

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Nunzia Pharmaceutical Company

A Utah Corporation

1627 West 14th Street, Long Beach, California 90813

Phone: (714) 609-9117

Website: <https://nunziapharma.com/>

Quarterly Report

Amendment No. 1

For the Three Months Ended **March 31,**

2021 and 2020

(the “Reporting Period”)

As of March 31, 2021, the number of shares outstanding of our Common Stock was: **244,369,578**

As of December 30, 2020, the number of shares outstanding of our Common Stock was: **244,369,578**

As of December 31, 2019, the number of shares outstanding of our Common Stock was: **234,519,578**

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

Yes: No:

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

Yes: No:

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

Yes: No:

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

Our Company’s name is Nunzia Pharmaceutical Company (the “Company”). The Company was incorporated on November 12, 1986, in the state of Utah under the name of Silver Harvest, Inc. In February 1990, the Company amended its Articles of Incorporation to change its name to Viking Capital Group, Inc. In June 2010, the Company amended its Articles of Incorporation to change its name to Arizona Gold and Onyx Mining Company. On February 1, 2018, the Company amended its Articles of Incorporation to change its name to Nunzia Pharmaceutical Corporation.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer’s current standing in its state of incorporation (e.g. active, default, inactive):

Nunzia Pharmaceutical Company was incorporated on November 12, 1986, in the state of Utah. Our current standing in the state of Utah is “Active.”

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

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:

MERGER

On October 22, 2017, the Company and Cal-Biotech, Inc. (“Cal-Biotech”) entered into a Merger and Consolidation Agreement (the “MCA”). In anticipation of closing on the MCA, on February 1, 2018, the Board authorized a 7,000:1 reverse stock split, which took effect on December 4, 2019, and amended its articles changing its name to Nunzia Pharmaceutical Corporation. On December 13, 2020, the Company issued 284,500,000 shares pursuant to MCA. Of the shares issued, 1) 248,270,000 were issued to LionsGate Funding Group LLC (“LionsGate”) (majority owner of Cal-Biotech) in exchange for the all the issued and outstanding stock in Cal-Biotech and to settle \$156,657 of advances from Cal-Biotech to the Company that were originally funded by LionsGate; and 2) 36,230,000 were issued to settle \$144,570 of debt and advances recorded as liabilities to related and non-related parties. 22,650,000 shares due to LionsGate as part of the MCA have not been issued as of the date of this report.

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

Our principal executive office is located at 1627 West 14th Street, Long Beach, California 90813

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

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

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

Yes: No:

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

n/a

2) Security Information

Trading symbol:	NUNZ	
Exact title and class of securities outstanding:	Class A Common Stock	
CUSIP:	67097W102	
Par or stated value:	\$0.001	
Total shares authorized:	500,000,000	as of date: May 10, 2021
Total shares outstanding:	262,119,578	as of date: May 10, 2021
Number of shares in the Public Float ² :	5,641	as of date: December 4, 2019
Total number of shareholders of record:	618	as of date: May 10, 2021

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

None.

Transfer Agent

Name: **Pacific Stock Transfer**
Phone: **1-800-785-7782**
Email: **Joslyn@pacificstocktransfer.com**
Address: **6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119**

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

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

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
<p style="text-align: center;"><u>Opening Balance</u></p> Date 12/31/2018 Common: 20,980 ⁽¹⁾ Preferred: 0									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
5/16/2019	Share cancel	(2,457)	Common	n/a	n/a	Various	To reduce shares outstanding	n/a	n/a
12/13/2019	Adjustment	1,055	Common	n/a	n/a	Various	Adj for 7:000 to 1 reverse stock split	n/a	n/a
12/13/2019	New	248,270,000 ⁽²⁾	Common	\$0.001	n/a	Various	Merger and settle outstanding liabilities of \$156,657	Restricted	4a2
12/13/2019	New	30,000 ⁽⁴⁾	Common	\$0.66	yes	Kagel Law	\$19,800 liability settlement	Restricted	4a2
12/13/2019	New	200,000	Common	\$0.15	yes	Gary Bryant	\$30,000 liability settlement	Restricted	4a2
12/13/2019	New	1,500,000	Common	\$0.02	Yes	Richard Johnson	\$35,000 liability settlement	Restricted	4a2
12/13/2019	New	34,500,000	Common	\$0.002	Yes	Michael Mitsunaga	\$59,770 liability settlement	Restricted	4a2
1/15/2020	New	250,000 ⁽⁵⁾	Common	\$0.006	Yes	Pacific Advisers LLC	Consulting	Restricted	4a2
8/16/20	New	9,000,000 ⁽³⁾	Common	\$0.001	No	Richard Johnson	Merger	Restricted	4a2
8/16/20	New	300,000 ⁽³⁾	Common	\$0.001	No	Neal Johnson	Merger	Restricted	4a2
8/16/20	New	300,000 ⁽³⁾	Common	\$0.001	No	Lisa Belesky	Merger	Restricted	4a2
4/26/21	New	2,000,000 ⁽³⁾	Common	\$0.001	No	Chad Mitsunaga	Merger	Restricted	4a2
4/26/21	New	250,000 ⁽³⁾	Common	\$0.001	No	Nanci King	Merger	Restricted	4a2
4/26/21	New	250,000 ⁽³⁾	Common	\$0.001	No	Eva Lazar	Merger	Restricted	4a2
4/26/21	New	250,000 ⁽³⁾	Common	\$0.001	No	Kevin Lee	Merger	Restricted	4a2
4/26/21	New	7,500,000 ⁽³⁾	Common	\$0.001	No	David Kassab	Merger	Restricted	4a2
4/26/21	New	7,500,000 ⁽³⁾	Common	\$0.001	No	Jonathan Kassab	Merger	Restricted	4a2
Shares Outstanding on Date of This Report:									
<p style="text-align: center;"><u>Ending Balance:</u></p> Date: May 10, 2021 Common: 262,119,578 Preferred: 0									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

- (1) **On December 4, 2019, the Company affected a 1-for-7,000 reverse stock split reducing the number of shares outstanding from 126,859,077 to 19,578. All per share amounts have been adjusted to reflect the stock split.**
- (2) **248,270,000 were issued to LionsGate Funding Group LLC in exchange for the all the issued and outstanding stock in Cal-Biotech and to settle \$156,657 of advances from Cal-Biotech to the Company that were originally funded by LionsGate**
- (3) **50,000,000 shares owing to LionsGate pursuant to the MCA have been issued to these individuals. As of the date of this report, 22,650,000 shares of restricted common stock owing to LionsGate are unissued.**
- (4) **Kagel Law, a California Professional Corporation, is controlled by David Kagel.**
- (5) **Pacific Advisers, LLC is controlled by Brian Volmer.**

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Financial Statements

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

- U.S. GAAP
- IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Justin Frere, CPA**
 Title: **n/a**
 Relationship to Issuer: **Contractor**

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

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

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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

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

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

5) Issuer's Business, Products and Services

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

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

We are a pharmaceutical and nutraceutical company that owns the rights to a drug that treats autism, fragile X, ADHD, and PTSD. We manufacture, market and distribute the drug Nunzia, a drug that is more effective than any drug on the market to treat the symptoms of these diseases.

The drug, called Nunzia, acts to increase sensory, social, and daily living skills, as well as attention span, memory retention, focus, comprehension, and learning, all the while decreasing anxiety, stress, fixations, fidgeting, and outside distractions. The current drugs that are used to attempt to control the symptoms of these conditions are largely ineffective. Nunzia is the only drug on the market that effectively treats the symptoms of these wide-ranging medical conditions.

NUNZIA is able to reduce the extra synapses which cause anxiety. When there is a rapid firing of synapse and the protein filters of the brain are functional, then anxiety occurs, but no or little affixations, but when the protein filters are not functional or functioning at full capacity, such as the FXMP protein, then anxiety can also produce affixations and other disorders, which are related to affixations or compulsory. We had thought that Fragile X or Autist people did not have the FXMP protein and was the root cause, but after much research, we did conclude that the FXMP protein filter was present, but not functioning at full capacity and functioned at different levels according the individual and therefore the consensus and conclusion was that the different levels of functionality of the FXMP could be the main cause of affixations and compulsory disorders at different levels in the individual.

Anxiety Systems and Disorders alone cause various problems, but when coupled with a malfunctioning FXMP protein the problems are exponential.

The hippocampus is the part of the brain that is involved in memory forming, organizing, and storing. It is a limbic system structure that is particularly important in forming new memories and connecting

emotions and senses, such as smell and sound, to memories. The hippocampus is a horseshoe shaped paired structure, with one hippocampus located in the left-brain hemisphere and the other in the right hemisphere. The hippocampus acts as a memory indexer by sending memories out to the appropriate part of the cerebral hemisphere for long-term storage and retrieving them when necessary. The hippocampus is involved in several functions of the body including: Consolidation of new memory; Emotional Responses Navigation; and Spatial Orientation. NUNZIA works with the Hippocampus part of the brain.

The hippocampus is a region of the mammalian brain that shows an impressive capacity for structural reorganization. Preexisting neural circuits undergo modifications in dendritic complexity and synapse number, and entirely novel neural connections are formed through the process of neurogenesis. These types of structural change were once thought to be restricted to development. However, it is now generally accepted that the hippocampus remains structurally plastic throughout life. This article reviews structural plasticity in the hippocampus over the lifespan, including how it is investigated experimentally. The modulation of structural plasticity by various experiential factors as well as the possible role it may have in hippocampal functions such as learning and memory, anxiety, and stress regulation are also considered.

Current anti-anxiety drugs are broad acting and usually ineffective, including such drugs as Valium, Prozac, amphetamines, and anti-psychotics. These drugs are considered “Hit or Miss”, singly or in combination. The quick synapses or misfiring is still occurring, and the affixations, anxiety and or other disorders are still acting out in the brain, but the present drugs have drugged the entire body, like a straight jack. The person still wants to act out on the effects of the synapse and excessive waste proteins being developed creating even *more anxiety*.

The advantage of Nunzia is that it is a targeted Blocker B instead of a broad blocker. With Nunzia, the synapse is not too quick or misfiring, therefore the people do not have the inner need to act out the misfiring, because they are not misfiring, and no anxiety is occurring.

There are no other drugs like NUNZIA, which helps so many disorders that are caused or exasperated by anxiety. Thus, in terms of the industry overview, the market is immense, yet, the competition is non-existence since no other drug is able to target the synapses causing anxiety.

B. Please list any subsidiaries, parents, or affiliated companies.

n/a

C. Describe the issuers’ principal products or services.

Nutraceutical and Pharmaceutical products for people with ASD (Autistic Spectrum of Disorders)

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 and the extent in which the facilities are utilized.

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.

n/a

7) Company Insiders (Officers, Directors, and Control Persons)

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Michael Mitsunaga	Director, President	1627 West 14 th Street, Long Beach, California	12,976,274	Common	5.0%	
Charles Strongo	Director, CEO	1627 West 14 th Street, Long Beach, California	12,975,040	Common	5.0%	
Dr. Shujie Cui	Chief Medical Officer	1627 West 14 th Street, Long Beach, California	2,500,000	Common	1.0%	
Lionsgate Funding Group LLC ⁽³⁾	>5% shareholder	1627 West 14 th Street, Long Beach, California	213,459,000	Common	75.0%	

- (1) **Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. Each of the beneficial owners listed above has direct ownership of and sole voting power and investment power with respect to the shares of our common stock and except as indicated the address of each beneficial owner is 1627 West 14th Street, Long Beach, CA, 90813**
- (2) **Calculated pursuant to rule 13d-3(d) of the Exchange Act. Beneficial ownership is calculated based on 262,119,578 shares of common stock issued and outstanding as of May 10, 2021. Under Rule 13d-3(d) of the Exchange Act, shares not outstanding which are subject to options, warrants, rights or conversion privileges exercisable within 60 days are deemed outstanding for the purpose of calculating the number and percentage owned by such person, but are not deemed outstanding for the purpose of calculating the percentage owned by each other person listed. All the share amounts listed represent common stock held. No derivatives are outstanding as the date hereof.**
- (3) **Includes 190,809,000 shares of common stock held and 22,650,000 shares of common stock owed pursuant to the Merger that have not yet been issued. Lionsgate Funding Group LLC, a Wyoming Limited Liability Corporation, is controlled by Sara Gonzales, and located at 2227 Avenida Oliva, San Clemente, CA 92673.**

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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: **None.**

Accountant or Auditor

Name: **BF Borgers CPA PC**
Address 1: 5400 W Cedar Ave Lakewood, CO 80226
Phone: 303-953-1454
Email: Ben@bfbcpa.us

Investor Relations: **None.**

Other Service Providers

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

Pacific Advisors, LLC assists us with FINRA issues. Pacific Advisors should be considered an affiliate. Their address is: 4675 Macarthur Court, Suite 725, Newport Beach, CA 92660. Their phone number is: (949) 486 8300.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Charles Strongo certify that:

1. I have reviewed this quarterly disclosure statement of Nunzia Pharmaceutical Company;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: 6/24/2021

/s/Charles Strongo

Charles Strongo

Chief Executive Officer and Director

(Principal Executive Officer)

Principal Financial Officer:

I, Michael Mitsunaga certify that:

1. I have reviewed this quarterly disclosure statement of Nunzia Pharmaceutical Company;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial

condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: 6/24/2021

/s/Michael Mitsunaga

Michael Mitsunaga

President and Director

(Principal Financial Officer)

NUNZIA PHARMACEUTICAL COMPANY
For The Three Months Ended March 31, 2021 and 2020

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NUNZIA PHARMACEUTICAL COMPANY
CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	March 31, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash	\$ 16,620	\$ -
Total assets	\$ 16,620	\$ -
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	\$ 24,531	\$ 25,918
Related party advances	37,949	4,294
Total current liabilities	62,480	30,212
Commitments and contingencies		
Stockholders' deficit		
Common stock; Class A, \$0.001 par value, 500,000,000 shares authorized, 244,369,578 shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	244,370	244,370
Common stock payable	40,400	40,400
Additional paid-in capital	28,187	28,187
Retained deficit	(358,817)	(343,169)
Total stockholders' deficit	(45,860)	(30,212)
Total liabilities and stockholders' deficit	\$ 16,620	\$ -

(See accompanying notes to unaudited consolidated financial statements)

NUNZIA PHARMACEUTICAL COMPANY
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended March 31,	
	2021	2020
Revenue	\$ -	\$ -
Operating expense		
General and administrative	15,648	6,901
Total operating expense	15,648	6,901
Loss from operations	(15,648)	(6,901)
Net loss	\$ (15,648)	\$ (6,901)
Basic and Diluted Loss per Common Share	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	284,769,578	284,727,797

(See accompanying notes to unaudited consolidated financial statements)

NUNZIA PHARMACEUTICAL COMPANY
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT (UNAUDITED)

	<u>Class A Common Stock</u>		<u>Common Stock</u>	<u>Additional</u>	<u>Retained</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Payable</u>	<u>Paid-in</u>	<u>Deficit</u>	<u>Stockholders'</u>
				<u>Capital</u>		<u>Deficit</u>
<u>THREE MONTHS ENDED MARCH 31, 2021</u>						
Balance, December 31, 2020	244,369,578	\$ 244,370	\$ 40,400	\$ 28,187	\$ (343,169)	\$ (30,212)
Net loss for the three months ended March 31, 2021	-	-	-	-	(15,648)	(15,648)
Balance, March 31, 2021	<u>244,369,578</u>	<u>\$ 244,370</u>	<u>\$ 40,400</u>	<u>\$ 28,187</u>	<u>\$ (358,817)</u>	<u>\$ (45,860)</u>
<u>THREE MONTHS ENDED MARCH 31, 2020</u>						
Balance, December 31, 2019	234,519,578	\$ 234,520	\$ 50,000	\$ 26,937	\$ (331,842)	\$ (20,385)
Common stock issued for services	250,000	250	-	1,250	-	1,500
Net loss for the three months ended March 31, 2020	-	-	-	-	(6,901)	(6,901)
Balance, March 31, 2020	<u>234,769,578</u>	<u>\$ 234,770</u>	<u>\$ 50,000</u>	<u>\$ 28,187</u>	<u>\$ (338,743)</u>	<u>\$ (25,786)</u>

(See accompanying notes to unaudited consolidated financial statements)

NUNZIA PHARMACEUTICAL COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Three Months Ended March 31,	
	2021	2020
Cash flows from operating activities		
Net loss	\$ (15,648)	\$ (6,901)
Adjustments to reconcile net loss to net cash flows from operating activities		
Stock based compensation expense	-	1,500
Changes in operating assets and liabilities:		
Increase (decrease) in accounts payable and accrued expenses	(1,387)	1,108
Increase in related party advances	33,655	4,293
Net cash flows from operating activities	16,620	-
Change in cash	16,620	-
Cash at beginning of period	-	-
Cash at end of period	<u>\$ 16,620</u>	<u>\$ -</u>
Supplemental disclosure of cash flow information:		
Interest paid in cash	\$ -	\$ -
Income taxes paid in cash	\$ -	\$ -
Supplemental disclosure of non-cash transactions:		
Common stock issued as payment for liabilities	\$ -	\$ 1,500

(See accompanying notes to unaudited consolidated financial statements)

NUNZIA PHARMACEUTICAL COMPANY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 –Basis of Presentation, Organization and Going Concern

Basis of Presentation

The accompanying unaudited interim consolidated financial statements of Nunzia Pharmaceutical Company (the “**Company**”) as of March 31, 2021, and for the three months ended March 31, 2021 and 2020 have been prepared in accordance with generally accepted accounting principles in the United States of America (“US GAAP”), for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted.

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of expenses during the reporting periods. Actual results may differ from those estimates. The interim financial statements should be read in conjunction with the unaudited financial statements and notes thereto included in the Company’s Annual Report for the year ended December 31, 2020. In the opinion of management, the accompanying unaudited interim consolidated financial statements have been prepared on the same basis as the audited financial statements and include all adjustments (including normal recurring adjustments) necessary for the fair presentation of the Company’s financial position as of March 31, 2021, results of operations for the three months ended March 31, 2021 and 2020, and stockholders equity and cash flows for the three months ended March 31, 2021 and 2020. The Company did not record an income tax provision during the periods presented due to net taxable losses. The results of operations for any interim period are not necessarily indicative of the results of operations for the entire year.

Organization

Our Company’s name is Nunzia Pharmaceutical Company. The Company was incorporated on November 12, 1986. On February 1, 2018, the Company amended its Articles of Incorporation to change its name to Nunzia Pharmaceutical Corporation.

On October 22, 2017, the Company and Cal-Biotech, Inc. (“**Cal-Biotech**”) entered into a Merger and Consolidation Agreement (the “**MCA**”). In anticipation of closing on the MCA, on February 1, 2018, the Board authorized a 7,000:1 reverse stock split, which took effect on December 4, 2019, and amended its articles changing its name to Nunzia Pharmaceutical Corporation. On December 13, 2020, the Company issued 284,500,000 shares pursuant to MCA. Of the shares issued, 1) 248,270,000 were issued to LionsGate Funding Group LLC (“**LionsGate**”) (majority owner of Cal-Biotech) in exchange for the all the issued and outstanding stock in Cal-Biotech and to settle \$156,657 of advances from Cal-Biotech to the Company that were originally funded by LionsGate; and 2) 36,230,000 were issued to settle \$144,570 of debt and advances recorded as liabilities to related and non related parties. 22,650,000 shares due to LionsGate as part of the MCA have not been issued as of the date of this report.

Prior to the close of the MCA, LionsGate held a majority beneficial ownership interest in the Company and Cal-Biotech. Thus, due to the common control of the Company and Cal-Biotech, pursuant to ASC 805-50-25, “Transactions Between Entities Under Common Control”, the MCA was accounted for as a transfer of the carrying amounts of assets and liabilities under the predecessor value method of accounting. The predecessor values method of accounting requires the receiving entity (i.e., the Company) to report the results of operations as if both entities had been combined as of the beginning of the periods presented. The consolidated financial statements above include both entities’ full results, including the financial statements of Cal-Biotech since inception on February 7, 2018.

Going Concern

The Company’s financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of

liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs to allow it to continue as a going concern. As of May 31, 2021, the Company had an accumulated deficit of \$358,817. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In view of these conditions, the ability of the Company to continue as a going concern is in doubt and dependent upon achieving a profitable level of operations and on the ability of the Company to obtain necessary financing to fund ongoing operations. Historically, the Company has relied upon internally generated funds and funds from the sale of shares of stock, issuance of promissory notes and loans from its shareholders and private investors to finance its operations and growth. Management is planning to raise necessary additional funds for working capital through loans and/or additional sales of its common stock. However, there is no assurance that the Company will be successful in raising additional capital or that such additional funds will be available on acceptable terms, if at all. Should the Company be unable to raise this amount of capital its operating plans will be limited to the amount of capital that it can access. These financial statements do not give effect to any adjustments which will be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

NOTE 2 – Preferred and Common Stock

Preferred Stock

The Company has Preferred stock: \$1.00 par value; 50,000,000 shares authorized with no shares issued and outstanding.

Common Stock

The Company has 500,000,000 shares of Class A Common Stock authorized of which 244,369,578 shares are issued and outstanding as of March 31, 2021 and December 31, 2020. The issued and outstanding does not include an additional 40,400,000 shares that remain to be issued to LionsGate as of March 31, 2021. The additional 40,400,000 shares are included in the earnings per share calculation.

NOTE 3 – Commitments and Contingencies

COVID-19

In December 2019, an outbreak of the COVID-19 virus was reported in Wuhan, China. On March 11, 2020, the World Health Organization declared the COVID-19 virus a global pandemic and on March 13, 2020, President Donald J. Trump declared the virus a national emergency in the United States. This highly contagious disease has spread to most of the countries in the world and throughout the United States, creating a serious impact on customers, workforces and suppliers, disrupting economies and financial markets, and potentially leading to a world-wide economic downturn. It has caused a disruption of the normal operations of many businesses, including the temporary closure or scale-back of business operations and/or the imposition of either quarantine or remote work or meeting requirements for employees, either by government order or on a voluntary basis. The pandemic may adversely affect our operations, our employees and our employee productivity. It may also impact the ability of our subcontractors, partners, and suppliers to operate and fulfill their contractual obligations, and result in an increase in costs, delays or disruptions in performance. Our employees are working remotely and using various technologies to perform their functions. In reaction to the spread of COVID-19 in the United States, many businesses have instituted social distancing policies, including the closure of offices and worksites and deferring planned business activity. The disruption and volatility in the global and domestic capital markets may increase the cost of capital and limit our ability to access capital. Both the health and economic aspects of the COVID-19 virus are highly fluid and the future course of each is uncertain. For these reasons and other reasons that may come to light if the coronavirus pandemic and associated protective or preventative measures expand, we may experience a material adverse effect on our business operations, revenues and financial condition; however, its ultimate impact is highly uncertain and subject to change.

NOTE 4 – Subsequent Events

Management has reviewed material events subsequent of the period ended March 31, 2021 and prior to the filing of financial statements in accordance with FASB ASC 855 “Subsequent Events”.

On April 12, 2021, the Company and Global WholeHealth Partners Corp.. (“Global”) entered into a Mutual Sales and Marketing Agreement (the “MSMA”). Pursuant to the terms of the MSMA, each company has mutual abilities to share their products for sale under nonexclusive but favorable conditions and prices. The duration of the agreement is for an initial period of five years commencing on April 12, 2021. The Company agreed to issue 5,000,000 shares of its restricted common stock to Global and Global agreed to issue 5,000,000 shares of its restricted common stock to the Company as consideration for the MSMA.

On April 26, 2021, the Company issued 17,750,000 shares from the 50,000,000 common shares owed to LionsGate bringing the balance owing to LionsGate to 22,650,000 common shares.