

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Rocky Mountain Ayre, Inc.

3500 So. Dupont Highway

Dover, DE 19901

413-262-8095

www.RMTN.io

RMTN23@yahoo.com

SIC Code: 6719

Annual Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was, 81,822,775 as of December 31, 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: ☒

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

⁵ "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.

The Issuer was incorporated in the State of Delaware on January 19, 1999, under the Lummi Developments Inc.

On March 13, 2003 the Company changed its name to Signature Horizons Group, Inc.

On May 15th, 2008 the Company changed its name to Summit Dental Clinics, Inc.

On August 14th, 2012 the Company changed its name to Ayretrade, Inc.

On January 2, 2015, the Company changed its name to Rocky Mountain Ayre, Inc.

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

DE - Active

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

The Securities and Exchange Commission ("Commission") announced the temporary suspension, pursuant to Section 12(k) of the Securities Act of 1934 (the "Exchange Act"), of trading in the securities of Rocky Mountain Ayres, Inc. ("RMTN"), a Delaware corporation, at 9:30 a.m. EDT on September 18, 2017, and terminating at 11:59 a.m. on September 29, 2017.

The Commission temporarily suspended trading in the securities of RMTN because of questions regarding the accuracy of assertions by RMTN in a press release dated August 22, 2017, and in the "Project White Paper" documents, accessible through a link in the press release, concerning, among other things, the Kairos ETF. This order was entered pursuant to Section 12(k) of the Exchange Act.

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

N/A

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

3500 S Dupont Highway
Dover, DE 19901

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:

322 Walnut Street Ext.
Agaewam, MA 01001

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

Transfer Agent Name: Madison Stock Transfer Inc.
Address 1: 2500 Coney Island Avenue, Sub Level
Address 2: Brooklyn, NY
Address 3: 11223
Phone: (718) 627-6341

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>RMTN</u>
Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	<u>774673107</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	<u>600,000,000 as of date: 12/31/2022</u>
Total shares outstanding:	<u>81,822,775 as of date: 12/31/2022</u>
Total number of shareholders of record:	<u>217</u> as of date: <u>12/31/2022</u>

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

N/A

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.

N/A

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.

Voting Rights equal one vote per one Common Share.

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

N/A

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

N/A

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.

N/A

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.

- 1) April 11, 2021 150,000 issued to Fox Resources Group 5, LLC per terms of Reg D Offering.
- 2) October 27, 2021 500,000 issued to LG International Wood, LLC per terms of Reg D Offering.
- 3) October 27, 2021 500,000 issued to LG International Wood, LLC per terms of Reg D Offering.
- 4) November 23, 2021 500,000 issued to Rawinder Dhillon per terms of Reg D Offering.
- 5) December 31, 2021 500,000 issued to Trademark Products per terms of Reg D Offering.
- 6) May 18, 2022 50,000 issued to Daniel Goodman per terms of Reg D Offering.

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>12/31/20</u> Common: <u>121,000,000</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>4/11/21</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Comm</u>	<u>.10/sh</u>	<u>No</u>	<u>Fox Res Grp</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg D</u>
<u>10/27/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Comm</u>	<u>.10/sh</u>	<u>No</u>	<u>LG Intl Wood</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg D</u>
<u>10/27/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Comm</u>	<u>.10/sh</u>	<u>No</u>	<u>LG Intl Wood</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg D</u>
<u>11/23/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Comm</u>	<u>.10/sh</u>	<u>No</u>	<u>R Dhillon</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg D</u>
<u>12/31/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Comm</u>	<u>.10/sh</u>	<u>No</u>	<u>Trdmrk Prds</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg D</u>
<u>5/18/22</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Comm</u>	<u>.10/sh</u>	<u>No</u>	<u>D Goodman</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg D</u>
Shares Outstanding on Date of This Report:									
		Ending Balance							
Ending Balance:									
Date <u>12/31/22</u>		Common: <u>81,822,775</u>							
		Preferred: <u>N/A</u>							

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:

See above

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. <small>*You must disclose the control person(s) for any entities listed.</small>	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.otcmarkets.com).

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

Rocky Mountain Ayre is a publicly traded company listed on the OTC Pink Limited Market under the "RMTN" trading symbol. The Company is in the Bitcoin ATM/Kiosk business. The Company currently has six Machines in total, one fully-operational and two ready to be launched. In addition, the Company partnered with Tahionic Soft SRL, several years ago, a Romanian entity, to produce BitLocation. BitLocation is a software platform which will be retooled to focus on a point-of-sale (POS) system giving retail establishments the ability to accept cryptocurrency as a form of payment for goods and services. RMTN currently owns 50% of Bitlocation.

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

R Mountain, LLC – subsidiary (flooring)

C. Describe the issuers' principal products or services.

Kiosks

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.

The Company leases office space at 322 Walnut Street, Ext., Agawam, MA 01001. We have a small office and our first machine is in operation at the location. It can be seen at: www.rmtn.io

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>Timothy Ayre</u>	<u>Pres/Director</u>	<u>646 Main St</u> <u>Agawam, MA</u>	<u>8,405,000</u>	<u>Comm</u>	<u>10.2%</u>	<u>N/A</u>
<u>Scott Josephson</u>	<u>Director</u>	<u>125 Raffia Road</u> <u>Enfield, CT</u>	<u>3,000,000</u>	<u>Comm</u>	<u>3.6%</u>	<u>N/A</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);

N/A

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;

N/A

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

N/A

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.

FINRA order brought versus Tim Ayre...ADJUDICATED

- 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.

N/A

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: Alex Stavrou, Esquire
Address 1: 13046 Racetrack Road #333
Address 2: Tampa, FL 33626
Phone: 813-251-1289
Email: alex@alexstavrou.com

Accountant or Auditor

Name: N/A
Firm:
Address 1:
Address 2:
Phone:
Email:

Investor Relations

Name: N/A
Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

Twitter: N/A
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: N/A
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)⁶:

Name: Tim Ayre
Title: President
Relationship to Issuer: Shareholder/Decision Maker

Describe the qualifications of the person or persons who prepared the financial statements:

Tim has extensive knowledge and experience as a Financial Operations Principal (FINOP).

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

⁶ 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.

Rocky Mountain Ayre, Inc. Consolidated Financial Statement**Statement of Revenue & Expenses-Income Tax Basis (unaudited)**

(in \$USD)

	For the Three Months Ended December 31, 2022	For the Three Months Ended December 31, 2021	Year-to-Date thru December 31, 2022	Year-to-Date thru December 31, 2021
INCOME				
Accounts Receivable	\$0	\$0	\$0	\$0
Commission Income	0	0	0	2,226
Consulting Fee Income	350	1,000	15,855	1,000
Reimbursed Expenses	0	0	0	0
Relief of Indebtedness	0	0	0	0
Sales - Bistro	0	0	0	0
Total Income:	\$350	\$1,000	\$15,855	\$3,226
EXPENSES				
Advertising and Promotion	\$0	\$327	\$0	\$327
Automobile Expense	0	0	442	0
Bank Service Charges	90	65	331	657
Bistro Supplies	0	0	0	0
Business Licenses and Permits	520	45	520	67
Cable TV - Bistro	491	0	1,368	0
Charity Donation	0	0	0	0
Compensation & Payroll Taxes	0	0	0	0
Computer and internet Expenses	0	0	0	0
Consulting Fees	0	640	0	51,114
Delivery Expense	0	0	0	0
Depreciation Expense	0	0	0	0
Director Compensation	0	0	0	0
Dues and Subscriptions	0	0	10,130	1,788
Entertainment	0	0	0	0
Insurance Expense	0	0	1,564	0
Interest Expense	0	0	0	0
Internet Expense	0	0	0	0
Meals and Entertainment	10	31	1,262	2,541
Merchant Fees	0	0	0	0
Miscellaneous Expense	0	100	637	972
Office Expense	0	35	55	470
Office Supplies	0	1,198	646	3,900
Postage and Delivery	0	7	12	358
Professional Fees	0	200	9,058	6,744
Rent Expense	400	507	3,600	6,994
Repairs & Maintenance	0	0	0	0
Tax Expense	0	1,405	0	1,405
Telephone Expense	0	387	199	387
Travel Expense	0	178	880	5,166
Utilities	283	0	1,324	0
Total Expense	\$1,795	\$5,125	\$32,026	\$82,889
NET OPERATING INCOME	(\$1,445)	(\$4,125)	(\$16,171)	(\$79,663)
Gain / (Loss) on Sale of Investment	\$0	\$0	\$0	\$0
NET INCOME Before Taxes	(\$1,445)	(\$4,125)	(\$16,171)	(\$79,663)

Rocky Mountain Ayre, Inc. Consolidated Financial Statement

Balance Sheet (unaudited)

(in \$USD)

	As of December 31, 2022	As of December 31, 2021
ASSETS		
Current Assets:		
Cash	\$457	\$18,137
Other Current Assets	1,800	1,800
Total Current Assets:	\$2,257	\$19,937
Notes Receivable:	\$0	\$0
Fixed Assets:		
Furniture & Equipment	0	0
Machinery & Equipment	35,560	35,560
Dell Computer	1,137	1,137
Dishwasher	0	0
Total Fixed Assets:	\$36,697	\$36,697
Depreciation	(1,137)	(1,137)
Net Fixed Assets:	\$35,560	\$35,560
Long-term Assets:		
Other Assets:		
Investments	\$400,000	\$400,000
Total Other Assets:	\$400,000	\$400,000
TOTAL ASSETS:	\$437,817	\$455,497

LIABILITIES AND EQUITY**LIABILITIES**

Current Liabilities:		
Accounts Payable (A/P)	\$0	\$0
Total Current Liabilities:	\$0	\$0
Total Loan Payable(s):	\$626,424	\$631,922
TOTAL LIABILITIES	\$626,424	\$631,922

SHAREHOLDERS' EQUITY (DEFICIENCY)

Capital & Reserve Stock	6,529	6,529
Additional Paid-In-Capital	2,336,149	2,331,349
Retained earnings (deficit)	(2,531,286)	(2,514,305)
TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)	(188,607)	(176,426)

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$437,817	\$455,497
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Rocky Mountain Ayre, Inc. Consolidated Financial Statement**Statement of Cashflows (unaudited)**

(in \$USD)

	For the Twelve Months Ended December 31, 2022	For the Twelve Months Ended December 31, 2021
<u>Cash Flow from Operating Activities:</u>		
Other Current Assets	\$0	\$1,000
Net Operating Income	(\$16,171)	(\$79,663)
<u>Cash Flow from Financing Activities:</u>		
Adjustment to Retained Earnings	(\$6,535)	(\$1,026)
Loan Proceeds	\$1,421	(\$5,200)
Loan Payments	\$0	\$0
Capital & Reserve Stock	\$0	\$0
Additional Paid-In-Capital	\$4,800	\$40,000
<u>Cash Flow from Investing Activities:</u>		
Non-Current Investment(s):	\$0	\$0
Loan Receivables	\$0	\$0
Investment in Equipment	\$0	(\$25,560)
Net Cash Increase/(Decrease) for Period	(\$16,485)	(\$71,449)
Cash at Beginning of Period:	\$16,938	\$88,593
Cash at End of Period:	\$457	\$18,137

Rocky Mountain Ayre, Inc. Consolidated Financial Statement

Earnings Per Share Calculation

For The Quarter Ending

As of
December 31, 2022

Earnings	(\$1,264)
Beginning Shares o/s	81,822,775
Ending Shares o/s	81,822,775
Average o/s Shares	81,822,775

NET INCOME PER SHARE:

Basic and Diluted Per Share Earnings	(\$0.0000)
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During the Quarter Ending December 31, 2022

Common Stock Par Value:	\$0.0001
Shares Authorized:	600,000,000
Shares Outstanding:	81,822,775

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, Timothy Ayre, certify that:

1. I have reviewed this Disclosure Statement for Rocky Mountain Ayre 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 30, 2023



Timothy Ayre, {President's Signature}

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

Principal Financial Officer:

I, Timothy Ayre, certify that:

1. I have reviewed this Disclosure Statement for Rocky Mountain Ayre, 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 30, 2023



Timothy Ayre [CFO's Signature]

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