

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



Totally Green, Inc.

A Nevada Corporation

6228 Dartle Street
Las Vegas, Nevada 89130
Phone: (800) 991-8697
Website: www.totallygreeninc.com

SIC Code: 5961

Quarterly Report
For the Quarter Ending: March 31, 2021
(the "Reporting Period")

As of March 31, 2021, [Current Reporting Period Date or More Recent Date] the number of shares outstanding of our Common Stock was:

170,859,583

As of December 31, 2020, [Prior Reporting Period End Date] the number of shares outstanding of our Common Stock was:

20,859,583

As of December 31, 2020, [Most Recent Completed Fiscal Year End Date] the number of shares outstanding of our Common Stock was:

20,859,583

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 Control of the company has occurred over this reporting period:

Yes: No:

ITEM 1 NAME AND ADDRESS(ES) OF ISSUER AND ITS PREDECESSORS (if any):

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Name changes:

Current name Totally Green, Inc. From 9/22/2010 to Present

Formerly known as Naturally Iowa, Inc. From 7/26/2007 to 9/22/2010

Formerly known as Chieflive, Inc. From 9/6/2002 to 7/26/2007

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years;

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) September 6, 2002 – Nevada

Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception: None.

During the past 5 years the Company has been incorporated in the State of Nevada

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.

The address(es) of the issuer's principal executive office:

6228 Dartle Street, Las Vegas, Nevada 89130

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

6228 Dartle Street, Las Vegas, Nevada 89130

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

Yes: No:

ITEM 2 SECURITY INFORMATION:

Trading symbol: TLGN

Exact title and class of securities outstanding: Common stock

CUSIP: 89154K201

Par or stated value: \$0.001

Total shares authorized: 750,000,000 shares as of date: March 31, 2021

Total shares outstanding: 170,859,583 shares as of March 31, 2021

Number of shares in the Public Float: 3,244,943 as of March 31, 2021

Additional Classes:

Trading symbol: None

Exact title and class of securities outstanding: Series C Preferred Stock

CUSIP: None

Par or stated value: \$0.001

Total shares authorized: 1 share as of date: March 31, 2021

Total shares outstanding: 0 shares as of date: March 31, 2021

Trading symbol: None

Exact title and class of securities outstanding: Series E Preferred Stock

CUSIP: None

Par or stated value: \$0.001

Total shares authorized: 1 share as of date: March 31, 2021

Total shares outstanding: 0 shares as of date: March 31, 2021

Trading symbol: None

Exact title and class of securities outstanding: Series F Preferred Stock

CUSIP: None

Par or stated value: \$0.001

Total shares authorized: 1 share as of date: March 31, 2021

Total shares outstanding: 0 shares as of date: March 31, 2021

Transfer Agent:

Name: Pacific Stock Transfer Company

Phone: 702-361-3033

Email: paul@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

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

ITEM 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

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.

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 December 31, 2018	<u>Opening Balance:</u> Common: 20,859,583 Preferred: 0								
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 or Registration Type?
2/22/2021	New issuance	150,000,000	Common Stock	\$.00003	Yes	Barbara McIntyre Bauman	Settlement of debt	Restricted	Exemption on – Section 4(a)(2)
Shares Outstanding on March 31, 2021	<u>Ending Balance:</u> Common: 170,859,583 Preferred: 0								

B. Debt Securities, Including Promissory and Convertible Notes

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.)
_____	_____	_____	_____	_____	_____	_____	_____

ITEM 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: Barbara McIntyre Bauman
Title: Treasurer (Principal Financial Officer)
Relationship to Issuer: Treasurer (Principal Financial Officer)

TOTALLY GREEN, INC.
BALANCE SHEETS
(Unaudited)

	March 31, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash and cash equivalents	\$ —	\$ —
Total Current Assets	—	—
TOTAL ASSETS	\$ —	\$ —
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
Current Liabilities		
Accounts payable	\$ 169	\$ 2,250
Due to related party	1,000	—
Total Current Liabilities	1,169	2,250
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred Stock, Series C, par value \$0.001, 1 share authorized, no shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	—	—
Preferred Stock, Series E, par value \$0.001, 1 share authorized, no shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	—	—
Preferred Stock, Series F, par value \$0.001, 1 share authorized, no shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	—	—
Common stock, par value \$0.001, 740,000,000 shares authorized, 170,859,583 and 20,859,583 shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	170,859	20,859
Stock payable	300	300
Additional paid-in capital	16,925,057	17,070,019
Accumulated deficit	(17,097,385)	(17,093,428)
Total Stockholders' Equity (Deficit)	(1,169)	(2,250)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ —	\$ —

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

TOTALLY GREEN, INC.
STATEMENT OF OPERATIONS
(Unaudited)

	For the three months ended March 31,	
	2021	2020
Revenue	\$ —	\$ —
Total Revenue	<u>—</u>	<u>—</u>
Expenses		
Professional fees	3,957	—
Total Operating Expenses	<u>3,957</u>	<u>—</u>
Net Income (Loss)	<u>\$ (3,957)</u>	<u>\$ —</u>
PER SHARE AMOUNTS		
Net income (loss)		
Basic and diluted earnings per share	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	<u>84,912,916</u>	<u>20,859,583</u>

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

TOTALLY GREEN, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)
For the Three Months Ended March 31, 2021 and 2020

	Common Stock		Stock Payable	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount				
Balance at December 31, 2019	20,859,583	20,859	300	17,070,019	(17,092,678)	(1,500)
Net loss for the quarter ended March 31, 2020	—	—	—	—	—	—
Balance at March 31, 2020	20,859,583	20,859	300	17,070,019	(17,092,678)	(1,500)
Balance at December 31, 2020	20,859,583	20,859	300	17,070,019	(17,093,428)	(2,250)
Common stock issued for settlement of debt	150,000,000	150,000	—	(144,962)	—	5,038
Net loss for the quarter ended March 31, 2021	—	—	—	—	(3,957)	(3,957)
Balance at March 31, 2021	<u>170,859,583</u>	<u>170,859</u>	<u>300</u>	<u>16,925,057</u>	<u>(17,097,385)</u>	<u>(1,169)</u>

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

TOTALLY GREEN, INC.
STATEMENT OF CASH FLOWS
(Unaudited)

	For the three months ended	
	March 31,	
	2021	2020
Cash Flow from Operating Activities		
Net income (loss) for the quarter	\$ (3,957)	\$ —
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase (Decrease) in operating assets and liabilities:		
Increase (Decrease) in accounts payable	(2,081)	—
Net Cash Used in Operating Activities	(6,038)	—
Cash Flows from Financing Activities		
Proceeds from related party	6,038	—
Net Cash Provided by Financing Activities	6,038	—
Net increase (decrease) in cash, cash equivalents, and restricted cash	—	—
Cash, cash equivalents, and restricted cash at beginning of quarter	—	—
Cash, cash equivalents, and restricted cash at end of quarter	\$ —	\$ —
Supplemental Disclosure of Interest and Income Taxes Paid:		
Interest paid during the quarter	\$ —	\$ —
Income taxes paid during the quarter	\$ —	\$ —
Non-Cash Financing Disclosure:		
Issuance of common stock for settlement of debt	\$ 5,038	\$ —

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

TOTALLY GREEN, INC.
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2021
(Unaudited)

NOTE 1 - ORGANIZATION AND OPERATIONS

Totally Green, Inc. (the "Company") was incorporated in the State of Nevada on September 6, 2002 under the name Chieflive, Inc. On July 26, 2007, the Company changed its name to Naturally Iowa, Inc. and on September 22, 2010, the Company changed its name to Totally Green, Inc., its current name. The Company is presently focused on renewable energy. A joint venture is being considered for lithium exploration in Nevada. It is no longer engaged in any activities regarding the former composting product.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. At December 31, 2020, cash equivalents amounted to \$0.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at March 31, 2021 of \$17,097,385 and its liabilities exceeded its assets. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – STOCKHOLDERS' EQUITY (DEFICIT)

Capital Stock Issued

During the quarter ended March 31, 2021, the Company issued 150,000,000 shares of common stock to Barbara McIntyre Bauman for repayment of related party debt totaling \$5,038.

Authorized Capital Stock

Common Stock

The Company is authorized to issue 740,000,000 shares of common stock with a par value of \$0.001 per share. As of March 31, 2021, 170,859,583 shares were issued and outstanding.

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001 per share. As of March 31, 2021, no shares were issued and outstanding.

NOTE 5 – SUBSEQUENT EVENTS

Management has evaluated all other activity of the Company through the issue date of the accompanying financial statements and concluded that no subsequent events have occurred that would require recognition in the accompanying financial statements or disclosure in the Notes to Unaudited Financial Statements.

ITEM 5 ISSUER'S BUSINESS, PRODUCTS AND SERVICES

A. Summarize the issuer's business operations: The Company was incorporated in the State of Nevada on September 6, 2002 under the name Chieflive, Inc. On July 26, 2007, the Company changed its name to Naturally Iowa, Inc. and on September 22, 2010, the Company changed its name to Totally Green, Inc., its current name. The Company is presently focused on renewable energy. A joint venture is being considered for lithium exploration in Nevada. It is no longer engaged in any activities regarding the former composting product.

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: Totally Green, Inc. is presently focused on renewable energy. A joint venture is being considered for lithium exploration in Nevada. It is no longer engaged in any activities regarding the former composting product.

ITEM 6 ISSUER'S FACILITIES

The Company has no facilities to list.

ITEM 7 OFFICER, DIRECTORS AND CONTROL PERSONS

Full Name: Barbara McIntyre Bauman

Title: President, Treasurer, Secretary and Director

Business Address: 6228 Dartle Street, Las Vegas, Nevada 89130

Compensation: None

Biography – Ms. Bauman is an experience mining executive, with over 15 years experience in the mining and mineral exploration business, as well as over 10 years in telecommunications and data processing. She has been Manager of the McIntyre Bauman Group since 1998 as well as Manager of Searchlight Exploration.

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 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(1)	Note
Barbara McIntyre Bauman	President, Treasurer, Secretary and Chairman of the Board of Directors	Las Vegas, NV	150,000,000	Common	87.79%	N/A

(1) Calculated on the basis of 170,859,583 shares of Common Stock outstanding as of March 31, 2021.

ITEM 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.**

ITEM 9 THIRD PARTY PROVIDERS:

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Morgan Scudi
Firm: Scudi & Ayers, LLC
Address 1: 5440 Morehouse Dr., Suite 4400
Address 2: San Diego, CA 92121
Phone: 858-558-1001
Email: mscudi@scudilaw.com

Accountant or Auditor

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

Investor Relations Consultant

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.

Trisha Bollman
2907 Shelter Island Drive, Suite 105-339
San Diego CA 92106
Phone: 855.220.0515
trishabollman222@gmail.com

ITEM 10 ISSUER CERTIFICATION

I, Barbara McIntyre Bauman, certify that:

1. I have reviewed this Quarterly Report of Totally Green, 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.

Date: May 5, 2021

/s/ Barbara McIntyre Bauman

Barbara McIntyre Bauman

President and Treasurer

(Principal Executive Officer and Principal Financial Officer)