

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Lot78, Inc

18375 Ventura Blvd.
STE 303
Tarzana, CA 91356

P:(818)-712-0092

<http://www.linkedin.com/in/vertexpacifica>

SIC CODE 6719

Annual Report Amended

For the Period Ending:

December 31st 2021

(the "Reporting Period")

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

172,820,801

As of September 30, 2021, the number of shares outstanding of our Common Stock

was: 172,820,801

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

172,820,801

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

172,820,801

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

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.

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):

Wyoming in Good Standing

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

N/A

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

N/A

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

18375 Ventura Blvd. #303 Tarzana, CA 91356

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: ☐

18375 Ventura Blvd. #303 Tarzana, CA 91356

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:

N/A

2) Security Information

Trading symbol:	<u>LOTE</u>
Exact title and class of securities outstanding:	<u>Common and Preferred</u>
CUSIP:	<u>None</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>1,000,000,000</u> as of date: <u>12/31/21</u>
Total shares outstanding:	<u>172,820,801</u> as of date: <u>12/31/21</u>
Number of shares in the Public Float ² :	<u>48,206</u> as of date: <u>12/31/21</u>
Total number of shareholders of record:	<u>216</u> as of date: <u>12/31/21</u>

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

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.

Transfer Agent

Name: **VStock Transfer LLC**
Phone: (212) 828-8436
Address: 18 Lafayette Place
Woodmere, NY 11598

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: ☒

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

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: **X**

Shares Outstanding as of Second Most Recent Fiscal Year End: Date <u>12-31-2021</u> <u>Opening Balance</u> Common: <u>172,820,801</u> Preferred: <u>0</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 to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
N/A									
N/A									
N/A									
N/A									
N/A									
N/A									
Shares Outstanding on Date of This Report: Date <u>12/31/2021</u> <u>Ending Balance:</u> Common: <u>172,820,801</u> Preferred: <u>0</u>									

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

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

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

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: Marilyn Lewis
Title: CPA
Relationship to Issuer: Accountant

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

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

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

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

PUBLISH DATE	TITLE	PERIOD END DATE
12/31/2021	Q-4 - Annual Report - Financials Q4_2021	12/31/2021
5/16/2022	Q-4 - Annual Report - Financials Q4_2021-Ammended	12/31/2021

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.

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.
OTC Markets Group Inc.
OTC Pink Basic Disclosure Guidelines (v3 February 2021)

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")

Lot78, Inc. is a business development company based in Los Angeles, CA. The Company plans to invest and help grow companies it believes are either under-performing or would be helped by the business experience of the Company. The Company will not restrict its investment opportunities to any specific market. The Company is targeting the health and wellness industry; medical centers using machines for wellness that are 100% medical insurance reimbursable and commercial real estate sector. Lot78 also acts as fee for services consultant to financial institutions, family offices, hedge funds and high net worth individuals as well as non profit organizations.

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

None

C. Describe the issuers' principal products or services.

Lot78, Inc. is a business development company based in Los Angeles, CA. The Company plans to invest and help grow companies it believes are either under-performing or would be helped by the business experience of the Company. The Company will not restrict its investment opportunities to any specific market. The Company is targeting the health and wellness industry; medical centers using machines for wellness that are 100% medical insurance reimbursable and commercial real estate sector. Lot78 also acts as fee for services consultant to financial institutions, family offices, hedge funds and high net worth individuals as well as non profit organizations.

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.

Lot78 Inc Currently rents office space in California month to month office is \$1200.00 a month 18375 Ventura Blvd. #303 Tarzana, CA 91356

6) 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>Phoenix Raising Miracle Foundation*</u>	Member	<u>Tarzana, CA</u>	51,136,363	Common	34.751%	
Wentworth Opp Fund*	Member	Tarzana, CA	95,000,000	Common	<u>58,103%</u>	_____

***The control person for Wentworth Opportunity Fund is Lisa Gordon.**

***The control person for Phoenix Raising Miracle Foundation is Lisa Gordon.**

7) 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);

N/A

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;

N/A

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

N/A

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.

N/A

- 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.

N/A

8) Third Party Providers

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

Securities Counsel

Name: Robert J. Young
Firm: Law Office of Robert J. Young
Address 1: 18375 Ventura Blvd. #303
Address 2: Tarzana, CA 91356
Phone: 800-763-0224
Email: rjyoungattorney@gmail.com

Accountant or Auditor

Name: Marilyn Lewis
Firm: M & D Financial Associates, Inc.
Address 1: PO Box 120099
Saint Albans, New York 11412-0099
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Lot78, Inc

9) 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.

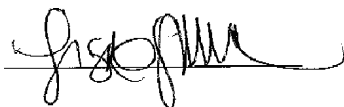
The certifications shall follow the format below:

I, Lisa Gordon certify that:

1. I have reviewed this Amended Q-4 2021 Annual disclosure statement of Lot78 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.

Lisa Gordon
CEO/President

5/16/2022



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

Principal Financial Officer:

I, Marilyn Lewis certify that:

1. I have reviewed this Annual Amended Disclosure statement of Lot78 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.

5/16/2022

Marilyn Lewis Accountants Signature

(Digital Signatures should appear as “/s/ “Non Officer Name”)

Lot78, Inc

Statement of Cash Flows

January - December 2021

	TOTAL
OPERATING ACTIVITIES	
Net Income	-224,549.20
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Loan from CEO	224,549.20
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	224,549.20
Net cash provided by operating activities	\$0.00
NET CASH INCREASE FOR PERIOD	\$0.00
CASH AT END OF PERIOD	\$0.00

Lot78, Inc

Profit and Loss

January - December 2021

	TOTAL
Income	
Discounts/Refunds	-3,480.00
Investment Income	1,500.00
Product Sales	79,349.00
Service Revenue	3,305.00
Total Income	\$80,674.00
Cost of Goods Sold	
Cost of Goods Sold	80,000.00
Influencer Commission	10,821.00
Total Cost of Goods Sold	90,821.00
Total Cost of Goods Sold	\$90,821.00
GROSS PROFIT	\$ -10,147.00
Expenses	
Advertising & Marketing	56,200.00
Rent & Lease	15,000.00
Salaries & Wages	119,000.00
Taxes & Licenses	24,202.20
Total Expenses	\$214,402.20
NET INCOME	\$ -224,549.20

Lot78, Inc

Balance Sheet

As of December 31, 2021

	TOTAL
ASSETS	
TOTAL ASSETS	
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan from CEO	349,549.20
Total Other Current Liabilities	\$349,549.20
Total Current Liabilities	\$349,549.20
Total Liabilities	\$349,549.20
Equity	
Retained Earnings	-125,000.00
Net Income	-224,549.20
Total Equity	\$ -349,549.20
TOTAL LIABILITIES AND EQUITY	\$0.00

Note

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and do not include all the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The information furnished reflects all adjustments, consisting only of normal recurring items which are, in the opinion of management, necessary in order to make the financial statements not misleading. The accounting policies and procedures employed in the preparation of these condensed consolidated financial statements have been derived from the unaudited financial statements of Lot78 Inc.

Description of Business

Lot78, Inc. is a business development company based in Los Angeles, CA. The Company plans to invest and help grow companies it believes are either under-performing or would be helped by the business experience of the Company. The Company will not restrict its investment opportunities to any specific market. The Company is targeting the health and wellness industry; medical centers using machines for wellness that are 100% medical insurance reimbursable and commercial real estate sector. Lot78 also acts as fee for services consultant to financial institutions, family offices, hedge funds and high net worth individuals as well as non profit organizations.

Revenue Recognition

The revenue reported on the Financial Statements was loaned to Lot78, Inc by the shareholder to cover all operating expenses.

Fiscal Periods

Lot78, Inc

Balance Sheet

As of December 31, 2021

Lot78, Inc has adopted the fiscal year end 12/31 for all years in accordance with generally accepted accounting principles. The fiscal periods for Lot78, Inc is 1/1 - 3/31, 4/1 - 6/30, 7/1 - 9/30, 10/1 - 12/31.

Long-term debt and available credit

None

Statement of Shareholder's Equity

Please refer to the balance sheet for all Shareholder's Equity. There was no change in shareholders equity for the period of Jan1st 2021 to December 31st 2021.

Lot78, Inc.
Equity Reconciliation
December 31, 2021

The following table sets forth the information used to compute basic and diluted net income per share attributable to Lot78, Inc. for the period ending December 31, 2021.

Consolidated Statement of shareholders Equity		Common Stock A	
Common Stock B		Preferred Stock	
Total Stock			
Number of Shares	Par Value & Capital in excess of Par	Number of Shares	Par Value & Capital in excess of Par

Stock Balance Beginning of Period 172,820,801

Balance Sheet

Retained Earnings Balance Beginning of Period		(\$125,000.00)	
Dividend Paid	0		
Net Earnings (Loss)	(\$224,549.00)		
Balance End of Period	(\$349,549.00)		
	Beginning Period	End of Period	Change
Stock	\$0	\$0	
Retained Earnings	(\$125,000.00)	(\$349,549.00)	(\$224,549.00)
Total Equity	(\$125,000.00)	(\$349,549.00)	(\$224,549.00)