

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Earth Gen-Biofuel Inc.

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Salem OR 97301

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Annual Report
For the Period Ending: December 31, 2020
(the "Reporting Period")

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

489,825,294

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

397,511,627

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

460,300,294

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

Yes: No:

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

Yes: No:

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

Yes: No:

¹ "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.

OTC Markets Group Inc.

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

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

Earth Gen Biofuel Inc.

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

Nevada (Active)

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

None

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

None

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

1375 Front Street NE, Salem OR 97301

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

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

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

Yes: No:

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

None

2) Security Information

Trading symbol:	<u>EGBB</u>
Exact title and class of securities outstanding:	<u>Common Stock, Preferred Stock, Warrants</u>
CUSIP:	<u>27031P 209</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>690,000,000</u> as of date: <u>June 30, 2021</u>
Total shares outstanding:	<u>489,825,294</u> as of date: <u>June 30, 2021</u>

Number of shares in the Public Float²: 29,650,294 as of date: June 30, 2021
 Total number of shareholders of record: 864 as of date: June 30, 2021

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

Trading symbol: _____
 Exact title and class of securities outstanding: _____
 CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Equiniti
 Phone: 303-282-4800
 Email: michaelie.wingo@equiniti.com
 Address: 3200 Cherry Lane Drive South # 430 Denver CO 80209

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12-31-2018</u> Common: 209,134,354 Preferred: <u>000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned)	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	Individual/ Entity Shares were issued to (entities must have individual with voting / investment	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

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

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

	to treasury)				issuance? (Yes/No)	control disclosed).	Services Provided		
<u>1/2/19</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.004</u>	<u>Yes</u>	<u>Chris Beckley</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Giwseppe Bonacane</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Bonnie Ensminger</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Kevin Candiotty</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>James Agnew</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>George Bachelor</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Manchester Providence</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2/20/19</u>	<u>Issue</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Jeff Frias</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/15/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Henrick Frank</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/02/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Alice Alvarez</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/02/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Robert Candalera</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>800,000</u>	<u>Common</u>	<u>\$0.001 3</u>	<u>Yes</u>	<u>Kent Chesman</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2/28/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.001 3</u>	<u>Yes</u>	<u>Kent Chesman</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2/20/19</u>	<u>Issue</u>	<u>1,200,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Jeff Fres</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/15/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>James Foreman</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/15/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Jeff Miller</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/15/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>John Ashworth</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2/28/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Sarah Hendren</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>

<u>1/2/19</u>	<u>Issue</u>	<u>12,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Courtney Fink</u>	<u>Compensatio n</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>12,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Whitney Fink</u>	<u>Compensatio n</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>12,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Paper Ladies (Jill Fink CEO)</u>	<u>Compensatio n</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/2/19</u>	<u>Issue</u>	<u>70,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Robert Hayes</u>	<u>Compensatio n</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/15/19</u>	<u>Issue</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Orbital Group Inc. (Elwood Sprenger CEO)</u>	<u>Compensatio n</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1/15/19</u>	<u>Issue</u>	<u>7,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Paper Ladies (Jill Fink CEO)</u>	<u>Compensatio n</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2/28/19</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Richard Lazarow</u>	<u>Compensatio n</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>4/17/2019</u>	<u>Issue</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Lance Hall</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>4/17/2019</u>	<u>Issue</u>	<u>125,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Cody Poirier</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>4/17/2019</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Dean ivy</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>4/17/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Sandra Candiotty</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>4/17/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Flying Goshawk Enterprises Inc.</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>4/17/2019</u>	<u>Issue</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Sigmund Rudowicz</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>5/10/2019</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Anthony Thompson</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>7/31/2019</u>	<u>Issue</u>	<u>6,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Logitech Shipping Inc.</u>	<u>CASH</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>7/31/2019</u>	<u>Issue</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Darren Candiotty</u>	<u>Compensatio n</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>

<u>7/31/2019</u>	<u>Issue</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Edge Management Group</u>	<u>Compensation</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Anthony Tricoli</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Ernest Baydo Jr.</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Sonya Wheeler</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Lisa Wilcox</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Tiny Houses USA LLC</u>	<u>Compensation</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Larry Belcamino</u>	<u>Compensation</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Brent Roush</u>	<u>Compensation</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Brent Roush</u>	<u>Compensation</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Brent Roush</u>	<u>Compensation</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/22/2019</u>	<u>Issue</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Brent Roush</u>	<u>Compensation</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9/05/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Sonya Wheeler</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>8/30/2019</u>	<u>Issue</u>	<u>15,000,000</u>	<u>Warrants (1)</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Logitech Shipping Inc.</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9/05/2019</u>	<u>Issue</u>	<u>125,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Madison Wilcox</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9/05/2019</u>	<u>Issue</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Mackenzie Wilcox</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9/05/2019</u>	<u>Issue</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Judson Wilcox</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9/05/2019</u>	<u>Issue</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Roberta Campbell</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9/05/2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Lisa Wilcox</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>

<u>9-27-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Joe Bergeron</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9-27-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Philip Liu</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9/27/2019</u>	<u>Issue</u>	<u>33,400,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Grand Avenue Investments</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9-27-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>David Veit</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9-27-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Mr. and Mrs. Berger</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-04-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Howard Goldberg</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-11-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Nanya Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-11-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Carter Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>David Pottruck</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>200,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Sidney Feltstein</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>900,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Howard Goldberg</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>1,250,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Julie Nelson</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Larry Winsten</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>100,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Ron Liss</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>150,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Sid Ferenc</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>100,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Steve Cherwon</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>150,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Steven Kay</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-14-2019</u>	<u>Issue</u>	<u>100,000</u>	<u>Warrant (2)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>William Dietrich</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>

<u>10-28-2019</u>	<u>Issue</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Gabrielle Fennell</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-28-2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Mary Ann Jackson</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-28-2019</u>	<u>Issue</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>William Jones</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-28-2019</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Sarah Neeley</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>10-28-2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Anthony Pettingil</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-06-2019</u>	<u>Issue</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Justin Roush</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-06-2019</u>	<u>Issue</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Kayla Roush</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-19-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Marc Solomon</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-22-2019</u>	<u>Issue</u>	<u>50,000</u>	<u>Preferred</u>	<u>NA</u>	<u>Yes</u>	<u>Edge Management Group Inc</u>	<u>Services</u>	<u>Restricted, Non-Voting</u>	<u>4(2)(a) Exemption</u>
<u>11-22-2019</u>	<u>Issue</u>	<u>30,000</u>	<u>Preferred</u>	<u>NA</u>	<u>Yes</u>	<u>Logitech shipping Inc.</u>	<u>Cash</u>	<u>Restricted, Non-Voting</u>	<u>4(2)(a) Exemption</u>
<u>12-27-2019</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Fred Levanger</u>	<u>Services</u>	<u>Restricted,</u>	<u>4(2)(a) Exemption</u>
<u>11-27-2019</u>	<u>Issue</u>	<u>8,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Scott Corder</u>	<u>Cash</u>	<u>Restricted,</u>	<u>4(2)(a) Exemption</u>
<u>12-27-2019</u>	<u>Issue</u>	<u>227,273</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Steve Malloy</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>12-27-2019</u>	<u>Issue</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.005</u>	<u>Yes</u>	<u>Robert Hayes</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>12-27-2019</u>	<u>Issue</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Dean Ivy</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1-06-2020</u>	<u>Issue</u>	<u>5,720,000</u>	<u>Warrant (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Nanya Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1-06-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrant (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Carter Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1-06-2020</u>	<u>Issue</u>	<u>2,000,000</u>	<u>Warrant (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>David Veit</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>

<u>1-08-2020</u>	<u>Issue</u>	<u>8,000,000</u>	<u>Warrant (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Pazouki Defined Ben Plan</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1-14-2020</u>	<u>Issue</u>	<u>8,000,000</u>	<u>Warrant (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>PJ Drugstore Defined Ben Plan</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1-15-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrant (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Joseph Bergeron</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>1-15-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrant (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Marck Solomon</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2-3-2020</u>	<u>Issue</u>	<u>175,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Mykelini Forester</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2-03-2020</u>	<u>Issue</u>	<u>37,500</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Kahah Porcha</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2-03-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Carl Schneider</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2-18-2020</u>	<u>Issue</u>	<u>16,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Grand Avenue Series 3</u>	<u>Cash</u>	<u>Restricted</u>	<u>Cashless Exercise</u>
<u>2-18-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Marc Joseph</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>2-20-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Lawrence Lee</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>6-29-2020</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Nga Huynh</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>6-09-2020</u>	<u>Issue</u>	<u>24,300</u>	<u>Preferred</u>	<u>NA</u>	<u>Yes</u>	<u>Logitech Shipping Inc.</u>	<u>Debt Conversion</u>	<u>Restricted, Non-voting</u>	<u>4(2)(a) Exemption</u>
<u>6-29-2020</u>	<u>Issue</u>	<u>1,621,667</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Sandra Candiotty</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>6-29-2020</u>	<u>Issue</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Robert Hayes</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>6-29-2020</u>	<u>Issue</u>	<u>44,000</u>	<u>Preferred</u>	<u>NA</u>	<u>Yes</u>	<u>Edge Management Group Inc.</u>	<u>Service</u>	<u>Restricted, Non Voting</u>	<u>4(2)(a) Exemption</u>
<u>7-21-2020</u>	<u>Issue</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Ronald Blair</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>7-31-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Mayer Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>

<u>8-04-2020</u>	<u>Issue</u>	<u>8,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Philip Liu</u>	<u>Cash</u>	<u>Restricted,</u>	<u>4(2)(a) Exemption</u>
<u>8-09-2020</u>	<u>Issue</u>	<u>24,286</u>	<u>Preferred</u>	<u>NA</u>	<u>Yes</u>	<u>Logitech Shipping Inc.</u>	<u>Debt Conversion</u>	<u>Restricted, Non-Voting</u>	<u>4(2)(a) Exemption</u>
<u>8-10-2020</u>	<u>Issue</u>	<u>8,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Joel Piser</u>	<u>Cash</u>	<u>Restricted,</u>	<u>4(2)(a) Exemption</u>
<u>8-20-2020</u>	<u>Issue</u>	<u>7,000,000</u>	<u>Common</u>	<u>\$0.012</u>	<u>Yes</u>	<u>Logitech Shipping Inc.</u>	<u>Cash</u>	<u>Restricted,</u>	<u>4(2)(a) Exemption</u>
<u>8-20-2020</u>	<u>Issue</u>	<u>3,500,000</u>	<u>Common</u>	<u>\$0.012</u>	<u>Yes</u>	<u>Maurice Vanderlinden</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9-29-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>David Rockman</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>9-29-2020</u>	<u>Issue</u>	<u>12,350,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Silver Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-20-2020</u>	<u>Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Kevin Candiotty</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-04-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Mayer Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-06-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Lee Cooper</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-20-2020</u>	<u>Issue</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Lisa Wilcox</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-20-2020</u>	<u>Issue</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Staci Barcourt</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>11-20-2020</u>	<u>Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Sarah Neely</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>12-17-2020</u>	<u>Issue</u>	<u>4,000,000</u>	<u>Warrants (1)</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Klapper Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>12-29-2020</u>	<u>Issue</u>	<u>454,500</u>	<u>Common</u>	<u>\$0.04</u>	<u>Yes</u>	<u>Steve Malloy</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>12-29-2020</u>	<u>Issue</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>HV Homecenters</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>
<u>12-29-2020</u>	<u>Issue</u>	<u>12,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Paul Klapper</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)(a) Exemption</u>

Shares Outstanding on Date of This Report:	
Ending	Balance
Ending Balance:	
Date <u>12-31-2020</u>	Common:
<u>460,300,294</u>	
	Preferred: <u>172,986</u>

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

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

(1) In connection with the revenue participation promissory notes issued from September 26, 2019 to December 17, 2020, the Company issued cashless exercise warrants to purchase shares of common stock at a price of \$0.02 per share (“the 2019 and 2020 warrants”). Each warrant is exercisable commencing on the issuance date and ending on 5:00 p.m. New York time on December 15, 2023.

(2) Cashless Exercise Warrants issued for services. Each warrant is exercisable commencing on the issuance date and ending on 5:00 p.m. New York time on the

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>6-29-2015</u>	<u>\$2,000</u>	<u>\$2,000.00</u>	<u>\$520.00</u>	<u>7/30/2015</u>	<u>None</u>	<u>Sean Kai Dan</u>	<u>Working Capital Loan</u>
<u>7-9-2015</u>	<u>\$1,000</u>	<u>\$1,000</u>	<u>NONE</u>	<u>1/30/2016</u>	<u>None</u>	<u>Elysium Technology Inc. (Affiliated Party-George Shen)</u>	<u>Working Capital Loan</u>
<u>6-28-2014</u>	<u>\$3,000</u>	<u>\$5,000</u>	<u>NONE</u>	<u>9/20/2015</u>	<u>NONE</u>	<u>Sean Kai Dan</u>	<u>Working Capital Loan</u>
<u>6-27-2015</u>	<u>\$2,000</u>	<u>\$2,000</u>	<u>NONE</u>	<u>10/30/2015</u>	<u>NONE</u>	<u>Lucia Kao</u>	<u>Working Capital Loan</u>
<u>6-27-2015</u>	<u>\$2,591</u>	<u>\$3,495.00</u>	<u>NONE</u>	<u>3/15/2016</u>	<u>NONE</u>	<u>Sanalife Marketing Inc. (Affiliated Party-George Shen)</u>	<u>Working Capital Loan</u>

<u>3-24-2016</u>	<u>\$12,000</u>	<u>\$12,000</u>	<u>NONE</u>	<u>11/15/2016</u>	<u>NONE</u>	<u>Lucia Kao</u>	<u>Working Capital Loan</u>
<u>2-2-2016</u>	<u>\$3,500</u>	<u>\$3,500</u>	<u>NONE</u>	<u>12/15/2016</u>	<u>NONE</u>	<u>Sanalife Marketing Inc. (Affiliated Party-George Shen)</u>	<u>Working Capital Loan</u>
<u>4-03-2019</u>	<u>\$24,186</u>	<u>\$24,186</u>	<u>NONE</u>	<u>2/28/2020</u>	<u>NONE</u>	<u>Sandra Candiotty</u>	<u>Working Capital Loan</u>
<u>6-21-2019</u>	<u>97,364</u>	<u>97,364</u>	<u>NONE</u>	<u>6/30/2020</u>	<u>NONE</u>	<u>Logitech Shipping Inc.</u>	<u>Working Capital Loan</u>
<u>9-27-2019</u>	<u>\$280,000 (1)</u>	<u>\$280,000</u>	<u>NONE</u>	<u>12/31/2022</u>	<u>NONE</u>	<u>Grand Avenue Investments</u>	<u>Working Capital Loan</u>
<u>9-27-2019</u>	<u>\$70,000 (1)</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12/31/2022</u>	<u>NONE</u>	<u>Veit Revocable Trust</u>	<u>Working Capital Loan</u>
<u>4-03-2019</u>	<u>\$28,651.52</u>	<u>\$30,000</u>	<u>NONE</u>	<u>2/28/2020</u>	<u>NONE</u>	<u>Sandra Candiotty</u>	<u>Working Capital Loan</u>
<u>9-27-2019</u>	<u>\$70,000 (1)</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12/31/2022</u>	<u>NONE</u>	<u>Philip Liu Revocable Trust</u>	<u>Working Capital Loan</u>
<u>9-27-2019</u>	<u>\$70,000 (1)</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12/31/2022</u>	<u>NONE</u>	<u>Berger Living Trust</u>	<u>Working Capital Loan</u>
<u>10-8-2019</u>	<u>\$70,000 (1)</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2022</u>	<u>NONE</u>	<u>Howard Goldberg</u>	<u>Working Capital Loan</u>
<u>10-10-2019</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2022</u>	<u>NONE</u>	<u>Joseph Bergeron</u>	<u>Working Capital Loan</u>
<u>10-10-2019</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2022</u>	<u>NONE</u>	<u>Carter Trust</u>	<u>Working Capital Loan</u>
<u>10-10-2019</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2022</u>	<u>NONE</u>	<u>Nanya Family Trust</u>	<u>Working Capital Loan</u>
<u>10-31-2019</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2022</u>	<u>NONE</u>	<u>Mark Solomon</u>	<u>Working Capital Loan</u>
<u>11-28-2019</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2022</u>	<u>NONE</u>	<u>Scott Corder</u>	<u>Working Capital Loan</u>
<u>2-18-2020</u>	<u>\$224,000</u>	<u>224,000,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Grand Avenue Series 3</u>	<u>Working Capital Loan</u>

<u>2-18-2020</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2025</u>	<u>NONE</u>	<u>Mark Joseph</u>	<u>Working Capital Loan</u>
<u>2-03-2020</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Carl Schnieder</u>	<u>Working Capital Loan</u>
<u>2-20-2020</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Lawrence Lee</u>	<u>Working Capital Loan</u>
<u>1-06-2020</u>	<u>\$56,000</u>	<u>\$56,000</u>	<u>NONE</u>	<u>12-31-2025</u>	<u>NONE</u>	<u>Carter Trust</u>	<u>Working Capital Loan</u>
<u>1-08-2020</u>	<u>\$126,000</u>	<u>\$126,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Pazouki Defined Ben Plan</u>	<u>Working Capital Loan</u>
<u>1-14-2020</u>	<u>\$126,000</u>	<u>\$126,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>P J Drugstore Defined Ben Plan</u>	<u>Working Capital Loan</u>
<u>1-15-2020</u>	<u>\$56,000</u>	<u>\$56,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Joseph Bergeron</u>	<u>Working Capital Loan</u>
<u>1-15-2020</u>	<u>\$56,000</u>	<u>\$56,000</u>	<u>NONE</u>	<u>12-31-2025</u>	<u>NONE</u>	<u>Marc Solomon</u>	<u>Working Capital Loan</u>
<u>1-08-2020</u>	<u>\$28,000</u>	<u>\$28,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>David Veit</u>	<u>Working Capital Loan</u>
<u>1-06-2020</u>	<u>\$80,000</u>	<u>\$80,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Nanya Trust</u>	<u>Working Capital Loan</u>
<u>8-04-2020</u>	<u>\$56,000</u>	<u>\$56,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Philip Liu</u>	<u>Working Capital Loan</u>
<u>8-1-2020</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2025</u>	<u>NONE</u>	<u>Joel Piser</u>	<u>Working Capital Loan</u>
<u>7-30-2020</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Mayer Trust</u>	<u>Working Capital Loan</u>
<u>8-04-2020</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>NONE</u>	<u>1-31-2022</u>	<u>NONE</u>	<u>Logitech Shipping Inc.</u>	<u>Working Capital Loan</u>
<u>8-04-2020</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>NONE</u>	<u>1-31-2022</u>	<u>NONE</u>	<u>Maurice Vanderlinden</u>	<u>Working Capital Loan</u>
<u>9-29-2020</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>David Rockman</u>	<u>Working Capital Loan</u>
<u>9-30-2020</u>	<u>\$126,000</u>	<u>\$126,000</u>	<u>NONE</u>	<u>12-31-2025</u>	<u>NONE</u>	<u>Silver Trust</u>	<u>Working Capital Loan</u>

<u>11-04-2020</u>	<u>\$56,000</u>	<u>\$56,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Mayer Trust</u>	<u>Working Capital Loan</u>
<u>11-06-2020</u>	<u>\$70,000</u>	<u>\$70,000</u>	<u>NONE</u>	<u>12-31-2024</u>	<u>NONE</u>	<u>Lee Copper</u>	<u>Working Capital Loan</u>
<u>12-17-2020</u>	<u>\$56,000</u>	<u>\$56,000</u>	<u>NONE</u>	<u>12-31-2025</u>	<u>NONE</u>	<u>Klapper Trust</u>	<u>Working Capital Loan</u>
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Financial Statements

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

- U.S. GAAP
 IFRS

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

Name: ELZ Accountancy
Title: _____
Relationship to Issuer: **Outside Accountant from records provided by the company**

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

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

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

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the

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

document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

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

5) Issuer's Business, Products and Services

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

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

Earth Gen Biofuel Inc. is a manufacturer of Park Model RV's. These are manufactured homes that are built to qualify as an RV for building regulations but are constructed as permanently placed homes. Regulations require that when delivered at the factory the home must have no more than a 400 square foot perimeter footprint, but can have a second story under certain conditions that can add up to 350 square feet of living space. Based on zoning requirements of the location for the home owners are allowed to attached extra living space which often brings these homes to close to 850 square feet. The Company designs and builds homes in a factory setting based on proprietary design and building systems.

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

International Housing Concepts Inc. was formed in August of 2018 as a 100% owned subsidiary for manufacturing Park Model RVs.

Microhab, Inc was formed on August 20, 2019 as a 100% owned subsidiary of Earth Gen to design and develop tiny house prototypes. The company utilizes the services of outside design and engineering consultants. It also has built prototype models of some of its design to test the market acceptance of some of the company's new concepts.

Augmat Corporation was formed on October 28, 2019 as a 100% owned subsidiary of Earth Gen as a materials and systems research and development company. The company had limited activity in 2020.

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

The Company's main activity is the manufacture of Park Model RV's. Park Model RVs are manufactured homes that are built to qualify as an RV for building regulations but are constructed as permanently placed homes. Regulations require that when delivered at the factory the home must have no more than a 400 square foot perimeter footprint, but can have a second story under certain conditions that can add up to 350 square feet of living space. Based on zoning requirements of the location for the home owners are allowed to attached extra living space which often brings these homes to close to 850 square feet. International Housing Concepts Inc. was formed to design and build homes in a factory setting based on proprietary design and building systems. The Company also offers design services and consulting services to developers of Tiny Home Communities.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

In August of 2019, the company's subsidiary International Housing Concepts Inc., leased a 70,000 square foot warehouse building in Salem Oregon to serve as its primary manufacturing site of its manufactured housing products. In 2020 International Housing Concepts Inc. leased 4416 square feet of office space in a separate building near the manufacturing facility

The company owns 23.3 acres of land in the high desert of Kern County of California that was purchased for stock and a \$25,000 note in November of 2016. The Company originally acquired the land as a site for growing biofuel crops and the creation of a renewable energy facility. The land is described as undeveloped vacant desert or mountainous in nature. The Company has not commenced farming or the construction of any facilities at the site.

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Robert John Hayes</u>	<u>Sole Director and Sole Officer</u>	<u>Las Vegas, Nevada</u>	<u>80,000,000</u>	<u>Common</u>	<u>17.37%</u>	<u>Mr. Hayes is no longer an officer or director as of March 5, 2021</u>
—	—	—	—	—	—	—

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

9) Third Party Providers

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

Securities Counsel

Name: Lance Brunson
Firm: Brunson Chandler & Jones PLLC
Address 1: 175 South Main, 14th Floor
Address 2: Salt Lake City, UT 64111
Phone: 801-303-5730
Email: lance@bcjlaw.com

Accountant or Auditor

Name: Elaine Zhao
Firm: ELZ Accountancy
Address 1: 20651 Golden Springs Drive
Address 2: Walnut, CA 91789
Phone: 905-594-1503

Email: accountant@elzcpa.com

Investor Relations

Name: Robert Gartzman
Firm: Hayden Financial Corp.
Address 1: 21346 Saint Andrews Blvd.
Address 2: Boca Raton FL 33433
Phone: 800-991-8190
Email: info@egbb.world

Other Service Providers

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

Name: NONE
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Scott DeBo certify that:

1. I have reviewed this Annual Report for the Period Ending December 31, 2020 of Earth Gen-Biofuel Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 12, 2022

/s/ Scott DeBo [CEO's Signature]

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

Principal Financial Officer:

I, Scott DeBo certify that:

1. I have reviewed this Annual Report for the Period Ending December 31, 2020 of Earth Gen Biofuel Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 12, 2022

/s/ Scott DeBo [CFO's Signature]

EARTH GEN-BIOFUEL INC.

FINANCIAL STATEMENTS

For the 12 Months ended December 31, 2020
and 12 Months Ended December 31, 2019

(Unaudited)

Prepared by Management

(Stated in US Dollars)

FINANCIAL STATEMENTS.

EARTH GEN-BIOFUEL INC.

UNAUDITED CONSOLIDATED BALANCE SHEETS

	December 31, 2020 <hr/> (Unaudited)	December 31, 2019 <hr/> (Unaudited)
<u>ASSETS</u>		
Current Assets		
Cash	\$ 199,267	\$ 382,738
Accounts Receivable	41,480	-
Inventory	955,247	113,452
Prepaid expenses and other receivables	41,227	4,960
Loan receivable	1,100	1,100
Total Current Assets	<hr/> 1,238,321 <hr/>	<hr/> 502,250 <hr/>
Noncurrent Assets		
Property and equipment, net	273,887	244,381
Operating lease right-of-use assets	1,667,660	2,053,064
Security deposit	35,311	34,830
Total non-current assets	<hr/> 1,976,858 <hr/>	<hr/> 2,332,275 <hr/>
Total Assets	<hr/> <hr/> \$ 3,215,179 <hr/> <hr/>	<hr/> <hr/> \$ 2,834,525 <hr/> <hr/>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities

Accounts payable and accrued expenses	\$ 614,696	\$ 123,542
---------------------------------------	------------	------------

Customer deposits	792,427	265,096
Operating lease liabilities - current	562,205	416,296
Revenue participation notes	36,039	-
Notes payable - related party	26,091	50,681
Convertible note - related party	-	77,636
Revenue participation note - related party	136,698	-
Due to related party	68,322	66,152
Warrant liability	3,429,764	1,767,764
Total Current Liabilities	<u>5,666,242</u>	<u>2,767,167</u>
Long-Term Liabilities		
Revenue participation notes - noncurrent	540,762	142,571
Operating lease liabilities - non-current	1,284,381	1,704,809
Total Long-Term Liabilities	<u>1,825,143</u>	<u>1,847,380</u>
Commitments and contingencies		
Stockholders' Equity		
Preferred stock B, \$0.0001 par value, 100,000 shares authorized, 80,000 issued and outstanding	8	8
Preferred stock C, \$0.0001 par value, 300,000 shares authorized, 92,586 issued and outstanding	9	-
Common stock, \$0.0001 par value, 690,000,000 shares authorized, 460,300,294 and 397,511,627 shares issued and outstanding	46,030	39,751
Additional paid-in capital	17,329,862	9,451,807
Stock subscription payable	10,000	8,500
Accumulated deficit	(21,662,115)	(11,280,088)
Total Stockholders' Equity	<u>(4,276,206)</u>	<u>(1,780,022)</u>

Total Liabilities and Stockholders' Equity	\$ 3,215,179	\$ 2,834,525
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The accompanying notes are an integral part of these consolidated financial statements.

EARTH GEN-BIOFUEL INC.
(A DEVELOPMENT STAGE ENTERPRISE)
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,	
	2020	2019
	(Unaudited)	(Unaudited)
Revenues	\$ 1,659,022	\$ -
Cost of Sales	2,371,027	-
Gross Profit	(712,005)	-
Operating expenses:		
General and administrative	1,710,709	1,070,523
Stock-based compensation	5,421,354	4,671,628
Total operating expenses	7,132,063	5,742,151
Loss from operations	(7,844,068)	(5,742,151)
Other Income (Expense)		
Interest expense	(920,087)	(174,666)
Loss on disposal of assets	(4,000)	(4,986)
Loss on conversion to common stock	(932,728)	-

Total other (Expense)	(1,856,815)	(179,652)
	<hr/>	<hr/>
Loss before income taxes	(9,700,883)	(5,921,803)
Provision for income taxes	-	-
	<hr/>	<hr/>
Net loss	\$ (9,700,883)	\$ (5,921,803)
	<hr/>	<hr/>
Deemed dividend from beneficial conversion feature of preferred stocks	(681,144)	(1,003,883)
	<hr/>	<hr/>
Net loss applicable to common shareholders	\$ (10,382,027)	\$ (6,925,686)
	<hr/>	<hr/>
Net loss per common share		
Basic and diluted	\$ (0.02)	\$ (0.02)
	<hr/>	<hr/>
Weighted average common shares outstanding		
Basic and diluted	417,900,787	358,598,358
	<hr/>	<hr/>

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

EARTH GEN-BIOFUEL INC.
(A DEVELOPMENT STAGE ENTERPRISE)
UNAUDITED STATEMENTS OF STOCKHOLDERS' EQUITY

	Preferred Stock B		Preferred Stock C		Common Stock		Additional Paid in Capital	Stock Subscription Payable	Retained earnings (Accumulated deficit)	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2018 (Unaudited)	-	\$ -	-	\$ -	209,134,354	\$ 20,913	\$ 4,208,631	\$ 50,000	\$ (4,354,402)	\$ (74,858)
Preferred stock issued for debt	30,000	3	-	-	-	-	-	-	-	3
Preferred stock issued for services	50,000	5	-	-	-	-	1,812,495	-	-	1,812,500
Deemed dividend on preferred stock	-	-	-	-	-	-	1,003,883	-	(1,003,883)	-
Common stock issued for cash	-	-	-	-	33,150,000	3,315	290,960	(41,500)	-	252,775
Common stock issued for services	-	-	-	-	155,227,273	15,523	1,985,838	-	-	2,001,361
Discount on convertible note	-	-	-	-	-	-	150,000	-	-	150,000
Net loss	-	-	-	-	-	-	-	-	(5,921,803)	(5,921,803)
Balance at December 30, 2019 (Unaudited)	80,000	\$ 8	-	\$ -	397,511,627	\$ 39,751	\$ 9,451,807	\$ 8,500	\$ (11,280,088)	\$ (1,780,022)

Balance at December 31, 2019 (Unaudited)	80,000	\$	8	\$	-	397,511,627	\$	39,751	\$	9,451,807	\$	8,500	\$	(11,280,088)	\$	(1,780,022)
Preferred stock issued for debt	-	-	48,586	5	-	-	-	1,408,783	-	-	-	-	-	-	-	1,408,788
Preferred stock issued for services	-	-	44,000	4	-	-	-	1,857,236	-	-	-	-	-	-	-	1,857,240
Deemed dividend on preferred stock	-	-	-	-	-	-	-	681,144	-	-	-	-	(681,144)	-	-	-
Common stock issued for cash	-	-	-	-	2,212,500	221	78,279	1,500	-	-	-	-	-	-	-	80,000
Common stock issued for services	-	-	-	-	48,454,500	4,845	3,559,269	-	-	-	-	-	-	-	-	3,564,114
Common stock issued for debt	-	-	-	-	12,121,667	1,213	292,844	-	-	-	-	-	-	-	-	294,057
Capital contribution by shareholder	-	-	-	-	-	-	500	-	-	-	-	-	-	-	-	500
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	(9,700,883)	-	-	(9,700,883)
Balance at December 30, 2020 (Unaudited)	80,000	\$	8	92,586	9	460,300,294	\$	46,030	\$	17,329,862	\$	10,000	\$	(21,662,115)	\$	(4,276,206)

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

EARTH GEN-BIOFUEL INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,	
	2020	2019
	(Unaudited)	(Unaudited)
Operating Activities:		
Net loss	\$ (9,700,883)	\$ (5,921,803)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation expense	33,052	3,950
Amortization of debt discounts	825,156	160,643
Operating lease cost	450,420	142,757
Stock-based compensation	5,421,354	4,671,628
Loss on conversion to stocks	932,728	-
Loss on disposal/adjustment of assets	10,996	4,985
Changes in operating assets and liabilities:		
Accounts receivable	(41,480)	-
Inventory	(841,794)	(113,452)
Prepaid expenses and other receivables	(39,561)	-
Security Deposit	2,813	(34,830)
Accounts payable and accrued expenses	210,600	52,834
Customer deposits	527,331	265,096
Operating lease liability	(339,536)	(74,716)
Related party payables (receivable)	1,766	25,475
Net cash used in operating activities	(2,547,038)	(817,433)

Investing Activities:

Purchases of property and equipment	(73,554)	(197,886)
Net cash used in investing activities	<u>(73,554)</u>	<u>(197,886)</u>

Financing Activities:

Proceeds from notes payable	1,869,121	980,000
Proceeds from related party note payable	500,000	20,000
Repayment to related party note payable	(7,500)	(6,250)
Proceeds from convertible note	-	150,000
Repayment to convertible note	(5,000)	-
Proceeds from common stock issuances	70,500	244,275
Cash received for stock subscriptions payable	10,000	8,500
Net cash provided by financing activities	<u>2,437,121</u>	<u>1,396,525</u>
Net change in cash	(183,471)	381,206
Cash, beginning of period	382,738	1,532
Cash, end of period	<u>\$ 199,267</u>	<u>\$ 382,738</u>

Supplemental disclosures of cash flow information:

Cash paid during the period

Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

Non-cash investing and financing activities:

Stock issued for accrued interest	\$ 11,367	\$ -
Stock issued for promissory and convertible notes	\$ 208,750	\$ -
Discount on promissory and convertible notes	\$ 2,232,000	\$ 715,000
Right of use asset and related liability	\$ 58,877	\$ 2,193,499

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

EARTH GEN-BIOFUEL, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1—Nature of Operations and Basis of Presentation

Earth Gen-Biofuel, Inc. (the “Company” or “Earth Gen”) was incorporated in the state of Nevada on August 28, 2012 to pursue the business of becoming an international agricultural company focused on growing plants that are the basis for providing renewable sources for manufacturing processes and energy.

On September 25, 2012, Earth Gen entered into an Agreement of Share Exchange and Plan of Reorganization (the “Exchange Agreement”) with EarthBlock Technologies, Inc. (“EarthBlock”), a Nevada publicly traded corporation, pursuant to which EarthBlock acquired 100% of the ownership of the Company in exchange for 63,666,400 shares of EarthBlock’s common stock (the “Exchange”). Upon the completion of the Exchange, Earth Gen operated as a wholly owned subsidiary of EarthBlock and focused its efforts to begin its international agricultural operations.

The shareholders of Earth Gen were not made aware of the full extent of a material liability of EarthBlock. On September 25, 2013, the Board of Directors of EarthBlock and of Earth Gen voted to rescind the acquisition of Earth Gen by EarthBlock and authorized the officers of the Corporation to take the steps required to complete the rescission of the Exchange. A rescission agreement dated October 28, 2013 (the “Rescission Agreement”) was entered into by and among EarthBlock, Earth Gen and the shareholders. A majority of Earth Gen shareholders approved the Rescission Agreement on October 28, 2013. The Rescission Agreement offer terminated on October 10, 2014.

In October of 2012, Earth Gen began its agricultural operations and started to organize farmers and government related agencies in Laos and Vietnam to control land for growing castor beans. In March 2014, Earth Gen-Biofuel Lao Sole Co Ltd (“Earth Gen Laos”) was formed under the laws of Laos to meet Laos’s regulatory and legal requirements to do business in Laos. This company is 100% controlled by Earth Gen. Earth Gen Laos has its own in-country bank accounts denominated in US dollars through which it pays all local operating expenses of the business activities of Earth Gen in Laos. Due to the operating difficulties faced by Earth Gen Laos the Board of Directors reevaluated the economics of operating in Laos and decided to cease operations of its farms in Laos and to terminate operation on December 31, 2016.

In 2014, Earth Gen’s Board of Directors decided to pursue becoming a trading public company by filing a Form-10 and all required information with the SEC. On December 19, 2014 the SEC completed its review of the Company’s Form 10 filing. Upon receiving notice from the SEC that the review of the filing was completed, a broker/dealer requested FINRA to clear the Company’s common stock for quotation. FINRA cleared the Company’s Common stock for quotation in the OTC Link as EGBB on September 22, 2015.

Earth Gen filed all required report as a 12(g) company until June 30, 2016 after that time there were no filings submitted to the SEC or the SEC archive EDGAR since. The Company failed to comply with Exchange Act Section 13(a). On August 15, 2018 Earth Gen filed a Form 15 certification and notice of termination of registration under 12(g) of the Securities Exchange Act of 1934 and suspension of duty to file reports under Section 13 and 15(d) of the Securities Act of 1934. As a result of that election to no longer file, the Company's Common is still quoted under the trading symbol on the OTC link as "EGBB".

Prior to March 2018, Earth Gen operations included the development of farm areas in California that would be suitable for the continued cultivation of agricultural crops that could be used as a sustainable resource for manufacturing products and conversion to energy. The designated farm land was also suitable to house a solar array to provide energy for farm operations and nearby farms and homes. As a result of extensive market research Management decided to delay further development of farming or renewable energy projects and focus Company resources on the market for manufactured housing.

As a result of the change of focus and to facilitate moving in this new direction, on March 12, 2018 the Board of Directors appointed a new Director Mr. Robert Hayes. The Board also appointed Mr. Hayes to serve as President, Secretary and Treasurer. On March 20, 2018, Mr. George Shen, Director and the former President, Secretary and Treasure resigned from the Board.

In 2018, the Company began to focus on the manufactured housing market specifically homes under 1000 square feet with a focus on Park Model RVs which are based on a 400 square foot perimeter structure, also towable homes and smaller homes under 400 square feet to serve as affordable housing. The Company also started to develop plans for homes that could serve the need for residents for the unsheltered housing crisis in many US cities through utilizing technology to construct affordable living units.

International Housing Concepts Inc. was formed as a 100% owned subsidiary of Earth Gen to house all Park Model RV manufacturing.

Microhab, Inc was formed on August 20, 2019 as a 100% owned subsidiary of Earth Gen to design and develop tiny house prototypes.

Augmat Corporation was formed on October 28, 2019 as a 100% owned subsidiary of Earth Gen as a materials and systems research and development company.

Note 2—Going Concern

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As of December 31, 2020, the Company has an accumulated deficit since inception. The continuation of the Company as a going concern is dependent upon the continued financial support from its management, and its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and generating profitable operations from the Company's future operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and

classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3—Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiary. All inter-company accounts and transactions have been eliminated in consolidation.

Basic and Diluted Loss per Common Share

Basic loss per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted loss per share is calculated by dividing the Company's net loss available to common shareholders by the diluted weighted average number of shares outstanding during the period. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. Diluted loss per share excludes all dilutive potential shares if their effect is anti-dilutive.

The Company has issued common stock purchase warrants, entered into convertible note and issued convertible preferred stocks; however, they are anti-dilutive given the net loss incurred for the periods presented. Therefore, dilutive and basic losses per common share are equal.

Inventory

Inventories are recorded at the lower of cost or market, using the first-in, first-out method.

In assessing the ultimate realization of inventories, the management makes judgments as to future demand requirements compared to current or committed inventory levels. The Company's reserve requirements generally increase or decrease with its projected demand requirements and market conditions. The Company estimates the demand requirements based on market conditions, forecasts prepared by its customers, sales contracts and orders in hand.

In addition, the Company estimates net realizable value based on intended use, current market value and inventory aging analyses. The Company writes down the inventories for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventories and the estimated market value based upon assumptions about future demand and market conditions.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the respective assets. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

Leasehold Improvements	8 years
Equipment and tools	7 years
Furniture and fixtures	7 years
Automobile	5 years
Office equipment	5 years

Lease

ASC Topic 842, "*Leases*" requires recognition of leases on the consolidated balance sheets as right-of-use ("ROU") assets and lease liabilities. ROU assets represent the Company's right to use underlying assets for the lease terms and lease liabilities represent the Company's obligation to make lease payments arising from the leases. Operating lease ROU assets and operating lease liabilities are recognized based on the present value and future minimum lease payments over the lease term at commencement date. The Company's future minimum lease payments used to determine the Company's lease liabilities mainly include minimum lease rent payments. As most of the Company's leases do not provide an implicit rate, the Company uses its estimated incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments.

Revenue Recognition

Revenue from sale of goods under *Topic 606* is recognized in a manner that reasonably reflects the delivery of its products and services to customers in return for expected consideration and includes the following elements:

- executed contract(s) with customers that the Company believes is legally enforceable;
- identification of performance obligation in the respective contract;
- determination of the transaction price for each performance obligation in the respective contract;
- allocation of the transaction price to each performance obligation; and
- recognition of revenue only when the Company satisfies each performance obligation.

When there is any significant post-delivery performance obligations exist, revenue is recognized only after such obligations are fulfilled. The Company evaluates the terms of sales agreement with its customers in order to determine whether any significant post-delivery performance obligations exist.

Stock-Based Compensation

The Company periodically grants stock options, warrants and awards to employees and non-employees in non-capital raising transactions as compensation for services rendered. The Company accounts for stock option, stock warrant and stock award grants to employees based on the authoritative guidance provided by the FASB where the value of the award is measured on the date of grant and recognized over the vesting period. The Company accounts for stock option, stock warrant and stock award grants to non-employees in accordance with the authoritative guidance of the FASB where the value of the stock compensation is determined based upon the measurement date at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the employees and non-employees, option, warrant and award grants are immediately vested and the total stock-based compensation charge is recorded in the period of the measurement date.

Note 4—Inventory

Inventory consists of:

December 31, 2020	December 31, 2019
<hr/>	<hr/>

Maturities of lease liabilities were as follows:

For the 12 months ending December 31:

2021	\$	567,219
2022		451,120
2023		454,760
2024		384,450
Total lease payments		<u>1,857,549</u>
Less: imputed interest		(10,963)
Total lease liabilities		<u>1,846,586</u>
Less: current portion		(562,205)
Lease liabilities – non-current portion	\$	<u><u>1,284,381</u></u>

Note 7— Promissory Note

During year 2020, the Company issued round 1, 2 and 3 revenue participation notes to eighteen unrelated parties for a total amount of \$1,662,000, with each of the note consisting of Cashless Stock Purchase Warrant. Each Note has the right to participate in the revenue of the Company in form of receiving principal payments plus interest accruing to the final payment.

Along with the 2020 revenue participation promissory notes, the Company also issued cashless stock purchase warrants to the note holders. As a result, the Company recorded a warrant liability and note discount of \$1,662,000 to account for the relative fair value of the warrants. The note discount will be amortized over the life of the note.

During year 2019, the Company issued round 1 revenue participation notes to ten unrelated parties for a total amount of \$910,000, with each of the note consisting of Cashless Stock Purchase Warrant. Each Note has the right to participate in the revenue of the Company in form of receiving principal payments plus interest accruing to the final payment.

Along with the 2019 revenue participation promissory notes, the Company also issued cashless stock purchase warrants to the note holders. As a result, the Company recorded a warrant liability and note discount of \$910,000 to account for the relative fair value of the warrants. The note discount will be amortized over the life of the note.

The noncurrent revenue participation promissory note consists of

	December 31, 2020	December 31, 2019
Revenue participation promissory notes round 2 and 3, interest at 5% per annum, due December 31, 2024, cashless stock purchase warrants expiring on December 15, 2023, net of unamortized debt discount of \$1,955,616	\$ 411,584	\$ -
Revenue participation promissory notes round 1, interest at 5% per annum, default interest at 7%, due December 31, 2024, cashless stock purchase warrants expiring on the December 15, 2023, net of unamortized debt discount of \$10,822	129,178	-
Revenue participation promissory notes round 1, interest at 5% per annum, default interest at 7%, due December 31, 2022, cashless stock purchase warrants expiring on the three-year anniversary, net of unamortized debt discount of \$837,429	-	142,571
Total	<u>\$ 540,762</u>	<u>\$ 142,571</u>

For each round 1 revenue participation note, revenue participation payments will be paid as follows:

- i. Principal payments will be made at the rate of \$500 for each of the first 200 of the Company's Tiny Houses sold at any time starting 75 days after the date of the Note until the full amount of the Note is paid including interest.
- ii. After full payment of the Note with accrued interest, the remaining Revenue Sharing Payments will continue at the rate of \$500 per Tiny House sold for the balance of the first 200 Homes sold by the Borrower.
- iii. After the Revenue Sharing Payments on the first 200 homes is completed, then a Revenue Sharing Payment of \$200 per home will be paid to the Note Holder for the next 1,000 homes sold by the Company.
- iv. After all payments are completed on the 1200 homes, and then Revenue Sharing Payments will continue for an additional 1000 homes at the rate of \$100 per home.
- v. After the sale of 2,200 homes, the obligation of the Company to make Revenue Sharing Payments will end.

For each round 2 and 3 revenue participation note, revenue participation payments will be paid as follows:

- i. Principal payments will be made at the rate of \$200.00 for each of the first 1,000 of the Company's Tiny Houses sold at any time starting 90 days after the date of this Note until the full amount of the Note is paid including interest.
- ii. After full payment of the Note with accrued interest, the remaining Revenue Sharing Payments will continue at the rate of \$200 per Tiny House sold until the Holder has received a maximum payment ranging from \$100,000 to \$800,000 depending on the principal amount, plus the interest on the principal.
- iii. After the maximum Revenue Sharing Payments are paid,, the Revenue Sharing Payments will end.

The current portion of revenue participation note consists of one revenue participation note issued to one note holder on August 12, 2020 for a principal amount of \$70,000 due on January 31, 2022 for proceeds of \$50,000 or an OID of \$20,000. Along with this revenue participation note, the note holder also received 3,500,000 shares of the Company's common stock. As a result, the Company recorded additional paid in capital and note discount of \$50,000 to account for the fair value of the common stocks. The note discount

will be amortized over the life of the note. At December 31, 2020, the outstanding note payable amounted to \$36,039 net of unaccreted OID of \$3,413 and unamortized note discount of \$30,548.

The holder of this revenue participation note will receive payments as follows:

- i. The Note will not bear any interest.
- ii. Monthly payments will be a minimum of \$5,500 per month or \$200 per home whichever is greater. Participating payments will start at the rate of \$200 per home starting with homes delivered in January 2021 and thereafter.
- iii. Any balance due on the Note in January 2022 will be paid at maturity as a balloon payment.
- iv. After the full payment of \$70,000, the obligation of the Company to make revenue participating payments will end.
- v. If there is a default on a payment of more than 30 days, the holder of the Note has the right to convert the unpaid balance to common stock at a price of \$0.01 per share.
- vi. Other than on the event of default, this Note is not convertible to common stock of the Company.

Note 8— Due from/to Related Parties

As of December 31, 2020 and 2019, the Company owed \$4,670 and \$2,500, respectively, to a shareholder for money advanced from this shareholder to pay for expenses incurred by the Company in the normal course of business. The advances do not have written note, do not accrue interest and are due on demand.

As of December 31, 2020 and 2019, the Company owed \$35,000 to George Shen, former CEO and shareholder of the Company for accrued service fees and monies advanced to and repaid by the Company in the normal course of business. The advances do not have written note, do not accrue interest and are due on demand.

As of December 31, 2020 and 2019, the Company owed \$28,652 to a company in which George Shen is also an officer and shareholder for monies advanced to and repaid by the Company in the normal course of business. The advances do not have written note, do not accrue interest and are due on demand.

Promissory Note

The Company obtained short-term loans with promissory note from a company in which George Shen, a former officer is also an officer and from certain shareholders for working capital purposes.

On April 3, 2019, the Company issued a promissory note with a shareholder in the amount of \$27,000 if paid by July 31, 2019 for cash proceeds of \$20,000 or an original issue discount (“OID”) of \$7,000, or in the amount of \$32,500 if paid after July 31, 2019 or an OID of \$12,500. In addition to the original issue discount, the note bears an interest of 8% per annum calculated on the outstanding balance of the loan. The note is unsecured and matures on February 28, 2020. The Company will start to make principal payments on

July 31, 2019 at the greater of \$1,250 or \$1,250 for each housing unit delivered by the Company and its subsidiaries and affiliates to any direct customer of the Company. On June 25, 2020, the shareholder agreed to settle the unpaid balance plus accrued interest of \$20,201 in exchange for 1,621,667 shares of the Company's common stock. As a result of the debt settlement, the Company recorded a loss on conversion of \$77,585.

Promissory note from related parties consists of:

	December 31, 2020	December 31, 2019
Promissory note due related party, interest at 2% per annum, default interest at additional 5%, due July 30, 2015, in default	\$ 2,000	\$ 2,000
Promissory note due related party, no interest, due January 30, 2016, in default	1,000	1,000
Promissory note due shareholder, no interest, due September 20, 2013, in default	3,000	3,000
Promissory note due shareholder, no interest, default interest at additional 5%, due October 30, 2015, in default	2,000	2,000
Promissory note due shareholder, no interest, due March 15, 2016, in default	2,591	2,995
Promissory note due shareholder, no interest, due November 15, 2016, in default	12,000	12,000
Promissory note due related party, no interest, due December 15, 2016, in default	3,500	3,500
Promissory note due related party, interest at 8% per annum, due February 28, 2020, net of OID of \$2,065	-	24,186
Total	\$26,091	\$50,681

For the over-due promissory notes, there has been no demand for repayment.

Convertible Note

On June 21, 2019, the Company issued a convertible note with a shareholder for the amount of \$195,000 if paid after December 31, 2019 for proceeds of \$150,000 or an OID of \$45,000, if paid on or before December 31, 2019, the convertible note payoff amount is \$175,000 or an OID of \$25,000. In addition to the original issue discount, the note bears an interest of 7% per annum calculated on the outstanding balance of \$150,000. The note is unsecured and matures on December 22, 2020. The note is convertible, at the option of the note holder, into the Company's common stock at a conversion price of \$0.01 per share or into an equivalent amount of Non-Voting preferred stock that only allows the holder to own a total of less than five percent (5%) of the outstanding common stock of the Company. In addition, the note holder is granted a warrant to purchase up to 15,000,000 shares of common stock at a price of \$0.01 per share. Each warrant is exercisable on either cash or face amount of the note, vests on or after January 15, 2020, and will expire at 5:00 PM EST on December 22, 2020.

On December 9, 2019, the Company signed a revised convertible note agreement with the note holder. According to the revised convertible note agreement, the proceeds of the convertible note will be received in three installments, \$75,000 on or before June 28, 2019, \$55,000 on or before July 25, 2019, and \$20,000 on or before August 2, 2019. Payments of principal will begin in February 2020 with the first payment being the greater of the minimum payment of \$10,000 or \$2,500 per home delivered after January 1, 2020. Thereafter, principal payments will be the greater of \$10,000 or \$2,500 per home delivered in the prior one month through June 30, 2020. Thereafter, payments will continue month-by-month at the rate of \$15,000 per month or at the rate of \$2,500 per home whichever is greater until all principal is paid with all interest due, which will be paid with the final payment. As an incentive for the note holder to accept the revised note agreement, the Company issued the note holder 30,000 shares of Series B Convertible Preferred

Stock that has no dividend and no-voting rights. Each share of preferred stock is convertible into 500 shares of common stock. The conversion right only allows the holder to own a total of less than five percent (5%) of the outstanding common stock of the Company. The warrant to purchase up to 15,000,000 shares of common stock issued with the Note is canceled by the issuance of the 30,000 shares of Series B Convertible Preferred Stock.

As a result of receiving the convertible note proceeds, the Company recorded a note discount of \$150,000 to account for the relative fair value of the convertible preferred stock, because the total fair value of convertible preferred stock is greater than the proceeds from convertible note, the amount of the discount assigned to the convertible preferred stock shall be limited to the amount of the proceeds. The note discount will be amortized over the life of the note or will be amortized in full upon the conversion of the note to common stock. On June 9, 2020, the shareholder agreed to settle the unpaid balance plus accrued interest of \$199,477 in exchange for 24,300 shares of the Series C Convertible Preferred Stock. As a result of the debt settlement, the Company recorded a loss on conversion of \$855,143.

Revenue Participation Note

On August 4, 2020, the Company issued a revenue participation note to a shareholder for the amount of \$500,000. The Note is unsecured and mature on January 31, 2022. Each Note has the right to participate in the revenue of the Company in form of receiving principal payments plus interest accruing to the final payment.

Along with this revenue participation note, the holder of this Note also received 7,000,000 shares of common stock and 24,286 shares of Series C Convertible Preferred Stock. As a result, the Company recorded additional paid in capital and note discount of \$500,000 to account for the relative fair value of the common stock and preferred stock. As the total fair value of the common stock and convertible preferred stock is greater than the proceeds from the revenue participation note, the amount of the discount assigned to the equity shall be limited to the amount of the proceeds. The note discount will be amortized over the life of the note. At December 31, 2020, the outstanding revenue participation note payable amounted to \$136,698 net of unamortized note discount was \$363,302.

Starting in January 2021, the monthly payment for this revenue participation note will be the greater of \$2,500 per home sold in the prior month or \$25,000 until the full \$500,000 principal is repaid or a final payment is made at maturity for any unpaid principal amount.

Note 9—Stockholders' Equity

The Company is authorized to issue 690,000,000 shares of \$0.0001 par value common stock, 10,000,000 shares of \$0.0001 par value blank check preferred. As of December 31, 2020 the company is authorized to issue 100,000 shares of \$0.0001 par value Series B preferred stock, and 300,000 shares of \$0.0001 par value Series C preferred stock.

As of December 31, 2020 and 2019, 460,300,294 shares and 397,511,627 shares of common stock were issued and outstanding, respectively.

As of December 31, 2020 and 2019, 80,000 shares of Series B Preferred were issued and outstanding, respectively.

As of December 31, 2020 and 2019, 92,586 shares of Series C Preferred were issued.

Private Placements of Common Stock

From January 1, 2020 to December 31, 2020, the Company issued to investors 2,000,000 shares of its common stock at the offering price of \$0.03 to \$0.04 per share for an aggregate amount of \$70,500. At December 31, 2020, there was \$10,000 subscription payable for which shares were issued in the first quarter of 2021.

Restricted Stock Awards (“RSA”) Issued for Services

During the period January 1, 2020 through December 31, 2020, the Company granted 48,454,500 RSAs to various consultants for their services provided to the Company and valued at \$3,564,114. During the period January 1, 2019 through December 31, 2019, the Company granted 155,227,273 RSAs to various consultants for their services provided to the Company and valued at 2,001,364. As of December 31, 2020, all RSAs are vested and there was no unrecognized compensation cost related to RSAs. The value of the shares issued was based on the fair value of the stock at the time of it was issued.

For the years ended December 31, 2020 and 2019, stock-based compensation expense was \$5,421,354 including \$1,857,240 for granting convertible preferred stock and \$4,671,628 including \$1,812,500 for granting convertible preferred stock and \$857,764 for granting cashless exercise warrants, respectively.

Warrants

In connection with the June 21, 2019 convertible note subsequently revised on December 9, 2019 (June 2019 Note), the Company issued a warrant to purchase up to 15,000,000 shares of common stock at a price of \$0.01 per share (“June 2019 Warrants”). In the December 9, 2019 note revision, the warrant to purchase up to 15,000,000 shares of common stock issued with the Note are canceled by the issuance of the 30,000 shares of Series B Convertible Preferred Stock.

Warrants Issued with 2019 Revenue Participation Notes

In connection with the revenue participation promissory notes issued in 2019, the Company issued warrants to purchase up to 108,550,000 shares of common stock at a price of \$0.02 per share (“2019 Warrants”). Each warrant is exercisable commencing on the issuance date and ending on 5:00 p.m. New York time on the three-year anniversary. The holders of the warrants are entitled to a cashless exercise under which the number of shares to be issued will be based on the number of shares for which warrants are exercised multiplied by the difference between market price of common share and the exercise price divided by the market price. Under U.S. GAAP, warrants with the cashless exercise option satisfying the explicit net settlement criteria are considered a derivative liability. The warrants were initially estimated at approximately \$5,879,033 using the BSM and the Company recorded a debt discount of \$910,000 upon issuance of the warrants based on their relative fair value and that the fair value of warrants exceeds the total proceeds from revenue participation notes.

The fair value of the 2019 Warrants were estimated using the BSM, using volatilities of 279.7%, risk free interest rates ranging from 1.52% to 1.61%, expected life of 3 years, and dividend yield of Nil.

Warrants Issued for Consulting Services

On October 14, 2019, the Company issued warrants for consulting services to purchase up to 12,350,000 shares of common stock at a price of \$0.02 (the October 2019 warrants 2”). Each warrant is exercisable commencing on the issuance date and ending on 5:00 p.m. New York time on the three-year anniversary. The holders of the warrants are entitled to a cashless exercise under which the number of shares to be issued will be based on the number of shares for which warrants are exercised multiplied by the difference between market price of common share and the exercise price divided by the market price. Under U.S. GAAP, warrants with the cashless exercise option satisfying the explicit net settlement criteria are considered a derivative liability. The warrants were initially estimated at approximately \$857,764 using the BSM and recorded as stock-based compensation upon issuance of the warrants. The fair value of the October 2019 warrants 2 were estimated using the BSM, using volatilities of 279.7%, risk free interest rates of 1.60%, expected life of 3 years, and dividend yield of Nil.

Warrants Issued with 2020 Revenue Participation Notes

In connection with the revenue participation promissory notes issued in 2020, the Company issued warrants to 28 note holders to purchase up to 133,647,000 shares of common stock at a price of \$0.02 per share (“2020 Warrants”). Each warrant is exercisable commencing on the issuance date and ending on December 15, 2023. The holders of the warrants are entitled to a cashless exercise under which the number of shares to be issued will be based on the number of shares for which warrants are exercised multiplied by the difference between market price of common share and the exercise price divided by the market price. Under U.S. GAAP, warrants with the cashless exercise option satisfying the explicit net settlement criteria are considered a derivative liability. The warrants were initially estimated at approximately \$7,824,704 using the BSM and the Company recorded a debt discount of \$1,662,000 upon issuance of the warrants based on their relative fair value and that the fair value of warrants exceeds the total proceeds from revenue participation notes.

The fair value of the 2020 Warrants were estimated using the BSM, using volatilities of 249.17%, risk free interest rates ranging from 0.13% to 1.60%, expected life of 3 years, and dividend yield of Nil.

A summary of the status of the Company’s warrants outstanding as of December 31, 2020 is presented below:

	Number of Shares
Outstanding at December 31, 2019	135,900,000

Cancelled	(15,000,000)
Issued	133,647,000
Outstanding at December 31, 2020	254,547,000
Exercisable at December 31, 2020	254,547,000

The following table summarizes information about warrants outstanding as of December 31, 2020:

Exercise Prices	Warrants Outstanding			Warrants Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$0.02	254,547,000	2.4	\$0.02	254,547,000	\$0.02
	254,547,000	2.4	\$0.02	254,547,000	\$0.02

Series B Convertible Preferred Stock

As an incentive for the June 2019 convertible note holder who is also a shareholder to accept the revised convertible note agreement entered on December 9, 2019, the Company issued the note holder 30,000 shares of Series B Convertible Preferred Stock that has no dividend and no-voting rights. Each share of preferred stock is convertible into 500 shares of common stock for a total of 15,000,000 shares. The conversion right only allows the holder to own a total of less than 5% of the outstanding common stock of the Company.

As the series B preferred stock does not require redemption by the Company, upon issuance, the Company recorded a one-time deemed dividend and as an increase in additional paid-in capital, the intrinsic value of the beneficial conversion feature ("BCF") of \$1,003,883. The intrinsic value of the BCF is the difference between the fair value of the common stock underlying the series B preferred stock at issuance and the amount of proceeds to be allocated to the preferred stock. As the total fair value of convertible preferred stock is greater than the proceeds from the convertible note, the proceeds of \$150,000 were allocated to the preferred stock.

On December 4, 2019, the Company also issued 50,000 shares of series B preferred stock to a consultant for services provided from October 1, 2019 to December 4, 2019. As a result, the fair value of the common stock underlying the series B preferred stock at issuance of \$1,812,500 was recorded as stock-based compensation expense.

Series C Convertible Preferred Stock

On June 9, 2020, the Company issued 24,300 shares of its Series C Convertible Preferred Stock to a shareholder in exchange for settling the unpaid balance plus accrued interest of \$199,477 on the December 9, 2019 convertible note. The Series C Convertible Preferred Stock has no dividend and no-voting rights. Each share of preferred stock is convertible into 700 shares of common stock for a total of 17,010,000 shares. The conversion right only allows the holder to own a total of less than 5.99% of the outstanding common stock of the Company.

Along with the August 4, 2020 revenue participation note issued to a shareholder, the Company also issued the note holder 7,000,000 shares of common stock and 24,286 shares of Series C Convertible Preferred Stock. Each share of preferred stock is convertible into 700 shares of common stock for a total of 17,000,200 shares. As the series C preferred stock does not require redemption by the Company, upon issuance, the Company recorded a one-time deemed dividend and as an increase in additional paid-in capital, the intrinsic value of the beneficial conversion feature ("BCF") of \$681,144. The intrinsic value of the BCF is the difference between the fair value of the common stock underlying the series C preferred stock at issuance and the amount of proceeds to be allocated to the preferred stock. The proceeds of \$500,000 were allocated to the common stock and preferred stock based on their relative fair values. As the total fair value of the common stock and preferred stock is greater than the proceeds from the revenue participation note, the entire proceeds of \$500,000 were allocated to the equity.

On June 29, 2020, the Company also issued 44,000 shares of series C preferred stock to a consultant for services provided from January 1, 2020 to March 31, 2020. As a result, the fair value of the common stock underlying the series C preferred stock at issuance of \$1,857,240 was recorded as stock-based compensation expense.

Note 10—Income Taxes

The Company is subject to taxation in the United States. As of December 31, 2020, the Company had Federal net tax operating loss carry forwards of approximately \$12,374,100 available to offset future taxable income.

Significant components of the Company's deferred tax assets as of December 31, 2020 and 2019 are listed below:

	December 31, 2020	December 31, 2019
	_____	_____
Deferred tax assets:		

Net operating loss carry-forwards	\$ 2,598,561	\$ 1,921,818
Total deferred tax assets	2,598,561	1,921,818
Less: valuation allowance	(2,598,561)	(1,921,818)
Net deferred tax assets	\$ -	\$ -

A valuation allowance of \$2,598,561 and \$1,921,818 for the years ended December 31, 2020 and 2019, respectively, was recognized to offset the net deferred tax assets, as realization of such assets is uncertain.

A reconciliation of incomes taxes using the statutory income tax rate, compared to the effective rate, is as follows:

	Year Ended December 31,	
	2020	2019
Federal tax benefit at the expected statutory rate	21 %	21 %
Change in valuation allowance	-21 %	-21 %
Effective rate	-	-

Uncertain Tax Positions

Interest associated with unrecognized tax benefits are classified as income tax and penalties are classified in general and administrative expenses in the consolidated statements of operations.

For the periods ended December 31, 2020 and 2019, the Company had no unrecognized tax benefits and related interest and penalties expenses. Currently, the Company is not subject to examination by major tax jurisdictions.

Note 11—Subsequent Event UPDATE

On January 25, 2021, Scott DeBo, Steven Mayer and Stephen Labov were elected to the Board of Directors to join Robert Hayes as Directors. The new directors were elected to the Board by consent of a majority of shareholders to serve until the next shareholders' meeting. On March 5, 2021 Robert Hayes resigned as an officer and Director and agreed to a separation from the Company.

From March 11, 2012 to May 22, 2021 the company raised \$799,500 by issuing 79,950,000 shares of restricted common stock at \$0.01 to 18 unrelated investors.