Amended
Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Healixa Inc.

331 Dante Ct, Ste E
Holbrook, NY 11741

Telephone: (833) 432-5492
Corporate Website: www.healixa.com
Corporate Email: info@healixa.com
SIC: 5499

Annual Report
For the Period Ending: March 31, 2022
(the "Reporting Period")

As of 3/31/2022, the number of shares outstanding of our Common Stock was:

775,979,718

As of 12/31/2021, the number of shares outstanding of our Common Stock was:

774,884,718

As of 03/31/2021, the number of shares outstanding of our Common Stock was:

830,194,072

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[1] of the company has occurred over this reporting period:

[1] "Change in Control" shall mean any events resulting in:

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

Yes: ☐ No: ☒

1) Name and address(es) of the issuer

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

- Permco LTD – June 16, 1977
- Computer Mortgages of America Holding Co. – June 19, 1999
- Sheffield Industries, Inc. – May 9, 2005
- Kensington Energy Corporation – July 5, 2005
- Emerald Organic Products Inc. - August 3, 2012
- Carie Health Inc. – May 12, 2020
- Healixa Inc. – February 23, 2021

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):

June 16, 1977 – Active – State of Nevada

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:

See Below:

- Effective April 5, 2021, the company entered into a joint venture with RX Solutions LLC which resulted in the issuance of 1,000,000 shares of stock. This also resulted in Healixa Inc acquiring the license for the Five Star Pharmacy in Texas and gave Healixa Inc a purchase option on the Obana Pharmacy in Texas. Healixa exercised its purchase option for $115,000 and purchased the Obana Pharmacy.

- Effective April 2, 2021, the company acquired the rights to Global Acquaduct® patents and technology from Consolidando el Patrimonio, SAPI de C.V. La Cedente. Under the terms of the agreement, Healixa Inc will issue 15,000,000 shares of stock upon the completion of the prototype, which is expected in the 4Q. In addition, reach final agreement with its We Global partner for distribution of the Global Acquaduct®. Upon first sale of Global Acquaduct® units, our We Global partner will be due 10,000,000 common shares of the Company.

- Effective August 24, 2021, the company reach an agreement with a prior officer to cancel 65,000,000 shares of common stock. This was not yet reflected as of the end of the September 30, 2021 period but should be reflected in the next period.

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

331 Dante Ct, Ste E, Holbrook NY 11741

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:

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2) Security Information

Trading symbol:	EMOR	
Exact title and class of securities outstanding:	Common	
CUSIP:	490086204	
Par or stated value:	$0.001	
Total shares authorized:	2,000,000,000	as of date: 3/31/2022
Total shares outstanding:	775,979,718	as of date: 3/31/2022
Number of shares in the Public Float[2]:	83,572,310	as of date: 3/31/2022
Total number of shareholders of record:	337	as of date: 3/31/2022

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

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Preferred	
CUSIP:	N/A	
Par or stated value:	$0.001	
Total shares authorized:	100,000,000	as of date: 12/31/2018
Total shares outstanding:	172,625	as of date: 3/31/2022

Transfer Agent

Name: Pacific Stock Transfer
Address: 6725 Via Austin Parkway, Suite 300, Las Vegas, Nevada 89119
Phone: (800) 785-7782
Email: Joslyn@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?[3] Yes: ☒ No: ☐

3) Issuance History

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

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

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

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 04/01/2019	Opening Balances: Common: 787,879,794 Preferred: 100,000*	*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)**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
6/4/2020	New Issuance (Disputed)	14,000,000	Common	0	No	Merger	HARDIKKUMAR PATEL	Rule 144 Restricted	Section 4(a)(2)
6/4/2020	New Issuance (Disputed)	5,000,000	Common	0	No	Merger	PADMAJA PATEL	Rule 144 Restricted	Section 4(a)(2)
6/4/2020	New Issuance (Disputed)	1,000,000	Common	0	No	Merger	KACEY WHITLOCK	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	56,826	Common	0	No	Merger	BENJAMIN ABRAMS	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	56,827	Common	0	No	Merger	BENJAMIN ABRAMS	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	90,922	Common	0	No	Merger	THOMAS BELL	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	90,922	Common	0	No	Merger	THOMAS BELL	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	277,787	Common	0	No	Merger	BEVILACQUA PLLC (CONTOLLED BY LOUIS BEVILACQUA)	Rule 144 Restricted	Section 4(a)(2)

07/24/2020	New Issuance	277,787	Common	0	No	Merger	BEVILACQUA PLLC (CONTOLLED BY LOUIS BEVILACQUA)	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	34,096	Common	0	No	Merger	ANTONIA D BRYAN	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	34,096	Common	0	No	Merger	ANTONIA D BRYAN	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	34,096	Common	0	No	Merger	ALEXANDRA CAMP	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	34,096	Common	0	No	Merger	ALEXANDRA CAMP	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	2,424,592	Common	0	No	Merger	GRADY CAMP	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	2,424,592	Common	0	No	Merger	GRADY CAMP	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	1,136	Common	0	No	Merger	KATHERINE S CRONE	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	1,137	Common	0	No	Merger	KATHERINE S CRONE	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	4,668,819	Common	0	No	Merger	JACOB ELLMAN	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	4,668,819	Common	0	No	Merger	JACOB ELLMAN	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	809,023	Common	0	No	Merger	EQUITY TRUST COMPANY CUST	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	809,024	Common	0	No	Merger	EQUITY TRUST COMPANY CUST	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	809,023	Common	0	No	Merger	ALAN GELBAND	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	809,024	Common	0	No	Merger	ALAN GELBAND	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	90,922	Common	0	No	Merger	ALEX GELBAND	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	90,922	Common	0	No	Merger	ALEX GELBAND	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	34,096	Common	0	No	Merger	KIRA ANNE GOLDSMITH	Rule 144 Restricted	Section 4(a)(2)

07/24/2020	New Issuance	34,096	Common	0	No	Merger	KIRA ANNE GOLDSMITH	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	136,383	Common	0	No	Merger	GRAYS PEAK VENTURES LLC (CONTOLLED BY SCOTT STEVENS)	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	136,384	Common	0	No	Merger	GRAYS PEAK VENTURES LLC (CONTOLLED BY SCOTT STEVENS)	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	365,586	Common	0	No	Merger	EVENTUS CONSULTING P C (CONTOLLED BY AARON SPOOL)	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	365,587	Common	0	No	Merger	EVENTUS CONSULTING P C (CONTOLLED BY AARON SPOOL)	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	90,922	Common	0	No	Merger	DANIEL KUSHNER	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	90,922	Common	0	No	Merger	DANIEL KUSHNER	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	1,136	Common	0	No	Merger	DAVID L MELLO	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	1,137	Common	0	No	Merger	DAVID L MELLO	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	2,273	Common	0	No	Merger	SANDRA S PATTERSON	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	2,273	Common	0	No	Merger	SANDRA S PATTERSON	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	2,273	Common	0	No	Merger	NATHANIAL PRINZI	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	2,273	Common	0	No	Merger	NATHANIAL PRINZI	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	7,576	Common	0	No	Merger	THEODORE BIBART	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	7,577	Common	0	No	Merger	THEODORE BIBART	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	56,826	Common	0	No	Merger	DANIELA VASSALLO	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	56,827	Common	0	No	Merger	DANIELA VASSALLO	Rule 144 Restricted	Section 4(a)(2)

07/24/2020	New Issuance	5,682	Common	0	No	Merger	MCKENNA MILLER	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	5,683	Common	0	No	Merger	MCKENNA MILLER	Rule 144 Restricted	Section 4(a)(2)
07/24/2020	New Issuance	232,500	Common	$1.5	No	Services	EVENTUS CONSULTING P C (CONTOLLED BY AARON SPOOL)	Rule 144 Restricted	Section 4(a)(2)
12/01/2020	New Issuance	400,000	Common	$1.5	No	Services	FMW MEDIA WORKS CORP. (CONTOLLED BY VINCENT CARUSO)	Rule 144 Restricted	Section 4(a)(2)
12/01/2020	New Issuance	25,000	Common	$1.5	No	Services	JASON MISCHEL	Rule 144 Restricted	Section 4(a)(2)
12/17/2020	New Issuance	146,778	Common	$1.5	No	Services	BEVILACQUA PLLC (CONTOLLED BY LOUIS BEVILACQUA)	Rule 144 Restricted	Section 4(a)(2)
1/15/2021	New Issuance	100,000	Common	$ .10	No	Services	PCG ADVISORY INC.(JEFFREY RAMSON)	Rule 144 Restricted	Section 4(a)(2)
2/25/2021	New Issuance	500,000	Common	$ .10	No	Warrant Exercise	LINDA M DEML DRAHOTA AND MICHAEL DRAHOTA	Rule 144 Restricted	Section 4(a)(2)
2/25/2021	New Issuance	310,000	Common	$ .10	No	Warrant Exercise	JEFFREY MILLS	Rule 144 Restricted	Section 4(a)(2)
2/25/2021	New Issuance	500,000	Common	$ .10	No	Warrant Exercise	DARVIN HABBEN TRUST	Rule 144 Restricted	Section 4(a)(2)
2/25/2021	New Issuance	200,000	Common	$ .10	No	Warrant Exercise	CURTIS MILLS	Rule 144 Restricted	Section 4(a)(2)
5/10/2021	New Issuance	509,000	Common	$ .20	No	Warrant Exercise	MICHAEL MOWL	Rule 144 Restricted	Section 4(a)(2)
5/10/2021	New Issuance	2,223,334	Common	$ .20	No	Note Conversion	MICHAEL BRANCHFLOWER	Rule 144 Restricted	Section 4(a)(2)
5/10/2021	New Issuance	37,333	Common	$ .75	No	Note Conversion	GREGORY F. SUHER	Rule 144 Restricted	Section 4(a)(2)
5/10/2021	New Issuance	37,333	Common	$ .75	No	Note Conversion	JEROME J. DERISO	Rule 144 Restricted	Section 4(a)(2)
5/10/2021	New Issuance	37,333	Common	$ .75	No	Note Conversion	JAMES SMITH	Rule 144 Restricted	Section 4(a)(2)

5/10/2021	New Issuance	1,000,000	Common	$ .00	No	JOINT VENTURE	MOSAIC PHARMACY LLC (CONTROLLED BY SHAILENDRA GUPTA)	Rule 144 Restricted	Section 4(a)(2)
8/19/2021	New Issuance	100,000	Common	$ .00	No	IT Services	PARADIGM SHIFT CONCEPTS INC. (CONTROLLED BY JUSTIN WOLLER)	Rule 144 Restricted	Section 4(a)(2)
8/19/2021	New Issuance	100,000	Common	$ .00	No	Consulting Services Related to Water Technology	WATER IS LIFE.COM INC (CONTROLLED BY KEN SURRITTE)	Rule 144 Restricted	Section 4(a)(2)
8/19/2021	New Issuance	80,000	Common	$ .00	No	Legal Services	JASON MISCHEL	Rule 144 Restricted	Section 4(a)(2)
8/19/2021	New Issuance	500,000	Common	$ .00	No	General Business Consulting Services	RIGGLEMAN INFORMATION AND INTELLIGENCE GROUP LLC (CONTROLLED BY DENVER RIGGLEMAN)	Rule 144 Restricted	Section 4(a)(2)
8/19/2021	New Issuance	100,000	Common	$ .00	No	Marketing Consulting Services	DIEGOLUCERO INC. DBA ACHIEVE STUDIOS (CONTROLLED BY DIEGO LUCERO)	Rule 144 Restricted	Section 4(a)(2)
8/19/2021	New Issuance	50,000	Common	$ .00	No	Marketing Consulting Services	KEALY ALTMAN	Rule 144 Restricted	Section 4(a)(2)
8/19/2021	New Issuance	50,000	Common	$ .00	No	Corporate Access Consulting Services	EDEN ROCK ADVISORS (CONTROLLED BY JAMIE BARKER)	Rule 144 Restricted	Section 4(a)(2)
8/30/2021	New Issuance	1,000,000	Common	$ .00	No	General Business Consulting Services	GLOBAL EQUITIES LIQUIDITY GROUP LLC (JEFFREY GALVANI)	Rule 144 Restricted	Section 4(a)(2)
8/20/2021	New Issuance	1,781,491	Common	$ .10	No	Warrant Exercise	BAO VANG	Rule 144 Restricted	Section 4(a)(2)
8/20/2021	New Issuance	48,000	Common	$ .10	No	Warrant Exercise	HMONG VANG	Rule 144 Restricted	Section 4(a)(2)

8/20/2021	New Issuance	51,000	Common	$ .10	No	Warrant Exercise	LENG VANG	Rule 144 Restricted	Section 4(a)(2)
10/01/2021	New Issuance	82,625	Preferred Series A	$16	No	Investment	BEDROCK GROUP, LLC (CONTROLLED BY JONATHAN ROTH)	Rule 144 Restricted	Section 4(a)(2)
10/01/2021	New Issuance	60,000	Preferred Series B	0	No	Shares for Services	NB LEASE LLC (CONTROLLED BY MICHAEL BERG)	Rule 144 Restricted	Section 4(a)(2)
10/01/2021	New Issuance	30,000	Preferred Series C	0	No	Shares for Services	DTMWTD, LLC (CONTROLLED BY MICHAEL BERG)	Rule 144 Restricted	Section 4(a)(2)
10/14/2021	New Issuance	30,000	Common	0	No	Shares for Services	JASON MISCHEL	Rule 144 Restricted	Section 4(a)(2)
10/14/2021	New Issuance	50,000	Common	0	No	Shares for Services	JOHN GRANT ASFOUR	Rule 144 Restricted	Section 4(a)(2)
10/14/2021	New Issuance	75,000	Common	0	No	Shares for Services	GARRISON BELLES	Rule 144 Restricted	Section 4(a)(2)
11/03/2021	New Issuance	550,000	Common	$ .10	No	Conversion of Debt	SETH FREILICH	Rule 144 Restricted	Section 4(a)(2)
11/03/2021	New Issuance	353,600	Common	0	No	Shares for Services	ABBATE DEMARINIS LLP (CONTROLLED BY PATRICK CAPPETTI)	Rule 144 Restricted	Section 4(a)(2)
11/03/2021	New Issuance	436,126	Common	0	No	Shares for Services	EVH CONSULTING INC. (CONTROLLED BY VERNON HOGAN)	Rule 144 Restricted	Section 4(a)(2)
11/03/2021	New Issuance	112,500	Common	0	No	Shares for Consulting	BRUCE A. KAUFMAN	Rule 144 Restricted	Section 4(a)(2)
11/03/2021	New Issuance	112,500	Common	0	No	Shares for Consulting	JEFFREY M. GOLD	Rule 144 Restricted	Section 4(a)(2)
11/03/2021	New Issuance	25,000	Common	0	No	Shares for Consulting	PETER FORMANEK	Rule 144 Restricted	Section 4(a)(2)
11/15/2021	New Issuance	24,096	Common	0	No	Shares for Software	SRAX INC. (PUBLICLY HELD – NASDAQ SYMBOL SRAX – CEO IS CHRISTOPHER	Rule 144 Restricted	Section 4(a)(2)

							MIGLINO)		
11/15/2021	New Issuance	75,000	Common	0	No	Shares For Convertible Note	FRANCESCO S ROSSI	Rule 144 Restricted	Section 4(a)(2)
11/15/2021	New Issuance	25,000	Common	0	No	Shares For Convertible Note	JOHN ARIZZI	Rule 144 Restricted	Section 4(a)(2)
11/15/2021	New Issuance	25,000	Common	0	No	Shares For Convertible Note	JOSEPH T D AVANZO	Rule 144 Restricted	Section 4(a)(2)
12/14/2021	Cancelation	(65,000,000)	Common	0	No	Cancelation of Shares	MOHAMMAD HUSAIN	Rule 144 Restricted	Section 4(a)(2)
2/3/2022	New Issuance	100,000	Common	0	No	Shares for Services	ANTER NARINE	Rule 144 Restricted	Section 4(a)(2)
2/3/2022	New Issuance	30,000	Common	0	No	Shares for Services	KEVIN WEATHERALL	Rule 144 Restricted	Section 4(a)(2)
2/3/2022	New Issuance	290,000	Common	0	No	Shares for Services	SKYLINE CORP COMMUNICATIONS GROUP (SCOTT POWELL)	Rule 144 Restricted	Section 4(a)(2)
3/18/2022	New Issuance	500,000	Common	0	No	Shares for Services	PRINCIPLED STRATEGIES LLC (MICHAEL BRUBAKER)	Rule 144 Restricted	Section 4(a)(2)
3/25/2022	New Issuance	75,000	Common	0	No	Shares for Services	MORRIT HOCK & HAMROFF LLP (DENNIS O'ROUKE)	Rule 144 Restricted	Section 4(a)(2)
3/31/2022	New Issuance	100,000	Common	0	No	Shares for Services	STRATEGY 10 LLC (TOM WOODCHEKE)	Rule 144 Restricted	Section 4(a)(2)
Shares Outstanding on 12/31/2021:	Ending Balance: Common: 775,979,718 Preferred: 172,625								

Example: A company with a fiscal year end of December 31st, 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:

It is foreseeable for Healixa to clawback the following 20,000,000 shares related to the Dermserv LLC merger for material breach of the Merger Agreement:

6/4/2020	New Issuance	14,000,000	Common	0	No	Merger	HARDIKKUMAR PATEL	Rule 144 Restricted	Section 4(a)(2)
6/4/2020	New Issuance	5,000,000	Common	0	No	Merger	PADMAJA PATEL	Rule 144 Restricted	Section 4(a)(2)
6/4/2020	New Issuance	1,000,000	Common	0	No	Merger	KACEY WHITLOCK	Rule 144 Restricted	Section 4(a)(2)

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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.)
6/24/19	**10,212**	**10,000**	**212**	**11/1/19**	**N/A**	**Dean Wall**	**Working Capital**
6/24/19	**10,208**	**10,000**	**208**	**11/1/19**	**N/A**	**Keith Dean**	**Working Capital**
9/18/20	**54,750**	**50,000**	**4,750**	**3/31/21**	**Convertible into Common Stock**	**Abib Husain MD**	**Working Capital**
9/18/20	**27,375**	**25,000**	**2,375**	**3/31/21**	**Convertible into Common Stock**	**Kent Northcote MD**	**Working Capital**

9/17/20	**27,500**	**25,000**	**2,500**	**2/1/21**	**Convertible into Common Stock**	**Greg Undahl**	**Working Capital**
9/18/20	**82,500**	**75,000**	**7,500**	**3/31/21**	**Convertible into Common Stock**	**SKO Investments (Don Olson)**	**Working Capital**
12/7/20	**250,000**	**200,000**	**Zero Coupon**	**5/7/21**	**Convertible into Common Stock**	**Bradley Capital Group LLC (Controlled by John Lai)**	**Working Capital**
2/10/21	**53,500**	**50,000**	**3,500**	**8/10/21**	**Convertible into Common Stock**	**Michael Retzbach**	**Working Capital**
2/11/21	**64,200**	**60,000**	**4,200**	**8/11/21**	**Convertible into Common Stock**	**Thomas Bennett**	**Working Capital**
4/13/21	**625,000**	**500,000**	**Zero Coupon**	**11/1/21**	**Convertible into Common Stock**	**Bradley Capital Group (Controlled by John Lai)**	**Working Capital**
7/19/2021	**3,125**	**3,000**	**125**	**3/1/22**	**Convertible into Common Stock**	**Kit Cheng**	**Working Capital**
7/21/2021	**52,075**	**50,000**	**2,075**	**3/1/22**	**Convertible into Common Stock**	**Mahaish Ramoutor**	**Working Capital**
7/21/2021	**25,517**	**24,500**	**1,017**	**3/1/22**	**Convertible into Common Stock**	**Green Sage Capital Holdings LLC (Controlled by Lance Sager)**	**Working Capital**

7/21/2021	**52,075**	**50,000**	**2,075**	**3/1/22**	**Convertible into Common Stock**	**Simon Kandial**	**Working Capital**
7/21/2021	**52,067**	**50,000**	**2,067**	**3/1/22**	**Convertible into Common Stock**	**Christopher Persaud**	**Working Capital**
8/5/2021	**51,958**	**50,000**	**1,958**	**4/1/22**	**Convertible into Common Stock**	**Badesh Thakur**	**Working Capital**
8/9/2021	**51,925**	**50,000**	**1,925**	**4/1/22**	**Convertible into Common Stock**	**Sureain S. Sawh**	**Working Capital**
8/9/2021	**51,925**	**50,000**	**1,925**	**4/1/22**	**Convertible into Common Stock**	**Rupal Patel**	**Working Capital**
10/7/2021	**79,375**	**75,000**	**4,325**	**5/1/22**	**Convertible into Common Stock**	**Francesco S Rossi**	**Working Capital**
10/8/2021	**26,400**	**25,000**	**1,400**	**5/1/22**	**Convertible into Common Stock**	**John Arizzi**	**Working Capital**
10/9/2021	**26,433**	**25,000**	**1,433**	**5/1/22**	**Convertible into Common Stock**	**Joseph T D Avanzo**	**Working Capital**
11/22/2021	**140,000**	**110,000**	**Zero Coupon**	**6/1/22**	**Convertible into Common Stock**	**Bradley Capital Group (Controlled by John Lai)**	**Working Capital**

10/31/2021	**1,200,000**	**700,000**	**Zero Coupon**	**7/31/22**	**Convertible into Common Stock**	**Tiger Trout Capital (controlled by Alan Masley)**	**Working Capital**
11/12/2021	**20,460**	**20,000**	**460**	**5/31/22**	**Convertible into Common Stock**	**Sandra Rigley**	**Working Capital**
12/29/2021	**50,775**	**50,000**	**775**	**6/1/22**	**Convertible into Common Stock**	**Richard Alloway II**	**Working Capital**
2/01/2022	**50,375**	**50,000**	**375**	**8/01/22**	**Convertible into Common Stock**	**Richard Alloway**	**Working Capital**
2/1/2022	**50,317**	**50,000**	**317**	**8/1/22**	**Convertible into Common Stock**	**Gregory Craddock**	**Working Capital**
2/1/2022	**150,575**	**150,000**	**575**	**8/1/22**	**Convertible into Common Stock**	**Diane Koontz**	**Working Capital**
3/3/2022	**50,183**	**50,000**	**183**	**9/3/22**	**Convertible into Common Stock**	**Michelle Goss**	**Working Capital**

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

4) Financial Statements

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

☒ U.S. GAAP
☐ IFRS

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

Name: **John Lee**
Title: **CFO**
Relationship to Issuer: **Officer**

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")

The Company is engaged in the creation, acquisition, development and deployment of ethically engineered healing technologies that have a positive impact. This includes technology that has an impact the macro environmental challenges of our time and health technology that makes quality health care accessible to all people. For the benefit of shareholders, the Company has sold off its Pura Vida Vitamins line of products to focus on its technology portfolio.

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

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

The Company conducts business through its wholly- and majority-owned subsidiaries, Friendly RX Master LLC (and series LLC underneath the master now and in the future), PurelyRx Master LLC, We Global BVI, Healixa Deposit.com JVA and We Green BVI.

C. Describe the issuers' principal products or services.

Company also focuses on clean water through its Global AquaDuct™ atmospheric water harvesting technology. Company also owns and operates Digital Pharmacy and Remote Patient Monitoring software and services.

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.

The Company exited its long term facility leases in Holbrook, NY as of January 1 2021 when it sold the Pura Vida Product line. Company maintains an office presents in 331 Dante Ct, Suite E, Holbrook NY 11741 through a sub-lease of $250 per month as part of the terms of sale.

Additional Information Regarding Goodwill:

Pura Vida Reverse Merger

Effective November 29, 2018, EMOR entered into the Pura Vida Merger Agreement with Merger Sub and Pura Vida. On April 5, 2019, EMOR consummated the Pura Vida Merger pursuant to the Pura Vida Merger Agreement with Merger Sub and Pura Vida. Pursuant to the terms of the Pura Vida Merger Agreement, Merger Sub merged with and into Pura Vida. Pura Vida was the surviving corporation and. As a result of the Pura Vida Merger, became a wholly-owned subsidiary of EMOR. Pursuant to the Pura Vida Merger Agreement, at the effective time of the Pura Vida Merger, Pura Vida's outstanding membership units were exchanged for 694,313,662 shares of the Company's common stock.

Per ASC 805, Business Combinations, the measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognized for a business combination. The measurement period shall not exceed one year from the acquisition date. The Company has identified the acquisition date as April 5, 2019. However, the Company determined that the selling price of the EMOR's common stock on the effective date of November 29, 2018 was the most readily determinable measurement for calculating the fair value of the consideration.

Consideration paid $12,018,408 (694,705,662 shares x $.0173)

As per the above, the Company recognized a net increase to goodwill of $11,570,268. (See "GW 1 – Healixa Goodwill Summary 3.31.20" and "Reverse Merger Trial Balance 4.4.19")

Bezalel Jewelry, Inc. Acquisition

Effective September 30, 2019, the Company entered into the Bezalel Merger Agreement with Merger Sub and Bezalel. Pursuant to the Bezalel Merger Agreement, at the effective time of the Bezalel Merger, 51% of Bezalel's outstanding shares were exchanged for 15,000,000 shares of the Company's common equity was exchanged at the effective date.

Per ASC 805, Business Combinations, the measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognized for a business combination. The measurement period shall not exceed one year from the acquisition date. The Company has identified the acquisition date as September 30, 2019.

The Company determined that the selling price of EMOR's common stock on the effective date of September 30, 2019 was the most readily determinable measurement for calculating the fair value of the consideration.

Consideration paid $30,000,000 (15,000,000 shares x $2.00)

As per the above, the Company recognized a net increase to goodwill of $30,000,000.

Zenavita, LLC Acquisition

Effective December 11, 2019, the Company entered into the Zenavita Merger Agreement with Merger Sub and Zenavita. The merger consideration was 100,000 shares of convertible preferred stock with a conversion ratio of 1:100 preferred to common.

Per ASC 805, Business Combinations, the measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognized for a business combination. The measurement period shall not exceed one year from the acquisition date. The Company has identified the acquisition date as December 11, 2019.

During the period subsequent to the effective date of the Zenavita Merger, Zenavita did not have any operations as of both March 31, 2021 and 2020, and for the periods from April 1, 2020 to March 2021 and December 12, 2019 to March 31, 2020, respectively.

The Company determined that the selling price of EMOR's common stock on the effective date of December 11, 2019 was the most readily determinable measurement for calculating the fair value of the consideration as this was the basis for the conversion ratio of 1:100.

Consideration paid $19,000,000 (convertible into 10,000,000 shares of common x $1.90)

As per the above, the Company never recognized a net increase to goodwill of $19,000,000. As of the date of this memo, the Company nor Zenavita have had communications and/or discussions about consummating the transaction. Accordingly, these financials statements do not reflect the effect of the transaction above never closed and the nullification will be confirmed by the courts.

Dermserv LLC Acquisition

Effective April 1, 2020, the Company entered into the conditional Dermserv Merger Agreement with RX Merger Sub and Dermserv LLC (d/b/a Bonsa Health) ("Dermserv20,000,000 shares of common stock were exchanged at the effective date.

Per ASC 805, Business Combinations, the measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognized for a business combination. The measurement period shall not exceed one year from the acquisition date. The Company has identified the acquisition date as April 1, 2020.

The Company determined that the selling price of EMOR's common stock on the effective date of April 1, 2020 was the most readily determinable measurement for calculating the fair value of the consideration.

Consideration paid $39,800,000 (20,000,000 shares x $1.99)

As per the above, the Company recognized a net increase to goodwill of $39,800,000.

On June 17, 2020, Dermserv changed its name to CarieRx LLC (“CarieRx”). The Company has since discovered that it has meritorious causes of action against Dermserv and its principals, including for material breach of the conditional Dermserv Merger Agreement and, as such, the Company has taken appropriate legal steps to nullify the Dermserv Merger Agreement and cancel the shares paid as consideration. The Company believes that it is more likely than not that the Dermserv Merger Agreement will be nullified. However, since the shares have been issued, the Company recorded an impairment of goodwill in the year ended March 31, 2021 (see below). If the Dermserv Merger Agreement is ultimately nullified, the Company will reverse the shares issuance at such time.

DMO Holdings Acquisition

Effective June 30, 2020, the Company entered into the DMO Merger Agreement with Merger Sub and DMO Holdings Corp (“DMO”). Pursuant to the DMO Merger Agreement, at the effective time of the DMO Merger, 100% of DMO’s outstanding capital stock were exchanged for 20,000,000 shares of the Company’s common stock.

Per ASC 805, Business Combinations, the measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognized for a business combination. The measurement period shall not exceed one year from the acquisition date. The Company has identified the acquisition date as June 30, 2020.

The Company determined that the selling price of EMOR’s common stock on the effective date of June 30, 2002 was the most readily determinable measurement for calculating the fair value of the consideration.

Consideration paid $20,000,000 (20,000,000 shares x $1.00)

As per the above, the Company recognized a net increase to goodwill of $20,000,000.

Discontinued Operations and Impairment

The Company completed several acquisitions during the year ended March 31, 2021, which previously gave rise to goodwill of $68,305,686. The Company performed a qualitative analysis on goodwill and determined that it is more likely-than-not that the carrying value of the reporting units are less than its fair value. Accordingly, the Company discontinued operations of Pura Vida Health, which resulted in the write of $11,570,268 in goodwill. Additionally, the Company has determined that the remaining goodwill is impaired $59,800,000 reported in the last filing down to $1,315,00.

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% of 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
DAVID PARKER HOLDINGS LLC	Affiliate	HOLBROOK, NY	44,667,600	COMMON	5.33%	Juliette Parker
MATTHEW DILL	COO	HOLBROOK, NY	219,441,860	COMMON	21.41%	
GREENVESTMENTS LLC	Affiliate	HOLBROOK, NY	47,855,716	COMMON	5.71%	Juliette Parker
JOHN LEE	CFO	HOLBROOK, NY	40,000,000	COMMON	4.77%	Owned Through Rates Unlimited LLC
MICHAEL BERG	CDO	HOLBROOK, NY	30,000,000	COMMON	3.58%	Owned Through NB Lease LLC
IAN PARKER	CEO	HOLBROOK, NY	731,489	COMMON	*%	Owned Through JSK Capital LLC

*% means less than 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);

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: Dennis O'Rouke
Firm: Moritt, Hock, & Hameroff, LLP
Address 1: 400 Garden City Plaza
Address 2: Garden City, NY 11530
Phone: (516) 873-2000

Accountant or Auditor

Name: Lou Pizzileo, CPA
Firm: Grassi Advsors & Accountants
Address 1: 50 Jericho Quadrangle, Suite 200
Address 2: Jericho, NY 11753
Phone: (516) 256-3500
Email: LPizzileo@grassicpas.com

Investor Relations

Name: Scott Powell, Pres and CEO
Firm: Skyline Corporate Communications Group LLC
Address 1: One Rockefeller Plaza, 11th Floor
Address 2: NY, NY 10020
Phone: (646) 893-5835
Email: info@skylineccg.com

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: Clifford J. Hunt, Esquire
Firm: Law Office of Clifford J. Hunt, P.A.
Nature of Services: Securities Counsel
Address 1: 8200 Seminole Blvd
Address 2: Seminole, Fl 33772
Phone: 727-471-0444
Email: 727-471-0444

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, Ian Parker certify that:

1. I have reviewed this annual disclosure statement of Healixa 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.

4/7/2023 [Date]

/s/ Ian Parker [CEO's Signature]

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

Principal Financial Officer:

I, John Lee certify that:

1. I have reviewed this annual disclosure statement of Healixa 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.

4/7/2023 [Date]

/s/ John Lee [CFO's Signature]

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

HEALIXA, INC. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2022 AND 2021

TABLE OF CONTENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Healixa, Inc. and Subsidiaries

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Healixa, Inc. and Subsidiaries (the "Company") as of March 31, 2022 and 2021, and the related consolidated statements of operations, changes in stockholders' deficit, and cash flows for the years then ended, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt Regarding the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company's accumulated deficit and having no current source of operating revenues raise substantial doubt about its ability to continue as a going concern. Management's evaluation of the events and conditions, and management's plans regarding those matters, are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Grassi & Co., CPAs, P.C.

GRASSI & CO., CPAs, P.C

We have served as the Company's auditor since 2021.

Jericho, New York
October 24, 2022

50 JERICHO QUADRANGLE, STE. 200, JERICHO, NY 11753
P: 516.336.2450 • F: 516.256.3510 • GRASSICPAS.COM
NEW YORK | NEW JERSEY | MASSACHUSETTS | FLORIDA

HEALIXA, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2022 AND 2021

	March 31, 2022	March 31, 2021
ASSETS		
Current Assets:		
Cash	$ 135,177	$ 196,876
Prepaid expenses	54,332	15,000
Total Current Assets	189,509	211,876
Right of use asset	47,500	-
Goodwill	115,000	-
Other assets	750	-
Total Assets	$ 352,759	$ 211,876
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	$ 746,996	$ 302,680
Lease liability	23,080	-
Stock payable	2,322,900	196,319
Convertible notes	3,049,029	1,101,553
Loans payable	20,000	20,000
Due to affiliate	114,881	113,696
Total Current Liabilities	6,276,886	1,734,248
Long-term Liabilities:		
Lease liability, net of current portion	25,271	-
Total Liabilities	6,302,157	1,734,248
Commitments and Contingencies (See Note 10)		
Stockholders' Deficit:		
Series A convertible preferred stock, $0.001 par value, 82,625 shares authorized, issued, and outstanding, respectively	83	83
Series B convertible preferred stock, $0.001 par value, 105,000 shares authorized; 64,000 and 0 shares issued and outstanding, respectively	64	-
Series C preferred stock, $0.001 par value, 30,000 shares authorized; 0 shares issued and outstanding, respectively	-	-
Common stock, $.001 par value; 2,000,000,000 shares authorized; 775,987,718 and 830,194,072 shares issued and outstanding, respectively	775,988	830,194
Additional paid-in capital	122,091,376	116,055,669
Subscription receivable	(32,000)	(32,000)
Accumulated deficit	(128,784,909)	(118,376,318)
Total Stockholders' Deficit	(5,949,398)	(1,522,372)
Total Liabilities and Stockholders' Deficit	$ 352,759	$ 211,876

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

HEALIXA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED MARCH 31, 2022 AND 2021

	Fiscal Year Ended	
	March 31, 2022	**March 31, 2021**
Revenue, net	$ -	$ -
Cost of goods sold	-	-
Total gross profit (loss)	-	-
Operating expenses:		
Professional fees	2,076,838	871,796
Salaries and consulting	4,316,680	282,401
Advertising and marketing	1,559,976	1,070,337
Selling, general and administrative	1,588,045	749,209
Goodwill impairments	-	71,200,000
Total operating expenses	9,541,539	74,173,743
Interest expense	867,052	171,668
Operating loss from continuing operations	(10,408,591)	(74,345,411)
Loss from discontinued operations	-	(514,598)
Net loss	$ (10,408,591)	$ (74,860,009)
Net loss per common share from continuing operations - basic	$ (0.01)	$ (0.09)
Net loss per common share from continuing operations - diluted	$ (0.01)	$ (0.09)
Net loss per common share from discontinued operations - basic	$ -	$ -
Net loss per common share from discontinued operations - diluted	$ -	$ -
Weighted average shares outstanding - basic	817,116,384	818,306,197
Weighted average shares outstanding - diluted	817,116,384	818,306,197

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

HEALIXA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
AS OF AND FOR THE YEARS ENDED MARCH 31, 2022 AND 2021

	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Series C Preferred Stock		Common Stock		Additional Paid-in	Subscription	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Receivable	Deficit	Total
Balance at April 1, 2020	-	$ -	-	$ -	-	$ -	787,704,794	$ 787,705	$ 41,671,461	$ (47,000)	$ (43,516,309)	$(1,104,143)
Stock issued in Dermserv acquisition	-	-	-	-	-	-	20,000,000	20,000	39,780,000	-	-	39,800,000
Stock issued in DMO acquisition	-	-	-	-	-	-	20,000,000	20,000	31,380,000	-	-	31,400,000
Stock issued for services	-	-	-	-	-	-	979,278	979	1,612,461	-	-	1,613,440
Exercise of warrants	-	-	-	-	-	-	1,510,000	1,510	149,490	-	-	151,000
Proceeds of convertible notes with stock purchase warrants			-	-	-	-	-	-	140,340	-	-	140,340
Series A convertible preferred stock issued to Bedrock Group	82,625	83	-	-	-	-	-	-	1,321,917	-	-	1,322,000
Collection of subscription receivable	-	-	-	-	-	-	-	-	-	15,000	-	15,000
Net loss	-	-	-	-	-	-	-	-	-		(74,860,009)	(74,860,009)
Balance as of March 31, 2021	82,625	83	-	-	-	-	830,194,072	830,194	116,055,669	(32,000)	(118,376,318)	(1,522,372)
Conversion of notes payable into common stock	-	-	-	-	-	-	5,274,824	5,275	872,821	-	-	878,096
Common stock issued for interest on convertible notes	-	-	-	-	-	-	125,000	125	106,125	-	-	106,250
Common stock issued for services	-	-	-	-	-	-	5,393,822	5,394	4,675,915	-	-	4,681,309
Proceeds of convertible notes with stock purchase warrants	-	-	-	-	-	-	-	-	280,150	-	-	280,150
Series B convertible preferred stock issued for services	-	-	64,000	64	-	-	-	-	35,696	-	-	35,760
Cancellation of common stock issued	-	-	-	-	-	-	(65,000,000)	(65,000)	65,000			-
Net loss	-	-	-	-	-	-	-	-	-	-	(10,408,591)	(10,408,591)
Balance as of March 31, 2022	82,625	$ 83	64,000	$ 64	-	$ -	775,987,718	$ 775,988	$ 122,091,376	$ (32,000)	$ (128,784,909)	$(5,949,398)

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

HEALIXA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED MARCH 31, 2022 AND 2021

	Fiscal Year Ended	
	March 31, 2022	**March 31, 2021**
Cash flows from operating activities:		
Net loss from continuing operations	$ (10,408,591)	$ (74,345,411)
Adjustments to reconcile net loss to net cash used in operating activities:		
Right of use asset amortization	23,035	-
Interest on convertible notes	43,069	44,775
Original issue discount interest	826,376	126,893
Conversion of notes payable	100,764	-
Goodwill impairments	-	71,200,000
Stock payable	-	4,900
Stock based compensation for services	7,311,849	1,613,440
Changes in operating assets and liabilities:		
Prepaid expenses	(39,332)	(15,000)
Other assets	(750)	-
Accounts payable and accrued expenses	471,780	77,808
Payments on lease liability	(22,184)	-
Net cash used in operating activities from continuing operations	(1,693,984)	(1,292,595)
Net cash used in operating activities from discontinued operations	-	(314,659)
Net cash used in operating activities	(1,693,984)	(1,607,254)
Cash flows from investing activities:		
Acquisition of Pharmacy License	(115,000)	-
Net cash used in investing activities from continuing operations	(115,000)	-
Net cash used in investing activities from discontinued operations	-	(58,553)
Net cash used in investing activities	(115,000)	(58,553)
Cash flows from financing activities:		
Proceeds from sale of convertible preferred stock	-	1,072,000
Proceeds from sale of convertible notes payable	2,787,500	967,759
Debt discount on convertible notes payable and stock warrants	(1,041,400)	(190,340)
Proceeds from affiliates	121,874	170,934
Payments to affiliates	(120,689)	(61,597)
Proceeds from stock subscription receivable	-	15,000
Net cash provided by financing activities from continuing operations	1,747,285	1,973,756
Net cash used in financing activities from discontinued operations	-	(141,386)
Net cash provided by financing activities	1,747,285	1,832,370
Net (decrease) increase in cash	(61,699)	166,563
Cash - beginning of year	196,876	30,313
Cash - end of year	$ 135,177	$ 196,876
Supplemental cash flow information:		
Cash paid for:		
Interest	$ 3,095	$ 4,844
Non-cash investing and financing activities:		
Convertible debentures converted into common stock	$ -	$ 151,000
Convertible debentures converted into preferred stock	$ -	$ 1,322,000
Common stock issued in Dermserv acquisition	$ -	$ 39,800,000
Common stock issued in DMO Holdings acquisition	$ -	$ 31,400,000

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

HEALIXA, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2022 AND 2021

NOTE 1 – ORGANIZATION AND BUSINESS OPERATIONS

Corporate History

Healixa Inc. (f/k/a Emerald Organic Products Inc.) ("EMOR", "Healixa", or the "Company") was incorporated in October 1977 as a Nevada corporation to engage in the retail sale of organic meat products and held minority interests in oil and gas property leases and owned production and marketing rights to a patented pet waste disposal product.

Effective November 28, 2018, EMOR entered into an agreement and plan of merger with EOP Merger Sub LLC, a newly-formed, wholly-owned Oregon limited liability company ("EOP Merger Sub"), and Pura Vida Health LLC, an Oregon limited liability company ("Pura Vida"). On April 5, 2019, EMOR consummated the Pura Vida Merger Agreement with EOP Merger Sub and Pura Vida. Pursuant to the Pura Vida Merger Agreement, EOP Merger Sub merged into and with PuraVida, with Pura Vida continuing as the surviving entity and the wholly-owned subsidiary of EMOR (the "Pura Vida Merger").

Immediately following the Pura Vida Merger, the Company had 772,704,794 shares of common stock issued and outstanding. The pre-Pura Vida Merger stockholders of the Company retained an aggregate of 78,391,132 shares of common stock of the Company, representing approximately 10% ownership of the post-Pura Vida Merger Company. Therefore, upon consummation of the Pura Vida Merger, there was a change in control of the Company, with the former owners of Pura Vida effectively acquiring control of the Company. The Pura Vida Merger was treated as a recapitalization and reverse acquisition of the Company for financial accounting purposes. Pura Vida is considered the acquirer for accounting purposes, and the Company's historical financial statements before the Pura Vida Merger.

Effective September 30, 2019, the Company entered into an agreement and plan of merger with EOP Vending Merger Sub LLC, a newly formed, wholly-owned Nevada limited liability company ("EOP Vending Merger Sub"), and Bezalel's Jewelry, Inc., a California corporation ("Bezalel") (the "Bezalel Merger Agreement"). Pursuant to the Bezalel Merger Agreement, EOP Vending Merger Sub merged into and with Bezalel, with Bezalel continuing as the surviving entity and a 51% majority owned subsidiary of the Company.

On April 1, 2020, the Company entered into an agreement and conditional plan of merger with EOP RX Merger Sub LLC, a newly formed, wholly-owned Florida limited liability company ("EOP RX Merger Sub"), and Dermserv LLC (d/b/a Bonsa Health) ("Dermserv"), a Florida corporation (the "Dermserv Conditional Merger Agreement"). Pursuant to the Dermserv Conditional Merger Agreement, 51% of Dermserv's outstanding equity units were to be exchanged for an aggregate consideration of up to 20,000,000 shares of Healixa's common stock. On June 17, 2020, Dermserv changed its name to CarieRx LLC ("CarieRx"). The Company has since discovered that it has meritorious causes of action against Dermserv and its principals, including for material breach of the Dermserv Conditional Merger Agreement and, as such, the Company will be taking appropriate legal steps to nullify the Dermserv Conditional Merger Agreement and cancel the shares paid as consideration.

Effective July 2, 2020, the Company entered into an agreement and plan of merger with Carie Health Inc., a Nevada corporation, Carie DMO Merger Sub Corp ("Carie DMO Merger Sub"), a newly formed Nevada corporation, and wholly-owned subsidiary of the Company, and DMO Holdings Corp, a Nevada corporation ("DMO Holdings") (the "DMO Merger Agreement"). Pursuant to the DMO Merger Agreement, Carie DMO Merger Sub merged into and with DMO Holdings, with DMO Holdings continuing as the surviving entity and a wholly owned subsidiary of the Company (the "DMO Merger").

As of January 1, 2021, the Company sold off its Pura Vida Vitamins line in order to focus on its technology portfolio. Accordingly, the Company has reported the results of the Pura Vida business as discontinued operations in the Consolidated Statements of Operations.

EMOR conducts business through its wholly and majority-owned subsidiaries, Friendly RX Master LLC (and series LLC underneath the master now and in the future), We Global BVI, Deposit.com JVA, and We Green BVI (collectively, the "Company"). The Company is engaged in the creation, acquisition, development and deployment of ethically engineered healing technologies that have a positive impact. This includes technology that has an on impact the macro environmental challenges of our time and health technology that makes quality health care accessible to all people.

Going Concern Considerations

As reflected in the consolidated financial statements, the Company has an accumulated deficit of $128,784,909 as of March 31, 2022 and has no current sources of operating revenues. These factors raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company may raise additional capital through the sale of its equity securities, through offerings of debt securities, or through borrowings from financial institutions. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all of its wholly- and majority-owned subsidiaries. All inter-company balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, equity-based transactions, revenue and expenses and disclosure of contingent liabilities in the consolidated financial statements and the accompanying notes. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents. As of March 31, 2022 and 2021, the Company does not have any such cash equivalents.

Business Combinations

The Company accounts for its business combinations using the acquisition method of accounting. The cost of an acquisition is measured as the aggregate of the acquisition date fair values of the assets transferred and liabilities assumed by the Company to the sellers and equity instruments issued. Transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets and liabilities acquired or assumed are measured separately at their fair values as of the acquisition date. The excess of (i) the total costs of acquisition over (ii) the fair value of the identifiable net assets of the acquiree is recorded as goodwill.

Goodwill

Goodwill represents the excess of the purchase price of the acquired business over the estimated fair value of the identifiable net assets acquired. Goodwill is not amortized but is tested for impairment at least annually at year-end, at the reporting unit level or more frequently if events or changes in circumstances indicate that the asset might be impaired. The goodwill impairment test is applied by performing a qualitative assessment before calculating the fair value of the reporting unit. If, on the basis of qualitative factors, it is considered not more likely-than-not that the fair value of the reporting unit is less than the carrying amount, further testing of goodwill for impairment would not be required. Otherwise, goodwill impairment is tested using a two-step approach.

The first step involves comparing the fair value of the reporting unit to its carrying amount. If the fair value of the reporting unit is determined to be greater than its carrying amount, there is no impairment. If the reporting unit's carrying amount is determined to be greater than the fair value, the second step must be completed to measure the amount of impairment, if any. The second step involves calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of the goodwill in this step is compared to the carrying value of goodwill. If the implied fair value of the goodwill is less than the carrying value of the goodwill, an impairment loss equivalent to the difference is recorded.

Convertible Instruments

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Original issue discounts ("OID") under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

Leases

Leases in which the Company is the lessee are comprised of corporate offices. All of these leases are classified as operating leases. In accordance with ASC 842, Leases, the Company recognized a right of use ("ROU") asset and corresponding lease liability on its consolidated balance sheets for its office operating lease agreements.

Advertising and Marketing Costs

The Company expenses advertising and marketing costs as they are incurred. Advertising and marketing expenses were $1,554,976 and $1,070,337 for the years ended March 31, 2022 and 2021, respectively, and are recorded in advertising and marketing expenses on the consolidated statements of operations.

Stock Based Compensation – Non Employees

The Company issues share based payments to non-employees, officers, and board members for services performed or expected to be performed. These share based payments are measured at the grant date fair value based on the Company's stock price and are reflected in the Consolidated Statements of Operations.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded when it is "more likely-than-not" that deferred tax assets will not be realized.

On a regular basis, the Company evaluates the recoverability of deferred tax assets and the need for a valuation allowance. Such evaluations involve the application of significant judgment. The Company considers multiple factors in its evaluation of the need for a valuation allowance. The Company's net deferred tax assets consist of assets related to net operating losses and credits. The Company's net operating losses and credits have a finite life primarily based on the 20-year carryforward rule for federal net operating losses ("NOL's") generated through March 31, 2022. At March 31, 2022 and 2021, the Company has recorded a full valuation allowance on its deferred tax assets.

Until an appropriate level of profitability is attained, the Company expects to maintain a full valuation allowance on its deferred tax assets. Any tax benefits or tax expense recorded on its consolidated statement of income will be offset with a corresponding valuation allowance until such time that the Company changes its determination related to the realization of deferred tax assets. In the event that the Company changes its determination as to the amount of deferred tax assets that can be realized, the Company will adjust its valuation allowance with a corresponding impact to the provision for income taxes in the period in which such a determination is made.

For uncertain tax positions that meet a "more likely-than-not" threshold, the Company recognizes the benefit of uncertain tax positions in the consolidated financial statements. The Company's practice is to recognize interest and penalties, if any, related to uncertain tax positions in income tax expense in the Consolidated Statements of Operations.

At March 31, 2022 and 2021, the Company does not believe it has any uncertain tax positions that would require either recognition or disclosure in the accompanying consolidated financial statements. As of the date of these consolidated financial statements, the Company's last filed tax return was for the fiscal year ended March 31, 2021.

Fair Value of Financial Instruments

The carrying values of cash, prepaid expenses, accounts payable and accrued expenses, stock payable, and due to affiliates approximate their fair values based on the short-term maturity of these instruments. The carrying values of the convertible debentures and loans payable approximates the estimated fair value for these financial instruments as interest approximates the Company's incremental borrowing rate.

Net Loss per Common Share

Net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. All vested outstanding warrants are considered potentially outstanding common stock. The dilutive effect, if any, of warrants are calculated using the treasury stock method. Convertible notes are considered as if converted. Since the effect of common stock equivalents is anti-dilutive with respect to losses, the warrants and convertible securities have been excluded from the Company's computation of net loss per common share for the years ended March 31, 2022 and 2021.

The following table summarizes the securities that were excluded from the diluted per share calculation because the effect of including these potential shares was antidilutive due to the Company's net loss position even though the exercise price could be less than the average market price of the common shares:

	March 31, 2022	March 31, 2021
Convertible Notes	4,307,500	3,609,187
Warrants	2,658,333	75,315,275
Total	6,965,833	78,924,462

Recent Accounting Pronouncements

The Company considers all new accounting pronouncements and management has determined that there have been no other recently adopted or issued accounting standards that had or will have a material impact on its financial statements.

NOTE 3 – ACQUISITIONS

Dermserv LLC Acquisition

Effective April 1, 2020, the Company entered into the conditional Dermserv Merger Agreement with RX Merger Sub and Dermserv LLC (d/b/a Bonsa Health) ("Dermserv"). Pursuant to the conditional Dermserv Merger Agreement, RX Merger Sub merged into and with Dermserv ("Dermserv Merger"), with Dermserv continuing as the surviving entity and a majority owned subsidiary of the Company. Pursuant to the conditional Dermserv Merger Agreement, 51% of Dermserv's outstanding equity units were to be exchanged for an aggregate consideration of up to 30,000,000 shares of the Company's common stock, of which, 20,000,000 shares was exchanged at the effective date.

Pursuant to the conditional Dermserv Merger Agreement the remaining potential 10,000,000 shares of contingent consideration are to be based on users of Dermserv RX delivery. The following table summarizes the user milestones and associated consideration to be paid by the Company to Dermserv in shares of stock:

User Milestone 1	Dermserv reaches 100,000 users in a month	5,000,000
User Milestone 2	Dermserv reaches 150,000 users in a month	5,000,000
	Total milestone contingent shares	10,000,000

As of March 31, 2022 and 2021, no user milestones have been achieved by Dermserv.

Immediately following the Dermserv Merger, the Company had 100,000 shares of Series A preferred stock and 807,704,794 shares of common stock issued and outstanding. The Dermserv Merger has been treated as a business acquisition for financial accounting and reporting purposes.

The Company accounted for this transaction in accordance with the acquisition method of accounting for business combinations. Assets and liabilities of the acquired business were not included in the consolidated balance sheets as of March 31, 2022 and 2021, as it as it is more likely than not that the Dermserv Merger Agreement will be nullified.

Per ASC 805, Business Combinations, the measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognized for a business combination. The measurement period shall not exceed one year from the acquisition date. The Company has identified the acquisition date as April 1, 2020.

The Company determined that the selling price of EMOR's common stock as of the effective date of the Dermserv Merger of April 1, 2020 was the most readily determinable measurement for calculating the fair value of the consideration. The following table summarizes the allocation of the purchase price to the fair value of the assets acquired and liabilities assumed as of the transactions date:

Consideration paid (20,000,000 common shares x $1.99)	$39,800,000
Net assets acquired	-
Goodwill (a.)(b.)	$39,800,000

a. Goodwill is the excess of the purchase price over the fair value of the underlying net tangible and identifiable intangible assets. In accordance with applicable accounting standards, goodwill is not amortized but instead is tested for impairment at least annually or more frequently if certain indicators are present. Goodwill and intangibles are not deductible for tax purposes.

b. Goodwill represents expected synergies from the merger of operations and intangible assets that do not qualify for separate recognition. The acquisition of Dermserv provided EMOR potential sales synergies resulting from EMOR's access to Dermserv's existing pharmacy technology. Goodwill also represents Dermserv's proprietary technology.

As per the above, the Company recognized a net increase to goodwill of $39,800,000.

On June 17, 2020, Dermserv changed its name to CarieRx LLC ("CarieRx"). The Company has since discovered that it has meritorious causes of action against Dermserv and its principals, including for material breach of the conditional Dermserv Merger Agreement and, as such, the Company has taken appropriate legal steps to nullify the Dermserv Merger Agreement and cancel the shares paid as consideration. The Company believes that it is more likely than not that the conditional Dermserv Merger Agreement will be nullified. However, since the 20,000,000 shares of the Company's common stock have been issued, the Company recorded an impairment of goodwill in the year ended March 31, 2021. If the conditional Dermserv Merger Agreement is ultimately nullified, the Company will reverse the shares issuance at such time.

DMO Holdings Corp. Acquisition

Effective June 30, 2020, the Company entered into the DMO Merger Agreement with Carie DMO Merger Sub and DMO Holdings. Pursuant to the DMO Merger Agreement, Carie DMO Merger Sub merged into and with DMO Holdings ("DMO Merger"), with DMO Holdings continuing as the surviving entity and a majority owned subsidiary of the Company. Pursuant to the DMO Merger Agreement, at the effective time of the DMO Merger, 100% of DMO's outstanding capital stock was exchanged for 20,000,000 shares of the Company's common stock.

Immediately following the DMO Merger, the Company had 827,704,794 shares of common stock issued and outstanding. The DMO Merger has been treated as a business acquisition for financial accounting and reporting purposes.

The Company accounted for this transaction in accordance with the acquisition method of accounting for business combinations. Assets and liabilities of the acquired business were included in the consolidated balance sheets as of March 31, 2022 and 2021, based on the respective estimated fair value on the date of acquisition as determined in a purchase price allocation using available information and making assumptions management believed are reasonable.

Per ASC 805, Business Combinations, the measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognized for a business combination. The measurement period shall not exceed one year from the acquisition date. The Company has identified the acquisition date as June 30, 2020.

During the period subsequent to the effective date of the DMO Merger, DMO Holdings did not have any operations as of and for the years ended March 31, 2022 and 2021.

The Company determined that the selling price of the Company's common stock on the effective date of June 30, 2020 was the most readily determinable measurement for calculating the fair value of the consideration. The following table summarizes the allocation of the purchase price to the fair value of the assets acquired and liabilities assumed as of the transactions date:

Consideration paid (20,000,000 common shares x $1.57)	$31,400,000
Net assets acquired	-
Goodwill (a.)(b.)	$31,400,000

a. Goodwill is the excess of the purchase price over the fair value of the underlying net tangible and identifiable intangible assets. In accordance with applicable accounting standards, goodwill is not amortized but instead is tested for impairment at least annually or more frequently if certain indicators are present. Goodwill and intangibles are not deductible for tax purposes.

b. Goodwill represents expected synergies from the merger of operations and intangible assets that do not qualify for separate recognition. The acquisition of DMO provided EMOR potential sales synergies resulting from EMOR's access to DMO's existing market automation technology. Goodwill also represents DMO's proprietary technology.

As per the above, the Company recognized a net increase to goodwill of $31,400,000. The Company recorded an impairment of goodwill in the year ended March 31, 2021.

Abana Pharmacy Acquisition

Effective April 5, 2021, the Company entered into a joint venture with RX Solutions LLC which resulted in the issuance of 1,000,000 shares of common stock to a consultant as a commission. This arrangement also resulted in the Company acquiring the license for the Five Star Pharmacy in Texas (the "Abana Pharmacy") and gave the Company a purchase option on the Abana Pharmacy in Texas. The Company exercised its purchase option for $115,000 and purchased the Abana Pharmacy.

The following table summarizes the allocation of the purchase price to the fair value of the assets acquired and the liabilities assumed as of the transaction date:

Consideration paid	$115,000
Net assets acquired	-
Goodwill (a.)(b.)	$115,000

The Company accounted for this transaction in accordance with the acquisition method of accounting for business combinations. Assets and liabilities of the acquired business were included in the consolidated balance sheet as of March 31, 2022, based on the respective estimated fair value on the date of acquisition as determined in a purchase price allocation using available information and making assumptions management believed are reasonable.

Per ASC 805, Business Combinations, the measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognized for a business combination. The measurement period shall not exceed one year from the acquisition date. The Company has identified the acquisition date as April 5, 2021.

a. Goodwill is the excess of the purchase price over the fair value of the underlying net tangible and identifiable intangible assets. In accordance with applicable accounting standards, goodwill is not amortized but instead is tested for impairment at least annually or more frequently if certain indicators are present. Goodwill and intangibles are not deductible for tax purposes.

b. Goodwill represents expected synergies from the merger of operations and intangible assets that do not qualify for separate recognition. The Abana Pharmacy provided EMOR potential growth synergies resulting from EMOR's access to a pharmacy license.

NOTE 4 – GOODWILL

The Company completed several acquisitions during the years ended March 31, 2022 and 2021, which gave rise to goodwill of $115,000 and $71,200,000, respectively. During the first quarter of 2020 and through March 31, 2021, the ongoing effects and impact of the COVID-19 pandemic has had and continues to have a significant impact on the various technologies acquired. As a result, at March 31, 2022 and 2021, the Company performed a qualitative analysis on goodwill and determined that it is more likely-than-not that the carrying value of the reporting unit is less than its fair value. Accordingly, the Company has determined that goodwill is impaired and recorded impairments on the Dermserv Merger and DMO Merger during the years ended March 31, 2022 and 2021 of $0 and $71,200,000, respectively.

Goodwill consists of the following:

	March 31, 2022	March 31, 2021
Beginning balance	$ -	$ -
Acquisitions	115,000	71,200,000
Impairments	-	(71,200,000)
Ending balance	$ 115,000	$ -

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consists of the following:

	March 31, 2021	March 31, 2021
Accounts payable	$ 429,010	$ 46,312
Accrued expenses	269,250	180,168
Accrued interest	48,736	76,200
Total	$ 746,996	$ 302,680

NOTE 6 – LOANS AND CONVERTIBLE DEBENTURES PAYABLE

Convertible Debentures

On March 25, 2019, in connection with a debenture subscription agreement, the Company issued a convertible debenture in the amount of $5,000 to an investor, with a maturity date of June 30, 2019. The debenture bears an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at 50% times the volume weighted average price ("VWAP") of the five trading days prior to conversion, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. On March 31, 2022 and 2021, the outstanding principal on the note was $5,000. As of March 31, 2022 and 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

On May 20, 2019, in connection with a debenture subscription agreement, the Company issued a convertible debenture in the amount of $50,000 to an investor, with a maturity date of December 31, 2019. The debenture bears an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at 50% times the volume weighted average price ("VWAP") of the five trading days prior to conversion, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. On March 31, 2021, the outstanding principal on the note was $50,000. As of March 31, 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. On November 3, 2021, the conversion shares plus accrued interest of $5,000 were issued resulting in the issuance of 550,000 shares of EMOR common stock to the investor.

On June 10, 2019, in connection with a debenture subscription agreement, the Company issued a convertible debenture in the amount of $100,000 to an investor, with a maturity date of December 31, 2019. The debenture bears an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at $0.22 per share, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. On March 31, 2021, the outstanding principal was $100,000. As of March 31, 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. On May 10, 2021, the conversion shares plus accrued interest of $12,000 were issued resulting in the issuance of 509,000 shares of EMOR common stock to the investor.

On June 12, 2019, in connection with a debenture subscription agreement, the Company issued a convertible debenture in the amount of $400,000 to an investor, with a maturity date of December 12, 2019. The debenture bears interest at 6% per annum which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at $0.20 per share, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. On March 31, 2021, the outstanding principal was $400,000. As of March 31, 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. On May 10, 2021, the conversion shares plus accrued interest of $44,533 were issued resulting in the issuance of 2,223,334 shares of EMOR common stock to the investor.

On July 24, 2019, in connection with three debenture subscription agreements, the Company issued three convertible debentures in the aggregate amount of $75,000 to three investors, with a maturity date of November 1, 2019. The debentures bear an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debentures may be mandatorily converted into shares of the Company's common stock, at 50% times the volume weighted average price ("VWAP") of the five trading days prior to conversion, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. On March 31, 2021, the outstanding principal on the notes was $75,000. As of March 31, 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. On May 10, 2021, the conversion shares plus accrued interest of $9,000 were issued resulting in the issuance of 111,999 shares of EMOR common stock to the three investors.

On August 1, 2020, in connection with two debenture subscription agreements, the Company issued two convertible debentures in the aggregate amount of $100,000 to two investors, with a maturity date of February 1, 2021. The debentures bear an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debentures may be mandatorily converted into shares of the Company's common stock, at 50% times the volume weighted average price ("VWAP") of the five trading days prior to conversion, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022 and 2021, the outstanding principal on the notes was $100,000 As of March 31, 2022 and 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

On September 1, 2020, in connection with two debenture subscription agreements, the Company issued two convertible debentures in the aggregate amount of $75,000 to two investors, with a maturity date of March 1, 2021. The debentures bear an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debentures may be mandatorily converted into shares of the Company's common stock, at $1.00 per share, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022 and 2021, the outstanding principal on the notes was $75,000. As of March 31, 2022 and 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

On December 1, 2020, in connection with a debenture subscription agreement, the Company issued one convertible debenture in the aggregate amount of $250,000 to one investor, with a maturity date of June 1, 2021. The debenture includes an original issue discount of 20% or $50,000 which is also payable on maturity. Amounts due under the debenture may be converted into shares of the Company's common stock, at $1.00 per share. The agreement also contains a stock purchase warrant for the investor to purchase up to 700,000 shares of the Company's common stock, at $1.00 per share. The stock purchase warrant expires on December 1, 2025. The Company estimated the fair value of the option to be $588,000 using the Black-Scholes model. The convertible debenture and stock purchase warrant is part of a bundled transaction. The proceeds from the sale of the convertible debenture with stock purchase warrants was allocated to the two elements based on the relative fair values of the convertible debenture without the stock purchase warrant and of the warrant themselves at the time of issuance. As of March 31, 2022 and 2021, the outstanding principal on the note was $250,000, net the unamortized debt discount of $0 and $63,447, respectively. As of March 31, 2022 and 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. Amortization of original issue discount was $63,447 and $126,893, respectively, for the years ended March 31, 2022 and 2021, and is recorded in interest expense in the consolidated statements of operations.

On February 1, 2021, in connection with two debenture subscription agreements, the Company issued two convertible debentures in the aggregate amount of $110,000 to two investors, with a maturity date of August 1, 2021. The debentures bear an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debentures may be mandatorily converted into shares of the Company's common stock, at $1.00 per share or at a 30% discount, whichever is less; in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022 and 2021, the outstanding principal on the notes was $110,000. As of March 31, 2022 and 2021, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

On April 15, 2021, in connection with a debenture subscription agreement, the Company issued one convertible debenture in the aggregate amount of $625,000 to one investor, with a maturity date of October 28, 2021. The debenture includes an original issue discount of 20% or $125,000 which is also payable on maturity. Amounts due under the debentures may be mandatorily converted into shares of the Company's common stock, at $1.00 per share, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. The agreement also contains a stock purchase warrant for the investor to purchase up to 1,500,000 shares of the Company's common stock, at $1.00 per share. The stock purchase warrant expires on April 15, 2026. The Company estimated the fair value of the option to be $796,500 using the Black-Scholes model. The convertible debenture and stock purchase warrant is part of a bundled transaction. The proceeds from the sale of the convertible debenture with stock purchase warrants was allocated to the two elements based on the relative fair values of the convertible debenture without the stock purchase warrant and of the warrant themselves at the time of issuance. As of March 31, 2022, the outstanding principal on the note was $625,000, net the unamortized debt discount of $0. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. Amortization of original issue discount was $125,000 for the year ended March 31, 2022 and is recorded in interest expense in the consolidated statements of operations.

On June 25, 2021, in connection with nine debenture subscription agreements, the Company issued nine convertible debentures in the aggregate amount of $327,500 to nine investors, with a maturity date of December 25, 2021. The debentures bear an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debentures may be mandatorily converted into shares of the Company's common stock, at 50% times the volume weighted average price ("VWAP") of the five trading days prior to conversion, in the event 50% or more of the Company's voting power is issued for the purpose of combining with or an acquisition by one or more corporations or other entities or persons; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022, the outstanding principal on the notes was $327,500. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

On October 1, 2021, in connection with three debenture subscription agreements, the Company issued three convertible debentures in the aggregate amount of $125,000 to three investors, with a maturity date of September 30, 2022. The debentures bear an interest rate of 12% per annum which is also payable on maturity. Amounts due under the debentures may be mandatorily converted into shares of the Company's common stock, at $1.00 per share or at a 50% discount if the holders convert any time prior to the principal being repaid. As of March 31, 2022, the outstanding principal on the notes was $125,000, net the unamortized debt discount of $53,125. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. Amortization of original issue discount was $53,125 for the year ended March 31, 2022 and is recorded in interest expense in the consolidated statements of operations.

On October 29, 2021, in connection with a debenture subscription agreement, the Company issued one convertible debenture in the aggregate amount of $1,200,000 to one investor, with a maturity date of June 1, 2021. The debenture includes an original issue discount of $500,000 which is also payable on maturity. Amounts due under the debenture may be converted into shares of the Company's common stock, at $1.00 per share. As of March 31, 2022, the outstanding principal on the note was $1,200,000, net the unamortized debt discount of $216,846. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. Amortization of original issue discount was $283,154 for the year ended March 31, 2022 and is recorded in interest expense in the consolidated statements of operations.

On November 5, 2021, in connection with one debenture subscription agreement, the Company issued one convertible debentures in the aggregate amount of $20,000 to one investor, with a maturity date of May 5, 2022. The debenture bears an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at $0.25 per share or at a 15% discount of the next qualified offering, whichever is less; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022, the outstanding principal on the note was $20,000. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

On November 22, 2021, in connection with a debenture subscription agreement, the Company issued one convertible debenture in the aggregate amount of $140,000 to one investor, with a maturity date of May 22, 2022. The debenture includes an original issue discount of 20% or $30,000 which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at $1.00 per share or at a 15% discount of the next qualified offering, whichever is less; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022, the outstanding principal on the note was $140,000, net the unamortized debt discount of $8,500. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets. Amortization of original issue discount was $21,500 for the year ended March 31, 2022 and is recorded in interest expense in the consolidated statements of operations.

On December 1, 2021, in connection with one debenture subscription agreement, the Company issued one convertible debentures in the aggregate amount of $50,000 to one investor, with a maturity date of June 1, 2022. The debenture bears an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at $0.25 per share or at a 35% discount of the next qualified offering, whichever is less; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022, the outstanding principal on the note was $50,000. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

On February 1, 2022, in connection with three debenture subscription agreements, the Company issued three convertible debentures in the aggregate amount of $250,000 to three investors, with a maturity date of July 31, 2022. The debentures bear an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at $0.25 per share or at a 15% discount of the next qualified offering, whichever is less; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022, the outstanding principal on the notes was $250,000. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

On March 3, 2022, in connection with one debenture subscription agreement, the Company issued one convertible debentures in the aggregate amount of $50,000 to one investor, with a maturity date of September 3, 2022. The debenture bears an interest rate of 6% per annum which is also payable on maturity. Amounts due under the debenture may be mandatorily converted into shares of the Company's common stock, at $0.25 per share or at a 35% discount of the next qualified offering, whichever is less; or a sale, conveyance or disposition of all or substantially all of the assets of the Company. As of March 31, 2022, the outstanding principal on the note was $50,000. As of March 31, 2022, the conversion shares have yet to be issued and was recorded as convertible notes on the consolidated balance sheets.

Unsecured Loans Payable

On September 23, 2019, the Company recognized an unsecured loan payable in the amount of $10,000 to a lender. As of March 31, 2022 and 2021, the balance outstanding is $10,000.

On September 24, 2019, the Company recognized an unsecured loan payable in the amount of $7,000 to a lender. As of March 31, 2022 and 2021, the balance outstanding is $7,000.

On September 30, 2019, the Company recognized an unsecured loan payable in the amount of $3,000 to a lender. As of March 31, 2022 and 2021, the balance outstanding is $3,000.

NOTE 7 - STOCKHOLDER'S EQUITY

Capitalization

On December 28, 2018, EMOR amended its Articles of Incorporation to increase the number of authorized shares to 2,100,000,000, which consists of 2,000,000,000 shares of $0.001 par value common stock and 100,000,000 shares of $0.001 par value preferred stock. The preferred stock can be issued in one or more series or classes at the discretion of the Board of Directors.

Common Stock

Prior to the Pura Vida reverse merger, Pura Vida issued several convertible debentures in the aggregate amount of $440,500 to several investors, with a maturity date of June 30, 2019. The convertible debentures bore an interest rate of 6% per annum which was also payable on maturity. Amounts due under the convertible debentures may be mandatorily converted into membership units of Pura Vida upon the sale or merger of Pura Vida that resulted in more than 50% change in ownership of the membership interests of Pura Vida. Pursuant to the Pura Vida Merger Agreement the convertible debentures were converted into membership units in Pura Vida at a conversion ratio ranging from $0.03 per membership unit to $0.12 per membership unit. These membership units were immediately exchanged for shares in the Company's common stock pursuant to the Pura Vida Merger Agreement.

In connection with the Pura Vida convertible debentures, it was determined the convertible debentures contained a beneficial conversion feature. The beneficial conversion feature was measured using the estimated market value of the convertible debentures at the time of the Pura Vida reverse merger which was determined to be $440,500. This amount was recorded as a debt discount and was amortized as interest expense at the time of the Pura Vida reverse merger.

On August 23, 2021, the Company and a shareholder reached an agreement whereby the Company canceled 65,000,000 shares of the Company's common stock that the shareholder received in the Pura Vida reverse merger.

Warrants

The issuance of warrants to purchase shares of the Company's common stock are summarized as follows:

	Shares	Weighted Average Exercise Price
Outstanding at April 1, 2020	76,471,132	$ 0.10
Granted	758,333	1.04
Exercised	(1,904,190)	(0.10)
Expired or cancelled	-	-
Outstanding at March 31, 2021	75,325,275	0.11
Granted	1,900,000	0.89
Exercised	-	-
Expired or cancelled	(74,566,942)	(0.10)
Outstanding at March 31, 2022	2,658,333	$ .94

The following table summarizes information about warrants outstanding and exercisable at March 31, 2022 and 2021.

Fiscal Year	Exercise Prices	Outstanding Warrants	Weighted Average Remaining Life in Years	Weighted Average Exercise Price	Number Exercisable
March 31, 2021	$ 0.10	74,556,942	.01	$ 0.10	74,556,942
March 31, 2021	$ 1.50	58,333	1.38	$ 1.50	58,333
March 31, 2021	$ 1.00	700,000	4.67	$ 1.00	700,000
March 31, 2022	$ 1.50	58,333	0.38	$ 1.50	58,333
March 31, 2022	$ 1.00	700,000	3.67	$ 1.00	700,000
March 31, 2022	$ 1.00	1,500,000	4.04	$ 1.00	1,500,000
March 31, 2022	$ 0.50	400,000	2.63	$ 0.50	400,000

The expense attributed to the issuance of the warrants was recognized as they vested/earned.

Series A Convertible Preferred Stock

On March 2, 2020, the Company received cash proceeds of $250,000 from an investor for the purchase of Series A Preferred Convertible Shares (“Series A Shares”), at a fair value of $1.60 per share. During the period April 1, 2020 through September 30, 2020, the Company received an additional aggregate of $1,072,000 from the same investor for the purchase of additional Series A Shares, at a fair value of $1.60 per share, for a total of $1,322,000. On September 30, 2020, the parties agreed to convert to equity under the terms of the note which resulted in the Company issuing 82,625 shares of Series A Shares to this investor.

Series B Convertible Preferred Stock

On September 23, 2021, the Company issued 60,000 shares of Series B Preferred Convertible Shares (“Series B Shares”) to an officer of the Company for services provided, at a fair value of $0.55 per share, based on the Company’s common share price as the Series B Shares are convertible into common stock.

On January 12, 2022, the Company issued 4,000 shares of Series B Preferred Convertible Shares (“Series B Shares”) to a consultant of the Company for services provided, at a fair value of $0.69 per share, based on the Company’s common share price as the Series B Shares are convertible into common stock.

Common Stock Payable

On April 19, 2020, pursuant to the Company’s amended and restated collaboration agreement with Todos. Todos will provide various advisory services to the Company. The initial term of the collaboration agreement is five years. Upon the execution of the collaboration agreement the Company was to issue 50,000 shares of the Company’s common stock, valued at $98,000 to Todos. As of March 31, 2022 and 2021, these shares have yet to be issued. As such, the Company recorded a stock payable in the amount of $4,900 representing the fair value of services performed during the three months ended September 30, 2020.

On March 2021, in connection with warrants received in the Pura Vida reverse merger, four warrant holders exercised their option to purchase common shares of the Company’s stock. As of March 31, 2021, the outstanding principal on the warrants was $191,419 and parties have agreed to convert to equity under the terms of the warrants. As of March 31, 2021, the exercised shares have yet to be issued and was recorded as stock payable on the consolidated balance sheets. In August 2021, 1,880,491 shares of the Company’s common stock were issued to the three of the four warrant holders mentioned above.

During the year ended March 31, 2022, the Company entered into various agreements to issue common shares of the Company's stock to various consultants and professionals as compensation for services performed. As of March 31, 2022, the outstanding principal on the common shares was $2,314,630. As of March 31, 2022, the shares have yet to be issued and were recorded as stock payable on the consolidated balance sheets.

During the year ended March 31, 2022, a consultant exercised 400,000 vested options to purchase 400,000 shares of the Company's common stock. The options vested at 100,000 options per quarter and were valued at each quarter end using the Black-Sholes option pricing model and aggregated $107,100 for the year ended March 31, 2022. As of March 31, 2022, the shares have yet to be issued and were recorded as stock payable on the consolidated balance sheets.

NOTE 8 – RELATED PARTY TRANSACTIONS

Due To Affiliates

During the fiscal years ended March 31, 2022 and 2021, certain officers paid certain expenses on behalf of the Company and received compensation for services rendered. For the years ended March 31, 2022 and 2021, the officers paid expenses on behalf of the Company of $0 and $149,404, respectively. For the years ended March 31, 2022 and 2021, the Company paid officers compensation for services rendered of $264,627 and $206,984, respectively,

In connection with the exit and sale of the Pura Vida Vitamins product line, $377,744 of affiliate debt was reduced to zero.

At March 31, 2022 and 2021, due to affiliate represents loans from an officer for working capital purposes. There are no set repayments term or provision for interest. Amounts will be repaid with excess cash flows when available.

NOTE 9 – LEASES

On April 1, 2021 and May 10, 2021, the Company recognized Right of Use ("ROU") assets and lease liabilities in the aggregate of $70,535. The Company elected to not recognize ROU assets and lease liabilities arising from short-term office leases, leases with initial terms of twelve months or less (deemed immaterial) on the consolidated balance sheets.

ROU assets include any prepaid lease payments and exclude any lease incentives and initial direct costs incurred. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. The lease terms may include options to extend or terminate the lease if it is reasonably certain that the Company will exercise that option.

When measuring lease liabilities for leases that were classified as operating leases, the Company discounted lease payments using its estimated incremental borrowing rate at inception. The weighted average incremental borrowing rate applied was 6.0%. As of March 31, 2022, the Company's leases had a remaining weighted average term of .92 years and 4.08 years, respectively.

Rent expense amounted to approximately $24,495 and $0 for the years ended March 31, 2022, and 2021, respectively.

The following table presents net lease cost and other supplemental lease information:

	Fiscal Year March 31, 2022
Lease Cost	
Operating lease cost	$ 70,535
Short term lease cost	-
Sublease income	-
Total	$ 70,535
Operating lease – operating cash flows (liability reduction)	$ 22,184
Non-current leases – right of use assets	$ 47,500
Current liabilities – operating lease liabilities	$ 23,080
Non-current liabilities – operating lease liabilities	$ 25,271

Future minimum payments under non-cancelable leases for operating leases for the remaining terms of the leases as of March 31, 2022, are as follows:

	Operating Leases
Fiscal year	
2023	$ 25,313
2024	9,000
2025	9,000
2026	9,000
2027	750
Total future minimum lease payments	53,063
Amount representing interest	(4,706)
Present value of net future minimum lease payments	$ 48,357

NOTE 10 – DISCONTINUED OPERATIONS

During the fiscal year ended March 31, 2020, the Company reached a strategic decision to exit the Pura Vida Cannabidiol ("CBD") products business. Accordingly, the Company has reported the results of the CBD products business as discontinued operations in the Consolidated Statements of Operations and are no longer reflected in the Consolidated Balance Sheets.

Assets and liabilities written off in connection with exit and sale of the Pura Vida CBD products business are presented in total as loss from discontinued operations, net of tax, in the Company's Consolidated Statements of Operations for the years ended March 31 are as follows:

	March 31, 2022	March 31, 2021
Cash	$ -	$ 961
Accounts receivable	-	6,001
Investments	-	(50,000)
Inventory	-	(148,314)
Fixed assets	-	35,933
Due to affiliates	-	(141,386)
Right of use asset	-	47,804
Accounts payable and accrued expenses	-	-
Right of use liability	-	(51,819)
Discontinued operations, net of tax	$ -	$ (300,820)

Loss from discontinued operations, net of tax, are presented in total as discontinued operations in the Company's Consolidated Statements of Operations for the years ended March 31 are as follows:

	March 31, 2022	March 31, 2021
Revenue, net	$ -	$ 57,528
Cost of goods sold	-	23,667
Professional fees	-	-
Salaries and consulting	-	-
Advertising and marketing	-	7,976
Selling, general and administrative	-	239,663
Goodwill impairments	-	-
Income (loss) from discontinued operations	-	(213,778)
Income tax provision	-	-
Discontinued operations, net of tax	$ -	$ (213,778)

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Legal Proceedings

From time to time, the Company may be subject to legal proceedings arising out of the ordinary course of business. Although management cannot predict the outcome of such proceedings, management does not consider such proceedings to result in a material adverse effect on its business operations, financial position or its results of operations or its cash flows.

NOTE 12 – SUBSEQUENT EVENTS

On April 4, 2022, the Company and its board of directors and stockholders adopted and approved the 2022 Equity Inventive Plan ("2022 Plan"). The 2022 Plan provides for the issuance of incentive stock options, non-statutory stock options, stock appreciation rights (SARs), restricted stock, restricted stock units ("RSUs"), and other stock-based awards. A total of 75 million shares of our common stock were originally reserved for issuance pursuant to the 2022 Plan.

Other than the matter disclosed above, no material subsequent events have been identified that would require adjustment to or disclosure in the accompanying consolidated financial statements.