

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **VIABUILT VENTURES INC**

**(201) 374-4848**

RL@viabuiltventures.com

0001575975

### **Quarterly Report**

**For the Period Ending 9/30/2022**

(the "Reporting Period")

ALL INFORMATION CONTAINED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF VIABUILT VENTURES, INC. A NEVADA CORPORATION (THE "COMPANY") IN ACCORDANCE WITH RULE 15C2-11 AND 10B-5 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 144(C)(2) UNDER THE SECURITIES ACT. DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS REPORT. NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

INFORMATION CONTAINED IN THIS REPORT MAY CONTAIN FORWARD-LOOKING STATEMENTS, WHICH INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE REFLECTED IN THE FORWARD-LOOKING STATEMENTS. FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY USE OF WORDS "EXPECT", "PROJECT", "MIGHT", "POTENTIAL", AND SIMILAR TERMS. THE COMPANY CAUTIONS READERS THAT ANY FORWARD-LOOKING INFORMATION IS NOT A GUARANTEE OF FUTURE PERFORMANCE AND THAT ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING INFORMATION. FORWARD-LOOKING STATEMENTS INVOLVE A NUMBER OF RISKS, UNCERTAINTIES OR OTHER FACTORS BEYOND THE COMPANY'S CONTROL. THESE FACTORS INCLUDE, BUT ARE NOT LIMITED TO OUR ABILITY TO IMPLEMENT OUR STRATEGIC INITIATIVES, ECONOMIC, POLITICAL AND MARKET CONDITIONS AND PRICE FLUCTUATIONS, GOVERNMENT AND INDUSTRY REGULATION, U.S. AND GLOBAL COMPETITION AND OTHER FACTORS. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENT, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

As of Sep 30, 2022, the number of shares outstanding of our Common Stock was: 56,949,064

As of June 30, 2022, the number of shares outstanding of our Common Stock was: 56,949,064

As of March 31, 2022, the number of shares outstanding of our Common Stock was: 56,949,064

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 56,949,064

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

Yes:  No:

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

Yes:  No:

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

Yes:  No:

**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.

Madison Ventures, Inc – 10/2018

Viabuilt Ventures, Inc – Present

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):

Incorporated in Nevada on September 14, 2009 - Active

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

None

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

None

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

50 West Liberty Street, Suite 880, Reno, Nevada 89501

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:

<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.

## 2) Security Information

Trading symbol: VBVT  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 92556B100  
Par or stated value: 0.001

Total shares authorized: 300,000,000 as of date: Sep 30, 2022  
Total shares outstanding: 56,949,064 as of date: Sep 30, 2022  
Number of shares in the Public Float<sup>2</sup>: 11,949,064 as of date: Sep 30, 2022  
Total number of shareholders of record: 16 as of date: Sep 30, 2022

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

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

### Transfer Agent

Name: Empire Stock Transfer  
Phone: +1 702-8185898  
Email: Info@empirestock.com  
Address: 1859 Whitney Mesa Dr, Henderson, NV 89014

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:

<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.

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance Date <u>March 31, 2019</u> Common: <u>1,176,012</u> Preferred: _____									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>12/31/2019</u>	<u>New Issuance</u>	<u>4,226,948</u>	<u>Common</u>	<u>0.0001</u>	<u>No</u>	<u>William Shawn Clark</u>	<u>Purchase of Asset</u>	<u>Restricted</u>	
<u>12/31/2019</u>	<u>New Issuance</u>	<u>2,773,052</u>	<u>Common</u>	<u>0.0001</u>	<u>No</u>	<u>Thomas Wenz</u>	<u>Purchase of Asset</u>	<u>Restricted</u>	
<u>07/20/2020</u>	<u>Transfer</u>	<u>2,773,052</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>Rene Lauritsen</u>	<u>Cash</u>	<u>Restricted</u>	
<u>07/20/2020</u>	<u>Cancellation</u>	<u>4,226,948</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>William Shawn Clark</u>	<u>N/A</u>	<u>Restricted</u>	
<u>06/15/2021</u>	<u>New Issuance</u>	<u>40,000,000</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>Rene Lauritsen</u>	<u>Purchase Agreement</u>	<u>Restricted</u>	
<u>06/15/2021</u>	<u>New Issuance</u>	<u>8,000,000</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>Rene Lauritsen</u>	<u>Employment Agreement</u>	<u>Restricted</u>	
<u>11/30/2021</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.001</u>	<u>yes</u>	<u>Farland Caput</u> <u>Marina Luna</u>	<u>Debt Conversion</u>	<u>Non restricted</u>	<u>Rule 144B</u>
<u>11/30/2021</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>0.001</u>	<u>yes</u>	<u>Samperini</u> <u>Francisco Bojorquez</u>	<u>Debt Conversion</u>	<u>Non restricted</u>	<u>Rule 144B</u>
Shares Outstanding on Date of This Report:									
Ending Balance Ending Balance: Date <u>Sep 30, 2022</u> Common: <u>56,949,064</u> Preferred: _____									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

\_\_\_\_\_

## B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/26/2018</u>	<u>540,298.00</u>	<u>383,613</u>	<u>161,685.00</u>	<u>12/26/2021</u>	<u>N/A</u>	<u>Thomas Wenz</u>	<u>Promissory Note</u>
<u>12/31/2018</u>	<u>125,502.88</u>	<u>119,600</u>	<u>5,902.88</u>	<u>12/31/2020</u>	<u>N/A</u>	<u>Thomas Wenz</u>	<u>Promissory Note</u>
<u>3/31/2019</u>	<u>20,926.71</u>	<u>20,050</u>	<u>876.71</u>	<u>3/31/2021</u>	<u>N/A</u>	<u>Thomas Wenz</u>	<u>Promissory Note</u>
<u>06/30/2021</u>	<u>37,245</u>	<u>37,245</u>	<u>-</u>	<u>07/01/2022</u>	<u>N/A</u>	<u>Virtus</u> <u>Rene Lauritsen</u>	<u>Promissory Note</u>
<u>07/01/2022</u>	<u>15,000</u>	<u>15,000</u>	<u>-</u>	<u>01/01/2023</u>	<u>N/A</u>	<u>Rene Lauritsen</u>	<u>Services</u>

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

#### 4) Financial Statements

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

- U.S. GAAP  
 IFRS

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

Name: Rene Lauritsen  
Title: CEO  
Relationship to Issuer: President of Company

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

- C. Balance Sheet;  
D. Statement of Income;  
E. Statement of Cash Flows;  
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)  
G. Financial notes; and  
H. Audit letter, if audited

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

<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.

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.

The unaudited financial statements (Items C. through G. inclusive, as listed above), for the period ended September 30, 2022 are attached hereto at the end of this disclosure.

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

## **5) Issuer's Business, Products and Services**

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

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

On April 23, 2018, the Board of Directors appointed William Shawn Clark as our Chief Executive Officer, Chief Financial Officer, Secretary and Treasurer as well as our Sole Director. Concurrent with Mr. Clark's appointment, Eugenio Gregorio resigned as Chief Executive Officer, Chief Financial Officer, Secretary and Treasurer as well as our Sole Director.

The April 23, 2018 Agreement was terminated by the Company on March 26, 2019, and replaced on March 26, 2019 by a Share Exchange Agreement, and further amended on September 1, 2019, whereby upon closing the shareholder of Firetainment, Inc. will be issued a total of 7,000,000 shares of Common Stock of the Company in exchange for 100% of the capital stock of Firetainment, Inc. The closing of this transaction will be completed upon the completion of the audit of the Financial Statements of Firetainment, Inc. for the years ended December 31, 2018 and 2017, and upon the closing Firetainment, Inc. will become a wholly-owned subsidiary of the Company.

On December 19, 2019 the Board of Directors appointed Thomas Wenz as a Director and Secretary of the Company.

On June 30, 2020, the Company entered into a Share Exchange Agreement, whereby, the Company would exchange 100 shares of its subsidiary, Firetainment, Inc, with William Shawn Clark, for the return and cancellation of 4,226,948 shares of the Company's Common Stock. Mr Clark returned his shares transaction on July 20, 2020. As a result, Firetainment, Inc is no longer a subsidiary of the Company.

On July 24, 2020, William Shawn Clark resigned as an Officer Director of the Company, Thomas Wenz resigned as an Officer and Director of the Company, and Rene Lauritsen was elected as a Director of the Company and appointed as President of the Company.

On August 20, 2020, the Company entered into a Purchase Agreement with Virtus Consult. ("Virtus"). Virtus owned the rights, title, and interest for the EzTalk application, including the EzTalk Source Code Application (the "Application"), in exchange for forty million restricted shares of the Company's common stock ("Shares").

On June 14, 2021, Rene Lauritsen signed an Executive Employment Agreement with the Company. This granted 8 Million common restricted shares as consideration for services provided and long-term salary compensation to implement the company's new business strategy.

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

\_\_\_\_\_

C. Describe the issuers' principal products or services.

EzTalk is a unified messaging app combining multiple chat & messaging platforms into one central application. Our all-in-one messaging app consolidates all your messages & chats. It is tough to communicate with your contacts through so many different chat & messaging apps. EzTalk is a single messaging hub that allows you to integrate all your chats & messages in one central place so that you can manage all your messages and communicate with your contacts from one single app.

## 6) Issuer's Facilities

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

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

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

Our principal administrative offices are located at 50 West Liberty Street, Suite 880, Reno, Nevada 89501

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Rene Lauritsen	CEO/Director	Egas, Denmark	50,773,052	Restricted/Common	89.15%	_____

## 8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

## 9) Third Party Providers

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

### Securities Counsel

Name: Marc Applbaum  
Firm: Law Offices of Marc Applbaum  
Address 1: 3212 Homer St  
Address 2: San Diego, CA 92106  
Phone: 619-993-0288  
Email: [applbaumlaw@gmail.com](mailto:applbaumlaw@gmail.com)

### Accountant or Auditor

Name: James C DiPrima  
Firm: \_\_\_\_\_  
Address 1: 11424 Frances Street  
Address 2: Omaha, NE 68144  
Phone: 402 960 6110  
Email: [jim.diprima@gmail.com](mailto:jim.diprima@gmail.com)

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

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

Name: \_\_\_\_\_

Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Rene Lauritsen certify that:

1. I have reviewed this Quarterly Disclosure Statement for the period ended June 30, 2022 of Viabuilt Ventures, 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.

Sep 30, 2022

"/s/ Rene Lauritsen [CEO's Signature]

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

*Principal Financial Officer:*

I, Rene Lauritsen certify that:

1. I have reviewed this Quarterly Disclosure Statement for the period ended June 30, 2022 of Viabuilt Ventures, 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.

Sep 30, 2022

"/s/ Rene Lauritsen [CFO's Signature]

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

**VIABUILT VENTURES INC**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
Sep 30, 2022 and Sep 30, 2021

(UNAUDITED)

Consolidated Balance Sheets as of Sep 30, 2022 and Sep 30, 2021.	Pages F-1
Consolidated Income Statements for the Three Months Ended Sep 30, 2022 and Sep 30, 2021.	F-2
Consolidated Statements of Changes in Stockholders' deficit for the Three Months ended Sep 30, 2022.	F-3
Consolidated Statements of Cash Flows for the Three Months Ended Sep 30, 2022 and Sep 30, 2021.	F-4
Notes to Consolidated Financial Statements.	F-5 thru F-8

**VIABUILT VENTURES INC**  
**CONSOLIDATED BALANCE SHEET**  
At Sep 30, 2022 and Sep 30 2021

(UNAUDITED)

	<b>Sep 30, 2022</b>	<b>Sep 30, 2021</b>
<b>ASSETS</b>		
Current Assets:		
Accounts receivable, net	\$ -	\$ -
Inventory	-	-
Total current assets	0	-
Other assets	40,000	40,000
<b>TOTAL ASSETS</b>	<b>\$ 40,000</b>	<b>\$ 40,000</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts payable and accrued expenses	193,955	149,110
Due to related party.	134,050	117,682
Convertible note payable	383,613	323,584
Notes payable	134,650	139,650
Debt officer	15,000	-
Derivative liability	511,484	504,877
<b>TOTAL LIABILITIES</b>	1,372,752	1,234,903
<b>STOCKHOLDERS' DEFICIT</b>		
Common stock, \$.001 par value; 300,000,000 shares authorized; 56,949,064 issued and outstanding at Sep 30, 2022 and 51,949,028 at Sep 30, 2021	56,949	51,949
Additional paid-in capital	-	56,792
Accumulated deficit	(1,389,701)	(1,303,644)
Total stockholders' deficit	(1,332,752)	(1,194,903)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 40,000</b>	<b>\$ 40,000</b>

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

**VIABUILT VENTURES INC**  
**CONSOLIDATED INCOME STATEMENTS**  
For the Three Months Ended June 30, 2022 and June 30, 2021

(UNAUDITED)

	Twelve months ended	
	Sep 30, 2022	Sep 30, 2021
REVENUES:	-	-
OPERATING EXPENSES		
General and administrative	2,528	5,456
TOTAL OPERATING EXPENSES	2,528	5,456
INCOME/(LOSS) FROM OPERATIONS	(2,528)	(5,456)
NET LOSS FROM DISCONTINUED OPERATIONS	0	0
OTHER INCOME/(EXPENSE)		
Conversion of debt		-
Interest expense	(12,695)	(18,812)
Amortization of debt discount		(30,539)
Expenses, Officer	(15,000)	
Change in fair value of derivative liability		(4,790)
TOTAL OTHER INCOME (EXPENSE)	(27,695)	(54,141)
PROVISION FOR INCOME TAXES		
NET INCOME (LOSS)	(30,223)	(59,597)
NET INCOME (LOSS) PER SHARE: BASIC AND DILUTED	\$(0.00)	\$(0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: BASIC AND DILUTED	56,949,064	51,949,028

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

**VIABUILT VENTURES INC**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**  
For the Three Months Ended Sep 30, 2022

(UNAUDITED)

	<u>Common Stock</u>		<u>Additional Paid-in</u>	<u>Accumulated</u>	<u>Stockholders'</u>
	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>Deficit</u>	<u>Deficit</u>
<b>March 31, 2018</b>	1,176,012	\$ 1,176	\$ 106,324	\$ (500,727)	\$ (393,227)
Net loss	-	-	-	(238,749)	(238,479)
<b>Balance, March 31, 2019</b>	1,176,012	\$ 1,176	\$ 106,324	\$ (739,476)	\$ (631,976)
Common stock issued for recapitalization	7,000,000	7,000	(106,324)	(93,681)	(193,005)
Net loss for the period	-	-	-	(207,226)	(207,226)
<b>Balance, March 31, 2020</b>	8,176,012	\$ 8,176	\$ 0	\$ (1,040,383)	\$ (1,032,207)
Common stock cancelled on disposition of subsidiary	(4,226,984)	(4,227)	64,792		60,565
Shares to be issued for asset purchase agreement					40,000
Net loss for the period	-	-	-	(203,664)	(203,664)
<b>Balance, March 31, 2021</b>	3,949,028	\$ 3,949	\$ 64,792	\$ (1,244,047)	\$ (1,135,306)
Shares issued for asset purchase agreement	40,000,000	40,000			
Shares issued for employment agreement	8,000,000	8,000	(8,000)		
Net loss for the period	-	-	-	(59,597)	(59,597)
<b>Balance, June 30, 2021</b>	51,949,028	\$ 51,949	\$ 56,792	\$ (1,303,644)	\$ (1,194,903)
Net loss for the period	-	-	-	(85,925)	(85,925)
<b>Balance, September 30, 2021</b>	51,949,028	\$ 51,949	\$ 56,792	\$ (1,389,569)	\$ (1,280,828)
Shares issued for Convertible Note	2,500,000	2,500	2,500		5,000
Shares issued for Convertible Note	2,500,000	2,500	2,500		5,000
Net loss for the period	-	-	-	(80,919)	(80,919)
<b>Balance, December 31, 2021</b>	56,949,028	\$ 56,949	\$ 61,792	\$ (1,470,488)	\$ (1,351,747)
Net income for the period				49,218	49,218
<b>Balance, March 31, 2022</b>	56,949,028	\$ 56,949	\$ 61,792	\$ (1,421,270)	\$ (1,302,529)
Net loss for the period				(15,223)	(15,223)
<b>Balance, June 30, 2022</b>	59,949,028	\$ 56,949	\$ 61,792	\$ (1,436,493)	\$ (1,317,752)
Net loss for the period				(30,223)	(30,223)
<b>Balance, Sep 30, 2022</b>	59,949,028	\$ 56,949	\$ 61,792	\$ (1,466,716)	\$ (1,466,716)

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

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**VIABUILT VENTURES INC**  
**CONSOLIDATED STATEMENTS OF CASHFLOWS**  
For the Three Months Ended Sep 30, 2022 and Sep 30, 2021

(UNAUDITED)

	Sep 30, 2022	Sep 30, 2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (30,223)	(59,597)
Adjustments to reconcile net loss to		
Net cash used in operating activities:		
Amortization of debt discount		30,539
Shares Issued for services		-
Change in fair value of derivative liability		4,790
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	27,695	18,818
Net cash used in operating activities	<u>(2,528)</u>	<u>(5,450)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Debt Conversion		
Advances from related parties, net	2,528	5,450
Net cash provided by financing activities	<u>2,528</u>	<u>5,450</u>
<b>NET INCREASE IN CASH AND EQUIVALENTS</b>	0	0
<b>CASH AND EQUIVALENTS, BEGINNING OF PERIOD</b>	<u>(0)</u>	<u>(0)</u>
<b>CASH AND EQUIVALENTS, END OF PERIOD</b>	\$ <u><u>(0)</u></u>	<u>0</u>
Non- cash transactions	\$	

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

## VIABUILT VENTURES INC.

### Notes to Consolidated Financial Statements Sep 30, 2022

#### Unaudited

#### 1. Financial statements

The accompanying unaudited consolidated financial statements are presented in United States dollars and are prepared using the accrual method of accounting which conforms to generally accepted accounting principles in the United States of America ("US GAAP"). The consolidated financial statements include the financial statements of the Company and its wholly owned subsidiary Firetainment Inc to the date of its disposal, June 30, 2020. All intercompany balances and transactions have been eliminated upon consolidation.

#### 2. Nature of operations

VIABUILT Ventures Inc. ("Company") was incorporated in the State of Nevada as a for-profit company on September 14, 2009 and established a fiscal year end of March 31. The Company initially was engaged in the acquisition, exploration and development of natural resource properties. On February 27, 2015, the Company terminated the acquisition of the mineral claim and entered into a letter of intent with Ocure Ltd. ("Ocure"), pursuant to which the Company agreed to exclusively license certain technology from Ocure related to the development of products and devices for the treatment of wounds and on August 5, 2015, entered into an exclusive license agreement to Ocure's semi-occlusive wound dressing for ambulatory treatment of acute wounds (the "Ocure License"). On July 9, 2015, the Company established the wholly-owned subsidiary VIABUILT-IL Ltd., incorporated under the laws of the country of Israel to address the Company's requirement for an Israeli company to operate and hold the assets associated with Ocure License. The Company elected January 4, 2017 to terminate the Ocure License and write off the remaining investment. On April 1, 2017, by consent action of a majority of the Company's shareholders, VIABUILT Ventures sold VIABUILT-IL, the wholly owned subsidiary, to a shareholder of the Company.

On April 23, 2018, the Company entered into a Plan of Reorganization and Agreement of Securities Exchange (the "Agreement") with Firetainment Inc. ("Firetainment"), a Florida Corporation. The Agreement will result in the merger of Firetainment into VIABUILT Ventures with the corporation to survive as Firetainment Inc. Pursuant to the Agreement the Company agreed to issue Firetainment two hundred million (200,000,000) common shares in exchange for all of the shares of Firetainment. This issuance will result in a change in control of the Company. Under the Agreement, upon execution, Firetainment received the immediate right to the appointment of the directors and officers of the Company by the resignation of the existing sole director and officer of the Company and the simultaneous appointment of its own designee being the newly appointed sole director and officer.

Also on April 23, 2018, the Board of Directors appointed William Shawn Clark as our Chief Executive Officer, Chief Financial Officer, Secretary and Treasurer as well as our Sole Director. Concurrent with Mr. Clark's appointment, Eugenio Gregorio resigned as Chief Executive Officer, Chief Financial Officer, Secretary and Treasurer as well as our Sole Director. Mr. Clark, the sole director of Firetainment, is now our sole officer and director.

The April 23, 2018 Agreement was terminated by the Company on March 26, 2019, and replaced on March 26, 2019 by a Share Exchange Agreement, and further amended on September 1, 2019, whereby upon closing the shareholder of Firetainment, Inc. will be issued a total of 7,000,000 shares of Common Stock of the Company in exchange for 100% of the capital stock of Firetainment, Inc. This transaction closed in December 2019 and as a result the company recognized the results of operations of Firetainment from December 19, 2019. The acquisition was accounted for as a reverse acquisition and recapitalization of Firetainment.

On December 19, 2019 the Board of Directors appointed Thomas Wenz as a Director and Secretary of the Company.

On June 30, 2020, a Stock Purchase Agreement was entered into, between Thomas Wenz and Rene Lauritsen for the sale of 2,773,052 of the Company's Common Stock.

Also, on June 30, 2020 the Company entered into a Share Exchange Agreement to terminate 4,226,948 shares of Company stock, which were returned to the Company for cancellation and 100% of the shares of Firetainment, Inc. and returned to Mr. Clark. This transaction was completed on July 20, 2020 and the operating results of Firetainment, Inc. for the three months to June 30, 2020 have been shown as results of discontinued operations on the statement of operations.

On July 24, 2020, William Shawn Clark resigned as an Officer Director of the Company, Thomas Wenz resigned as an Officer and Director of the Company, and Rene Lauritsen was elected as a Director of the Company and appointed as President of the Company.

On August 20, 2020 the Company entered into an asset purchase agreement with a company controlled by Rene Lauritsen to acquire the intellectual property assets related to EZtalk, an all in one messaging app, in exchange for 40,000,000 common shares of the company with a deemed value of \$40,000.

## 2. Significant Accounting Policies

### Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods presented. The Company is required to make judgments and estimates about the effect of matters that are inherently uncertain. The Company regularly evaluates estimates and assumptions related to the useful life and recoverability of long-lived assets, deferred income tax asset valuations and loss contingencies. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. Although, we believe our judgments and estimates are appropriate, actual future results may be different; if different assumptions or conditions were to prevail, the results could be materially different from our reported results.

### Revenue Recognition

The company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the sale price is fixed or determinable, (iii) collectability is reasonable assured and (iv) goods have been shipped and/or services rendered.

### Accounts Receivable

Accounts receivable is reported at the customers' outstanding balances, less any allowance for doubtful accounts. Interest is not accrued on overdue accounts receivable.

### Share-based Compensation

Codification topic 718 "Stock Compensation" requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the company and will expense share-based costs in the period incurred. The Company has not adopted a stock option plan or completed a share-based transaction; accordingly no stock-based compensation has been recorded to date.

### Earnings (Loss) per Share

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to shareholders by the weighted average number of shares available.

Diluted earnings (loss) per shares available. Diluted earnings (loss) per share is computed similar to basic earnings(loss) per share except the denominator is increased to include the number of additional shares that would have been outstanding if the potential shares had been issued and if the additional shares were dilutive. Diluted earnings (loss) per share has not been presented since there are no dilutive securities.

### Organization and Offering Cost

The Company has a policy to expense organization and offering cost as incurred.

### Cash and Cash Equivalents

For purpose of the statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

### Fair Value of Financial Instruments

The company's financial instruments consist of cash and cash equivalents, accounts receivable, and notes payable. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

## Intellectual Property

On August 20, 2020 the Company entered into an asset purchase agreement with a company controlled by Rene Lauritsen to acquire the intellectual property assets related to EZtalk, an all in one messaging app, in exchange for 40,000,000 common shares of the company with a deemed value of \$ 40,000.

## Recent Accounting Pronouncements

The Company's management has evaluated all the recently issued, but not yet effective, accounting standards that have been issued or proposed by the FASB or other standards-setting bodies through the filing date of these financial statements and does not believe the future adoption of any such pronouncements will have a material effect on the Company's financial position and results of operations.

## **4. Going concern**

These financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception resulting in an accumulated deficit of approximately (\$1,436,493) as of June 30, 2022 and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The Company's operating expenditure plan for the next fiscal year ending March 31, 2023 will require cash. Management intends to finance operating costs over the next nine months with the issuance of common shares and/or related party borrowings.

## **5. Long-term debt due to related party**

A Convertible Note for \$383,613 was issued on December 26, 2018 to Thomas Wenz ("Wenz"), who is the sole debt holder of and the former shareholder of Firetainment, Inc. in exchange for and the cancellation of four unsecured obligations. The loan evidenced by a convertible promissory note has not been registered under any state or Federal securities law and matures December 26, 2021 (the "Wenz Debenture"). The Wenz Convertible Note accrues interest in arrears quarterly at the rate of 12% per annum; Interest is due and payable at maturity. The interest accrued at June 30, 2022 was \$161,685. The Company can prepay the note and accrued interest or any portion thereof (the "Called Amount") upon a thirty day notice during which period Wenz can elect to convert all or a portion of the Called Amount into Common Stock. Wenz, at his option, at any time prior to maturity can convert the note, in whole or in part (the "Conversion Amount"), into Common Stock at a 25% discount to the closing market price on the specified conversion date (the "Conversion Price"); representing a beneficial conversion feature. The Conversion Amount is limited such that the number of shares of Common Stock held by Wenz and/or any of his affiliates or assignees after such requested conversion cannot exceed 4.99% of the then resulting issued and outstanding shares of the Company's Common Stock. Due to this 4.99% limitation the unconverted Conversion Amount will remain outstanding under the original terms of the Wenz Debenture. In addition, Wenz's ability to convert any amount into Common Stock is prohibited, at the option of the Company, if such conversion requires registration under any state or Federal securities law. In the event of default, Wenz may declare the principal immediately due and payable.

## **7. Due to related party**

On disposition of the company's shares of Firetainment, the company agreed to assume promissory notes payable to the former shareholder in the amount of \$ 139,650. These notes are in the amount of \$ 119,650 and \$ 20,050 and were due December 31, 2020 and March 31, 2021 respectively. Both bear interest at 3.5%

On June 30, 2021 the Company entered into a Promissory Note with the Virtus for the amount of \$37,245. The note bears interest at 12% and has a maturity date of July 1, 2022.

## **8. Derivative liability**

Guidance under Codification topic 815 to determine whether an instrument (or embedded feature) is indexed to an entity's own stock, instruments which do not have fixed settlement provisions are deemed to be derivative instruments. The Company has issued a convertible note whose conversion price is based on a future market price. However, since the number of shares to be issued is not explicitly limited, the Company is unable to conclude that enough authorized and unissued shares are available to share settle the conversion option.

As a result, the conversion option is classified as a liability and bifurcated from the debt host and accounted for as a derivative liability in accordance with Codification topic 815 and will be re-measured at the end of every reporting period with the change in value reported in the statement of operations.

At inception, the Company recorded a derivative liability with a fair value of \$511,484 using the Black Scholes pricing model with a risk-free rate of 2.6%, volatility of 581.64%, three year term, and dividend yield of zero as of December 31, 2018. The risk-free interest rate was based on rates established by the Federal Reserve Bank. The Company uses the historical volatility of its common stock to estimate the future volatility for its common stock.

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The expected life of the conversion feature of the note was based on the remaining contractual term of the note. The expected dividend yield was based on the fact that the Company has not paid dividends to its common stockholders in the past and does not expect to pay dividends to its common stockholders in the future. At December 31, 2021, the note had reached maturity. Due to this, during the period ended March 31, 2022, the Company recorded a change in fair value of \$ 11,397

## **9. Capital stock**

On October 9, 2018, the Company completed a reverse-split of its Common Stock, whereby one (1) new Share of Common Stock, \$.001 par value, was issued in exchange for twenty-five (25) issued and outstanding Shares of Common Stock, \$.001 par value.

On December 19, 2019, the Company issued 7,000,000 shares of common stock in conjunction with the acquisition of Firetainment, Inc.

On June 30, 2020, 4,226,948 shares of common stock were returned for cancellation in exchange for 100 % of the shares of Firetainment, Inc. held.

On August 20, 2020, the Company entered into an asset purchase agreement to acquire EZtalk. As a result, the Company agreed to issue 40,000,000 shares of restricted common stock with a deemed value of \$ 40,000. These shares were subsequently issued on June 15, 2021

On June 14, 2021, Rene Lauritsen signed an Executive Employment Agreement with the Company. This granted 8,000,000 shares of restricted common stock as consideration for services provided and long-term salary compensation to implement the company's new business strategy.

On November 30, 2021 the Company issued 2,500,000 shares of its common shares in exchange for a reduction from principal on a Note payable.

On November 30, 2021 the Company issued 2,500,000 shares of its common shares in exchange for a reduction from principal on a Note payable.

The Company's authorized capitalization is 300,000,000 shares of common stock, with a par value of \$.001 per share, with 56,949,028 Shares of Common Stock issued and outstanding at June 30, 2022.

As of June 30, 2022 and 2021, the Company has not granted any stock options or stock warrants.

## **10 Subsequent Event**

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to June 30, 2022, to the date these financial statements were issued and has determined that there are no material subsequent events to disclose.