

Instruction relating to the preparation of Annual Updates: Issuers shall prepare a document that responds to each item and sub-item of Section One of the Guidelines and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. Each Annual Update must contain complete responses to all of the items required by Section One of these Guidelines, even if no changes have occurred since the last Annual Update. Annual Updates should be published under the report name of “Annual Report” for the appropriate fiscal year end. Specific Note relating to Annual Updates: The “Instruction to Item 12” contained in Section One of these Guidelines should not be followed with respect to Annual Updates; instead issuers should follow the instruction set forth below. Instructions to Item 12: The fiscal year-end financial statements required by Item 12 may either be included in text of the Annual Update under the heading of Item 12 or attached at the end of the Annual Update. If attached at the end of the Annual Update, the disclosure under Item 12 must (i) state that the fiscal year-end financial statements are attached at the end of this Annual Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by Item 12 can be found.

We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

HUMBL, INC.
a Delaware corporation
600 B Steet, Suite 300
San Diego, CA 92101

(786) 738-9012
www.humbldpay.com

5500
SIC Code:

Annual Report

For the period ending December 31, 2021 (the "Reporting Period")

The number of shares outstanding of our Common Stock is 1,023,039,433 as of December 31, 2021

The number of shares outstanding of our Common Stock was 919,911,833 as of September 30, 2021 (end of previous reporting period)

The number of shares outstanding of our Common Stock was 974,177,443 as of December 31, 2020 (end of previous annual reporting period)

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

Yes: No: (Double-click and select "Default Value" to check)

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

Yes: No:

Indicate by check mark whether a Change in Control⁴ of the company has occurred over this reporting period:

Yes: No:

⁴ "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.

Part A General Company Information

Item 1 **The exact name of the issuer and its predecessor (if any).**

Tesoro Enterprises, Inc. from November 12, 2009 to February 26, 2021
HUMBL, Inc. as of February 26, 2021

Item 2 **The address of the issuer's principal executive offices and address(es) of the issuer's principal place of business.**

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

600 B Street, Suite 300
San Diego, CA 92101
(786) 738-9012
www.humblpay.com

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:

600 B Street, Suite 300
San Diego, CA 92101

Item 3 **The jurisdiction(s) and date of the issuer's incorporation or organization.**

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

November 12, 2009 in the State of Oklahoma. The Corporation redomiciled to the State of Delaware on November 30, 2020. The Corporation is existing and in good standing.

Part B Share Structure

Item 4 **The exact title and class of securities outstanding.**

Trading symbol:	HMBL
Exact title and class of securities outstanding:	Common
CUSIP:	44501Q104

Trading symbol:	N/A
Exact title and class of securities outstanding:	Series A Preferred
CUSIP:	N/A

Trading symbol:	N/A
Exact title and class of securities outstanding:	Series B Preferred
CUSIP:	N/A

Trading symbol:	N/A
Exact title and class of securities outstanding:	Series C Preferred (Cancelled October 29, 2021)
CUSIP:	N/A

Item 5 Par or stated value and description of the security.

A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

Par or stated value - Common:	\$0.00001
Par or stated value – Series A Preferred:	\$0.00001
Par or stated value – Series B Preferred:	\$0.00001
Par or stated value – Series C Preferred:	\$0.00001 (cancelled October 29, 2021)

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

Common holders are entitled to one vote per share, no preemption rights and no dividends unless the board at its discretion chooses to declare a dividend.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Series A Preferred Stock

Dividends. Shares of Series A Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of common stock, as may be declared by the Board of Directors.

Conversion. There are no conversion rights.

Redemption. Subject to certain conditions set forth in the Series A Certificate of Designation, in the event of a Change of Control (defined in the Series A Certificate of Designation as the time at which as a third party not affiliated with the Company or any holders of the Series A Preferred Stock shall have acquired, in one or a series of related transactions, equity securities of the Company representing more than fifty percent 50% of the outstanding voting securities of the Company), the Company, at its option, will have the right to redeem all or a portion of the outstanding Series A Preferred Stock in cash at a price per share of Series A Preferred Stock equal to 100% of the liquidation value.

Voting Rights. Holders of Series A Preferred Stock are entitled to vote on all matters, together with the holders of common stock, and have the equivalent of one thousand (1,000) votes for every share of Series A Preferred Stock held.

Liquidation. Upon any liquidation, dissolution, or winding-up of the Company, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to the liquidation value of the Series A Preferred Stock before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company is insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of the Series A Preferred Stock shall be ratably distributed among the holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

Series B Preferred Stock

Dividends. Shares of Series B Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of common stock, as may be declared by the Board of Directors.

Conversion. Each share of Series B Preferred Stock shall be convertible at the option of the holder thereof (each, a “Series B Holder”) at any time after December 3, 2021 at the office of the Corporation or any transfer agent for such stock into ten thousand (10,000) fully paid and nonassessable shares of Common Stock subject to adjustment for any stock split or distribution of securities or subdivision of the outstanding shares of Common Stock. Notwithstanding the provisions of Section 5(a)(i) above, the conversion of Series B Preferred Stock shall be subject to the following limitations each Series B Holder, agrees as follows with respect to the shares of Series B Preferred Stock that such Series B Holder beneficially owns or controls the disposition as of December 3, 2021 (as to each Series B Holder, the “Applicable Series B Shares”):

(1) For each of the calendar months of December 2021 and January 2022, a Series B Holder who owns more than 750 shares of Series B Preferred Stock shall not have the right, whether by election, operation of law, or otherwise, to convert into Common Stock shares of Series B Preferred Stock constituting more than five percent (5%) (rounded down to the nearest whole share) of the total number of shares of Series B Preferred Stock then held by such Series B Holder (as to each Series B Holder, the “Applicable Series B Shares”). By way of example and not limitation, if the Applicable Series B Shares for a Series B Holder was 1,000 Applicable Series B Shares, such Series B Holder would be entitled to convert 50 shares of Series B Preferred Stock into shares of Common Stock in December 2021, and to convert 50 shares of Series B Preferred Stock into shares of Common Stock in January 2022.

(2) For each of the calendar months from February 2022 to May 2023, a Series B Holder who owns more than 750 shares of Series B Preferred Stock shall not have the right, whether by election, operation of law, or otherwise, to convert into Common Stock shares of Series B Preferred Stock constituting more than three percent (3%) (rounded down to the nearest whole share) of the total number of such Series B Holder’s Applicable Series B Shares. By way of example and not limitation, if the Applicable Series B Shares for such Series B Holder was 1,000 Applicable Series B Shares, such Series B Holder would be entitled to convert 30 shares of Series B Preferred Stock into shares of Common Stock in each calendar month from February 2022 to May 2023. In addition to the conversion restrictions in the certificate of incorporation to which they are subject, HUMBL’s four founders have imposed additional limitations on their ability to convert and sell common stock. As of December 31, 2021, HUMBL’s CEO and co-founder, Brian Foote, owns approximately 43.5% of the Series B shares. Mr. Foote’s co-founders, Jeffrey Hinshaw, Michele Rivera and Karen Garcia own approximately 14.6% of the Series B shares. Mr. Foote has committed not to sell any shares of his common stock for all of calendar year 2022. In addition to being subject to the affiliate sales limitations under Rule 144, all of the co-founders have agreed to extend the 3% per month conversion limitations on their Series B shares through the end of calendar year 2024 in an effort to limit potential dilution.

Redemption. Subject to certain conditions set forth in the Series B Certificate of Designation, in the event of a Change of Control (defined in the Series B Certificate of Designation as the time at which as a third party not affiliated with the Company or any holders of the Series B Preferred Stock shall have acquired, in one or a series of related transactions, equity securities of the Company representing more than fifty percent 50% of the outstanding voting securities of the Company), the Company, at its option, will have the right to redeem all or a portion of the outstanding Series B Preferred Stock in cash at a price per share of Series B Preferred Stock equal to 100% of the liquidation value.

Voting Rights. Holders of Series B Preferred Stock are entitled to vote on all matters, together with the holders of common stock, and have the equivalent of ten thousand (10,000) votes for every share of Series B Preferred Stock held.

Liquidation. Upon any liquidation, dissolution, or winding-up of the Company, whether voluntary or involuntary, the holders of Series B Preferred Stock shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to the liquidation value of the Series B Preferred Stock before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company is insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of the Series B Preferred Stock shall be ratably distributed among the holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

Series C Preferred Stock

The Company's Series C Preferred Stock was withdrawn on October 29, 2021. No shares of Series C Preferred Stock were outstanding at the time of withdrawal.

3. Describe any other material rights of common or preferred stockholders.

None.

4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a Change in Control of the issuer.

None.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

- (i) Period end date;
- (ii) Number of shares authorized;
- (iii) Number of shares outstanding;
- (iv) Freely tradable shares (public float);
- (v) Number of beneficial shareholders owning at least 100 shares⁵; and
- (vi) Total number of shareholders of record.

Trading symbol:	HMBL	
Exact title and class of securities outstanding:	Common	
CUSIP:	44501Q104	
Par or stated value:	\$0.00001	
Total shares authorized:	7,450,000,000	as of date: December 31, 2021
Total shares outstanding:	1,023,039,433	as of date: December 31, 2021
Number of shares in the Public Float ¹ :	1,007,625,896	as of date: December 31, 2021
Total number of shareholders of record:	365	as of date: December 31, 2021

¹ "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.

Total shares authorized:	5,000,000,000	as of date: December 31, 2020
Total shares outstanding:	974,177,443	as of date: December 31, 2020
Number of shares in the Public Float ² :	828,106,946	as of date: December 31, 2020
Total number of shareholders of record:	321	as of date: December 31, 2020

Total shares authorized:	5,000,000,000	as of date: December 31, 2019
Total shares outstanding:	4,548,379,108	as of date: December 31, 2019
Number of shares in the Public Float ³ :	3,635,754,513	as of date: December 31, 2019
Total number of shareholders of record:	322	as of date: December 31, 2019

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Series A Preferred	
CUSIP:	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	7,000,000	as of date: December 31, 2021
Total shares outstanding:	7,000,000	as of date: December 31, 2021
Total number of shareholders of record:	1	as of date: December 31, 2021

Total shares authorized:	7,000,000	as of date: December 31, 2020
Total shares outstanding:	7,000,000	as of date: December 31, 2020
Total number of shareholders of record:	1	as of date: December 31, 2020

Total shares authorized:	7,000,000	as of date: December 31, 2019
Total shares outstanding:	7,000,000	as of date: December 31, 2019
Total number of shareholders of record:	1	as of date: December 31, 2019

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Series B Preferred	
CUSIP:	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	570,000*	as of date: December 31, 2021
Total shares outstanding:	544,759	as of date: December 31, 2021
Total number of shareholders of record:	84	as of date: December 31, 2021

* Reduced to 570,000 on October 29, 2021

Total shares authorized:	900,000*	as of date: December 31, 2020
Total shares outstanding:	0	as of date: December 31, 2020
Total number of shareholders of record:	0	as of date: December 31, 2020

Total shares authorized:	900,000*	as of date: December 31, 2019
Total shares outstanding:	0	as of date: December 31, 2019
Total number of shareholders of record:	0	as of date: December 31, 2019

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Series C Preferred	
CUSIP:	N/A	
Par or stated value:	\$0.00001	

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

³ "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.

Total shares authorized:	0**	as of date: December 31, 2021
Total shares outstanding:	0	as of date: December 31, 2021
Total shares authorized:	150,000**	as of date: December 31, 2020
Total shares outstanding:	0	as of date: December 31, 2020
Total shares authorized:	150,000**	as of date: December 31, 2019
Total shares outstanding:	0	as of date: December 31, 2019

** The Series C Preferred Stock was withdrawn on October 29, 2021

Item 7 The name and address of the transfer agent*.

In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent.

Transfer Agent

Name: Pacific Stock Transfer Company
 Phone: 702-361-3033
 Email: info@pacificstocktransfer.com
 Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?⁴ Yes: No:

*To be included in OTCQX or OTCQB, the issuers whose securities are incorporated in the U.S. or Canada *must* have a transfer agent registered under the Exchange Act.

Part C Business Information

Item 8 The nature of the issuer's business.

In describing the issuer's business, please provide the following information:

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

⁵ Securities quoted on OTCQX U.S. must have at least 50 beneficial shareholders each owning at least 100 shares. Securities quoted on OTCQX U.S. Premier must have at least 100 beneficial shareholders each owning at least 100 shares.

⁴ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

2. the year that the issuer (or any predecessor) was organized;
3. the issuer's fiscal year end date;
4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding; **None in the last 3 years**
5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;
6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments; **No defaults**
7. any change of control;
8. any increase of 10% or more of the same class of outstanding equity securities;
9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;
10. any delisting of the issuer's securities by any securities exchange; and **No delisting's of the issuer's securities by any securities exchange**
11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved. **There are none noted**

HUMBL, Inc. (formerly Tesoro Enterprises, Inc.), an Oklahoma corporation ("Company") was incorporated November 12, 2009. The Company was redomiciled on November 30, 2020 to the State of Delaware. The Company has a calendar year-end.

Simultaneously with the November 12, 2009 incorporation, the Company entered into a share exchange agreement with Fashion Floor Covering and Tile, Inc. ("FFC&T"), whereby the sole stockholder of FFC&T received 125,000 shares of the Company's restricted shares of common stock in exchange for all the outstanding shares of FFC&T. FFC&T is a full line (wood, carpet and tile) retail dealer and installer of floor and hard wall covering materials. FFC&T has been in business for over twenty-five years under the same ownership and management.

On December 3, 2020, HUMBL, LLC ("HUMBL LLC"), that was formed May 13, 2019, merged into the Company in what is accounted for as a reverse merger. Under the terms of the Merger Agreement, HUMBL LLC exchanged 100% of their membership interests for 552,029 shares of newly created Series B Preferred Stock. The Series B Preferred shares were issued to the respective members of HUMBL LLC following the approval by FINRA of the one-for-four reverse stock split of the common shares and the increase in the authorized common shares to 7,450,000,000 shares. The FINRA approval for both the increase in the authorized common shares and reverse stock split occurred on February 26, 2021. To assume control of the Company, the former CEO, Henry Boucher assigned his 7,000,000 shares of Series A Preferred Stock to Brian Foote, the President and CEO of HUMBL LLC for a \$40,000 note payable. The Series A Preferred Stock is not convertible into common stock, however, it has voting rights of 10,000 votes per 1 share of stock. After the reverse merger was completed, HUMBL LLC ceased doing business, and all operations were conducted under Tesoro Enterprises, Inc. which later changed its name to HUMBL, Inc. ("HUMBL" or the "Company").

The Company was previously a shell company but has not been a shell company at any time in the previous 12 months.

On June 3, 2021 we acquired Tickeri, Inc. (“Tickeri”) in a debt and stock transaction totaling \$20,000,000 following which Tickeri became a subsidiary of HUMBL. Tickeri is a leading ticketing, live events and box office SaaS platform featuring Latin events and artists throughout the United States, Latin America, and the Caribbean corridor. The purchase price for the stock purchase was \$20,000,000 of which we must pay \$10,000,000 in our common stock and \$10,000,000 was paid through two promissory notes. The shares had a deemed value equal to the volume weighted average price per share of HUMBL common stock on the OTC Markets for the ten consecutive trading days ending with the complete trading day ending two trading days prior to the closing. We issued the two shareholders of Tickeri, Juan Gonzalez and Javier Gonzalez, 4,672,897 shares of our common stock each. We also issued to each of Juan and Javier Gonzalez a secured promissory note in the face amount of \$5,000,000. The promissory notes are due and payable on or before December 31, 2022, bear interest at the rate of 5% per annum and are secured by the equity interests of Tickeri. In the event of an uncured default by HUMBL under the promissory note, Juan and Javier Gonzalez have the right to recover the ownership of Tickeri and re-commence the business and operations of Tickeri free and clear of any claims or encumbrances by HUMBL. We intend to limit the integration of Tickeri’s assets with our assets until the promissory notes are paid in full. We agreed to register on Form S-1 within three months from the closing the shares issued to Juan and Javier Gonzalez and have the registration statement declared effective within six months of the closing date. Following the closing, Juan Gonzalez and Javier Gonzalez, entered into employment agreements having a term of 18 months, appointing them CEO of Tickeri and CTO of HUMBL, respectively.

On June 30, 2021, we acquired Monster Creative, LLC (“Monster”). Monster is a Hollywood production studio that specializes in producing movie trailers and other related content. Monster was founded by Doug Brandt and Kevin Childress. Monster will collaborate with HUMBL in the production of NFTs and other digital content. The purchase price for all of the membership interests in Monster was paid through the issuance of one convertible note and one non-convertible note to each of Doug Brandt and Kevin Childress in the aggregate principal amount of \$8,000,000. The convertible notes were issued to Doug Brandt (through an entity owned by him) and Kevin Childress in the aggregate principal amount of \$7,500,000. The notes convert at the holder’s election at \$1.20 per share, bear interest at 5% per annum and are due in 18 months from issuance. We also issued non-convertible notes to Doug Brandt and Kevin Childress in the aggregate amount of \$500,000. These notes bear interest at the rate of 5% per annum and are due on April 1, 2022. Doug Brandt and Kevin Childress each entered into employment agreements with Monster having a term of three years. Doug Brandt was appointed as the CEO of Monster and Kevin Childress was appointed as its President and Creative Director.

On February 12, 2022, the Company entered into an asset purchase agreement with BizSecure, Inc. (“BizSecure”). The Company acquired certain assets of BizSecure including tradenames, trademarks and logos; the Self Sovereign Identity Wallet; digital files, technology, specification sheets, product design information, code, algorithms; and customer contracts. The Company entered into employment agreements with two BizSecure employees as part of the agreement/ The Company issued 13,200,000 common shares and 26,800,000 restricted stock units that vest quarterly commencing April 1, 2022 for a period of two years. The shares and restricted stock units have a value of \$6,756,000. The Company accounted for this transaction as an asset purchase and not a business combination under ASC 805. The Company accounted for the acquisition of these assets as identifiable assets and have capitalized them. The Company will amortize these intangible assets over their estimated useful lives in accordance with ASC 350.

On March 3, 2022, the Company acquired Ixaya Business SA de CV, a Mexican corporation (“Ixaya”), under a Stock Purchase Agreement (“Ixaya SPA”). The acquisition of Ixaya was for \$150,000 and 8,962,036 shares of common stock (a value of \$1,500,000) for a total of \$1,650,000. The Company accounted for this acquisition as a business combination under ASC 805, and Ixaya is not considered a significant subsidiary under Regulation S-X Rule 1-02(w).

The Company as noted above had a change in control on December 3, 2020. The Series B Preferred shares were 100% issued in 2021 upon approval by FINRA of the reverse stock split and increase in authorized common shares. There are no pending or threatening litigation matters or trading suspensions.

B. Business of Issuer. Describe the issuer’s business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer’s primary and secondary SIC Codes;
2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations; **Currently conducting operations**

3. whether the issuer has at any time been a “shell company”;⁶ **see top paragraph of cover page**

⁶ For the purpose of this section a “shell company” means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

- (1) No or nominal operations; and
(2) Either:
(A) No or nominal assets;
(B) Assets consisting solely of cash and cash equivalents; or

Assets consisting of any amount of cash and cash equivalents and nominal other assets.

Instruction to paragraph B.3 of Item 8:

The issuer must attest that it is not currently a shell company. If the issuer discloses that it was formerly a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12 point type:

“We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”

4. *the names and contact information of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;*
5. *the effect of existing or probable governmental regulations on the business;*
6. *an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities were borne directly by customers;*
7. *costs and effects of compliance with environmental laws (federal, state and local); and **There are no effect of environmental regulations on this company***
8. *the number of total employees and number of full-time employees.*

For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer’s business is required. Contact OTC Markets Group for more information.

5500

SIC Code:

HUMBL is a Web 3, digital commerce platform that was built to connect consumers, freelancers and merchants in the digital economy. HUMBL provides simple tools and packaging for complex new technologies such as blockchain, in the same way that previous cycles of e-commerce and the cloud were more simply packaged by companies such as Facebook, Apple, Amazon and Netflix over the past several decades.

The goal of HUMBL is to provide ready built tools, and platforms for consumers and merchants to seamlessly participate in the digital economy. HUMBL is built on a patent-pending decentralized technology stack that utilizes both core and partner technologies, to provide faster connections to the digital economy and each other.

HUMBL has three interconnected product verticals:

- *HUMBL Pay* – A mobile app that allows peers, consumers and merchants to connect in the digital economy;
- *HUMBL Marketplace* – A mobile marketplace that allows consumers and merchants to connect more seamlessly in the digital economy; and
- *HUMBL Financial* – Financial products and services, targeted for simplified investing on the blockchain.

HUMBL Pay

HUMBL is developing a mobile application that allows customers to migrate to digital forms of payment, along with services such as maps, ratings, and reviews. The Company is also working rapidly to integrate the use of search, discovery, peer-to-peer cash and ticketing around the world, as these services migrate into digital and blockchain-based modalities. The mobile application is designed to provide functionality to the following groups:

- **Individuals** - Consumers who want to discover, pay, rate and review experiences digitally vs. paper bills and hardware point-of-sale (“POS”)
- **Freelancers** - Service providers and gig workers that want to get paid from anywhere they work vs. paper bills and hardware POS; and
- **Merchants** – Primarily brick and mortar vendors that want to get paid digitally vs. paper bills and hardware POS.

HUMBL Marketplace

Through its online marketplace, HUMBL is developing the capability for merchants to list a wide range of physical products, that, when appropriate, incorporate the benefits of blockchain. HUMBL is working on technologies to provides merchants with the ability to list and sell goods with greater levels of authentication, to improve the merchant’s ability to trade, track and receive payment for their products.

Through its online marketplace, HUMBL also allows for the listing of non-fungible tokens (NFTs). NFTs allow entities and individuals such as athletes, celebrities, agencies, artists and companies to monetize their digital images, multimedia content and catalogues on the blockchain. HUMBL provides a marketplace for artists and athletes to connect online in the sale of digital collectibles to fans and collectors and provides a rigorous set of terms and conditions that govern what can and cannot be listed on the marketplace. HUMBL currently reviews all listings to screen for graphic content, potential intellectual property rights violations, and potential securities law violations. The NFT marketplace is operated through a third-party marketplace plug-in (OpenSea), electronic wallet extensions (such as MetaMask), and the Ethereum blockchain. Users participate in the NFT marketplace by linking their digital wallets to our platform and engaging (e.g., buying, selling, bidding) with the NFTs listed on our platform. The services provided by HUMBL are administrative. HUMBL is a platform and does not act as a broker, financial institution, or creditor. HUMBL facilitates transactions between the buyer and seller in the auction/sale process but we are not a party to any agreement between the buyer and seller or between any users.

HUMBL receives revenue from the NFT marketplace in two ways. First, for some clients HUMBL provides design services to help artists, athletes and entertainers create NFTs to be sold to their fans. In these circumstances HUMBL typically receives a flat fee for

providing such services that is paid out of the sales price of the NFT. The size of the fee depends on the scope and complexity of the design services provided. Second, HUMBL receives a transaction fee each time an NFT sells on the NFT marketplace.

The NFT marketplace allows creators to mint NFTs using their own intellectual property and list those NFTs for sale (primary sales) on the marketplace. The NFT marketplace also allows for NFTs to be resold (secondary sales) on the platform, but currently only NFTs that were originally minted on the Company's NFT Marketplace or are otherwise approved by the Company may be listed for secondary sales on the Marketplace. The Company does not otherwise support or influence the market for the resale of NFTs sold on its platform. Other than requiring creators to attest they own the IP used to create their NFTs and monitoring for obvious copyright violations, the Company does not enforce any rights related to the primary or secondary sales of NFTs. Payment transactions for the purchase and sale of NFTs are made through the use of smart contracts on the Ethereum blockchain. The Company does not handle separate, off-chain payments for NFTs. Tracking and payment of resale royalty fees are accomplished automatically through the use of smart contracts. The Company is not responsible for distributing or managing resale royalty fees.

In September of 2021, HUMBL launched HUMBL Tickets, initially focused on the offering of secondary (resale) tickets to thousands of live events across North America. The inventory listings and ticket fulfillment are provided by Ticket Evolution and HUMBL earns a commission for each sale. In addition to its subsidiary Tickeri, the Company will continue to work with clients to merge the realms of NFTs, event tickets and blockchain authentication.

HUMBL Financial

HUMBL Financial was developed to package step-function technologies such as blockchain into "several clicks" for the customer. With the total value of digital assets in excess of \$1 trillion, there is increased conviction that investment markets will need to migrate to more digital forms of asset ownership. This will create opportunities for a new generation of market participants and provide access to markets that have been historically reserved for high-net-worth individuals.

In 2021, HUMBL Financial created BLOCK ETX products to simplify digital asset investing for customers and institutions seeking exposure to a new, 24/7 digital asset class. We have launched this product in 100 countries outside the United States. HUMBL Financial has developed proprietary, multi-factor blockchain indexes, trading algorithms and financial services for the new digital asset trading markets to accommodate index, active and thematic investment strategies. BLOCK ETXs are completely non-custodial, algorithmically driven software services that allow customers to purchase and hold digital assets in pre-set allocations through their own digital asset exchange accounts. BLOCK ETXs are compatible for United States customers who have accounts with Coinbase Pro, Bittrex US or Binance US and for non-US customers who have accounts with Bittrex Global. BLOCK ETXs were served first on the desktop and web version of the HUMBL platform, with the goal of future applications inside the HUMBL mobile application. HUMBL Financial is open to the licensing of the BLOCK ETXs to institutions and exchanges. HUMBL Financial also plans to offer trusted, third-party financial services in areas such as payments, investments, credit card services and lending across the HUMBL platform over time.

In February 2022, the Company elected to suspend offering the BLOCK ETX products pending further legal analysis regarding how to offer the BLOCK ETXs in a fully compliant manner with the evolving laws and regulatory treatment of such novel products. The Company will continue to monitor the regulatory environment with respect to these products. Per ASC 205-20-50-1(a), the timing of the disposal was February 28, 2022. The Company met the criteria for the BLOCK ETX operations to be classified as held for sale at that time.

All of the Company's operations run through HUMBL, Inc. at 600 B Street, Suite 300 in San Diego, CA 92101. Our management team runs each of the divisions:

HUMBL, Inc. – Brian Foote, CEO and Jeff Hinshaw, CFO and COO

HUMBL Pay – Dennis Lee, SVP Mobile

HUMBL Marketplace – Drew Foster, SVP Marketplace

HUMBL Financial – Calvin Weight, Chief Market Strategist

Tickeri, Inc. – Juan Gonzalez, President of Tickeri, Inc. (based in Ashburn, Virginia)

Monster Creative, LLC – Doug Brandt, President of Monster Creative, LLC (based in Santa Monica, CA)

As the Company is a financial technology company, we have spent much of our resources and time developing the technology we will be utilizing in our operations. We classify some of these expenditures in costs of revenues and some in general and administrative expenses. We have capitalized no research and development costs since inception.

As of December 31, 2021, we have 28 full time employees and 42 as of March 1, 2022.

Item 9 The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

- A. principal products or services, and their markets;
- *HUMBL Pay* – A mobile app that allows peers, consumers and merchants to connect in the digital economy;
 - *HUMBL Marketplace* – A mobile marketplace that allows consumers and merchants to connect more seamlessly in the digital economy; and
 - *HUMBL Financial* – Financial products and services, targeted for simplified investing on the blockchain.
- B. distribution methods of the products or services;
- Social media marketing, word of mouth
- C. status of any publicly announced new product or service;
- HUMBL Pay mobile app iOS 2.9.3163 was released March 15, 2022
- D. competitive business conditions, the issuer’s competitive position in the industry, and methods of competition;

Each of our three principal verticals is highly competitive. Throughout the globe, we currently face substantial competition from other service providers that offer mobile payments, ticketing, NFT marketplaces and digital asset investing products. We compete primarily on the basis of availability of services and products, unique product offerings and price.

HUMBL Pay competes with PayPal and Square.

HUMBL Marketplace competes with OpenSea, an open, decentralized marketplace for a large variety of digital items—from game items to digital collectibles to digital art, Makers Place, a digital creation platform powered by blockchain technology for digital creators, and Live Nation Entertainment, the world’s largest ticketing company.

HUMBL Financial competes with companies such as Shrimpy and Stacked Invest that also provide digital asset investing opportunities.

- E. sources and availability of raw materials and the names of principal suppliers;
- N/A, HUMBL is a technology company
- F. dependence on one or a few major customers;
- There is no dependence on one or a few major customers
- G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

Trade Marks

Title/Literal Element	Status	Application #	App. Date/Filing Date
BLOCK 5	Registered - Principal Register	88236391	12/20/2018
BLOCK 10	Registered - Principal Register	88236396	12/20/2018
HUMBL	Registered - Principal Register	88240846	12/24/2018
ORIGIN ASSURANCE	Registered - Principal Register	88409738	04/30/2019
HUMBL	Registered - Principal Register	88460564	06/05/2019
BLOCK 30	Registered - Principal Register	88663044	11/10/2020
SEND MONEY LIKE A TEXT	Registered - Supplemental Register	88765940	01/20/2020
HUMBL	Registered - Principal Register	88868377	04/11/2020
HUMBL HUBS	Registered - Principal Register	88868382	04/11/2020
BLOCK EXCHANGE TRADED INDEX	Application suspended: applicant notified	90357017	12/03/2020
HUMBL MOBILE WALLET	Non-final office action issued and mailed	90370931	12/09/2020
HUMBL STUDIOS	Non-final office action issued and mailed	90393630	12/18/2020
HUMBL MARKETPLACE	Non-final office action issued and mailed	90393884	12/18/2020
HUMBL FINANCIAL	Application suspended: applicant notified	90402504	12/22/2020
HUMBL PAY	Pending- Published for Opposition	90402545	12/22/2020
HUMBL INSTANT SETTLEMENT NETWORK	Published	90471064	01/17/2021
HUMBL MERCHANT SERVICES CLOUD	Published	90471061	01/17/2021
HUMBL TITLE ASSURANCE	Non-final office action issued and mailed	90474681	01/19/2021
HUMBL MATCHING ENGINE	Non-final office action issued and mailed	90528405	02/13/2021
HUMBL X COLLECTION	Non-final office action issued and mailed	90533396	02/18/2021
HUMBL LABS	New application received by USPTO	90637362	04/11/2021
HUMBL DATA	New application received by USPTO	90803972	06/30/2021
HUMBL VENTURES	New application received by USPTO	90804023	06/30/2021
HUMBL HOSPITALITY	New application received by USPTO	90803999	06/30/2021
HUMBL TICKETING	New application received by USPTO	90897836	08/23/2021

HUMBL TICKETS	New application received by USPTO	90897818	08/23/2021
HUMBL MUSIC	New application received by USPTO	97028741	9/15/2021
HUMBL BLOCKCHAIN SERVICES	New application received by USPTO	97242501	1/27/2022
HUMBL VAULT	New application received by USPTO	97242520	1/27/2022
SEARCH3	New application received by USPTO	97252827	2/03/2022
BLOCK GOVERNMENT	New application received by USPTO	97253291	2/4/2022
BLOCK PLATFORM	New application received by USPTO	97253304	2/4/2022
BLOCK GLOBAL ENTERPRISE	New application received by USPTO	97253312	2/4/2022
BLOCK 3	New application received by USPTO	97253281	2/4/2022

Patents

Patent	Status	Geographic Scope	Owner Name	Application Number
COMPREHENSIVE BUYING, SELLING, TRADING, TRACKING, VERIFICATION, VALIDATION, TOKENIZATION AND FINANCIAL SERVICES USING BLOCKCHAIN	Pending - In Review	International	HUMBL, Inc.	17084251
SYSTEM AND METHOD FOR TRANSFERRING CURRENCY USING BLOCKCHAIN	Pending - In Review	International	HUMBL, Inc.	17143002

- H. the need for any government approval of principal products or services and the status of any requested government approvals.

N/A as our products do not require this

Item 10 The nature and extent of the issuer's facilities.

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 currently leases space on a month-to-month basis at its headquarters at 600 B Street, Suite 300 in San Diego, California and Monster Creative leases space on a month-to-month basis at its location at 1441 4th street in Santa Monica, California. In June 2021, the Company purchased some equipment and furniture as well as a commercial property in the form of a suite at a luxury hotel at 207 Fifth Ave, San Diego, California. The Company is the owner of this suite and entered into a long-term rental agreement with the hotel to manage the property. The Company has use of the suite for 28 calendar days a year and will receive their proportionate income for the other days the suite is being used.

Part D Management Structure and Financial Information

Item 11 Company Insiders (Officers, Directors, and Control Persons).

Please give 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 shareholders.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners, as of the date of this information statement:

1. Full name;
2. Officer/Director Title:
3. Business address;
4. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
5. Board memberships and other affiliations;
6. Compensation by the issuer; and
7. Number and class of the issuer's securities beneficially owned by each such person.

1. Brian McLaren Foote
2. CEO, President, Chairman of the Board of Directors
3. 600 B Street, Suite 300, San Diego, CA, 92101
4. HUMBL, CEO + Founder, 1/2020 to Present. Epsom, Omnichannel Marketing 1/2011 to 5/2019
5. N/A
6. \$1 per year
7. Common – 11,894,304, Preferred A – 7,000,000, Preferred B (Foote) – 3,062, Preferred B (HUMBL Holdings) – 240,359

1. Jeff Hinshaw
2. COO, CFO, Director
3. 600 B Street, Suite 300, San Diego, CA, 92101
4. HUMBL, CFO, COO + Co-Founder, 5/2019 to Present. Faculty, San Diego State University 7/2016 to 8/2019

5. N/A
6. \$90,000 per year
7. Preferred B 37,479 shares, Common Stock 27,900,000 shares

1. Michele Rivera
2. VP Global Partnerships
3. 600 B Street Suite 300, San Diego, CA, 92101
4. HUMBL VP Global Partnerships, 5/2019 to Present. Pottery Barn, General Manager 5/1999 to 5/2019
5. N/A
6. \$90,000 per year
7. Preferred B 27,280 shares, Common Stock 14,350,000 shares

1. Javier Gonzalez
2. HUMBL CTO
3. 600 B Street Suite 300, San Diego, CA, 92101
4. HUMBL CTO, 4/2021 to Present. Tickeri, Co-Founder & CTO, 11/2010 to Present
5. N/A
6. \$150,000 per year
7. Common 4,672,897 shares; Preferred B 25 shares

1. Brad Hoagland
2. Independent Director
3. 600 B Street Suite 300, San Diego, CA, 92101
4. Trend Discovery Capital Management LLC, Hedge Fund Manager, 6/2011 to 1/2020. Chief Financial Officer, Ecoark Holdings, Inc. 5/2019 to 3/2022. Chief Executive Officer, Agora Digital Holdings 11/2021 to Present
5. N/A
6. 150,000 shares of common stock; \$5,000 per month
7. Common Stock 150,000 shares

1. Peter Schulte
2. Independent Director
3. 600 B Street, Suite 300, San Diego, CA, 92101
4. CM Equity Partners, Managing Partner 6/1992 to Present
5. Board of Directors at Black ICE Holdings, Board of Directors Citizant, Inc. Board of Directors JANUS Research Group, Inc.
6. \$250,000 of common stock per year
7. Common Stock 287,422 shares

B. Other Control Persons. In responding to this item, please provide the following information for all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities as of the date of this information statement. Do not include Officers or Directors previously listed.

1. Full name;
2. Address; and
3. Number and class of the issuer's securities beneficially owned.

Mark Grado – beneficially owns 8.25% of the company's stock through his Preferred Series B holdings of 54,079 Series B Preferred Shares and 18,000,000 common shares.
600 B Street, Suite 300, San Diego, CA, 92101

To the extent not otherwise disclosed, if any of the above shareholders are corporations or

other legal entities rather than individuals, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agent of each corporate shareholder.

None of the parties listed are corporations or other legal entities.

C. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

None

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

None

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

None

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

None

D. Disclosure of Family Relationships. Describe any family relationships⁷ among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become

Instruction to paragraph D of Item 11:

1. *For the purposes of paragraph D of this Item 11, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer's equity securities, immediate family members⁸ of any such person, and any person (other than a tenant or employee) sharing the household of any such person.*
2. *For the purposes of paragraph D of this Item 11, a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any*

indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

3. *The “amount involved in the transaction” shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include*

⁷ “Immediate family members” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

- b. *The transaction involves services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or*
 - c. *The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.*
8. *Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.*

⁸ The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin.

directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

Brian Foote's parents, sister and cousin were investors in HUMBL LLC and are investors in Brighton Capital Partners, LLC. The foregoing relatives own approximately 26.67% of the investor interests in Brighton Capital and have no management or control rights over the operations of Brighton Capital.

On February 22, 2022, the Company entered into a promissory note with a limited liability company, that is managed by a related party to the CEO in the amount of \$3,000,000. The promissory note bears interest at the annual interest rate of four percent (4%) and matures on February 22, 2025.

E. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer;
2. The related person's interest in the transaction;
3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);
4. The approximate dollar value of the related person's interest in the transaction; and
5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

Since May 13, 2019 when HUMBL was incorporated, they relied on entities that had common ownership to HUMBL for either assistance with payment of bills or for services rendered to assist HUMBL in bringing their products to market. The Company has not relied on these entities since early 2021 for this assistance. The amounts were largely for shared services that have ceased in 2021. In 2020 and 2019, these fees were approximately \$200,000 per year and the entity was Block 30 Holdings, LLC and Block Labs, LLC.

F. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

NONE

Item 12 Financial information for the issuer's most recent fiscal period.

Instruction to Item 12: The issuer shall post the financial statements required by this Item 12 through www.OTCIQ.com under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an “*Annual Report*,” or if the financial statements relate to a quarter end, publish it as a “*Quarterly Report*” or “*Interim Financial Report*”) **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item 12 can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

- 1) balance sheet;
- 2) statement of income;
- 3) statement of cash flows;
- 4) statement of changes in stockholders' equity (for Annual Reports only);
- 5) financial notes; and
- 6) audit letter, if period ending is fiscal year

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (U.S. GAAP or IFRS, as applicable) by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statements are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

Additionally, if the issuer is an insurance company, the issuer shall also post its most recent “**Insurance Company Annual Regulatory Statement**” required to be filed with the Commissioner of Insurance (or other officer or agency performing a similar function) of its domiciliary state, per section 12(g)(2)(G)(i) of the Securities Exchange Act of 1934. This

statement shall be posted through www.OTCIQ.com.

The following list of consolidated audited financial statements are incorporated by reference and are in a separate file that has been uploaded onto OTCIQ under the title “Annual Report”.

Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheets as of December 31, 2021 and 2020
Consolidated Statements of Operations for the years ended December 31, 2021 and 2020
Consolidated Statements of Cash Flows for the years ended December 31, 2021 and 2020
Consolidated Statement of Changes in Stockholders' Equity (Deficit) for the years ended December 31, 2021 and 2020
Notes to Consolidated Financial Statements

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Please provide the financial statements described in Item 12 above for the issuer's two preceding fiscal years.

Instruction to Item 13: The issuer shall either (i) attach the financial statements required by this Item 13 to its initial disclosure or (ii) post such financial statements through www.OTCIQ.com as a separate report under the name of “*Annual Report*” for the applicable fiscal year end. **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item 13 can be found in the incorporated documents.

The Company has included the financial statements required by Item 13, below here.

Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of HUMBL, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of HUMBL, Inc. (the "Company") as of December 31, 2020 and 2019, the related statement of operations, stockholders' equity (deficit), and cash flows for the period May 13, 2019 (Inception) through December 31, 2019 and through December 31, 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for the period May 13, 2019 (Inception) through December 31, 2019 and through December 31, 2020, in conformity with accounting principles generally accepted in the United States.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ BF Borgers CPA PC
BF Borgers CPA PC

We have served as the Company's auditor since 2021
Lakewood, CO
April 14, 2021

HUMBL, INC.
(FORMERLY TESORO ENTERPRISES, INC.)
BALANCE SHEETS

	December 31 2020	December 31, 2019
ASSETS		
CURRENT ASSETS		
Cash	\$ 1,720,979	\$ 4,855
Due from related parties, net	77,146	-
Prepaid expenses and other current assets	7,445	2,395
Total current assets	1,805,570	7,250
NON-CURRENT ASSETS		
Goodwill	-	-
Total non-current assets	-	-
TOTAL ASSETS	\$ 1,805,570	\$ 7,250
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 20,392	\$ 3,081
Due to related parties, net	-	80,211
Deferred revenue	43,243	-
Note payable	40,000	-
Current portion of convertible promissory notes, net of discount	141,103	-
Total current liabilities	244,738	83,292
LONG-TERM LIABILITIES		
Convertible promissory notes, net of discount, net of current portion	-	-
Total non-current liabilities	-	-
TOTAL LIABILITIES	244,738	83,292
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, 7,000,000 shares Series A Preferred stock authorized and 900,000 Series B Preferred stock authorized		
Series A Preferred stock, par value \$0.00001; 7,000,000 and 0 issued and outstanding as of December 31, 2020 and 2019, respectively	70	-
Series B Preferred stock, par value \$0.00001; 0 issued and outstanding as of December 31, 2020 and 2019, respectively	-	-
Series C Preferred stock, par value \$0.00001; 0 issued and outstanding as of December 31, 2020 and 2019, respectively	-	-
Common stock, par value \$0.00001; 5,000,000,000 shares authorized, 974,177,443 and 0 shares issued and outstanding as of December 31, 2020 and 2019, respectively	9,742	-
Additional paid in capital	2,545,825	205,500
Accumulated deficit	(994,805)	(281,542)
Total stockholders' equity (deficit)	1,560,832	(76,042)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 1,805,570	\$ 7,250

See notes to financial statements.

HUMBL, INC.
(FORMERLY TESORO ENTERPRISES, INC.)
STATEMENTS OF OPERATIONS

YEAR ENDED DECEMBER 31, 2020 AND PERIOD MAY 13, 2019 (INCEPTION) THROUGH DECEMBER 31, 2019

	<u>2020</u>	<u>2019</u>
REVENUES	\$ --	\$ -
COST OF REVENUES	-	-
GROSS PROFIT	-	-
OPERATING EXPENSES:		
Development costs	96,567	86,755
Professional fees	539,568	187,003
General and administrative	69,589	6,984
Total operating expenses	<u>705,724</u>	<u>280,742</u>
LOSS FROM OPERATIONS BEFORE OTHER EXPENSES	(705,724)	(280,742)
OTHER INCOME (EXPENSE):		
Interest expense, net of interest income	(6,739)	(-)
Total other income (expense)	<u>(6,739)</u>	<u>(-)</u>
LOSS FROM CONTINUING OPERATIONS BEFORE PROVISION FOR INCOME TAXES	(712,463)	(280,742)
PROVISION FOR INCOME TAXES	(800)	(800)
NET LOSS	<u>\$ (713,263)</u>	<u>\$ (281,542)</u>
NET LOSS PER SHARE		
Basic and diluted	\$ (0.0007)	\$ -
SHARES USED IN CALCULATION OF NET LOSS PER SHARE		
Basic and diluted	982,108,478	-

See notes to financial statements.

HUMBL, INC.
(FORMERLY TESORO ENTERPRISES, INC.)
STATEMENTS OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2020 AND PERIOD MAY 13, 2019 (INCEPTION) THROUGH DECEMBER 31, 2019

	<u>2020</u>	<u>2019</u>
Cash flows from operating activities:		
Net loss	\$ (713,263)	\$ (281,542)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Amortization of debt discount	2,042	-
Changes in assets and liabilities		
Prepaid expenses and other current assets	(5,050)	(2,395)
Increase (decrease) in amounts due related parties	(157,357)	80,211
Accounts payable and accrued expenses	17,311	3,081
Net cash used in operating activities	<u>(856,317)</u>	<u>(200,645)</u>
Cash flows from investing activities:		
Purchases of intangible assets	-	-
Purchases of fixed assets	-	-
Net cash used in investing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities:		
Proceeds from sales of membership interests of HUMBL, LLC	1,307,441	205,500
Proceeds from convertible note payable – related party	225,000	-
Proceeds from sales of warrants and country rights option (included in deferred revenue)	1,000,000	-
Proceeds from note payable	40,000	-
Net cash provided by financing activities	<u>2,572,441</u>	<u>205,500</u>
NET INCREASE IN CASH	<u>1,716,124</u>	<u>4,855</u>
Cash - beginning of period	4,855	-
Cash - end of period	<u>\$ 1,720,979</u>	<u>\$ 4,855</u>
SUPPLEMENTAL DISCLOSURES:		
Cash paid for interest	\$ 3,750	\$ -
Cash paid for income taxes	\$ 800	\$ 800
SUMMARY OF NONCASH ACTIVITIES:		
Cancellation of common shares	\$ 250	\$ -
Effect of reverse merger	\$ 10,062	\$ -
Debt discount on convertible notes payable	\$ 85,939	\$ -

See notes to financial statements.

HUMBL, INC.
(FORMERLY TESORO ENTERPRISES, INC.)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
YEAR ENDED DECEMBER 31, 2020 AND PERIOD MAY 13, 2019 (INCEPTION) THROUGH DECEMBER 31, 2019

	<u>Series A Preferred</u>		<u>Series B/C Preferred</u>		<u>Common</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balances at May 13, 2019	-	\$ -	-	\$ -	-	\$ -	\$ -	\$ -	\$ -
Members interest purchased for cash	-	-	-	-	-	-	205,500	-	205,500
Net loss for the period	-	-	-	-	-	-	-	(281,542)	(281,542)
Balances at December 31, 2019	-	-	-	-	-	-	205,500	(281,542)	(76,042)
Members interest purchased for cash	-	-	-	-	-	-	1,307,441	-	1,307,441
Shares issued in reverse merger with HUMBL	7,000,000	70	-	-	999,177,443	9,992	(10,062)	-	-
Share cancellation	-	-	-	-	(25,000,000)	(250)	250	-	-
Debt discount on convertible notes	-	-	-	-	-	-	85,939	-	85,939
Warrant purchases	-	-	-	-	-	-	956,757	-	956,757
Net loss for the year	-	-	-	-	-	-	-	(713,263)	(713,263)
Balances at December 31, 2020	7,000,000	\$ 70	-	\$ -	974,177,443	\$ 9,742	\$2,545,825	\$(994,805)	\$ 1,560,832

See notes to financial statements.

HUMBL, INC.
(FORMERLY TESORO ENTERPRISES, INC.)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020

NOTE 1: NATURE OF OPERATIONS

HUMBL, Inc. (formerly Tesoro Enterprises, Inc.), an Oklahoma corporation (“Company”) was incorporated November 12, 2009. The Company was redomiciled on November 30, 2020 to the State of Delaware.

Simultaneously with the November 12, 2009 incorporation, the Company entered into a share exchange agreement with Fashion Floor Covering and Tile, Inc. (“FFC&T), whereby the sole stockholder of FFC&T received 125,000 shares of the Company’s restricted shares of common stock in exchange for all the outstanding shares of FFC&T. FFC&T is a full line (wood, carpet and tile) retail dealer and installer of floor and hard wall covering materials. FFC&T has been in business for over twenty-five years under the same ownership and management.

On December 3, 2020, HUMBL, LLC (“HUMBL LLC”) merged into the Company in what is accounted for as a reverse merger. Under the terms of the Merger Agreement, HUMBL LLC exchanged 100% of their membership interests for 552,029 shares of newly created Series B Preferred Stock. The Series B Preferred shares were issued to the respective members of HUMBL LLC following the approval by FINRA of a one-for-four reverse stock split of the common shares and the increase in the authorized common shares to 7,450,000,000 shares, and 10,000,000 preferred shares.

The FINRA approval for both the increase in the authorized common shares and reverse stock split occurred on February 26, 2021. To assume control of the Company, the former CEO, Henry Boucher assigned his 7,000,000 shares of Series A Preferred Stock to Brian Foote, the President and CEO of HUMBL LLC for a \$40,000 note payable. The Series A Preferred Stock is not convertible into common stock; however, it has voting rights of 10,000 votes per 1 share of stock. After the reverse merger was completed, HUMBL LLC ceased doing business, and all operations were conducted under Tesoro Enterprises, Inc. which later changed their name to HUMBL, Inc. (“HUMBL” or the “Company”).

All share figures and per share amounts have been stated retroactively for the reverse stock split.

HUMBL is a Web 3, digital commerce platform that was built to connect consumers, freelancers and merchants in the digital economy. HUMBL provides simple tools and packaging for complex new technologies like blockchain, in the same way that previous cycles of e-commerce and cloud were more simply packaged by companies like Facebook, Apple, Amazon and Netflix (FAANG) over the past several decades.

The goal of HUMBL is to provide ready built tools, and platforms, for consumers and merchants to seamlessly participate in the digital economy. HUMBL is built on a patent-pending decentralized technology stack that utilizes both core and partner technologies, to provide faster connections to the digital economy and each other.

HUMBL has three interconnected product verticals:

- **HUMBL Pay** – A mobile app that allows peers, consumers and merchants to connect in the digital economy
- **HUMBL Marketplace** – A mobile marketplace that allows consumers and merchants to connect more seamlessly in the digital economy
- **HUMBL Financial** – Financial products and services, targeted for simplified investing on the blockchain

HUMBL Pay

HUMBL is developing a mobile application that allows customers to migrate to digital forms of payment, along with services such as maps, ratings, reviews. The company is also working rapidly to integrate the use of search, discovery, peer-to-peer cash and ticketing around the world, as these services migrate into digital and blockchain-based modalities.

- **Individuals** - Consumers who want to discover, pay, rate and review experiences digitally vs. paper bills and hardware POS

[Signature Page to Promissory Note]

- **Freelancers** - Service providers and gig workers that want to get paid from anywhere they work vs. paper bills and hardware POS
- **Merchants** – Primarily brick and mortar vendors that want to get paid digitally vs. paper bills and hardware POS

HUMBL Marketplace

HUMBL is developing the capability for merchants to list a wide range of soft goods and digital assets to mid-market audiences, that, when appropriate, incorporate the benefits of blockchain. HUMBL provides merchants with the ability to list and sell goods with greater levels of authentication, by using technologies such as the HUMBL Token Engine and HUMBL Origin Assurance, to improve the merchant ability to trade, track and pay for assets.

HUMBL is also working to issue NFTs (Non-Fungible Tokens) that allow entities like individual global athletes, celebrities, agencies, artists and companies to monetize their digital images, multimedia, content and catalogues on the blockchain. The Company will work with clients to create, list and sell their NFTs across a variety of modalities and platforms.

HUMBL Financial (officially launched January 25, 2021)

HUMBL Financial is developing the ability to package the new, digital asset investment markets into "one click" for the customer. With the total value of the digital asset markets in excess of \$2 trillion dollars, there is increased conviction that investment markets will need to migrate to more digital forms of asset tokenization. This will create opportunities for a new generation of market participants on the blockchain.

HUMBL Financial has developed index, active and thematic investment products called Exchange Traded Index (ETX) products that allow customers to invest in baskets of assets on the blockchain. These products are non-custodial, algorithmically driven software services that allow customers to purchase and hold digital assets in pre-set allocations through their own digital asset exchange accounts.

The recent unprecedented events related to COVID-19, the disease caused by the novel coronavirus (SARS-CoV-2), have had significant health, economic, and market impacts and may have short-term and long-term adverse effects on our business that we cannot predict as the global pandemic continues to evolve. The extent and effectiveness of responses by governments and other organizations also cannot be predicted.

Our ability to access the capital markets and maintain existing operations is unknown during the COVID-19 pandemic. Any such limitation on available financing and how we conduct business with our customers and vendors would adversely affect our business.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") and the rules and regulations of the United States Securities and Exchange Commission (the "Commission" or the "SEC"). It is management's opinion that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation.

The Company applies the guidance of Topic 805 *Business Combinations* of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC").

As the acquisition of HUMBL resulted in the owners of HUMBL gaining control over the combined entity after the transaction, and the shareholders of Tesoro Enterprises, Inc. continuing only as passive investors, the transaction was not considered a business combination under the ASC. Instead, this transaction was considered to be a capital transaction of the legal acquiree (HUMBL) and was equivalent to the issuance of shares by HUMBL for the net monetary assets of Tesoro Enterprises, Inc. accompanied by a recapitalization. As a result, all historical balances are those of HUMBL as they are the accounting acquirer.

Under generally accepted accounting principles of the United States, any excess of the fair value of the shares issued by HUMBL over the value of the net monetary assets of Tesoro Enterprises, Inc. is recognized as a reduction of equity. There was no excess of fair value in this transaction.

[Signature Page to Promissory Note]

Reclassification

The Company has reclassified certain amounts in the 2019 financial statements to comply with the 2020 presentation. These principally relate to classification of certain expenses and liabilities. The reclassifications had no impact on total net loss or net cash flows for the period ended December 31, 2019.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. 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 reported amounts of revenues and expenses during the reporting period. These estimates include, but are not limited to, management's estimate of provisions required for permanent and temporary differences related to income taxes, liabilities to accrue, and determination of the fair value of stock awards. Actual results could differ from those estimates.

Cash

Cash consists of cash and demand deposits with an original maturity of three months or less. The Company holds no cash equivalents as of December 31, 2020 and 2019, respectively. The Company maintains cash balances in excess of the FDIC insured limit at a single bank. The Company does not consider this risk to be material.

Fixed Assets and Long-Lived Assets

ASC 360 requires that long-lived assets and certain identifiable intangibles held and used by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company has adopted Accounting Standard Update ("ASU") 2017-04 *Intangibles – Goodwill and Other (Topic 350), Simplifying the Test for Goodwill Impairment*.

The Company reviews recoverability of long-lived assets on a periodic basis whenever events and changes in circumstances have occurred which may indicate a possible impairment. The assessment for potential impairment is based primarily on the Company's ability to recover the carrying value of its long-lived assets from expected future cash flows from its operations on an undiscounted basis. If such assets are determined to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets.

Intangible assets with finite useful lives are stated at cost less accumulated amortization and impairment.

The Company assesses the impairment of identifiable intangibles whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors the Company considers to be important which could trigger an impairment review include the following:

1. Significant underperformance relative to expected historical or projected future operating results;
2. Significant changes in the manner of use of the acquired assets or the strategy for the overall business; and
3. Significant negative industry or economic trends.

When the Company determines that the carrying value of intangibles may not be recoverable based upon the existence of one or more of the above indicators of impairment and the carrying value of the asset cannot be recovered from projected undiscounted cash flows, the Company records an impairment charge. The Company measures any impairment based on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in the current business model. Significant management judgment is required in determining whether an indicator of impairment exists and in projecting cash flows. The Company tested the carrying value of its long-lived assets for recoverability during the year ended December 31, 2020, and there were no indicators of impairment noted during this period.

[Signature Page to Promissory Note]

Subsequent Events

Subsequent events were evaluated through the date the financial statements were filed.

Revenue Recognition

The Company accounts for a contract with a customer that is within the scope of this Topic only when the five steps of revenue recognition under ASC 606 are met.

The five core principles will be evaluated for each service provided by the Company and is further supported by applicable guidance in ASC 606 to support the Company's recognition of revenue.

The Company accounts for revenues based on the verticals in which they were earned. The three principal verticals in which the Company operates today are HUMBL Pay, HUMBL Marketplace and HUMBL Financial.

HUMBL Pay

The Company is anticipated to earn transaction revenues primarily from fees charged to merchants and consumers on a transaction basis through its mobile application. These fees may have a fixed and/or variable component. The variable component is generally a percentage of the value of the payment amount and is known at the time the transaction is processed. For a portion of our transactions, the variable component of the fee is eligible for reimbursement when the underlying transaction is approved for a refund. The Company may estimate the amount of fee refunds that will be processed each quarter and record a provision against the net revenues. The volume of activity processed on the platform, which results in transaction revenue, is referred to as Total Payment Volume ("TPV"). The Company will earn additional fees on transactions where currency conversion is performed, when cross-border transactions are enabled (i.e., transactions where the merchant and consumer are in different countries), to facilitate the instant transfer of funds for customers from their HUMBL account to their debit card or bank account, and other miscellaneous fees. The Company will rely on third party partners to perform all money transmission services.

The Company may earn revenues from other value-added services, which are comprised primarily of revenue earned through partnerships, referral fees, subscription fees, gateway fees, ticketing, peer-to-peer payments and other services that will be provided to merchants and consumers. These contracts typically have one performance obligation which is provided and recognized over the term of the contract. The transaction price is generally fixed and known at the end of each reporting period; however, for some agreements, it may be necessary to estimate the transaction price using the expected value method. The Company is expected to record revenue earned in revenues from other value-added services on a net basis when they are considered the agent with respect to processing transactions.

HUMBL Marketplace

The Company will recognize revenue when its transfer control of promised goods or services to customers in an amount that reflects the consideration to which is expected to be entitled in exchange for those goods or services. Revenue is recognized net of any taxes collected, which are subsequently remitted to governmental authorities.

Net transaction revenues

The net transaction revenues will primarily include final value fees, feature fees, including fees to promote listings, and listing fees from sellers in our Marketplace. The net transaction revenues will also include store subscription and other fees often from large enterprise sellers. The net transaction revenues are reduced by incentives provided to customers.

The Company has identified one performance obligation to sellers on the Marketplace platform, which is to connect buyers and sellers on the secure and trusted Marketplace platforms. Final value fees are recognized when an item is sold on a Marketplace platform, satisfying this performance obligation. There may be additional services available to Marketplace sellers, mainly to promote or feature

[Signature Page to Promissory Note]

listings, that are not distinct within the context of the contract. Accordingly, fees for these additional services are recognized when the single performance obligation is satisfied. Promoted listing fees are recognized when the item is sold and feature and listing fees are recognized when an item is sold, or when the contract expires.

Further, to drive traffic to the platform, the Company will provide incentives to buyers and sellers in various forms including discounts on fees, discounts on items sold, coupons and rewards. Evaluating whether a promotion or incentive is a payment to a customer may require significant judgment. Promotions and incentives which are consideration payable to a customer are recognized as a reduction of revenue at the later of when revenue is recognized or when the incentive is paid or promise to be paid. Promotions and incentives to most buyers on our Marketplace platforms, to whom there is no performance obligation, are recognized as sales and marketing expense. In addition, there may be credits provided to customers when certain fees are refunded. Credits are accounted for as variable consideration at contract inception when estimating the amount of revenue to be recognized when a performance obligation is satisfied to the extent that it is probable that a significant reversal of revenue will not occur and updated as additional information becomes available.

Marketing services and other revenues

Marketing services and other revenues are derived principally from the sale of advertisements, classifieds fees, and revenue sharing arrangements. Advertising revenue is derived principally from the sale of online advertisements which are based on “impressions” (i.e., the number of times that an advertisement appears in pages viewed by users of our platforms) or “clicks” (which are generated each time users on our platforms click through our advertisements to an advertiser’s designated website) delivered to advertisers. The Company uses the output method and apply the practical expedient to recognize advertising revenue in the amount to which they have a right to invoice. For contracts with target advertising commitments with rebates, estimated payout is accounted for as a variable consideration to the extent it is probable that a significant reversal of revenue will not occur.

HUMBL Financial

Revenue is recognized upon transfer of control of promised services to customers in an amount to which the Company expects to be entitled in exchange for those services. Service subscription revenue is recognized for the month in which services are provided. If a customer pays for an annual subscription, revenue is allocated over the months in the subscription and recognized for each month of the service provided.

Accounts Receivable and Concentration of Credit Risk

An allowance is based on management’s estimate of the overall collectability of accounts receivable, considering historical losses. Based on these same factors, individual accounts are charged off against the allowance when management determines those individual accounts are uncollectible. Credit extended to customers is generally uncollateralized. Past-due status is based on contractual terms. The Company does not charge interest on accounts receivable. As of December 31, 2020 and 2019, there were no accounts receivable and therefore no allowance necessary.

Income Taxes

Income taxes are accounted under the asset and liability method. The current charge for income tax expense is calculated in accordance with the relevant tax regulations applicable to entity. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for operating loss and tax credit carryforwards. Deferred tax assets 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. Differences between statutory tax rates and effective tax rates relate to permanent tax differences.

Prior to the merger with the Company, HUMBL LLC was a partnership. All losses generated were passed through to the individual members, and there was no provision for income taxes.

Uncertain Tax Positions

[Signature Page to Promissory Note]

The Company follows ASC 740-10 *Accounting for Uncertainty in Income Taxes*. This requires recognition and measurement of uncertain income tax positions using a “more-likely-than-not” approach. Management evaluates their tax positions on an annual basis.

The Company files income tax returns in the U.S. federal tax jurisdiction and various state tax jurisdictions. The federal and state income tax returns of the Company are subject to examination by the IRS and state taxing authorities, generally for three years after they were filed.

Vacation and Paid-Time-Off

The Company follows ASC 710-10 *Compensation – General*. The Company records liabilities and expense when obligations are attributable to services already rendered, will be paid even if an employee is terminated, payment is probable, and the amount can be estimated.

Share-Based Compensation

The Company follows ASC 718 *Compensation – Stock Compensation* and has adopted ASU 2017-09 *Compensation – Stock Compensation (Topic 718) Scope of Modification Accounting*. The Company calculates compensation expense for all awards granted, but not yet vested, based on the grant-date fair values. Share-based compensation expense for all awards granted is based on the grant-date fair values. The Company policy is to recognize these compensation costs, on a pro rata basis over the requisite service period of each vesting tranche of each award for service-based grants, and as the criteria is achieved for performance-based grants, when such grants are made.

The Company adopted ASU 2016-09 *Improvements to Employee Share-Based Payment Accounting*. Cash paid when shares are directly withheld for tax withholding purposes will be classified as a financing activity in the statement of cash flows.

Fair Value of Financial Instruments

ASC 825 *Financial Instruments* requires the Company to disclose estimated fair values for its financial instruments. Fair value estimates, methods, and assumptions are set forth below for the Company’s financial instruments: The carrying amount of cash, accounts receivable, prepaid and other current assets, accounts payable and accrued liabilities, and amounts payable to related parties, approximate fair value because of the short-term maturity of those instruments. The Company does not utilize derivative instruments.

Leases

The Company follows ASC 842 *Leases* in accounting for leased properties, when they exceed a one-year term.

Earnings (Loss) Per Share of Common Stock

Basic net income (loss) per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (“EPS”) include additional dilution from common stock equivalents, such as convertible notes, preferred stock, stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for periods presented, so only the basic weighted average number of common shares are used in the computations.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. Management evaluates all of the Company’s financial instruments, including convertible notes and warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The Company generally uses a Black-Scholes model, as applicable, to value the derivative instruments at inception and subsequent valuation dates when needed. The classification of derivative instruments, including whether such instruments should be recorded as liabilities, is remeasured at the end of each reporting period.

[Signature Page to Promissory Note]

Fair Value Measurements

ASC 820 *Fair Value Measurements* defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosure about fair value measurements. ASC 820 classifies these inputs into the following hierarchy:

Level 1 inputs: Quoted prices for identical instruments in active markets.

Level 2 inputs: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 inputs: Instruments with primarily unobservable value drivers.

Segment Reporting

The Company follows the provisions of ASC 280-10 *Segment Reporting*. This standard requires that companies disclose operating segments based on the manner in which management disaggregates the Company in making internal operating decisions.

For the year ended December 31, 2020 and period May 13, 2019 through December 31, 2019, the Company and its chief operating decision makers determined that the Company operated in one segment as they were developing their business model. Effective 2021, the Company has established four distinct operating segments: HUMBL Marketplace; HUMBL Pay; HUMBL Financial; and HUMBL Ticketing. All operations for the year ended December 31, 2020 and period May 13, 2019 through December 31, 2019 were based in the United States, therefore there was no segment reporting required for geographical locations.

Related-Party Transactions

Parties are considered to be related to the Company if the parties directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal stockholders of the Company, its management, members of the immediate families of principal stockholders of the Company and its management and other parties with which the Company may deal where one-party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all material related-party transactions. All transactions shall be recorded at fair value of the goods or services exchanged.

NOTE 3: REVERSE MERGER

HUMBL LLC

On December 3, 2020, HUMBL LLC merged into the Company in what is accounted for as a reverse merger. Under the terms of the Merger Agreement, HUMBL LLC exchanged 100% of their membership interests for 552,029 shares of newly created Series B Preferred Stock. The Series B Preferred shares were issued to the respective members of HUMBL LLC following the approval by FINRA of the one-for-four reverse stock split of the common shares and the increase in the authorized common shares to 7,450,000,000 shares. The FINRA approval for both the increase in the authorized common shares and reverse stock split occurred on February 26, 2021. To assume control of the Company, the former CEO, Henry Boucher assigned his 7,000,000 shares of Series A Preferred Stock to Brian Foote, the President and CEO of HUMBL LLC for a \$40,000 note payable. The Series A Preferred Stock is not convertible into common stock, however, it has voting rights of 10,000 votes per 1 share of stock. After the reverse merger was completed, HUMBL LLC ceased doing business, and all operations were conducted under Tesoro Enterprises, Inc. which later changed its name to HUMBL.

As the acquisition of HUMBL resulted in the owners of HUMBL gaining control over the combined entity after the transaction, and the shareholders of Tesoro Enterprises, Inc. continuing only as passive investors, the transaction was not considered a business combination under the ASC. Instead, this transaction was considered to be a capital transaction of the legal acquiree (HUMBL) and was equivalent to the issuance of shares by HUMBL for the net monetary assets of Tesoro Enterprises, Inc. accompanied by a recapitalization. As a result, all historical balances are those of HUMBL as they are the accounting acquirer.

[Signature Page to Promissory Note]

There were no outstanding liabilities of Tesoro Enterprises, Inc. that remained at the time of the merger so no amounts were assumed by HUMBL.

NOTE 4: PROMISSORY NOTE

The Company entered into a promissory note as follows as of December 31, 2020 and 2019:

	December 31, 2020	December 31, 2019
Note payable, at 8% interest, maturing December 31, 2021	\$ 40,000	\$ -

Interest expense for the year ended December 31, 2020 and accrued at December 31, 2020 was \$552.

NOTE 5: CONVERTIBLE PROMISSORY NOTES

The Company entered into convertible promissory notes as follows as of December 31, 2020 and 2019:

	December 31, 2020	December 31, 2019
Convertible note, at 8% interest, maturing December 23, 2021 convertible into common shares at \$0.15 per share	\$ 112,500	\$ -
Convertible note, at 8% interest, maturing December 23, 2021 convertible into common shares at \$0.15 per share	112,500	-
	225,000	-
Less: Debt discount	(83,897)	-
Total	\$ 141,103	\$ -

Interest expense for the year ended December 31, 2020 and accrued at December 31, 2020 was \$394.

NOTE 6: STOCKHOLDERS' EQUITY (DEFICIT)

Series A Preferred Stock

Dividends. Shares of Series A Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of common stock, as may be declared by the Board of Directors.

Conversion. There are no conversion rights.

Redemption. Subject to certain conditions set forth in the Series A Certificate of Designation, in the event of a Change of Control (defined in the Series A Certificate of Designation as the time at which as a third party not affiliated with the Company or any holders of the Series A Preferred Stock shall have acquired, in one or a series of related transactions, equity securities of the Company representing more than fifty percent 50% of the outstanding voting securities of the Company), the Company, at its option, will have the right to redeem all or a portion of the outstanding Series A Preferred Stock in cash at a price per share of Series A Preferred Stock equal to 100% of the Liquidation value.

Voting Rights. Holders of Series A Preferred Stock are entitled to vote on all matters, together with the holders of common stock, and have the equivalent of one thousand (1,000) votes for every share of Series A Preferred Stock held.

[Signature Page to Promissory Note]

Liquidation. Upon any liquidation, dissolution, or winding-up of the Company, whether voluntary or involuntary (a “*Liquidation*”), the holders of Series A Preferred Stock shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to the liquidation value of the Series A Preferred Stock before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company is insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of the Series A Preferred Stock shall be ratably distributed among the holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

The 7,000,000 shares were issued to a former officer of the Company and assigned to the new CEO at the time of the reverse merger of HUMBL.

Series B Preferred Stock

Dividends. Shares of Series B Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of common stock, as may be declared by the Board of Directors.

Conversion. Each share of Series B Preferred Stock shall be convertible at the option of the holder thereof at any time after December 3, 2021 at the office of the Company or any transfer agent for such stock, into ten thousand (10,000) fully paid and nonassessable shares of common stock subject to adjustment for any stock split or distribution of securities or subdivision of the outstanding shares of common stock.

Redemption. Subject to certain conditions set forth in the Series B Certificate of Designation, in the event of a Change of Control (defined in the Series B Certificate of Designation as the time at which as a third party not affiliated with the Company or any holders of the Series B Preferred Stock shall have acquired, in one or a series of related transactions, equity securities of the Company representing more than fifty percent 50% of the outstanding voting securities of the Company), the Company, at its option, will have the right to redeem all or a portion of the outstanding Series B Preferred Stock in cash at a price per share of Series B Preferred Stock equal to 100% of the Liquidation value.

Voting Rights. Holders of Series B Preferred Stock are entitled to vote on all matters, together with the holders of common stock, and have the equivalent of ten thousand (10,000) votes for every share of Series B Preferred Stock held.

Liquidation. Upon any liquidation, dissolution, or winding-up of the Company, whether voluntary or involuntary (a “*Liquidation*”), the holders of Series B Preferred Stock shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to the liquidation value of the Series B Preferred Stock before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company is insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of the Series B Preferred Stock shall be ratably distributed among the holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

HUMBL exchanged 100% of their membership interests for 552,029 shares of newly created Series B Preferred Stock. The Series B Preferred shares were issued to the respective members of HUMBL following the approval by FINRA of the one-for-four reverse stock split of the common shares and the increase in the authorized common shares to 7,450,000,000 shares. The FINRA approval for both the increase in the authorized common shares and reverse stock split occurred on February 26, 2021. On February 26, 2021, the Company issued 493 shares of Series B Preferred Stock for services rendered valued at \$665,057. As of December 31, 2020, the Company has 0 shares of Series B Preferred Stock issued and outstanding, respectively.

Series C Preferred Stock

Dividends. Shares of Series C Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of common stock, as may be declared by the Board of Directors.

Conversion. Each share of Series C Preferred Stock shall be convertible at the option of the holder thereof at the office of the Company or any transfer agent for such stock, into five thousand (5,000) fully paid and nonassessable shares of common stock subject to adjustment for any stock split or distribution of securities or subdivision of the outstanding shares of common stock.

[Signature Page to Promissory Note]

Redemption. Subject to certain conditions set forth in the Series C Certificate of Designation, in the event of a Change of Control (defined in the Series C Certificate of Designation as the time at which as a third party not affiliated with the Company or any holders of the Series C Preferred Stock shall have acquired, in one or a series of related transactions, equity securities of the Company representing more than fifty percent 50% of the outstanding voting securities of the Company), the Company, at its option, will have the right to redeem all or a portion of the outstanding Series C Preferred Stock in cash at a price per share of Series C Preferred Stock equal to 100% of the Liquidation value.

Voting Rights. Holders of Series C Preferred Stock are entitled to vote on all matters, together with the holders of common stock, and have the equivalent of five thousand (5,000) votes for every share of Series C Preferred Stock held.

Liquidation. Upon any liquidation, dissolution, or winding-up of the Company, whether voluntary or involuntary (a “*Liquidation*”), the holders of Series C Preferred Stock shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to the liquidation value of the Series C Preferred Stock before any distribution or payment shall be made to the holders of any junior securities, and if the assets of the Company is insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of the Series C Preferred Stock shall be ratably distributed among the holders in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

As of December 31, 2020, the Company has 0 shares of Series C Preferred Stock issued and outstanding.

Common Stock

The Company had 5,000,000,000 shares of common stock, par value \$0.00001, authorized. The Company has 974,177,443 and 1,137,094,777 shares issued and outstanding as of December 31, 2020 and 2019, respectively. The Company on February 26, 2021 increased its authorized shares from 5,000,000,000 to 7,450,000,000 shares.

In December 2020 following the reverse merger, the Company cancelled 25,000,000 shares of common stock for no value received to assist in completing the merger with HUMBL, and the raising of capital through the purchase of warrants and warrants granted in the convertible notes.

Prior to the reverse merger with the Company, HUMBL received \$1,307,441 and \$205,500 for the year ended December 31, 2020 and period May 13, 2019 through December 31, 2019 from investors. These investors will receive Series B Preferred Shares of the Company.

Warrants

On December 4, 2020, the Company granted 250,000,000 warrants to two separate holders at a price of \$400,000. These warrants have a term of 2 years and are exercisable into shares of common stock at a price of \$0.20 per share. On December 23, 2020, the Company granted 12,500,000 warrants which were part of a country rights option HUMBL granted. These warrants have a term of 1 year and are exercisable into shares of common stock at a price of \$1.00 per share.

On December 23, 2020, the Company entered into two separate convertible note agreements that are convertible into shares of common stock at \$0.60 per share. The note holders were each granted 112,500 warrants under the convertible note agreements. These warrants have a term of 2 years and are exercisable into shares of common stock at a price of \$1.00 per share.

The following represents a summary of warrants as of December 31, 2020 and 2019:

[Signature Page to Promissory Note]

	December 31, 2020		December 31, 2019	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Beginning balance	-	\$ -	-	\$ -
Granted	262,725,000	0.23875	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Expired	-	-	-	-
Ending balance	<u>262,725,000</u>	<u>\$ 0.23875</u>	<u>-</u>	<u>\$ -</u>
Intrinsic value of warrants	\$104,800,000		\$ -	
Weighted Average Remaining Contractual Life (Years)	1.88			

NOTE 7: RELATED-PARTY TRANSACTIONS

Since May 13, 2019 when HUMBL was incorporated, they relied on entities that had common ownership to HUMBL for either assistance with payment of bills or for services rendered to assist HUMBL in bringing their products to market.

NOTE 8: COUNTRY RIGHTS OPTION

On December 23, 2020, the Company and Tuigamala Group Pty Ltd, an Australian corporation (“TGP”), entered into a Securities Purchase Agreement whereby TGP agreed to purchase an option to purchase territory rights to 15 countries in the Oceania region (“Option”). The purchase price for this Option was \$5,600,000, payable in two payments. The initial payment was \$600,000 and was paid on December 23, 2020. The second payment of \$5,000,000 is due on or before March 31, 2021. The Option will immediately expire should the second payment fail to be made by March 31, 2021.

In addition to receiving the Option, TGP was granted a warrant to purchase 12,500,000 shares of common stock of the Company at an exercise price of \$1.00 per share. The warrant expires one-year from the grant date, December 23, 2021. As the warrant and the Option were granted for one price, the Company calculated the relative fair values of each instrument and recognized \$556,757 of the \$600,000 paid as the value of the warrant, and the remaining \$43,243 as the value of the Option, which is reflected as deferred revenue on the Consolidated Balance Sheet as the criteria for revenue recognition under ASC 606 has not been satisfied to be recognized as revenue as of December 31, 2020. There is no guarantee that TGP will be able to make the second payment under the Option by the deadline of March 31, 2021.

On February 26, 2021, the Company and TGP entered into a term sheet to revise the Option. The revised terms of the Option are that the Company will form a subsidiary in the Oceania region. TGP will purchase a 35% ownership interest in the subsidiary and 3,750,000 shares of common stock for an aggregate purchase price of \$15,000,000. The subsidiary shares and common shares will be purchased as follows: (a) by March 31, 2021, 1,250,000 shares will be issued for \$5,000,000 and 33.33% of the subsidiary shares are to be sold to TGP; and (b) by September 30, 2021 with reasonable extensions to be determined, 2,500,000 shares will be issued for \$10,000,000 and the remaining 66.66% of the subsidiary shares are to be sold to TGP. As a result of the revised terms, it is anticipated that the \$600,000 paid on December 23, 2020, will be used in its entirety to pay for the warrants described below, and the deferred revenue recognized will be reflected as additional paid in capital on February 26, 2021.

[Signature Page to Promissory Note]

NOTE 9: INCOME TAXES

The following table summarizes the significant differences between the U.S. Federal statutory tax rate and the Company's effective tax rate for financial statement purposes for the years ended December 31, 2020 and 2019:

	2020	2019
Federal income taxes at statutory rate	21.00%	21.00%
State income taxes at statutory rate	6.90%	6.78%
Section 382 limitation	0.00%	(0.00)%
Permanent differences	0.00%	0.00%
Change in valuation allowance	(28.02)%	(28.06)%
Totals	<u>(0.12)%</u>	<u>(0.28)%</u>

The following is a summary of the net deferred tax asset (liability) as of December 31, 2020 and 2019:

	As of December 31, 2020	As of December 31, 2019
Deferred tax assets (liabilities):		
Net operating losses	\$ 277,704	\$ 79,005
Other expense	-	-
Total deferred tax assets (liabilities)	<u>277,704</u>	<u>79,005</u>
Less: Valuation allowance	<u>(277,704)</u>	<u>(79,005)</u>
Net deferred tax assets (liabilities)	<u>\$ -</u>	<u>\$ -</u>

Section 382 of the Internal Revenue Code provides an annual limitation on the amount of federal NOLs and tax credits that may be used in the event of an ownership change. During 2020, the Company wrote off all of the net operating losses due to an ownership change. The Company had a net operating loss carryforward totaling approximately \$992,381 at December 31, 2020.

The Company classifies accrued interest and penalties, if any, for unrecognized tax benefits as part of income tax expense. The Company did not accrue any penalties or interest as of December 31, 2020 and 2019.

The provision (benefit) for income taxes for the year ended December 31, 2020 and 2019 is as follows and represents minimum state taxes:

Current	\$ 800	\$ 800
Deferred	<u>-</u>	<u>-</u>
Total	<u>\$ 800</u>	<u>\$ 800</u>

[Signature Page to Promissory Note]

NOTE 10: SUBSEQUENT EVENTS

On December 3, 2020, HUMBL LLC merged into the Company in what is accounted for as a reverse merger. Under the terms of the Merger Agreement, HUMBL LLC exchanged 100% of their membership interests for 552,029 shares of newly created Series B Preferred Stock. The Series B Preferred shares were issued to the respective members of HUMBL LLC following the approval by FINRA of the one-for-four reverse stock split of the common shares and the increase in the authorized common shares to 7,450,000,000 shares. The FINRA approval for both the increase in the authorized common shares and reverse stock split occurred on February 26, 2021. To assume control of the Company, the former CEO, Henry Boucher assigned his 7,000,000 shares of Series A Preferred Stock to Brian Foote, the President and CEO of HUMBL LLC for a \$40,000 note payable. The Series A Preferred Stock is not convertible into common stock, however, it has voting rights of 10,000 votes per 1 share of stock. After the reverse merger was completed, HUMBL LLC ceased doing business, and all operations were conducted under Tesoro Enterprises, Inc. which later changed its name to HUMBL.

On February 26, 2021, the Company issued 493 shares of Series B Preferred Stock for services rendered valued at \$665,057.

On February 26, 2021, the Company and TGP entered into a term sheet to revise the Option. The revised terms of the Option are that the Company will form a subsidiary in the Oceania region. TGP will purchase a 35% ownership interest in the subsidiary and 3,750,000 shares of common stock for an aggregate purchase price of \$15,000,000. The subsidiary shares and common shares will be purchased as follows: (a) by March 31, 2021, 1,250,000 shares will be issued for \$5,000,000 and 33.33% of the subsidiary shares are to be sold to TGP; and (b) by September 30, 2021 with reasonable extensions to be determined, 2,500,000 shares will be issued for \$10,000,000 and the remaining 66.66% of the subsidiary shares are to be sold to TGP. As a result of the revised terms, it is anticipated that the \$600,000 paid on December 23, 2020, will be used in its entirety to pay for the warrants described below, and the deferred revenue recognized will be reflected as additional paid in capital on February 26, 2021. The Company and TGP were unable to come to agreement on new terms of this transaction and have as of April 14, 2021 have terminated negotiations. TGP still owns the warrants received in December 2020 and continues to have the right to exercise them. The Company is not obligated to return any of the \$600,000 received on December 23, 2020.

On March 1, 2021, the Company and Aurea Group (“Aurea”) entered into a term sheet for Country Rights in Chile. Under the term sheet, the Company will form a subsidiary in Chile where Aurea will purchase a 35% ownership interest and 2,000,000 shares of common stock to be issued for \$7,500,000, as follows: (a) at the first closing date, 437,500 shares will be issued for \$1,000,000; and (b) nine months after closing, 1,5562,500 shares will be issued for \$6,500,000 and the subsidiary shares will be issued. The Company’s closed on this transaction on March 15, 2021. The first closing date was March 30, 2021, however due to strict banking regulations in Chile, the \$1,000,000 was received in two tranches of \$500,000 each and the funds came in between April 5, 2021 and April 6, 2021.

On March 1, 2021, the Company entered into a term sheet to acquire Tickeri, Inc. (“Tickeri”) in a debt and stock transaction totaling \$20,000,000. Tickeri is a leading ticketing, live events and box office SaaS platform featuring Latin events and artists throughout the United States, Latin America and the Caribbean corridor.

Item 14 The name, address, telephone number, and email address of each of the

[Signature Page to Promissory Note]

following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker - NONE
2. Promoter - NONE
3. Securities Counsel

Name: Ernest Stern
Firm: Culhane Meadows PLLC
Address 1: 1101 Pennsylvania Avenue, NW, Suite 300
Address 2: Washington, DC 20004
Phone: 301-910-2030
Email: estern@culhanemeadows.com

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

Accountant

Name: Shane Rowley
Firm: Nimbl LLC
Address 1: 299 S. Main Street, Suite 1300 PMB 90424
Address 2: Salt Lake City, UT, 84111
Phone: 801-358-8118
Email: shane@trustnimbl.com

Nimbl provides bookkeeping services for the Company; they are an outside consultant; assist in preparation of workpapers for the outside auditor to audit/review our financial statements.

Auditor

Name: Ben Borgers, CPA
Firm: BF Borgers CPA PC
Address 1: 5400 W Cedar Ave
Address 2: Lakewood, CO 80226
Phone: 303-953-1454
Email: ben@bfbcpa.us

BF Borgers CPA PC is the independent auditors who conducted all of the audits and reviews of HUMBL, Inc. as well as the audits and reviews for the Company's acquisitions for Tickeri, Inc. and Monster Creative, LLC. They are PCAOB certified.

5. Public Relations Consultant - NONE

[Signature Page to Promissory Note]

6. Investor Relations Consultant - NONE
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the name, address, telephone number and email address of each advisor.

Name: Brian Innes
Firm: Hansen Black Anderson Ashcraft PLLC
Nature of Services: Corporate Counsel
Address 1: 3051 W. Maple Loop Dr., Suite 325
Address 2: Lehi, UT 84043
Phone: 801-922-5000
Email: binnes@hbaa.law

Name: Michael Pollack
Firm: KBL LLP
Nature of Services: Financial Consultant
Address 1: 1350 Broadway, Suite 1510
Address 2: New York, NY 10018
Phone: 212-785-9700
Email: mpollack@kbl.com

KBL is an outside CPA firm we use to assist in the CFO position, and they prepare our financials and some of the corporate work papers to the audit firm to audit them.

Item 15 Management's Discussion and Analysis or Plan of Operation.

Instructions to Item 15

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:
 - i. a discussion of how long the issuer can satisfy its cash requirements

[Signature Page to Promissory Note]

- and whether it will have to raise additional funds in the next twelve months;
- ii. a summary of any product research and development that the issuer will perform for the term of the plan;
- iii. any expected purchase or sale of plant and significant equipment; and
- iv. any expected significant changes in the number of employees.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;
- ii. Internal and external sources of liquidity;
- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;
- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;
- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;
- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and
- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

THIS IS AN ANNUAL REPORT SO THERE ARE NO INTERIM PERIODS CONTAINED HEREIN

[Signature Page to Promissory Note]

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion should be read in conjunction with the consolidated financial statements and the related notes contained elsewhere in this prospectus. In addition to historical information, the following discussion contains forward looking statements based upon current expectations that are subject to risks and uncertainties. Actual results may differ substantially from those referred to herein due to a number of factors, including, but not limited to, risks described in the section entitled "Risk Factors" and elsewhere in this prospectus.

General

Our executive offices are located at 600 B Street, Suite 300, San Diego, California 92101 telephone (786) 738-9012. Our corporate website address is www.humblpay.com.

Overview

Following our merger with HUMBL LLC on December 3, 2020, we changed our name from Tesoro Enterprises, Inc. to HUMBL, Inc. and adopted the business of HUMBL to deliver a more seamless digital pairing experiences for consumers and merchants in the global economy.

Comparison of Results of Operations for the Years Ended December 31, 2021 and 2020

The following table sets forth the summary operations for the years ended December 31, 2021 and 2020:

	For the Years Ended	
	<u>December 31, 2021</u>	<u>December 31, 2020</u>
Revenues	\$ 2,503,388	\$ -
Cost of Revenues	\$ 1,104,959	\$ -
Gross Profit	\$ 1,398,429	\$ -
Development Costs	\$ 2,117,683	\$ 96,567
Professional Fees	\$ 3,905,699	\$ 539,568
Settlement	\$ 1,870,000	\$ -
Stock-based compensation	\$ 10,734,833	\$ -
Impairment - goodwill	\$ 22,203,422	\$ -
Impairment – digital assets	\$ 34,570	\$ -
General and Administrative Expenses	\$ 5,247,118	\$ 69,589
Interest Expense	\$ (943,559)	\$ (6,739)
Beneficial Conversion Feature	\$ (3,300,000)	\$ -
Amortization of Debt Discounts	\$ (838,941)	\$ -
Gain on Sale of Digital Assets	\$ 47,875	\$ -
Forgiveness of Debt	\$ 66,117	\$ -
Other Income (Expense)	\$ 28,200	\$ -
Provision for Income Taxes	\$ 800	\$ 800
Net Loss	\$ (49,656,004)	\$ (713,263)

Revenues

Revenues for the year ended December 31, 2021 were \$2,503,388 as compared to \$0 for the year ended December 31, 2020, an increase of \$2,503,388. The increase was due to the sales of merchandise related to the HUMBL Marketplace segment of \$192,003, ticketing revenue and merchant fees recognized from our acquisition of Tickeri, Inc. as well the launch of HUMBL Tickets of \$902,678, services rendered from Monster Creative of \$1,104,322 and subscription revenue of \$265,025 from HUMBL Financial. There were no revenues recognized in the year ended December 31, 2020 as we just commenced our operations in 2021.

[Signature Page to Promissory Note]

Cost of Revenues and Gross Profit

Cost of revenues for the year ended December 31, 2021 were \$1,104,959 as compared to \$0 for the year ended December 31, 2020, an increase of \$1,104,959. The increase was primarily due to the sales of merchandise related to the HUMBL Marketplace segment as well as the ticketing costs incurred for Tickeri, Inc. Our gross profit of \$1,398,429 is the result of the recognition of our revenue and grew in the last two fiscal quarters due to full reporting of the two acquisition companies that were completed in June 2021.

Operating Expenses

Operating expenses for the year ended December 31, 2021 were \$46,113,325 as compared to \$705,724 for the year ended December 31, 2020, an increase of \$45,407,601. Operating expenses consists of development costs, professional fees and general and administrative expenses and non-cash charges for impairment expenses and stock-based compensation as fully described below. We expect our development costs and professional fees to continue to increase in our next 12 months as we continue to roll out new services in 2022. Over 70% of our operating expenses relate to non-cash charges in 2021 and these charges comprise of over \$34 million. We do not expect that our non-cash charges will increase in 2022.

Development Costs

Development costs which consist of salaried and outsourced technical consultants for the year ended December 31, 2021 were \$2,117,683 compared with \$96,567 for the year ended December 31, 2020. The increase of development costs related to the roll out of HUMBL Marketplace which include development of our NFT Gallery and the launch of HUMBL Tickets as well as the HUMBL Financial platform. In addition, the Company continued the development of HUMBL Pay which was started in 2020, and represented a majority of the development costs in 2020.

Professional Fees

Professional fees which consist of contracted individuals and companies, legal, audit and accounting costs for the year ended December 31, 2021 were \$3,905,699 compared with \$539,568 for the year ended December 31, 2020. The increase in professional fees related to the roll out of HUMBL Marketplace and HUMBL Financial of \$1,300,000, and professional fees in regulatory filings including OTC compliance and reporting of approximately \$1,600,000, as well as increases in consultant costs of \$400,000. We expect that these costs will not increase during the fiscal year ending December 31, 2022.

Settlement

The Company incurred \$1,870,000 in settlement expenses which are included in our operating expenses for the year ended December 31, 2021 related to agreements with individuals for liabilities incurred. We incurred none of these charges for the year ended December 31, 2020.

Stock-Based Compensation

The Company incurred \$10,734,833 in stock-based compensation expenses for the year ended December 31, 2021 related to agreements with consultants, advisors, and directors for services rendered. We incurred none of these charges for the year ended December 31, 2020. We expect our stock-based compensation expenses to decline in the next 12 months as many stock issuances were the result of the start-up of our operations. The awards provided were valued in accordance with ASC 718 at fair value.

Impairment of Goodwill and Digital Assets and Stock-Based Compensation

The Company incurred \$22,203,422 in non-cash charges related to impairment of goodwill, and \$34,570 in impairment of our digital assets in the year ended December 31, 2021. The goodwill impairment related to the impairment of the goodwill in the Tickeri and Monster acquisitions. Both of these impairments were part of our Marketplace segment. The impairment of the digital assets was based on the valuation changes in the digital assets we hold. We incurred none of these charges for the year ended December 31, 2020.

[Signature Page to Promissory Note]

General and Administrative

General and administrative expenses for the year ended December 31, 2021 were \$5,247,118 compared with \$69,589 for the year ended December 31, 2020. The increase in general and administrative expenses is related to the start-up of operations and included increases in travel (\$570,000), advertising and business development (\$895,000), rent (\$165,000), general office expenses (\$196,000), insurance (\$58,000), and the addition of management and employees to grow our Pay, Marketplace and Financial segments (\$1,950,000). The increase also includes the operating expenses related to the operations including the general and administrative costs associated with our subsidiaries Tickeri, Inc. and Monster Creative, LLC. The general and administrative expenses relate to nominal expenses of the Company related to the merger with Tesoro.

There were no significant operations prior to the completion of the merger in February 2021. We expect our general and administrative expenses to be consistent in the next 12 months, unless we acquire other businesses that will add expenses to the Company.

Other Income (Expense)

In the year ended December 31, 2021 we incurred \$4,940,308 in other expenses, compared to \$6,739 in other expenses in the year ended December 31, 2020, and increase of \$4,933,569. The 2021 other expenses related to \$943,559 of interest expense on debt incurred during the year, \$3,300,000 in a non-cash beneficial conversion feature on a convertible note, and \$838,941 in amortization of discounts related to certain convertible notes. In addition, we had other income of \$94,317 on PPP forgiveness and other income and \$47,875 in gains on the sale of digital assets. There were no such expenses in 2020 other than interest expense on convertible debt of \$6,739. We expect to incur additional other income (expense) in the next 12 months related to our convertible notes, however, we do not expect to incur any charges related to beneficial conversion features in the next 12 months.

Provision for Income Taxes

We incurred \$800 in the provision for state income taxes in 2021 and 2020.

Net Loss

Net loss from operations for the year ended December 31, 2021 was (\$49,948,504) as compared to a net loss of (\$713,263) for the year ended December 31, 2020. The \$49,235,241 increase in the net loss was due to the changes noted herein.

Segment Reporting

The Company follows the provisions of ASC 280-10 *Disclosures about Segments of an Enterprise and Related Information*. This standard requires that companies disclose operating segments based on the manner in which management disaggregates the Company in making operating decisions. As of December 31, 2021 and for the year ended December 31, 2021, the Company operated in three segments. The segments are HUMBL Marketplace, HUMBL Pay, and HUMBL Financial. For the year ended December 31, 2020, the Company operated in one segment.

<u>Year Ended December 31, 2021</u>	<u>HUMBL Pay</u>	<u>HUMBL Marketplace</u>	<u>HUMBL Financial</u>	<u>Total</u>
Segmented operating revenues	\$ 15,114	\$ 2,224,506	\$ 263,768	\$ 2,503,388
Cost of revenues	-	1,104,959	-	1,104,959
Gross profit	15,114	1,119,547	263,768	1,398,429
Total operating expenses net of depreciation, amortization and impairment	11,201,593	10,555,028	2,108,383	23,865,004
Depreciation, amortization and impairment	22,850	22,221,701	4,570	22,249,121
Other expenses	2,531,630	1,902,352	506,326	4,940,308
(Loss) from operations	<u>\$(13,740,959)</u>	<u>\$(33,559,534)</u>	<u>\$ (2,355,511)</u>	<u>\$(49,656,004)</u>

Segmented assets as of December 31, 2021

[Signature Page to Promissory Note]

Property and equipment, net	\$ 9,794	\$ 344,694	\$ 1,959	\$356,447
Intangible assets – digital assets	\$ -	\$ 2,695	\$ -	\$ 2,695
Goodwill	\$ -	\$ 6,531,346	\$ -	\$6,531,346
Capital expenditures	\$ 11,040	\$ 354,328	\$ 2,208	\$ 367,576

Liquidity and Capital Resources

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. Significant factors in the management of liquidity are funds generated by operations, levels of accounts receivable and accounts payable and capital expenditures.

As of December 31, 2021, we had \$3,493,213 in cash. Between the growth in revenues by fees generated by HUMBL Financial and through sales of merchandise and NFTs in the HUMBL Marketplace, as well as revenue generated through our subsidiaries Tickeri, Inc. and Monster Creative LLC, along with the successful launches of the HUMBL Pay application, HUMBL Financial and HUMBL Tickets in 2021 as well as proceeds received from the exercise of warrants in October 2021, we have sufficient operating cash to continue the development of our core products and services.

We had a working capital deficit of \$20,965,419 as of December 31, 2021 as compared to a working capital surplus of \$1,560,832 as December 31, 2020, respectively. The decrease in working capital is the result of the incurrence of expenditures related to the commencement of the various segments and the current portion of debt that is due in the next 12 months. The Company believes it has adequate capital resources to meet its cash requirements during the next 12 months as they continue to grow and develop suitable sources of capital. A majority of the Company's operating expenses (over 70%) are the result of non-cash charges such as impairment of goodwill and stock-based compensation. The actual monthly cash burn of the Company is approximately \$1,000,000 per month at this time and as our core products come online, this is likely to decrease as much of this is directly related to our in house and outsourced technology team. The Company has received \$2,000,000 in additional warrant exercises and \$3,000,000 in related party debt proceeds in the first quarter to date of 2022, however, as a result of the operating losses and working capital deficit, management has determined that there is substantial doubt about the Company's ability to continue as a going concern.

We expect that the revenue generating operations of the Company will continue to improve the liquidity of the Company moving forward. However, going forward, the effect of the pandemic on the capital markets may limit our ability to raise additional capital on the terms acceptable to us at the time we need it, if at all. The challenges related to remote work and travel restrictions that we as a smaller company have faced in striving to meet our disclosure obligations in a timely manner while taking the steps to protect the health and safety of our employees have impacted, and may continue to further impact, our ability to raise additional capital.

The consolidated financial statements of the Company have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable period. The consolidated financial statements of the Company do not include any adjustments that may result from the outcome of the uncertainties.

The Company has made strategic acquisitions in the first few months of 2022 to enhance their core products and their intellectual property. Management believes these acquisitions will result in increased profitability.

The Company plans to raise additional capital through the exercising of their warrants as well as through future debt and equity financings to carry out its business plan. Obtaining additional financing and the successful development of the Company's segments including their new Blockchain Services group, ultimately, to profitable operations, are necessary for the Company to continue operations.

Net cash used in operating activities was \$9,608,212 and \$856,317 for the years ended December 31, 2021 and 2020, respectively. The \$8,751,895 increase in net cash used in operating activities was primarily a result of the net loss increase from 2020 to 2021 and the increase in account payable and accrued expenses (\$1,054,048) in 2021 as well as the valuation of our share-based compensation which includes the value of issuances of common stock, Series B Preferred Stock, warrants, options and includes the expenses related to

[Signature Page to Promissory Note]

shares of common stock to be issued in 2021 (\$11,027,334) as well as other non-cash charges such as amortization of discounts (\$838,941), expenses related to the settlement (\$1,870,000) and the beneficial conversion feature (\$3,300,000).

Net cash used in investing activities was \$237,182 for the year ended December 31, 2021 related to purchases of fixed assets of \$367,576 offset by cash received in the acquisitions of Tickeri, Inc and Monster Creative, LLC of \$130,394. There were no investing activities in 2020.

Cash provided by financing activities was \$11,617,628 and \$2,572,441 for the years ended December 31, 2021 and 2020, respectively. Cash was provided through proceeds from sales of membership interests in HUMBL LLC in 2021 and 2020 of \$10,000 and \$1,307,441, respectively; \$0 and \$1,000,000 from the sales of warrants and country rights in 2021 and 2020, respectively; \$0 and \$40,000 in proceeds of notes payable in 2021 and 2020, respectively; payments of notes payable of \$40,557 and \$0 in 2021 and 2020, respectively; repayment of amounts to seller of \$51,600 and \$0 in 2021 and 2020, respectively; proceeds of \$6,700,000 and \$225,000 in convertible notes payable in 2021 and 2020, respectively; proceeds from sales of common stock of \$1,000,000 and \$0, in 2021 and 2020 respectively; redemption of Series B Preferred Stock of \$215 and \$0, respectively, and proceeds from the exercise of warrants of \$4,000,000 and \$0 in 2021 and 2020, respectively.

Since the date of the reverse merger in December 2020 we have financed our operations through sales of common and preferred stock and the issuance of debt.

The main sources of convertible notes in 2021 were as follows:

- (a) On April 14, 2021, the Company entered into a Convertible Promissory Note with Brighton Capital Partners, LLC (“BCP”) in the amount of \$3,300,000, which includes a \$300,000 Original Issue Discount (the “BCP Note”). The BCP Note bears interest at ten percent (10%) per annum and matures July 14, 2022. The BCP Note is convertible into shares of the Company’s common stock at \$3.15 per share. As per the BCP Note, the Company shall have the right to prepay all or any portion of the outstanding balance. If the Company exercises its right to prepay this note, it will be at an amount of 115% of the balance being prepaid. The BCP Note also contains a redemption right, where beginning on the earlier of the effective date of the to be filed Form S-1 Registration Statement and the twelve-month anniversary of the BCP Note, BCP may cause the Company to redeem all or any portion of the BCP Note.
- (b) On April 14, 2021, the Company and BCP entered into an EFA (“EFA”), whereby, at the Company’s election, BCP shall invest up to \$50,000,000 over the course of twelve months. This EFA was terminated in October 2021.
- (c) On May 13, 2021, the Company issued a convertible promissory note to an investor for \$382,500 with an original issue discount of \$7,500, for a term of twenty-two months maturing March 13, 2023. In addition, the Company issued warrants to the same investors to purchase up to 750,000 warrant shares with the convertible note.
- (d) On May 13, 2021, the Company issued a convertible promissory note to an investor for \$420,750 with an original issue discount of \$8,250, for a term of twenty-two months maturing March 13, 2023. In addition, the Company issued a warrant to the same investor to purchase up to 825,000 warrant shares with the convertible note.
- (e) On May 17, 2021, the Company issued a convertible promissory note to an investor for \$1,020,000 with an original issue discount of \$20,000, for a term of twenty-two months maturing March 17, 2023. The Company is required to register 1,500,000 shares under a Form S-1 Registration Statement for this convertible note agreement.
- (f) On May 19, 2021, the Company issued a convertible promissory note to an investor for \$497,250 with an original issue discount of \$9,750, for a term of twenty-two months maturing March 19, 2023. In addition, the Company issued a warrant to the same investor to purchase up to 975,000 warrant shares with the convertible note. The Company is required to register this convertible note under a Form S-1 Registration Statement.
- (g) On May 19, 2021, the Company issued a convertible promissory note to an investor for \$76,500 with an original issue discount of \$1,500, for a term of twenty-two months maturing March 19, 2023. In addition, the Company issued a warrant to the same

[Signature Page to Promissory Note]

investor to purchase up to 150,000 warrant shares with the convertible note. The Company is required to register this convertible note under a Form S-1 Registration Statement.

- (h) On May 19, 2021, the Company issued a convertible promissory note to an investor for \$153,000 with an original issue discount of \$3,000, for a term of twenty-two months maturing March 19, 2023. In addition, the Company issued a warrant to the same investor to purchase up to 300,000 warrant shares with the convertible note. The Company is required to register this convertible note under a Form S-1 Registration Statement.
- (i) On April 26, 2021, the Company, issued 437,500 for the acquisition of the Chile country rights. The value of this transaction was \$1,000,000 received in cash.
- (j) On June 21, 2021, the Company issued a convertible promissory note to an investor for \$382,500 with an original issue discount of \$7,500, for a term of twenty-two months maturing April 21, 2023. In addition, the Company issued a warrant to the same investor to purchase up to 750,000 warrant shares with the convertible note. The Company recognized a BCF discount in the amount of \$100,828 on this convertible note that is being amortized over the life of the convertible note.
- (k) On June 21, 2021, the Company issued a convertible promissory note to an investor for \$382,500 with an original issue discount of \$7,500, for a term of twenty-two months maturing April 21, 2023. In addition, the Company issued a warrant to the same investor to purchase up to 750,000 warrant shares with the convertible note. The Company recognized a BCF discount in the amount of \$100,828 on this convertible note that is being amortized over the life of the convertible note.
- (l) On August 30, 2021, the Company issued a convertible promissory note to an investor for \$153,000 with an original issue discount of \$3,000, for a term of twenty-two months maturing June 30, 2023. In addition, the Company issued a warrant to the same investor to purchase up to 375,000 warrant shares with the convertible note.
- (m) On November 12, 2021, the Company issued a convertible promissory note to an investor for \$306,000 with an original issue discount of \$6,000, for a term of twenty-two months maturing September 12, 2023. In addition, the Company issued a warrant to the same investor to purchase up to 1,000,000 warrant shares with the convertible note.

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item 15 to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;
- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;

[Signature Page to Promissory Note]

- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and
- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

There are no off-balance sheet arrangements as of December 31, 2021.

2. As used in paragraph C of this Item 15, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 460-10, Guarantees; formerly FIN 45;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB ASC 815, Derivatives and hedging; formerly FAS 133; or
- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB ASC 810, Consolidation; formerly FIN 46R) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

[Signature Page to Promissory Note]

Instructions to paragraph C of Item 15

- i. No obligation to make disclosure under paragraph C of this Item 16 shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.
- iii. For purposes of paragraph C of this Item 16 only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item 16 shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item 15, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

Part E Issuance History

Item 16 List of securities offerings and shares issued for services in the past two years.

- A. List below any events, in chronological order, that resulted in direct changes to the total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, including debt convertible into equity securities, whether private or public, and shall indicate:

[Signature Page to Promissory Note]

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.); **Initial issuance of stock**
- (ii) Any jurisdictions where the offering was registered or qualified; **None**
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares, whether they are restricted or unrestricted; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

Shares Outstanding as of January 1, 2019		Opening Balance: Common: 1,137,094,777 Preferred A: 7,000,000 Preferred B: 0 Preferred C: 0							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

[Signature Page to Promissory Note]

11/17/2020	Cancellation	137,917,334	Common	\$0.00001	No	Brian Foote	N/A	N/A	N/A
12/9/2020	Cancellation	22,250,000	Common	\$0.00001	No	Prolific Group, LLC	N/A	N/A	N/A
12/29/2020	Cancellation	2,750,000	Common	\$0.00001	N/A	Deerwood Capital LLC	N/A	N/A	N/A
2/26/2021	Issuance	249,707	Series B Preferred	\$0.00001	N/A	HUMBL Holdings, LLC (Brian Foote – contact person)	Merger	R	N/A
2/26/2021	Issuance	56,079	Series B Preferred	\$0.00001	N/A	Mark Grado	Merger	R	N/A
2/26/2021	Issuance	40,269	Series B Preferred	\$0.00001	N/A	Jeffrey Hinshaw	Merger	R	N/A
2/26/2021	Issuance	33,561	Series B Preferred	\$0.00001	N/A	The Stephen L. and Sandra M. Foote Revocable Trust (Stephen L. and Sandra M. Foote, Trustees)	Merger	R	N/A
2/26/2021	Issuance	28,715	Series B Preferred	\$0.00001	N/A	Michele Rivera	Merger	R	N/A
2/26/2021	Issuance	17,920	Series B Preferred	\$0.00001	N/A	Pete Sacco	Merger	R	N/A
2/26/2021	Issuance	11,683	Series B Preferred	\$0.00001	N/A	Glenn Grider	Merger	R	N/A
2/26/2021	Issuance	11,683	Series B Preferred	\$0.00001	N/A	Karen Garcia	Merger	R	N/A
2/26/2021	Issuance	10,188	Series B Preferred	\$0.00001	N/A	Adam Wolfe	Merger	R	N/A
2/26/2021	Issuance	16,640	Series B Preferred	\$0.00001	N/A	McDougal and Duncan LLC (Tom McDougal – contact person)	Merger	R	N/A
2/26/2021	Issuance	7,010	Series B Preferred	\$0.00001	N/A	Christopher Chiricella	Merger	R	N/A
2/26/2021	Issuance	6,778	Series B Preferred	\$0.00001	N/A	The William Jared Magnuson and Katherine Marie Magnuson Living Trust (William and Katherine Magnuson Trustees)	Merger	R	N/A
2/26/2021	Issuance	6,075	Series B Preferred	\$0.00001	N/A	Ryan Ballantyne	Merger	R	N/A
2/26/2021	Issuance	5,637	Series B Preferred	\$0.00001	N/A	Alan Gunn	Merger	R	N/A
2/26/2021	Issuance	4,673	Series B Preferred	\$0.00001	N/A	Bonnie Foote	Merger	R	N/A

[Signature Page to Promissory Note]

2/26/2021	Issuance	4,673	Series B Preferred	\$0.00001	N/A	Jim Yeager	Merger	R	N/A
2/26/2021	Issuance	4,532	Series B Preferred	\$0.00001	N/A	Webb Ellinger	Merger	R	N/A
2/26/2021	Issuance	4,532	Series B Preferred	\$0.00001	N/A	Michael Temple	Merger	R	N/A
2/26/2021	Issuance	3,045	Series B Preferred	\$0.00001	N/A	John Halligan	Merger	R	N/A
2/26/2021	Issuance	2,804	Series B Preferred	\$0.00001	N/A	RKJLB Inc. (Rory Linehan)	Merger	R	N/A
2/26/2021	Issuance	2,619	Series B Preferred	\$0.00001	N/A	James J Blom Declaration of Trust (James J Blom Trustee)	Merger	R	N/A
2/26/2021	Issuance	2,615	Series B Preferred	\$0.00001	N/A	Jenny Edgerton	Merger	R	N/A
2/26/2021	Issuance	2,337	Series B Preferred	\$0.00001	N/A	Early Bird LLC (Steve Gerritsen – contact person)	Merger	R	N/A
2/26/2021	Issuance	2,124	Series B Preferred	\$0.00001	N/A	Nancy Angell	Merger	R	N/A
2/26/2021	Issuance	1,933	Series B Preferred	\$0.00001	N/A	BRNR, LLC (Joseph Rivera – contact person)	Merger	R	N/A
2/26/2021	Issuance	1,699	Series B Preferred	\$0.00001	N/A	Dylan Rachman	Merger	R	N/A
2/26/2021	Issuance	1,185	Series B Preferred	\$0.00001	N/A	Kurt Kimmel	Merger	R	N/A
2/26/2021	Issuance	935	Series B Preferred	\$0.00001	N/A	Lee Christopher Sanudo	Merger	R	N/A
2/26/2021	Issuance	935	Series B Preferred	\$0.00001	N/A	John Wadman	Merger	R	N/A
2/26/2021	Issuance	935	Series B Preferred	\$0.00001	N/A	Michael Cradeur	Merger	R	N/A
2/26/2021	Issuance	903	Series B Preferred	\$0.00001	N/A	Jose Colchao	Merger	R	N/A
2/26/2021	Issuance	748	Series B Preferred	\$0.00001	N/A	Zach Stevens	Merger	R	N/A
2/26/2021	Issuance	748	Series B Preferred	\$0.00001	N/A	Mark Turner	Merger	R	N/A
2/26/2021	Issuance	637	Series B Preferred	\$0.00001	N/A	Bryce Howard Dixon	Merger	R	N/A
2/26/2021	Issuance	584	Series B Preferred	\$0.00001	N/A	Roberta Wyn	Merger	R	N/A
2/26/2021	Issuance	531	Series B Preferred	\$0.00001	N/A	Cyberbeat Ptd Lte (Rajan Narayan – contact person)	Merger	R	N/A

[Signature Page to Promissory Note]

2/26/2021	Issuance	531	Series B Preferred	\$0.00001	N/A	Rajan Narayan	Merger	R	N/A
2/26/2021	Issuance	531	Series B Preferred	\$0.00001	N/A	Ding Thi Hong Hanh	Merger	R	N/A
2/26/2021	Issuance	482	Series B Preferred	\$0.00001	N/A	HinCamp LLC (Steve Hinshaw-contact person)	Merger	R	N/A
2/26/2021	Issuance	467	Series B Preferred	\$0.00001	N/A	Anthony Sanudo	Merger	R	N/A
2/26/2021	Issuance	467	Series B Preferred	\$0.00001	N/A	Keith Berger	Merger	R	N/A
2/26/2021	Issuance	467	Series B Preferred	\$0.00001	N/A	Conrad Greene	Merger	R	N/A
2/26/2021	Issuance	467	Series B Preferred	\$0.00001	N/A	Brian Bewley	Merger	R	N/A
2/26/2021	Issuance	467	Series B Preferred	\$0.00001	N/A	Nicolas Kenagy	Merger	R	N/A
2/26/2021	Issuance	212	Series B Preferred	\$0.00001	N/A	Zach Funston	Merger	R	N/A
2/26/2021	Issuance	132	Series B Preferred	\$0.00001	N/A	Stephanie Nhim	Merger	R	N/A
2/26/2021	Issuance	132	Series B Preferred	\$0.00001	N/A	Carmen Baldwin	Merger	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	63 63	Series B Preferred	\$0.00001	N/A	Brian Innes	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	63 63	Series B Preferred	\$0.00001	N/A	Ayodele Popoola	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	63 63	Series B Preferred	\$0.00001	N/A	Fernando Rodriguez	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	63 63	Series B Preferred	\$0.00001	N/A	Jose Colchao	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	50 50	Series B Preferred	\$0.00001	N/A	Jenny Edgerton	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	38 38	Series B Preferred	\$0.00001	N/A	Calvin Weight	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	25 25	Series B Preferred	\$0.00001	N/A	Inga Va'aiga	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	25 25	Series B Preferred	\$0.00001	N/A	David Weil	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	25 25	Series B Preferred	\$0.00001	N/A	Javier Gonzales	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	13 13	Series B Preferred	\$0.00001	N/A	Jacob Davis	Services	R	N/A

[Signature Page to Promissory Note]

2/26/2021 4/15/2021	Issuance Cancellation	13 13	Series B Preferred	\$0.00001	N/A	Raul Leggs	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	13 13	Series B Preferred	\$0.00001	N/A	Alia Harris	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	10 10	Series B Preferred	\$0.00001	N/A	Mario Vargas	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	10 10	Series B Preferred	\$0.00001	N/A	Drew Foster	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	6 6	Series B Preferred	\$0.00001	N/A	Ernie Stern	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	5 5	Series B Preferred	\$0.00001	N/A	Vernonia Naumkina	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	5 5	Series B Preferred	\$0.00001	N/A	Forest Joy	Services	R	N/A
2/26/2021 4/15/2021	Issuance Cancellation	3 3	Series B Preferred	\$0.00001	N/A	Marcela Quesada	Services	R	N/A
3/10/2021	Adjustment	41,156	Common	N/A	N/A	Adjustment	Adjustment	N/A	N/A
4/15/2021	Issuance	375	Series B Preferred	\$0.02	N/A	David Weil	Services	R	N/A
4/15/2021	Issuance	375	Series B Preferred	\$0.02	N/A	Drew Foster	Services	R	N/A
4/15/2021	Issuance	350	Series B Preferred	\$0.02	N/A	Jose Colchao	Services	R	N/A
4/15/2021	Issuance	150	Series B Preferred	\$0.02	N/A	Dennis Lee	Services	R	N/A
4/15/2021	Issuance	100	Series B Preferred	\$0.02	N/A	Brian Innes	Services	R	N/A
4/15/2021	Issuance	150	Series B Preferred	\$0.02	N/A	Calvin Weight	Services	R	N/A
4/15/2021	Issuance	100	Series B Preferred	\$0.02	N/A	Jacob Davis	Services	R	N/A
4/15/2021	Issuance	63	Series B Preferred	\$0.02	N/A	Ayodele Popoola	Services	R	N/A
4/15/2021	Issuance	63	Series B Preferred	\$0.02	N/A	Fernando Rodriguez	Services	R	N/A
4/15/2021	Issuance	50	Series B Preferred	\$0.02	N/A	Jenny Edgerton	Services	R	N/A
4/15/2021	Issuance	50	Series B Preferred	\$0.02	N/A	Kristian Giordano	Services	R	N/A
4/15/2021	Issuance	38	Series B Preferred	\$0.02	N/A	Grant Casey	Services	R	N/A

[Signature Page to Promissory Note]

4/15/2021	Issuance	35	Series B Preferred	\$0.02	N/A	Phil Finch	Services	R	N/A
4/15/2021	Issuance	35	Series B Preferred	\$0.02	N/A	Adrian Torroella	Services	R	N/A
4/15/2021	Issuance	25	Series B Preferred	\$0.02	N/A	Inga Tuigamala	Services	R	N/A
4/15/2021	Issuance	25	Series B Preferred	\$0.02	N/A	Javier Gonzelez	Services	R	N/A
4/15/2021	Issuance	25	Series B Preferred	\$0.02	N/A	Forrest Joy	Services	R	N/A
4/15/2021	Issuance	25	Series B Preferred	\$0.02	N/A	Alejandro Torroella	Services	R	N/A
4/15/2021	Issuance	17	Series B Preferred	\$0.02	N/A	Glenn Shaw	Services	R	N/A
4/15/2021	Issuance	15	Series B Preferred	\$0.02	N/A	Kerlynn Egan	Services	R	N/A
4/15/2021	Issuance	13	Series B Preferred	\$0.02	N/A	Raul Leggs	Services	R	N/A
4/15/2021	Issuance	13	Series B Preferred	\$0.02	N/A	Alia Harris	Services	R	N/A
4/15/2021	Issuance	12	Series B Preferred	\$0.02	N/A	Michael Jue	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Mario Vargas	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Ernest Stern	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Michael Pollack	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Gabe Giordano	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Justin Brubaker	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Ivan Romero	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Nimbl Holdings, LLC (Shane Rowley)	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	David Nihm	Services	R	N/A
4/15/2021	Issuance	8	Series B Preferred	\$0.02	N/A	Jane Edmondson	Services	R	N/A
4/15/2021	Issuance	5	Series B Preferred	\$0.02	N/A	Yassine Gharram	Services	R	N/A

[Signature Page to Promissory Note]

4/15/2021	Issuance	5	Series B Preferred	\$0.02	N/A	Chris Bibey	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Nicole Rodriguez	Services	R	N/A
4/15/2021	Issuance	5	Series B Preferred	\$0.02	N/A	Veronica Naumkina	Services	R	N/A
4/15/2021	Issuance	5	Series B Preferred	\$0.02	N/A	Marcela Quesada	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Warren Lorenz	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Patrick Lopez	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Ixxandra Molina Gamboa	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Jessica Salas-Acha	Services	R	N/A
4/15/2021	Issuance	10	Series B Preferred	\$0.02	N/A	Carol Andrea Zambrana Arias	Services	R	N/A
4/26/2021	Issuance	437,500	Common	\$2.28	No	HUMBL CL SPA (Attn: Juan Pablo Morales)	Country Rights	R	N/A
5/3/2021	Conversion – Common to Series B Preferred	(71,313,853) 7,131	Common Series B Preferred	N/A	N/A	Brian Foote	Conversion	R	N/A
5/6/2021	Conversion – Common to Series B Preferred	(8,311,147) 831	Common Series B Preferred	N/A	N/A	Brian Foote	Conversion	R	N/A
6/3/2021	Issuance	4,672,897	Common	\$1.07	No	Javier Gonzalez	Acquisition	R	N/A
6/3/2021	Issuance	4,672,897	Common	\$1.07	No	Juan Gonzalez	Acquisition	R	N/A
6/18/2021 12/31/2021	Issuance Cancellation	175,000 175,000	Common	\$1.295	No	Fakhraldien Fuad Gor	Consulting	R	N/A
6/18/2021 12/31/2021	Issuance Cancellation	175,000 175,000	Common	\$1.295	No	Samer Kamal	Consulting	R	N/A
6/23/2021	Issuance	150,000	Common	\$1.22	No	David Braun	Consulting	R	N/A
6/23/2021	Issuance	340,000	Common	\$1.22	No	Marcus Smart	Consulting	R	N/A
6/23/2021	Issuance	552,500	Common	\$1.22	No	JHolla11, LLC (Jrue Holliday)	Consulting	R	N/A
6/23/2021	Issuance	297,500	Common	\$1.22	No	3Bo, LLC (Duncan Robinson)	Consulting	R	N/A
6/23/2021	Issuance	297,500	Common	\$1.22	No	Dinwiddie, Inc. (Spencer Dinwiddie)	Consulting	R	N/A

[Signature Page to Promissory Note]

6/28/2021	Issuance	250,000	Common	\$1.22	No	AZ Advisors LLC (Avraham Berkowitz)	Consulting	R	N/A
6/29/2021 12/31/2021	Issuance Cancellation	1,000,000 1,000,000	Common	\$1.20	No	Nickolas Carter	Consulting	R	N/A
6/29/2021 6/29/2021	Issuance Cancellation	500,000 500,000	Common	\$1.20	No	Jennifer Souza	Consulting	R	N/A
6/29/2021 12/31/2021	Issuance Cancellation	500,000 500,000	Common	\$1.20	No	Eddie Meehan	Consulting	R	N/A
6/30/2021	Issuance	500,000	Common	\$1.17	No	Kristian Giordano	Consulting	R	N/A
6/30/2021	Issuance	225,000	Common	\$1.17	No	Glushon Sports Management (David Glushon)	Consulting	R	N/A
6/30/2021 12/31/2021	Issuance Cancellation	250,000 250,000	Common	\$1.17	No	1744 Entertainment LLC (Rick Fox)	Consulting	R	N/A
6/30/2021	Issuance	500,000	Common	\$1.17	No	Griffin Rolander	Consulting	R	N/A
6/30/2021	Issuance	500,000	Common	\$1.17	No	Jacob Watton	Consulting	R	N/A
7/6/2021	Cancellation	9,350	Series B Preferred	N/A	N/A	Brian Foote	N/A	N/A	N/A
7/1/2021	Issuance	125,000	Common	\$1.07	No	John Sawins	Consulting	R	N/A
7/1/2021	Issuance	200,000	Common	\$1.07	No	Frak Lopez	Consulting	R	N/A
7/1/2021 12/31/2021	Issuance Cancellation	100,000 100,000	Common	\$1.20	No	Doug Wong	Consulting	R	N/A
7/1/2021 12/31/2021	Issuance Cancellation	42,033 42,033	Common	\$1.17	No	Doug Wong	Consulting	R	N/A
7/1/2021	Issuance	25,000	Common	\$0.835	No	Jared Raskind	Consulting	R	N/A
7/1/2021	Issuance	25,000	Common	\$1.07	No	David Nhim	Consulting	R	N/A
7/1/2021	Issuance	500,000	Common	\$0.81	No	Luna Capital Partners, Inc. (Robert Luna)	Consulting	R	N/A
7/9/2021 12/31/2021	Issuance Cancellation	150,000 150,000	Common	\$1.05	No	Steve Lewis	Consulting	R	N/A
7/12/2021 12/31/2021	Issuance Cancellation	30,000 30,000	Common	\$1.015	No	HSI (Emanuel Hudson)	Consulting	R	N/A
7/12/2021 12/31/2021	Issuance Cancellation	150,000 150,000	Common	\$1.015	No	Michael Norman	Consulting	R	N/A
7/21/2021	Issuance	150,000	Common	\$0.9756	No	William Hoagland	Consulting	R	N/A

[Signature Page to Promissory Note]

7/24/2021	Issuance	50,000	Common	\$0.949	No	Semi Radradra	Consulting	R	N/A
7/29/2021	Issuance	3,000,000	Common	\$0.901	No	Red Rock Development Group, LLC (Brian Innes, Manager)	Consulting	R	N/A
8/11/2021	Issuance	500,000	Common	\$0.8619	No	Robert Cornish	Consulting	R	N/A
9/7/2021	Issuance	47,170	Common	\$1.06	No	Todd Glaser	Consulting	R	N/A
9/7/2021	Issuance	53,192	Common	\$0.94	No	Robert Machado	Consulting	R	N/A
9/17/2021	Issuance	262,500	Common	\$0.86	No	TBP Entertainment, Inc. (John Dennis)	Consulting	R	N/A
9/17/2021	Issuance	131,250	Common	\$0.86	No	John Dennis	Consulting	R	N/A
9/17/2021	Issuance	18,750	Common	\$0.86	No	Farris, Self & Moore LLC (Stephanie Self)	Consulting	R	N/A
9/17/2021	Issuance	37,500	Common	\$0.86	No	Creative Artists Agency (Angie Rho)	Consulting	R	N/A
9/21/2021 12/31/2021	Issuance Cancellation	123,457 123,457	Common	\$0.81	No	Jonathan Gornbein	Consulting	R	N/A
9/22/2021 12/31/2021	Issuance Cancellation	375,000 375,000	Common	\$0.8398	No	Matthew Boormeester	Consulting	R	N/A
9/22/2021 12/31/2021	Issuance Cancellation	375,000 375,000	Common	\$0.8398	No	Brian Boormeester	Consulting	R	N/A
9/24/2021 12/31/2021	Issuance Cancellation	100,000 100,000	Common	\$0.8698	No	Brice Turner	Consulting	R	N/A
9/24/2021	Issuance	400,000	Common	\$0.8698	No	Dustin Lynch	Consulting	R	N/A
9/24/2021	Issuance	50,000	Common	\$0.8698	No	Brad Belanger	Consulting	R	N/A
9/24/2021	Issuance	287,422	Common	\$0.8698	No	Peter Schulte	Consulting	R	N/A
9/28/2021	Issuance	68,190	Common	\$0.8249	No	Jake Vedder	Consulting	R	N/A
9/30/2021 12/31/2021	Issuance Cancellation	75,000 75,000	Common	\$0.81	No	Doug Wong	Consulting	R	N/A
10/18/2021	Issuance	100,000	Common	\$0.69	No	Elite Entertainment Consultants LLC (Charles Lombardo, Managing Member)	Consulting	R	N/A

[Signature Page to Promissory Note]

10/5/2021	Issuance	129,066	Common	\$0.7748	No	NFT-Zone Pty Ltd. (Julius Tuigamala)	Consulting	R	N/A
11/17/2021	Issuance	2,000,000	Common	\$0.5804	No	Red Rock Development Group, LLC (Brian Innes, Manager)	Consulting	R	N/A
11/18/2021	Issuance	7,500,000	Common	\$0.28	No	George Sharp	Consulting	R	N/A
11/10/2021	Issuance	20,000,000	Common	\$0.20	No	Charger Corporation (Louis Sapi)	Cash – Warrant Exercise	R	N/A
12/23/2021 12/31/2021	Issuance Cancellation	1,275,000 1,275,000	Common	\$0.394	No	Brighton Capital Partners, LLC (Lucas Hales, Manager)	Termination Fee	R	N/A
12/22/2021	Conversion of Series B Preferred to Common	4,670,000 (467)	Common Series B Preferred	N/A	No	Brian Bewley	Conversion	R	N/A
12/22/2021	Conversion of Series B Preferred to Common	1,000,000 (100)	Common Series B Preferred	N/A	No	Ryan Ballantyne	Conversion	R	N/A
12/6/2021	Conversion of Series B Preferred to Common	16,780,000 (1,678)	Common Series B Preferred	N/A	No	The Stephen L. and Sandra M. Foote Revocable Trust (Stephen L. and Sandra M. Foote, Trustees)	Conversion	R	N/A
12/6/2021	Conversion of Series B Preferred to Common	5,090,000 (509)	Common Series B Preferred	N/A	No	Adam Wolfe	Conversion	R	N/A
12/6/2021	Conversion of Series B Preferred to Common	5,840,000 (584)	Common Series B Preferred	N/A	No	Glenn Grider	Conversion	R	N/A
12/6/2021	Conversion of Series B Preferred to Common	4,670,000 (467)	Common Series B Preferred	N/A	No	Nicolas Kenagy	Conversion	R	N/A
12/6/2021	Conversion of Series B Preferred to Common	2,000,000 (200)	Common Series B Preferred	N/A	No	Ryan Ballantyne	Conversion	R	N/A
12/6/2021	Conversion of Series B Preferred to Common	460,000 (46)	Common Series B Preferred	N/A	No	John Wadman	Conversion	R	N/A
12/14/2021	Conversion of Series B Preferred to Common	1,300,000 (130)	Common Series B Preferred	N/A	No	James J Blom Declaration of Trust (James J Blom Trustee)	Conversion	R	N/A
12/14/2021	Conversion of Series B Preferred to Common	1,520,000 (152)	Common Series B Preferred	N/A	No	John Halligan	Conversion	R	N/A
12/14/2021	Conversion of Series B Preferred to Common	1,400,000 (140)	Common Series B Preferred	N/A	No	RKJLB Inc. (Rory Linehan)	Conversion	R	N/A

[Signature Page to Promissory Note]

12/20/2021	Conversion of Series B Preferred to Common	460,000 (46)	Common Series B Preferred	N/A	No	Lee Christopher Sanudo	Conversion	R	N/A
12/20/2021	Conversion of Series B Preferred to Common	1,160,000 (116)	Common Series B Preferred	N/A	No	Early Bird LLC (Steve Gerritsen – contact person)	Conversion	R	N/A
12/6/2021	Conversion of Series B Preferred to Common	2,000,000 (200)	Common Series B Preferred	N/A	No	Christopher Chiricella	Conversion	R	N/A
12/6/2021	Conversion of Series B Preferred to Common	20,000,000 (2,000)	Common Series B Preferred	N/A	No	Mark Grado	Conversion	R	N/A
12/16/2021	Conversion of Series B Preferred to Common	4,670,000 (467)	Common Series B Preferred	N/A	No	Anthony Sanudo	Conversion	R	N/A
12/16/2021	Conversion of Series B Preferred to Common	6,370,000 (637)	Common Series B Preferred	N/A	No	Bryce Howard Dixon	Conversion	R	N/A
11/19/2021	Redemption	215	Series B Preferred	\$1.00	No	Jose Colchao	Redemption	R	N/A
1/3/2022	Issuance	4,000,000	Common	\$0.2801	No	HUMBL CL SPA (Attn: Juan Pablo Morales)	Settlement	R	N/A
1/21/2022	Issuance	75,000	Common	\$0.2641	No	MF Asesorias e Inversiones SpA (Marianela Fuentealba)	Consulting	R	N/A
1/21/2022	Issuance	50,000	Common	\$0.2641	No	Comando SpA (Marianela Fuentealba)	Consulting	R	N/A
1/21/2022	Issuance	50,000	Common	\$0.2641	No	Marianela Fuentealba	Consulting	R	N/A
1/21/2022	Issuance	10,000,000	Common	\$0.20	No	Forwardly, Inc. (George Sharp CEO)	Warrant Exercise	R	N/A
1/3/2022	Conversion of Series B Preferred to Common	1,400,000 (140)	Common Series B Preferred	N/A	No	RKJLB Inc. (Rory Linehan)	Conversion	R	N/A
1/3/2022	Conversion of Series B Preferred to Common	3,030,000 (303)	Common Series B Preferred	N/A	No	Ryan Ballantyne	Conversion	R	N/A
1/3/2022	Conversion of Series B Preferred to Common	460,000 (46)	Common Series B Preferred	N/A	No	John Wadman	Conversion	R	N/A
1/3/2022	Conversion of Series B Preferred to Common	5,840,000 (584)	Common Series B Preferred	N/A	No	Glenn Grider	Conversion	R	N/A
1/3/2022	Conversion of Series B Preferred to Common	16,780,000 (1,678)	Common Series B Preferred	N/A	No	The Stephen L. and Sandra M. Foote Revocable Trust (Stephen L. and Sandra M. Foote, Trustees)	Conversion	R	N/A

[Signature Page to Promissory Note]

1/3/2022	Conversion of Series B Preferred to Common	460,000 (46)	Common Series B Preferred	N/A	No	Michael Cradeur	Conversion	R	N/A
1/3/2022	Conversion of Series B Preferred to Common	5,090,000 (509)	Common Series B Preferred	N/A	No	Adam Wolfe	Conversion	R	N/A
1/5/2022	Conversion of Series B Preferred to Common	3,000,000 (300)	Common Series B Preferred	N/A	No	Christopher Chirichella	Conversion	R	N/A
1/5/2022	Conversion of Series B Preferred to Common	510,000 (51)	Common Series B Preferred	N/A	No	Jose Colchao	Conversion	R	N/A
1/10/2022	Conversion of Series B Preferred to Common	12,060,000 (1,206)	Common Series B Preferred	N/A	No	Jeffrey Hinshaw	Conversion	R	N/A
1/10/2022	Conversion of Series B Preferred to Common	14,350,000 (1,435)	Common Series B Preferred	N/A	No	Michele Rivera	Conversion	R	N/A
1/10/2022	Conversion of Series B Preferred to Common	5,840,000 (584)	Common Series B Preferred	N/A	No	Karen Garcia	Conversion	R	N/A
1/10/2022	Conversion of Series B Preferred to Common	1,520,000 (152)	Common Series B Preferred	N/A	No	John Halligan	Conversion	R	N/A
1/12/2022	Conversion of Series B Preferred to Common	1,300,000 (130)	Common Series B Preferred	N/A	No	James J Blom Declaration of Trust (James J Blom Trustee)	Conversion	R	N/A
1/12/2022	Conversion of Series B Preferred to Common	1,110,000 (111)	Common Series B Preferred	N/A	No	Early Bird LLC (Steve Gerritsen – contact person)	Conversion	R	N/A
1/18/2022	Conversion of Series B Preferred to Common	2,330,000 (233)	Common Series B Preferred	N/A	No	Jim Yeager	Conversion	R	N/A
1/25/2022	Conversion of Series B Preferred to Common	400,000 (40)	Common Series B Preferred	N/A	No	Christopher Chirichella	Conversion	R	N/A
1/27/2022	Conversion of Series B Preferred to Common	28,030,000 (2,803)	Common Series B Preferred	N/A	No	Mark Grado	Conversion	R	N/A
1/27/2022	Conversion of Series B Preferred to Common	2,330,000 (233)	Common Series B Preferred	N/A	No	Bonnie Foote	Conversion	R	N/A
1/31/2022	Conversion of Series B Preferred to Common	1,060,000 (106)	Common Series B Preferred	N/A	No	Nancy Angell	Conversion	R	N/A
1/31/2022	Conversion of Series B Preferred to Common	3,880,000 (388)	Common Series B Preferred	N/A	No	Jeffrey Hinshaw	Conversion	R	N/A

[Signature Page to Promissory Note]

1/31/2022	Conversion of Series B Preferred to Common	2,000,000 (200)	Common Series B Preferred	N/A	No	Peter Sacco	Conversion	R	N/A
2/1/2022	Conversion of Series B Preferred to Common	460,000 (46)	Common Series B Preferred	N/A	No	Lee Christopher Sanudo	Conversion	R	N/A
2/1/2022	Conversion of Series B Preferred to Common	1,820,000 (182)	Common Series B Preferred	N/A	No	Ryan Ballantyne	Conversion	R	N/A
2/1/2022	Conversion of Series B Preferred to Common	1,240,000 (124)	Common Series B Preferred	N/A	No	Jennifer Edgerton	Conversion	R	N/A
2/1/2022	Conversion of Series B Preferred to Common	3,500,000 (350)	Common Series B Preferred	N/A	No	Glen Grider	Conversion	R	N/A
2/1/2022	Conversion of Series B Preferred to Common	840,000 (84)	Common Series B Preferred	N/A	No	RKJLB Inc. (Rory Linehan)	Conversion	R	N/A
2/1/2022	Conversion of Series B Preferred to Common	1,900,000 (190)	Common Series B Preferred	N/A	No	Christopher Chirichella	Conversion	R	N/A
2/1/2022	Conversion of Series B Preferred to Common	280,000 (28)	Common Series B Preferred	N/A	No	John Wadman	Conversion	R	N/A
2/4/2022	Conversion of Series B Preferred to Common	630,000 (63)	Common Series B Preferred	N/A	No	Nancy Angell	Conversion	R	N/A
2/4/2022	Conversion of Series B Preferred to Common	290,000 (29)	Common Series B Preferred	N/A	No	Jose Colchao	Conversion	R	N/A
2/4/2022	Conversion of Series B Preferred to Common	3,050,000 (305)	Common Series B Preferred	N/A	No	Adam Wolfe	Conversion	R	N/A
2/4/2022	Conversion of Series B Preferred to Common	1,400,000 (140)	Common Series B Preferred	N/A	No	Bonnie Foote	Conversion	R	N/A
2/10/2022	Conversion of Series B Preferred to Common	10,060,000 (1,006)	Common Series B Preferred	N/A	No	The Stephen L. and Sandra M. Foote Revocable Trust (Stephen L. and Sandra M. Foote, Trustees)	Conversion	R	N/A
2/11/2022	Conversion of Series B Preferred to Common	4,990,000 (499)	Common Series B Preferred	N/A	No	McDougal and Duncan LLC (Tom McDougal)	Conversion	R	N/A
2/11/2022	Conversion of Series B Preferred to Common	630,000 (63)	Common Series B Preferred	N/A	No	Early Bird LLC (Steve Gerritsen – contact person)	Conversion	R	N/A
2/16/2022	Conversion of Series B Preferred to Common	1,340,000 (134)	Common Series B Preferred	N/A	No	Dylan Rachman	Conversion	R	N/A

[Signature Page to Promissory Note]

2/23/2022	Conversion of Series B Preferred to Common	780,000 (78)	Common Series B Preferred	N/A	No	James J Blom Declaration of Trust (James J Blom Trustee)	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	10,060,000 (1,006)	Common Series B Preferred	N/A	No	The Stephen L. and Sandra M. Foote Revocable Trust (Stephen L. and Sandra M. Foote, Trustees)	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	1,800,000 (180)	Common Series B Preferred	N/A	No	Christopher Chirichella	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	1,820,000 (182)	Common Series B Preferred	N/A	No	Ryan Ballantyne	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	280,000 (28)	Common Series B Preferred	N/A	No	John Wadman	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	11,960,000 (1,196)	Common Series B Preferred	N/A	No	Jeffrey Hinshaw	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	33,640,000 (3,364)	Common Series B Preferred	N/A	No	Mark Grado	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	840,000 (84)	Common Series B Preferred	N/A	No	RKJLB Inc. (Rory Linehan)	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	3,500,000 (350)	Common Series B Preferred	N/A	No	Glenn Grider	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	1,400,000 (140)	Common Series B Preferred	N/A	No	Bonnie Foote	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	3,220,000 (322)	Common Series B Preferred	N/A	No	Karen Garcia	Conversion	R	N/A
3/2/2022	Conversion of Series B Preferred to Common	280,000 (28)	Common Series B Preferred	N/A	No	Jose Colchao	Conversion	R	N/A
3/25/2022	Issuance	13,200,000	Common	\$0.1689	No	BizSecure, Inc. (Alfonso Arana Sr.)	Acquisition	R	N/A
3/25/2022	Issuance	8,962,036	Common	\$0.1674	No	Gustavo Moya Ortiz	Acquisition	R	N/A
3/25/2022	Cancellation	175,000	Common	\$1.07	No	Frak Lopez	Consulting	N/A	N/A
3/25/2022	Cancellation	4,900	Series B Preferred	N/A	N/A	HUMBL Holdings, LLC (Brian Foote)	N/A	N/A	N/A
1/3/2022	Issuance	500,000	Common	\$0.6199	N/A	Rob Cornish	Consulting	R	N/A

[Signature Page to Promissory Note]

1/3/2022	Issuance	500,000	Common	\$0.28	N/A	Luna Capital Partners, Inc. (Rob Luna)	Consulting	R	N/A
3/25/2022	Issuance	500,000	Common	\$0.1689	N/A	Rob Cornish	Consulting	R	N/A
3/7/2022	Conversion of Series B Preferred to Common	3,050,000 (305)	Common Series B Preferred	N/A	No	Adam Wolfe	Conversion	R	N/A
3/7/2022	Conversion of Series B Preferred to Common	630,000 (63)	Common Series B Preferred	N/A	No	Nancy Angell	Conversion	R	N/A
3/14/2022	Conversion of Series B Preferred to Common	280,000 (28)	Common Series B Preferred	N/A	No	Lee Christopher Sanudo	Conversion	R	N/A
3/14/2022	Conversion of Series B Preferred to Common	500,000 (50)	Common Series B Preferred	N/A	No	Dylan Rachman	Conversion	R	N/A
3/14/2022	Conversion of Series B Preferred to Common	610,000 (61)	Common Series B Preferred	N/A	No	Early Bird LLC (Steve Gerritsen – contact person)	Conversion	R	N/A
3/14/2022	Conversion of Series B Preferred to Common	780,000 (78)	Common Series B Preferred	N/A	No	James J Blom Declaration of Trust (James J Blom Trustee)	Conversion	R	N/A
Shares Outstanding on December 31, 2021	Ending Balance:								
	Common: 1,023,039,433 Preferred A: 7,000,000 Preferred B: 544,759								
March 30, 2022	Common: 1,281,341,469 Preferred A: 7,000,000 Preferred B: 517,795								

B. List below and describe any issuance of Promissory Notes, Convertible Notes, or Convertible Debentures. In responding to this item, please provide the date of execution of the Note or the Agreement, a description of the reason for the issuance, the outstanding balance and any interest accrued. Provide the maturity dates for each Note or Agreement, their conversion terms, names of beneficial owners or holders and the exact class of security such Notes or Agreement may be converted to. Also, specify if the Note is Secured or Unsecured and whether or not it is in Default.

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.)
12/23/2020	112,500	112,500	9,197	12/23/2022	Convertible at \$0.60 per share	Kevin Levine	Working Capital

[Signature Page to Promissory Note]

12/23/2020	112,500	112,500	9,197	12/23/2022	Convertible at \$0.60 per share	Judith Levine	Working Capital
4/14/2021	3,300,000	3,300,000	235,328	7/14/2022	Convertible at \$3.15 per share	Brighton Capital Partners, LLC (Lucas Hale, Manager)	Working Capital
5/13/2021	45,900	45,900	2,328	3/13/2023	Convertible at \$1.00 per share	Scottish Isles Investing LLC (Becky Moore)	Working Capital
5/13/2021	336,600	336,600	17,069	3/13/2023	Convertible at \$1.00 per share	The Strider Lir Trust (Brian Kirchoff)	Working Capital
5/13/2021	420,750	420,750	21,336	3/13/2023	Convertible at \$1.00 per share	Maize and Gray, LLC (Richard Shebib II)	Working Capital
5/17/2021	1,020,000	1,020,000	50,833	3/17/2023	Convertible at \$1.00 per share	Archura Capital Pty Ltd (Julius Tuigamala)	Working Capital
5/19/2021	497,250	497,250	24,564	3/19/2023	Convertible at \$1.00 per share	KWP 50, LLC (Kendall Prince)	Working Capital
5/19/2021	76,500	76,500	3,779	3/19/2023	Convertible at \$1.00 per share	CMP 76, LLC (Christina Pelz)	Working Capital
5/19/2021	153,000	153,000	7,558	3/19/2023	Convertible at \$1.00 per share	North Falls Investments LLP (Kendal Madsen)	Working Capital
6/3/2021	5,000,000	5,000,000	144,521	12/3/2022	No conversion terms	Juan Luis Gonzalez	Acquisition
6/3/2021	5,000,000	5,000,000	144,521	12/3/2022	No conversion terms	Javier Gonzalez	Acquisition
6/3/2021	150,000	150,000	9,123	5/20/2050	No conversion terms	EIDL Loan – Small Business Administration (US)	Assumed in acquisition
6/3/2021	0	557	0	6/1/2022	No conversion terms	PPP Loan – repaid in full	Assumed in acquisition
6/21/2021	382,500	382,500	16,136	4/21/2023	Convertible at \$1.00 per share	Infinity Block Investment LLC (Jordan Smith)	Working Capital
6/21/2021	382,500	382,500	16,136	4/21/2023	Convertible at \$1.00 per share	Murtaugh Group LLC (Rebecca Williams)	Working Capital
6/30/2021	6,525,000	6,525,000	164,466	12/31/2022	Convertible at \$1.20 per share	Phantom Power LLC (Doug Brandt)	Acquisition
6/30/2021	975,000	975,000	24,575	12/31/2022	Convertible at \$1.20 per share	Kevin Childress	Acquisition
6/30/2021	435,000	435,000	10,964	4/1/2022	No conversion terms	Phantom Power LLC (Doug Brandt)	Acquisition
6/30/2021	65,000	65,000	1,638	4/1/2022	No conversion terms	Kevin Childress	Acquisition
6/30/2021	271,250	271,250	4,072	12/31/2022	No conversion terms	Richard Brandt	Assumed in acquisition
6/30/2021	215,000	215,000	3,222	12/31/2022	No conversion terms	Doug Childress	Assumed in acquisition
6/30/2021	0	66,117	0	5/5/2022	No conversion terms	PPP Loan – forgiven in Nov 2021	Assumed in acquisition
6/30/2021	250,000	250,000	2,514	7/30/2022	No conversion terms	Griffin Rolander	Settlement

[Signature Page to Promissory Note]

6/30/2021	250,000	250,000	2,514	7/30/2022	No conversion terms	Jacob Watton	Settlement
8/30/2021	153,000	153,000	4,113	6/30/2023	Convertible at \$0.90 per share	Hahanakai LLC (Cathleen Peters)	Working Capital
11/12/2021	306,000	306,000	8,227	9/12/2023	Convertible at \$0.60 per share	Joy Corbin	Working Capital
2/22/2022	3,000,000	3,000,000	0	2/22/2025	No conversion terms	Sartorii, LLC (Stephen Foote, Manager)	Working Capital

No notes are in default and are all unsecured.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 17 Material Contracts.

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through www.OTCIQ.com or was entered into not more than two years before such posting. Also include the following contracts:

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;
- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

[Signature Page to Promissory Note]

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

Exhibit List for December 31, 2021 Annual Report – Separately submitted on OTCIQ

- 1.1 BizSecure, Inc. Asset Purchased Agreement dated February 12, 2022
- 1.2 Sartorii, LLC Promissory Note dated February 22, 2022
- 1.3 Ixaya Business SA de CV Stock Purchase Agreement dated March 3, 2022
- 1.4 Sartorii, LLC Promissory Note dated March 30, 2022

Item 18 Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

There are no amendments made to the Articles of Incorporation or Bylaws since last submitted.

Item 19 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

In the following tabular format, provide the information specified in paragraph (B) of this Item 19 with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item 19) of shares or other units of any class of the issuer's equity securities.

ISSUER PURCHASES OF EQUITY SECURITIES
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[Signature Page to Promissory Note]

Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 November 1, 2020 – November 30, 2020	550,000,000 shares of common stock 7,000,000 shares of Series A Preferred Stock ⁽¹⁾	\$0.00000718		
Month #2 February 1, 2021 – February 28, 2021	330,374 shares of Series B Preferred Stock ⁽²⁾	\$0.00001		
Month #3 July 1, 2021 – July 31, 2021	150,000 shares of common stock ⁽³⁾	\$0.9756		
Month #4 September 1, 2021 – September 30, 2021	287,422 shares of common stock ⁽⁴⁾	\$0.8698		
Total	550,437,422 shares of common stock 7,000,000 shares of Series A Preferred Stock 330,374 shares of Series B Preferred Stock			

(1) These shares were purchased by our CEO, Brian Foote, from the then-current CEO of Tesoro Enterprises, Inc., Henry Boucher.

[Signature Page to Promissory Note]

- (2) These shares were issued to the following Affiliated Purchasers in connection with the merger between HUMBL LLC and Tesoro Enterprises, Inc.:
(a) 249,707 to HUMBL Holdings, LLC (Brian Foote); (b) 40,269 to Jeffrey Hinshaw; (c) 28,715 to Michele Rivera; and (d) 11,683 to Karen Garcia.
(3) These shares were issued to William B. Hoagland, one of our directors.
(4) These shares were issued to Peter Schulte, one of our directors.

A. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).
2. The average price paid per share (or unit) (Column (b)).
3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).
4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

Instructions to paragraphs (B)(3) and (B)(4) of this Item 20:

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
- b. By footnote to the table, indicate:
 - i. The date each plan or program was announced;
 - ii. The dollar amount (or share or unit amount) approved;
 - iii. The expiration date (if any) of each plan or program;
 - iv. Each plan or program that has expired during the period covered by the table; and
 - v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

B. For purposes of this Item 19, "Affiliated Purchaser" means:

1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or

[Signature Page to Promissory Note]

2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; *provided, however*, that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

Item 20 Issuer's Certifications.

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).

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).

The certifications shall follow the format below:

I, Brian Foote certify that:

1. I have reviewed this Annual Report of HUMBL, Inc. for the fiscal year ended December 31, 2021;
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.

03/31/2022

/s/ Brian Foote, CEO

Principal Financial Officer:

I, Jeffrey Hinshaw certify that:

1. I have reviewed this Annual Report of HUMBL, Inc. for the fiscal year ended December 31, 2021;
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.

03/31/2022

/s/ Jeffrey Hinshaw, CFO

[Signature Page to Promissory Note]