

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BioCube, Inc.

3060 West 3680 South #92, West Valley City, UT 84119

801-688-5194

kropfrob@gmail.com]

SIC Code - 9995

Amendment No. 1 to Annual Report

For the period ending January 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

96,742,758 as of March 6, 2023

96,742,758 as of January 31, 2023

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: ☐ (but see Note 6. Subsequent Events of the financial statements included herein)

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

Yes: ☐ No: ☒ (but see Note 6. Subsequent Events of the financial statements included herein)

Change in Control

Indicate by check mark whether a Change in Control¹ 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 and its predecessors (if any)

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

BioCube, Inc.

Alliance Network Communications Holdings, Inc. until January 2011

Halcyon Jets Holdings, Inc. until September 2009

Greenleaf Forest Products, Inc. until September 2007. State of Incorporation Nevada changed to Delaware concurrent with name change

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):

Delaware - Active

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

None

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

None

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

3060 West 3680 South #92, West Valley City, UT 84119

The address(es) 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:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation

Phone: 469-633-0101

Email: info@stctransfer.com

Address: 2901 N Dallas Parkway, Suite 380, Plano, Texas 75093

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>BICB</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>09056U107</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>300,000,000</u>	<u>as of date: January 31, 2023</u>
Total shares outstanding:	<u>96,742,758</u>	<u>as of date: January 31, 2023</u>
Total number of shareholders of record:	<u>93</u>	<u>as of date: January 31, 2023</u>

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

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	<u>as of date: _____</u>
Total shares outstanding:	_____	<u>as of date: _____</u>
Total number of shareholders of record:	_____	<u>as of date: _____</u>

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	<u>as of date: _____</u>
Total shares outstanding:	_____	<u>as of date: _____</u>
Total number of shareholders of record:	_____	<u>as of date: _____</u>

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Preferred Stock</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>9,879,000</u>	<u>as of date: January 31, 2023</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: January 31, 2023</u>
Total number of shareholders of record		

(if applicable):	_____	as of date: _____
Exact title and class of the security:	<u>Series A Preferred Stock</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>21,000</u>	as of date: <u>January 31, 2023</u>
Total shares outstanding (if applicable):	<u>0</u>	as of date: <u>January 31, 2023</u>
Total number of shareholders of record (if applicable):	_____	
Exact title and class of the security:	<u>Series B Preferred Stock</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>100,000</u>	as of date: <u>January 31, 2023</u>
Total shares outstanding (if applicable):	<u>100,000</u>	as of date: <u>January 31, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>January 31, 2023</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

One vote per share. No other rights and/or privileges.

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

Series A Preferred Stock

The Company has authorized and designated 21,000 shares of preferred stock as Series A Preferred Stock. The Series A Preferred Stock have 1,000 to 1 voting rights and a liquidation preference of \$1.00 per share. The shares were subject to a mandatory redemption on March 31, 2011.

On March 5, 2022, the Company redeemed the 21,000 of the Series A Preferred Stock from the holder, with an agreement to issue 50,000 shares of common stock following a reverse split of the Company's common stock.

Series B Preferred Stock

On April 22, 2022, the Company filed a Certificate of Designation with the State of Delaware for a new series of its preferred stock, called the Series B Preferred Stock, par value \$0.001, with a total of 100,000 shares authorized. The Series B Preferred Stock has 1,000 to 1 voting rights and no other rights, privileges, or preferences. The Certificate of Designations was approved by the Company's Board of Directors on March 5, 2022.

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

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.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>January 31, 2021</u> Common: <u>68,342,758(1)</u> Preferred: <u>21,000(2)</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *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.
<u>4/25/2022</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Series B Preferred Stock</u>	<u>0.10</u>	<u>N/A</u>	<u>O3G LLC - Jeanette Mower</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>3/5/2022</u>	<u>Cancellation</u>	<u>(21,000)</u>	<u>Series A Preferred Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>_____</u>	<u>_____</u>
<u>5/1/2022</u>	<u>New Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>Robert Kropf</u>	<u>Officer compensation</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>7/30/2022</u>	<u>New Issuance</u>	<u>13,400,000</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>O3G LLC - Jeanette Mower</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>January 31, 2023</u> Common: <u>96,742,758</u> Series A Preferred: <u>0</u> Series B Preferred: <u>100,000</u>	
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Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

- (1) In addition to the issuance of the 50,000 shares of common stock described in footnote 2, the Company has an agreement with two former officers of the Company to issue to them a total of 200,000 shares of Company common stock or 3% of the total issued and outstanding, whichever is greater. To discuss
- (2) The Preferred Shares are called the Series A Preferred Stock. These shares have 1,000 to 1 voting rights and a liquidation preference of \$1.00 per share. The shares also were subject to a mandatory redemption on March 31, 2011, which except as stated on the succeeding sentence, did not occur. On March 5, 2022, the Company redeemed the shares from the holder with an agreement to issue 50,000 shares of common stock following the reverse split of the Company's common stock.

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 disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

No operations as of January 31, 2023. However, operations commenced effective March 1, 2023

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

None as of January 31, 2023. However, effective March 1, 2023, Wasatch Properties REO LLC became a wholly owned subsidiary of the company.

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

None as of January 23, 2023. However, effective March 1, 2023, the Company is engaged in providing construction and related services to lenders on foreclosed properties.

5) 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.

None

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity

<u>Robert Kropf</u>	<u>President/Sole Director</u>	<u>West Valley, UT</u>	<u>15,000,000</u>	<u>Common</u>	<u>15.5%</u>	<u>Appointed sole officer/director August 30, 2019.</u>
O3G LLC - Jeanette Mower	<u>5% owner</u>	<u>Salt Lake City, UT</u>	<u>100,000</u>	<u>Series B preferred</u>	<u>100%</u>	
O3G LLC - Jeanette Mower	<u>5% owner</u>	<u>Salt Lake City, UT</u>	<u>13,400,000</u>	<u>Common</u>	<u>13.9%</u>	
<u>Paul Lisak</u>	<u>5% owner</u>	<u>LaPuente, CA</u>	<u>6,000,000</u>	<u>Common</u>	<u>6.2%</u>	<u>Former officer/director</u>

7) 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 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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Daniel H. Luciano
Firm: Daniel H. Luciano, Attorney at Law
Address 1: 242A West Valley Brook Road
Address 2: Califon, New Jersey 07830
Phone: 908-832-5546
Email: dhl@dhlucianolaw.com

Accountant or Auditor

Name: Rachel Boulds
Firm: Rachel Boulds, CPA, PLLC
Address 1: 6371 S Glenoaks St
Address 2: Murray, UT 84107
Phone: 801-230-3945
Email: rachelbouldscpa@hotmail.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____

Email: _____

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 (name of individual)²:

Name: Rachel Boulds

Title: CPA

Relationship to Issuer: Service provider

Describe the qualifications of the person or persons who prepared the financial statements: Licensed CPA in the State of Utah.

Provide the following financial statements 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.

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

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, Robert Kropf certify that:

1. I have reviewed this Disclosure Statement for BioCube, 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

² 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.

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 19, 2023

/s/ Robert Kropf

Principal Financial Officer:

I, Robert Kropf certify that:

1. I have reviewed this Disclosure Statement for BioCube, 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.

April 19, 2023

/s/ Robert Kropf

BIOCUBE, INC.
BALANCE SHEETS
(Unaudited)

	January 31, 2023	January 31, 2022
<u>ASSETS</u>		
Current Assets:		
Cash	\$ —	\$ —
Total Assets	<u>\$ —</u>	<u>\$ —</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u>		
Current Liabilities:		
Loan payable – related party	\$ 950	\$ —
Total Liabilities	<u>950</u>	<u>—</u>
Stockholders' Deficit:		
Preferred Stock, \$0.001 par value, 9,879,000 shares authorized, no shares issued and outstanding	—	—
Series A Preferred Stock, \$0.001 par value; 21,000 shares authorized, 0 and 21,000 shares issued and outstanding, respectively	—	21
Series B Preferred Stock, \$0.001 par value, 100,000 shares authorized, 100,000 and no shares issued and outstanding, respectively	100	—
Common Stock, \$0.001 par value; 300,000,000 shares authorized, 96,742,758 and 68,342,758 shares issued and outstanding, respectively	96,743	68,343
Additional paid-in capital	1,269,753	1,259,832
Accumulated deficit	<u>(1,367,546)</u>	<u>(1,328,196)</u>
Total Stockholders' Deficit	<u>(950)</u>	<u>—</u>
Total Liabilities and Stockholders' Deficit	<u>\$ —</u>	<u>\$ —</u>

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

BIOCUBE, INC.
STATEMENTS OF OPERATIONS
(unaudited)

	For the Years Ended January 31,	
	2023	2022
Operating Expenses:		
General & administrative expenses	\$ 39,350	\$ —
Total operating expenses	39,350	—
Loss from operations	(39,350)	—
Loss before income taxes	(39,350)	—
Provision for income taxes	—	—
Net loss	<u>\$ (39,350)</u>	<u>\$ —</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ —</u>
Basic and diluted weighted average shares	<u>86,435,909</u>	<u>68,342,758</u>

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

BIOCUBE , INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED JANUARY 31, 2023 AND 2022
(Unaudited)

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid in	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	(Deficit)
Balance at January 31, 2021	21,000	\$ 21	—	\$ —	68,342,758	\$ 68,343	\$ 1,259,832	\$ (1,328,196)	\$ —
Net loss	—	—	—	—	—	—	—	—	—
Balance at January 31, 2022	21,000	21	—	—	68,342,758	68,343	1,259,832	(1,328,196)	—
Preferred stock sold for cash	—	—	100,000	100	—	—	9,900	—	10,000
Redemption of shares	(21,000)	(21)	—	—	—	—	21	—	—
Common stock issued for debt-related party	—	—	—	—	13,400,000	13,400	—	—	13,400
Common stock issued for services – related party	—	—	—	—	15,000,000	15,000	—	—	15,000
Net loss	—	—	—	—	—	—	—	(39,350)	(39,350)
Balance at January 31, 2023	—	\$ —	100,000	\$ 100	96,742,758	\$ 96,743	\$ 1,269,753	\$ (1,367,546)	\$ (950)

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

BIOCUBE , INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended January 31,	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (39,350)	\$ —
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services – related party	15,000	—
Changes in assets and liabilities:		
Accounts payable	—	—
Net cash used in operating activities	(24,350)	—
Cash flows from investing activities:	—	—
Cash flows from financing activities:		
Loans from a related party	14,350	—
Proceeds from sale of preferred stock – related party	10,000	—
Net cash provided by financing activities	24,350	—
Net change in cash	—	—
Cash, beginning of period	—	—
Cash, end of period	\$ —	\$ —

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

BIOCUBE, INC.
Notes to the Financial Statements
January 31, 2023
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

BioCube, Inc. (the "Company") is a Delaware registered company. The Company was incorporated in July 2007.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"), and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company as of and for period ending January 31, 2023.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the

Recent Accounting Pronouncements

The Company has implemented all applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has no revenue and has an accumulated deficit as of January 31, 2023. The Company requires capital for its contemplated operational and marketing activities. The Company's ability to raise additional capital through the future issuances of common stock is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

NOTE 4 – RELATED PARTY TRANSACTIONS

On February 25, 2022, the Company received a \$9,900 loan from O3G LLC ("O3G"), a majority shareholder, for general operating expenses. On June 1, 2022, O3G loaned the Company an additional \$3,500. The loans are non-interest bearing and due on demand. On July 30, 2022, O3G converted the \$13,400 due to them into 13,400,000 shares of common stock. O3G loaned the Company an additional \$950 as of January 31, 2023.

On April 25, 2022, the Company sold 100,000 shares of Series B Preferred Stock to O3G for total cash proceeds of \$10,000.

On May 1, 2022, the Company issued 15,000,000 shares of common stock to Robert Kropf for officer and director services. The shares were valued at \$0.001 per share, for total non-cash compensation expense of \$15,000.

NOTE 5 – PREFERRED STOCK

Series A Preferred Stock

The Company has authorized and designated 21,000 shares of preferred stock as Series A Preferred Stock. The Series A Preferred Stock have 1,000 to 1 voting rights and a liquidation preference of \$1.00 per share. The shares were subject to a mandatory redemption on March 31, 2011.

On March 5, 2022, the Company redeemed the 21,000 of the Series A Preferred Stock from the holder, with an agreement to issue 50,000 shares of common stock following a reverse split of the Company's common stock.

Series B Preferred Stock

On April 22, 2022, the Company filed a Certificate of Designation with the State of Delaware for a new series of its preferred stock, called the Series B Preferred Stock, par value \$0.001, with a total of 100,000 shares authorized. The Series B Preferred Stock has 1,000 to 1 voting rights and no other rights, privileges, or preferences. The Certificate of Designations was approved by the Company's Board of Directors on March 5, 2022.

Refer to Note 4 for Series B preferred stock sold to a related party.

NOTE 6 – SUBSEQUENT EVENTS

Effective March 1, 2023, BioCube, Inc. ("BioCube") entered into a Stock Exchange Agreement with the sole member ("Sole Member") of Wasatch Properties REO, LLC., a Utah limited liability company ("Operating Company"), pursuant to which BioCube acquired all of the outstanding membership interests in and to the Operating Company. In exchange, BioCube paid the sum of \$4,000 and issued 4,000,000 shares of common stock. In addition, BioCube entered into a consulting agreement with the Sole Member pursuant to which the Sole Member will receive a monthly consulting fee of \$4,000 and also will receive a bonus at the end of each 12 month period, among other terms. The Operating Company has been in business since 2015. The Company provides a variety of on-site services for lenders on residential and commercial properties that are in foreclosure, mainly in the States of Utah and Wyoming. These services generally include internal and external improvements, like renovations, general repair, landscape services and the like. As a result, BioCube is no longer a shell company as defined under Rule Rule 405 promulgated under the Securities Act of 1933, as amended.