NURISH.ME, INC. AND SUBSIDIARY

(F/K/A ALTAVOZ ENTERTAINMENT, INC.)

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2020

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NURISH.ME, INC. AND SUBSIDIARY
(F/K/A ALTAVOZ ENTERTAINMENT, INC.)
CONSOLIDATED BALANCE SHEETS

	December 31, 2019	December 31, 2020
	(Unaudited)	(Unaudited)
ASSETS		
Current Assets:		
Cash	$ 43,863	$ 2,204
Inventory	310,916	285,956
Advances - Related Party	50,110	10,000
Accounts Receivable	658	1,489
Prepaid Marketing	54,546	54,546
Total Current Assets	460,094	354,195
Intellectual Property	250,000	250,000
Property and Equipment, Net of accumulated depreciation of $2,016	976	2,469
TOTAL ASSETS	$ **711,069**	$ **606,664**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
LIABILITIES		
Current Liabilities:		
Accounts Payable and Other Accrued Expenses	$ 226,455	$ 249,793
Payable to Officer for Signing Bonus	50,000	50,000
Advances From Officers	9,237	11,607
Notes Payable	1,894,021	2,159,402
Total Current Liabilities	2,179,714	2,470,802
Noncurrent Liabilities	-	-
TOTAL LIABILITIES	2,179,714	2,470,802
COMMITMENTS AND CONTINGENCIES - SEE NOTE 5		
STOCKHOLDERS' DEFICIT		
Preferred Shares, 100,000,000 authorized of which the following have been designated: Series B Convertible Preferred Stock,15,000,000 authorized, none issued and outstanding	-	-
Series C Convertible Preferred Stock, 70,000,000 authorized,	69,384	69,384
Common stock, par value $0.001 per share; 750,000,000 shares authorized;	526,619	646,619
Additional Paid-in Capital	537,469	638,559
Accumulated Deficit	(2,602,116)	(3,218,700)

TOTAL STOCKHOLDERS' DEFICIT		(1,468,645)		(1,864,138)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	**711,069**	$	**606,664**

The accompanying footnotes are in integral part of these consolidated financial statements.

NURISH.ME, INC. AND SUBSIDIARY
(F/K/A ALTAVOZ ENTERTAINMENT, INC.)
CONSOLIDATED STATEMENTS OF OPERATIONS

	For The Year Ended December 31,	
	2019	**2020**
	(Unaudited)	**(Unaudited)**
Revenue	$ 217,478	$ 139,318
Cost of Goods Sold	149,321	48,729
Gross Profit	68,156	90,588
Operating Expense		
Advertising & Marketing	306,221	41,750
Selling, General & Administrative	524,085	250,431
Consulting	166,098	289,090
Professional Servises	143,559	17,706
Total Operating Expenses	1,139,964	598,976
(Loss) Income from Operations	(1,071,807)	(508,387)
Interest Expense	82,001	108,196
Net (Loss) Income before Income Tax Expense	(1,153,808)	(616,584)
Income Tax Expense	-	-
Net (Loss) Income	$ (1,153,808)	$ (616,584)

The accompanying footnotes are in integral part of these consolidated financial statements.

NURISH.ME, INC. AND SUBSIDIARY
(F/K/A ALTAVOZ ENTERTAINMENT, INC.)
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(UNAUDITED)

	Common			Preferred Stock			Additional Paid		Accumulated		Total Stockholders' Deficit
	Shares		Amount	Shares		Amount		in Capital		Deficit	
Balance as of December 31, 2018	**364,756,314**	**$**	**364,756**	**68,821,946**	**$**	**68,822**	**$**	**26,459**	**$**	**(1,448,308)**	**$ (988,271)**
Issuance of warrants to an investor			-			-					-
Warrants Exercised by investor - Preferred Stock			-	561,832		562		(562)			-
Warrants Exercised by investor - Common Stock	35,114,611		35,115			-		288,137			323,252
Common stock issued to investors	126,564,602		126,565			-		223,435			350,000
Common stock issued	182,500		183								183
Stock-based compensation - options			-			-				-	-
Net loss			-			-				(1,153,808)	(1,153,808)
Balance as of December 31, 2019	**526,618,027**	**$**	**526,619**	**69,383,778**	**$**	**69,384**	**$**	**537,469**	**$**	**(2,602,116)**	**$ (1,468,645)**
Common stock issued to investors	120,000,000		120,000			-		101,090			221,090
Net loss			-			-				(616,584)	(616,584)
Balance as of December 31, 2020	**646,618,027**	**$**	**646,619**	**69,383,778**	**$**	**69,384**	**$**	**638,559**	**$**	**(3,218,700)**	**$ (1,864,138)**

The accompanying footnotes are in integral part of these consolidated financial statements.

NURISH.ME, INC. AND SUBSIDIARY
(F/K/A ALTAVOZ ENTERTAINMENT, INC.)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For The Year Ended December 31, 2019 (Unaudited)	For The Year Ended December 31, 2020 (Unaudited)
Operating Activities		
Net (Loss) Income	$ (1,153,808)	$ (616,584)
Adjustments to Reconcile Net (Loss) Income to Net Cash (Used in) Provided by Operating Activities:		
Depreciation and amortization	862	864
Other non-cash interest expense	-	-
Changes in Operating Assets and Liabilities:		
Accounts Receivable and other receivables	2,157	(831)
Receivable From Related Party	(20,110)	-
Inventories	(235,223)	24,962
Prepaid expenses and other current assets	(9,894)	-
Accounts payable & Other Accrued Expenses	95,691	23,338
Net Cash (Used in) Provided by Operating Activities	(1,320,325)	(568,251)
Investing Activities		
Purchase of Property and Equipment	-	(2,357)
Payments to Isaac Management	(30,000)	-
Net Cash Used in Investing Activities	(30,000)	(2,357)
Financing Activities		
Repayments to Officers	(79,930)	2,370
Repayments to Officers for IP	(188,933)	-
Proceeds from notes payable	894,021	265,381
Repayments of notes payable	-	40,110
Capital Contributions	511,010	101,090
Repayments of Convertible notes payable		-
Non-cash items	162,425	120,000
Net Cash Provided by (Used in) Financing Activities	1,298,593	528,951
Net Increase (Decrease) in Cash	(51,732)	(41,657)
Cash		
Beginning of Period	95,595	43,863
End of Period	$ 43,863	$ 2,206
Supplemental Disclosures		
Cash Paid for Interest	$ 82,001	$ 108,196
Cash Paid for Income Taxes	$ -	$ -
Non-cash Investing and Financing Activities:		
Cashless Exercise of Warrants	$ 162,425	$ -

The accompanying footnotes are in integral part of these consolidated financial statements.

NURISH.ME, INC. AND SUBSIDIARY
(F/K/A ALTAVOZ ENTERTAINMENT, INC.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Description of Business

Nurish.Me, Inc. (f/k/a Altavoz Entertainment, Inc.) and its subsidiary (the "Parent"), a Nevada corporation, conducts business activities principally through its wholly-owned subsidiary, Nurish.Me LLC, a Nevada limited liability company ("Nurish.Me") (collectively, the "Company")

On March 3, 2000, Altavoz Entertainment, Inc. ("AEI") was originally formed as Saveyoutime.com, Inc. under the laws of Nevada. Subsequently, on April 10, 2003, the Company filed a certificate of Merger with the Nevada Secretary of State reporting our merger with Hesperia Holding Corp. AEI then changed its name to Hesperia Holding, Inc. During 2005, AEI discontinued the operations of two subsidiaries and began pursuing acquisitions related to the film and media industries.

In April 2009, AEI entered into an agreement (the "HWP Acquisition") to acquire one hundred percent (100%) ownership of Hot Web Properties, Inc. ("HWP"). Under the terms of the HWP Acquisition AEI agreed to issue the HWP shareholders 60,000,000 post-split common shares and the preferred shareholders seven million five hundred thousand (7,500,000) preferred shares. The preferred shares entitled the holders to ten (10) for one (1) voting rights in the Company.

On June 5, 2009, the Board of Directors executed a resolution to reverse split AEI's common stock by a ratio of one (1) share for each two hundred (200) shares issued and outstanding.

In July 2009, AEI amended its Articles of Incorporation to change its name to Max Media Group, Inc. and AEI was listed with the National Quotation Bureau under the trading symbol "MXMI." In July 2009 AEI also amended its Articles of Incorporation to put the reverse split of AEI's common stock, by a ratio of one (1) share for each two hundred (200) shares issued and outstanding, into effect.

On April 12, 2012, a stock purchase agreement was executed by and between James E. Grady, AEI and BB2 Labs, Inc. During April 2012, Mr. Manocchio was appointed as a Director, President, Principal Executive Officer and Principal Accounting Officer of AEI. Subsequently, AEI was revoked in the State of Nevada due to a failure to pay taxes and fees and for failing to adhere to filing requirements.

On August 1, 2012 AEI acquired two hundred and fifty thousand (250,000) shares of common stock and five million five hundred thousand (5,500,000) shares of Class "B" Convertible Preferred Shares from James E. Grady. The Class "B" Convertible Preferred Shares included one hundred (100) votes per share and may be convertible into ten (10) shares of common stock.

On October 9, 2012 the Board of Directors executed a resolution to reverse split AEI's common stock by a ratio of one (1) share for each four hundred (400) shares issued and outstanding.

In February 2016, AEI was reinstated in the state of Nevada by the new principal shareholder of AEI, Avoz, LLC, through its General Manager Nelson Jacobsen.

On May 18, 2016, AEI entered into a Share Exchange Agreement ("Exchange Agreement"), by and among AEI, Altavoz, Inc. ("Altavoz"), a Maryland corporation and the Stockholders of Altavoz. Altavoz had a total of 1 stockholder as of the date of the Exchange Agreement.

Under the terms and conditions of the Exchange Agreement, AEI offered and sold One Million (1,000,000) newly issued shares of AEI Common Stock in consideration for all the issued and outstanding shares of Altavoz capital stock. The effect of the issuance was that, upon closing of the Exchange Agreement transaction, former Altavoz stockholders held approximately 25.1% of the issued and outstanding shares of AEI Common Stock.

As a result of the Exchange Agreement transactions described above, the Altavoz stockholders acquired as of the date the transaction closed, in the aggregate, approximately 25.1% of the issued and outstanding capital stock of AEI on a fully-diluted basis, and Altavoz became a wholly owned subsidiary of AEI. The transaction was treated as a reverse acquisition, with AEI as the accounting acquirer for financial reporting purposes. Under the Exchange Agreement, Nelson Jacobsen was appointed as the President, Chief Executive Officer, Chief Financial Officer and Nancy Jacobsen was appointed as Secretary of the Company, and Mr. Jacobsen, Ms. Jacobsen, and Mr. Ken Balog were appointed to serve as directors of AEI.

On December 18, 2018, Altavoz entered into an Agreement and Plan of Merger ("Merger Agreement") with a newly-formed, wholly-owned Nevada limited liability company subsidiary ("Merger Sub") and Nurish.Me. Upon closing, Nurish.Me merged into and with Merger Sub, with Nurish.Me continuing as the surviving entity and the wholly-owned subsidiary of Altavoz (the "Merger") (See Note 4).

Immediately following the Merger, Altavoz had 364,756,314 shares of common stock and 68,821,946 shares of Seriec C Preferred Shares issued and outstanding. The pre-Merger stockholders of Altavoz retained an aggregate of 364,756,314 shares of common stock of Altavoz, representing approximately 5% ownership of the post-Merger company. Therefore, upon consummation of the Merger, there was a change in control of Altavoz, with the former owners of Nurish.Me effectively acquiring control of Altavoz. The Merger was treated as a reverse recapitalization effected by a share exchange for financial accounting and reporting purposes since Altavoz was deemed to be a shell corporation with nominal operations and no assets at the time of the Merger. Nurish.Me is considered the acquirer for accounting purposes, and Altavoz's historical financial statements before the Merger has been replaced with the historical financial statements of Nurish.Me before the Merger in the financial statements.

Business Overview

The Company is an evidenced-based, science-driven, and consumer-focused company founded by entrepreneurs, innovators, and scientists on a mission to improve people's health with effective dietary supplements.

NOTE 2 – GOING CONCERN AND LIQUIDITY

The accompanying consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which contemplates realization of assets and the satisfaction of liabilities in the normal course of business. At December 31, 2020, the Company had an accumulated deficit of approximately $3.2 million and working capital deficit of approximately $2.1 million. For the fiscal year ended December 31, 2020, we had a loss from operations of approximately $508,387 and negative cash flows from operations of approximately $41,657.The Company's operating activities consume the majority of its cash resources. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management expects to incur additional losses in the foreseeable future and recognizes the need to raise capital to remain viable. In addition, the Company has had and expects to have negative cash flows from operations, at least into the near future. The accompanying consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

The Company's plan, through potential acquisitions and the continued promotion of its products to existing and potential customers, is to generate sufficient revenues to cover its anticipated expenses. The Company is currently exploring several options to meet its short-term cash requirements, including issuances of equity securities or equity-linked securities from third parties.

Although no assurances can be given as to the Company's ability to deliver on its revenue plans or that unforeseen expenses may arise, management believes that the revenue to be generated from operations together with potential equity and debt financing or other potential financing will provide the necessary funding for the Company to continue as a going concern, management cannot guarantee any potential debt or equity financing will be available on favorable terms. As such, these matters raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the issue date of this report. If adequate funds are not available on acceptable terms, or at all, the Company will need to curtail operations, or cease operations completely.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The summary of significant accounting policies presented below is designed to assist in understanding the Company's consolidated financial statements. Such consolidated financial statements and accompanying notes are the representations of Company's management, who is responsible for their integrity and objectivity.

Principles of Consolidation

The consolidated financial statements include the accounts of Altavoz and its wholly-owned subsidiary, Nurish.Me. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, equity-based transactions and disclosure of contingent liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of the financial statements. Significant estimates include the valuation of inventory, the useful life of plant and equipment, valuation of intangible assets for impairment, deferred tax asset and valuation allowance, and assumptions used in Black-Scholes-Merton, or BSM, valuation methods, such as expected volatility, risk-free interest rate, and expected dividend rate.

Revenue

The Company accounts for revenue in accordance with Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers, which the Company adopted beginning on January 1, 2018, utilizing the modified retrospective method. This approach was applied to contracts that were in process as of January 1, 2018. The adoption of ASC Topic 606 did not have an impact on the Company's reported revenue or contracts in process at January 1, 2018. The reported results for the fiscal year 2018 reflect the application of ASC Topic 606, while the reported results for fiscal year 2017 are not adjusted and continue to be reported under ASC Topic 605.

The Company recognizes revenues from product sales when the customer orders an item through its website via the electronic shopping cart, funds are collected from the customer and the item is shipped from one of the Company's third-party fulfillment centers and delivered to the carrier. Revenue is recognized on a gross basis as the Company is (i) the primary entity responsible for fulfilling the promise to provide the specified products in the arrangement with the customer and provides the primary customer service for all products sold on the Company's website, (ii) has inventory risk before the products have been transferred to a customer and maintains inventory risk upon accepting returns, and (iii) has discretion in establishing the price for the specified products sold on its website.

The Company generates net sales from sales of its CogniNurish® and CoreCumin® suite of products and related shipping fees. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring products. To encourage customers to purchase its products, the Company periodically provides incentive offers. Generally, these promotions include current discount offers, such as percentage discounts off current purchases and other similar offers. These offers, when accepted by customers, are treated as a reduction to the transaction price. Revenue typically consists of the consideration received from the customer when the order is executed less a refund allowance, which is estimated using historical experience.

Taxes collected from customers for remittance to governmental authorities are excluded from net sales.

Cash

The Company considers investments in highly liquid instruments with a maturity of three months or less to be cash equivalents. The Company did not have any cash equivalents as of December 31, 2019 or 2020.

Property and Equipment

Property and equipment consist of computer equipment and are recorded at cost. Depreciation is computed using straight-line method over the estimated useful lives of the related assets, which is three to five years. Expenditures that enhance the useful lives of the assets are capitalized and depreciated.

Inventory

Inventory, consisting of finished goods and raw materials related to our products is stated at the lower of cost or net realizable value utilizing the weighted average method.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including definite-lived intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is determined by comparing the forecasted undiscounted net cash flows of the operation to which the assets relate to the carrying amount. If the operation is determined to be unable to recover the carrying amount of its assets, then these assets are written down first, followed by other long-lived assets of the operation to fair value. Fair value is determined based on discounted cash flows or appraised values, depending on the nature of the assets. For the years ended December 31, 2019 and 2020, there were no impairment losses recognized for long-lived assets.

Intangible Assets

The Company records its intangible assets at cost in accordance with ASC 350, Intangibles – Goodwill and Other. Definite lived intangible assets are amortized over the estimated life using the straight-line method, which is determined by identifying the period over which the cash flows from the asset are expected to be generated.

Advertising and Marketing Costs and Deferred Finance Charges

The Company expenses advertising and marketing costs as they are incurred. Advertising and marketing expenses were $306,221 and $41,750 for the years ended December 31, 2019 and 2020, respectively.

Shipping and Handling

Shipping and handling costs charged to customers have been included in net revenue. Shipping and handling costs incurred by the Company have been included in cost of goods sold.

Research & Development Costs

In accordance with ASC 730-10-25, research and development costs are charged to expense when incurred. Total research and development costs were $17,525 and $1,029 for the years ended December 31, 2019 and 2020, respectively.

Fair Value Measurements

As defined in ASC 820, "Fair Value Measurements and Disclosures," fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). This fair value measurement framework applies at both initial and subsequent measurement.

The three levels of the fair value hierarchy defined by ASC 820 are as follows:

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

- Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

- Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Fair Value of Financial Instruments

The carrying value of cash, and accounts payable and accrued expenses approximate their fair values based on the short-term maturity of these instruments. The carrying amounts of notes payable approximate the estimated fair value for these financial instruments as management believes that such notes constitute substantially all of the Company's debt and interest payable on the notes approximates the Company's incremental borrowing rate.

Stock-based Compensation

The Company applies the provisions of ASC 718, Compensation – Stock Compensation, which requires the measurement and recognition of compensation expense for all stock-based awards made to employees, including employee stock options, in the statement of operations.

For stock options issued to employees and members of the board of directors for their services, the Company estimates the grant date fair value of each option using the Black-Scholes option pricing model. The use of the Black-Scholes option pricing model requires management to make assumptions with respect to the expected term of the option, the expected volatility of the Common Stock consistent with the expected life of the option, risk-free interest rates and expected dividend yields of the Common Stock. For awards subject to service-based vesting conditions, including those with a graded vesting schedule, the company recognizes stock-based compensation expense equal to the grant date fair value of the stock options on a straight-line basis over the requisite service period, which is generally the vesting term. Forfeitures are recorded as they are incurred as opposed to being estimated at the time of grant and revised.

Pursuant to Accounting Standards Update 2018-07 ("ASU") Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting, the Company accounts for stock options issued to non-employees for their services in accordance with ASC 718. The Company uses valuation methods and assumptions to value the stock options that are in line with the process for valuing employee stock options noted above.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company utilizes ASC 740, "Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the unaudited condensed consolidated financial statements or tax returns. The Company accounts for income taxes using the asset and liability method to compute the differences between the tax basis of assets and liabilities and the related financial amounts, using currently enacted tax rates. A valuation allowance is recorded when it is "more likely-than-not" that a deferred tax asset will not be realized.

For uncertain tax positions that meet a "more likely than not" threshold, the Company recognizes the benefit of uncertain tax positions in the unaudited condensed consolidated financial statements. The Company's practice is to recognize interest and penalties, if any, related to uncertain tax positions in income tax expense in the unaudited condensed consolidated statements of operations.

Recently Adopted Accounting Pronouncements

All newly issued but not yet effective accounting pronouncements have been deemed to be not applicable or immaterial to the Company.

NOTE 4 - RECAPITLIZATION

Merger Agreement with Nurish.Me, LLC

Effective December 18, 2018, Altavoz consummated the Merger pursuant to its Merger Agreement with Merger Sub and Nurish.Me. Pursuant to the terms of the Merger Agreement, Nurish.Me merged with and into Merger Sub. Nurish.Me was the surviving corporation and, as a result of the Merger, became a wholly-owned subsidiary of Altavoz.

Pursuant to the Merger Agreement at the effective time of the Merger:

- Nurish.Me's outstanding 18,220,897 common equity units were exchanged for an aggregate of 68,821,921 shares of Altavoz's Series C Preferred Shares representing 6,882,194,604 shares of common stock upon conversion;

- Warrants to purchase 1,100,000 common equity units of Nurish.Me were exchanged for Warrants to purchase an aggregate of 4,155,557 shares of Altavoz's Series C Preferred Shares representing 415,555,782 shares of common stock upon conversion;

- Warrants to purchase 133,333 common equity units of Nurish.Me were exchanged for Warrants to purchase an aggregate of 561,832 shares of Altavoz's Series C Preferred Shares representing 561,832 shares of common stock upon issuance.

The Warrants are exercisable for a period of two years from the date the original warrants to purchase common equity units of Nurish.Me were issued to the holders. The Warrants provide for the purchase of shares of Altavoz's Series C Preferred Shares at exercise prices of $0.82 and $1.00 per share. The Warrants are exercisable for cash only. The number of shares of Series C Preferred Shares to be deliverable upon exercise of the Warrants is subject to adjustment for subdivision or consolidation of shares and other standard dilutive events.

Immediately following the Merger, Altavoz had 364,756,314 shares of common stock issued and outstanding. As of the date of this report shares of Series C Preferred Shares to be issued to the holders of Nurish.Me common equity unit holders as part of the Merger had yet to be issued. On December 6, 2019, the instructions to issue these shares have been given to the stock transfer agent. The pre-Merger stockholders of Altavoz retained an aggregate of 364,756,314 shares of common stock of Altavoz, representing approximately 5% ownership of the post-Merger company. Therefore, upon consummation of the Merger, there was a change in control of Altavoz, with the former owners of Nurish.Me effectively acquiring control of Altavoz. The Merger was treated as a reverse recapitalization effected by a share exchange for financial accounting and reporting purposes since Altavoz was deemed to be a shell corporation with nominal operations and no assets at the time of the Merger. Nurish.Me is considered the acquirer for accounting purposes, and Altavoz's historical financial statements before the Merger has been replaced with the historical financial statements of Nurish.Me before the Merger in the financial statements.

The Company accounted for the Merger as a reverse recapitalization which is outside the scope of ASC 805 – Business Combinations. Under reverse capitalization accounting, Nurish.Me is considered the acquirer for accounting and financial reporting purposes and acquired the assets and assumed liabilities of Altavoz. The assets acquired and liabilities assumed are reported at their historical cost. The annual consolidated financial statements of the Company reflect the operations of the acquirer for accounting purposes together with a deemed issuance of shares, equivalent to the shares held by the former stockholders of the legal acquirer and a recapitalization of the equity of the accounting acquirer. The annual consolidated financial statements include the amounts of Altavoz since the effective date of the Merger and the accounts of Nurish.Me since inception.

The following table summarizes the liabilities assumed at the date of the Merger:

	December 31, 2018
Accounts payable	$ 24,575
Accrued expenses	31,473
Total assumed liabilities	$ (56,048)

NOTE 5 – INVENTORY

Inventory Consists of:

	December 31, 2019	December 31, 2020
Inventory - Finished Goods	204,272.12	195,510.48
Inventory - Packaging	35,071.48	35,071.48
Inventory - Raw Materials	52,817.11	52,817.11
	292,160.71	283,399.07

NOTE 6 - PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	December 31, 2019	December 31, 2020
Computer equipment	$ 2,992	$ 5,349
	2,992	5,349
Less: accumulated depreciation	(2,016)	(2,880)
Property and equipment, net	$ 976	$ 2,469

Total depreciation expense for the years ended December 31, 2019 and 2020 was $862 and $864, respectively.

NOTE 7 - INTANGIBLE ASSETS

The below table summarizes the identifiable intangible assets as of December 31, 2019 and 2020:

	Useful life	2019	2020
Intellectual property (Note 9)	Indefinite lived	$ 250,000	$ 250,000
Total		$ 250,000	$ 250,000

As part of the Company's employment agreement with Michal Heger, Chief Formulation Officer, the Company acquired intellectual property (the "IP") from Mr. Heger. This IP consists of the right, title, and interest in and to any and all inventions, original works of authorship, developments, concepts, improvements, designs, discoveries, ideas, trademarks or trade secrets, whether or not patentable or registrable under copyright or similar laws, related to a proprietary preparation method and proprietary ingredient combination to yield a micelle formulation for oral delivery. The Company believes the IP, as long as Mr. Heger is employed by the Company, has an indefinite life due to Mr. Heger's proprietary knowledge and ability to modify the preparation methods and ingredients for the micelle formulation for foreseeable future.

NOTE 8 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following amounts:

	December 31, 2019	December 31, 2020
Accounts payable	$ 226,455	$ 249,793
Accrued expenses	-	-
	$ 226,455	$ 249,793

NOTE 9 - RELATED PARTY TRANSACTIONS

Isaac Management

Isaac Management is a private investment firm located in California. The Company's Chief Executive Officer, David Perez, is a principal with Isaac Management, Inc.

Lease

On May 1, 2017, Nurish.Me entered into a month-to-month lease agreement with Isaac Management, Inc. for the Company's headquarters. The lease calls for a monthly rent of $2,000. Total rent expense for this property was $24,000 and $24,000 for the years ended December 31, 2019 and 2020, respectively.

Management Fees

During the years ended December 31, 2019 and 2020, Nurish.Me made payments of $43,000 and $0, respectively, to Isaac Management for the services provided by Mr. Perez as Chief Executive Officer.

Purchase of Intellectual Property

On July 6, 2017, in connection with his employment (See Note 13), Michal Heger, Chief Formulation Officer, transferred to Nurish.Me all his right, title, and interest in and to any and all inventions, original works of authorship, developments, concepts, improvements, designs, discoveries, ideas, trademarks or trade secrets, whether or not patentable or registrable under copyright or similar laws, related to a proprietary preparation method and proprietary ingredient combination to yield a micelle formulation for oral delivery for $250,000. The Company issued a payable to Mr. Heger for $250,000. As of December 31, 2019 and 2020, $50,000 and $50,000, respectively, remained outstanding.

NOTE 10 - STOCKHOLDERS' EQUITY

Series C Preferred Shares

On January 4, 2018, the Company's Board of Directors approved the designation of 75,000,000 shares of Series C Preferred Shares with a par value of $0.001. Pursuant to the Merger Agreement 68,821,946 shares of the Series C Preferred Shares were issued to the members of Nurish.Me as consideration. Each share of the Series C Preferred Shares is equivalent to the voting rights of 100 common shares.

As of the date of this report the Company does not have enough authorized common shares to satisfy the potential conversion of the Series C Preferred Shares.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Compensatory Arrangements of Certain Officers

On July 6, 2017, Nurish.Me entered into a one-year Employment Agreement with Michal Heger (the "Heger Employment Agreement"), pursuant to which he will serve as Nurish.Me's Chief Formulation Officer. The term will automatically renew for periods of one year unless either party gives written notice to the other party that the agreement shall not be further extended.

Pursuant to and upon the execution of the Heger Employment Agreement, the Company shall pay Mr. Heger $50,000 and an additional $200,000 upon receiving investments totaling $4 million in increments of $50,000 for every $1 million in funding received. Mr. Heger will earn a base salary of $10,416 per month beginning upon the successful raise of a minimum of $4 million funding. This base salary will shall be increased to $20,833 per month upon the successful raise of a minimum of $10 million funding. Mr. Heger is entitled to receive a monthly performance bonus of amount equal to 4% times the net sales of the Company's liquid division arising from the sale of ML Products and Lipsomal Formulations. Mr. Heger will also be eligible to participate in any bonus compensation plan applicable to the Company's executive employees. Mr. Heger will also be eligible to participate in any long-term equity incentive programs established by the Company for its senior level executives generally, and benefits under any benefit plan or arrangement that may be in effect from time to time and made available to similarly situated executives of the Company.

Consulting Agreement

On May 19, 2017, Nurish.Me entered into a consultant services agreement (the "Consulting Agreement") with SuperGover, LLC. ("SuperGrover"). Pursuant to the Consulting Agreement SuperGrover will provide advisory services to the Company regarding IT infrastructure, strategic planning and fund raising. The Company paid SuperGrover $75,00 per month from December 1, 2017 through June 24, 2018. On June 24, 2018, the board of directors approved the termination of the Consulting Agreement.

Lease of Lab Space

The Company leases lab space from a third-party in Miami, Florida. The lease is month-to-month with rental payments of $1,079. Total rental expense related to the lab space totaled $12,942 and $12,942 for the years ended December 31, 2019 and 2020, respectively.

Distribution Agreement

On August 1, 2018, the Nurish.Me entered into an exclusive distribution agreement (the "Distribution Agreement") with Daiwa Health Development, Inc. ("Daiwa"). The Distribution Agreement automatically expires at the ten (10) year anniversary of the Distribution Agreement, on August 1, 2028. Pursuant to the Distribution

Agreement Nurish.Me has the right purchase Rice Bran Arabinoxylan Compound ("RBAC") and Bacillopeptidase F Proprietary Blend ("BFPB") from Daiwa and manufacture its end product(s) in the form of a Liposome or Micelle for the purpose of being integrated into a formulation being marketed exclusively by Nurish.Me within North America.

Legal Claims

The Company is a party to two matters currently in litigation:

1) Bioscience Xtra Ltd. vs. Nurish.Me, LLC (Case No. 2020-000611-CA-01) with the 11th Judicial Circuit, Miami-Dade County, Florida.

2) Venture Investment Group II, LLC vs. Nurish.ME Inc. (Case No. 2020-010773-CA-01) with the 11th Judicial Circuit, Miami-Dade County, Florida.

The Company is attempting to reach settlements in both matters while responding to discovery requests. There can be no assurance that any settlements will be reached in either matter.

NOTE 12 - CONCENTRATIONS OF CREDIT RISK

Cash Deposits

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. As of December 31, 2019 and 2020, the Company had no balances in excess of the FDIC insured limit.

NOTE 13 – SUBSEQUENT EVENTS

On March 18, 2021 John Lewis tendered his resignation as an Officer of the company and a member of the board of directors.

On April 1, 2021 Steven J. Phillips MD tendered his resignation as a member of the board of directors, Mr. Phillips will continue to serve as the Company's Chief Medical Officer.

On June 23, 2021 the Company extinguished David Perez's existing employment agreement with Nurish.Me Inc and Nurish.Me LLC. and any claims he had under that previous agreement.

On June 23, 2021 the Company appointed Anthony Rodrigues to serve on the Board of Directors for a one year term. In addition, the board of directors authorized the grant of options to purchase One and Forty Two Million (142,000,000) shares of the Company's Common Stock for services rendered at an exercise price of $0.014 per share.

On June 23, 2021 the Company appointed Jason Sisneros to serve on the Board of Directors for a one year term. In addition, the board of directors authorized the grant of options to purchase One Hundred and Forty Two Million (142,000,000) shares of the Company's Common Stock for services rendered at an exercise price of $0.014 per share.

On June 23, 2021 the Company appointed Dean Tollis to serve on the Board of Directors for a one year term and as Chief Operating Officer for a one year term. In addition, the board of directors authorized the grant of options to purchase One Hundred and Forty Two Million (142,000,000) shares of the Company's Common Stock for services rendered at an exercise price of $0.014 per share.

On June 23, 2021 the Company appointed Caesar Kavadoy to serve as Chief Revenue Officer for a one year term. In addition, the board of directors authorized the grant of options to purchase One Hundred and Fifty Two Million (152,000,000) shares of the Company's Common Stock for services rendered at an exercise price of $0.014 per share.

On June 23, 2021 the Company appointed Frank Clark to serve as a consultant for a one year term. In addition, the board of directors authorized the grant of options to purchase Twenty Five Million (25,000,000) shares of the Company's Common Stock for services rendered at an exercise price of $0.014 per share.

On June 23, 2021 the Company appointed Yvonne Cagle MD to serve as a consultant in the capacity as Nurish.Me Clinical

Ambassador for a one year term. In addition, the board of directors authorized the grant of options to purchase Twenty Five Million (25,000,000) shares of the Company's Common Stock for services rendered at an exercise price of $0.014 per share.

On June 23, 2021 the Company appointed 9WHISPERING LLC, Marc Robinson to serve as a consultant and to serve on the Nurish.Me Advisory Board for a one year term. In addition, the board of directors authorized the grant of options to purchase Twenty Five Million (25,000,000) shares of the Company's Common Stock for services rendered at an exercise price of $0.014 per share.

On September 1, 2021 David Perez tendered his resignation as an Chief Executive Officer of the company and as Chairman of the board of Directors and as Director.

On September 1,2021 the Company appointed Dean Tollis to serve as Chairman of the Board of Directors for a one-year term.