

**Alternative Reporting Standard:**  
**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**GD ENTERTAINMENT AND TECHNOLOGY, INC.**

A New Jersey Corporation

1 Bridge Plaza, 2<sup>nd</sup> Floor, Fort Lee, New Jersey 07024

732-851-3756

NA

Anil@gdet.co

7200

**Quarterly Report**  
**For the Period Ending: February 28, 2021**  
 (the "Reporting Period")

As of February 28, 2021, the number of shares outstanding of our Common Stock was:

4,226,952,469

As of November 30, 2020, the number of shares outstanding of our Common Stock was:

2,806,952,469

As of August 31, 2020, our most recent fiscal year the number of shares outstanding of our Common Stock was:

2,231,207,888

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;

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

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.

On November 21, 2014, the Company effected a merger with GD Entertainment and Technology, Inc. All assets and liabilities of GD Entertainment and Technology, Inc. were rolled into DONINI, INC. and the name of GD Entertainment and Technology, Inc. was assumed.

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):

Incorporated in the State of New Jersey on October 22, 1991 under the name of "PRS SUB VI, INC."

On February 6, 2001, the Company amended its Certificate of Incorporation changing its name from PRS Sub VI, Inc. to Donini, Inc. On November 21, 2014, the Company effected a merger with GD Entertainment and Technology, Inc. All assets and liabilities of GD Entertainment and Technology, Inc. were rolled into DONINI, INC. and the name of GD Entertainment and Technology, Inc. was assumed.

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>GDET</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>36830V101</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>5,000,000,000</u> as of date: <u>February 28, 2021</u>
Total shares outstanding:	<u>4,226,952,469</u> as of date: <u>February 28, 2021</u>
Number of shares in the Public Float <sup>2</sup> :	<u>1,698,527,943</u> as of date: <u>February 28, 2021</u>
Total number of shareholders of record:	<u>636</u> as of date: <u>February 28, 2021</u>
<i>Additional class of securities (if any):</i>	

Trading symbol:	<u>NA</u>
Exact title and class of securities outstanding:	<u>Preferred Stock, Series A</u>
CUSIP:	<u>NA</u>

(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.

Par or stated value: \$0.00001  
 Total shares authorized: 10 as of date: February 28, 2021  
 Total shares outstanding: 10 as of date: February 28, 2021  
 Trading symbol: NA  
 Exact title and class of securities outstanding: Preferred Series B  
 CUSIP: NA  
 Par or stated value: \$0.00001  
 Total shares authorized: 200,000,000 as of date: February 28, 2021  
 Total shares outstanding: 732,672 as of date: February 28, 2021  
  
 Trading symbol: NA  
 Exact title and class of securities outstanding: Preferred Series C  
 CUSIP: NA  
 Par or stated value: \$0.00001  
 Total shares authorized: 299,999,990 as of date: February 28, 2021  
 Total shares outstanding: 0 as of date: February 28, 2021

#### Transfer Agent

Name: Olde Monmouth Stock Transfer Co., Inc.  
 Phone: 732-872-2727  
 Email: jeff@oldemonmouth.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:

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: ☐

Number of Shares outstanding as of <u>August 31, 2016</u>	<u>Opening Balance:</u> Common: <u>450,874,858</u> Preferred: <u>177,672</u>		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance,	Number of Shares	Class of Securities	Value of shares issued	Were the shares issued at	Individual/ Entity Shares were issued to	Reason for share issuance (e.g. for cash or debt	Restricted or Unrestricted	Exemption or

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

	cancellation, shares returned to treasury)	Issued (or cancelled)		(\$/per share) at Issuance	a discount to market price at the time of issuance? (Yes/No)	(entities must have individual with voting / investment control disclosed).	conversion) OR Nature of Services Provided (if applicable)	as of this filing?	Registration Type?
<u>2/12/16</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$2.50</u>	<u>No</u>	<u>Hyung Wook Nam</u>	<u>Employee Stock</u>	<u>Restricted</u>	<u>_____</u>
<u>2/12/16</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common stock</u>	<u>\$2.50</u>	<u>No</u>	<u>Yum Bok Lee</u>	<u>Employee Stock</u>	<u>Restricted</u>	<u>_____</u>
<u>02/12/16</u>	<u>New Issuance</u>	<u>30,000</u>	<u>Common stock</u>	<u>\$2.50</u>	<u>No</u>	<u>Deuk Yong An</u>	<u>Employee stock</u>	<u>Restricted</u>	<u>_____</u>
<u>02/12/16</u>	<u>New Issuance</u>	<u>75,000</u>	<u>Common Stock</u>	<u>\$2.50</u>	<u>No</u>	<u>Sam Yi Kim</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>02/12/16</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common stock</u>	<u>\$2.50</u>	<u>No</u>	<u>Siwook Yu</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>02/12/16</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common stock</u>	<u>\$2.50</u>	<u>No</u>	<u>Hi Kim</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>02/12/16</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common stock</u>	<u>\$2.50</u>	<u>No</u>	<u>Hojae Song</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>02/12/16</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common stock</u>	<u>\$2.50</u>	<u>No</u>	<u>Sang Un Ahn</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>03/09/16</u>	<u>New Issuance</u>	<u>180,000,000</u>	<u>Common stock</u>	<u>\$0.01</u>	<u>NA</u>	<u>Dong Chung</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>03/09/16</u>	<u>New Issuance</u>	<u>120,000,000</u>	<u>Common stock</u>	<u>\$0.01</u>	<u>NA</u>	<u>Lawrence Bracco</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>03/09/16</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Common Stock</u>	<u>\$0.01</u>	<u>NA</u>	<u>James Lao</u>	<u>Employee Stock</u>	<u>Restricted</u>	
<u>03/09/16</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common stock</u>	<u>\$0.01</u>	<u>NA</u>	<u>Siwook Yu</u>	<u>Employee Stock</u>	<u>Restricted</u>	
<u>03/09/16</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common Stock</u>	<u>\$0.01</u>	<u>NA</u>	<u>Sam Yi Kim</u>	<u>Employee Stock</u>	<u>Restricted</u>	
<u>03/09/16</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Common Stock</u>	<u>\$0.01</u>	<u>NA</u>	<u>Mee Kyung Yoo-Chung</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>03/14/16</u>	<u>Reverse Split Shares</u>	<u>695</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Cede and CO.</u>	<u>Reverse split</u>	<u>Free Trading</u>	<u>Free Trading</u>
<u>03/13/18</u>	<u>New Issuance</u>	<u>45,000,000</u>	<u>Common Stock</u>	<u>NA</u>	<u>NA</u>	<u>Blackbridge Capital – Alexander Dillon</u>	<u>Additional funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>06/29/18</u>	<u>New Issuance</u>	<u>13,000,000</u>	<u>Common Stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>Oscleta Partners – Steve Hicks</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>06/29/18</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common Stockq</u>	<u>\$0.005</u>	<u>YES</u>	<u>Albert Bermas</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>07/06/18</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common Stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>Fidelis Capital LLC</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>

<u>07/12/18</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>TriBridge Ventures LLC</u> <u>– John Forthysse III</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>07/12/18</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>August Davis Partners –</u> <u>Owen August</u>	<u>Additional funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>07/12/18</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>Marbletown Partners –</u> <u>Jasahn Sommerville</u>	<u>Additional funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>07/20/18</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common Stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>Essex Global Corp</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>08/02/18</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>GPL Ventures LLC –</u> <u>Alexander Dillon</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>08/10/18</u>	<u>New Issuance</u>	<u>200,000,000</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Anil Idnani</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>08/14/18</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Raj Idnani</u>	<u>Employee stock</u>	<u>Restricted</u>	
<u>08/14/18</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Common stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>TriBridge Ventures LLC</u> <u>– John Forsythe III</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>08/29/18</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common Stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>GPL Ventures LLC –</u> <u>Alexander Dillon</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>08/31/18</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common Stock</u>	<u>\$0.005</u>	<u>YES</u>	<u>August Davis</u> <u>Acquisition Partners –</u> <u>Own August</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>09/17/18</u>	<u>New Issuance</u>	<u>3,571,428</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Cyrus Summerlin</u>	<u>Dreamcard purchase</u>	<u>Restricted</u>	
<u>09/17/18</u>	<u>New Issuance</u>	<u>3,571,428</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Lion Credit Card, Inc.</u>	<u>Dreamcard purchase</u>	<u>Restricted</u>	
<u>09/17/18</u>	<u>New Issuance</u>	<u>2,857,172</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Kevin Wiesner</u>	<u>Dreamcard purchase</u>	<u>Restricted</u>	
<u>09/17/18</u>	<u>New issuance</u>	<u>4,285,714</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Maximillian Hellerstein</u>	<u>Dreamcard purchase</u>	<u>Restricted</u>	
<u>10/10/18</u>	<u>New Issuance</u>	<u>4,280,000</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Jai Shah</u>	<u>Dreamcard purchase</u>	<u>Restricted</u>	
<u>12/19/18</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Blackbridge Capital -</u> <u>Alexander Dillon</u>	<u>Additional funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>01/04/19</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Blackbridge Capital -</u> <u>Alexander Dillon</u>	<u>Additional funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>01/10/19</u>	<u>New Issuance</u>	<u>90,000,000</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>Common Sense</u> <u>Holdings LLC –</u> <u>Katherine Benz</u>	<u>Additional funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>01/25/19</u>	<u>New Issuance</u>	<u>37,000,000</u>	<u>Common stock</u>	<u>NA</u>	<u>NA</u>	<u>GPL Ventures LLC –</u> <u>Alexander Dillon</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>

<u>03/22/19</u>	<u>New Issuance</u>	<u>50,000,000</u>	<u>Common stock</u>	<u>NA</u>	<u>Yes</u>	<u>Blackbridge Capital LLC</u> <u>– Alexander Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>05/02/19</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Common Stock</u>	<u>NA</u>	<u>YED</u>	<u>Blackbridge Capital LLC</u> <u>– Alexander Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>07/01/19</u>	<u>New Issue</u>	<u>40,000,000</u>	<u>Common Stock</u>	<u>NA</u>	<u>NA</u>	<u>GPL Ventures LLC –</u> <u>Alexander Dillon</u>	<u>Additional Funds</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>11/1/19</u>	<u>New Issue</u>	<u>50,000,000</u>	<u>Common Stock</u>	<u>NA</u>	<u>NA</u>	<u>Blackbridge Capital LLC</u> <u>– Alexander Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>10/02/19</u>	<u>New Issue</u>	<u>(200,000,000)</u>	<u>Common Stock</u>	<u>NA</u>	<u>NA</u>	<u>Anil Idnani</u>	<u>Retired Stock</u>	<u>Restricted</u>	<u>Restricted</u>
<u>01/14/20</u>	<u>New Issue</u>	<u>50,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Blackbridge Capital LLC</u> <u>– Alexander Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>02/11/20</u>	<u>New Issue</u>	<u>40,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC - Alex</u> <u>Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>2/28/20</u>	<u>New Issue</u>	<u>100,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>TriBridge Ventures LLC</u> <u>– John Forsythe III</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>03/24/20</u>	<u>New Issue</u>	<u>100,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Common Sense</u> <u>Holdings, LLC – Kathy</u> <u>Benz</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>03/24/20</u>	<u>New Issue</u>	<u>40,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>YES</u>	<u>GPL Ventures LLC –</u> <u>Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>03/26/20</u>	<u>New Issue</u>	<u>120,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>OC Sparkle, Inc. –</u> <u>Abraham Abu</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>04/03/20</u>	<u>New Issue</u>	<u>120,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Intermarket Associates</u> <u>LLC – Charles Abjudeh</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>04/27/20</u>	<u>New Issue</u>	<u>15,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC –</u> <u>Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>05/01/20</u>	<u>New Issue</u>	<u>50,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Tri-Bridge Ventures LLC</u> <u>– John Forsythe III</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>06/04/20</u>	<u>New Issue</u>	<u>125,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC –</u> <u>Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>07/22/20</u>	<u>New Issue</u>	<u>45,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	<u>GPL Ventures LLC –</u> <u>Alex Dillon</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>REG A</u>
<u>07/22/20</u>	<u>New Issue</u>	<u>35,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	<u>GPL Ventures LLC –</u> <u>Alex Dillon</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>REG A</u>
<u>08/13/20</u>	<u>New Issue</u>	<u>175,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Common Sense</u> <u>Holdings, LLC – Kathy</u> <u>Benz</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>

<u>08/17/20</u>	<u>New Issue</u>	<u>180,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>09/01/20</u>	<u>New Issue</u>	<u>187,744,581</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>TriBridge Ventures LLC -John Forsythe III</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>09/16/20</u>	<u>New Issue</u>	<u>40,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>09/22/20</u>	<u>New Issue</u>	<u>40,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>09/24/20</u>	<u>New Issue</u>	<u>40,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>09/29/20</u>	<u>New Issue</u>	<u>40,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>10/27/20</u>	<u>New Issue</u>	<u>70,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>11/04/20</u>	<u>New Issue</u>	<u>80,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>11/30/20</u>	<u>New Issue</u>	<u>80,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>12/07/2020</u>	<u>New Issue</u>	<u>100,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>12/14/20</u>	<u>New Issue</u>	<u>760,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>12/30/20</u>	<u>New Issue</u>	<u>320,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>01/13/2021</u>	<u>New Issue</u>	<u>320,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>01/28/2021</u>	<u>New Issue</u>	<u>350,000,000</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
<u>12/15/20</u>	<u>Retiredd</u>	<u>(430,000,000)</u>	<u>Common Stock</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>144 Exemption</u>
Shares Outstanding on <u>02/28/2021</u>	Ending Balance: Common: <u>4,226,952,469</u> Preferred: <u>732,672</u>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 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 September 30, 2018 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 any issuance of promissory notes, convertible notes or convertible or any other debt instruments that may be converted into a class of the issuer's 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.)
<u>12/15/2017</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>NA</u>	<u>12/15/18</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price.</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>12/19/2017</u>	<u>\$25,000</u>	<u>\$25,000</u>	<u>NA</u>	<u>12/19/2018</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>



					<u>Conversion Amount divided by the Conversion Price.</u>		
<u>1/4/2018</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>NA</u>	<u>1/4/2018</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price.</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>1/16/18</u>	<u>\$250,000</u>	<u>\$230,850</u>	<u>NA</u>	<u>1/16/19</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price.</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>01/19/18</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>NA</u>	<u>01/19/19</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>

					<u>principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price.</u>		
<u>06/22/18</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>NA</u>	<u>06/22/19</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price.</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>12/21/18</u>	<u>\$15,000</u>	<u>\$15,000</u>	<u>NA</u>	<u>12/21/19</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price.</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>01/04/19</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>NA</u>	<u>01/04/2020</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>

					to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price.		
<u>01/24/19</u>	<u>\$250,000</u>	<u>\$250,000</u>	<u>NA</u>	<u>01/24/2020</u>	Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>Various</u>	<u>\$782,000</u>	<u>\$782,000</u>	<u>NA</u>	<u>Various</u>	Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loans</u>

					<u>Conversion Amount divided by the Conversion Price</u>		
<u>Various</u>	<u>\$340,000</u>	<u>\$340,000</u>	<u>NA</u>	<u>Various</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loans</u>
<u>Various</u>	<u>\$112,500</u>	<u>\$112,500</u>	<u>NA</u>	<u>Various</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loans</u>
<u>11/1/19</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NA</u>	<u>NA</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of</u>	<u>Tribridge Ventures LLC – John Forsythe III</u>	<u>Loan</u>

					<u>principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price</u>		
<u>12/6/19</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>NA</u>	<u>12/6/20</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>12/18/19</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>NA</u>	<u>12/18/20</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>01/03/20</u>	<u>\$20,000</u>	<u>\$20,000</u>	<u>NA</u>	<u>01/03/2021</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior</u>	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>

					to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price		
<u>01/08/20</u>	<u>\$27,500</u>	<u>\$27,500</u>	<u>NA</u>	<u>01/08/20</u>	Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price	<u>GPL Ventures LLC – Alex Dillon</u>	<u>Loan</u>
<u>01/23/20</u>	<u>\$4,000</u>	<u>\$4,000</u>	<u>NA</u>	<u>01/23/2021</u>	Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the	<u>GPL Ventures LLC - Alex Dillon</u>	<u>Loan</u>

					<u>Conversion Amount divided by the Conversion Price</u>		
<u>04/02/20</u>	<u>\$35,000</u>	<u>\$35,000</u>	<u>NA</u>	<u>04/02/21</u>	<u>Conversion Price shall be equal to the lesser of a) 50% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion, or b) \$0.0001, not adjustable for reverse and forward splits, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price</u>	<u>GPL Ventures LLC - Alex Dillon</u>	<u>Loan</u>
<u>08/11/20</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>NA</u>	<u>08/12/21</u>	<u>Conversion Price shall be equal to the lesser of a) 40% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion</u>	<u>Common Sense Holdings, LLC – Kathy Benz</u>	<u>Loan</u>
<u>09/22/20</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>10%</u>	<u>09/22/2021</u>	<u>Conversion Price shall be equal to the lesser of a) 40% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion</u>	<u>Common Sense Holdings, LLC – Kathy Benz</u>	<u>Loan</u>
<u>10/13/2020</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>10%</u>	<u>10/13/2021</u>	<u>Conversion Price shall be equal to the lesser of a) 40% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion</u>	<u>Common Sense Holdings, LLC – Kathy Benz</u>	<u>Loan</u>
<u>11/18/2020</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>10%</u>	<u>11/18/2021</u>	<u>Conversion Price shall be equal to the lesser of a) 40% of the lowest trading price in the twenty trading days prior to the day the Holder requests conversion</u>	<u>Common Sense Holdings, LLC – Kathy Benz</u>	<u>Loan</u>

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

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#### 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: Richard Edelson  
Title: Financial Accounting Consultant  
Relationship to Issuer: None

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

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

You August 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 August 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")

A.The Company was incorporated in the State of New Jersey on October 22, 1991 under the name of "PRS SUB VI, INC." On February 6, 2001, the Company amended its Certificate of Incorporation changing its

<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.



name from PRS Sub VI, Inc. to Donini, Inc. Up until April 1, 2010, and through its subsidiaries, the Company was in the business of franchising pizza delivery businesses. Donini, Inc. had two Canadian subsidiaries, Donini Group, Inc. and Pizzacorp Franchises DTC, Inc., whose purposes were, respectively, to hold and control the intellectual property of the Company and to license the trademarks and oversee the licensed franchisees. Donini Group, Inc. was a wholly-owned subsidiary of the Company and Pizzacorp Franchises DTC, Inc. was a majority-controlled subsidiary of Donini Group, Inc. The Company was a franchisor of eight (8) pizza delivery restaurants through its Canadian subsidiaries, operating under the trade name "Pizza Donini", with seating of between 23 to 50 seats and one (1) 120- seat, fully-licensed Italian restaurant operating under the trade name "Donini Resto Bar". All units were operated by third parties and were located in the Greater Montreal area, in the province of Quebec, Canada. In 2008, the Company restructured its operations in two ways: first, it ceased all of its production activities and its call center, outsourcing those functions to third parties. The subsidiaries that formerly performed these activities were re-organized in a bankruptcy-type proceeding and liquidated. Secondly, the Company also converted all of its remaining operating units to franchised units, operated by third parties. This further reduced costs, but also substantially reduced gross revenues, which consisted of royalty payments and volume allowances of products to the franchise units. In 2010, the Company disposed of its 2 subsidiaries and all related restaurant assets and incurred a gain of \$30,100 from their disposal. From 2010 until September, 2014, the Company continued with its limited franchise operations, recording residual revenues from its franchised units and with an emphasis on consulting in the field of restaurant and franchise operations.

On September 26, 2014, the Company entered into a Letter of Intent with various parties whereby it agreed, if certain conditions were satisfied, to acquire all of the issued and outstanding ownership interests in Golden Dog Productions, LLC ("Golden Dog"), a California-based production company formed on November 15, 2004, in exchange for a majority of the issued and outstanding shares of the Company (the "Merger Agreement"). Pursuant to the Merger Agreement, and on November 16, 2014, the Company incorporated a wholly-owned subsidiary, GD Entertainment and Technology, Inc. ("GDET"), in the State of Nevada for the purposes of merging with and acquiring all of the issued and outstanding ownership interests in Golden Dog and, for the purpose of being the surviving corporation in the Merger Agreement.

On November 21, 2014, the Company effected the Merger Agreement with GDET and assumed the subsidiary's name, GD ENTERTAINMENT & TECHNOLOGY, INC.

## **BUSINESS OVERVIEW**

GD Entertainment and Technology, Inc. ("GDET") began operations in California in 2004, as Golden Dog Productions, LLC, and was an international entertainment and technology corporation which owned, developed, acquired and monetized media technologies and media intellectual properties. GDET specialized in the development, production and exploitation of multiplatform media and entertainment properties worldwide. GDET has developed significant relationships with major corporations, investors, technologies and production facilities in the US, Canada, Korea, Thailand, China, and Japan.

GDET also owned a substantial amount of assets in children's content on DVDs, TV series' and graphic novels based on well-known and internally developed characters. Over the past 10 years, GDET has created, produced, financed and/or distributed a wide variety of family friendly content.

GDET began in 2004 and provided consulting work to Korean animation production and distribution firms on production strategies involving their U.S. and Canadian counterparts. The business expanded by creating the first co-production partnership between a Korean animation studio and a major North American studio. For the next 10 years, entertainment content production and distribution became the company's primary focus as

the company expanded into graphic novels, ebooks, digital video and distribution of home-entertainment services. With its comprehensive U.S.- Asia distribution network, GDET began acquiring rights for specialty content in an aim to expand into independent, family-focused media distribution and rights ownership.

In 2004, GDET secured its first co-production agreement with **Seoul Movie Co. Ltd.**, receiving a \$1 million advance on the animated DVD, “Conan the Barbarian, Red Nails”. The deal included the distribution rights for Korea and all ancillary rights to the project, which they still control. GDET was responsible for all pre-production, animation production and provided additional production financing for the project. In 2006, GDET provided the animation development work for **Marvel’s** “Fantastic Four” animated series for broadcast TV, on a work-for-hire basis, but provided GDET the opportunity to establish relationships with one of the world’s leading animation studios. Also in 2006, GDET provided post-production services on the theatrical animated feature, “Toy Warrior” which was produced by **Seoul Movie** of Korea. GDET also negotiated the distribution deal for this picture with **Hillcrest Distribution** of Los Angeles. GDET still holds worldwide distribution rights for Korea.

GDET expanded its distribution and co-production relationships in Asia during the next several years. It provided distribution and financing for several successful animated TV series from Seoul Movie, including “Tangoo & Ullashong” and “Legend of Blue”. These two series production budgets exceeded \$5 million, and GDET orchestrated international distribution to China, Japan, Taiwan as well as the U.S. In 2008, GDET arranged the first animated TV series co-production between Korea and China, with the \$5.2 million budgeted “My Little Fox” which was co-produced by China Central Television (CCTV) and Seoul Movie. “My Little Fox” was also the first Korean animation studio TV series production broadcast on CCTV.

In 2010, GDET partnered with Steve Waterman, the Executive Producer of the “Casper the Friendly Ghost” movie, the “Stuart Little” series, and the “Chipmunk” series to produce the animated DVD, “The Voyages of Young Dr. Doolittle”. This video had a production budget of over \$3 million and was distributed by Phase 4 of Canada to all outlets including broadcasting in Canada and HBO. GDET maintains 100% of all Korean distribution rights, and 25% of world-wide and ancillary rights to this property. Also during 2010, and through 2011, GDET developed and produced “The Almighty Bible” graphic novel series, a 10 title graphic novel series based on the stories of the Old and New Testaments. The total budget was \$1.8 million with worldwide gross income being over \$3,000,000. GDET maintains Western Hemisphere distribution rights to this series. The series was valued at over \$5,000,000 by 21st Century Press, a Christian publisher in the U.S. 21st Century has been a Christian book and video distributor for almost 20 years.

During the past several years, GDET has been developing additional intellectual properties and relationships in the family entertainment, media and technology industries. GDET was discussions with major Thailand conglomerates and corporations, to partner with them in developing location based entertainment projects.

On November 27, 2014, GDET signed a co-production agreement with Amaris Media, LLC, for the development, production and distribution of juvenile book titles into digital media and home video products. Amaris was headed by internationally-acclaimed author Bill Myers, whose books and videos have sold over 8 million units in the past decade. Beginning with Mr. Myers “Secret Agent” juvenile book series, GDET and Amaris would produce a multitude of cross-media properties, including a graphic novel, eBooks, and mobile apps. An animated home video will also be produced, with production taking place in Canada, Korea and the U.S. This was the first of several projects in development by GDET and its partners.

On December 9, 2014, GDET entered into an agreement to acquire Toronto based media Company, Eight E Media Inc., a Canadian private marketing and design firm specializing in media and location-based

entertainment marketing, however, in October of 2015, GDET and Eight E Media, Inc. mutually decided to suspend this acquisition pending to pursue other opportunities.

In April, 2015, GDET announced two separate distribution agreements for its graphic novel properties: “StoneAge Santa” will be distributed by 21<sup>st</sup> Century Press of Springfield, MO, and “The Son” will be distributed by Dickinson Press, Inc./DPZ of Grand Rapids, MI.

\*\*\*\*\*

GD Entertainment & Technology, also known as GDET, focuses on high growth industries to fulfill a diverse selection of premium products worldwide. The company currently has one operating subsidiary, DreamCard, a high-end metal card that personalizes debit and credit cards for a fee, allows users to create a customizable debit or credit card using its state-of-the-art online platform, and also customizes Specialty Cards for the Customer Loyalty and Affinity Networks. Dreamcard simply takes an existing debit or credit card and transfer its data and EMV chip into a new metal, 24karat or Stainless Steel card of the cardholders design and ships it to the holder. DreamCard in a secure seamless transaction. The Company redesigned and relaunched the website in July 2020, www.Dreamcard.cc with a completely improved back-end business portal which makes the User experience much friendlier and more streamlined. The Company markets to the business enterprises that promote commerce to members with a VIP card to accent the importance of member. Casinos and Affinity Networks are our largest consumers.

**B. Describe the issuers’ principal products or services, and their markets**

**A.Principal products or services, and their markets;**

GD Entertainment & Technology, also known as GDET, focuses on high growth industries to fulfill a diverse selection of premium products worldwide. The company currently has one operating subsidiary, DreamCard, a high-end metal card that personalizes debit and credit cards for a fee, allows users to create a customizable debit or credit card using its state-of-the-art online platform, and also customizes Specialty Cards for the Customer Loyalty and Affinity Networks. Dreamcard simply takes an existing debit or credit card and transfer its data and EMV chip into a new metal, 24karat or Stainless Steel card of the cardholders design and ships it to the holder. DreamCard in a secure seamless transaction. The Company redesigned and relaunched the website in July 2020, www.Dreamcard.cc with a completely improved back-end business portal which makes the User experience much friendlier and more streamlined. The Company markets to the business enterprises that promote commerce to members with a VIP card to accent the importance of member. Casinos and Affinity Networks are our largest consumers.

**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 Company has leased a 5,000 square foot office as its principal headquarters in Wallington, NJ. The term of the lease is for 3 years, commencing April 1, 2018.

## 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>Anil Idnani</u>	<u>Former CEO</u>	<u>4 Carol Court, New Jersey 07627</u>	<u>300,088,887</u>	<u>Common</u>	<u>10.69%</u>	_____
<u>Anil Idnani</u>	<u>Former CEO</u>	<u>4 Carol Court, New Jersey 07627</u>	<u>10</u>	<u>Preferred Series A</u>	<u>100%</u>	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

## 8) Legal/Disciplinary History

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

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

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

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

None

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

None

## 9) Third Party Providers

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

### Securities Counsel

Name: Donnell [Suarez](#)  
Firm: [883 Flatbush Avenue](#)  
Address 1: [883 Flatbush Avenue Suite 100](#)  
Address 2: [Brooklyn, NY 11226](#)  
Phone: [718-622-8450](#)  
Email: [dsuarez@suarezassociates.com](mailto:dsuarez@suarezassociates.com)

### Accountant or Auditor

Name: [Richard Edelson](#)  
Firm: [Get OTC Current](#)  
Address 1: [10 Lawrence Road](#)  
Address 2: [Kings Park, NY 11754](#)  
Phone: [631-672-7181](#)  
Email: [Rich@getotccurrent.com](mailto:Rich@getotccurrent.com)

### 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.

Name:  
Firm: Financial Buzz Media Networks  
Nature of Services: Public Reltaions  
Address 1: 3 Columbus Circle, 15<sup>th</sup> FL  
Address 2: NY, NY 10019  
Phone: 1-877-601-1879  
Email: NA

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

## 10) Issuer Certification

*Principal Executive and Financial 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, Lawrence Adams certify that:

1. I have reviewed this quarterly report of GD Entertainment and Technology;
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.

05/03/2021[Date]

/s/ Lawrence Adams, CEO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**GD Entertainment & Technology Inc.**  
**Consolidated Balance Sheets**  
**(Unaudited)**

**February 28, 2021**

**Assets**

**Current Assets**

Cash \$ 1,114

**Total Current Assets** 1,114

**Non Current Assets**

Crypto mining equipment 73,308

ATM machine -

Leasehold improvements 54,914

**Total Non Current Assets** 128,222

**Other Assets**

Due from the greenery 18,950

Accounts Receivable 3,047

Due from officer 19,414

Inventory 153,945

Investment in Dreamcard 40,000

Security deposits 46,700

**Total Other Assets** 282,056

**Total Assets** \$ 411,392

**LIABILITIES AND STOCKHOLDERS' DEFICIT**

**Current Liabilities**

Accounts payable \$ 206,583

Accrued compensation 453,873

Accrued liabilities 121,899

Accrued interest 3,285

Convertible notes payable 1,530,317

Loans from related parties 18,837

Loans payable 619,340

**Total Current Liabilities** 2,954,134

**Total Liabilities** 2,954,134

**STOCKHOLDERS' DEFICIT**

Preferred stock: Series A - 10 shares authorized, \$0.00001 par value;

10 shares issued and outstanding at November 30, 2019 -

Preferred stock: Series B - 200,000,000 shares authorized, \$0.00001 par value;

732,672 shares issued and outstanding at November 30, 2020 1,831,674

Preferred stock: Series C - 299,990 shares authorized, \$0.00001 par value;

0 shares issued and outstanding at November 30, 2020

Common stock 5,000,000,000 shares authorized, \$0.00001 par value;

4,226,952,469 shares issued and outstanding at November 30, 2020 4,311,172

Additional paid-in capital 13,689,028

Common stock issued as collateral for note payable (656,999)

Accumulated deficit (21,717,617)

Total Stockholders' deficit (2,542,742)

**Total Liabilities and Stockholder's deficit** \$ 411,392

**GD Entertainment & Technology Inc.**  
**Consolidated Statement of Operations**  
**(Unaudited)**

**For the three months ended**  
**February 28, 2021**

**Revenue**

Product sales	\$	3,047
Total Revenue		3,047

**Cost of Goods Sold**

Product cost	-
Total Cost of Goods Sold	-

Gross profit	3,047
--------------	-------

**Expenses**

Bank service charges	-
OTC exchange fees	-
Salary expense	-
Transfer agent fees	1,050
Total expenses	1,050
	-
Net Loss	\$ 1,997



GD Entertainment & Technology, Inc.  
Consolidated Statements of Stockholders' Equity (Deficit)(Unaudited)  
February 28, 2021

	Common Stock				Preferred Stock Series A			Preferred Stock Series B			Accumulated Deficit	Foreign Currency Translation	Total Stockholders' Deficit
	Shares	Amount	Additional Paid-in Capital	Common Stock Issued As Collateral for Note Payable	Shares	Amount	Additional Paid-in Capital	Shares	Amount	Additional Paid-in Capital			
Balance-May 31, 2018	495,874,858	4,269,020	12,864,795	(672,000)	10	-	-	732,672	8	1,831,672	(17,878,488)	(552,252)	(1,276,107)
Issuance of common shares	335,500,000	\$ 1,155	\$ 359,203	\$ -							\$ 28,790	\$ -	\$ 28,790
Net loss													
Balance-August 31, 2018	831,374,858	4,270,175	13,223,998	(672,000)	10	-	-	732,672	8	1,831,672	(17,849,698)	\$ (552,252)	\$ (1,247,317)
Issuance of common shares	18,565,712	\$ -	\$ 54,601	\$ -							\$ (27,306)		\$ (27,306)
Net loss													
Balance-November 30, 2018	849,940,570	4,270,175	13,278,599	(672,000)	10	-	-	732,672	8	1,831,672	\$ (17,877,004)	\$ (552,252)	\$ (1,274,623)
Issuance of common shares	226,267,318	\$ 7,500	\$ -	\$ -							\$ (202,480)		\$ (202,480)
Net loss													
Balance-February 28, 2019	1,076,207,888	4,277,675	13,278,599	(672,000)	10	-	-	732,672	8	1,831,672	\$ (18,079,484)	\$ (552,252)	\$ (1,477,103)
Issuance of common shares	70,000,000	\$ 700	\$ 9,152								\$ (394,046)		\$ (394,046)
Net loss													
Balance-May 31, 2019	1,146,207,888	4,278,375	13,287,751	\$ (672,000)	10	-	-	732,672	8	1,831,672	(20,596,247)	\$ (552,252)	\$ (1,871,149)
Issuance of common shares	40,000,000										\$ (263,361)		\$ (263,361)
Net loss													
Balance - August 31, 2019	1,186,207,888	4,278,375	13,287,751	(672,000)	10	-	-	732,672	8	1,831,672	(20,859,608)	(552,252)	(2,133,808)
Issuance of common shares	50,000,000												
Retired common shares	(200,000,000)												
Net loss											\$ (189,992)		\$ (189,992)
Balance-November 30, 2019	1,036,207,888	4,278,375	13,287,751	(672,000)	10			732,672	8	1,831,672	(21,049,600)	(552,252)	(2,326,081)
Issuance of common shares for note conversion	190,000,000	\$ 1,900	\$ 17,100										\$ 19,000
Net Loss											\$ (169,935)		\$ (169,935)
Balance - February 29, 2020	1,226,207,888	4,280,275	13,304,851	(672,000)	10			732,672	8	1,831,672	(21,221,815)	(552,252)	(2,462,015)
Issuance of common shares for note conversion	445,000,000	\$ 4,450	\$ 39,950										\$ 44,400
Common stock subscription		\$ 15,100	\$ -	\$ (15,100)									\$ -
Profit/Loss adjustment											\$ 2,281	\$ (2,181)	\$ 100
Net Loss											\$ (401,985)		\$ (401,985)
Balance - May 31, 2020	1,671,207,888	4,299,825	13,344,801	(687,100)	10			732,672	8	1,831,672	(21,621,519)	(554,433)	(2,819,500)
Issuance of common shares for note conversion	480,000,000	\$ 4,800	\$ 43,200										\$ 48,000
Issuance of Common stock	80,000,000	\$ 800	\$ 79,200										\$ 80,000
Net Loss												\$ (80,283)	\$ (80,283)
Balance-August 31, 2020	2,231,207,888	\$ 4,305,425	\$ 13,467,201	\$ (687,100)	10			732,672	\$ 8	\$ 1,831,672	\$ (21,621,519)	\$ (634,716)	\$ (2,771,783)
Issuance of common shares for note conversion	575,744,581	\$ 5,757	\$ 51,817										\$ 57,574
Net Loss											\$ (15,531)		\$ (15,531)
Balance-November 30, 2020	2,806,952,469	\$ 4,311,183	\$ 13,519,018	\$ (687,100)	10			732,672	\$ 8	\$ 1,831,672	\$ (21,637,050)	\$ (634,716)	\$ (2,729,739)
Issuance of common shares for note conversion	1,850,000,000	\$ 18,500	\$ 166,500										\$ 185,000
Common shares retired	(430,000,000)	\$ (18,500)											\$ (18,500)
P&L adjustment											\$ (82,564)	\$ 18,500	\$ 18,500
Net Loss											\$ 1,997		\$ 1,997
Balance-February 28, 2021	4,226,952,469	4,311,183	13,685,518	(687,100)	10			732,672	8	1,831,672	(21,717,617)	(616,216)	(2,542,742)

**GD Entertainment & Technology Inc.**  
**Consolidated Statement of Cash Flows**  
**(Unaudited)**

**For the three months ended**  
**February 28, 2021**

**Cash Flow from Operating Activities**

Net Loss	1,997
Adjustment to reconcile net loss to net cash	

**Changes in operating assets and liabilities**

Accounts receivable	(3,047)
Due to Greenery	(18,950)
<b>Net Cash used by Operating Activities</b>	<b>(20,000)</b>

**Cash Flows from Financing Activities**

Conversions of Convertible Notes	(165,000)
Issuance of Common Stock	18,500
Common stock subscriptions	-
Additional paid in capital	166,500

**Net Cash provided by Financing Activities**

	20,000
(Decrease) in Cash	-
Cash - Beginning of period	1,114
<b>Cash - End of period</b>	<b>\$ 1,114</b>

**GD Entertainment & Technology, Inc.**  
**Notes to Consolidated Financial Statements**  
**For the Quarter Ended February 28, 2021**

**BUSINESS OVERVIEW**

GD Entertainment and Technology, Inc. (“GDET”) began operations in California in 2004, as Golden Dog Productions, LLC, and is an international entertainment and technology corporation which owns, develops, acquires and monetizes media technologies and media intellectual properties.

GD Entertainment & Technology, also known as GDET, focuses on high growth industries to fulfill a diverse selection of premium products worldwide. The company currently has one operating subsidiary, DreamCard, a high-end metal card that personalizes debit and credit cards for a fee, allows users to create a customizable debit or credit card using its state-of-the-art online platform, and also customizes Specialty Cards for the Customer Loyalty and Affinity Networks. Dreamcard simply takes an existing debit or credit card and transfer its data and EMV chip into a new metal, 24karat or Stainless Steel card of the cardholders design and ships it to the holder. DreamCard in a secure seamless transaction. The Company redesigned and relaunched the website in July 2020, [www.Dreamcard.cc](http://www.Dreamcard.cc) with a completely improved back-end business portal which makes the User experience much friendlier and more streamlined. The Company markets to the business enterprises that promote commerce to members with a VIP card to accent the importance of member. Casinos and Affinity Networks are our largest consumers.

**Note 1 - Nature of Operations and Basis of Presentation**

The Company was incorporated in the State of New Jersey on October 22, 1991 under the name of “PRS SUB VI, INC.” On February 6, 2001, the Company amended its Certificate of Incorporation changing its name from PRS Sub VI, Inc. to Donini, Inc. Up until April 1, 2010, and through its subsidiaries, the Company was in the business of franchising pizza delivery businesses.

On September 26, 2014, the Company entered into a Letter of Intent with various parties whereby it agreed, if certain conditions were satisfied, to acquire all of the issued and outstanding ownership interests in Golden Dog Productions, LLC (“Golden Dog”), a California-based production company formed on November 15, 2004, in exchange for a majority of the issued and outstanding shares of the Company (the “Merger Agreement”). Pursuant to the Merger Agreement, and on November 16, 2014, the Company incorporated a wholly-owned subsidiary, GD Entertainment and Technology, Inc. (“GDET”), in the State of Nevada for the purposes of merging with and acquiring all of the issued and outstanding ownership interests in Golden Dog and, for the purpose of being the surviving corporation in the Merger Agreement.

On November 21, 2014, the Company effected the Merger Agreement with GDET and assumed the subsidiary's name, GD ENTERTAINMENT & TECHNOLOGY, INC.

## **Note 2 - Significant Accounting Policies**

### Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"). In the opinion of management, all adjustments necessary in order for the financial statements to be not misleading have been reflected herein. The Company has elected a fiscal year ending on May 31.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. These estimates and judgments are based on historical information, information that is currently available to the Company and on various other assumptions that the Company believes to be reasonable under the circumstances. Actual results could differ from those estimates.

### Cash Equivalents

Cash and cash equivalents consist of cash and short-term investments with original maturities of less than 90 days. Cash equivalents are placed with high credit quality financial institutions and are primarily in money market funds. The carrying value of those investments approximates fair value.

### Property and equipment

Property and equipment are stated at the lower of cost or fair value. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets, currently three years.

The estimated useful lives are based on the nature of the assets as well as current operating strategy and legal considerations such as contractual life. Future events, such as property expansions, property developments, new competition, or new regulations, could result in a change in the manner in which the Company uses certain assets requiring a change in the estimated useful lives of such assets.

### Revenue Recognition

Revenue is only recognized when all of the following criteria are met: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred or services have been rendered, (3) the price to the buyer is fixed or determinable, and (4) collectability is reasonably assured.

### Basic Earnings (Loss) per Share

Basic earnings (loss) per common share is computed by dividing net income (loss) available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per common share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if potentially dilutive securities had been issued. There were no potentially dilutive securities outstanding during the periods presented.

#### Stock-based compensation

The Company accounts for equity based transactions with non-employees under the provisions of ASC Topic No. 505-50, "Equity-Based Payments to Non-Employees" ("Topic No. 505-50"). Topic No. 505-50 establishes that equity-based payment transactions with non-employees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The fair value of common stock issued for payments to non-employees in accordance with ASC Topic 505, "Equity", whereas the value of the stock compensation is based upon the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) at the date at which the necessary performance to earn the equity instrument is complete. The fair value of equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, the Company recognizes an asset or expense in the same manner as if it was to pay cash for the goods or services instead of paying with or using the equity instrument.

The Company accounts for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation - Stock Compensation* which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values on the grant date. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered. There has been no stock-based compensation issued to employees.

#### Fair Value of Financial Instruments

The carrying amount of cash, accounts payable and accrued liabilities, as applicable, approximates fair value due to the short-term nature of these items. The fair value of the related party notes payable cannot be determined because of the Company's affiliation with the parties with whom the agreements exist. The use of different assumptions or methodologies may have a material effect on the estimates of fair values.

ASC Topic 820, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

#### Impact of New Accounting Standards

In January 2017, the Financial Accounting Standards Board (“FASB”) issued an Accounting Standards Update (“ASU”) 2017-01, *Business Combinations (Topic 805) Clarifying the Definition of a Business*. The amendments in this update clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance is effective for interim and annual periods beginning after December 15, 2017 and should be applied prospectively on or after the effective date. The Company is in the process of evaluating the impact of this accounting standard update.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*, which requires restricted cash to be presented with cash and cash equivalents on the statement of cash flows and disclosure of how the statement of cash flows reconciles to the balance sheet if restricted cash is shown separately from cash and cash equivalents on the balance sheet. ASU 2016-18 is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfer of Assets Other than Inventory*, which requires the recognition of the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. ASU 2016-16 is effective for interim and annual periods beginning after December 15, 2018, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 provides guidance for targeted changes with respect to how cash receipts and cash payments are classified in the statements of cash flows, with the objective of reducing diversity in practice. ASU 2016-15 is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its statements of cash flows.

In March 2016, the FASB issued ASU 2016-09, *Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09, which amends several aspects of accounting for employee share-based payment transactions including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, and classification in the statement of cash flows. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016 and

interim periods within annual periods beginning after December 15, 2016, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 requires lessees to recognize lease assets and lease liabilities on the balance sheet and requires expanded disclosures about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted. The Company is in the process of evaluating the impact of this accounting standard update on its financial statements.

In May 2014, August 2015, April 2016 and May 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09 (ASC Topic 606), Revenue from Contracts with Customers, ASU 2015-14 (ASC Topic 606) Revenue from Contracts with Customers, Deferral of the Effective Date, ASU 2016- from Contracts with Customers, ASU 2015-14 (ASC Topic 606) Revenue from Contracts with Customers, Deferral of the Effective Date, ASU 2016-10 (ASC Topic 10 (ASC Topic 606) Revenue from Contracts with Customers, Identifying Performance Obligations and Licensing, and ASU 2016-12 (ASC Topic 606) Revenue from Contracts with 606) Revenue from Contracts with Customers, Identifying Performance Obligations and Licensing, and ASU 2016-12 (ASC Topic 606) Revenue from Contracts with accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. It also requires entities to disclose both quantitative and qualitative information that enable financial statements users to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amendments in these ASUs are effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Early adoption is permitted for annual periods beginning after December 15, 2016. This standard may be applied process of assessing the impact, if any, on its financial statements.

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.

#### Income Taxes

Income taxes are computed using the asset and liability method of accounting. Under the asset and liability method, a deferred tax asset or liability is recognized for estimated future tax effects attributable to temporary differences and carry-forwards. The measurement of deferred income tax assets is adjusted by a valuation allowance, if necessary, to recognize future tax benefits only to the extent, based on available evidence; it is more likely than not such benefits will be realized. The Company's deferred tax assets were fully reserved at December 31, 2017 and 2016.

The Company accounts for its income taxes using the Income Tax topic of the FASB ASC 740, which requires the recognition of deferred tax liabilities and assets for expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the

financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

### **Note 3 - Going Concern**

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. However, the accompanying financial statements reflect that the Company has incurred significant operating losses, and has a deficit in shareholders' equity. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations. As at May 31, 2018, the Company has accumulated losses of \$19,025,202 since inception. These consolidated financial statements include write off of assets acquired that are no longer useful and have no value.

### **Note 4 – Property and Equipment**

Property and equipment, stated at cost, less accumulated depreciation at February 28, 2021 consisted of the following:

		February 28, 2021
GPU Mining computers	\$	73,308
Leasehold improvement		54,915
ATM		-
Property and equipment, net	\$	128,222

During the quarter ended August 31, 2020 the Company sold a portion of its Bitcoin mining computers and its ATM machine for a loss of \$283,212.

### **Note 5 - Related Party Transactions**

On September 1, 2005, the Company entered into a Convertible Promissory Note with the Company's former CEO for \$50,000 ("CEO Loan"), which is included in loans from related parties. The loan bears interest at 8% per annum, compounded annually and was due on September 1, 2006. On January 15, 2008, \$2,000, \$8,000, \$8,000 and \$5,500 were assigned to third parties in exchange for debt and, subsequently converted into 2,000,000, 8,000,000, 8,000,000 and 5,500,000 shares of common stock, respectively. As of November 30, 2015, a principal balance of \$26,500 of the former CEO's Loan remains unpaid, including \$27,014 in accrued interest. As of November 30, 2015, the Company is indebted to the former CEO of the Company for \$91,540 (Canadian Dollars) of a former subsidiary's accounts payables guaranteed by the CEO of the Company. Subsequent to the quarter ended November 30, 2015, the Company continued verbal discussions with the Company's former CEO, whereby it was agreed that all related party loans held by the former CEO would be forgiven.



## Note 6 - Loans payable

a) On November 25, 2005, the Company received \$25,000 from a former affiliate of the Company and entered into an unsecured loan agreement, bearing interest at 8% per annum. During the quarter ended November 30, 2015, the principal balance of \$25,000 and accrued interest of \$19,038 were written off and recorded as a gain in forgiveness of debt.

b) On December 27, 2006, the Company received \$15,000 and entered into a promissory note agreement with a former affiliate of the Company. Under the terms of the note, the principal of the loan is unsecured and bears 12% interest. During the quarter ended November 30, 2015, the principal balance of \$15,000 plus accrued interest of \$15,174 were written off and recorded as a gain in forgiveness of debt.

c) On May 7, 2007, the Company entered into a promissory note in the principal amount of \$100,000. Under the terms of the note, the principal of the loan is unsecured and bears 14% interest per annum.

On December 1, 2014, the Company entered into a Purchase and Assumption Agreement ("Assumption Agreement"), whereby the \$100,000 note was assigned to a third party and, concurrently, the Company entered into a modified Convertible Promissory Note ("Modified Note"). The modified note bears interest at 5% per annum and is due on December 1, 2015. The modified note is convertible, at any time, in whole or in part, at the note holder's option, into common stock of the Company at an initial conversion price per share equal to 50% of the lowest trading price of the Company's common stock during the previous twenty (20) trading days.

Pursuant to ASC 470-50, "*Debt – Modification and Extinguishment*," it was determined that the original and modified notes are substantially different and the Company treated the original convertible note extinguished and exchanged for a new convertible note. The modified note was initially recorded at fair value and that amount was compared to the carrying value of the original note prior to modification to determine the gain or loss on extinguishment of debt.

The modified note also provides that the principal amount due to original noteholder shall be prorated based on the consideration actually paid by Maker to original noteholder, such that the Maker is only required to repay the amount of consideration and the Maker is not required to repay any unfunded portion of this modified note.

Concurrent with the Assumption Agreement, the original noteholder, the Maker and, the Escrow Agent entered into an Escrow Agreement which provides that \$65,000 (less legal and administrative fees of \$500) be held in escrow.

On December 5, 2014, December 13, 2014, and January 7, 2015, the Company issued 44,000,000, 40,000,000, and 26,000,000 shares of common stock, respectively, upon the conversion of the principal amount of \$11,000 at a conversion price of \$0.0001 per share and, \$11,000 was released from escrow to the original noteholder.

On February 13, 2015, the Company issued 65,000,000 shares of common stock upon the conversion of the principal amount of \$6,500 at a conversion price of \$0.0001 per share and, \$6,500 was released from escrow to the original noteholder.

On March 26, 2015, the Company issued 212,000,000 shares of common stock upon the conversion of the principal amount of \$10,600 at a conversion price of \$0.00005 per share and, \$10,600 was released from escrow to the original noteholder.

On September 4, September 18, September 25, October 9, and October 15, the Company issued 48,414,200, 68,414,200, 48,714,200, 98,414,200, and 98,414,200, respectively, upon the conversion of \$2,421, \$3,421, \$2,436, \$4,921, and \$4,921 for an aggregate total of \$18,119, released from escrow to the noteholder.

On October 6, 2015, the Company issued 24,052 Preferred B shares to the original noteholder and expunged \$60,130 in principal and accrued interest of the May 7, 2007 promissory note.

As at November 30, 2015, a principal balance of \$39,870 and accrued interest of \$47,933 remain outstanding.

On December 15, 2015 the Company entered into a loan agreement for \$8,480.

On December 28, 2015 the Company entered into a loan agreement for \$50,000.

On January 16, 2016 the Company entered into a loan agreement for \$24,980.

\$274,148 of the related party loans were forgiven in negotiations of the purchase of the Company and written off in the subsequent reporting period.

## **Note 7 - Convertible Notes Payable**

a) On July 23, 2004, the Company borrowed \$250,000 and entered into an 8%, 5-year Promissory Note. The Note is guaranteed by the Company. The Promissory Note is payable in monthly installments of \$5,054, including interest commencing in October 2004 through September 2009. On September 2, 2009, a portion of the Promissory Note was assigned to a third party and the Company issued 6,000,000 shares of common stock upon the conversion of the principal amount of \$6,000.

On January 15, 2010, portions of the Promissory Note were assigned to third parties and the Company issued 32,000,000, 22,000,000, 2,500,000 and 5,500,000 shares of common stock upon the conversion of the principal amounts of \$32,000, \$22,000, \$2,500 and \$5,500, respectively.

On November 18, 2014, \$42,500 of the Note was assigned to a third party and the assignee subsequently converted the assigned amount into 42,500,000 shares of the common stock of the Company.

On December 9, 2014, \$40,000 of the Note was assigned to a third party pursuant to a Debt Securities Assignment and Purchase Agreement and Securities Exchange and Settlement Agreement (“Debt Assignment”). Pursuant to the Debt Assignment, the Assignee is permitted to convert any portion of the assigned debt at any time until the assigned Note is no longer outstanding. Further, the Assignee is permitted to receive eligible conversions at the lesser of \$0.0004 or a 50% discount from the lowest intra-day trading price for the 20 days prior to a conversion notice submitted to the Company’s Transfer Agent. On December 18, 2014, the Company issued 53,350,000 shares of common stock upon the conversion of the principal amount of \$5,350 at a conversion price of \$0.0001 per share. A principal balance of \$34,650 remains outstanding after said conversion.

On January 29, 2015, \$5,000 of the Note was assigned to a third party and the assignee subsequently converted a portion of the assigned amount into 164,500,000 shares of the common stock of the Company.

During the quarter ended November 30, 2015, the principal balance of \$67,500 on the original Promissory Note and all accrued interest were written off and recorded as a gain in forgiveness of debt.

b) On June 7, 2004, the Company entered into a Securities Purchase Agreement with Global Capital Funding Group, L.P. (“Global”), whereby Global purchased a \$1,500,000 convertible note (the “Note”) for \$1,200,000. The Note was secured by the Company’s accounts receivable, inventory, property and equipment, and general tangibles and matured on June 7, 2007.

Pursuant to the agreement, the Company issued a warrant to Global to purchase 500,000 shares of common stock as additional finance costs. In addition, the Company issued a warrant to an unrelated corporation to purchase 50,000 shares of common stock as a finder’s fee. Both warrants were exercisable at \$0.495 per share and expired on June 7, 2009.

On October 1, 2004, the Company and Global entered into an Exchange Agreement whereby the Note was exchanged for a new note (the “new Note”) in the amount of \$1,540,000. The New Note matured on June 7, 2006 and was secured by a first lien on the Company’s non-real estate assets and the issuance and pledge of 8,400,000 shares of common stock. The effective interest rate on the New Note is 13%.

Other terms under the New Note are as follows:

- i) As long as there is no event of default (as defined), the Company may, at its option, prepay the New Note at a price equal to the outstanding principal amount of the New Note, \$40,000 of liquidating damages and all accrued and unpaid interest.
- ii) Global has the right to convert the New Note into shares of common stock upon an event of default (as defined) or at any time following June 7, 2005 at the following conversion price – (a) Principal amount being converted together with the accrued and unpaid interest through the date of conversion divided by (b) 100% of the three lowest bid prices during the twenty (20) trading days immediately preceding the date of conversion. Global can only convert (other than due to an

event of default) if the price of the Company's common stock is equal to or greater than \$0.60 per share at the time of conversion.

During the quarter ended August 31, 2009, Global instituted a lawsuit in the United States District Court of New Jersey to collect on its defaulted loan. The Company subsequently filed an Answer to the Complaint. During the following quarter ended November 30, 2009, the Company and Global settled, in principal, their lawsuit and all disputes on the following terms:

- i) The Company shall pay Global a total principal amount of \$500,000 in two (2) years, evidenced by an interest-free note ("Interest-Free Note");
- i) Global shall retain its 16,800 (post 1:500 split) common shares, held as security, which shall be returned upon payment of the Interest-Free Note;
- ii) Global shall return the 16,800 shares upon the payment of the first \$25,000 due on the Note;
- iii) The matter has been settled and an Order was entered reflecting the same.

During the quarter ended November 30, 2015, the Company entered into verbal discussions with Global to write-off the principal balance of \$500,000 on the Interest-Free Note in the subsequent quarter.

- c) On December 22, 2014, the Company borrowed \$10,000 from a private investor and entered into a 10%, 1-year convertible note. At November 30, 2015, a principal balance of \$10,000 and accrued interest of \$942 remain unpaid.
- d) On October 5, 2015, the Company borrowed \$25,000 from a private investor and entered into a 45-day promissory note with a fixed interest amount of \$5,000 at maturity. At November 30, 2015, the note remains unpaid.
- e) On March 6, 2015, the Company entered into a private investment agreement with Blackbridge Captial LLC ("Blackbridge"). Blackbridge purchased a unit for \$10,000 consisting of a convertible promissory note face amount of \$9,500 and an agreed return on investment or "ROI". The Company agreed to return or pay to Blackbridge the sum of \$10,000 (amount ROI unit generates) on or before March 14, 2015. The convertible promissory note in the face amount of \$9,500 has a fixed interest rate of 5% and a conversion price of \$0.0001 with no adjustments for reverse stock splits. The note matures on March 13, 2015, the ROI and note remains unpaid.
- f) On December 15, 2017, the Company entered into a convertible promissory note for \$50,000 with GPL Ventures LLC. The note has a fixed interest rate of 10% and matures on December 15, 2018.
- g) On December 19, 2017, the Company entered into a convertible promissory note for \$25,000 with GPL Ventures LLC. The note has a fixed interest rate of 10% and matures on December 19,

2018.

h) On January 4, 2018, the Company entered into a convertible promissory note for \$5,000 with GPL Ventures LLC. The note has a fixed interest rate of 10% and matures on January 4, 2018.

i) On January 16, 2018 the Company entered into a convertible promissory note for \$250,000 with GPL Ventures LLC. The note has a fixed interest rate of 10% and matures on January 16 2019. As of November 30, 2018 \$230,850 has been funded.

j) On January 19, 2018, the Company entered into a master convertible promissory note for \$100,000 with GPL Ventures LLC. As of November 30, 2018 \$100,000 has been funded. The note has a fixed interest rate of 10% and matures on January 19, 2018.

k) On June 22, 2018, the Company entered into a master convertible promissory note for \$100,000 with GPL Ventures LLC. As of November 30, 2018 \$100,000 has been funded. The note has a fixed interest rate of 10% and matures on January 22, 2019.

l) On December 21, 2018 Company entered into a master convertible promissory note for \$15,000 with GPL Ventures LLC. As of February 29, 2019 \$15,000 has been funded. The note has a fixed interest rate of 10% and matures on December 21, 2019.

m) During the year ended May 31, 2019, the Company entered in various convertible promissory notes with GPL Ventures LLC for \$782,000. These notes have various conversion features and maturity dates that are one year from the date of issuance.

n) During the three months ended August 31, 2019, the Company entered in various convertible promissory notes with GPL Ventures LLC for \$340,000. These notes have various conversion features and maturity dates that are one year from the date of issuance.

o) During the three months ended November 30, 2019, the Company entered in various convertible promissory notes with GPL Ventures LLC for \$112,500 and \$70,000 with Tribridge Ventures LLC. These notes have various conversion features and maturity dates that are one year from the date of issuance.

p) During the three months ended February 20, 2020, the Company entered in various convertible promissory notes with GPL Ventures LLC for \$66,500. These notes have various conversion features and maturity dates that are one year from the date of issuance.

q) During the three months ended May 31, 2010, the Company entered into a convertible promissory notes with GPL Ventures LLC for \$35,000. These notes have various conversion features and maturity dates that are one year from the date of issuance.

r) During the three months ended August 31, 2020, the Company entered into a convertible promissory notes with Common Sense Holdings LLC for \$5,000. These notes have various conversion features and maturity dates that are one year from the date of issuance.

s) During the three months ended November 30, 2020, the Company entered into convertible promissory notes with Common Sense Holdings LLC totaling \$15,000. These notes have various conversion features and maturity dates that are one year from the date of issuance.

#### Note 8 – Subsequent events

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued and through the date of the filing and has determined that it does not have any material subsequent events to disclose in these financial statements.

The Company is also exiting its Bitcoin mining operations and CBD business. The Company will be focusing primarily on its Dream Card product.