

Derrick Holmes  
President, Banneker, Inc.  
1660 S. Albion St. Ste. 309  
Denver, Colorado 80222-4008

The accompanying financial statements of Banneker, Inc. as of and for the quarter ended March 31, 2021, were not subjected to an audit, review, or compilation engagement by me and, accordingly, I do not express an opinion, a conclusion, nor provide any assurance on them.

A handwritten signature in blue ink, appearing to read "Ryan W. Hartung". The signature is fluid and cursive, with a prominent loop at the end.

Denver, Colorado  
April 16, 2021

**Banneker, Inc**  
**Balance Sheet (Unaudited and Unreviewed)**  
**March 31, 2021**

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**ASSETS**

Current Assets		
Checking/Savings		
Bank - Operating Account	\$ 3,993	
Total Checking/Savings		3,993
Other Current Assets		
Inventory	199,313	
Total Other Current Assets	<u>199,313</u>	<u>199,313</u>
Total Current Assets		203,306
Fixed Assets		
Furniture and Equipment	2,700	
Intangible Assets	<u>730,549</u>	
Total Fixed Assets		733,249
Total Assets		<u><u>\$ 936,555</u></u>

**LIABILITIES AND CAPITAL**

Current liabilities		
Short-term notes payable		19,691
Capital		
Stockholders Equity		
Common Stk	\$ 485,431	
Preferred Stock	\$ 39,346	
Retained earnings	389,729	
Net Income	2,358	
Total Capital		<u>916,864</u>
Total Liabilities & Capital		<u><u>\$ 936,555.41</u></u>

The accompanying notes are an integral part of these financial statements

Banneker, Inc  
Income Statement (Unaudited and Unreviewed)  
For the Quarter ended March 31, 2021

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Ordinary Income	
Sales	<u>90,321</u>
Total Income	<u>90,321.00</u>
Cost of goods Sold	
Purchases	<u>26,101</u>
Total Cost of Sales	<u>26,101.34</u>
Gross Profit	<u>64,219.66</u>
Expenses	
Advertising And Promotions	2,595
Consulting	9,382
Executive Compensation	3,334
Insurance Expense	600
Internet and Related	5,199
Meals and Entertainment	15,207
Payroll Expenses	10,300
Postage and Delivery	5,658
Telephone Expense	2,648
Transportation	5,656
Travel Expense	<u>1,282</u>
Total Expenses	<u>61,861.25</u>
Net Income	<u><u>\$ 2,358.41</u></u>

The accompanying notes are an integral part of these financial statements

**Banneker, Inc.**  
**Statements of Changes in Retained Earnings and Stockholders' Equity**  
**March 31, 2021**

**Shareholders' Equity**

Retained Earnings - Beginning	\$	389,729
Plus: Net Income (Loss)		2,358
Retained Earnings - Ending		392,087
 <b>Comon Stock:</b>		
49,830,000,000, Shares authorized, 42,350,569,379 shares outstanding		485,431
 <b>Preferred Stock:</b>		
Series A preferred 10,000,000 shares authorized, 1 share outstanding		3,279
Series B preferred 90,000,000 shares authorized, 443,000 shares outstanding		29,510
Series C preferred 20,000,000 shares authorized, 397,000 outstanding.		6,558
Series D preferred 2,000,000 shares authorized, 0 shares outstanding.		
<b>Shareholders Equity - June 30, 2021</b>	<b>\$</b>	<b>916,864</b>

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

**Banneker, Inc.**  
**Statement of Cash Flows - (Unaudited and Unreviewed)**  
**For the Quarter ended March 31, 2021**

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OPERATING ACTIVITIES

Net Income	\$ 2,358
Adjustments to reconcile net Income to net cash provided by operations:	
(Increase)Decrease in inventory	42,563
(Decrease)Increase in notes payable	<u>(45,479)</u>
Net cash provided by Operating Activities	(558)

INVESTING ACTIVITIES

Furniture and Equipment	-
Intangible Assets	<u>-</u>
Net cash provided by investing Activities	-

FINANCING ACTIVITIES

Preferred Stock	-
Change in Retained earnings	-
Net cash provided by Financing Activities	-
Net cash increase(Decrease) for the period	(558)
Cash - beginning of period	4,551
Cash at end of the period	<u>\$ 3,993</u>

**The accompanying notes are an integral part of these financial statements**

**BANNEKER, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2021**

**Note 1-Nature of Organization**

Banneker Inc. (BANI) is a watch-making and wholesale jewelry company founded on the principle that fashion, elegance, and watch design can all converge together to create a work of art. The company is an Internal Revenue Code “C” corporation incorporated in California on April 2, 1996.

**Note 2- Summary of Significant Accounting Policies:**

**Basis of Accounting**

These financial statements are presented on the accrual method of accounting following accounting principles generally accepted in the United States.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect specific reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**Cash and Cash Equivalents**

Cash and cash equivalents consist of cash held in checking accounts and cash in money market accounts with ninety days or fewer maturities. At year-end and throughout the year, the Organization’s cash balances were deposited in several banks. As a result, management believes the Organization is not exposed to significant credit risk on cash and cash equivalents.

**Cash Flows**

For purposes of the statements of cash flows, BANI considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

**Property**

Property is stated at cost at the date of acquisition. Property is depreciated or amortized using the straight-line method over its estimated useful lives as follows: equipment five years, and leasehold improvements over the life of the lease. BANI capitalizes substantially on all property acquisitions over \$500 in value.

**BANNEKER, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2021**

**Note 4 - Income Tax**

The company operates as a C corporation under the internal revenue code. As a result, the company is an independent entity apart from its shareholders and directors and incurs income tax liabilities or benefits.

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Banneker, Inc

1660 S. Albion St. Ste #309 Denver, CO 80222

720-441-2828

www.bannekerstore.com

invest@bannekerwatches.com

3873

### Quarterly Report

For the Period Ending: 03/31/2021

(the "Reporting Period")

As of 03/31/2021, the number of shares outstanding of our Common Stock was:

42,350,569,379

As of 12/31/2019, the number of shares outstanding of our Common Stock was:

42,350,569,379

As of 12/31/2020, the number of shares outstanding of our Common Stock was:

42,350,569,379

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

Yes:  No:

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

Yes:  No:

Indicate by check mark whether a Change in Control<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;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes:  No:

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

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

Banneker, Inc.

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):

Colorado, Active

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

\_\_\_\_\_

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

\_\_\_\_\_

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

1660 S. Albion St Ste #309 Denver, CO 80222

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:

\_\_\_\_\_

**2) Security Information**

Trading symbol:	<u>BANI</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>06652L408</u>
Par or stated value:	<u>.000001</u>

Total shares authorized: 49,830,000,000 as of date: 03/31/2021

Total shares outstanding: 42,350,569,379 as of date: 03/31/2021  
Number of shares in the Public Float<sup>2</sup>: 2,350,266,342 as of date: 03/31/2021  
Total number of shareholders of record: 167 as of date: 03/31/2021

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

Trading symbol: BANI  
Exact title and class of securities outstanding: Series A Preferred  
CUSIP: 06652L408  
Par or stated value: .00001  
Total shares authorized: 10000000 as of date: 03/31/2021  
Total shares outstanding: 1 as of date: 03/31/2021

Trading symbol: BANI  
Exact title and class of securities outstanding: Series B Preferred  
CUSIP: 06652L408  
Par or stated value: .00001  
Total shares authorized: 90000000 as of date: 03/31/2021  
Total shares outstanding: 443000 as of date: 03/31/2021

Trading symbol: BANI  
Exact title and class of securities outstanding: Series C Preferred  
CUSIP: 06652L408  
Par or stated value: .00001  
Total shares authorized: 20000000 as of date: 03/31/2021  
Total shares outstanding: 397000 as of date: 03/31/2021

Trading symbol: BANI  
Exact title and class of securities outstanding: Series D Preferred  
CUSIP: 06652L408  
Par or stated value: .001  
Total shares authorized: 2000000 as of date: 03/31/2021  
Total shares outstanding: 0 as of date: 03/31/2021

#### Transfer Agent

Name: Standard Registrar and Transfer Company  
Phone: 801-571-8844  
Email: amy@standardregistrar.com  
Address: 440 East 400 South, Suite 200 Salt Lake City, UT 84111

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

<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.

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date _____ Common: _____ Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance:</u> Date _____ Common: _____ Preferred: _____									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

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

\_\_\_\_\_

**B. Debt Securities, Including Promissory and Convertible Notes**

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

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

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

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

**4) Financial Statements**

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

- U.S. GAAP
- IFRS

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

Name: **Roy Gentry**  
 Title: **CPA**  
 Relationship to Issuer: **Accountant**

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.

<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.

- 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.

**This Disclosure Statement is for the 2021 Q1 Financial Statements that were uploaded separately**

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")

Manufacturing and Selling high quality watches, clocks and ancillary products with a connection to Benjamin Banneker and his historical accomplishments.

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

\_\_\_\_\_

- C. Describe the issuers' principal products or services.

Watches and clocks are the core business. All Banneker timepieces contain real wood to honor the achievements of Benjamin Banneker who, in 1753, constructed the first striking clock in America from parts her carved out of wood.

**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.

Banneker, Inc. leases office space at 1660 S. Albion St. Denver, CO 80222 which is used as the main office.

## 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% of 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
<u>Derrick Holmes</u>	<u>CEO / Founder</u>	<u>Denver, CO</u>	<u>1</u>	<u>Preferred / A</u>	<u>100%</u>	<u>_____</u>
<u>Dave Herda</u>	<u>COO</u>	<u>Arlington Heights, IL</u>	<u>1450163</u>	<u>Common</u>	<u>&lt;1%</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>

## 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);

No

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

No

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

No

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

No

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

None

## 9) **Third Party Providers**

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

### Securities Counsel

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Accountant or Auditor

Name: Roy Gentry  
Firm: Roy Willis Gentry, Inc.  
Address 1: 3401 Quebec Street Ste 6000 Denver, CO 80207  
Address 2: \_\_\_\_\_  
Phone: 303-830-6976  
Email: rwgentry@rwgentry.com

### Investor Relations

Name: \_\_\_\_\_

Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

#### Other Service Providers

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

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

## **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, Derrick M Holmes certify that:

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

09/01/2021 [Date]

/s/ Derrick M Holmes [CEO's Signature]

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

### *Principal Financial Officer:*

I, Dave Herda certify that:

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

09/01/2021 [Date]

/s/ Dave Herda [CFO's Signature]

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