

## Disclosure Statement Pursuant to the Pink Basic Disclosure

### **HARRISON, VICKERS & WATERMAN, INC.**

A Wyoming Corporation  
5781 SCHAFFER AVENUE  
CHINO, CA  
91710  
(310) 755-4033

Email: [Bobby@joinmps.com](mailto:Bobby@joinmps.com)

### QUARTERLY REPORT OF

## HARRISON, VICKERS & WATERMAN, INC.

### FOR THE QUARTER ENDED SEPTEMBER 30, 2022

As of September 30, 2022, the number of shares outstanding of our Common Stock was:

6,564,838,949

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

6,564,838,949

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

3,001,563,774

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

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

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

Yes:  No:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes:

No:

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

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

The current name of the company is Harrison, Vickers & Waterman, Inc.

We were incorporated on June 5, 2008, under the laws of the State of Nevada under the name Sharp Performance Inc. From inception until September 2013, our business focus was on the provision of consulting services to the American automotive industry. From September 2013 until April 21, 2015, we were primarily engaged in the business of making commercial secured real estate loans. On October 24, 2013, we changed our name to Harrison, Vickers & Waterman Inc. in conjunction with the change in our business focus. In 2015, the Company entered into the business of operating taverns which specialized in serving craft beer. On October 24, 2018, the Company entered into a Securities Exchange Agreement with NJ Battery Energy Storage Project 1, LLC. In January 2020, the assets of NJ Battery Energy Storage Project 1, LLC were sold and in September 2020, the net assets of the taverns were sold. Currently the Company has no operating business and is looking for acquisitions.

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):

The Company and its predecessor entity have been incorporated in the State of Nevada until November 23, 2021. On that date, the Company changed its state of incorporation from Nevada to Wyoming. The Company had been in good standing in the State of Nevada and is in good standing with the State of Wyoming.

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:

5781 Schafer Avenue, Chino CA, 91710

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: N/A

## 2) Security Information

Trading symbol: HVCW  
 Exact title and class of securities outstanding: Common Stock  
 CUSIP: 415569102  
 Par or stated value: .0001

Total shares authorized: 25,000,000,000 as of date: 9.30.22  
 Total shares outstanding: 6,564,838,949 as of date: 9.30.22  
 Number of shares in the Public Float<sup>2</sup>: 6,464,835,082 as of date: 9.30.22  
 Total number of shareholders of record: 14 as of date: 9.30.22

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

All preferred securities of the Company are not publicly traded.

### Transfer Agent

Name: Action Stock Transfer  
 Phone: (801) 274.1088  
 Email: jb@ActionStockTransfer.com  
 Address: 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121

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

## 3) Issuance History

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

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

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

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

Number of Shares outstanding as of <u>June 30, 2020</u>		*Right-click the rows below and select "Insert" to add rows as needed.							
<p><u>Opening Balance:</u>                      Common: <u>2,784,563,774</u>                      Preferred: <u>198,051</u></p>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares)	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	Individual/ Entity Shares were issued to (entities must have individual with voting /	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

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

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

	returned to treasury)				the time of issuance? (Yes/No)	investment control disclosed).	Provided (if applicable)		
<u>1/28/21</u>	<u>Issuance</u>	<u>217,000.000</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>Carpathia, LLC- Joseph Canouse</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>7/20/21</u>	<u>Issuance</u>	<u>100,616.662</u>	<u>Common</u>	<u>.00205</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series C Preferred Stock</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>7/20/21</u>	<u>Conversion</u>	<u>(615)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>7/21/21</u>	<u>Issuance</u>	<u>192,179.195</u>	<u>Common</u>	<u>.0019</u>	<u>Yes</u>	<u>JP Carey Enterprises, LTD- Joseph Canouse</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>7/28/21</u>	<u>Issuance</u>	<u>100,206.475</u>	<u>Common</u>	<u>.00205</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series C Preferred Stock</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>7/28/21</u>	<u>Conversion</u>	<u>(725)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscaleta Partners, LLC- Seven Hicks</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>8/4/21</u>	<u>Issuance</u>	<u>100,096.792</u>	<u>Common</u>	<u>.0016</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series C Preferred Stock</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>8/4/21</u>	<u>Conversion</u>	<u>(720)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>8/16/21</u>	<u>Issuance</u>	<u>148,852.632</u>	<u>Common</u>	<u>.00105</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series C Preferred Stock</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>8/16/21</u>	<u>Conversion</u>	<u>(1,032)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>9/2/21</u>	<u>Issuance</u>	<u>359,596.770</u>	<u>Common</u>	<u>.0011</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series C Preferred Stock</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>9/2/21</u>	<u>Conversion</u>	<u>(568)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>9/3//21</u>	<u>Transfer</u>	<u>(10,000)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Chris Harrison</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/19/21</u>	<u>Transfer</u>	<u>10,000</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>JP Carey Limited Partnership LLC- Joseph Canouse</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/19/21</u>	<u>Transfer</u>	<u>(25,000)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>NJ Battery Energy Storage Project 2, LLC- Scott Straka</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/19/21</u>	<u>Transfer</u>	<u>25,000</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>JP Carey Limited Partnership LLC- Joseph Canouse</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>

<u>10/19/21</u>	<u>Transfer</u>	<u>(22,500)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>MSS Capital LLC- Scott Caputo</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/19/21</u>	<u>Transfer</u>	<u>22,500</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>JP Carey Limited Partnership LLC-Joseph Canouse</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/19/21</u>	<u>Transfer</u>	<u>(10,000)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>McCrae Associates LLC- Elizabeth Funk</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/19/21</u>	<u>Transfer</u>	<u>10,000</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP- Steve Hicks</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/19/21</u>	<u>Transfer</u>	<u>(10,000)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Imperio Capital- Steve Funk</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/19/21</u>	<u>Transfer</u>	<u>10,000</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP- Steve Hicks</u>	<u>Private sale</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/20/21</u>	<u>Issuance</u>	<u>399,910,918</u>	<u>Common</u>	<u>.0011</u>	<u>Yes</u>	<u>J.P.Carey- Limited Partners- Joseph Canouse</u>	<u>Conversion of Series C Preferred Stock-dividends only</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/20/21</u>	<u>Issuance</u>	<u>399,910,918</u>	<u>Common</u>	<u>.0011</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series C Preferred Stock-dividends only</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/20/21</u>	<u>Issuance</u>	<u>399,910,918</u>	<u>Common</u>	<u>.0011</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series C Preferred Stock-dividends only</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>1/28/22</u>	<u>Conversion</u>	<u>(5,164)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscaleta Partners, LLC- Seven Hicks</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>1/28/22</u>	<u>Issuance</u>	<u>474,519,506</u>	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	<u>Livingston Asset Management, LLC- Stephen M. Hicks</u>	<u>Conversion of Series A Preferred Stock-</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>2/8/22</u>	<u>Conversion</u>	<u>(2,856)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscaleta Partners, LLC- Seven Hicks</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>2/8/22</u>	<u>Issuance</u>	<u>311,942,981</u>	<u>Common</u>	<u>.00025</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series A Preferred Stock-</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>2/22/22</u>	<u>Conversion</u>	<u>(5,976)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>2/22/22</u>	<u>Issuance</u>	<u>500,358,570</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC- Stephen M. Hicks</u>	<u>Conversion of Series A Preferred Stock-</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>3/22/22</u>	<u>Exchange</u>	<u>(57,500)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>Yes</u>	<u>JP Carey Limited Partners LP- Joseph Canouse</u>	<u>Exchange for Series D Preferred stock</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>

<u>3/22/22</u>	<u>Exchange</u>	<u>1,000.00</u> <u>0</u>	<u>Series D</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>Yes</u>	<u>JP Carey</u> <u>Limited</u> <u>Partners LP-</u> <u>Joseph</u> <u>Canouse</u>	<u>Received</u> <u>for Series C</u> <u>Preferred</u> <u>stock</u>	<u>Unrestrict</u> <u>ed</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>3/22/22</u>	<u>Exchange</u>	<u>(7,508)</u>	<u>Series C</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>Yes</u>	<u>Oscaleta</u> <u>Partners, LLC-</u> <u>Stephen M</u> <u>Hicks</u>	<u>Exchange</u> <u>for Series D</u> <u>Preferred</u> <u>stock</u>	<u>Unrestricted</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>3/22/22</u>	<u>Exchange</u>	<u>333,333</u>	<u>Series D</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>Yes</u>	<u>Oscaleta</u> <u>Partners, LLC-</u> <u>Stephen M</u> <u>Hicks</u>	<u>Received</u> <u>for Series C</u> <u>Preferred</u> <u>stock</u>	<u>Unrestrict</u> <u>ed</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>3/22/22</u>	<u>Exchange</u>	<u>(12,836)</u>	<u>Series A</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>Yes</u>	<u>Livingston</u> <u>Asset</u> <u>Management,</u> <u>LLC- Stephen</u> <u>M Hicks</u>	<u>Exchange</u> <u>for Series D</u> <u>Preferred</u> <u>stock</u>	<u>Unrestricted</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>3/22/22</u>	<u>Exchange</u>	<u>333,333</u>	<u>Series D</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>Yes</u>	<u>Livingston</u> <u>Asset</u> <u>Management,</u> <u>LLC- Stephen</u> <u>M Hicks</u>	<u>Received</u> <u>for Series C</u> <u>Preferred</u> <u>stock</u>	<u>Unrestrict</u> <u>ed</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>3/22/22</u>	<u>Exchange</u>	<u>(7,508)</u>	<u>Series C</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>Yes</u>	<u>Trillium</u> <u>Partners LP-</u> <u>Stephen M</u> <u>Hicks</u>	<u>Exchange</u> <u>for Series D</u> <u>Preferred</u> <u>stock</u>	<u>Unrestricted</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>3/22/22</u>	<u>Exchange</u>	<u>333,334</u>	<u>Series D</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>Yes</u>	<u>Trillium</u> <u>Partners LP-</u> <u>Stephen M</u> <u>Hicks</u>	<u>Received</u> <u>for Series C</u> <u>Preferred</u> <u>stock</u>	<u>Unrestrict</u> <u>ed</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>3/28/22</u>	<u>Issuance</u>	<u>479,383,568</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>J.P.Carey-</u> <u>Limited</u> <u>Partners,-</u> <u>Joseph Canouse</u>	<u>Conversion</u> <u>of Series C</u> <u>Preferred</u> <u>Stock-divide</u> <u>nds only</u>	<u>Unrestricted</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>8/8/22</u>	<u>Issuance</u>	<u>9,700</u>	<u>Series F</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Robert William</u> <u>Tetsch</u>	<u>Contribution</u> <u>of assets</u>	<u>Restricted</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>8/8/22</u>	<u>Issuance</u>	<u>300</u>	<u>Series F</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Orpheus</u> <u>Irrevocable</u> <u>Trust</u>	<u>Contribution</u> <u>of assets</u>	<u>Restricted</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>8/8/22</u>	<u>Issuance</u>	<u>6,500</u>	<u>Series G</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium</u> <u>Partners, L.P.-</u> <u>Stephen M,</u> <u>Hicks</u>	<u>Consulting</u> <u>services</u>	<u>Restricted</u>	<u>Rule 144</u> <u>4(a)(2)</u>
<u>8/8/22</u>	<u>Issuance</u>	<u>3,500</u>	<u>Series G</u> <u>Preferred</u> <u>stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Jeffrey M,</u> <u>Canouse</u>	<u>Consulting</u> <u>services</u>	<u>Restricted</u>	<u>Rule 144</u> <u>4(a)(2)</u>
Shares outstanding on <u>September 30,</u> <u>2022</u>	<u>Ending Balance:</u> Common: 6,564,838,949 Preferred: Series A: 80,000 Series B: 51 Series C: 2,500 Series D: 2,000,000 Common: 6,564,838,949 Preferred:		Ser						

Shares outstanding on date of this report	Series A: 80,000 Series B: 51 Series C: 2,500 Series D: 2,000,000 Series F: 10,000 Series G: 10,000
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**Example:** The Company has included all issuances of securities through the date of this report

### 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	Reason for Issuance (e.g. Loan, Services, etc.)
<u>1/4/21</u>	<u>100,000</u>	<u>100,000</u>	<u>13,896</u>	<u>1/4/22</u>	<u>50% lowest bid price in 30 days prior to conversion</u>	<u>Christopher C. Harrison</u>	<u>Compensation</u>
<u>1/4/21</u>	<u>150,000</u>	<u>150,000</u>	<u>31,266</u>	<u>1/4/22</u>	<u>50% lowest bid price in 30 days prior to conversion</u>	<u>Jeffrey M Canouse</u>	<u>Compensation</u>
<u>2/19/21</u>	<u>3,450</u>	<u>3,450</u>	<u>445</u>	<u>2/19/22</u>	<u>60% of the average of the two lowest bid prices for 10 days prior to conversion</u>	<u>JP Carey Enterprises, Inc.- Joe Canouse</u>	<u>Loan</u>
<u>3/12/21</u>	<u>4,500</u>	<u>4,500</u>	<u>559</u>	<u>3/12/22</u>	<u>60% of the average of the two lowest bid prices for 10 days prior to conversion</u>	<u>JP Carey Enterprises, Inc.- Joe Canouse</u>	<u>Loan</u>
<u>6/3/21</u>	<u>26,500</u>	<u>26,500</u>	<u>4,217</u>	<u>6/3/22</u>	<u>60% of the lowest trading price during the 30 days prior to conversion</u>	<u>Trillium Partners, LP- Steve Hicks</u>	<u>Loan</u>
<u>6/11/21</u>	<u>26,500</u>	<u>26,500</u>	<u>4,147</u>	<u>6/11/22</u>	<u>60% of the lowest trading price during the 30 days prior to conversion</u>	<u>JP Carey Enterprises, LLC- Joe Canouse</u>	<u>Loan</u>
<u>6/14/21</u>	<u>62,500</u>	<u>62,500</u>	<u>9,719</u>	<u>6/14/22</u>	<u>60% of the lowest trading price during the 30 days prior to conversion</u>	<u>Trillium Partners, LP- Steve Hicks</u>	<u>Loan</u>
<u>11/1/21</u>	<u>25,000</u>	<u>25,000</u>	<u>2,281</u>	<u>9/30/22</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>12/1/21</u>	<u>25,000</u>	<u>25,000</u>	<u>2,075</u>	<u>10/31/22</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>1/1/22</u>	<u>25,000</u>	<u>25,000</u>	<u>1,863</u>	<u>11/30/22</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>1/4/22</u>	<u>156,702</u>	<u>156,702</u>	<u>-0-</u>	<u>12/31/22</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Jeffrey M. Canouse</u>	<u>Accrued compensation</u>
<u>2/1/22</u>	<u>25,000</u>	<u>25,000</u>	<u>1,651</u>	<u>12/31/22</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>

<u>3/1/22</u>	<u>25,000</u>	<u>25,000</u>	<u>1,459</u>	<u>1/31/23</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>4/1/22</u>	<u>25,000</u>	<u>25,000</u>	<u>1,247</u>	<u>2/28/23</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>5/1/22</u>	<u>25,000</u>	<u>25,000</u>	<u>1,041</u>	<u>2/28/23</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>5/13/22</u>	<u>51,150</u>	<u>51,150</u>	<u>2,354</u>	<u>5/13/23</u>	<u>\$.00005/share</u>	<u>Trillium Partners, LP- Steve Hicks</u>	<u>Loan</u>
<u>5/13/22</u>	<u>51,150</u>	<u>51,150</u>	<u>2,354</u>	<u>5/13/23</u>	<u>\$.00005/share</u>	<u>JP Carey Enterprises, LLC- Joe Canouse</u>	<u>Loan</u>
<u>6/1/22</u>	<u>25,000</u>	<u>25,000</u>	<u>829</u>	<u>2/28/23</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>8/1/22</u>	<u>50,000</u>	<u>50,000</u>	<u>822</u>	<u>2/28/23</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>10/1/22</u>	<u>50,000</u>	<u>50,000</u>	<u>N/A</u>	<u>2/28/23</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>11/1/22</u>	<u>25,000</u>	<u>25,000</u>	<u>N/A</u>	<u>2/28/23</u>	<u>70% of the lowest bid price in 20 days prior to conversion</u>	<u>Frondeur Partners LLC- William Gonver</u>	<u>Consulting services</u>
<u>Note 1- All accrued interest calculated as of September 30 2022. No accrued interest is recorded on notes issued after that date</u>							

**The securities issued above were issued pursuant to exemptions from registration requirements relying on section 4(a)(2) of the securities act of 1933 and upon rule 506 of regulation D of the securities act of 1933 as there was no general solicitation, and the transactions did not involve a public offering. The holders provided legal opinions pursuant to rule 144 promulgated under section 4(a)(1) of the securities act and rule 144.**

#### 4) FINANCIAL STATEMENTS

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

U.S. GAAP

IFRS

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

Name: Laurence Ditkoff

Title: Consultant

Relationship to Issuer: Consultant

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 changes in Shareholders' Deficit
- 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.

Financial statements are appended below.

\_\_\_\_\_

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.

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

U.S. GAAP

IFRS

---

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

## 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")

No operations

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

None

- C. Describe the issuers' principal products or services, and their markets

None

## 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.

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.

Not Applicable

## 7) 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 and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Dawn Caputo</u>	5% owner	Long Beach Township, New Jersey	<u>2,500</u>	<u>Series C Preferred</u>	<u>100%</u>	
<u>Jeffrey M. Canouse</u>	Officer	Alpharetta, GA	<u>51</u>	<u>Series B Preferred</u>	<u>100%</u>	
<u>Livingston Asset Management LLC/ Stephen M Hicks</u>	5% owner	Alpharetta, GA	333,333	<u>Series D Preferred</u>	<u>16.7%</u>	_____
J.P. Carey Limited Partners, LLC/Joseph Canouse,	5% owner	Alpharetta, GA	1,000,000	<u>Series D Preferred</u> -	<u>50%</u>	_____
Trillium Partners, LP/Stephen M. Hicks	<u>5% owner</u>	Ridgefield, CT	333,334	<u>Series D Preferred</u>	16.7%	_____
<u>Oscaleta Partners LLC/ Stephen M. Hicks</u>	<u>5% owner</u>	<u>Ridgefield Connecticut</u>	333,333	<u>Series D Preferred</u>	<u>16.7%</u>	_____

## 8) LEGAL/DISCIPLINARY HISTORY

### A. Please identify whether any of the foregoing persons have, in the last ten years, been the subject of:

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

NO.

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

NO.

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

Stephen M. Hicks is a Manager of Trillium Partners LP and Oscaleta Partners, LLC, which are owners of our Series D Preferred stock. Civil actions by the State of Connecticut (the "State") and the Securities and Exchange Commission (the "SEC") (collectively "the Enforcement Actions") on the day-to-day business of certain funds were

filed against entities managed by Mr. Hicks. The Enforcement Actions, which have been settled and concluded, were focused on allegations, which, in our view, address internal or administrative matters associated with the prior management of certain Investment funds (the “Funds”). Specifically, the Enforcement Actions alleged: that certain misrepresentations were made to investors of the Funds, that the Funds improperly valued certain positions, and that affiliates of the Funds caused an administrative misallocation in the booking and paying of certain fund expenses. The SEC announcement may be found at <http://www.sec.gov/litigation/litreleases/2010/lr21709.htm>.

The complaint and the announcement were focused on the Funds’ relationship with their investors. The allegations did not take issue with the market activities of The Funds, and were never amended to include The Funds’ operations and/or relationships with issuer companies, counterparties, or in the public market generally.

Neither complaint sought to limit the activities of the Firm pending the outcome of the litigation. The SEC obtained summary judgment on a motion on the single issue of the so-called misallocation in the booking and payment of certain legal expenses between funds in existence prior to 2005 and funds established after that timeframe that was decided against The Funds. Shortly thereafter, in February 2018, The Funds and certain affiliates of The Funds settled the remaining matters administratively. A copy of the order announcing the terms of the settlement may be found at the following link: <https://www.sec.gov/litigation/admin/2018/34-82767.pdf>.

On February 15, 2018, the SEC announced that it had obtained final judgments against Mr. Hicks. The final judgments were negotiated with the SEC and resulted in the Mr. Hicks being enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder; Section 17(a) of the Securities Act of 1933; and Section 206(1), (2), and (4) of the Investment Advisers Act of 1940 and Rule 206(4)-8 thereunder, and required them to pay certain fines associated with the judgments. Recently Mr. Hicks and related parties settled other tangentially related matters effective March 30, 2022. As a result, to our knowledge, these matters have been concluded.

Currently, Mr. Hicks is managing proprietary capital and continues to do business.

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

NO.

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.

There are no such matters to disclose that are not disclosed in footnote 3 to the financial statements where all known legacy legal matters are discussed.

## 9) **THIRD PARTY PROVIDER**

A. Securities Counsel

None

B. Accountant or Auditor

None

C. Investor Relations Consultant

None

D. Other Advisor(s)

None

**10. ISSUER CERTIFICATION**

I, Robert W Tetsch, certify that:

1. I have reviewed this September 30, 2022 QUARTERLY disclosure statement of Harrison Vickers & Waterman, 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

/s/Robert W Tetsch

Robert W. Tetsch, Chief Executive Officer

Dated: November 28, 2022

I, Robert W. Tetsch, certify that:

1. I have reviewed this September 30, 2022 QUARTERLY disclosure statement of Harrison Vickers & Waterman, 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

/s/Robert W. Tetsch

Robert W. Tetsch, Chief Financial Officer

Dated: November 28, 2022

**HARRISON, VICKERS & WATERMAN, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2022**

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Harrison Vickers and Waterman, Inc.  
Consolidated Balance Sheet  
September 30, 2022 and June 30, 2022  
(Unaudited)

	September 30 2022	June 30 2022
<b>Assets</b>		
Cash	\$ 2,113,863	\$ 533,324
Due from related party	244,489	134,099
Employee cash advances	5,750	4,950
Accounts receivable	9,201,002	722,460
Inventory	118,093	-
Other Current Assets	-	20,427
<b>Total Current Assets</b>	<b>11,683,196</b>	<b>1,415,259</b>
		-
Net Fixed Assets	2,013,545	1,427,695
Other Assets	41,382	41,382
		-
<b>Total Non- current assets</b>	<b>2,054,927</b>	<b>1,469,077</b>
<b>Total Assets</b>	<b>\$ 13,738,124</b>	<b>\$ 2,884,336</b>
<b>Liabilities</b>		
Accounts Payable	\$ 3,683,226	\$ 1,851,158
Accrued expenses	464,915	492,642
Accrued interest	201,296	59,951
Paycheck protection program payable	254,681	254,681
Convertible notes payable- current	851,320	826,235
Factor payable	682,932	764,373
Capital lease liability	504,092	558,694
Put premium on stock settled debt	506,601	485,172
Deferred revenue	9,746,800	
Line of credit	2,197,500	1,400,000
<b>Total Current Liabilities</b>	<b>19,093,364</b>	<b>6,692,906</b>
SBA Loan	500,000	500,000
Loan from Shareholder	550,000	500,000
<b>Total Non-current Liabilities</b>	<b>1,050,000</b>	<b>1,000,000</b>
<b>Total liabilities</b>	<b>20,143,364</b>	<b>7,692,906</b>

Harrison Vickers and Waterman, Inc.  
Consolidated Balance Sheet  
September 30, 2022 and June 30, 2022  
(Unaudited)  
(Continued)

	September 30 2022	June 30 2022
<b>Stockholders' Deficit</b>		
Preferred Stock- Series A , 8% convertible, 80,000 shares outstanding at September 30 and June 30, 2022, respectively	8	8
Preferred Stock- Series B ,convertible, 51 shares outstanding at September 30 and June 30, 2022, respectively	-	-
Preferred Stock- Series C , 8% convertible, 2,500 shares outstanding at September 30 and June 30, 2022, respectively	3	3
Preferred Stock- Series D , 8% convertible, 2,000,000 shares outstanding at September 30 and June 30, 2022, respectively	2,000	2,000
Series F Preferred stock- 10,000 shares outstanding, \$.001 par value	10	10
Series G Preferred stock- 10,000 shares outstanding, \$.001 par value	10	10
Common stock-6,564,868,949 and 6,564,838,949 outstanding at September 30, 2022 and June 30, 2022, respectively	656,484	656,484
Additional paid-in capital	1,354,519	1,329,605
Dividends paid	(111,107)	(111,107)
Retained Earnings	<u>(8,307,165)</u>	<u>(6,685,583)</u>
<b>Total stockholders' equity</b>	<u>(6,405,241)</u>	<u>(4,808,570)</u>
<b>Total Liabilities &amp; Equity</b>	<u>\$ 13,738,123</u>	<u>\$ 2,884,336</u>

The accompanying Notes are an integral part of these financial statements

Harrison Vickers and Waterman, Inc.  
Consolidated Statement of Operations  
Three months ended September 30, 2022  
(Unaudited)

	Three months ended <u>September 30, 2022</u>	(Restated) Three months ended <u>September 30, 2021</u>
<b>Revenues</b>		
Net Sales	\$ 16,502,975	\$ 1,522,180
Cost of goods sold	<u>(15,292,095)</u>	<u>(510,178)</u>
Gross Profit	1,210,880	1,012,002
<b>Operating Expenses</b>		
Wages and related expenses	1,042,059	501,034
Sales and marketing expenses	281,290	281,073
General and administrative	1,153,793	342,211
Depreciation and Amortization	240,285	-
Consulting expense	<u>75,000</u>	<u>-</u>
<b>Total Operating Expenses</b>	2,792,427	1,124,318
Net operating profit (loss)	(1,581,547)	(112,316)
<b>Other Income (Expense)</b>		
Other income	(264)	(124,150)
Interest expense	<u>(39,771)</u>	<u>(38,563)</u>
Total Other Income (Expense)	(40,035)	(162,713)
Net income before income taxes	(1,621,583)	(275,029)
Provision for Income Taxes	-	-
Net loss	<u>\$ (1,621,583)</u>	<u>\$ (275,029)</u>
Weighted average shares outstanding	<u>6,564,838,919</u>	<u>4,476,430,403</u>
Net loss per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>

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

Harrison, Vickers & Waterman, Inc.  
Statement of Change in Stockholders' Deficiency  
June 30, 2021 through September 30, 2022

(Unaudited)

	Series A Preferred Stock Par Value \$.0001		Series B Preferred Stock Par Value \$.0001		Series C Preferred Stock Par Value \$.001		Series D Preferred Stock Par Value \$.001	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Balance at June 30, 2021	98,000	\$ 10	51	\$ 0	100,000	\$ 100	-	\$ -
Issuance of shares for extinguishment of convertible preferred stock and accrued dividends	-	-	-	-	(12,492)	(12)	-	-
Exchange of Series A and Series C Preferred stock for newly issued Series D Preferred stock	(18,000)	(2)			(85,008)	(85)	1,922,750	1,923
Issuance of shares for extinguishment of debt and accrued interest	-	-	-	-	-	-	-	-
Warrants issued on consulting notes	-	-	-	-	-	-	-	-
Net income, twelve months ended June 30, 2022	-	-	-	-	-	-	-	-
Balance at June 30, 2022	80,000	\$ 8	51	\$ 0	2,500	\$ 3	1,922,750	\$1,923
Warrants issued on consulting notes	-	-	-	-	-	-	-	-
Net income, for three months ended September 30, 2022	-	-	-	-	-	-	-	-
Balance at September 30, 2022	80,000	\$ 8	51	\$ 0	2,500	\$ 3	1,922,750	\$1,923

Harrison, Vickers & Waterman, Inc.  
Statement of Change in Stockholders' Deficit  
June 30, 2021 through June 30, 2022  
(Unaudited)

	Series F Preferred Stock Par Value \$.001		Series G Preferred Stock Par Value \$.001		Common Stock Par Value \$.0001	
	Shares	Amount	Shares	Amount	Shares	Amount
Balance at June 30, 2021	10,000	\$ 10	10,000	\$ 10	3,001,563,744	\$ 300,156
Issuance of shares for extinguishment of convertible preferred stock and accrued dividends	-	-	-	-	3,371,095,980	337,110
Exchange of Series A and Series C Preferred stock for newly issued Series D Preferred stock	-	-	-	-	-	-
Issuance of shares for extinguishment of debt and accrued interest	-	-	-	-	192,179,195	19,218
Warrants issued on consulting notes	-	-	-	-	-	-
Net income, twelve months ended June 30, 2022	-	-	-	-	-	-
Balance at June 30, 2022	10,000	\$ 10	10,000	\$ 10	6,564,838,919	\$ 656,484
Warrants issued on consulting notes	-	-	-	-	-	-
Net income, for three months ended September 30, 2022	-	-	-	-	-	-
Balance at September 30, 2022	<u>10,000</u>	<u>\$ 10</u>	<u>10,000</u>	<u>\$ 10</u>	<u>6,564,838,919</u>	<u>\$ 656,484</u>

Harrison, Vickers & Waterman, Inc.  
Statement of Change in Stockholders' Deficiency  
June 30, 2021 through June 30, 2022  
(Unaudited)

	Additional Paid-In Capital	Dividends on Preferred stock	Accumulated Deficit	Total Stockholders' Deficiency
Balance at June 30, 2021	\$ 1,560,900	\$ -	\$ (2,873,505)	\$ (1,012,318)
Issuance of shares for extinguishment of convertible preferred stock and accrued dividends	(225,990)	(111,107)	-	-
Exchange of Series A and Series C Preferred stock for newly issued Series D Preferred stock	(1,914)	-	-	(78)
Issuance of shares for extinguishment of debt and accrued interest	(9,609)	-	-	9,609
Warrants issued on consulting notes	6,217	-	-	6,217
Net income, twelve months ended June 30, 2022	-	-	(3,812,078)	(3,812,078)
Balance at June 30, 2022	\$ 1,329,605	\$ (111,107)	\$ (6,685,583)	\$ (4,808,648)
Warrants issued on consulting notes	24,915	-	-	24,915
Net income, for three months ended September 30, 2022	-	-	(1,621,583)	(1,621,583)
Balance at September 30, 2022	<u>\$ 1,354,519</u>	<u>\$ (111,107)</u>	<u>\$ (8,307,165)</u>	<u>\$ (6,405,316)</u>

The accompanying Notes are an integral part of these financial statements

Harrison Vickers and Waterman, Inc.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
Three months ended September 30, 2022 and 2021  
(Unaudited)

	September 30 2022	September 30 2021
<b>Cash Flows from Operating Activities:</b>		
Net Income (Loss)	\$ (1,621,583)	\$ (275,029)
Depreciation Expense	240,285	-
Put premium on stock settled debt	21,429	25,000
Expenses accrued on extinguishment of debt		25,000
Face value of consulting notes	50,000	-
Changes in working capital:		
Accounts receivable	(8,478,542)	-
Prepaid Expenses and other Assets	-	-
Due from related party	(110,391)	(75,362)
Employee cash advances	(800)	(41,000)
Accounts payable	1,832,069	(192,324)
Inventory	(118,093)	
Accrued expenses	(27,727)	(23,580)
Accrued interest	141,346	13,563
Factor payable	(81,441)	-
Other current assets	(20,427)	-
Deferred revenue	9,746,800	-
Line of credit	797,500	-
<b>Total Cash Flows from Operating Activities:</b>	<b>\$ 2,370,425</b>	<b>\$ (543,732)</b>

Harrison Vickers and Waterman, Inc.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
Three months ended September 30, 2022 and 2021  
(Unaudited)

	September 30 2022	September 30 2021
<b>Cash Flows from Investing Activities:</b>		
Purchases of fixed assets	(785,282)	(10,935)
Capital lease liability	(54,603)	-
	-	-
<b>Total Cash Flows from Investing Activities:</b>	<b>(839,885)</b>	<b>(10,935)</b>
<b>Cash Flows from Financing Activities:</b>		
SBA Loan	-	346,000
Loan from shareholder	50,000	-
<b>CASH FLOWS FROM Cash Flows from Financing Activities:</b>	<b>50,000</b>	<b>346,000</b>
Net increase in Cash and Cash Equivalents	1,580,539	(208,667)
Cash and Equivalents, Beginning of period	533,324	409,069
Cash and Equivalents, End of period	<b>\$ 2,113,863</b>	<b>\$ 200,402</b>
<b>Cash paid during the period for:</b>		
Interest	\$ -	\$ -
Taxes	\$ -	\$ -
Cash issued for retirement of preferred stock	\$ -	\$ 400,000
Debt incurred on purchase of subsidiary	\$ -	\$ 150,000

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

**HARRISON, VIKERS & WATEMAN, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2022**

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**NOTE 1- NATURE OF OPERATIONS**

*Corporate History*

We were incorporated on June 5, 2008, under the laws of the State of Nevada under the name Sharp Performance Inc. From inception until September 2013, our business focus was on the provision of consulting services to the American automotive industry. From September 2013 until April 21, 2015, we were primarily engaged in the business of making commercial secured real estate loans. On October 24, 2013, we changed our name to Harrison, Vickers & Waterman Inc. in conjunction with the change in our business focus. On April 21, 2015, we commenced operations in a new line of business, the ownership of World of Beer taverns that serve craft and imported beer along with food and other spirits. We no longer are involved in the commercial secured real estate loans. On October 24, 2018, the Company entered into a Securities Exchange Agreement with NJ Battery Energy Storage Project 1, LLC. In January 2020, the assets of NJ Battery Energy Storage Project 1, LLC were sold and in September 2020, the net assets of the taverns were sold. Currently the Company has no operating business and is looking for acquisitions.

*Acquisition of World of Beer*

In April 2015, we entered into a Purchase Agreement (the “Purchase Agreement”), with the original shareholders of Attitude Beer Holdings, Inc. (“ABH”), namely, Attitude Drinks Incorporated, a Delaware corporation (“Attitude Drinks”), and two significant investors of ABH, pursuant to which the shareholders sold to us all of the outstanding shares of stock of ABH, and ABH thereupon became our wholly owned subsidiary. In consideration for the purchase of the shares of common stock of ABH, we issued: (i) to Attitude Drinks, 51 shares of our newly created Series B Preferred Stock of the Company (the “Series B Preferred Stock”) and a seven year warrant (the “B Warrant”) to purchase 5,000,000 shares of our common stock, par value \$.0001 per share (the “Common Stock”), at an exercise price of \$0.075 per share (subject to customary anti-dilution adjustments); (ii) to the significant investors, a secured convertible note of approximately \$2.2 million and warrants to purchase approximately 1.7 billion shares at \$.0025 per share. The warrants have a seven-year life commencing April 20, 2015. These investors also acquired an Additional Investment Right to invest up to \$5,000,000 on the same terms.

One of the investors acquired 32,300 shares of our Series A Preferred Stock (convertible into 32,300,000 shares of Common Stock) from HVW Holdings LLC “HVW”, an entity of which Mr. James Giordano, our prior Chief Executive Officer and prior Chairman of the Board, was the managing member, subject to the terms of a Purchase Agreement. Attitude Drinks purchased 87,990,000 shares of Common Stock from HVW Holdings LLC at a price of \$65,000.

*Sale of World of Beer*

On September 28, 2020, the Company sold its interests in the West Hartford World of Beer, and Cambridge Craft restaurants. Concurrent with this sale, the Purchaser also assumed all of the debt associated with the taverns with the exception of \$5,000.

*Acquisition of NJ Battery Energy Storage Project 1, LLC (NJB 1, LLC)*

On October 24, 2018, the Company entered into a Securities Exchange Agreement (the “Securities Exchange Agreement”) with NJB 1, LLC, its Members, and various securities holders of the Company, under which the Company purchased approximately 80% of the LLC Membership Interest of NJB 1, LLC in exchange for the issuance of 100,000 Shares of newly issued Series C Convertible Preferred Stock. With the exception of 2,500 shares, all the shares held by the former owners of NJB 1, LLC were sold in September and October 2021 per Note 7 below. On February 25, 2022, those shares were exchanged for newly issued Series D Preferred stock

*Sale of NJ Battery Energy Storage Project 1, LLC*

In January 2020, the Company sold its rights to the Battery Project and paid the proceeds of \$75,000 to the prior owners of the Battery project. All liabilities and assets were extinguished from the Company’s financial statements

and the Battery project's operations were deemed to be discontinued. There had been some dispute in regards to the Series C Preferred shares owned by the former owners of the Battery project. During September 2021, 10,000 shares of the Series C Preferred stock owned by Chris Harrison were sold to outside investors, and in October 2021, 67,500 shares were sold to outside investors. (See Note 8)

#### *Acquisition of MPS*

On August 8, 2022, Harrison, Vickers & Waterman, Inc., a Wyoming corporation ("HVCW"), PEN Merger Sub, LLC, a California limited liability company ("Merger Sub"), Pacific Energy Network LLC, a California limited liability company ("PEN"), and Robert William Tetsch on behalf of the members of PEN, (the "Merger") officially closed on the previously disclosed Agreement and Plan of Merger (the "Merger Agreement") which was executed July 15, 2022.

Pacific Energy Network, now known as Mobile Pro Solutions, is a California based parent company of several subsidiary LLC's that manage solar, roofing, HVAC, security, distribution, consulting, lead generation, marketing, sales, data, software and mortgage divisions. Founded in 2018, PEN has quickly become one of the largest and most successful home services companies in the nation with a footprint across multiple states. With a focus on customer satisfaction and strategic business planning, PEN has grown into a multi-product business that has increased revenue year over year and expanded its reach into new markets across the United States.

The Merger Agreement provided that, upon the closing, the Merger Sub was merged with and into PEN, with PEN continuing as a wholly owned subsidiary of HVCW, but with the management of PEN taking over voting control of HVCW.

The Merger Agreement was forwarded to the California Secretary of State for filing and issuance of a Certificate of Merger. The Merger was approved by the stockholders of HVCW and the members of PEN. The Merger Agreement was approved, authorized and agreed to by the boards of directors of each of HVCW and PEN. Effective on August 8, 2022, Jeffrey M. Canouse, sole Officer and Director and Majority Shareholder of HVCW, appointed Robert W. Tetsch as sole Officer and Director of HVCW as his successor as his last official act and resigned as a condition of the Merger.

Also, effective on August 8, 2022, Jeffrey M. Canouse, assigned all 51 shares of HVCW's Series B Preferred Stock, giving Robert Tetsch majority voting control of HVCW.

In consideration for the contribution of net assets of PEN, the Company issued 10,000 shares of Series F Preferred stock convertible into 85% of the Company's outstanding common stock. In consideration for consulting and advisory services provided for the transaction, the Company issued 10,000 shares of Series G Preferred stock, convertible into 10% of the Company's outstanding common stock.

#### *Departure of Jeffrey M. Canouse and Appointment of Robert Tetsch*

Effective on August 8, 2022, Jeffrey M. Canouse, Sole Officer and Director of HVCW resigned from his positions, and the Board of Directors accepted the appointment of Robert Tetsch, as the Company's new Sole Officer and Director to replace Mr. Canouse on that date.

Mr. Canouse's resignation was not due to any disagreement with the Company or its Board of Directors.

Robert Tetsch (35) is a self-taught business visionary. He founded Modern Pro Solutions (formerly Pacific Energy Network) in 2018 to leverage his nearly 20 years of field and managerial experience in all aspects of home and business services, maintenance, and owner support. Since starting Modern Pro Solutions, a full-service residential and commercial rooftop solar energy company, Mr. Tetsch has led an ambitious vertical integration. In 2021, Modern Pro Solutions expanded its footprint from residential solar and structured a parent company that manages subsidiary roofing, solar, HVAC, smart home, business consulting, distribution, and business financing. Born into an Army family that helped instill the virtues of hard work, discipline, accountability, and leadership, Mr. Tetsch is intent on pioneering the integrated home services industry. His plans include expansion of MPS's territory and partnerships, and authorized dealer relationships, and scaling the company's manufacturing and distribution capabilities to combat supply chain inconsistencies. Mr. Tetsch is also intent on adding a range of services such as integrating and mobilizing, building data collected from internet-of-things-connected devices, building inspections, maintenance consulting, control and monitoring software, green mortgages and bringing consumer financing in house.

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

### Accounting Method

The Company's consolidated financial statements are prepared using the accrual method of accounting. The Company has elected a fiscal year ending of June 30.

### Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Mobile Pro Solutions, on a pro-forma basis and have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). All significant intercompany transactions and balances have been eliminated.

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. It is possible that accounting estimates and assumptions may be material to the Company due to the levels of subjectivity and judgment involved.

### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

### Accounts Receivable

The Company grants credit to customers under credit terms that it believes are customary in the industry. The Company assists the customer in finding the most economic financing terms available from outside lending forces. Loan terms vary based on the customer's desires, system size and geographic deployment. However, the Company is usually paid within thirty days of signing a contract and bad debts have been minimal. Starting with the quarter ending September 30, 2022, the Company began to record the full value of contracts as Accounts receivable and set up an offsetting credit to deferred revenue, which is amortized into revenue over the life of the contract. The total amount of the receivable includes a dealer fee which includes the cost of the outside financing of the transaction.

### Net Fixed Assets

Our net Fixed assets are principally trucks and other equipment, which are used in installations of solar projects. While we consider the possibility unlikely, The Company reviews its net fixed assets for possible impairment or loss of value at least annually or more frequently upon the occurrence of an event or when circumstances indicate that a reporting unit's carrying amount is greater than its fair value.

Net fixed assets are stated at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful asset lives (five years for vehicles and trailers, fifteen years for leasehold improvements.)

### Accounting for Derivatives

The Company evaluates its convertible debt, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for. The result of this accounting treatment is that under certain circumstances the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under this accounting standard are reclassified to liability at the fair value of the instrument on the reclassification date.

### Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note date with a charge to interest expense in accordance with ASC 480 - "Distinguishing Liabilities from Equity".

### Revenue Recognition

The Company recognizes revenue over the life of the contract. The Company's Accounts receivable includes the base cost of the service provided plus the financing fees incurred by the customer to purchase the service. See the explanation above. The Company has decided to capitalize the entire value of the contract at the time it is initiated and set up Deferred revenue account. Each month, deferred revenue is amortized into revenue, including both the

financing fee and the revenue from the project. The cost of the financing fee is recorded as a separate expense as cost of goods sold.

### Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740, Income Taxes. ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Under ASC 740, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

### Paycheck Protection Program Loan

The Company’s policy is to account for forgivable loans received through the Small Business Administration (SBA) under the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) Paycheck Protection Program (PPP) as a contingent liability in accordance with Accounting Standards Codification (ASC) 450-30, Contingencies, and other related accounting pronouncements. The forgiveness of debt, in whole or in part, is recognized once the forgiveness is realized or realizable, which occurs when the Company believes all uncertainties regarding the final forgiveness of the loan are resolved. Any portion of debt forgiven, adjusted for accrued interest forgiven and unamortized debt issuance costs, is recorded as a gain on extinguishment of debt, and presented in the other income section of the statement of income. The Company has received two PPP loans (See Note 11). In 2021, the Company received partial forgiveness of \$74,982 on one loan. The Company does not believe it is entitled to forgiveness on the existing notes.

### Leases

In February 2016, the FASB updated the accounting guidance related to leases. The most significant change in the updated accounting guidance requires lessees to recognize lease assets and liabilities on the balance sheet for all operating leases with the exception of short-term leases. The standard also expands the disclosures regarding the amount, timing, and uncertainty of cash flows arising from leases. For a lessee, the recognition, measurement, and presentation of expenses and cash flows arising from a lease did not significantly change from previous guidance. We adopted the updated guidance on December 1, 2020 on a prospective basis and as a result, prior period amounts were not adjusted to reflect the impacts of the updated guidance.

### Recent Accounting Pronouncements

Recent Accounting Pronouncements In August 2018, the FASB issued ASU 2018-13, “Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement” (“ASU 2018-13”). ASU 2018-13 removes, modifies and adds certain disclosure requirements in Topic 820 “Fair Value Measurement”. ASU 2018-13 eliminates certain disclosures related to transfers and the valuations process, modifies disclosures for investments that are valued based on net asset value, clarifies the measurement uncertainty disclosure, and requires additional disclosures for Level 3 fair value measurements. ASU 2018-13 is effective for the Company for annual and interim reporting periods beginning January 1, 2020. The adoption of this standard did not have a material impact on the Company’s consolidated financial statements and related disclosures. In December 2019, the FASB issued authoritative guidance intended to simplify the accounting for income taxes (ASU 2019-12, “Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes”). This guidance eliminates certain exceptions to the general approach to the income tax accounting model and adds new guidance to reduce the complexity in accounting for income taxes. This guidance is effective for fiscal years beginning after December 15, 2020, including interim periods within those annual periods. The Company is currently evaluating the potential impact of this guidance on its consolidated financial statements. In January 2020, the FASB issued ASU 2020-01,

Investments - Equity Securities (Topic 321), Investments - Equity Method and Joint Ventures (Topic 323), and Derivative and Hedging (Topic 815), which clarifies the interaction of rules for equity securities, the equity method of accounting, and forward contracts and purchase options on certain types of securities. The guidance clarifies how to account for the transition into and out of the equity method of accounting when considering observable transactions under the measurement alternative. The ASU is effective for annual reporting periods beginning after December 15, 2020, including interim reporting periods within those annual periods, with early adoption permitted. The Company is currently evaluating the impact of the new guidance on our consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity. This ASU amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity's own equity, and also improves and amends the related EPS guidance for both Subtopics. The ASU will be effective for annual reporting periods after December 15, 2021 and interim periods within those annual periods and early adoption is permitted. The Company is currently evaluating the impact of the new guidance on our consolidated financial statements. Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying consolidated financial statements.

In April 2020, the FASB issued a Staff Q&A, Topic 842 and 840: Accounting For Lease Concessions Related to the Effects of the COVID-19 Pandemic in order to provide clarity regarding the accounting treatment for lease concessions provided as a result of COVID-19. Under existing lease guidance, changes to certain lease terms not specified in the original lease agreement require modification accounting treatment. To provide relief, the FASB Staff Q&A permits alternatives to modification accounting under Topic 842. For concessions related to the effects of the COVID-19 pandemic that do not result in a substantial increase in the rights of the lessor or our obligations as the lessee, we are not required to analyze each contract to determine whether enforceable rights and obligations for concessions exist in the lease agreement and can elect to apply or not apply the lease modification guidance in Topic 842. In fiscal year 2020 and 2021, no financial concessions had been taken by the Company or any of its subsidiaries.

In August 2020, the FASB issued ASU 2020-06, which amends the measurement and disclosure of convertible instruments, contracts in an entity's own equity, and EPS guidance. The guidance can be adopted using a modified retrospective method or a fully retrospective method. The amendments are effective for fiscal years beginning after December 15, 2021 for public entities, excluding those that are smaller reporting companies. For all other entities the amendments are effective for fiscal years beginning after December 15, 2023. The Company does not expect the update to have a material impact on its consolidated financial statements and related disclosures.

In June, 2020 the FASB issued ASU No. 2020-05, Revenue from Contracts with Customers (Topic 606). Topic 606 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The Company adopted Topic 606 in September 2019, and recognizes revenue when control of goods and services is transferred to customers. The Company recognizes revenue in accordance with ASC Topic 606. The Company recognizes revenue upon transfer of control of goods to customers.

In November, 2021, the Financial Accounting Standards Board (FASB) issued ASU 2021-10 Government Assistance (Topic 832) Disclosures by Business Entities about Government Assistance is effective for fiscal periods after December 15, 2021, for both public and private companies. The Company has not yet adopted this standard and has disclosed its financial assistance received in the form of Payroll Protection Program (PPP) and SBA Economic Injury Disaster (EIDL) Loans in accordance with Accounting Standards Codification (ASC) 470, Debt until the point of forgiveness and then as a government grant by analogy to International Accounting Standard (IAS) 20, Accounting for Government Grants and Disclosure of Government Assistance.

### **NOTE 3- GOING CONCERN**

The accompanying unaudited interim consolidated condensed financial statements have been prepared in conformity with generally accepted accounting principles which contemplate continuation of the Company on a going-concern basis. The going concern basis assumes that assets are realized, and liabilities are extinguished in the ordinary course of business at amounts disclosed in the consolidated financial statements. The Company has incurred recurring losses from operations and has an accumulated deficit of (\$8,307,165). The Company’s ability to continue as a going concern depends upon its ability to obtain adequate funding to support its operations through continuing investments of debt and/or equity by qualified investors/creditors, internally generated working capital and monetization of intellectual property assets. These factors raise substantial doubt about the Company’s ability to continue as a going

concern. These consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Management is currently pursuing a business strategy which includes raising the necessary funds to finance the Company's development and marketing efforts.

**NOTE 4- ADVANCES TO RELATED PARTY**

Advances to related party are amounts paid on behalf of our Chief Executive and Chief Financial Officer, Bobby Tetsch. These amounts were lent at interest rates between 2.5% and 3.25% over a ten year term, and above the amount earned through his salary. Mr. Tetsch has a management contract which pays him \$400,000 per year. It is anticipated that these amounts will be repaid in lieu of his salary. Balances are as follows:

	September 30, <u>2022</u>	June 30, <u>2022</u>
Advances to related party	<u>\$ 244,489</u>	<u>\$134,099</u>

**NOTE 5- ACCOUNTS RECEIVABLE**

Accounts receivable are at the operating LLCs of MPS. The Company grants credit to customers under credit terms that it believes are customary in the industry. The Company assists the customer in finding the most economic financing terms available from outside lending forces. Loan terms vary based on the customer's desires, system size and geographic deployment. However, the Company is usually paid within thirty days of signing a contract and bad debts have been minimal.

The Company considers all receivables over 45 days to be past due. Management of the Company has not provided an allowance for doubtful accounts receivable at September 30, 2022 and 2021. Generally, the Company requires deposits against orders of up to 100% of the order value. Management considers all receivables collectable and are reflected at net realizable value. As of September 30, 2022 and June 30, 2022, the balances were as follows:

	September 30, <u>2022</u>	June 30, <u>2022</u>
Accounts receivable	<u>\$ 9,201,002</u>	<u>\$ 722,460</u>

The increase in accounts receivable was principally due to the change in accounting methodology whereby the full value of accounts receivable is recorded and deferred revenue is established and amortized into the revenue over the life of the contract.

**NOTE 6- Inventory**

	September 30, <u>2022</u>	June 30, <u>2022</u>
Inventory	<u>\$ 118,093</u>	<u>\$ -</u>

Inventory represents the cost of solar panels to be installed.

**NOTE 7- NET FIXED ASSETS**

The Company has the following fixed assets:

	September, <u>2022</u>	June 30, <u>2022</u>
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Furniture, fixtures and Equipment	\$ 47,082	\$ 47,082
Vehicles and Trailers	2,009,116	1,341,431
Leasehold improvements	<u>224,922</u>	<u>121,922</u>
Fixed assets gross	\$ 2,276,690	\$ 1,510,434
Accumulated depreciation	<u>(267,574)</u>	<u>(82,739)</u>
Fixed assets-net	\$ <u>2,013,545</u>	\$ <u>1,427,695</u>

Vehicles and furniture and fixtures are depreciated over a five year time frame. Leasehold improvements are depreciated over a fifteen year timeframe

#### NOTE 8- ACCOUNTS PAYABLE

Accounts payable principally exist at our operating subsidiaries and are mostly for accrued wages and purchases of materials. As of September 30, 2022 and June 30, 2022, the balances were as follows:

	September 30, <u>2022</u>	June 30, <u>2022</u>
Accounts payable	<u>\$3,683,226</u>	<u>\$1,851,158</u>

The increase in accounts payable was principally due to greater purchases of materials due to entrance into new markets as well as the change in the Company's business model from solely a sales organization to a full-service provider.

The increase in accounts payable was principally due to greater purchases of materials due to entrance into new markets.

#### NOTE 9- ACCRUED EXPENSES

Accrued expenses principally exist at our operating subsidiaries and are mostly for accrued wages and purchases of materials. As of September 30, 2022 and June 30, 2022, the balances were as follows:

	September 30, <u>2022</u>	September 30, <u>2022</u>
Accrued expenses	<u>\$ 464,915</u>	<u>\$ 492,642</u>

#### NOTE 10- LINE OF CREDIT

On May 22, 2022, the Company established a line of credit with Trillium Partners, L.P. and J.P. Carey Limited Partners, L.P (collectively "the Lenders"). Under the terms of the Line of Credit, the Company may draw up to \$ 3,000,000 based upon 75% of eligible receivables from the Lenders. The interest rate is .782% per seven days. Balances outstanding under the line of credit are as follows:

	September 30, <u>2022</u>	June 30, <u>2022</u>
Line of credit	<u>\$2,197,500</u>	<u>\$ 1,400,000</u>

The term of the line of credit is two years.

#### NOTE 11- FACTOR PAYABLE

The Company has the following notes payable outstanding at September 30, 2022:

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v3.1 June 2021)

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<u>Creditor</u>	<u>Execution Date</u>	<u>Original Amount</u>	<u>Current Amount</u>	<u>Weekly payment</u>
Meged	9-2-22	\$ 354,650	\$249,720	\$ 26,230
BMF Advance Funding	9-2-22	375,000	75,220	74,950
Kalamata Capital	3-7-22	444,500	98,208	8,549
Fresh Funding Solutions	4-7-22	387,000	78,532	8,413
IDEA 247, Inc.	3-3-22	300,000	68,654	7,712
Lend Bug	7-27-22	126,650	56,329	7,040
FYN Cap	7-27-22	<u>126,650</u>	<u>56,289</u>	<u>7,035</u>
Total		<u>\$1,614,450</u>	<u>\$682,932</u>	<u>\$139,929</u>

There was a loan agreement from Spartan Business Solutions, LLC on July 22, 2022 for approximately \$300,000 which was subsequently cancelled

The Company has the following notes payable outstanding at June 30, 2022:

<u>Creditor</u>	<u>Execution Date</u>	<u>Original Amount</u>	<u>Current Amount</u>	<u>Weekly payment</u>
Kalamata Capital	3-7-22	\$ 444,500	\$309,426	\$ 8,549
Fresh Funding Solutions	4-7-22	387,000	286,044	8,413
IDEA 247, Inc.	3-3-22`	<u>300,000</u>	<u>168,903</u>	<u>7,712</u>
Total		<u>\$1,131,500</u>	<u>\$764,373</u>	<u>\$24,674</u>

#### **NOTE 12 – CONVERTIBLE NOTES PAYABLE AND PUT PREMIUM ON STOCK SETTLED DEBT**

The balances in convertible notes payable and put premium on stock settled debt at September 30, 2022 are as follows:

Creditor	Date Issued	Maturity Date	Interest Rate	Original amount	Current Amount Outstanding	Amount assigned for warrants	Carrying amount	Percentage of stock price used for conversion	Put premium on stock settled debt
Chris Harrison	4-Jan-21	4-Jan-22	8%	\$ 100,000	\$ 100,000	\$ -	\$ 100,000	50%	\$ 100,000
Jeff Canouse	4-Jan-21	4-Jan-22	12%	150,000	150,000	-	150,000	50%	150,000
JP Carey Enterprises, LTD	19-Feb-21	19-Feb-22	8%	3,450	3,450	-	3,450	60%	2,300
JP Carey Enterprises, LTD	12-Mar-21	12-Mar-22	8%	4,500	4,500	-	4,500	60%	3,000
Trillium Partners, LP	3-Jun-21	3-Jun-22	12%	26,500	26,500	-	26,500	60%	17,667
JP Carey Enterprises	11-Jun-21	11-Jun-22	12%	26,500	26,500	-	26,500	60%	17,667
Trillium Partners, LP	14-Jun-21	14-Jun-22	12%	62,500	62,500	-	62,500	60%	41,667
Frondeur Partners LLC	1-Nov-21	30-Sep-22	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	1-Dec-21	31-Oct-22	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	1-Jan-22	30-Nov-22	10%	25,000	25,000	-	25,000	70%	10,714
Jeffrey M Canouse	4-Jan-22	4-Jan-23	0%	156,702	156,702	-	156,702	70%	67,158
Frondeur Partners LLC	1-Feb-22	31-Dec-22	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	1-Mar-22	31-Jan-23	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	01-Apr-22	28-Feb-23	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	01-May-22	31-Mar-23	10%	25,000	25,000	-	25,000	70%	10,714
Trillium Partners, LP	13-May-22	13-May-23	12%	51,150	51,150	-	51,150	-	-
JP Carey Limited Partners, LP	13-May-22	13-May-23	12%	51,150	51,150	-	51,150	-	-
Frondeur Partners LLC	01-Jun-22	30-Apr-23	10%	25,000	25,000	(6,217)	18,783	70%	10,714
Frondeur Partners LLC	01-Aug-22	30-Jun-23	10%	50,000	50,000	(24,915)	25,085	70%	21,429
<b>Total</b>				<b>\$ 882,452</b>	<b>\$ 882,452</b>	<b>\$ (31,132)</b>	<b>\$ 851,320</b>		<b>\$ 506,601</b>

The balances in convertible notes payable and put premium on stock settled debt at June 30, 2022 are as follows:

Creditor	Date Issued	Maturity Date	Interest Rate	Original amount	Current Amount Outstanding	Amount assigned for warrants	Carrying amount	Percentage of stock price used for conversion	Put premium on stock settled debt
Chris Harrison	4-Jan-21	4-Jan-22	8%	\$ 100,000	\$ 100,000	\$ -	\$ 100,000	50%	\$ 100,000
Jeff Canouse	4-Jan-21	4-Jan-22	12%	150,000	150,000	-	150,000	50%	150,000
JP Carey Enterprises, LTD	19-Feb-21	19-Feb-22	8%	3,450	3,450	-	3,450	60%	2,300
JP Carey Enterprises, LTD	12-Mar-21	12-Mar-22	8%	4,500	4,500	-	4,500	60%	3,000
Trillium Partners, LP	3-Jun-21	3-Jun-22	12%	26,500	26,500	-	26,500	60%	17,667
JP Carey Enterprises	11-Jun-21	11-Jun-22	12%	26,500	26,500	-	26,500	60%	17,667
Trillium Partners, LP	14-Jun-21	14-Jun-22	12%	62,500	62,500	-	62,500	60%	41,667
Frondeur Partners LLC	1-Nov-21	30-Sep-22	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	1-Dec-21	31-Oct-22	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	1-Jan-22	30-Nov-22	10%	25,000	25,000	-	25,000	70%	10,714
Jeffrey M Canouse	4-Jan-22	4-Jan-23	0%	156,702	156,702	-	156,702	70%	67,158
Frondeur Partners LLC	1-Feb-22	31-Dec-22	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	1-Mar-22	31-Jan-23	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	01-Apr-22	28-Feb-23	10%	25,000	25,000	-	25,000	70%	10,714
Frondeur Partners LLC	01-May-22	31-Mar-23	10%	25,000	25,000	-	25,000	70%	10,714
Trillium Partners, LP	13-May-22	13-May-23	12%	51,150	51,150	-	51,150	-	-
JP Carey Limited Partners, LP	13-May-22	13-May-23	12%	51,150	51,150	-	51,150	-	-
Frondeur Partners LLC	01-Jun-22	30-Apr-23	10%	25,000	25,000	(6,217)	18,783	70%	10,714
<b>Total</b>				<b>\$ 832,452</b>	<b>\$ 832,452</b>	<b>\$ (6,217)</b>	<b>\$ 826,235</b>		<b>\$ 485,172</b>

### Chris Harrison Note

Upon leaving the company, Mr. Harrison received a note for services rendered of \$100,000. The note bears interest at a rate of 8% and matures on January 4, 2022. The note was originally convertible into common stock of the

Company at the lower of seventy five percent (75%) of the closing bid price for the Company's common stock on the date of this Note, or (b) fifty percent (50%) ("Discount") of the lowest closing bid price for the Company's common stock during the thirty (30) trading days immediately preceding the date of delivery by Holder to Company of the Conversion Notice. On June 30, 2021, Mr. Harrison signed an amendment to the Note eliminating the closing price on the date of issuance as a possible conversion mechanism. As of September 30, 2022, the conversion price is \$.0004.

*Jeffrey M. Canouse Note*

Upon becoming Chief Executive of the Company, Mr. Canouse received a note of \$150,000. The note bears interest at a rate of 12% and matures on January 4, 2022. The note is convertible into common stock of the Company at the lower of seventy five percent (75%) of the closing bid price for the Company's common stock on the date of this Note, or (b) fifty percent (50%) ("Discount") of the lowest closing bid price for the Company's common stock during the thirty (30) trading days immediately preceding the date of delivery by Holder to Company of the Conversion Notice. On June 30, 2021, Mr. Canouse signed an amendment to the Note eliminating the closing price on the date of issuance as a possible conversion mechanism. As of September 30, 2022, the conversion price is \$.00048.

*JP Carey Enterprises, Inc. Note of February 19, 2021*

On that date, the Company issued a note for \$3,450 The Note is convertible into the Company's common stock at a 40% discount to the lower of a) average of the lowest two closing bid price during the 10 trading days prior to conversion or b) \$.001. On June 30, 2021, Management at JP Carey Enterprises, Inc. signed an amendment to the Note eliminating the closing price on the date of issuance as a possible conversion mechanism. As of September 30, 2022, the conversion price is \$.00048. The interest rate on the note is 12%

*JP Carey Enterprises, Inc. Note of March 12, 2021*

On that date, the Company issued a note for \$4,500 The Note is convertible into the Company's common stock at a 40% discount to the lower of a) average of the lowest two closing bid price during the 10 trading days prior to conversion or b) \$.001. On June 30, 2021, Management at JP Carey Enterprises, Inc. signed an amendment to the Note eliminating the closing price on the date of issuance as a possible conversion mechanism. As of September 30, 2022, the conversion price is \$.00048. The interest rate on the note is 12%

*Trillium Partners, LP. Note of June 3, 2021*

On that date, the Company issued a note for \$26,500 consisting of \$25,000 in cash and \$1,500 in Original issue discount ("OID"). The OID was charged to interest expense. The Note is convertible into the Company's common stock at a 40% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. On June 30, 2021, Management at Trillium Partners, LP. signed an amendment to the Note eliminating the closing price on the date of issuance as a possible conversion mechanism. As of September 30, 2022, the conversion price is \$.00048. The interest rate on the note is 12%

*JP Carey Limited Partners, LP. Note of June 3, 2021*

On that date, the Company issued a note for \$26,500 consisting of \$25,000 in cash and \$1,500 in Original issue discount ("OID"). The OID was charged to interest expense. The Note is convertible into the Company's common stock at a 40% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. On June 30, 2021, Management at JP Carey Enterprises, Inc. signed an amendment to the Note eliminating the closing price on the date of issuance as a possible conversion mechanism. As of September 30, 2022, the conversion price is \$.00048. The interest rate on the note is 12%.

*Trillium Partners, LP. Note of June 14, 2021*

On that date, the Company issued a note for \$62,500 consisting of \$60,000 in cash and \$2,500 in Original issue discount ("OID"). The OID was charged to interest expense. The Note is convertible into the Company's common stock at a 40% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. On June 30, 2021, Management at Trillium Partners, LP signed an amendment to the Note eliminating the closing price on the date of issuance as a possible conversion mechanism. As of September 30, 2022, the conversion price is \$.00048. The interest rate on the note is 12%

*Frondeur Partners, LLC Note of November 1, 2021*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. As of September 30, 2022, the conversion price is \$.00056. The interest rate on the note is 10%.

*Frondeur Partners, LLC Note of December 1, 2021*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. As of September 30, 2022, the conversion price is \$.00056. The interest rate on the note is 10%.  
*Frondeur Partners, LLC Note of January 1, 2022*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion.

*Jeffrey M. Canouse Note of January 4, 2022*

Mr. Canouse converted his accrued salary as of January 4, 2022, the one year anniversary of his becoming Chief Executive Officer into a note. The balance of the liability on that date was \$156,702. The note is coverable into common stock at 30% discount to the average of the two low closing bid prices. As of September 30, 2022, the conversion price is \$.00056. The note bears no interest

*Frondeur Partners, LLC Note of February 1, 2022*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. As of September 30, 2022, the conversion price is \$.00056. The interest rate on the note is 10%.

*Frondeur Partners, LLC Note of March 1, 2022*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. As of September 30, 2022, the conversion price is \$.00056. The interest rate on the note is 10%.

*Frondeur Partners, LLC Note of April 1, 2022*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. As of September 30, 2022, the conversion price is \$.00056. The interest rate on the note is 10%.

*Frondeur Partners, LLC Note of May 1, 2022*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. As of September 30, 2022, the conversion price is \$.00056. The interest rate on the note is 10%.

*Trillium Partners, LP. Note of May 13, 2022*

On that date, the Company issued a note for \$51,150 consisting of \$45,000 in cash to the Company, \$1,500 in legal fees and an Original issue discount ("OID") of \$4,650. The OID was charged to interest expense. The Note is convertible into the Company's common stock at \$.00005 per share. The interest rate on the note is 12%

*JP Carey Limited Partners, LP. Note of May 13, 2022*

On that date, the Company issued a note for \$51,150 consisting of \$45,000 in cash to the Company, \$1,500 in legal fees and an Original issue discount ("OID") of \$4,650. The OID was charged to interest expense. The Note is convertible into the Company's common stock at \$.00005 per share. The interest rate on the note is 12%

*Frondeur Partners, LLC Note of June 1, 2022*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. As of September 30, 2022, the conversion price is \$.00056. The interest rate on the note is 10%.

*Frondeur Partners, LLC Note of August 1, 2022*

On that date, the Company issued a note for \$25,000 for consulting services. The Note is convertible into the Company's common stock at a 30% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. As of September 30, 2022, the conversion price is \$.00056. The interest rate on the note is 10%.

At June 30, 2022, if all the convertible debt were converted, approximately 3.8 billion shares of common stock would be issued.

### **NOTE 13- PAYROLL PROTECTION PROGRAM**

The Company took out two loans under the Payroll Protection Program as follows

<u>Creditor</u>	<u>Execution Date</u>	<u>September 30, 2022</u>	<u>June 30, 2022</u>	<u>Maturity Date</u>
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Note One	5-5-20	\$ 106,466	\$ 106,466	12-31-23
Note Two	2-18-21	<u>148,215</u>	<u>148,215</u>	2-18-26
Total		<u>\$ 254,681</u>	<u>\$ 254,681</u>	

These loans bear interest at 1% and do not qualify for forgiveness. Note one was partially forgiven and Note two does not qualify for forgiveness. Interest rates on the notes are 1% and have a five year term

#### NOTE 14- CAPITAL LEASE LIABILITY

Capital lease liability represent the leases on the Company's vehicles. Leases last for between 48 and 60 months. All leases expire between May 31, 2026 and June 30, 2027.

	September 30, <u>2022</u>	June 30, <u>2022</u>
Capital Lease liability	<u>\$ 504,092</u>	<u>\$ 558,694</u>

#### NOTE 15- DEFERRED REVENUE

Deferred revenue represents the portion of contracts that have yet to be revenue recognized.

	September 30, <u>2022</u>	June 30, <u>2022</u>
Deferred Revenue	<u>\$ 9,746,800</u>	<u>\$ -0-</u>

In order to more accurately reflect the nature of transactions, the Company has decided to record the entire value of a transaction as Accounts receivable with an offset to deferred revenue, which is amortized into revenue over the length of the contract. During the quarter ended September 30, 2022, approximately \$4 million was established in deferred revenue as a dealer fee and the remainder as the value of the contract.

#### NOTE 16- SMALL BUSINESS ADMINISTRATION (SBA) LOAN

The SBA Loan was originally dated on January 5, 2021 and was amended on July 3, 2021

	September 30, <u>2022</u>	June 30, <u>2022</u>
SBA Loan	<u>\$ 500,000</u>	<u>\$ 500,000</u>

Terms are as follows:

Interest rate:	3.75%
Term:	30 years
Monthly payment:	\$2,486 (beginning 18 months after the date of the original note)

#### NOTE 17: DUE TO RELATED PARTY

Between April and September 2022, the Company borrowed \$500,000 in three specific transactions from Business GPS, LLC which is related to one of the owners of the Series F preferred stock. If the indebtedness is not repaid within one year, the default interest rate becomes 20%

	September 30, <u>2022</u>	June 30, <u>2022</u>
Due to related party	<u>\$ 550,000</u>	<u>\$ 500,000</u>

#### **NOTE 18 – STOCKHOLDERS’ DEFICIT**

##### Common stock

There are 25,000,000,000 shares of common stock authorized of June 30, 2022. At June 30, 2022 and June 30, 2020, there were 6,564,838,949 and 3,001,563,774, shares of Common stock outstanding, respectively. As of the date of this report, there are 6,564,838,949 shares of common stock outstanding. The Company increased its shares authorized from 5 billion to 12 billion on August 19, 2021. On December 15, 2021, the Company increased its authorized common shares outstanding from 12 billion to 25 billion.

Common shares outstanding -fully diluted as of September 30, 2022

Shares outstanding	6,564,838,949
Conversion of convertible debt	3,740,047,363
Conversion of Series C Preferred stock	1,340,722,177
Conversion of Series D Preferred stock	<u>3,846,153,846</u>
	<u><u>15,491,762,335</u></u>

For purposes of this calculation, shares to be issued under the remaining Series A and Series B Preferred stock issuances are omitted due to their immateriality.

##### Preferred Stock

Here is a summary of the Company’s outstanding preferred stock.

##### Series A 8% Convertible Preferred Stock

On September 17, 2013 the Company filed the Series A 8% Convertible Preferred Stock Certificate of Designation with the Secretary of State of Nevada (the “Certificate of Designation”) authorizing 100,000 shares of Series A Convertible Preferred Stock and establishing the rights, preferences, privileges and obligations thereof.

As set forth in the Certificate of Designation, the holders of Series A Convertible Preferred Stock are entitled to receive, when and as declared by the Board of Directors out of funds legally available therefore, and the Company is obligated to accrue, quarterly in arrears on June 30, September 30, September 30, and December 31 of each year, cumulative dividends on the Series A Preferred Stock at the rate per share equal to eight percent (8%) per annum on the Stated Value, payable in common stock valued at the closing trade price per share on the last trading day of the calendar quarter. Through the Balance sheet date, the holders of the Series A Preferred Stock have waived all

dividends. There is no guarantee they will do so going forward. The Series A Convertible Preferred Stock does not have the right to vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, either by written consent or by proxy. So long as any shares of Series A Preferred Stock are outstanding, the Company does not have the right to, and cannot cause its subsidiaries not to, without the affirmative vote of the Requisite Holders, (a) alter or change adversely the powers, preferences or rights given to the Series A Preferred Stock, (b) alter or amend this Certificate of Designation, (c) amend its certificate of incorporation, bylaws or other charter documents so as to affect adversely any rights of any Holders of the Series A Preferred Stock, (d) increase the authorized or designated number of shares of Series A Preferred Stock, (e) issue any additional shares of Series A Preferred Stock (including the reissuance of any shares of Series A Preferred Stock converted for Common Stock) or (f) enter into any agreement with respect to the foregoing. Each share of Series A Convertible Preferred Stock is convertible into 1,000 shares of Common Stock. On February 25, 2022, an investor exchanged 12,836 shares of Series A Preferred stock for 333,333 shares of newly issued Series D Preferred stock

Series B Convertible Preferred Stock

On April 21, 2015, the Company issued 51 shares of Series B Convertible Preferred Stock to Attitude Drinks Incorporated. At the time, the Company accounted for approximately \$1,000,000 in additional paid in capital due to its issuance. Each share has a par value of \$0.0001 and a stated value of \$1,000 per share. Unless in the event of liquidation, holders shall not be entitled to receive dividends. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) (i) 0.019607 multiplied by the aggregate total of (A) the issued and outstanding shares of Common Stock eligible to vote at the time of the respective vote, plus (B) the number of votes which all other series or classes of securities other than this Series B Preferred Stock are entitled to cast together with the holders of Common Stock at the time of the relevant vote (the amount determined by this clause (i), the "Numerator"), divided by (ii) 0.49, minus (y) the Numerator.

The series B Preferred stock is currently owned by our Chief Executive Officer, Jeffrey M Canouse.

Series C Preferred stock

Originally, 100,000 shares of Series C Preferred stock were issued as part of the NJB1 LLC purchase. See Note 1 above. On February 25, 2022, 85,008 shares of those shares were exchanged for Series D preferred stock. See Note 8 above. Currently 2,500 shares of Series C preferred stock remain.

Series D Preferred stock

On February 25, 2022 the owners of the 77,500 shares of Series C preferred stock plus (See Note 7) plus another owner of 7,508 shares plus an owner of 12,836 shares of Series A Preferred stock exchanged their shares for newly issued Series D Preferred stock as follows:

Entity	Series A	Series C	Series D
JP Carey Limited Partners, LLC		(57,500)	1,000,000
Oscaleta Partners, LLC		(7,508)	333,333
Livingston Asset Management LLC	(12,836)		333,333
Trillium Partners, LP		(20,000)	333,334
Total	(12,836)	(85,008)	2,000,000

Series F and Series G Preferred stock

In consideration for the contribution of net assets of Mobile Pro Solutions, the Company issued 10,000 shares of Series F Preferred stock convertible into 85% of the Company's outstanding common stock. In consideration for consulting and advisory services provided for the transaction, the Company issued 10,000 shares of Series G Preferred stock, convertible into 10% of the Company's outstanding common stock.

Shares authorized and par value

<u>Preferred Series Class</u>	<u>Shares authorized</u>	<u>Par value</u>
Series A	100,000	\$.0001
Series B	51	\$.0001
Series C	100,000	\$.001
Series D	2,000,000	\$.001

Shares outstanding

<u>Preferred Series Class</u>	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Series A	85,164	98,000
Series B	51	51
Series C	2,500	100,000
Series D	2,000,000	-0-

Common shares to be issued upon conversion

<u>Preferred Series Class</u>	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Series A	85 million	98 million
Series B	51	51
Series C (including accrued dividends)	1.3 billion	38.1 billion
Series D	31 billion	-

**NOTE 19- COMMITMENTS AND CONTINGENCIES – LEASES**

The Company's commitments and contingencies are principally on the Company's vehicles as stated in Note 14.

**NOTE 20– LEGAL PROCEEDINGS**

As a commercial enterprise and employer, the Company is subject to various claims and legal actions in the ordinary course of business. These matters can include professional liability, employment-relations issues, workers' compensation, tax, payroll and employee-related matters, other commercial disputes arising in the course of its business, and inquiries and investigations by governmental agencies regarding our employment practices or other matters. The Company is not aware of any pending or threatened litigation that it believes is reasonably likely to have a material adverse effect on its results of operations, financial position or cash flows.

**NOTE 21- COVID-19**

The Company, like all enterprises, is currently dealing with the impact of COVID-19 on future prospects. Recent events such as the vaccinations mitigate, but do not eliminate, the possible adverse consequences to the domestic and international economies. Recent increases in the Delta Variant of COVID-19 and the onset of the Omicron variant have resulted in greater infections and its ultimate impact cannot be ascertained.

**NOTE 22- IMPACT OF CLIMATE CHANGE**

The Financial Stability Board created the Task Force on Climate-related Financial Disclosures (TCFD) to improve and increase reporting of climate-related financial information. The TCFD requires that the impact of climate change upon risk assessment, capital allocation and strategic planning be discussed.

At this time, the impact cannot be determined.

#### **NOTE 23– SUBSEQUENT EVENTS**

Pursuant to ASC 855-10, the Company has evaluated all events or transactions that occurred from October 1, 2022 to the date of this report. The Company believes that the following events meet the criterion and require disclosure.

##### *Issuance of Convertible debt*

On October 1, 2022, the Company issued a note for \$50,000 for consulting services to Frondeur Partners LLC. The Note is convertible into the Company's common stock at a 70% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. The interest rate on the note is 10%.

On November 1, 2022, the Company issued a note for \$25,000 for consulting services to Frondeur Partners LLC. The Note is convertible into the Company's common stock at a 70% discount to the lowest closing bid price during the thirty (30) trading days prior to conversion. The interest rate on the note is 10%.