

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

**CAL-BAY INTERNATIONAL, INC.**

1887 Whitney Mesa Drive, #2127  
Henderson, NV 89014

(877) 372-0716

CBYINTLI.com info@cbyintl.com Sic code: 5963

Quarter Report

For the Period Ending: December 31, 2022 (the "Reporting Period")

As of December 31, 2022, the number of shares outstanding of our Common Stock was:

5,341,713,272

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

5,099,862,724

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

5,099,862,724

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: ☒

<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.

**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.

CAL-BAY INTERNATIONAL, INC.

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

NEVADA (Active)

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

None

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

None

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

1887 Whitney Mesa Drive, #2127

Henderson, NV 89014

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:* ☒

Same

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:

NA

## 2) Security Information

Trading symbol: CBYI  
Exact title and class of securities outstanding: Common CUSIP: 12802P307  
Par or stated value: .001  
Total shares authorized: 11,000,000,000 as of date: December 31, 2022  
Total shares outstanding: 5,341,713,272 as of date: December 31, 2022 Number of shares in the Public Float<sup>2</sup>:  
3,056,836,763 as of date: December 31, 2022 Total number of shareholders of record: 212 : as of date: December 31, 2022 All additional class(es) of publicly traded securities (if any):

Trading symbol: CBYI  
Exact title and class of securities outstanding: Preferred A  
CUSIP: \_\_\_\_\_  
Par or stated value: .001  
Total shares authorized: 55,000,000 as of date: December 31, 2022  
Total shares outstanding: 48,214,584 as of date: December 31, 2022

Trading symbol: CBYI  
Exact title and class of securities outstanding: Preferred B  
CUSIP: \_\_\_\_\_  
Par or stated value: .001  
Total shares authorized: 4,000,000 as of date: December 31, 2022  
Total shares outstanding: None Issued as of date: December 31, 2022

Trading symbol: CBYI  
Exact title and class of securities outstanding: Preferred C  
CUSIP: \_\_\_\_\_  
Par or stated value: .001  
Total shares authorized: 4,000,000 as of date: December 31, 2022  
Total shares outstanding: 2,901,358 as of date: December 31, 2022

### Transfer Agent

Name: Pacific Stock Transfer Phone: 800-785-7787  
Email: info@pacifictstocktransfer.com  
Address: 6725 Via Austi Pkwy Ste. 300, Las Vegas, NV 89119

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.**

<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.

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>December 31, 2019</u> Common: 5,099,862,724 Preferred A: 48,214,584 Preferred B: None Issued Preferred C: 2,901,358			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion -OR- Nature of Services Provided)	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
11-10-2021	New	241,850,548	Common	24,185	yes	Roger Pawson	Conversion	U	4(a)(2)
Shares Outstanding as of Date of This Report: Date <u>December 31, 2022</u> Common: 5,341,713,272 Preferred A: 48,214,584 Preferred B: None Issued Preferred C: 2,901,358									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended December 31, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through December 31, 2022, 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.)
11-15-2015	41,377	25,000	16,377	11-15-2016	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	Tala Media Corporation CP:Hannah Grabowski	Account Payable conversion to note
12-5-2015	40,720	25,000	15,720	12-5-2016	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	For Your Information, Inc. CP-Stephanie Padilla	Loan conversion
7-14-2020	50,596	40,000	10,596	7-14-2020	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	For Your Information, Inc. CP-Stephanie Padilla	Loan conversion
6-15-2019	93,697	80,000	13,697	6-15-2020	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	Roger Pawson	Note in lieu of payment for corporate costs
3-31-2021	90,093	80,000	10,093	3-31-2022	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	Roger Pawson	Note in lieu of payment for corporate costs
7-20-2020	95,000	95,000	0	7-2-2021	Note converts @.0001	Shahan Ohanessian	Services
11-2-2021	98,177	95,000	3,177	11-2-2022	Note converts @ .0007 (5% interest)	EZ Equity CP-Graham Norris	Development agreement
11-5-2021	35,000	35,000	0	11-5-2022	Note converts @ .001	Fadi Essa	Services
11-30-2021	94,274	90,000	4,274	11-30-2022	Note converts @ .0005 (8% interest)	EZ Equity CP-Graham Norris	Development agreement

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:

**Luke Joseph**

Title: **CEO, CFO**

Relationship to Issuer: **CEO**

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

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

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

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

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")
- Cal-Bay acquired a Financial-merchant card processing system, CB Green Card, that allows the legal payment to the dispensary by patients using the CB Green card for purchases within the dispensaries. Currently the legal use of credit cards to dispensaries for the purchase of Marijuana products has to date not been available due the nationwide dispute between state and Federal agencies as to the legality of the sale for Marijuana products; therefore, the majority of the transactions are on a cash only basis. The company's merchant processing system allows for the registered dispensaries to be able to accept and process the patients CB Green

<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.

card and have the proceeds deposited to their financial institution, creating an alternative to holding large amounts of non depositable cash to the banks and at the same time creating a verifiable transaction of sales for state and Federal tax collection agencies.

Cal-Bay has also developed a formula specifically designed for enhancing the growth of marijuana plants.

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

NA

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C. Describe the issuers' principal products or services.

CB Green Card for non-cash payments for cannabis related items and formulated nutrients for cannabis

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## **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.

NA



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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Luke Joseph</u>	<u>CEO</u>	1887 Whitney Mesa Drive, #2127 Henderson, NV 89014	-	-	-	

*\*Preferred C shares conversion to common: 10,000:1*

## 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);

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; or

NO

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

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

N/A

Accountant or Auditor

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

Investor Relations

Name: NA  
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, Luke Joseph certify that:

1. I have reviewed this December 31, 2022 quarter report of Cal-Bay International, 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.

February 14, 2023 [Date]

/S/Luke Joseph [CEO's Signature]

*Principal Financial Officer:*

I, Luke Joseph certify that:

1. I have reviewed this December 31, 2022 quarter report of Cal-Bay International, 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.

February 14, 2023 [Date]

/S/Luke Joseph [CFO's Signature]

## UNAUDITED FINANCIAL STATEMENTS CAL-BAY INTERNATIONAL, INC. TABLE OF CONTENTS

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**CAL-BAY INTERNATIONAL, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	December 31, 2022	December 31, 2021
<b>Assets</b>		
<b>Current Assets</b>		
Cash in Bank	112,449	\$ 12,449
Inventory	<u>-</u>	<u>-</u>
Total Current Assets	112,449	12,449
<b>Fixed Asset</b>		
Furniture and office equipment net of accumulated 15,000	<u>10,000</u>	<u>12,500</u>
Total Fixed Assets	10,000	12,500
<b>Other Intangible Assets</b>		
Formulas-net of accumulated amortization 30,000	70,000	75,000
Intellectual Property-net of accumulated amortization 2, 400,000	<u>1,600,000</u>	<u>2,000,000</u>
Total Other Intangible Assets	1,670,000	2,075,000
<b>Total Assets</b>	<u>\$ 1,792,449</u>	<u>\$ 2,099,949</u>
<b>Liabilities and Stockholders' Equity (Deficit)</b>		
<b>Notes Payable</b>	\$ 565,000	\$ 542,196
<b>Accrued Note Interest</b>	<u>82,467</u>	<u>54,195</u>
Total Notes Payable	647,467	596,391
<b>Total Current Liabilities</b>	<u>647,467</u>	<u>596,391</u>
<b>Stockholders' Equity (Deficit)</b>		
Common stock \$0.001 par value 11,000,000,000 shares authorized		
Shares Issued: 5,341,713,272 at December 31, 2022 and 5,341,713,272 at December 31, 2021	5,341,714	5,341,714
Preferred shares A 55,000,000 shares par value \$.001 authorized and 48,214,584 shares issued and outstanding at September 30, 2021 and December 31, 2021 respectively	48,215	48,215
Preferred shares B 4,000,000 shares par value \$.001 authorized and 0 shares issued	-	-
Preferred Shares C 4,000,000 shares par value \$.001 authorized and 2,901,358 Shares issued at September 30, 2021 and December 31, 2021 respectively	2,901	2,901
Additional paid in capital	(1,317,830)	(1,293,645)
Accumulated earnings (Deficit)	<u>(2,940,018)</u>	<u>(2,595,627)</u>
Total Stockholders' Equity (Deficit)	1,134,982	1,503,558
Total Liabilities and Stockholders' Equity (Deficit)	<u>1,782,449</u>	<u>2,099,949</u>

*See accompanying Notes to Financial Statements*

**CALBAY INTERNATIONAL, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

	December 31, 2022	December 31, 2021
Revenue		
Product Sales	100,000	65,350
Total Revenue	100,000	65,350
Cost of Goods Sold	-	19,150
Gross Profit	\$ 100,000	46,200
Operating Expenses		
Professional Fees	-	46,709
Amortization	101,250	405,000
Legal Fees	-	-
Note Interest	9,266	23,167
Consulting	-	81,485
Depreciation	625	2,500
General and administrative	-	8,236
Total Operating Expenses	111,141	567,097
<b>Income (Loss)</b>	<b>\$ (11,141)</b>	<b>(520,897)</b>
Net Income (Loss)	<b>\$ (11,141)</b>	<b>(\$ 520,897)</b>
Income (Loss) Basic and Diluted	<b>\$ (.01)*</b>	<b>\$ (.01)*</b>
Weighted Average of Common Shares Outstanding - Basic and Diluted	5,295,141,950	5,125,842,200

*\*less than .01*

*See accompanying Notes to Financial Statements*

**CAL-BAY INTERNATIONAL, INC.**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)**

	Common Shares Issued	Amount	Preferred A Shares	Amount	Preferred B Shares	Amount	Preferred C Shares	Amount	Additional Paid- in Capital	Accumulated Earnings (Deficit)	Total
Common Stock											
Net Loss December 31, 2018	-	-								(793,450)	(793,450)
Balance December 31, 2018	5,099,862,724	\$ 5,099,863	48,214,584	\$ 48,215	\$ -		2,901,358	\$ 2,901	(\$ 1,075,979)	(\$ 805,590)	\$ 3,269,050
Common Stock	-	-	-	-	-	-	-	-	-	-	-
Net Loss December 31, 2019	-	-	-	-	-	-	-	-	-	(448,470)	(448,470)
Balance December 31, 2019	5,099,862,724	\$ 5,099,863	48,214,584	\$ 48,215	- \$		-2,901,358	\$ 2,901	(\$ 1,075,979)	(\$ 1,254,420)	\$ 2,820,580
Common Stock											
Net Loss December 31, 2020										(598,928)	(598,928)
Balance December 31, 2020	5,099,862,724	\$ 5,099,863	48,214,584	\$ 48,215	- \$		-2,901,358	\$ 2,901	(\$ 1,075,979)	(\$ 1,853,348)	\$ 2,221,652
Common Stock	241,850,548	241,851	-	-	-	-	-	-	-	-	241,851
Additional Paid in Capital	-	-	-	-	-	-	-	-	(217,666)	-	(217,666)
Net Loss December 31, 2021	-	-	-	-	-	-	-	-	-	(742,279)	(742,279)
Balance December 31, 2021	5,341,713,272	\$ 5,341,714	48,214,584	\$ 48,215	- \$		-2,901,358	\$ 2,901	(\$ 1,293,645)	(\$ 2,595,627)	\$ 1,503,558
Common Stock	-	-	-	-	-	-	-	-	-	-	-
Additional Paid in Capital	-	-	-	-	-	-	-	-	(24,185)	-	(24,185)
Net Loss March 31, 2022	-	-	-	-	-	-	-	-	-	(110,968)	(110,968)
Balance March 31, 2022	5,341,713,272	\$ 5,341,714	48,214,584	\$ 48,215	- \$		-2,901,358	\$ 2,901	(\$ 1,317,830)	(\$ 2,706,595)	\$ 1,368,405
Common Stock	-	-	-	-	-	-	-	-	-	-	-
Additional Paid in Capital	-	-	-	-	-	-	-	-	-	-	-
Net Loss June 30, 2022	-	-	-	-	-	-	-	-	-	(111,141)	(111,141)
Balance June 30, 2022	5,341,713,272	\$ 5,341,714	48,214,584	\$ 48,215	- \$		-2,901,358	\$ 2,901	(\$ 1,317,830)	(\$ 2,817,736)	\$ 1,257,264
Common Stock	-	-	-	-	-	-	-	-	-	-	-
Additional Paid in Capital	-	-	-	-	-	-	-	-	-	-	-
Net Loss September 30, 2022	-	-	-	-	-	-	-	-	-	(111,141)	(111,141)
Balance September 30, 2022	5,341,713,272	\$ 5,341,714	48,214,584	\$ 48,215	- \$		-2,901,358	\$ 2,901	(\$ 1,317,830)	(\$ 2,928,877)	\$ 1,146,123
Additional Paid in Capital	-	-	-	-	-	-	-	-	-	-	-
Net Loss December 31, 2022	-	-	-	-	-	-	-	-	-	(11,141)	(11,141)
Balance December 31, 2022	5,341,713,272	\$ 5,341,714	48,214,584	\$ 48,215	- \$		-2,901,358	\$ 2,901	(\$ 1,317,830)	(\$ 2,940,018)	\$ 1,134,982

**CALBAY INTERNATIONAL, INC. CONSOLIDATED STATEMENTS OF CASH FLOW**

	December 31, 2022	December 31, 2021
Cash Flows from Operating Activities		
Net income (loss)	\$ (11,141)	\$ (520,898)
<b>Adjustments to Reconcile Net Income (Loss) To Net Cash Provided by (Used In) Operating Activities:</b>		
Notes-Accrued Interest	9,266	23,167
Notes Payable	-	55,815
Net Cash used in Operating Activities	(1,875)	(441,916)
Cash Flows from Investing Activities	-	5,000
Accumulated amortization -Intellectual Property	100,000	400,000
Accumulated amortization -Formulas	1,250	2,500
Accumulated Depreciation office equipment	625	-
Net Cash used in Investing Activities	101,875	407,500
Financing Activities		
Common Stock	-	241,851
Additional Paid in Capital	-	(217,666)
Net Cash Provided by Financing Activities	-	24,185
Increase/Decrease in Cash	100,000	-
Cash at Beginning of Period	\$ 12,449	\$ 22,680
Cash at End of Period	\$ 112,449	\$ 12,449



**CAL-BAY INTERNATIONAL, INC.**

**Notes To The Condensed Unaudited Financial Statements For The Years Ended December 31, 2022, And December 31, 2021**

**Note 1 – NATURE OF OPERATIONS**

Cal-Bay International, Inc. was incorporated under the laws of the State of Nevada on December 9, 1998.

Cal-Bay acquired a Financial, merchant card processing system, CB Green Card, that allows the legal payment to the dispensary by patients using the CB Green card for purchases within the dispensaries. Currently the legal use of credit cards to dispensaries for the purchase of Marijuana products has to date not been available due the nationwide dispute between state and Federal agencies as to the legality of the sale for Marijuana products; therefore the majority of the transactions are on a cash only basis. The company's merchant processing system allows for the registered dispensaries to be able to accept and process the patients CB Green card and have the proceeds deposited to their financial institution, creating an alternative to holding large amounts of non depositable cash to the banks and at the same time creating a verifiable transaction of sales for state and Federal tax collection agencies.

Cal-Bay has also developed a formula specifically designed for enhancing the growth of marijuana plants.

**Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

*BASIS OF PRESENTATION*

The Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars. The Company's year-end is December 31.

*ESTIMATES*

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

*CASH AND CASH EQUIVALENTS*

The Company maintains a cash balance in a non-interest-bearing account that currently does not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of years or less are considered to be cash equivalents. There were no cash equivalents as of June 30, 2022, or 2021.

## *INVENTORY*

Inventory is recorded at lower of cost or market; cost is computed on a first-in first-out basis. At June 30, 2022 and 2021 we had inventory of \$0 and \$0 respectively.

## *FINANCIAL INSTRUMENTS*

Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability. Accounting Standards Codification ("ASC") 820-10 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. ASC 820 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and must be used to measure fair value whenever available.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs which reflect a reporting entity's own assumptions about the assumptions that market participants would use for pricing an asset or liability. For example, level 3 inputs would relate to forecasts of future earnings and cash flows used in a discounted future cash flows method.

The recorded amounts of financial instruments, comprising cash, accounts payable and income tax payable, approximate their market values as of June 30, 2022, due to the short- term maturities of these financial instruments.

## *OTHER INTANGIBLE ASSETS*

Under ASC 350-50-1, costs incurred in the acquisition of an intangible asset are capitalized by the Company. Our intangible assets are related to the development of the CB Green Card and the formulation developed for the growth of cannabis plants; both which are being amortized to expense over the estimated useful life or period of benefit which is estimated to be 10 years using straight-line method

## *IMPAIRMENT OF LONG-LIVED ASSETS*

The Company evaluates the recoverability of long-lived assets and intangible assets and the related estimated remaining lives at each balance sheet date. The Company records an impairment or change in useful life whenever events or changes in circumstances indicate that the carrying amount may not be recoverable or the useful life has changed. At the quarter ended June 30, 2022, and year ended December 31, 2021, there is no impairment of long-lived assets or intangible assets.

## *INCOME TAXES*

We account for income taxes in accordance with FASB ASC 740, Income Taxes which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are

expected to reverse. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. The effect on the deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for unrecognized tax benefits in the accompanying balance

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, we satisfy performance obligation.

The adoption of this guidance did not have a material impact on the Company's consolidated statement of operations, cash flows, and balance sheet as of the adoption date or for the quarters ended June 30, 2022, and 2021, respectively.

The Company's revenues have been generated primarily through the sales of licensing rights to its CB Green Card and the formula for marijuana growth. Revenues from non-refundable licensing and distribution fees are recognized upon receipt of the payment if the license has stand-alone value and we do not have ongoing involvement or obligations.

For the quarters ended June 30, 2022 and 2021, all sales and license payments met the above criteria or in the case of one contract, the only continuing involvement was to sell our products to the distributor at pricing that is consistent with market transactions, thereby allowing for the recognition of revenue for the licensing and distribution arrangements upon receipt.

When non-refundable license fees do not meet this criteria the license revenues are recognized over the expected period of performance. We periodically review for any expected period of substantial involvement under the agreements that provide for non-refundable up-front payments and license fees. If ever applicable, we will adjust the amortization periods when appropriate to reflect changes in assumptions relating to the duration of our expected involvement.

At the quarter ended June 30, 2022, we received \$0 for licensing rights to the CB Green Card and at the year ended December 31, 2021, we received \$0 for licensing rights to the CB Green Card

*TRADE RECEIVABLES*

Trade Receivables are the amount of billed or unbilled claims or other similar items subject to uncertainty concerning their determination or ultimate realization under contracts that are expected to be collected in the next rolling twelve months following the latest balance sheet presented. Our policy on receivables varies per customer, but in no case do we allow for a receivable to be outstanding for more than 12 months. As of September 30, 2022, we had no open trade receivables.

#### *ADVERTISING COSTS*

The Company's policy regarding advertising is to expense advertising when incurred. The Company incurred advertising and marketing expense of \$0 during the quarter ended September 30, 2022, and \$0 during the quarter ended September 30, 2021.

#### *NET INCOME (LOSS) PER SHARE OF COMMON STOCK*

The Company computes net income (loss) per share in accordance with ASC 105, "Earnings per Share" which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted loss per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive loss per share excludes all potential common shares if their effect is anti-dilutive. For the quarter ended December 31, 2022, and 2021 there were no diluted shares.

#### *RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS*

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on our financial condition or the results of its operations.

#### **Note 3 – GOING CONCERN**

The 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 financial statements do not include any adjustments relating to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

#### **Note 4- PROPERTY AND EQUIPMENT**

Property and improvements consisted of the following as of December 31, 2022, and December 31, 2021:

	December 31, 2022		December 31, 2021	
Furniture and fixture\Equipment*	\$	11,250	\$	12,500

\*Furniture and equipment are depreciated over ten years.

#### **Note 5 –LICENSING AND SERVICE AGREEMENTS**

The company entered into licensing agreements for its CB Green Card at the quarter ended December 31, 2022; we received \$0 for licensing rights to the CB Green Card and at the year ended December 31, 2021, we received \$0 for licensing rights to the CB Green Card.

#### Note 6 - COMMON STOCK

At December 31, 2022 there were 5,341,713,272 shares of common stock issued and outstanding.

#### Note 7 – ACCOUNTS PAYABLE

On November 15, 2015, Tala Media Corporation agreed to accept a note in lieu of a cash payment which was owed for media related services which were completed in January of 2015.

#### Note 8 – NOTES PAYABLE

The following are notes payable at December 31, 2022:

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.)
11-15-2015	41,377	25,000	16,377	11-15-2016	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	Tala Media Corporation CP:Hannah Grabowski	Account Payable conversion to note
12-5-2015	40,720	25,000	15,720	12-5-2016	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	For Your Information, Inc. CP-Stephanie Padilla	Loan conversion
7-14-2020	50,596	40,000	10,596	7-14-2020	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	For Your Information, Inc. CP-Stephanie Padilla	Loan conversion
6-15-2019	93,697	80,000	13,697	6-15-2020	50% or variable discount of lowest trading price of prior 20 days at date of issuance.	Roger Pawson	Note in lieu of payment for corporate costs
3-31-2021	90,093	80,000	10,093	3-31-2022	50% or variable discount of lowest trading price of prior 20 days at date of issuance	Roger Pawson	Note in lieu of payment for corporate costs
11-2-2021	98,177	185,000	3,177	11-2-2022	Note converts @ .0007 (5% interest)	EZ Equity CP-Graham Norris	Development agreement
11-5-2021	35,000	35,000	0	11-5-2022	Note converts @ .001	Fadi Essa	Services
11-30-2021	94,27435,000	130,000	4,274	11-30-2022	Note converts @ .0005 (8% interest)	Discovery Holdings LLC CP-Graham Norris	Development agreement
07-30-2022	87,702,682,000	120,000	3,945	12-31-2023	Note converts @ .0005 (8% interest)	Eagle Accounting & Tax LLC CP-Kevork Nersessian	Services

#### Note 9 – COMMITMENTS AND CONTINGENCIES

NA

#### Note 10 – SUBSEQUENT EVENTS

Management has reviewed events between Septmber 30, 2022 to the date that the financials were issued, and other than the following there were no other significant events identified for disclosure.

The company's product website [www.cbyintl.com](http://www.cbyintl.com) relates all current operations.