

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Lead Innovation Corporation

Junhao Hotel, 3 Jingguan Avenue, Sanxiang Town  
Zhongshan City, Guangdong, China 528463

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SIC code: 8748 - Business consulting, misc.

## Quarterly Report

For the quarter ended February 28, 2023 (the “Reporting Period”)

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

526,440,742 shares as of February 28, 2023

526,440,742 shares as of November 30, 2022

### Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

### Shell Status

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred over this reporting period:

Yes: No: ☒

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<sup>5</sup> “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

The current name of the issuer is Lead Innovation Corporation (since February 27, 2018). The issuer has been incorporated in Nevada since November 14, 2008.

<u>Predecessors</u>	<u>Date of Name Change</u>	<u>State of incorporation</u>
Hitec Corp.	November 4, 2014	Nevada
Dragon Polymers Inc.	April 27, 2012	Nevada
Blue Gold Beverages Inc.	April 8, 2010	Nevada

Prior to being re-domiciled to Nevada on November 14, 2008, the issuer was originally incorporated in the State of Delaware on November 2, 2003 under the name A.G. Media Group, Inc. which was subsequently changed to Heart Health Inc. on November 1, 2007.

The issuer has an active standing with the state of Nevada.

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

A Cease Trade Order was placed on the issuer by the Autorite des Marches Financiers (AMF) in Quebec on July 12, 2014. The AMF placed the CTO on the Issuer due to a failure to file financial statements with them that conformed to the requirements of the AMF.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: **None**

The address of the issuer's principal executive office:

Junhao Hotel  
3 Jingguan Avenue, Sanxiang Town  
Zhongshan City, Guangdong, China 528463

The address of the issuer's principal place of business:

☒ *Check 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:

No: ☒ Yes: ☐ If Yes, provide additional details below:

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## 2) Security Information

### Transfer Agent

Name: EQ by Equiniti

Phone: 303-282-4800

Email: stocktransfer@equiniti.com

Address: 1110 Centre Pointe Curve, Suite 101, Mendota Heights, MN 55120

### Publicly Quoted or Traded Securities:

Trading Symbol: **LEIC**

Exact title and class of securities outstanding: **common**

CUSIP: **433653 102**

Par or stated value: **\$0.00001**

Total shares authorized: **1,800,000,000 as of February 28, 2023**

Total shares outstanding: **526,440,742 as of February 28, 2023**

Number of shares in the Public Float<sup>6</sup>: **132,407 as of February 28, 2023**

Total number of shareholders of record: **109 as of February 28, 2023**

### Other classes of authorized or outstanding equity securities:

Exact title and class of securities: **preferred**

Par or stated value: **\$0.00001**

Total shares authorized: **200,000,000 as of February 28, 2023**

Total shares outstanding:

**Series A preferred: 314,035 as of February 28, 2023**

**Series B preferred: 3,260 as of February 28, 2023**

**Series C preferred: 1,550 as of February 28, 2023**

**Series D preferred: 100 as of February 28, 2023**

**Series E preferred: 20,686 as of February 28, 2023**

**Series F preferred: 8,790 as of February 28, 2023**

### Security Description:

#### **1. For common equity, describe any dividend, voting and preemption rights.**

##### **(1) Dividend**

Common stockholders shall have the right to receive dividends, if and when the board of directors declares them.

##### **(2) Voting**

Common stockholders shall have voting rights, and voting rights shall be proportionate to the number of shares held.

##### **(3) Preemption right**

Common stockholders shall have the preemptive right to maintain their percentage of ownership in the company by allowing them to purchase new shares issued by the Company, before they are offered to the public.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

**Series A Preferred Stock**

**(1) Dividend**

The holders of shares of the Series A Preferred Stock shall be entitled to receive a 6% cumulative dividend payable in cash or in Preferred Stock, as and when declared by the Board of Directors of the Company.

**(2) Voting**

The Series A Preferred Stock shall vote together with all others classes and series of stock of the Company as a single class on all actions to be taken by the stockholders of the Company.

**(3) Conversion**

Each share of Series A Preferred Stock shall be convertible after a holding period of one (1) year, at the option of the holder thereof, and at the office of the Company or any transfer agent for such stock, into an equal number of fully paid and nonassessable shares of Common Stock as is obtained by (x) multiplying the number of shares of Series A Preferred Stock to be so converted by the Original Series A Purchase Price; and (y) dividing the result by the Series A Conversion Price per share. As used herein, the "Series A Conversion Price" shall be equal to the Original Series A Purchase Price with respect to each such share of Series A Preferred Stock, subject to adjustment as set forth herein.

**(4) Liquidation**

The holders of the shares of Series A Preferred Stock shall be entitled to be paid out of the assets of the Company available for distribution to its stockholders, after and subject to the payment in full of all amounts required to be distributed to any other class or series of stock of the Company ranking on liquidation prior and in preference to the Series A Preferred Stock, but before any distribution or payment shall be made to the holders of Common Stock or any other class or series of stock ranking on liquidation junior to the Series A Preferred Stock, an amount equal to \$0.10 per share (subject to the appropriate adjustments in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) plus any accrued but unpaid dividends thereon.

**(5) Redemption or sinking fund provisions**

None

**Series B Preferred Stock**

**(1) Dividend**

The holders of shares of the Series B Preferred Stock shall be entitled to receive an 8% cumulative dividend payable in cash or in Preferred Stock, as and when declared by the Board of Directors of the Company.

**(2) Voting**

None

(3) Conversion

Each share of Series B Preferred Stock shall be convertible into five (5) common shares for each \$1 of Series B Preferred Share value.

(4) Liquidation

Upon any liquidation, the holders of the shares of Series B Preferred Stock shall share pro rata with the holders of Common Stock, on an as if converted basis.

(5) Redemption or sinking fund provisions

None

**Series C Preferred Stock**

(1) Dividend

The holders of shares of the Series C Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of assets of the Company legally available therefor, dividends on a pro rata basis with all other holders of the Series C Preferred Stock and all holders of Common Stock (as adjusted for any stock dividends, combinations or splits with respect to such stock).

(2) Voting

None

(3) Conversion

Each share of Series C Preferred Stock shall be convertible after a holding period of eighteen (18) months, at the option of the holder thereof, and at the office of the Company or any transfer agent for such stock, into two thousand (2,000) wholly paid and non-assessable shares of Common Stock.

(4) Liquidation

Upon any liquidation, the holders of the shares of Series C Preferred Stock shall share pro rata with the holders of Common Stock, on an as if converted basis.

(5) Redemption or sinking fund provisions

None

**Series D Preferred Stock**

(1) Dividend

The holders of shares of the Series D Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of assets of the Company legally available therefor, dividends on a pro rata basis with all other holders of the Series D Preferred Stock and all holders of Common Stock (as adjusted for any stock dividends, combinations or splits with respect to such stock).

(2) Voting

None

(3) Conversion

The Series D Preferred Stock shall be convertible after a holding period of eighteen (18) months, at the option of the holder thereof, and at the office of the Company or any transfer agent for such stock, into Five (5) common shares for each \$1 of Series D Preferred Share value.

(4) Liquidation

Upon any liquidation, the holders of the shares of Series D Preferred Stock shall share pro rata with the holders of Common Stock, on an as if converted basis.

(5) Redemption or sinking fund provisions

None

**Series E Preferred Stock**

(1) Dividend

The holders of shares of the Series E Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of assets of the Company legally available therefor, dividends on a pro rata basis with all other holders of the Series E Preferred Stock and all holders of Common Stock (as adjusted for any stock dividends, combinations or splits with respect to such stock).

(2) Voting

None

(3) Conversion

Each share of Series E Preferred Stock shall be convertible after a holding period of Ninety (90) days, at the option of the holder thereof, and at the office of the Company or any transfer agent for such stock, into Five (5) common shares for each \$1 of Series E Preferred Share value.

(4) Liquidation

Upon any liquidation, the holders of the shares of Series E Preferred Stock shall share pro rata with the holders of Common Stock, on an as if converted basis.

(5) Redemption or sinking fund provisions

None

**Series F Preferred Stock**

(1) Dividend

The holders of shares of the Series F Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of assets of the Company legally available therefor, dividends on a pro rata basis with all other holders of the Series F Preferred Stock and all holders of Common Stock (as adjusted for any stock dividends, combinations or splits with respect to such stock).

(2) Voting

None

(3) Conversion

Each share of Series F Preferred Stock shall be convertible after a holding period of Ninety (90) days, at the option of the holder thereof, and at the office of the Company or any transfer agent for such stock, into Five (5) common shares for each \$1 of Series F Preferred Share value.

(4) Liquidation

Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the shares of Series F Preferred Stock shall share pro rata with the holders of Common Stock, on an as if converted basis.

- (5) Redemption or sinking fund provisions  
None

**3. Describe any other material rights of common or preferred stockholders.**

None

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

**3) Issuance History**

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Number of Shares outstanding as of December 1, 2020		Opening Balance: Common: 65,440,742 Series A Preferred: 314,035 Series C Preferred: 550							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
February 12, 2021	New Issuance	3,000	Series B Convertible Preferred Stock	1,000	No	Linghang Group Corporation (controlled by Chun Hong Cheng Cheng)	Consulting services	Restricted	Exempt under Section 4(a)(2)
February 12, 2021	New Issuance	260	Series B Convertible Preferred Stock	1,000	No	Zhenxia Zheng	Consulting services	Restricted	Exempt under Section 4(a)(2)
February 12, 2021	New Issuance	100	Series D Convertible Preferred Stock	1,000	No	Kam Iat Fu International Company Limited (controlled by Tam Son I)	Subscription	Restricted	Exempt under Section 4(a)(2)
February 12, 2021	New Issuance	20,686	Series E Convertible Preferred Stock	1,000	No	Linghang Group Corporation (controlled by Chun Hong Cheng Cheng)	Asset Transfer Agreement	Restricted	Exempt under Section 4(a)(2)
February 12, 2021	New Issuance	170	Series F Convertible Preferred Stock	1,000	No	Jiahui Huang	Consulting services	Restricted	Exempt under Section 4(a)(2)
February 12, 2021	New Issuance	170	Series F Convertible Preferred Stock	1,000	No	Li Hao	Consulting services	Restricted	Exempt under Section 4(a)(2)
February 12, 2021	New Issuance	175	Series F Convertible Preferred Stock	1,000	No	Meijuan Ou	Consulting services	Restricted	Exempt under Section 4(a)(2)
February 12, 2021	New Issuance	395	Series F Convertible Preferred Stock	1,000	No	Zhenxia Zheng	Consulting services	Restricted	Exempt under Section 4(a)(2)
March 1, 2021	New Issuance	8,000,000	Common Shares	\$ .20	Yes	Firestar Emprise Limited (controlled by Yuexiu He)	Asset Transfer Agreement	Restricted	Exempt under Section 4(a)(2)
April 13, 2021	New Issuance	90,000,000	Common Shares	\$ .20	Yes	Linghang Group Corporation (controlled by Chun Hong Cheng Cheng)	Advance on Investment and Cooperation Agreement	Restricted	Exempt under Section 4(a)(2)
June 9, 2021	Cancellation	50,000,000	Common Shares	\$ .20	Yes	Kam Iat Fu International Company Limited (controlled by Tam Son I)	Advance on Investment and Participation Agreement	Restricted	Exempt under Section 4(a)(2)
July 19, 2021	New Issuance	2,000,000	Common Shares	\$ .20	Yes	Richard Ho	Consulting services	Restricted	Exempt under Section 4(a)(2)
July 19, 2021	New Issuance	180	Series F Convertible Preferred Stock	1,000	Yes	Richard Ho	Consulting services	Restricted	Exempt under Section 4(a)(2)
July 19, 2021	New Issuance	1,000,000	Common Shares	\$ .20	Yes	Chan Wai San	Consulting services	Restricted	Exempt under Section 4(a)(2)
September 1, 2021	Null of Cancellation	50,000,000	Common Shares	\$ .20	Yes	Kam Iat Fu International Company Limited (controlled by Tam Son I)	Advance on Investment and Participation Agreement	Restricted	Exempt under Section 4(a)(2)



September 1, 2021	New Issuance	142,800,000	Common Shares	\$.20	Yes	Zhongshan City Lead Innovation Industrial Development Co., Ltd. (controlled by Jie Gao)	Asset Transfer Agreement	Restricted	Exempt under Section 4(a)(2)
September 1, 2021	New Issuance	92,400,000	Common Shares	\$.20	Yes	Chi Peng Iao	Asset Transfer Agreement	Restricted	Exempt under Section 4(a)(2)
September 1, 2021	New Issuance	44,800,000	Common Shares	\$.20	Yes	Zushe Zhou	Asset Transfer Agreement	Restricted	Exempt under Section 4(a)(2)
September 1, 2021	New Issuance	10,000,000	Common Shares	\$.20	Yes	Cintron Management Limited (controlled by Yuexiu He)	Consulting Services	Restricted	Exempt under Section 4(a)(2)
September 1, 2021	New Issuance	35,000,000	Common Shares	\$.20	Yes	Guang Shi	Asset Transfer Agreement	Restricted	Exempt under Section 4(a)(2)
September 1, 2021	New Issuance	15,000,000	Common Shares	\$.20	Yes	Hande Li	Asset Transfer Agreement	Restricted	Exempt under Section 4(a)(2)
September 1, 2021	New Issuance	10,000,000	Common Shares	\$.20	Yes	Firestar Emprise Limited (controlled by Yuexiu He)	Consulting Services	Restricted	Exempt under Section 4(a)(2)
September 1, 2021	New Issuance	10,000,000	Common Shares	\$.20	Yes	Richard Ho	Consulting Services	Restricted	Exempt under Section 4(a)(2)
February 15, 2023	New Issuance	1,000	Series C Convertible Preferred Stock	2,000	Yes	Chun Hong Cheng Cheng	Officer/Director Compensation	Restricted	Exempt under Section 4(a)(2)
February 15, 2023	New Issuance	600	Series F Convertible Preferred Stock	1,000	Yes	Richard Ho	Consulting Services	Restricted	Exempt under Section 4(a)(2)
February 15, 2023	New Issuance	2,000	Series F Convertible Preferred Stock	1,000	Yes	Cintron Management Limited (controlled by Yuexiu He)	Consulting Services	Restricted	Exempt under Section 4(a)(2)
February 15, 2023	New Issuance	2,000	Series F Convertible Preferred Stock	1,000	Yes	Fairbanks Funds LLC (controlled by Malcolm S. Taub)	Consulting Services	Restricted	Exempt under Section 4(a)(2)
February 15, 2023	New Issuance	3,000	Series F Convertible Preferred Stock	1,000	Yes	Linghang Group Corporation (controlled by Chun Hong Cheng Cheng)	Consulting Services	Restricted	Exempt under Section 4(a)(2)
February 15, 2023	New Issuance	100	Series F Convertible Preferred Stock	1,000	Yes	Jared Manhein	Consulting Services	Restricted	Exempt under Section 4(a)(2)
Shares Outstanding on February 28, 2023:	Ending Balance: Common: 526,440,742 Series A Preferred: 314,035 Series B Preferred: 3,260 Series C Preferred: 1,550 Series D Preferred: 100 Series E Preferred: 20,686 Series F Preferred: 8,790								

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐

Yes: ☒ (If yes, you must complete the table below)

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  *You must disclosed the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
10/1/13	53,775	21,720	32,055	10/1/14	Convertible into common shares at the rate of \$0.001 per common share	Dechao Zhang	Working capital loan
Various	301,693	251,685	50,008	None	None	Harvey G. Buhr	Working capital loan
Various	83,210	83,210	0	None	None	Chun Hong Cheng Cheng	Working capital loan
12/7/19	597,532	440,000	157,532	12/7/21	Convertible into common shares at the rate of \$0.20 per common share	Dezhi Zhu	Services
12/7/19	1,086,421	800,000	286,421	12/7/21	Convertible into common shares at the rate of \$0.20 per common share	Linghang Group Corporation (controlled by Chun Hong Cheng Cheng)	Services
8/1/20	64,071	50,000	14,071	8/1/22	Convertible into common shares at the rate of \$0.20 per common share	Linghang Group Corporation (controlled by Chun Hong Cheng Cheng)	Asset Transfer
10/19/20	31,362	25,000	6,362	10/19/22	Convertible into common shares at the rate of \$0.20 per common share	Firestar Emprise Limited (controlled by Yuexiu He)	Asset Transfer
2/14/23	1,004,932	1,000,000	4,932	2/14/24	Convertible into common shares at the rate of \$0.20 per common share	Fairbanks Funds LLC (controlled by Malcolm S. Taub)	Services
2/15/23	301,381	300,000	1,381	2/15/24	Convertible into common shares at the rate of \$0.20 per common share	Cintron Management Limited (controlled by Yuexiu He)	Services

## 5) Issuer's Business, Products or Services

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

Lead Innovation Corporation, through its subsidiaries, engages in the home furnishing, lifestyle, hotel & hospitality, food & beverage, environment, healthcare, and consumer businesses with a focus on innovation and brand development. The Company's aim is to create a truly eco-friendly global platform while keeping both environment and human safety in mind. In its hospitality business, the company manages and operates a boutique hotel brand Junhao and a hospitality supply chain that includes the Classico and Lead Innovation brands. The Company aims to build a worldwide lifestyle supply chain to service Asia, Europe and the U.S.

- B. List any subsidiaries, parent company, or affiliated companies.

In February 2019, the issuer entered into a letter of agreement with Lead Innovation Limited, a Macau company ("Lil Macau"). Lil Macau was formed with the vision of developing lifestyle products and projects of innovative, creative nature that fosters a modern lifestyle of quality and leisure. Since inception in 2016, Lil Macau has developed certain projects in the People's Republic of China through its wholly owned subsidiary Zhuhai City Unicorn Hotel Management Co., Ltd. (WFOE), a PRC company. Additionally, Lil Macau recently entered into business in the food and beverage distribution industry in Macau which business extends to other countries in Asia. Lil Macau, through its WFOE subsidiary, also owns business and certain high-end properties in the Zhongshan City of Guangdong Province in the People's Republic of China.

Chun Hong Cheng Cheng, majority shareholder, officer and director of the issuer is also the majority shareholder, officer and director of Lil Macau.

On March 29, 2019, pursuant to the letter of agreement, the Lil Macau shareholders sold all of their shares in Lil Macau representing 100% of total issued and outstanding shares of Lil Macau in exchange for 500 series A preferred shares of the issuer. The preferred shares are convertible after 18 months from issuance at a conversion rate of 2,000 common shares for each preferred share.

Pursuant to an Investment, Cooperation and Partnering Agreement dated May 18, 2020, the issuer issued 50,000,000 common shares on June 9, 2020 to Kam Iat Fu International Company Limited at \$0.20 per common share resulting in a change of control. Pursuant to the Agreement Kam Iat agreed to inject business assets into the issuer within the next twenty-four months. The issuer agreed to issue an advance in common shares equal to 10% of the value of the business assets to be injected into the issuer.

Pursuant to an Investment and Cooperation Agreement dated April 13, 2021, the Company issued 90,000,000 common shares to Linghang Group Corporation at \$0.20 per common share resulting in a change of control. Pursuant to the Agreement, Linghang Group Corporation agreed to inject business assets into the Company in the next thirty-six months. The Company agreed to issue an advance in common shares equal to 10% of the value of the business assets to be injected into the Company.

The Company has been informed by Kam Iat Fu International Company Limited that it is not pursuing the Investment, Cooperation and Partnering Agreement with the Company dated May 6, 2020. Pursuant to a Cancellation Agreement dated on June 9, 2021 to cancel the Investment, Cooperation and Partnering Agreement dated May 6, 2020 with Kam Iat Fu International Company Limited, the Company cancelled 50,000,000 common shares issued on June 9, 2020 to Kam Iat Fu International Company Limited (Certificate No. 004335) at \$0.20 per common share. Therefore, pursuant to the Cancellation Agreement, Kam Iat Fu is not pursuing the Investment, Cooperation and Partnering dated May 6, 2020.

On June 1, 2021, a wholly owned subsidiary of the issuer Zhuhai City Unicorn Hotel Management Co., Ltd. entered into a Consulting Service Agreement, an Equity Pledge Agreement, an Operating Agreement, an Option Agreement and a Voting Proxy Agreement with Zhongshan City Lead Innovation Industrial Development Co., Ltd. to expand its business into luxury Lifestyle furniture design and manufacturing.

The issuer, through HTIC Environmental Inc., a wholly owned subsidiary, dedicates to the state-of-the-art technologies for clean and renewable energy and environmental solutions. The issuer is currently obtaining funding to pursue the clean and renewable energy business as well as other environmental businesses.

The Company was informed by Kam Iat Fu International Company Limited that it was not able to secure final approval by Board of Directors, majority control shareholder, and ultimate beneficiary of Kam Iat Fu International Company Limited to cancel the Investment, Cooperation and Partnering Agreement with the Company dated May 6, 2020 and was neither in a position to return to Company the deposit payment that Company paid to it in the form of 50,000,000 shares of Company's common shares with Certificate No. 004335, Company will consider the cancellation nullified and that Kam Iat Fu International Company Limited remains obligated to fulfil the entire Investment, Cooperation and Partnering Agreement with the Company dated May 6, 2020 as originally intended. There is no dispute between the Company and Kam Iat Fu International Company Limited.

Pursuant to an Asset Transfer Agreement dated September 1, 2021, the Company issued 142,800,000 common shares to Zhongshan City Lead Innovation Industrial Development Co., Ltd. at \$0.20 per common share resulting in a change of control to acquire assets of Guangxi Qindi Liquor Co., Ltd. to expand its business into liquor production and distribution.

On September 1, 2021, the Company entered into an Asset Transfer Agreement through its wholly owned subsidiary Zhuhai City Unicorn Hotel Management Co., Ltd. to acquire assets of Zhaoqing Liming Complex Stone Veneer Manufacturing Co., Ltd. to expand its business into luxury Lifestyle furniture material supply.

On August 1, 2022, shareholders of Guangxi Qindi Liquor Co., Ltd. decided to transfer all its assets into a company named Guilin Rongjiang Sanhua Liquor Co., Ltd. controlled by the same shareholders of Guangxi Qindi Liquor Co., Ltd., and the shareholders warrant that Guilin Rongjiang Sanhua Liquor Co., Ltd. will commit all obligations of Guangxi Qindi Liquor Co., Ltd. to Zhuhai City Unicorn Hotel Management Co., Ltd. under the Asset Transfer Agreement dated September 1, 2021.

**C. Describe the issuers' principal products or services.**

The Company has a history of operating in real estate development and expanded its operations to include tourism & hospitality, food & beverage, energy & environment, high tech, education, etc. Other added core businesses include international trade financing, robotics manufacturing, and healthcare.

The Company now is focused in consolidating and innovating the hospitality including hotels, interior design, home and commercial furnishing products, food & beverage, etc. The Company was formed with the vision of businesses that fosters a modern lifestyle and leisure, developing beyond its traditional base through innovation.

**5) Issuers' Facilities**

The issuer's facilities are located at Junhao Hotel, 3 Jingguan Avenue, Sanxiang Town, Zhongshan City, Guangdong, China 528463. The facilities are provided free of charge from an officer and director of the issuer.

**6) Officers, Directors and Control Persons**

Names of All Officers, Directors and Control Person	Affiliation with Company (e.g. Officer Title/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Name of control person(s) if a corporate entity
Chun Hong Cheng Cheng	Officer/Director	Zhongshan City, Guangdong, China	5,300,782	Common	1%	
			1,300	Series C Preferred	83.87%	
Zhongshan City Lead Innovation Industrial Development Co., Ltd.	Owner of more than 5%	Zhongshan City, Guangdong, China	142,800,000	Common	27.13%	Jie Gao
Linghang Group Corporation	Owner of more than 5%	Zhongshan City, Guangdong, China	98,500,000	Common	18.71%	Chun Hong Cheng Cheng
			3,000	Series B Preferred	92%	
			20,686	Series E Preferred	100%	
			3,000	Series F Preferred	34.13%	

Chi Peng Iao	Owner of more than 5%	Zhongshan City, Guangdong, China	92,400,000	Common	17.55%	
Kam Iat Fu International Company Limited	Owner of more than 5%	Macau	50,000,000	Common	9.50%	Tam Son I
Zu She Zhou	Owner of more than 5%	Guilin City, Guangxi, China	44,800,000	Common	8.51%	
Guang Shi	Owner of more than 5%	Zhaoqing City, Guangdong, China	35,000,000	Common	6.65%	

## 8) Legal/Disciplinary History

A. 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 judgement 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**

**8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers.

Securities Counsel (must include Counsel preparing Attorney Letters).

*Matthew McMurdo  
McMurdo Law Group, LLC  
185 Avenue of the Americas 3<sup>rd</sup> floor  
New York, New York 10036  
917-318-2865  
matt@nannaronelaw.com*

Accountant or Auditor  
None

Investor Relations  
None

Other Service Providers:

*Qingjiang Yuan  
Accounting Services  
Room 1101, Building 4, Lvzhou II, Gaohang, Pudong New District, Shanghai, China  
+86 135-6496-7079  
76210776@qq.com*

**9) Financial Statements**

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by Qingjiang Yuan<sup>6</sup>:

Name: Qingjiang Yuan  
Title: Accountant  
Relationship to Issuer: None  
Describe the qualifications of the person or persons who prepared the financial statements: Senior Accountant

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

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<sup>6</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- a. Audit letter, if audited
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Changes in Stockholders' Equity
- f. Financial Notes

**Lead Innovation Corporation**  
**Consolidated Balance Sheet**  
(Unaudited)

<u><b>ASSETS</b></u>	<u><b>3 Months Ended</b></u> <u><b>February 28, 2023</b></u>	<u><b>Year Ended</b></u> <u><b>November 30, 2022</b></u>
<b>Current Assets</b>		
Cash and cash equivalents	\$ 4,243,409	\$ 4,178,943
Short-term investment	1,438	1,393
Other receivables, net	606,207	536,265
Amounts due from related parties	1,255,615	194,881
Inventories, net	60,122	4,127,408
Amortization	-	-
Other current assets	960	157,505
Subsidy receivable	-	-
Advance payment	2,203,385	4,741,038
Long-term equity investment	5,754	5,573
Property & equipment	86,759,204	86,861,314
Construction in progress	-	-
Acquisition advance	28,000,000	28,000,000
Licensing agreement	-	-
Intangible and other assets	3,206,839	3,385,144
Deferred cost	9,600,000	-
<b>Total Assets</b>	<b><u>\$ 135,942,933</u></b>	<b><u>\$ 132,189,464</u></b>
 <b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 4,354,066	\$ 10,411,652
Loan payables - related party	334,895	334,895
Convertible note payables, net	2,636,720	1,336,720
<b>Total Current Liabilities</b>	<b><u>\$ 7,325,681</u></b>	<b><u>\$ 12,083,267</u></b>
 <b>Stockholders' Equity (Deficit)</b>		
Common stock; \$0.00001 par value; 1,800,000,000 shares authorized; 526,440,742 and 526,440,742 shares issued and outstanding as of February 28, 2023, and November 30, 2022, respectively	\$ 5,264	\$ 5,264
Preferred stock; \$0.00001 par value; 200,000,000 shares authorized; <i>6% Series A Preferred Stock</i> ; 20,000,000 authorized, 314,035 and 314,035 shares issued and outstanding as of February 28, 2023 and November 30, 2022, respectively	3	3



<i>Series B Preferred Stock</i> ; 5,000,000 authorized; 3,260 and 3,260 shares issued and outstanding as of February 28, 2023 and November 30, 2022, respectively	1	1
<i>Series C Preferred stock</i> ; 1,000,000 authorized; 1,550 and 550 shares issued and outstanding as of February 28, 2023 and November 30, 2022, respectively	1	1
<i>Series D Preferred Stock</i> ; 1,000,000 authorized; 100 and 100 shares issued and outstanding as of February 28, 2023 and November 30, 2022, respectively	1	1
<i>5% Series E Preferred Stock</i> ; 1,000,000 authorized; 20,686 and 20,686 shares issued and outstanding as of February 28, 2023 and November 30, 2022, respectively	1	1
<i>Series F Preferred Stock</i> ; 1,000,000 authorized; 8,790 and 1,090 shares issued and outstanding as of February 28, 2023 and November 30, 2022, respectively	1	1
Additional paid in capital	156,573,175	148,629,063
Deemed dividend	(61,875)	(61,875)
Deficit accumulated	(27,899,320)	(28,466,263)
<b>Total Stockholders' Equity (Deficit)</b>	<b>128,617,252</b>	<b>120,106,197</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b><u>\$ 135,942,933</u></b>	<b><u>\$ 132,189,464</u></b>

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

**Lead Innovation Corporation**  
**Consolidated Statement of Income**  
**(Unaudited)**

**3 Months Ended**  
**February 28, 2023**

<b>Net Revenues</b>	\$ 2,110,901
<b>Cost of Goods Sold</b>	1,456,542
Gross Profit	<b><u>654,359</u></b>
<b>Operating Expenses</b>	
Professional fees	-
Selling and marketing expenses	229,117
General and administrative expenses	270,281
<b>Total Operating Expenses</b>	<b><u>499,398</u></b>
<b>Income (Loss) from Operations</b>	<b>154,961</b>
<b>Other Income (Expense)</b>	
Non-operating income	13,468
Non-operating expense	50
Interest expense	-48,048
Other expense	56,135
Income tax	512
<b>Net Income / (Loss)</b>	<b><u>63,684</u></b>
<b>Other Comprehensive Income</b>	
Foreign currency translation income	503,259
<b>Comprehensive Income (Loss)</b>	<b><u>\$ 566,943</u></b>
<b>Income (Loss) Per Share</b>	
Basic & Diluted	<b>\$ 0.001</b>
<b>Weighted Average Number of Shares Outstanding</b>	
Basic & Diluted	<b><u>526,440,742</u></b>

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

**Lead Innovation Corporation**  
**Consolidated Statement of Cash Flows**  
**(Unaudited)**

**3 Months Ended**  
**February 28, 2023**

**Cash Flows from Operating Activities**

Adjustments to reconcile net loss to net cash used in operating activities:

Net income	63,684
Depreciation expense	-193,708
Other receivables	-69,942
Amount due from related parties	-1,060,734
Subsidy receivable	-
Advance payment	2,537,653
Inventories	4,067,286
Non-cash expenses	48,048
Other current assets	156,545
Increase (decrease) in accounts payable and accrued expenses	-3,858,694
<b>Net Cash Used in Operating Activities</b>	<b><u>1,690,135</u></b>

**Cash Flows from Investing Activities** **473,897**

**Cash Flows from Financing Activities** **-2,602,826**

**Effect of Exchange Rate Fluctuation on Cash and Cash Equivalents** **503,259**

**Net Increase (Decrease) in Cash and Cash Equivalents** **64,465**

**Cash and Cash Equivalents, Beginning Balance** **\$ 4,178,943**

**Cash and Cash Equivalents, Ending Balance** **\$ 4,243,408**

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

**Lead Innovation Corporation**  
**Consolidated Statement of Changes in Stockholders' Equity**  
**(Unaudited)**

	Common Stock		Preferred Stock		Deemed Dividend	Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance at 11/30/2017	351,907,314	\$ 351,907	31,403,475	\$ 31,403	\$ (61,865)	\$ 15,610,757	\$ (16,279,499)	\$ (347,297)
1 for 100 reverse stock split - 12-13-17			(31,089,440)	\$ (31,400)		\$ 31,400	-	-
1 for 800 reverse stock split – 3-23-18	(351,466,572)	\$(351,903)	-	-	-	\$ 351,903	-	-
Net loss	-	-					\$ (74,517)	\$ (74,517)
Balance at 11/30/2018	440,742	\$ 4	314,035 <sup>(1)</sup>	\$ 3	\$ (61,865)	\$ 15,994,060	\$ (16,354,016)	\$ (74,517)
Issuance of Series C preferred for acquisition of Lil Macau	-	-	500 <sup>(2)</sup>	\$ 1	-	302,873	\$ (558,021)	\$ (255,147)
Foreign currency translation adjustment	-	-	-	-	-	-	\$ 24,530	\$ 24,530
Net loss	-	-	-	-	-	-	\$ (133)	\$ (133)
Balance at 11/30/2019	440,742	\$ 4	314,035 <sup>(1)</sup> 500 <sup>(2)</sup>	\$ 3 \$ 1	\$ (61,865)	\$ 16,296,933	\$ (16,887,640)	\$ (652,564)
Foreign currency translation adjustment	-	-	-	-	-	-	\$ (37,489)	\$ (37,489)
Common stock issuance 6/9/2020	50,000,000	\$ 500	-	-	-	\$ 9,999,500	-	\$ 10,000,000
Common stock issuance 9/1/2020	15,000,000	\$ 150	-	-	-	\$ 2,999,850	-	\$ 3,000,000
Net loss	-	-	-	-	-	-	\$ (3,085,076)	\$(3,085,076)
Balance at 11/30/2020	65,440,742	\$ 654	314,035 <sup>(1)</sup> 550 <sup>(2)</sup>	\$ 4	\$ (61,865)	\$ 29,296,283	\$ (20,010,205)	\$ 9,224,871
Issuance of Series B preferred for business development services			3,260 <sup>(3)</sup>	\$ 1				
Issuance of Series D preferred for subscription			100 <sup>(4)</sup>	\$ 1				
Issuance of Series E preferred for property acquisition			20,686 <sup>(5)</sup>	\$ 1				
Issuance of Series F preferred for business development services			910 <sup>(6)</sup>	\$ 1		\$ 24,652,012		\$ 24,652,016
Net loss	-	-	-	-	-	-	\$ (3,958,614)	\$(3,958,614)
			314,035 <sup>(1)</sup> 550 <sup>(2)</sup>					

			3,260 <sup>(3)</sup> 100 <sup>(4)</sup> 20,686 <sup>(5)</sup> 910 <sup>(6)</sup>					
Balance at 2/28/2021	65,440,742	\$ 654		\$ 8	\$ (61,865)	\$ 53,948,295	\$ (23,968,819)	\$ 29,918,273
Common stock issuance 3/1/2021	8,000,000	\$ 80		-	-	\$ 1,599,920	-	\$ 1,600,000
Common stock issuance 4/13/2021	90,000,000	\$ 900				\$ 17,999,100		\$ 18,000,000
Foreign currency translation adjustment							\$ (5,058)	\$ (5,058)
Net loss	-	-	-	-	-	-	\$ 122,703)	\$ (122,703)
			314,035 <sup>(1)</sup> 550 <sup>(2)</sup> 3,260 <sup>(3)</sup> 100 <sup>(4)</sup> 20,686 <sup>(5)</sup> 910 <sup>(6)</sup>					
Balance at 5/31/2021	163,440,742	\$ 1,634		\$ 8	\$ (61,875)	\$ 73,786,944	\$ (24,096,580)	\$ 49,630,131
Common stock cancellation 6/9/2021	(50,000,000)	\$ (500)				\$ (9,999,500)		
Common stock issuance 7/19/2021	3,000,000	\$ 30				\$ 599,970		
Issuance of Series F preferred for business development services			180 <sup>(6)</sup>	\$ 1				
Foreign currency translation adjustment							\$ (118,992)	\$ (118,992)
Net loss							\$ (798,188)	\$ (798,188)
			314,035 <sup>(1)</sup> 550 <sup>(2)</sup> 3,260 <sup>(3)</sup> 100 <sup>(4)</sup> 20,686 <sup>(5)</sup> 1,090 <sup>(6)</sup>					
Balance at 8/31/2021	116,440,742	\$ 1,164		\$ 8	\$ (61,875)	\$ 64,695,698	\$ (24,985,285)	\$ 39,649,710
Cancel of common stock cancellation 9/1/2021	50,000,000	\$ 500				\$ 9,999,500		
Common stock issuance 9/1/2021	360,000,000	\$ 3,600				\$ 71,996,400		
Foreign currency translation adjustment							\$ (12,419,002)	\$ (12,419,002)
Net loss							\$ (6,451,234)	\$ (6,451,234)
			314,035 <sup>(1)</sup> 550 <sup>(2)</sup> 3,260 <sup>(3)</sup> 100 <sup>(4)</sup> 20,686 <sup>(5)</sup> 1,090 <sup>(6)</sup>					
Balance at 11/30/2021	526,440,742	\$ 5,264		\$ 8	\$ (61,875)	\$ 148,443,876	\$ (43,855,521)	\$ 104,531,752

Foreign currency translation adjustment							\$ 13,010,058	\$ 13,010,058
Net loss			314,035 <sup>(1)</sup>				\$ (463,413)	\$ (463,413)
			550 <sup>(2)</sup>					
			3,260 <sup>(3)</sup>					
			100 <sup>(4)</sup>					
			20,686 <sup>(5)</sup>					
Balance at 2/28/2022	526,440,742	\$ 5,264	1,090 <sup>(6)</sup>	\$ 8	\$ (61,875)	\$145,755,735	\$ (25,262,212)	\$ 120,431,656
Foreign currency translation adjustment							\$ (3,149,750)	\$ (3,149,750)
Net loss			314,035 <sup>(1)</sup>				\$ (162,932)	\$ (162,932)
			550 <sup>(2)</sup>					
			3,260 <sup>(3)</sup>					
			100 <sup>(4)</sup>					
			20,686 <sup>(5)</sup>					
Balance at 5/31/2022	526,440,742	\$ 5,264	1,090 <sup>(6)</sup>	\$ 8	\$ (61,875)	\$149,020,490	\$ (31,844,913)	\$ 117,118,974
Foreign currency translation adjustment							\$ 3,633,033	\$ 3,633,033
Net profit			314,035 <sup>(1)</sup>				\$ 194,824	\$ 194,824
			550 <sup>(2)</sup>					
			3,260 <sup>(3)</sup>					
			100 <sup>(4)</sup>					
			20,686 <sup>(5)</sup>					
Balance at 8/31/2022	526,440,742	\$ 5,264	1,090 <sup>(6)</sup>	\$ 8	\$ (61,875)	\$148,629,064	\$ (28,017,056)	\$ 120,555,405
Foreign currency translation adjustment							\$ 13,112,459	\$ 13,112,459
Net loss			314,035 <sup>(1)</sup>				\$ (499,846)	\$ (499,846)
			550 <sup>(2)</sup>					
			3,260 <sup>(3)</sup>					
			100 <sup>(4)</sup>					
			20,686 <sup>(5)</sup>					
Balance at 11/30/2022	526,440,742	\$ 5,264	1,090 <sup>(6)</sup>	\$ 8	\$ (61,875)	\$148,629,063	\$ (28,466,263)	\$ 120,106,197
Foreign currency translation adjustment							\$ 503,259	\$ 503,259
Net profit			314,035 <sup>(1)</sup>				\$ 63,684	\$ 63,684
			1,550 <sup>(2)</sup>					
			3,260 <sup>(3)</sup>					
			100 <sup>(4)</sup>					
			20,686 <sup>(5)</sup>					
Balance at 2/28/2023	526,440,742	\$ 5,264	8,790 <sup>(6)</sup>	\$ 8	\$ (61,875)	\$156,573,175	\$ (27,899,320)	\$ 128,617,252

(1) Represents 6% Series A preferred shares

(2) Represents Series C preferred shares

(3) Represents Series B preferred shares

(4) Represents Series D preferred shares

(5) Represents 5% Series E preferred shares

(6) Represents Series F preferred shares

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

**Lead Innovation Corporation**  
**Notes to Unaudited Consolidated Financial Statements**

**1. Financial Statement Presentation**

Lead Innovation Corporation, formerly Hitec, Inc., (the “Company”) was incorporated in Delaware on November 2, 2003 under the name A. G. Media Group, Inc. On November 28, 2003, the Company acquired GospelCity.com Inc. which was spun off on November 27, 2007.

The Company was re-domiciled to Nevada on November 14, 2008 under the name Heart Health Inc. On March 3, 2010, the Company acquired all the assets of Blue Gold Beverages, Inc. On April 8, 2010, the Company filed for change of the name of the Company from Heart Health Inc. to Blue Gold Beverages, Inc.

On April 27, 2012, the Company’s name changed to Dragon Polymers Inc.

On October 12, 2014, the Company had a change in the management. The new management changed the name of the Company to Hitec Corp on November 4, 2014.

On December 12, 2017, the Company incorporated HTIC Environmental Inc., a wholly owned subsidiary.

On December 13, 2017, the Company effectuated a 1 for 100 reverse stock split of its issued and outstanding 6% Series A preferred shares.

On December 28, 2017, the Company had a change in management and a change of control.

On February 27, 2018, the corporate name was changed to Lead Innovation Corporation. The Company also increased the authorized capital stock to 1,800,000,000 common shares, par value \$.00001 and 200,000,000 preferred shares par value \$.00001.

On March 23, 2018, the Company effectuated a 1 for 800 reverse stock split of its issued and outstanding common shares resulting in 440,742 common shares issued and outstanding.

In February 2019, the issuer entered into a letter of agreement with Lead Innovation Limited, a Macau company (“Lil Macau”). Lil Macau was formed with the vision of developing lifestyle products and projects of innovative, creative nature that foster a modern lifestyle of quality and leisure. Since inception in 2016, Lil Macau has developed certain projects in the People’s Republic of China through its wholly-owned subsidiary Zhuhai City Unicorn Hotel Management Co., Ltd. (WFOE), a PRC company. Additionally, Lil Macau recently entered into business in the food and beverage distribution industry in Macau which business extends to other countries in Asia. Lil Macau, through its WFOE subsidiary, also owns business and certain high-end properties in the Zhongshan City of Guangdong Province in the People’s Republic of China.

Chun Hong Cheng Cheng, majority shareholder, officer and director of the issuer is also the majority shareholder, sole officer and director of Lil Macau.

On March 29, 2019, pursuant to the letter of agreement, the Lil Macau shareholders sold all of their shares in Lil Macau representing 100% of total issued and outstanding shares of Lil Macau in exchange for 500 Series C preferred shares of the issuer. The Series C preferred shares are convertible after 18 months from issuance at a conversion rate of 2,000 common shares for each preferred share.

On June 1, 2021, a wholly-owned subsidiary of the issuer, Zhuhai City Unicorn Hotel Management Co., Ltd. entered into a Consulting Service Agreement, an Equity Pledge Agreement, an Operating Agreement, an Option Agreement and a Voting Proxy Agreement with Zhongshan City Lead Innovation Industrial Development Co., Ltd. to expand its business into area of luxury Lifestyle furniture design and manufacturing.

On September 1, 2021, the Company entered into an Asset Transfer Agreement through its wholly-owned subsidiary Zhuhai City Unicorn Hotel Management Co., Ltd. to acquire assets of Guangxi Qindi Liquor Co., Ltd. to expand its business into liquor production and distribution.

On September 1, 2021, the Company entered into an Asset Transfer Agreement through its wholly-owned subsidiary Zhuhai City Unicorn Hotel Management Co., Ltd. to acquire assets of Zhaoqing Liming Complex Stone Veneer Manufacturing Co., Ltd. to expand its business into luxury Lifestyle furniture material supply.

## **2. Significant Accounting Policies**

### **Basis of Presentation and Organization**

The financial statements of the Company for the three months ended February 28, 2023 have been prepared in accordance with generally accepted accounting principles.

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the financial statements in the period they are determined.

### **Revenue Recognition**

The Company recognizes revenue in accordance with Accounting Standard Codification Revenue Recognition. Revenues are recognized when the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the title and risk of loss have passed, and (iii) fees are fixed or determinable.

The recognition of income is confirmed in accordance with the principle of responsibility. The Company's main business is hospitality including hotel operations and luxury furniture design and manufacturing. Hotel provides accommodation for customers and confirms the income when the guests stay ends and they check out. Luxury furniture design and manufacturing provides furniture to customers and confirms the income when furniture being delivered to customers. Discounts provided were recorded as deduction of net sales.

### **Fair Value of Financial Instruments**

The Company applies the provisions of ASC 820-10, "Fair Value Measurements and Disclosures." ASC 820-10 defines fair value and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. For certain financial instruments, including cash and cash equivalents, restricted cash, accounts receivable, accounts payable and short-term debt, the carrying amounts approximate fair value due to their relatively short maturities. The carrying amounts of the long-term debt approximate their fair values based on current interest rates for instruments with similar characteristics.

The three levels of valuation hierarchy are defined as follows:

Level 1: Valuations consist of unadjusted quoted prices in active markets for identical assets and liabilities and has the highest priority;



Level 2: Rely on quoted prices in markets that are not active or observable inputs over the full term of the asset or liability;

Level 3: Valuations are based on prices or third-party or internal valuation models that require inputs that are significant to the fair value measurement and are less observable and thus have the lowest priority.

### **Cash and Cash Equivalents**

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

### **Inventory**

The Company values its inventories at the lower of cost or net realizable value. Net realizable value is based on estimated selling prices less further costs expected to be incurred for completion and disposal.

The Company used the weighting average method for the inventories. Inventory reserves are provided to cover risks arising from slow-moving items. The estimated obsolescence or unmarketable inventory is equal to the difference between the cost of inventory and the estimated market value based on assumptions about future demand and market conditions.

### **Stock-Based Compensation**

The Company measures stock-based compensation cost at the grant date based on the fair value of the award and recognizes it as an expense over the applicable vesting period of the stock award using the straight-line method.

### **Basic and Diluted Earnings Per Share**

Basic earnings per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock options, warrants, and stock awards. Basic & diluted income per share was \$0.001 for the three months ended February 28, 2023.

### **Foreign currency transactions and translations**

An entity's functional currency is the currency of the primary economic environment in which it operates, normally that is the currency of the environment in which the entity primarily generates and expends cash. Management's judgment is essential to determine the functional currency by assessing various indicators, such as cash flows, sales price and market, expenses, financing and inter-company transactions and arrangements.

The functional currency of the Company is the Renminbi ("RMB"), and the reporting currency of these combined financial statements is the United States dollar ("US Dollars" or "\$").

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. The resulting exchange differences are included in the determination of net loss of the combined financial statements for the respective periods

The exchange rates used for foreign currency translation was 0.143846 (1RMB = US Dollars) for the three months ended February 28, 2023.

### **Accounting Pronouncements**

The Company does not expect the adoption of recently issued accounting pronouncements to have a material impact on the Company's results of operations, financial position or cash flow.

### **3. Property & Equipment**

Property and equipment are recorded at cost less accumulated depreciation with no residual value. Depreciation for financial reporting purposes is provided using the straight-line method over estimated useful lives of the assets.

When office equipment and electronic devices are retired or otherwise disposed of, resulting gain or loss is included in net income or loss in the year of disposition for the difference between the net book value and proceeds received thereon. Maintenance and repairs which do not improve or extend the expected useful lives of the assets are charged to expenses as incurred.

On March 28, 2016, the Company acquired equipment from a related party for \$938,000 in exchange for an equipment loan for the same amount. The equipment is part of an operating plant under construction pursuant to the Company's business plan. The equipment has not yet been put to use hence no depreciation was charged on the same. On February 17, 2021, the Company signed a Bill of Sale and Assignment and Assumption Agreement to sell the equipment for the equipment loan of \$938,000.

Pursuant to an Asset Transfer Agreement dated December 20, 2019, the Company issued 20,686 Series E Preferred Shares on February 12, 2021 to Linghang Group Corporation, an affiliate, to acquire from Linghang Group Corporation its properties valued \$20,686,506.

### **4. Acquisition Advance**

Pursuant to an Investment, Cooperation and Partnering Agreement dated May 6, 2020, the Company issued 50,000,000 common shares on June 9, 2020 to Kam Iat Fu International Company Limited at \$0.20 per common share resulting in a change of control. Pursuant to the Agreement Kam Iat Fu agreed to inject business assets into the Company within the next twenty-four months. The Company agreed to issue an advance in common shares equal to 10% of the value of the business assets to be injected into the Company.

Pursuant to an Investment and Cooperation Agreement dated April 13, 2021, the Company issued 90,000,000 common shares to Linghang Group Corporation at \$0.20 per common share resulting in a change of control. Pursuant to the Agreement, Linghang Group Corporation agreed to inject business assets into the Company in the next thirty-six months. The Company agreed to issue an advance in common shares equal to 10% of the value of the business assets to be injected into the Company.

The Company has been informed by Kam Iat Fu International Company Limited that it is not pursuing the Investment, Cooperation and Partnering Agreement with the Company dated May 6, 2020. Pursuant to a Cancellation Agreement dated on June 9, 2021 to cancel the Investment, Cooperation and Partnering Agreement dated May 6, 2020 with Kam Iat Fu International Company Limited, the Company cancelled 50,000,000 common shares issued on June 9, 2020 to Kam Iat Fu International Company Limited (Certificate No. 004335) at \$0.20 per common share. Therefore, pursuant to the Cancellation Agreement, Kam Iat Fu is not pursuing the Investment, Cooperation and Partnering dated May 6, 2020.

The Company was informed by Kam Iat Fu International Company Limited that it was not able to secure final approval by Board of Directors, majority control shareholder, and ultimate beneficiary of Kam Iat Fu International Company Limited to cancel the Investment, Cooperation and Partnering Agreement with the Company dated May 6, 2020 and was neither in a position to return to Company the deposit payment that Company paid to it in the form of 50,000,000 shares of Company's common shares with Certificate No. 004335, Company will consider the cancellation nullified and that Kam Iat Fu International Company Limited remains obligated to fulfil the entire Investment, Cooperation and Partnering Agreement with the Company dated May

6, 2020 as originally intended. There is no dispute between the Company and Kam Iat Fu International Company Limited.

## **5. Licensing Agreement**

On March 28, 2016, the Company also obtained the exclusive right to certain patents for use of a technology involving pyrolysis system. The Company obtained the licensing agreement from a related party in exchange for the issuance of 20,625,000 shares of common stock. The fair market value of the shares was \$61,875. The cost of the license to the related party was \$10. Hence, the licensing agreement was recorded at the historical cost to the related party of \$10 and the excess value of shares of \$61,865 was recorded as a deemed dividend to the related party. On February 17, 2021, the Company signed a Bill of Sale and Assignment and Assumption Agreement to sell the licensing agreement back to the related party.

Pursuant to the sub-license agreement, the Company obtained the sole and exclusive right and license to purchase and operate processors for vapor distillation of tires, rubber and other organic material which are made by or for licensor and covered by one or more of the licensed patents until the expiration of the last to expire of the licensed patents or any reissues thereof unless sooner terminated in accordance with the provisions of this agreement. In the event that the Company shall fail to put into operation an installation with at least five licensed products during the first eighteen (18) months of this agreement, or if construction has not been substantially initiated at a site for the installation of licensed products within one year following execution of this Agreement, licensor shall have the right to terminate this agreement. Licensor shall also have the right to terminate this Agreement if an additional installation of at least five licensed products is not placed in operation in every two-year period following the first installation. The Company agrees to pay licensor a royalty of twenty-five thousand dollars (\$25,000) for each licensed product placed in operation and a running use fee equal to 2.5% of the net collected revenues produced from all licensed products placed in operation of every installation by the Company.

As of February 28, 2023, there has been no installation, hence, no royalty has been paid to the licensor.

## **6. Loans Payable - Related Party**

On March 28, 2016, the Company authorized signing of an operating loan representing costs advanced by a related party for the operations of the Company. The loan shall bear interest of 3% per annum. The operating loan amounted to \$251,685 as of February 28, 2023. The Company accrued interest of \$1,862 on this loan for the three months ended February 28, 2023.

On March 28, 2016, the Company authorized signing of an equipment loan representing equipment acquired or fabricated by the related party (See Note 3) with an amount of \$938,000. On February 17, 2021, the Company signed a Bill of Sale and Assignment and Assumption Agreement to sell the equipment for the equipment loan of \$938,000.

Subsequent to the change of control on December 28, 2017, an affiliate of the Company advanced \$83,210 for the operations of the Company. The advances do not carry any interest and are due on demand.

## **7. Convertible Note Payable**

On October 1, 2013, the Company raised \$21,720 on issuance of a new convertible note. The note is convertible at the rate of \$0.001 per share, bears an interest of 18% and was payable on October 1, 2014. The Company recorded a discount of \$21,720 for the beneficial conversion feature on the note which was amortized over the term of note. The Company accrued interest of \$964 for the three months ended February 28, 2023.

On December 7, 2019, the company issued a new convertible note of \$440,000 to non-affiliated consultants for services rendered. The note is convertible at the rate of \$0.20 per share, bears an interest rate of 12% and was payable on December 7, 2021. The company recorded interest expense on the note of \$13,019 for the three months ended February 28, 2023.

On December 7, 2019, the company issued a new convertible note of \$800,000 to Linghang Group Corporation, an affiliate, for services rendered. The note is convertible at the rate of \$0.20 per share, bears an interest rate of 12% and was payable on December 7, 2021. The company recorded interest expense on the note of \$23,671 for the three months ended February 28, 2023.

Pursuant to the Asset Transfer Agreement dated July 28, 2020, the Company issued a new convertible note of US\$50,000 to Linghang Group Corporation, an affiliate, on August 1, 2020 for acquiring the assets. The note is convertible at the rate of \$0.20 per share, bears an interest rate of 12% and was payable on July 28, 2022. The Company recorded interest expense on the note of \$1,479 for the three months ended February 28, 2023.

Pursuant to the Asset Transfer Agreement dated September 11, 2020, the Company issued a new convertible note of US\$25,000 on October 19, 2020 for acquiring the assets. The note is convertible at the rate of \$0.20 per share, bears an interest rate of 12% and was payable on October 19, 2022. The Company recorded interest expense on the note of \$740 for the three months ended February 28, 2023.

On February 14, 2023, the company issued a new convertible note of \$1,000,000 to non-affiliated consultants for services rendered. The note is convertible at the rate of \$0.20 per share, bears an interest rate of 12% and was payable on February 14, 2024. The company recorded interest expense on the note of \$4,932 for the three months ended February 28, 2023.

On February 15, 2023, the company issued a new convertible note of \$300,000 to non-affiliated consultants for services rendered. The note is convertible at the rate of \$0.20 per share, bears an interest rate of 12% and was payable on February 15, 2024. The company recorded interest expense on the note of \$1,381 for the three months ended February 28, 2023.

## **8. Going Concern**

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate the continuation of the Company as a going concern. The Company reported accumulated deficit of \$(27,899,320) as of February 28, 2023. The Company generated net profit of \$63,684 for the three months ended February 28, 2023. Until the recent acquisition of Lil Macau, deficiencies have been financed principally through the raising of equity and advances of the majority shareholders.

In view of the matters described, there is substantial doubt as to the Company's ability to continue as a going concern without a significant infusion of capital. Prior to the acquisition of Lil Macau, the Company had minimal operations. There can be no assurance that management will be successful in operating Lil Macau and implementing its plans. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We anticipate that we will have to raise additional capital to fund operations over the next 12 months. To the extent that we are required to raise additional funds to acquire properties, and to cover costs of operations, we intend to do so through additional offerings of debt or equity securities. There are no commitments or arrangements for other offerings in place, no guaranties that any such financings would be forthcoming, or as to the terms of any such financings. Any future financing will involve substantial dilution to existing investors.

## 9. Capital Stock

### Common stock

During the year ended November 30, 2016, the Company issued 20,625,000 shares of common stock for the acquisition of a licensing agreement.

Pursuant to an Investment, Cooperation and Partnering Agreement dated May 6, 2020, the Company issued 50,000,000 common shares on June 9, 2020 to Kam Iat Fu International Company Limited at \$0.20 per common share resulting in a change of control. Pursuant to the Agreement, Kam Iat Fu agreed to inject business assets into the Company in the next twenty-four months. The Company agreed to issue an advance in common shares equal to 10% of the value of the business assets to be injected into the Company. The Company discovered that the common shares issued for 10% of the value of the business assets was over-recorded by \$4,875,000 and corrected the error by February 28, 2021.

On September 1, 2020, the Company issued 5,000,000 common shares valued at \$0.20 per common share for services rendered for the last two years by Chun Hong Cheng Cheng.

On September 1, 2020, the Company issued Linghang Group Corporation, an affiliate, 8,500,000 common shares for services valued at \$0.20 per common share.

On September 1, 2020, the Company issued non-affiliated consultants 1,500,000 common shares for services valued at \$0.20 per common share.

On March 1, 2021, the Company issued a non-affiliated party 8,000,000 common shares for assets acquisition valued at \$0.20 per common share.

Pursuant to an Investment and Cooperation Agreement dated April 13, 2021, the Company issued 90,000,000 common shares to Linghang Group Corporation at \$0.20 per common share resulting in a change of control. Pursuant to the Agreement, Linghang Group Corporation agreed to inject business assets into the Company in the next thirty-six months. The Company agreed to issue an advance in common shares equal to 10% of the value of the business assets to be injected into the Company.

The Company has been informed by Kam Iat Fu International Company Limited that it is not pursuing the Investment, Cooperation and Partnering Agreement with the Company dated May 6, 2020. Pursuant to a Cancellation Agreement dated on June 9, 2021 to cancel the Investment, Cooperation and Partnering Agreement dated May 6, 2020 with Kam Iat Fu International Company Limited, the Company cancelled 50,000,000 common shares issued on June 9, 2020 to Kam Iat Fu International Company Limited (Certificate No. 004335) at \$0.20 per common share. Therefore, pursuant to the Cancellation Agreement, Kam Iat Fu is not pursuing the Investment, Cooperation and Partnering dated May 6, 2020.

On July 19, 2021, the Company issued non-affiliated consultants 3,000,000 common shares value at \$0.20 per common share for services.

The Company was informed by Kam Iat Fu International Company Limited that it was not able to secure final approval by Board of Directors, majority control shareholder, and ultimate beneficiary of Kam Iat Fu International Company Limited to cancel the Investment, Cooperation and Partnering Agreement with the Company dated May 6, 2020 and was neither in a position to return to Company the deposit payment that Company paid to it in the form of 50,000,000 shares of Company's common shares with Certificate No. 004335, Company will consider the cancellation nullified and that Kam Iat Fu International Company Limited remains obligated to fulfil the entire Investment, Cooperation and Partnering Agreement with the Company dated May

6, 2020 as originally intended. There is no dispute between the Company and Kam Iat Fu International Company Limited.

Pursuant to an Asset Transfer Agreement dated September 1, 2021, the Company issued 142,800,000 common shares to Zhongshan City Lead Innovation Industrial Development Co., Ltd., 92,400,000 common shares to Chi Peng Iao, and 44,800,000 common shares to Zushe Zhou at \$0.20 per common share to acquire assets of Guangxi Qindi Liquor Co., Ltd. through Company's wholly owned subsidiary Zhuhai City Unicorn Hotel Management Co., Ltd.

Pursuant to an Asset Transfer Agreement dated September 1, 2021, the Company issued 35,000,000 common shares to Guang Shi and 15,000,000 common shares to Hande Li at \$0.20 per common share to acquire assets of Zhaoqing Liming Complex Stone Veneer Manufacturing Co., Ltd. through Company's wholly owned subsidiary Zhuhai City Unicorn Hotel Management Co., Ltd.

On September 1, 2021, the Company issued non-affiliated consultants 30,000,000 common shares value at \$0.20 per common share for services.

On August 1, 2022, shareholders of Guangxi Qindi Liquor Co., Ltd. decided to transfer all its assets into a company named Guilin Rongjiang Sanhua Liquor Co., Ltd. controlled by the same shareholders of Guangxi Qindi Liquor Co., Ltd., and the shareholders warrant that Guilin Rongjiang Sanhua Liquor Co., Ltd. will commit all obligations of Guangxi Qindi Liquor Co., Ltd. to Zhuhai City Unicorn Hotel Management Co., Ltd. under the Asset Transfer Agreement dated September 1, 2021.

As of February 28, 2023, there were 526,440,742 common shares issued and outstanding.

#### **Preferred stock**

During the year ended November 30, 2016, the Company discovered that the number of shares of Series A Preferred Stock were under recorded by 17,403,475. The Company corrected the error during the year ended November 30, 2016. As of February 28, 2023, there were 314,035 shares of Series A Preferred Stock issued and outstanding.

Pursuant to the Letter of Agreement which closed on April 26, 2019, the Company recorded on its books and records, effective April 26, 2019, the issuance of 500 Series C Preferred Shares to selling shareholders of Lead Innovation Limited, a Macau company in exchange for all of their Lead Innovation Limited shares representing 100% of the issued and outstanding shares.

On December 8, 2019, the Company issued 50 Series C Preferred Shares to Chun Hong Cheng Cheng for services valued at \$40,000. Each Series C preferred share is convertible after 18 months from issuance into 2,000 common shares.

On February 11, 2021, the Company filed an amended and restated Certificate of Designation. The amended and restated Certificate of Designation allows for the issuance of 20,000,000 Series A preferred shares, 5,000,000 Series B preferred shares, 1,000,000 Series C preferred shares, 1,000,000 Series D preferred shares, 1,000,000 Series E preferred shares and 1,000,000 Series F preferred shares.

On February 12, 2021, the Company issued 3,260 Series B Preferred Shares, which included 3,000 shares to Linghang Group Corporation, an affiliate, for services valued at \$3,000,000 and 260 shares to non-affiliated consultant for services valued at \$260,000. Each \$1 of Series B Preferred Share is convertible into 5 common shares.

On February 12, 2021, the Company issued 100 Series D Preferred Shares for subscription by majority shareholder of the Company Kam Iat Fu International Company Limited. Each \$1 of Series D Preferred Share is convertible after 18 months from issuance into 5 common shares.

On February 12, 2021, the Company issued 20,686 Series E Preferred Shares to Linghang Group Corporation, an affiliate, for acquisition of properties assets valued at \$20,686,506. Each \$1 of Series E Preferred Shares is convertible into 5 common shares.

On February 12, 2021, the Company issued 910 Series F Preferred Shares to non-affiliated consultants for services valued at \$909,064. Each \$1 of Series F Preferred Shares is convertible after 90 days from issuance into 5 common shares.

On July 19, 2021, the Company issued a non-affiliated consultant 180 Series F Preferred Shares valued at \$180,000 for services. Each \$1 of Series F Preferred Shares is convertible after 90 days from issuance into 5 common shares.

On February 15, 2023, the Company issued 1,000 Series C Preferred Shares to Chun Hong Cheng Cheng for services valued at \$600,000. Each Series C preferred share is convertible after 18 months from issuance into 2,000 common shares.

On February 15, 2023, the Company issued 7,700 Series F Preferred Shares to non-affiliated consultants for services valued at \$7,700,000. Each \$1 of Series F Preferred Shares is convertible after 90 days from issuance into 5 common shares.

### **Stock Option Plan**

The Company has a stock option plan, under which the Company grants options to employees, non-employee directors, consultants and advisors of the Company or any subsidiary company to purchase common shares. In the case of consultants and advisors of the Company, options are only granted if bona fide services have been or are to be rendered by such consultant or advisor and such services are not in connection with the offer of sale of securities in a capital raising transaction. The option price shall be determined by the Board of Directors of the Company and shall be above the fair market value price of the common stock when granted. The term and vesting period of the options granted shall be determined by the Board of Directors or by its chosen committee. No new stock options were granted during the three months ended February 28, 2023 and there were no stock options outstanding as of February 28, 2023.

### **10. Subsequent Events**

None

## **10) Issuer Certification**

*Principal Executive Officer:*

I, Chun Hong Cheng Cheng, certify that:

1. I have reviewed this Disclosure Statement for Lead Innovation Corporation;
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.

April 7, 2023

/s/ Chun Hong Cheng Cheng

*Principal Financial Officer:*

I, Chun Hong Cheng Cheng, certify that:

1. I have reviewed this Disclosure Statement for Lead Innovation Corporation;
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.

April 7, 2023

/s/ Chun Hong Cheng Cheng