

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## GP SOLUTIONS INC.

223 W. B St. Colton CA 92324

951-549-9490

www.growpodsolutions.com

George@growpodsolutions.com

North American Industrial Classification System: 3448

### **Quarterly AMENDED Report** **For the Period Ending: March 31, 2021** (the "Reporting Period")

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

88,405,451

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

88,324,201

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

88,324,201

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:

Yes:  No:

<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.

**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.

GP Solutions Inc. Previously Dong Xin Bio-Tech Pharmaceuticals Inc. (name change occurred Sept 13, 2018)

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):

Nevada Aug 12, 2009 Active

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

On Oct 3 2019, the SEC issued a 10-day trading suspension of the Company's common stock. The trading suspension expired on October 16, 2019. The Company is taking steps to address the SEC's concerns and to prevent future suspensions. A copy of the trading suspension Order can be found on the SEC's website. The Company is still currently communicating with SEC as of 03-31-21.

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

On October 2, 2018, the Company effectuated a reverse stock split of 200 to 1. All shares issued prior to this date have been

retroactively restated to reflect the split

On November 27, 2018 the Company acquired all the outstanding shares of Grow Pod solutions Inc (GPS) in a share for share

exchange with all of the shareholders of GPS

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

223 W. B st. Colton CA 92324

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:

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## 2) Security Information

Trading symbol:	<u>GWPD</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>38386T 100</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>400,000,000</u>	as of date: <u>March 31, 2021</u>
Total shares outstanding:	<u>88,405,451</u>	as of date: <u>March 31, 2021</u>
Number of shares in the Public Float <sup>2</sup> :	<u>7,061,270</u>	as of date: <u>March 31, 2021</u>
Total number of shareholders of record:	<u>367</u>	as of date: <u>March 31, 2021</u>

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

Trading symbol:	<u>GWPD</u>	
Exact title and class of securities outstanding:	<u>Preferred A</u>	
CUSIP:	<u>38386T 100</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>March 31, 2021</u>
Total shares outstanding:	<u>1,000,000</u>	as of date: <u>March 31, 2021</u>

### Transfer Agent

Name: Action Stock Transfer  
Phone: 801-274-1088  
Email: Action@actionstocktransfer.com  
Address: 2469 E. Fort Union Blvd. #214 Salt Lake City UT 84121

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

## 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:

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<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.

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

Number of Shares outstanding as of <u>Dec 31, 2018</u>	Opening Balance:		*Right-click the rows below and select "Insert" to add rows as needed.						
	Common: 84,865,841								
	Preferred: 1,000,000								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>1/17/2019</u>	<u>New</u>	<u>40,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Daniel Cothren</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>30,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Maria Dominguez</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Jose Arqueta</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Pamela Cothren</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Gerald Cothren</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Harsiman Singh</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Richard Gaeta</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Luis Sotelco</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Manuel Ariaza</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Bud Myers</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>21,466</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Torrey Ronson</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>30,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Peter Myers</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Garder Family Trust</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Greg Walsh</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>1/17/2019</u>	<u>New</u>	<u>20,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Richard Kahle</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>2/20/2019</u>	<u>New</u>	<u>30,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Satinderjit Singh</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>2/20/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>No</u>	<u>Andrew Alt</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>2/20/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>No</u>	<u>Michael Murtrav</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>2/20/2019</u>	<u>New</u>	<u>25,000</u>	<u>Common</u>	<u>1</u>	<u>No</u>	<u>Harsimran Singh</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>2/20/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Peter Edmonds</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>2/20/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Ye</u>	<u>Steven Fetko</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>2/20/2019</u>	<u>New</u>	<u>20,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Paul Menchick</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>3/18/2019</u>	<u>New</u>	<u>20,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Richard Kahle</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>

<u>3/18/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Michael Wineberger</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>3/18/2019</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Bert Meriman</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>3/18/2019</u>	<u>New</u>	<u>141,666</u>	<u>Common</u>	<u>0.847</u>	<u>Yes</u>	<u>Jack Gian</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>3/18/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Angelique Sanchez</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>3/18/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Michael Hearn</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>3/18/2019</u>	<u>New</u>	<u>25,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Doug Hunt</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>4/1/2019</u>	<u>New</u>	<u>15,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Paul Vanderplog</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>4/1/2019</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Geote Gail</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>4/1/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Michelle Bynum</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>4/29/2019</u>	<u>New</u>	<u>25,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Galazidas Trust</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>4/29/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Deanna Formica</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>4/29/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Daniel Cothorn</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>4/29/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Douglas Ayres</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>4/29/2019</u>	<u>New</u>	<u>25,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Thomas Sherman</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>5/9/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Ellen Epstein</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>5/9/2019</u>	<u>New</u>	<u>30,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Buddy Myer</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>5/9/2019</u>	<u>New</u>	<u>60,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Adam Orenstein</u>	<u>Services /Advisory Board</u>	<u>R</u>	<u>Reg D506</u>
<u>5/31/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Fredrick Smith</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>5/31/2019</u>	<u>New</u>	<u>20,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Mike&amp;Lenora Cook</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>5/31/2019</u>	<u>New</u>	<u>26,700</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Igor Kovatov</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>6/25/2019</u>	<u>New</u>	<u>18,750</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Anthony Dominguez</u>	<u>Services /Scientist</u>	<u>R</u>	<u>Reg D506</u>
<u>7/29/2019</u>	<u>New</u>	<u>60,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Willian Martin</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>7/29/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jonathan Wolf</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>7/29/2019</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Linda Christine</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>7/29/2019</u>	<u>New</u>	<u>10,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Adolf Zechel</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>7/29/2019</u>	<u>New</u>	<u>9,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Dr. Iskander</u>	<u>Advisory Board Doctor</u>	<u>R</u>	<u>Reg D506</u>
<u>7/29/2019</u>	<u>New</u>	<u>9,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Dr. Kessler</u>	<u>Advisory Board Doctor</u>	<u>R</u>	<u>Reg D506</u>
<u>7/29/2019</u>	<u>New</u>	<u>2,760</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Armstrong Public Relations</u>	<u>Services/Per Contract</u>	<u>R</u>	<u>Reg D506</u>
<u>8/12/2019</u>	<u>New</u>	<u>30,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Mike&amp;Lenora Cook</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>8/12/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Cicrellia Trust</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>8/12/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Shimmons Trust</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>8/12/2019</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Micheal McMurtay</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>8/12/2019</u>	<u>New</u>	<u>15,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Pam Karlen</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>
<u>8/12/2019</u>	<u>New</u>	<u>15,000</u>	<u>Common</u>	<u>1</u>	<u>Yes</u>	<u>Gerald Karlen</u>	<u>Cash</u>	<u>R</u>	<u>Reg D506</u>

8/12/2019	Cancellation	-8,357	Common	1	Yes	Adam Orenstein	Services /Advisory Board	R	Reg D506
9/3/2019	New	50,000	Common	1	Yes	Armida Statas	Cash	R	Reg D506
9/3/2019	New	15,000	Common	1	Yes	Samantha Pena	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Scott Noble	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Bosco Wood	Cash	R	Reg D506
9/3/2019	New	60,000	Common	1	Yes	Paul Menchick	Cash	R	Reg D506
9/3/2019	New	12,000	Common	1	Yes	Robert Mccann	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Cicrellia Trust	Cash	R	Reg D506
9/3/2019	New	20,000	Common	1	Yes	Sairam Mandalika	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Neva Hofeman	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Michael DeSoto	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Richard Leonard	Cash	R	Reg D506
9/3/2019	New	50,000	Common	1	Yes	Deanna Formica	Cash	R	Reg D506
9/3/2019	New	25,000	Common	1	Yes	Jack Schwartz	Cash	R	Reg D506
9/3/2019	New	20,000	Common	1	Yes	Ralp Manus	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Shimmon Trust	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Shimmon Trust	Cash	R	Reg D506
9/3/2019	New	50,000	Common	1	Yes	McMurtay Trust	Cash	R	Reg D506
9/3/2019	New	25,000	Common	1	Yes	McMurtay Trust	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Ryan Yuhan	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Wyrick Trust	Cash	R	Reg D506
9/3/2019	New	15,000	Common	1	Yes	John Lopes	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Norman Gritton	Cash	R	Reg D506
9/3/2019	New	250,000	Common	1	Yes	MCENT Trading LLC	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Rosa Chairez	Cash	R	Reg D506
9/3/2019	New	50,000	Common	1	Yes	Kniph Trust	Cash	R	Reg D506
9/3/2019	New	20,000	Common	1	Yes	Sealmark LLC	Cash	R	Reg D506
9/3/2019	New	12,500	Common	1	Yes	David Harris	Cash	R	Reg D506
9/3/2019	New	30,000	Common	1	Yes	Ana Garcia	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Ben&Maribel Kunkel	Cash	R	Reg D506
9/3/2019	New	15,000	Common	1	Yes	Tim&Tamy Bellis	Cash	R	Reg D506
9/3/2019	New	15,000	Common	1	Yes	Thomas Price	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Gloria Scalise	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Daniel Cothorn	Cash	R	Reg D506
9/3/2019	New	10,000	Common	1	Yes	Edwin Alcantara	Cash	R	Reg D506

9/9/2019	New	10,000	Common	1	Yes	Warren Locker	Cash	R	Reg D506
9/9/2019	New	80,000	Common	1	Yes	Hal Brown	Cash	R	Reg D506
9/9/2019	New	70,000	Common	1	Yes	Linda Christine	Cash	R	Reg D506
9/9/2019	New	10,000	Common	1	Yes	Adolf Zechel	Cash	R	Reg D506
9/9/2019	New	15,000	Common	1	Yes	Sheralynn Weisman	Cash	R	Reg D506
9/9/2019	New	25,000	Common	1	Yes	Sulimoff Family Trust	Cash	R	Reg D506
9/9/2019	New	25,000	Common	1	Yes	Armida Statas	Cash	R	Reg D506
9/9/2019	New	30,000	Common	1	Yes	Quality Fence Inc.	Cash	R	Reg D506
9/9/2019	New	10,000	Common	1	Yes	Mark Mcleary	Cash	R	Reg D506
9/9/2019	New	10,000	Common	1	Yes	Edgar Ortega	Cash	R	Reg D506
9/9/2019	New	10,000	Common	1	Yes	Victor Villa	Cash	R	Reg D506
9/9/2019	New	20,000	Common	1	Yes	John & Patty Mccan	Cash	R	Reg D506
9/9/2019	New	25,000	Common	1	Yes	Marc Weiss	Cash	R	Reg D506
9/9/2019	New	15,000	Common	1	Yes	John Lopes	Cash	R	Reg D506
9/23/2019	New	10,000	Common	1	Yes	Mike & Lenora Cook	Cash	R	Reg D506
9/23/2019	New	10,000	Common	1	Yes	Tim Wallstrom	Cash	R	Reg D506
9/23/2019	New	10,000	Common	1	Yes	Phil Hockenberry	Cash	R	Reg D506
9/23/2019	New	10,000	Common	1	Yes	Joey Crabtree	Cash	R	Reg D506
9/23/2019	New	10,000	Common	1	Yes	Andrew Alt	Cash	R	Reg D506
9/23/2019	New	25,000	Common	1	Yes	Buddy Myer	Cash	R	Reg D506
9/23/2019	New	25,000	Common	1	Yes	Michelle Bynum	Cash	R	Reg D506
9/23/2019	New	250,000	Common	1	Yes	Ayers Family Trust	Cash	R	Reg D506
10/29/2019	New	10,000	Common	1	Yes	Richard Leonard	Cash	R	Reg D506
10/29/2019	New	10,000	Common	1	Yes	Micheal Mova	Cash	R	Reg D506
10/29/2019	New	20,000	Common	1	Yes	Brad Peteson	Cash	R	Reg D506
11/29/2019	New	7,875	Common	1	Yes	Urban Management Strategies	Services Per contract	R	Reg D506
6/8/2020	Cancellation	-15,000	Common	1	Yes	Samantha Pena	Cash	R	Reg D506
2/9/2021	New	81,250	Common	1	No	Soiless Science	services per contract	R	Reg D506
31-Mar-21	Shares Outstanding on Date of This Report: Ending Balance 88,405,451 Common 1,000,000 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.

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.)
<u>4/15/2020</u>	<u>476,200</u>	<u>476,200</u>		<u>4/15/2050</u>	<u>N/A</u>	<u>The Small Business Administration</u>	<u>Loan</u>
<u>5/1/2020</u>	<u>73,200</u>	<u>73,200</u>		<u>5/1/2022</u>	<u>N/A</u>	<u>Continental Bank</u>	<u>PPP Loan</u>

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: Robert Jones  
 Title: CFO  
 Relationship to Issuer: Officer

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;

<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.

- 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.

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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")

GP Solutions is a developer of Indoor Farming Technologies and is striving to revolutionize the way fruits and vegetables can be farmed indoors. GP Solutions is improving the agriculture space by utilizing cloud-based technologies and real time data to control and monitor all aspects of indoor farming, thus maintaining optimum conditions for fruits and vegetables to thrive while reducing negative impacts to our environment. GP Solutions strives to continuously improving innovation and compliance by driving advancements that historically were not available or utilized by many farmers

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

None

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

GP Solutions Inc. is a manufacture and developer of Indoor Farming Technologies.

## 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.

The Company's primary location has 35,000 sf. of manufacturing and office space and is located at 223 W. B St. Colton, CA, operating five days a week from 8am to 5pm. The Company has a secondary location with 10,000 sf located at 337 E Harrison St. Corona CA.

## 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/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
George Natzic	President	Santa Ana CA	0	N/A	N/A	
Breeanna Boggio	Secretary	Corona CA	15 million	Common	17.4%	
Robert N Jones	CFO	Farmington, UT	0	N/A	N/A	
Christina Kane	VP Sales	Irvine, CA	0	N/A	N/A	
Holmes & Sturgis	5%	Huntington Beach	8,673,831	Common	10%	Terrence Ubl
Grow Pod Consulting	5 %	Tustin CA	5 million	Common	5.8%	Jon Illingworth
Fluid Holding LLC	5%	Norco CA	12,493,500	Common	14.9%	Shawn Illingworth
Shane Illingworth	5%	Corona CA	6 million	Common	6.7%	

## 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: Jeff Turner  
Firm: JDT Legal  
Address 1: 897 W. Baxter Dr.  
Address 2: South Jordan, UT 84095  
Phone: 801-810-4465

### Accountant

Name: Kris Heaton  
Firm: Pinnacle Accountancy Group Of Utah  
Address 1: 1438 North Highway 89, Suite 120  
Address 2: Farmington, UT 84025  
Phone: 801-447-9572  
Email: Kris@heatoncpas.com

### Investor Relations

Name: Jeremy Martinez  
Firm: JM Business Services Inc.  
Address 1: 5919 Grizzly Way  
Address 2: Fontana, CA 92336  
Phone: 951-414-1040  
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: Robert N. Jones

Firm: Peregrine Accounting & Consulting Services, LLC  
Nature of Services: Accounting & Consulting Services  
Address 1: 352 S. 200 W., Ste 3  
Address 2: Layton UT 84041  
Phone: 801-928-8266  
Email: njones@peregrineaccounting.com

## 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, George Natzic certify that:

1. I have reviewed this Quarterly Disclosure Statement of GP Solution 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.

November 18, 2021

/s/ George Natzic [CEO's Signature]

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

### *Principal Financial Officer:*

I, Robert Jones certify that:

1. I have reviewed this Quarterly Disclosure Statement of GP Solutions.
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.

November 18, 2021

/s/ Robert N. Jones [CFO's Signature]

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

**GP SOLUTIONS, INC.**  
**BALANCE SHEETS**  
(Unaudited)

<u>ASSETS</u>	For the Three Months Ended March 31, 2021	For the Year Ended December 31, 2020
<b>Current Assets:</b>		
Cash	\$ 1,302,856	\$ 926,845
Accounts receivable short-term	406,400	268,150
Prepaid Expenses	-	5,400
Inventory	515,505	116,438
Total Current Assets	<u>2,224,761</u>	<u>1,316,833</u>
<b>Non Current Assets:</b>		
Property and Equipment	639,800	680,978
Customer Deposits	30,503	30,501
Right-of-use-asset	456,661	494,702
Other assets	38,732	37,858
Accounts receivable long-term	841,868	714,744
Total Other Assets	<u>2,007,562</u>	<u>1,958,783</u>
Total Assets	<u>\$ 4,232,322</u>	<u>\$ 3,275,616</u>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
<b>Current Liabilities:</b>		
Accounts payable	\$ 61,029	\$ 55,258
Accrued expenses	1	2,406
Operating lease liability, current	212,430	212,430
Other current liabilities	129,240	126,567
Total Current Liabilities	<u>402,700</u>	<u>396,662</u>
<b>Long-term liabilities</b>		
Lease obligation, net of current portion	244,231	282,272
Notes payable	549,400	549,400
Total long-term liabilities	<u>793,631</u>	<u>831,672</u>
Total Liabilities	<u>1,196,331</u>	<u>1,228,334</u>
<b>Stockholders' Equity:</b>		
Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, 1,000,000 shares issued and outstanding	100	100
Common stock, \$0.001 par value, 400,000,000 shares authorized, 88,405,451 and 88,324,201 shares issued and outstanding, respectively	88,405	88,325
Common stock to be issued	-	-
Additional paid-in capital	7,712,054	7,630,885
Accumulated deficit	(4,764,568)	(5,672,028)
Total Stockholders' Equity	<u>3,035,992</u>	<u>2,047,282</u>
Total Liabilities and Stockholders' Equity	<u>\$ 4,232,322</u>	<u>\$ 3,275,616</u>

(0)

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

**GP SOLUTIONS, INC.**  
**STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	For the Three Months Ended March 31,	
	2021	2020
Sales	\$ 1,939,478	\$ 730,099
Cost of Sales	(394,849)	(287,215)
Gross margin	1,544,630	442,884
Operating expenses:		
Research and development	23,369	29,395
Advertising and promotion	31,789	74,608
Consulting	152,367	47,775
Rent expense	106,524	88,029
Payroll expense	114,473	158,909
General and administrative expenses	220,925	351,026
Total Operating Expenses	649,447	749,742
Loss from operations	895,183	(306,858)
Other income (expense):		
Interest income	12,276	4,319
Interest expense	-	-
Total other income	12,276	4,319
Loss before income taxes	907,459	(302,539)
Provision for income taxes	-	-
Net Income	\$ 907,459	\$ (302,539)
Loss per Share, basic & diluted	\$ (0.01)	\$ (0.01)
Weighted Average Shares Outstanding, basic & diluted	88,405,451	88,324,401

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

**GP SOLUTIONS, INC.**  
**STATEMENT OF STOCKHOLDERS' EQUITY**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2021**  
**(Unaudited)**

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance, December 31, 2020	<u>1,000,000</u>	<u>\$ 100</u>	<u>88,324,201</u>	<u>\$ 88,325</u>	<u>\$ 7,630,885</u>	<u>\$ (5,672,028)</u>	<u>\$ 2,047,282</u>
Common stock issued for services	-	-	81,250	81	81,169	-	81,250
Net loss	-	-	-	-	-	907,459	907,459
Balance, March 31, 2021	1,000,000	100	88,405,451	88,405	7,712,054	(4,764,568)	3,035,992

**FOR THE THREE MONTHS ENDED MARCH 31, 2020**  
**(Unaudited)**

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance, December 31, 2019	<u>1,000,000</u>	<u>\$ 100</u>	<u>88,339,201</u>	<u>\$ 88,340</u>	<u>\$ 7,645,870</u>	<u>\$ (4,407,325)</u>	<u>\$ 3,326,985</u>
Adjustment to match certified audit			-	-	(18)	13	(5)
Net loss	-	-	-	-	-	(302,539)	(302,539)
Balance, March 31, 2020	1,000,000	100	88,339,201	88,340	7,645,852	(4,709,851)	3,024,441

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

**GP SOLUTIONS, INC.**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the Three Months Ended March 31,	
	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ 907,460	\$ (302,539)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	41,178	39,326
Common stock issued for services	81,249	-
Changes in operating assets and liabilities:		
Inventory	(399,067)	(448,676)
Accounts receivable	(138,250)	26,547
Other assets	(874)	(10,355)
Accounts payable and accrued expenses	3,366	39,460
Other current liabilities	2,673	-
Right of use assets	(0)	-
Customer deposits	(127,125)	-
Net Cash Used in Operating Activities	<u>376,011</u>	<u>(656,237)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	-	(36,536)
Net Cash Used in Investing Activities	<u>-</u>	<u>(36,536)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from loans payable	-	-
Net Cash Provided by Financing Activities	<u>-</u>	<u>-</u>
NET DECREASE IN CASH	376,011	(692,773)
CASH AT BEGINNING OF PERIOD	926,845	1,273,936
CASH AT END OF PERIOD	<u>\$ 1,302,856</u>	<u>\$ 581,163</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
<b>CASH PAID FOR:</b>		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>

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

**GP SOLUTIONS, INC.**  
**Notes to Financial Statements**  
**March 31, 2021**  
**(Unaudited)**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

GP Solutions, Inc. (the “Company”) was originally incorporated under the laws of the State of Nevada on December 1, 2015. On November 27, 2018 the Company acquired all of the issued and outstanding shares of Grow Pod Solutions, Inc. (GPS) in a share for share exchange whereby the shareholders of GPS became the controlling shareholders of the combined entity. Accordingly, the transaction is accounted for as a recapitalization of the Company whereby the historical financial statements of GPS are presented as those of the combined entity.

The Company addresses the need for providing environmentally optimized growing system for producing high quality crops and engages to market a modular unit for hydroponic growing.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

*Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

*Concentrations of Credit Risk*

The Company maintains its cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. The Company continually monitors its banking relationships and consequently has not experienced any losses in its accounts. Management believes the Company is not exposed to any significant credit risk on cash.

*Cash Equivalents*

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the period ended March 31, 2021 or the year ended December 31, 2020.

*Accounts Receivable*

Management reviews accounts receivable periodically to determine if any receivables will potentially be uncollectible. Management’s evaluation includes several factors including the aging of the accounts receivable balances, a review of significant past due accounts, economic conditions, and our historical write- off experience, net of recoveries. The Company includes any accounts receivable balances that are determined to be uncollectible, along with a general reserve, in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance. The Company’s allowance for doubtful accounts was \$0 and \$0 as March 31, 2021 and 2020, respectively.

*Property and Equipment*

Property and equipment are carried at the lower of cost or net realizable value. All property and equipment with a cost of \$1,000 or greater are capitalized. Major betterments that extend the useful lives of assets are also capitalized. Normal maintenance and repairs are charged to expense as incurred. When assets are sold or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in operations. Property and equipment consists of prototypes, software, furniture and equipment, which are depreciated on a straight-line basis over their expected useful lives as follows.

Equipment	7 years
Prototypes	7 years
Software	3 years
Leasehold improvements	10 years

**GP SOLUTIONS, INC.**  
**Notes to Financial Statements**  
**March 31, 2021**  
**(Unaudited)**

Inventory

The Company's inventory is comprised of hydroponic growing equipment held for resale and is recorded at the lower of cost or market on a first in first out basis. The Company's inventory of modular hydroponic growing units and equipment was \$515,505 and \$116,438 as of March 31, 2021 and December 31, 2020, respectively.

Revenue Recognition

Effective January 1, 2018, we adopted Financial Accounting Standards Board ("FASB"), Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*. Under ASC Topic 606, revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the company expects to receive in exchange for those goods. We apply the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) we satisfy each performance obligation.

We only apply the five-step model to contracts when it is probable that we will collect the consideration to which we are entitled in exchange for the goods or services we transfer to our customer. Once a contract is determined to be within the scope of ASC Topic 606, at contract inception we review the contract to determine which performance obligations we must deliver and which of these performance obligations are distinct. We recognize as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, our performance obligations are transferred to customers at a point in time, typically upon delivery.

Income taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal 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 the Statements of Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25") with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and applicable. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**GP SOLUTIONS, INC.**  
**Notes to Financial Statements**  
**March 31, 2021**  
**(Unaudited)**

**NOTE 3 – GOING CONCERN**

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has an accumulated deficit of \$4,694,762 as of March 31, 2021, had net income of \$946,706 and net cash used in operating activities of \$383,000 for three months ended March 31, 2021. The Company’s ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company’s contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company’s ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

**NOTE 4 – PROPERTY AND EQUIPMENT**

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

	March 31, 2021	December 31, 2020
Furniture and Equipment	\$ 54,451	\$ 54,451
Prototypes	579,588	579,588
Software	70,282	70,282
Leasehold improvements	272,135	272,135
Less: accumulated depreciation	(373,448)	(331,962)
Property and equipment, net	<u>\$ 603,008</u>	<u>\$ 680,978</u>

Depreciation expense for the three months ended March 31, 2021 and 2020, was \$41,468 and \$39,326, respectively.

**NOTE 5 – ACCOUNTS RECEIVABLE**

The Company allows approved customers to finance the purchase price of its GrowPod modulars. As of March 31, 2021, the Company has financing agreements for total sales of \$1,646,242. Each agreement requires a down payment of 10% to 50%, has a secured term receivable for the balance payable over 12 to 36 months bearing 1% to 10% interest. As of March 31, 2021, the principal due under the financing agreements is \$835,719, of which approximately \$303,663 is due within the next twelve months.

**NOTE 6 – RELATED PARTY TRANSACTION**

During the three months ended March 31, 2021, the Company incurred \$10,800, for consulting expense provided by Natzic Investments LLC. George Natzic is a principal of Natzic Investments LLC.

During the three months ended March 31, 2021, the Company incurred \$7,388, for consulting expense provided by Peregrine Accounting & Consulting, LLC, owned by Robert N. Jones. Robert Jones is a principal of Peregrine Accounting & Consulting, LLC.

**NOTE 7 – OPERATING LEASE**

On December 9, 2018, we entered into a lease agreement for an industrial building in Colton, CA. The lease is considered an operating lease, requires monthly payments of \$17,702 and expires November 30, 2023. A lease deposit of \$17,702 was paid on November 9, 2018. We have accounted for the lease under ASU 842 Leases, as follows.

<u>Asset</u>	Balance Sheet Classification	March 31, 2021
Operating lease asset	Right of use asset	\$ 456,661
Total lease asset		<u>\$ 456,661</u>

**GP SOLUTIONS, INC.**  
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<u>Liability</u>			
Operating lease liability – current portion	Current operating lease liability	\$	212,430
Operating lease liability – noncurrent portion	Long-term operating lease liability		407,158
<b>Total lease liability</b>		<b>\$</b>	<b>619,588</b>

Lease obligations at March 31, 2021 consisted of the following:

For the year ended December 31:

2021	212,430
2022	212,430
2023	194,728
<b>Total payments</b>	<b>\$ 619,588</b>
Amount representing interest	\$ (124,886)
<b>Lease obligation, net</b>	<b>494,702</b>
Less current portion	(212,430)
<b>Lease obligation – long term</b>	<b>\$ 282,272</b>

The lease expense for the quarter ended March 31, 2021 was \$53,108, which consisted of amortization expense of \$38,041 and interest expense of \$15,067.

The lease expense for the quarter ended March 31, 2020 was \$53,108, which consisted of amortization expense of \$35,126 and interest expense of \$17,982.

**NOTE 8 – LOANS PAYABLE**

On April 15, 2020, the Company received a Small Business Administration loan (“SBA”) for \$476,300 (the “SBA Loan”). The SBA Loan matures in thirty years and bears interest at 3.75% per annum. Installment payments, including principal and interest, of \$2,321 monthly payments will begin twelve months from the date of the note. The Company granted the SBA a security interest in certain property as collateral for the loan.

On May 1, 2020, the Company received a Paycheck Protection Program loan under the CARES Act for \$73,200 (the “PPP Loan”). The PPP Loan matures on May 1, 2022 and bears interest at 1% per annum. Monthly amortized principal and interest payments are deferred for 6 months after the date of the agreement. The Paycheck Protection Program provides that the use of PPP Loan proceeds shall be limited to certain qualifying expenses and may be partially or wholly forgiven in accordance with the requirements set forth in the CARES Act. The Company currently intends to use the PPP Loan for permitted uses, although no assurance can be given that the Company will obtain forgiveness of all or any portion of amounts due under the PPP Loan. The loan has been accounted for as long-term debt, which, if forgiven will result in a gain on forgiveness of debt.

**NOTE 9 – COMMON STOCK**

During the three months ended March 31, 2021, the Company issued 81,250 shares of common stock for services valued at \$81,250, which is the value of the services rendered at \$1.00 per share.

**NOTE 10 – COMMITMENTS AND CONTINGENCIES**

The Company has a sub-lease for storage space in Corona, CA. The term of the lease is from April 1, 2018 through March 31, 2021 with monthly lease payments of \$11,575. A lease deposit of \$12,800 was paid on March 27, 2018. The company has currently vacated the property and is waiting for the lease deposit to be returned.

**GP SOLUTIONS, INC.**  
**Notes to Financial Statements**  
**March 31, 2021**  
**(Unaudited)**

**NOTE 11 - SUBSEQUENT EVENTS**

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