon generating profitable operations in the future and/or to obtain the necessary financing to meet the Company's obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with increase revenue and related party loans when necessary. While we believe that we will be successful in obtaining the necessary financing and generating revenue to fund our operations, meet regulatory requirements and achieve commercial goals, there are no assurances that such additional funding will be achieved and that we will succeed in our future operations. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

NOTE 4 – RELATED PARTY TRANSACTIONS

During the years ended December 31, 2019 and 2018, Martin Abelar, the former CEO, has advanced the Company funds to assist in paying for its operating activities. The advances are unsecured, non-interest bearing and due on demand. As of December 31, 2019 and 2018, the Company owes Mr. Abelar \$72,016 and \$38,570, respectively.

During the years ended December 31, 2019 and 2018, Bryan Dyer, the former President, has advanced the Company funds to assist in paying for its operating activities. The advances are unsecured, non-interest bearing and due on demand. As of December 31, 2019 and 2018, the Company owes Mr. Dyer \$9,200 and \$5,500, respectively.

NOTE 5 – COMMON STOCK

During the year ended December 31, 2018, the Company issued 3,800,000 shares of common stock for amounts due for services. The shares were issued at \$0.003 for total non-cash expense of \$11,400.

NOTE 6 – INCOME TAXES

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss, and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% is being used.

Net deferred tax assets consist of the following components as of December 31:

	<u>2019</u>	<u>2018</u>
Federal income tax benefit attributable to:		
Current Operations	\$ 6,640	\$ 11,670
Less: valuation allowance	(6,640)	(11,670)
Net provision for Federal income taxes	<u>\$ —</u>	<u>\$ —</u>

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the fiscal years ending, due to the following:

	<u>2019</u>	<u>2018</u>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 73,900	\$ 67,300
Less: valuation allowance	(73,900)	(67,300)
Net deferred tax asset	<u>\$ —</u>	<u>\$ —</u>

At December 31, 2019, the Company had net operating loss carry forwards of approximately \$73,900 that may be offset against future taxable income from the year 2020 to 2039. No tax benefit has been reported in the December 31, 2019 unaudited financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2016.

NOTE 7 – SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the balance sheet date through the date the financial statements were available to be issued and has determined that there are no material subsequent events that require disclosure in the financial statements other than the following.

In November 2020, the Company entered into a share exchange agreement with Classworx, Inc. Pursuant to the terms of the agreement the company issued 7,261,394 shares of common stock in exchange for 2,000 shares of stock of Classworx.

Effective November 18, 2020, Martin Abelar resigned all positions with the Company and forgave all amounts due to him by the Company. Mr. Raymond Firth was appointed as CEO. All amounts due to Mr. Dyer were also forgiven in full.

Subsequent to the year ended December 31, 2018, the Company sold 1,000,000 shares of common stock for total cash proceeds of \$10,000.