

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

**GME INNOTAINMENT, INC.**  
A Florida Corporation  
208 East 51<sup>st</sup> Street, Suite 170  
New York City, New York 10022  
(212)508-2130  
[www.srcgroup.com](http://www.srcgroup.com)  
[www.foundationfarms2021.com](http://www.foundationfarms2021.com)

Email: [Info@srcgroup.com](mailto:Info@srcgroup.com)

Sic Code- 100

## **Annual Report**

**For the period ending 12/31/22 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

5,410,868,271 as of December 31, 2022

3,922,313,243 as of December 31, 2021

### **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 Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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.

On July 22, 2015, the Company changed its name to GME Innotainment, Inc.  
On March 16, 2011, the Company changed its name to Great China Mania Holdings, Inc.  
On May 14, 2008, the Company changed its name to Great East Bottles & Drinks (China) Holdings, Inc.  
The Company was incorporated as Jomar Specialties, Inc. on July 8, 1983.

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):

The Company is incorporated in the State of Florida, Inc. The Company is currently active in the State of Florida.

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:

208 East 51<sup>st</sup> Street, Suite 170, New York, NY, 10022

The address(es) of the issuer's principal place of business:

*X 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**

|  |                     |
|--|---------------------|
| Trading symbol:                                  | <u>GMEV</u>         |
| Exact title and class of securities outstanding: | <u>Common Stock</u> |
| CUSIP:   | <u>403775109</u>    |

\_\_\_\_\_

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.

|   |   |
|---|---|
| Par or stated value:                                | \$ .00001                                 |
| Total shares authorized:                            | 49,999,000,000 as of date: 12.31.22       |
| Total shares outstanding:                           | 5,410,868,271 as of date: 12.31.22        |
| Number of shares in the Public Float <sup>2</sup> : | <u>5,358,735,769</u> as of date: 12.31.22 |
| Total number of shareholders of record:             | <u>65</u> as of date: 12.31.22            |

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

The Company has no other issues (e.g.- convertible debt, warrants, preferred shares) which are publicly traded

#### Transfer Agent

Name: Action Stock Transfer, Inc.  
Phone: (801) 274-1088  
Email: [jb@actionstocktransfer.com](mailto:jb@actionstocktransfer.com)  
Address: 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No:

#### **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:                  | Series A Preferred stock       |
| CUSIP (if applicable):                                  | N/A                            |
| Par or stated value:                                    | \$ .001                        |
| Total shares authorized:                                | 1,000,000 as of date: 12.31.22 |
| Total shares outstanding (if applicable):               | 72,500 as of date: 12.31.22    |
| Total number of shareholders of record (if applicable): | 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.**

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

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Each common shareholder is entitled to one vote per share of common stock that he holds.

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

The Series A has super-voting preferred rights. On a fully diluted basis, assuming full conversion of all convertible debt and preferred stock, one share of Series A Preferred stock would be equivalent to 13,658,975,966 votes.

**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.**

None

**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:<br><br><u>Opening Balance</u><br><br>Date <u>12.31.20</u><br>Common:<br><u>1,235,658,085</u><br><br>Preferred:<br><u>100,000</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 (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g., for cash or debt conversion) OR Nature of Services Provided (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
|---------------------|--|--|---------------------|---|--|--|--|---|---------------------------------|
| <u>1/5/21</u>       | <u>Issuance</u>  | <u>78,221,400</u>                      | <u>Common</u>       | <u>.0015</u>                                      | <u>Yes</u>   | <u>Oscaleta Partners, LLC – Steve Hicks</u>  | <u>Conversion of note</u>  | <u>Unrestricted</u>                           | <u>Section 3(a)(9)</u>          |
| <u>1/7/21</u>       | <u>Issuance</u>  | <u>130,322,000</u>                     | <u>Common</u>       | <u>.0012</u>                                      | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>2/12/21</u>      | <u>Issuance</u>  | <u>42,006,000</u>                      | <u>Common</u>       | <u>.0012</u>                                      | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>4/9/21</u>       | <u>Issuance</u>  | <u>32,331,000</u>                      | <u>Common</u>       | <u>.00525</u>                                     | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>4/21/21</u>      | <u>Issuance</u>  | <u>48,128,000</u>                      | <u>Common</u>       | <u>.005</u>                                       | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>4/29/21</u>      | <u>Issuance</u>  | <u>50,000,000</u>                      | <u>Common</u>       | <u>.00595</u>                                     | <u>Yes</u>   | <u>Alpha Financing Group— Asterios Karamitas</u>   | <u>Purchase of consulting fees</u>   | <u>Unrestricted</u>                           | <u>Liability purchase</u>       |
| <u>5/5/21</u>       | <u>Issuance</u>  | <u>86,484,000</u>                      | <u>Common</u>       | <u>.0046</u>                                      | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>5/17/21</u>      | <u>Issuance</u>  | <u>140,000,000</u>                     | <u>Common</u>       | <u>.005</u>                                       | <u>Yes</u>   | <u>JP Carey - Joseph Canouse</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>5/20/21</u>      | <u>Issuance</u>  | <u>93,538,000</u>                      | <u>Common</u>       | <u>.0043</u>                                      | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>5/20/21</u>      | <u>Issuance</u>  | <u>100,000,000</u>                     | <u>Common</u>       | <u>.0043</u>                                      | <u>Yes</u>   | <u>Alpha Financing Group— Asterios Karamitas</u>   | <u>Purchase of consulting fees</u>   | <u>Unrestricted</u>                           | <u>Liability purchase</u>       |
| <u>6/1/21</u>       | <u>Issuance</u>  | <u>99,649,000</u>                      | <u>Common</u>       | <u>.0037</u>                                      | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>6/9/21</u>       | <u>Issuance</u>  | <u>150,000,000</u>                     | <u>Common</u>       | <u>.0017</u>                                      | <u>Yes</u>   | <u>JP Carey - Joseph Canouse</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>6/15/21</u>      | <u>Issuance</u>  | <u>132,252,000</u>                     | <u>Common</u>       | <u>.0016</u>                                      | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |
| <u>6/15/21</u>      | <u>Issuance</u>  | <u>48,561,895</u>                      | <u>Common</u>       | <u>.0016</u>                                      | <u>Yes</u>   | <u>Trillium Partners LP--Steve Hicks</u>   | <u>Direct purchase of shares</u>   | <u>Unrestricted</u>                           | <u>Regulation A</u>             |

|                 |                   |                    |                           |                |            |   |   |                     |                          |
|-----------------|-------------------|--------------------|---------------------------|----------------|------------|---|---|---------------------|--------------------------|
| <u>7/20/21</u>  | <u>Issuance</u>   | <u>14,557,849</u>  | <u>Common</u>             | <u>.0016</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC- Steve Hicks</u>  | <u>3(a)(10) settlement</u>                    | <u>Unrestricted</u> | <u>Rule 144 3(a)(10)</u> |
| <u>7/20/21</u>  | <u>Issuance</u>   | <u>10,168,088</u>  | <u>Common</u>             | <u>.0016</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC- Steve Hicks</u>  | <u>3(a)(10) settlement</u>                    | <u>Unrestricted</u> | <u>Rule 144 3(a)(10)</u> |
| <u>7/20/21</u>  | <u>Issuance</u>   | <u>5,818,126</u>   | <u>Common</u>             | <u>.0016</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC- Steve Hicks</u>  | <u>3(a)(10) settlement</u>                    | <u>Unrestricted</u> | <u>Rule 144 3(a)(10)</u> |
| <u>7/20/21</u>  | <u>Issuance</u>   | <u>9,885,849</u>   | <u>Common</u>             | <u>.0016</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC- Steve Hicks</u>  | <u>3(a)(10) settlement</u>                    | <u>Unrestricted</u> | <u>Rule 144 3(a)(10)</u> |
| <u>7/21/21</u>  | <u>Issuance</u>   | <u>16,139,660</u>  | <u>Common</u>             | <u>.0017</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC- Steve Hicks</u>  | <u>3(a)(10) settlement</u>                    | <u>Unrestricted</u> | <u>Rule 144 3(a)(10)</u> |
| <u>7/28/21</u>  | <u>Issuance</u>   | <u>212,865,074</u> | <u>Common</u>             | <u>.00135</u>  | <u>Yes</u> | <u>Oscaleta Partners, LLC- Steve Hicks</u>  | <u>3(a)(10) settlement</u>                    | <u>Unrestricted</u> | <u>Rule 144 3(a)(10)</u> |
| <u>8/4/21</u>   | <u>Issuance</u>   | <u>186,488,644</u> | <u>Common</u>             | <u>.0013</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC- Steve Hicks</u>  | <u>3(a)(10) settlement</u>                    | <u>Unrestricted</u> | <u>Rule 144 3(a)(10)</u> |
| <u>8/4/21</u>   | <u>Issuance</u>   | <u>145,455,000</u> | <u>Common</u>             | <u>.0013</u>   | <u>Yes</u> | <u>Trillium Partners LP--Steve Hicks</u>    | <u>Direct purchase of shares</u>              | <u>Unrestricted</u> | <u>Regulation A</u>      |
| <u>9/2/21</u>   | <u>Issuance</u>   | <u>241,311,275</u> | <u>Common</u>             | <u>.0012</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC – Steve Hicks</u> | <u>Conversion of note</u>                     | <u>Unrestricted</u> | <u>Section 3(a)(9)</u>   |
| <u>9/2/21</u>   | <u>Issuance</u>   | <u>62,370,542</u>  | <u>Common</u>             | <u>.0012</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC – Steve Hicks</u> | <u>Conversion of note</u>                     | <u>Unrestricted</u> | <u>Section 3(a)(9)</u>   |
| <u>10/13/21</u> | <u>Issuance</u>   | <u>253,508,230</u> | <u>Common</u>             | <u>.0017</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC – Steve Hicks</u> | <u>Conversion of note</u>                     | <u>Unrestricted</u> | <u>Section 3(a)(9)</u>   |
| <u>10/29/21</u> | <u>Issuance</u>   | <u>90,175,388</u>  | <u>Common</u>             | <u>.0017</u>   | <u>Yes</u> | <u>Oscaleta Partners, LLC – Steve Hicks</u> | <u>Conversion of note</u>                     | <u>Unrestricted</u> | <u>Section 3(a)(9)</u>   |
| <u>11/9/21</u>  | <u>Issuance</u>   | <u>25,000,000</u>  | <u>Common</u>             | <u>.001</u>    | <u>Yes</u> | <u>Russell Davenport</u>                    | <u>Retirement of debt</u>                     | <u>Unrestricted</u> | <u>Section 3(a)(9)</u>   |
| <u>11/15/21</u> | <u>Retirement</u> | <u>(5,625)</u>     | <u>Series A Preferred</u> | <u>\$0.001</u> | <u>No</u>  | <u>Bailey Fischl</u>                        | <u>Retirement of preferred stock for cash</u> | <u>Restricted</u>   | <u>Section 4(a)(2)</u>   |
| <u>11/15/21</u> | <u>Retirement</u> | <u>(5,625)</u>     | <u>Series A Preferred</u> | <u>\$0.001</u> | <u>No</u>  | <u>Carla Blampin</u>                        | <u>Retirement of preferred stock for cash</u> | <u>Restricted</u>   | <u>Section 4(a)(2)</u>   |
| <u>11/15/21</u> | <u>Retirement</u> | <u>(5,625)</u>     | <u>Series A Preferred</u> | <u>\$0.001</u> | <u>No</u>  | <u>Roan Blampin</u>                         | <u>Retirement of preferred stock for cash</u> | <u>Restricted</u>   | <u>Section 4(a)(2)</u>   |
| <u>11/15/21</u> | <u>Retirement</u> | <u>(5,625)</u>     | <u>Series A Preferred</u> | <u>\$0.001</u> | <u>No</u>  | <u>Clara Fischl</u>                         | <u>Retirement of preferred stock for cash</u> | <u>Restricted</u>   | <u>Section 4(a)(2)</u>   |

|   |                   |                    |                           |                |            |   |   |                     |                        |
|---|-------------------|--------------------|---------------------------|----------------|------------|---|---|---------------------|------------------------|
| <u>12/3/21</u>  | <u>Issuance</u>   | <u>181,418,138</u> | <u>Common</u>             | <u>.0008</u>   | <u>Yes</u> | <u>Trillium Partners LP--Steve Hicks</u>              | <u>Conversion of series A Preferred stock</u> | <u>Unrestricted</u> | <u>Section 3(a)(9)</u> |
| <u>12/3/21</u>  | <u>Retirement</u> | <u>(5,000)</u>     | <u>Series A Preferred</u> | <u>\$0.001</u> | <u>No</u>  | <u>Trillium Partners LP--Steve Hicks</u>              | <u>Conversion of Series A Preferred stock</u> | <u>Unrestricted</u> | <u>Section 3(a)(9)</u> |
| <u>1/18/22</u>  | <u>Issuance</u>   | <u>388,305,000</u> | <u>Common</u>             | <u>.0005</u>   | <u>Yes</u> | <u>Trillium Partners LP--Steve Hicks</u>              | <u>Direct purchase of shares</u>              | <u>Unrestricted</u> | <u>Regulation A</u>    |
| <u>2/4/22</u>   | <u>Issuance</u>   | <u>375,000,000</u> | <u>Common</u>             | <u>.0005</u>   | <u>Yes</u> | <u>JP Carey Limited Partners, LP - Joseph Canouse</u> | <u>Conversion of note</u>                     | <u>Unrestricted</u> | <u>Section 4(a)(2)</u> |
| <u>2/28/22</u>  | <u>Issuance</u>   | <u>67,511,600</u>  | <u>Common</u>             | <u>.0003</u>   | <u>Yes</u> | <u>Trillium Partners LP--Steve Hicks</u>              | <u>Conversion of note</u>                     | <u>Unrestricted</u> | <u>Section 4(a)(2)</u> |
| <u>3/4/22</u>   | <u>Issuance</u>   | <u>166,667,000</u> | <u>Common</u>             | <u>.0003</u>   | <u>Yes</u> | <u>Trillium Partners LP--Steve Hicks</u>              | <u>Direct purchase of shares</u>              | <u>Unrestricted</u> | <u>Regulation A</u>    |
| <u>3/24/22</u>  | <u>Issuance</u>   | <u>491,071,428</u> | <u>Common</u>             | <u>.0003</u>   | <u>Yes</u> | <u>JP Carey Limited Partners, LP - Joseph Canouse</u> | <u>Conversion of note</u>                     | <u>Unrestricted</u> | <u>Section 4(a)(2)</u> |
| <div> <u>Shares Outstanding on Date of This Report:</u><br/><br/> <u>Ending Balance:</u><br/><br/> <u>Date 12.31.22</u><br/><br/> <u>Common: 5,410,868,271</u><br/><br/> <u>Preferred: 72,500</u><br/><br/> <u>Date 3.23.23</u><br/> <u>Common: 5,410,868,271</u><br/><br/> <u>Preferred: 72,500</u><br/><br/>           Shares outstanding on date of this report         </div> |                   |                    |                           |                |            |   |   |                     |                        |

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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:

\_\_\_\_\_

## 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: X ☐ (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.<br>*You must disclose the control person(s) for any entities listed. | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|------------------|--|--|--|
| <u>4/5/16</u>         | <u>5,000</u>             | <u>5,000</u>                      | <u>674</u>            | <u>On demand</u> | <u>N/A</u>   | <u>Michael Florman</u>   | <u>Loan</u>                                      |
| <u>4/5/16</u>         | <u>5,000</u>             | <u>5,000</u>                      | <u>-0-</u>            | <u>On demand</u> | <u>N/A</u>   | <u>Vincent Papa</u>  | <u>Loan</u>                                      |
| <u>8/15/16</u>        | <u>20,000</u>            | <u>20,000</u>                     | <u>-0-</u>            | <u>On demand</u> | <u>N/A</u>   | <u>Leslie Kessler</u>  | <u>Loan</u>                                      |
| <u>9/17/17</u>        | <u>500,000</u>           | <u>2,771,588</u>                  | <u>72,579</u>         | <u>On demand</u> | <u>N/A</u>   | <u>Various investors</u>   | <u>Loan</u>                                      |
| <u>9/27/17</u>        | <u>10,000</u>            | <u>10,000</u>                     | <u>2,505</u>          | <u>On demand</u> | <u>N/A</u>   | <u>Gaye Bergstrom</u>  | <u>Loan</u>                                      |
| <u>10/1/17</u>        | <u>204,337</u>           | <u>204,337</u>                    | <u>48,183</u>         | <u>10/1/22</u>   | <u>N/A</u>   | <u>Vincent Papa</u>  | <u>Loan</u>                                      |
| <u>10/1/17</u>        | <u>374,233</u>           | <u>374,233</u>                    | <u>73,617</u>         | <u>10/1/22</u>   | <u>N/A</u>   | <u>Leslie Kessler</u>  | <u>Loan</u>                                      |
| <u>10/13/17</u>       | <u>27,500</u>            | <u>780,000</u>                    | <u>51,800</u>         | <u>10/1/22</u>   | <u>Lower of 60% discount of lowest bid price in 30 days prior to conversion or \$.0005. See Note Two below</u> | <u>J.P. Carey Limited Partners, LP- Joe Canouse</u>                                      | <u>Loan</u>                                      |
| <u>11/2/17</u>        | <u>10,000</u>            | <u>10,000</u>                     | <u>2,456</u>          | <u>On demand</u> | <u>N/A</u>   | <u>Robert Frome</u>  | <u>Loan</u>                                      |
| <u>10/17/17</u>       | <u>50,000</u>            | <u>50,000</u>                     | <u>13,021</u>         | <u>10/17/19</u>  | <u>Lesser of \$.005 or 50% of lowest bid price in 20 days prior to conversion</u>                              | <u>Alpha Capital Anstalt – Konrad Ackermann</u>  | <u>Loan</u>                                      |
| <u>12/13/18</u>       | <u>30,000</u>            | <u>30,000</u>                     | <u>6,078</u>          | <u>12/31/19</u>  | <u>Lesser of \$.005 or 50% of lowest bid price in 20 days prior to conversion</u>                              | <u>Alpha Capital Anstalt – Konrad Ackermann</u>  | <u>Loan</u>                                      |
| <u>3/1/22</u>         | <u>37,500</u>            | <u>37,500</u>                     | <u>3,134</u>          | <u>1/31/23</u>   | <u>Convertible at 70% of lowest bid price for the twenty days prior to conversion</u>                          | <u>Frondeur Partners, LLC- William Gonyer</u>  | <u>Consulting services</u>                       |
| <u>4/1/22</u>         | <u>7,500</u>             | <u>7,500</u>                      | <u>563</u>            | <u>2/28/23</u>   | <u>Convertible at 70% of lowest bid price for the twenty days prior to conversion</u>                          | <u>Frondeur Partners, LLC- William Gonyer</u>  | <u>Consulting services</u>                       |
| <u>5/1/22</u>         | <u>7,500</u>             | <u>7,500</u>                      | <u>501</u>            | <u>3/31/23</u>   | <u>Convertible at 70% of lowest bid price for the twenty days prior to conversion</u>                          | <u>Frondeur Partners, LLC- William Gonyer</u>  | <u>Consulting services</u>                       |



|                 |        |               |            |                 |  |   |                     |
|-----------------|--------|---------------|------------|-----------------|--|---|---------------------|
| <u>6/1/22</u>   | 7,500  | <u>7.500</u>  | <u>438</u> | <u>4/30/23</u>  | Convertible at 70% of lowest bid price for the twenty days prior to conversion | Frondeur Partners, LLC-<br>William Gonyer | Consulting services |
| <u>8/1/22</u>   | 15,000 | <u>7.500</u>  | <u>625</u> | <u>6/30/23</u>  | Convertible at 50% of lowest bid price for the twenty days prior to conversion | Frondeur Partners, LLC-<br>William Gonyer | Consulting services |
| <u>10/1/22</u>  | 15,000 | <u>7.500</u>  | <u>374</u> | <u>8/31/23</u>  | Convertible at 50% of lowest bid price for the twenty days prior to conversion | Frondeur Partners, LLC-<br>William Gonyer | Consulting services |
| <u>11/1/22</u>  | 7,500  | <u>7.500</u>  | <u>123</u> | <u>9/30/23</u>  | Convertible at 50% of lowest bid price for the twenty days prior to conversion | Frondeur Partners, LLC-<br>William Gonyer | Consulting services |
| <u>11/29/22</u> | 11,000 | <u>11.000</u> | <u>96</u>  | <u>11/29/23</u> | <u>\$ .0001 per share</u>  | Trillium Partners, LP-<br>Stephen M Hicks | Cash note           |
| <u>12/1/22</u>  | 7,500  | <u>7.500</u>  | <u>62</u>  | <u>10/31/23</u> | Convertible at 50% of lowest bid price for the twenty days prior to conversion | Frondeur Partners, LLC-<br>William Gonyer | Consulting services |
| <u>1/1/23</u>   | 7,500  | <u>7.500</u>  | <u>N/A</u> | <u>11/30/23</u> | Convertible at 50% of lowest bid price for the twenty days prior to conversion | Frondeur Partners, LLC-<br>William Gonyer | Consulting services |
| <u>2/1/23</u>   | 7,500  | <u>7.500</u>  | <u>N/A</u> | <u>12/31/23</u> | Convertible at 50% of lowest bid price for the twenty days prior to conversion | Frondeur Partners, LLC-<br>William Gonyer | Consulting services |
| <u>3/1/23</u>   | 7,500  | <u>7.500</u>  | <u>N/A</u> | <u>1/31/24</u>  | Convertible at 50% of lowest bid price for the twenty days prior to conversion | Frondeur Partners, LLC-<br>William Gonyer | Consulting services |

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

Accrued interest is only showed through December 31, 2022 and not the date of this report

#### 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](http://www.otcmarkets.com)).

A .Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")  
The Company has two subsidiaries, Foundation Farms Corp. ("Foundation") - 60% owned and Sustainable Resources, Inc.("Sustainable") - 100% owned .

Foundation Farms, Corp., plans to engage in aeroponic urban farming, employing the use of our Vertical indoor growing units and related technology for organic farming that is based on sustainable agriculture with non-genetically modified organisms, as well as providing locally sourced fresh produce as our core priority. With our Vertical indoor growing units' small footprint, we can set them up in urban settings and be able to meet urban fresh food supply challenges. Besides freshness, other advantages are increased antioxidants, greater nutrition and less ecological waste leading to more sustainable farming. The Company through the use of its E-ROOTS technology will provide a more energy efficient and climate-controlled environment to provide its output

Urban agriculture can be defined as growing fruits, herbs, and vegetables in cities, a process that is accompanied by many other complementary activities such as processing and distributing food, collecting and reusing food waste, water, and educating, organizing, and employing local residents. Urban agriculture, a new and emerging industry, is integrated in

individual urban communities and neighborhoods by making use of underutilized indoor and outdoor space. Through the use of our Vertical indoor growing systems we will create a local sustainable agriculture that will produce food, or other plant products using farming techniques that protect the environment, public health, and our communities. In the end, we grow, harvest and sell food locally within 24 hours of harvesting. There are no wholesalers or distributors to deal with.

During the first quarter of 2021, the Company founded a new subsidiary Foundation Farms Corp (2021) ("FF2021") FF2021 was formed to be a supplier for the Company's future vertical farms. Specifically, FF2021 will provide proven hydroponics tower technology. FF2021 is also responsible for establishing E-ROOTS Centres where farmers can meet and greater food security and sustainable production can be enhanced. The first production of leafy greens has begun at the Company's Red Deer area plant. The Company has placed its first pods into service. The Company's efforts have led to its initial revenue generation during the third quarter of 2021. Revenue to date has remained minimal.

Please see our website [foundationfarms2021.com](http://foundationfarms2021.com) for more detail.

Sustainable holds licenses to produce a unique patented mobile and stationary water filtration system that was designed to be both an emergency response water filtration system, as well as, a permanent solution where drinkable water is not available for Government entities, companies and organizations. The self-contained and self-powered water filtration system can be mobilized to a site and within 30 minutes will produce drinking quality water from flood waters, surface and fresh water, desalinating ocean and/or brackish waters. This mid-range, 30,000 gallon per day system has also found a huge application in known contaminated water sources where water clarity, water borne disease and high bacteria content exist, and where mobile, self-contained systems are applicable to bring clean water to the population wherever they are located. The system can dispense water in bulk, by container or in half liter plastic bags to suit the situation. The Company has decided to not fund the water purification business at this time and has written off the Goodwill associated with its original investment.

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

The Company has two subsidiaries, Sustainable Resources, Inc.(100% owned) and Foundation Farms, Corp. (60% owned). Yves R. Michel is the sole Officer and Director of Sustainable Resources, Inc. The subsidiaries operations are described in Part A. above, respectively.

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

Sustainable Resources holds licenses to produce a unique patented mobile and stationary water filtration system that was designed to be both an emergency response water filtration system as well as a permanent solution where drinkable water is not available for Government entities, companies and organizations. At this time, the Company has decided not to fund this business opportunity.

Foundation Farms has purchased vertical indoor growing units, known as Aeropods, in order to grow organic, sustainable, and non-GMO produce. Projected customers are consumers, restaurants, and grocery stores

**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.

As of December 31, 2022, the Company's address is 208 East 51<sup>st</sup> Street, Suite 170, New York City, NY, 10022. Terms of the leases are month to month

## 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 issuer's 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.

|                        |   |                                     |                   |   |             |       |
|------------------------|---|-------------------------------------|-------------------|---|-------------|-------|
| <u>Yves R. Michel</u>  | <u>Officer / Director</u><br><u>/ &gt; 5%</u> | <u>Cary, NC</u>                     | <u>43,755,932</u> | <u>Common</u><br><u>Stock</u>                       | <u>0.8%</u> | _____ |
| <u>Ryan Veillet</u>    | Former Director                               | <u>Surrey, BC,</u><br><u>Canada</u> | <u>11,000</u>     | <u>Series A</u><br><u>Preferred</u><br><u>Stock</u> | 15.2%       | _____ |
| <u>Darcy Rai</u>       | Former Director                               | <u>Surrey, BC,</u><br><u>Canada</u> | <u>11,000</u>     | <u>Series A</u><br><u>Preferred</u><br><u>Stock</u> | 15.2%       | _____ |
| Jaide<br>Branconnier   | <u>Greater than 5%</u><br><u>Owner</u>        | Langley, B.C.                       | 5,625             | <u>Series A</u><br><u>Preferred</u><br><u>Stock</u> | 7.8%        |       |
| James Warren-<br>Berry | <u>Greater than 5%</u><br><u>Owner</u>        | Abbotsford, B.C.                    | 5,625             | <u>Series A</u><br><u>Preferred</u><br><u>Stock</u> | 7.8%        |       |
| Jolene<br>Branconnier  | <u>Greater than 5%</u><br><u>Owner</u>        | Falkland B.C.                       | 5,625             | <u>Series A</u><br><u>Preferred</u><br><u>Stock</u> | 7.8%        |       |
| Sharon<br>Branconnier  | <u>Greater than 5%</u><br><u>Owner</u>        | Abbotsford, B.C.                    | <u>5,625</u>      | <u>Series A</u><br><u>Preferred</u><br><u>Stock</u> | 7.8%        |       |
| Alex<br>MacWilliam     | <u>Greater than 5%</u><br><u>Owner</u>        | Surrey B.C.                         | 5,750             | <u>Series A</u><br><u>Preferred</u><br><u>Stock</u> | 7.9%        |       |

|                |                              |                   |       |                                 |      |  |
|----------------|------------------------------|-------------------|-------|---------------------------------|------|--|
| Jake Howardson | <u>Greater than 5% Owner</u> | Maple Ridge, B.C. | 5,750 | <u>Series A Preferred Stock</u> | 7.9% |  |
| Gurminder Rai  | <u>Greater than 5% Owner</u> | Surrey B.C.       | 5,750 | <u>Series A Preferred Stock</u> | 7.9% |  |
| Sareen Takhar  | <u>Greater than 5% Owner</u> | Victoria, B.C.    | 5,750 | <u>Series A Preferred Stock</u> | 7.9% |  |

## 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.

There are no such matters to disclose that are not disclosed in footnote 3 to the financial statements where all known legacy legal matters are discussed.

## 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: Andrew Coldicutt, Esq.  
Firm: Law Office of Andrew Coldicutt, Esq.  
Address 1: 1220 Rosecrans Street. PMB 258  
Address 2: San Diego, CA 92106  
Phone: 619-228-4970  
Email: andrew@coldicuttlaw.com

Name: Jeff Turner, Esq.  
Firm: JDT Legal, PLLC  
Address 1: 897 W Baxter Dr.  
Address 2: South Jordan, Utah 84095  
Phone: 801.810.4465  
Email: jeff@jdt-legal.com

### Accountant or Auditor

Name: Laurence Ditkoff  
Firm: Seaman Neck LLC  
Address 1: 1706 Pinnacle Way  
Address 2: Danbury CT 06811  
Phone: 203.431.8300  
Email: Larry\_Ditkoff@sbcglobal.net

### Investor Relations

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

### *All other means of Investor Communication:*

Twitter: N/A  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
[Other ] N/A

### 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)<sup>4</sup>:

Name: Laurence Ditkoff

Title: \_\_\_\_\_

Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: **Certified Public Accountant (Status inactive), Chartered Financial Analyst**

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

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<sup>4</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.

## 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, Yves Michel certify that:

1. I have reviewed this Disclosure Statement for GME INNOTAINMENT, 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.

3/23/23 [Date]

Yves Michel [CEO's Signature]

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

### *Principal Financial Officer:*

I, Yves Michel, certify that:

1. I have reviewed this Disclosure Statement for GME INNOTAINMENT, 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.

3/23/23 [Date]

Yves Michel [CFO's Signature]

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

**GME INNOTAINMENT, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**

**December 31, 2022**

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GME INNOTAINMENT, INC.  
CONSOLIDATED BALANCE SHEET  
DECEMBER 31, 2022 AND DECEMBER 31, 2021  
(UNAUDITED)

|   | December 31,<br>2022 | December 31,<br>2021 |
|---|----------------------|----------------------|
| <b>ASSETS</b>   |                      |                      |
| Current assets:   |                      |                      |
| Cash  | \$ 8,686             | 7,593                |
| Other prepaid assets  | -                    | 1,834                |
| Total current assets  | 8,686                | 9,427                |
| Fixed assets, net   | 188,345              | 147,499              |
| License   | 75,000               | 75,000               |
| Goodwill  | -                    | 500,000              |
| Total long term assets  | 263,345              | 722,499              |
| Total assets  | <u>\$ 272,031</u>    | <u>\$ 731,926</u>    |
| <b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>  |                      |                      |
| Current liabilities:  |                      |                      |
| Accounts payable and accrued expenses   | \$ 2,569,349         | \$ 1,993,219         |
| Accrued interest  | 270,545              | 136,918              |
| Convertible notes payable, net of discounts   | 178,704              | 308,500              |
| Due to related parties  | 223,790              | 182,789              |
| Common stock to be issued   | -                    | 14,000               |
| Put premium on stock settled debt   | 157,667              | 207,667              |
| Total current liabilities   | 3,400,055            | 2,843,093            |
| Non-current liabilities:  |                      |                      |
| Notes payable- non-current  | 1,083,570            | 1,083,570            |
| Total long-term liabilities   | 1,083,570            | 1,083,570            |
| Total liabilities   | 4,483,625            | 3,926,663            |
| Commitments and Contingencies (Note 18)   |                      |                      |
| Shareholders' deficit:  |                      |                      |
| Preferred stock Series A, Par value \$.001, 1,000,000 shares<br>authorized 72,500 and 72,500 shares outstanding at December<br>31, 2022 and December 31, 2021, respectively           | 73                   | 73                   |
| Common stock; Par value \$.00001, 49,999,000,000<br>authorized, 5,410,868,271 and 3,922,313,243 issued and<br>outstanding at December 31, 2022 and December 31, 2021,<br>respectively | 54,109               | 39,223               |
| Additional paid-in capital  | 13,891,058           | 13,402,455           |
| Accumulated deficit   | (17,419,814)         | (16,111,201)         |
| Total shareholders' deficit attributable to<br>common shareholders  | (3,474,575)          | (2,669,450)          |
| Non-controlling interests   | (737,020)            | (525,287)            |
| Total shareholders' deficit   | (4,211,595)          | (3,194,737)          |
| Total liabilities and shareholders' deficit   | <u>\$ 272,031</u>    | <u>\$ 731,926</u>    |

The accompanying notes are an integral part of these financial statements

GME INNOTAINMENT, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
TWELVE MONTHS ENDED DECEMBER 31, 2022 AND 2021  
(UNAUDITED)

|   | Twelve months<br>ended<br><u>December 31, 2022</u> | Twelve months<br>ended<br><u>December 31, 2021</u> |
|---|--|--|
| Revenue   | \$ 1,755   | \$ 5,384   |
| Cost of goods sold  | <u>(46,898)</u>                                    | <u>(35,941)</u>                                    |
| Gross (Loss)  | (45,143)   | (30,557)   |
| Operating expenses  |  |  |
| General and administrative expenses                                       | 685,793  | 869,049  |
| Sales and marketing   | 3,801  | 60,713   |
| Depreciation expense  | <u>44,083</u>                                      | <u>11,807</u>                                      |
| Total operating expenses  | <u>733,677</u>                                     | <u>941,569</u>                                     |
| Operating income  | (778,820)  | (972,126)  |
| Other income (expense):   |  |  |
| Gain on change in methodology of<br>accounting for derivative instruments | -  | 7,195  |
| Write-off of Account receivable   | -  | (1,050)  |
| Amortization of original issue discount                                   | -  | (73,600)   |
| Interest expense  | (248,546)  | (358,177)  |
| Impairment of Goodwill  | (500,000)  | (3,215,696)  |
| Derivative liability expense  | <u>-</u>   | <u>(496,231)</u>                                   |
| Total Other income expense  | <u>(748,546)</u>                                   | <u>(4,137,559)</u>                                 |
| Net income (loss) from continuing operations                              | (1,527,366)  | (5,109,685)  |
| Net loss attributable to noncontrolling interests                         | <u>211,733</u>                                     | <u>275,306</u>                                     |
| Net income  | <u><u>\$ (1,315,633)</u></u>                       | <u><u>\$ (4,834,379)</u></u>                       |
| Weighted average shares outstanding- Basic                                | 5,204,411,768                                      | 2,530,080,776                                      |
| Net loss per share  | <u><u>\$ (0.00)</u></u>                            | <u><u>\$ (0.00)</u></u>                            |

**The accompanying notes are integral part of these financial statements**

GME INNOTAINMENT, INC.  
STATEMENT OF SHAREHOLDER'S DEFICIT  
TWELVE MONTHS ENDED DECEMBER 31, 2021  
(Unaudited)

|  | Series A<br>Preferred stock |        | Common stock  |           | Additional      |
|--|-----------------------------|--------|---------------|-----------|-----------------|
|  | Shares                      | \$     | Shares        | \$        | Paid-In Capital |
| Balance at December 31, 2020   | 100,000                     | \$ 100 | 1,235,658,085 | \$ 12,357 | \$ 11,532,306   |
| Shares issued directly to<br>Company pursuant to<br>Regulation A financing           | -                           | -      | 1,148,726,895 | 11,487    | 1,137,240       |
| Shares issued for<br>extinguishment of<br>convertible debt                           | -                           | -      | 1,181,510,126 | 11,815    | 970,167         |
| Non-controlling interest   | -                           | -      | -             | -         |                 |
| Issuance of equity for<br>cancellation of accrued<br>consulting fees                 | -                           | -      | 150,000,000   | 1,500     | 148,500         |
| Shares issued for<br>extinguishment of non-<br>convertible debt                      |                             |        | 25,000,000    | 250       | 9,750           |
| Derivative liability previously<br>incurred on notes retired                         | -                           | -      | -             | -         | 248,091         |
| Issuance of shares for<br>retirement of preferred stock                              | (5,000)                     | (5)    | 181,418,138   | 1,814     | (1,809)         |
| Retirement of Preferred stock<br>for cash  | (22,500)                    | (23)   | -             | -         | (9,978)         |
| Difference in valuation<br>between estimated balance<br>and final balance on closing | -                           | -      | -             | -         | (631,812)       |
| Net loss, December 31, 2021  | -                           | -      | -             | -         |                 |
| Balance, December 31, 2021   | 72,500                      | \$ 73  | 3,922,313,243 | \$ 39,223 | \$ 13,402,455   |

GME INNOTAINMENT, INC.  
STATEMENT OF SHAREHOLDER'S DEFICIT  
TWELVE MONTHS ENDED DECEMBER 31, 2021  
(Unaudited)

|  | Non-<br>controlling<br>interest | Accumulated<br>Deficit      | Total                       |
|--|---------------------------------|-----------------------------|-----------------------------|
|  | <u>                    </u>     | <u>                    </u> | <u>                    </u> |
| Balance at December 31, 2020   | \$ (249,981)                    | \$ (11,001,516)             | \$ 293,266                  |
| Shares issued directly to<br>Company pursuant to<br>Regulation A financing           | -                               | -                           | 1,148,727                   |
| Shares issued for<br>extinguishment of<br>convertible debt                           | -                               | -                           | 981,982                     |
| Non-controlling interest   | (275,306)                       |                             | (275,306)                   |
| Issuance of equity for<br>cancellation of accrued<br>consulting fees                 | -                               | -                           | 150,000                     |
| Shares issued for<br>extinguishment of non-<br>convertible debt                      | -                               | -                           | 10,000                      |
| Derivative liability previously<br>incurred on notes retired                         | -                               | -                           | 248,091                     |
| Issuance of shares for<br>retirement of preferred stock                              | -                               | -                           | -                           |
| Retirement of Preferred stock<br>for cash  | -                               | -                           | (10,000)                    |
| Difference in valuation<br>between estimated balance<br>and final balance on closing | -                               | -                           | (631,812)                   |
| Net loss, December 31, 2021  | <u>-</u>                        | <u>(5,109,685)</u>          | <u>(5,109,685)</u>          |
| Balance, December 31, 2021   | <u>\$ (525,287)</u>             | <u>\$ (16,111,201)</u>      | <u>\$ (3,194,737)</u>       |

GME INNOTAINMENT, INC.  
STATEMENT OF SHAREHOLDER'S DEFICIT  
TWELVE MONTHS ENDED DECEMBER 31, 2022  
(Unaudited)

|  | Series A<br>Preferred stock |       | Common stock  |           | Additional      |
|--|-----------------------------|-------|---------------|-----------|-----------------|
|  | Shares                      | \$    | Shares        | \$        | Paid-In Capital |
| Balance, December 31, 2021   | 72,500                      | \$ 73 | 3,922,313,243 | \$ 39,223 | \$ 13,402,455   |
| Shares issued for<br>extinguishment of<br>convertible debt                 | -                           | -     | 933,583,028   | 9,336     | 282,866         |
| Fair value of warrants issued<br>on consulting notes                       | -                           | -     | -             | -         | 44,796          |
| Shares issued directly to<br>Company pursuant to<br>Regulation A financing | -                           | -     | 554,972,000   | 5,550     | 160,942         |
| Non-controlling interest   |                             |       |               |           |                 |
| Net loss, December 31, 2022  | -                           | -     | -             | -         | -               |
| Balance, December 31, 2022   | 72,500                      | \$ 73 | 5,410,868,271 | \$ 54,109 | \$ 13,891,058   |

**The accompanying notes are an integral part of these financial statements**

GME INNOTAINMENT, INC.  
STATEMENT OF SHAREHOLDER'S DEFICIT  
TWELVE MONTHS ENDED DECEMBER 31, 2022  
(Unaudited)

|  | Non-<br>controlling<br>interest | Accumulated<br>Deficit      | Total                       |
|--|---------------------------------|-----------------------------|-----------------------------|
|  | <u>                    </u>     | <u>                    </u> | <u>                    </u> |
| Balance, December 31, 2021   | \$ (525,287)                    | \$ (16,111,201)             | \$ (3,194,737)              |
| Shares issued for<br>extinguishment of<br>convertible debt                 | -                               | -                           | 292,201                     |
| Fair value of warrants issued<br>on consulting notes                       | -                               | -                           | 20,557                      |
| Shares issued directly to<br>Company pursuant to<br>Regulation A financing | -                               | -                           | 166,492                     |
| Non-controlling interest   | (211,733)                       | -                           | (211,733)                   |
| Net loss, December 31, 2022  | <u>-</u>                        | <u>(1,308,613)</u>          | <u>(1,308,613)</u>          |
| Balance, December 31, 2022   | <u>\$ (737,020)</u>             | <u>\$ (17,419,814)</u>      | <u>\$ (4,235,833)</u>       |

**The accompanying notes are an integral part of these financial statements**

**GME Innotainment, Inc.**  
**Condensed Statements of Cash Flows**  
**For the Twelve months ended December 31, 2022 and 2021**  
**(Unaudited)**

|   | <b>For the Twelve months ended<br/>December 31</b> |                  |
|---|--|------------------|
|   | <b>2022</b>  | <b>2021</b>      |
| <b>Cash flows from operating activities:</b>                      |  |                  |
| Net (Loss) from operations  | \$ (1,315,633)                                     | \$ (5,109,685)   |
| Adjustments to reconcile net loss to net cash used in operations: |  |                  |
| Depreciation expense  | 44,083   | 11,807           |
| Accrued interest and legal fees on extinguishment of debt         | -  | 108,437          |
| Derivative liability expenses                                     | -  | 496,231          |
| Non-controlling interest  | (211,733)  | (275,306)        |
| Put premium on stock settled debt recorded as interest expense    | 86,000   | -                |
| Impairment of Goodwill  | 500,000  | 3,215,696        |
| Amortization of original issue discount and new discount expensed | 2,834  | 73,600           |
| Write-off of Accounts receivable                                  |  | 1,050            |
| Gain on change in methodology                                     | -  | (7,195)          |
| Changes in operating assets and liabilities:                      |  |                  |
| Accrued expenses and other payables                               | 570,045  | 408,551          |
| Accrued interest  | 133,627  | 162,901          |
| Due to related parties  | 41,001   | 107,789          |
| <b>Net cash used in operating activities</b>                      | <b>(149,777)</b>                                   | <b>(806,123)</b> |
| <b>Cash flows used in investing activities</b>                    |  |                  |
| Purchase of fixed assets  | (73,121)   | (169,978)        |
| <b>Net cash used in investing activities</b>                      | <b>(73,121)</b>                                    | <b>(169,978)</b> |
| <b>Cash flows from financing activities:</b>                      |  |                  |
| Financings through Regulation A                                   | 166,492  | 1,148,727        |
| Issuance and (rescission) of common stock to be issued            | (14,000)   | 14,000           |
| Proceeds from convertible notes                                   | 10,000   | 7,500            |
| Retirement of preferred stock                                     |  | (10,000)         |
| Payments on long-term debt  | (28,500)   | (181,000)        |
| Issuance of consulting notes                                      | 90,000   | -                |
| <b>Net cash provided by financing activities</b>                  | <b>223,992</b>                                     | <b>979,227</b>   |
| Net increase in cash  | 1,093  | 3,125            |
| Cash at beginning of period                                       | 7,593  | 4,468            |
| Cash at end of period   | <u>\$ 8,686</u>                                    | <u>\$ 7,593</u>  |
| <b>Supplemental disclosure of cash flow information:</b>          |  |                  |
| Cash paid for interest  | <u>\$ -</u>  | <u>\$ -</u>      |
| Cash paid for taxes   | <u>\$ -</u>  | <u>\$ -</u>      |
| Original issue discount on notes                                  | <u>\$ 1,000</u>                                    | <u>\$ 2,500</u>  |
| Shares issued to extinguish consulting liabilities                | <u>\$ 150,000</u>                                  | <u>\$ -</u>      |
| Shares issued for extinguishment of convertible debt              | <u>\$ 292,201</u>                                  | <u>\$ -</u>      |

OTC Markets Group, Inc.  
OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023)

**The accompanying notes are an integral part of these consolidated financial statements**

**GME INNOTAINMENT, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**NOTE 1- NATURE OF OPERATIONS**

*Corporate History*

GME Innotainment, Inc. (the “Company,” “we,” “us,” “our,” or “GMEV”) was incorporated in Florida on July 8, 1983 and adopted the current name on July 8, 2015. Prior to December 1, 2015, the Company owned twenty-one subsidiaries. On December 1, 2015, the Company entered into an agreement selling all assets and liabilities.

On September 25, 2017, the Company acquired 100% of the outstanding stock of Sustainable Resources, Inc. (“Sustainable”) the Company and assumed certain debt of the Company in exchange for a promissory note for \$3,000,000, due in five years, bearing interest of 5%. Sustainable was incorporated in Delaware on April 24, 2015. For purposes of financial reporting, we are treating Sustainable as the surviving entity and financial statements assume Sustainable had been acquired as of January 1, 2017.

On November 6, 2019, The Company acquired a controlling interest of 60% in Foundation Farms, Corp., which specializes in the operation of highly sophisticated organic fruit, herb and vegetable indoor cultivation units that provide organic locally grown vegetables year-round to its customers. Infrastructure installations at the Company’s facilities expect to occur during the first half of 2020.

A newly issued security, Preferred Series A was issued to the owners of Foundation Farms Corp. in consideration of their interest. Each share of Series A Preferred Stock was originally convertible into 3,621 shares of Common Stock at the option of the Holder. For a period of eighteen (18) months from the Issuance Date, the Holders had anti-dilution rights which allowed for an increase in the number of shares to be issued upon conversion. That period ended on May 6, 2021. On that date, the conversion rate was calculated as 36,284 shares of common stock for each share of preferred stock owned. That number is now fixed. As of December 31, 2022, the preferred shares were convertible into approximately 2.6 billion shares of common stock.

*Acquisition of Sustainable Resources*

On September 25, 2017, the Company entered into a Securities Exchange Agreement through which the Company purchased 100% of the outstanding common stock of Sustainable Resources Corporation, a Delaware corporation (“Sustainable”), in exchange for the issuance by the Company of a \$3,000,000 non-convertible promissory note bearing a 5% per annum interest rate with a five-year term. As part of the Agreement, the Company granted to Seller a twelve (12) month option to purchase up to thirty percent (30%) of the Company’s then outstanding common stock (at time of exercise of option by Seller) at a price equal to seventy five percent (75%) of the average of trading prices during the first thirty (30) days following the closing. The Agreement constitutes a tax-free exchange. The parties also entered into a Royalty Agreement that provides for the delivery of a five percent royalty of the gross revenue earned by Sustainable beginning on July 1, 2018.

Please see our form 8-K filed on September 28, 2017 with the Securities and Exchange Commission for more detail.

*Operations of Sustainable Resources*

Sustainable holds licenses to produce a unique patented mobile and stationary water filtration system that was designed to be both an emergency response water filtration system as well as a permanent solution where drinkable water is not available for Government entities, companies and organizations. The self-contained and self-powered water filtration system can be mobilized to a site and within 30 minutes will produce drinking quality water from flood waters, surface and fresh water, desalinating ocean and/or brackish waters. This mid-range, 30,000 gallon per day system has also found a huge application in known contaminated water sources where water clarity, water borne disease and high bacteria content exist, and where mobile, self-contained systems are applicable to bring clean water to the population wherever they are located. The system can dispense water in bulk, by container or in half liter plastic



bags to suit the situation. However, due to unfavorable market conditions, the Company has determined that the water purification business is no longer viable and has written off the goodwill and any remaining assets in this

#### *Acquisition of Foundation Farms, Corp.*

On November 6, 2019, the Company entered into a Securities Exchange Agreement through which the Company purchased 60% of the outstanding common stock of Sustainable Resources Corporation, a Delaware corporation (“Sustainable”), in exchange for the issuance of 100,000 shares of Series A Preferred stock.

#### *Operations of Foundation Farms, Corp.*

Foundation Farms, Corp., plans to engage in aeroponic urban farming, employing the use of our Vertical indoor growing units and related technology for organic farming that is based on sustainable agriculture with non-genetically modified organisms, as well as providing locally sourced fresh produce as our core priority. With our Vertical indoor growing unit’s small footprint, we can set them up in urban settings and be able to meet urban fresh food supply challenges. Besides freshness, other advantages are increased antioxidants, greater nutrition and less ecological waste leading to more sustainable farming. The Company through the use of its E-ROOTS technology will provide a more energy efficient and climate-controlled environment to provide its output

Urban agriculture can be defined as growing fruits, herbs, and vegetables in cities, a process that is accompanied by many other complementary activities such as processing and distributing food, collecting and reusing food waste, water, and educating, organizing, and employing local residents. Urban agriculture, a new and emerging industry, is integrated in individual urban communities and neighborhoods by making use of underutilized indoor and outdoor space. Through the use of our Vertical indoor growing systems, we will create a local sustainable agriculture that will produce food, or other plant products using farming techniques that protect the environment, public health, and our communities. In the end, we grow, harvest and sell food locally within 24 hours of harvesting. There are no wholesalers or distributors to deal with.

During the first quarter of 2021, the Company founded a new subsidiary Foundation Farms Corp (2021) (“FF2021”) FF2021 was formed to be a supplier for the Company’s future vertical farms. Specifically, FF2021 will provide proven hydroponics tower technology. FF2021 is also responsible for establishing E-ROOTS Centres where farmers can meet and greater food security and sustainable production can be enhanced. The first production of leafy greens has begun at the Company’s Red Deer area plant. Phase one of production had been completed and the first set of Aeropods are in place. The Company engaged in its first revenue generating operations in the third quarter of 2021.

Please see our website [foundationfarms2021.com](http://foundationfarms2021.com) for more detail.

## **NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### *Basis of Presentation*

The Company prepares its consolidated financial statements are prepared in conformity with generally accepted accounting principles (“GAAP”) as promulgated in the United States of America.

### *Principles of Consolidation*

The consolidated financial statements include the accounts of GMEV and its subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

### *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 reporting period. Actual results could differ from those estimates. Significant estimates in the accompanying financial statements include the amortization period for intangible assets, valuation and impairment valuation of intangible assets, allowance for accounts receivable, depreciable lives of the web site, valuation of warrants and beneficial conversion feature debt discounts, valuation of derivatives, and valuation of share-based payments.

### *Cash and Cash Equivalents*

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents.

### *Accounting for Derivatives*

The Company evaluates its convertible debt, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for. The result of this accounting treatment is that under certain circumstances the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under this accounting standard are reclassified to liability at the fair value of the instrument on the reclassification date. During the year ended December 31, 2021, the Company implemented ASC 480. See “Convertible Notes with Fixed Rate Conversion Options” below.

### *Convertible Notes with Fixed Rate Conversion Options*

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note date with a charge to interest expense in accordance with ASC 480 - “Distinguishing Liabilities from Equity”.

### *Impairment of Long-Lived Assets*

The Company accounts for long-lived assets in accordance with the provisions of Statement of Financial Accounting Standards ASC 360-10, “Accounting for the Impairment or Disposal of Long-Lived Assets”. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. During the quarter ended December 31, 2021 based upon a decision not to pursue the opportunity in water purification, the Company took an impairment loss for its entire balance of Goodwill associated with the purchase of Sustainable Resources, Inc. During the quarter ended June 30, 2022, the Company decided to write-off the remaining goodwill on its assets associated with the Foundation Farms investment.

### *Fair Value of Financial Instruments*

The Company measures its financial assets and liabilities in accordance with generally accepted accounting principles. For certain of our financial instruments, including cash, accounts payable, accrued expenses, deposits received from customers for layaway sales and short-term loans the carrying amounts approximate fair value due to their short maturities.

We follow accounting guidance for financial and non-financial assets and liabilities. This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This guidance does not apply to measurements related to share-based payments. This guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

#### *Revenue Recognition*

The Company recognized revenue for our services in accordance with ASC 605-10, "Revenue Recognition in Financial Statements." Under these guidelines, revenue is recognized on transactions when all of the following exist: persuasive evidence of an arrangement did exist, delivery of service has occurred, the sales price to the buyer is fixed or determinable and collectability is reasonably assured.

#### *Restatements*

All financial statements for prior periods have been restated to more accurately present Financial condition. There has been no profit and loss impact on any prior period statements. Specifically, the par value of the Company's common stock was changed from \$.01 to \$.00001 in October of 2021. However, for financial statement presentation purposes, the par value change has been presented as if it had occurred during the prior year. All data presented for 2021 show the par value at \$.00001.

#### *Fixed assets, net of Accumulated depreciation*

Fixed assets are stated at cost. Significant additions or improvements extending asset lives are capitalized; normal maintenance and repair costs are expensed as incurred. Depreciation is computed using on a straight-line basis over the useful lives of the assets for both financial reporting and income tax purposes

#### *Stock-Based Compensation*

The Company accounts for stock-based instruments issued to employees in accordance with ASC Topic 718. ASC Topic 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees. The value of the portion of an award that is ultimately expected to vest is recognized as an expense over the requisite service periods using the straight-line attribution method. The Company accounts for non-employee share-based awards in accordance with the measurement and recognition provisions ASC Topic 505-50. The Company estimates the fair value of stock options at the grant date by using the Black-Scholes option-pricing model.

#### *Income Taxes*

The Company accounts for income taxes in accordance with FASB ASC 740, "Income Taxes". Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and loss carryforwards and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income (loss) in the years in which those temporary differences are expected to be recovered or settled.

The effect of a change in tax rules on deferred tax assets and liabilities is recognized in operations in the year of change. A valuation allowance is recorded when it is "more likely-than-not" that a deferred tax asset will not be realized.

Tax benefits of uncertain tax positions are recognized only if it is more likely than not that the Company will be able to sustain a position taken on an income tax return. The Company has no liability for uncertain tax positions as of December 31, 2020. Interest and penalties in any, related to unrecognized tax benefits would be recognized as interest expense. The Company does not have any accrued interest or penalties associated with unrecognized tax benefits, nor were any significant interest expense recognized during the twelve months ended December 31, 2022 and 2021.

### *Net Earnings (Loss) Per Share*

In accordance with ASC 260-10, "Earnings Per Share," basic net earnings (loss) per common share is computed by dividing the net earnings (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share are computed using the weighted average number of common and dilutive common stock equivalent shares outstanding during the period.

### *Warrants*

All warrants are recorded at their fair value at the time of issuance as Additional paid-in capital. Additional paid-in capital is reduced as the warrants are exercised and the security upon which the warrants were originally issued is increased. Warrants are adjusted quarterly with all changes going to Additional Paid-In Capital. Upon expiration, all warrants are eliminated through additional paid-in capital.

### *Segment Information*

In accordance with the provisions of ASC 280-10, "Disclosures about Segments of an Enterprise and Related Information", the Company is required to report financial and descriptive information about its reportable operating segments. Prior to the third quarter of 2021, The Company had two operating segments, Water purification and Agriculture. During the third quarter, it was determined that the Company would only have an agricultural component. Thusly, there is no more segment reporting.

### **NOTE 3 – GOING CONCERN**

The Company has not generated substantial revenues and has recurring net losses. For the nine months ended December 31, 2022 and 2021, net (loss) was \$(1,315,633) and (\$4,834,379), respectively.

In addition, as of December 31, 2022, the Company had an accumulated deficit and stockholders' deficit of (\$17,419,814) and (\$4,211,595) respectively. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The accompanying consolidated financial statements have been prepared in conformity with U.S. GAAP, which contemplate continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The ability of the Company to continue its operations is dependent on the execution of management's plans, which include the raising of capital through the debt and/or equity markets, until such time that funds provided by operations are sufficient to fund working capital requirements. If the Company were not to continue as a going concern, it would likely not be able to realize its assets at values comparable to the carrying value or the fair value estimates reflected in the balances set out in the preparation of the consolidated financial statements.

There can be no assurances that the Company will be successful in generating additional cash from the equity/debt markets or other sources to be used for operations. The consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary. Based on the Company's current resources, the Company will not be able to continue to operate without additional immediate funding. Should the Company not be successful in obtaining the necessary financing to fund its operations, the Company would need to curtail certain or all operational activities and/or contemplate the sale of its assets, if necessary.

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

The Company is attempting to commence explorations and generate revenue; however, the Company's future cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy in the exploration and development of its unproved properties and the Company's ability to raise additional funds, until such time it is able to generate sufficient revenue to support its operations, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and in its ability to raise additional funds, until such time the Company can generate sufficient revenues to support its operations.

In the event the Company is unable to raise funding in the near term, we will not be able to pay our liabilities. In the event we are unable to raise adequate funding in the future for our operations and to pay our outstanding debt obligations, and if our current

creditors elect to foreclose on the outstanding debts then owed, we would be forced to liquidate our assets or may be forced to seek bankruptcy protection, which could result in the value of our outstanding securities declining in value or becoming worthless.

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

#### NOTE 4- FIXED ASSETS- NET OF ACCUMULATED DEPRECIATION

Fixed assets- net relate to the purchase of Aeropods at our Foundation Farms 21, LTD subsidiary. They are reported net of accumulated depreciation. Assets are depreciated over their usable lives, currently estimated at ten years. Balances at December 31, 2022 and December 31, 2021 are as follows:

|   | <u>December 31, 2022</u> | <u>December 31, 2021</u> |
|---|--------------------------|--------------------------|
| Aeropods                                      | \$ 232,427               | \$ 159,306               |
| Less; Accumulated depreciation                | ( 44,082 )               | (11,807)                 |
| Fixed assets, net of accumulated depreciation | <u>\$ 188,345</u>        | <u>\$ 147,499</u>        |

#### NOTE 5- LICENSES

Licenses represent the intellectual property associated with Foundation Farms Corp. Specifically, the license is for the modular growth units, known as AeroPods, which will be used to grow non-cannabis plants for local production.

Licenses at December 31, 2022 and December 31, 2021 are as follows:

|          | <u>December 31<br/>2022</u> | <u>December 31<br/>2021</u> |
|----------|-----------------------------|-----------------------------|
| Licenses | <u>\$75,000</u>             | <u>\$75,000</u>             |

#### NOTE 6 –GOODWILL

*Foundation Farms Corp.*

On November 6, 2019, the Company entered into a Securities Exchange Agreement through which the Company purchased 60% of the outstanding common stock of Foundation Farms Corp., a Canadian Company (the “FFC”), having its principal office in Langley, BC. in exchange for the issuance of 100,000 shares of Series A Preferred stock.

FFC’s assets, acquired liabilities assumed and residual goodwill at their respective acquisition dates are summarized as follows:

|                         |                   |
|-------------------------|-------------------|
| Liabilities assumed     |                   |
| Accrued expenses        | \$ 206,933        |
| Related party liability | <u>25,000</u>     |
| Total liabilities       | 231,933           |
| Assets attached         |                   |
| License                 | <u>25,000</u>     |
| Net deficit             | 206,933           |
| Worth of assets         | <u>293,067</u>    |
| Goodwill                | <u>\$ 500,000</u> |

During the quarterly review of goodwill for the quarter ended December 31, 2022, the Company determined due to the slow growth of the Agricultural business that the valuation of the Goodwill could not be supported and an impairment charge was taken.

Balances of goodwill are as follows for December 31, 2022 and December 31, 2021

|                         | December 31,<br><u>2022</u> | December 31,<br><u>2021</u> |
|-------------------------|-----------------------------|-----------------------------|
| Foundation Farms Corp., | \$ 500,000                  | \$ 500,000                  |
| Impairment charge       | <u>(500,000)</u>            | <u>-</u>                    |
| Goodwill                | <u>\$ -</u>                 | <u>\$ 500,000</u>           |

#### **NOTE 7- ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and Accrued expenses at December 31, 2021 and December 31, 2020 were as follows:

|                                       | December 31<br><u>2022</u> | December 31<br><u>2021</u> |
|---------------------------------------|----------------------------|----------------------------|
| Accounts payable and Accrued expenses | <u>\$2,569,349</u>         | <u>\$1,993,219</u>         |

A summary of Accounts payable and accrued expenses is as follows:

|   | December 31<br><u>2022</u> | December 31<br><u>2021</u> |
|---|----------------------------|----------------------------|
| Officer salaries at Parent company                      | \$ 762,369                 | \$ 654,596                 |
| Foundation Farms Corp. consulting accruals              | 1,052,179                  | 735,882                    |
| Other accrued expenses at Foundation Farms subsidiaries | 754,801                    | 587,741                    |
| Consulting accruals at Parent Company                   | <u>-</u>                   | <u>15,000</u>              |
| Total accrued expenses                                  | <u>\$2,569,349</u>         | <u>\$1,993,219</u>         |

Foundation Farms Corp. accruals are mostly consulting expenses, travel, meals, vehicle usage, hotels, business meetings, advertisement and promotion.

Officer salaries

|                              |                   |
|------------------------------|-------------------|
| Balance at December 31, 2021 | \$ 654,596        |
| Add: Accruals                | 150,000           |
| Less; Payments               | <u>(37,500)</u>   |
| Balance at December 31, 2022 | <u>\$ 762,369</u> |

#### **NOTE 8- ACCRUED INTEREST**

Accrued interest at December 31, 2022 and December 31, 2021 are as follows:

|                  | December 31<br><u>2022</u> | December 31<br><u>2021</u> |
|------------------|----------------------------|----------------------------|
| Accrued interest | <u>\$ 270,545</u>          | <u>\$ 136,918</u>          |

A reconciliation of accrued interest follows below:

|  | December 31<br><u>2022</u> | December 31,<br><u>2021</u> |
|--|----------------------------|-----------------------------|
| Interest on notes previously included in Liability |                            |                             |
| Purchase agreement                                 | \$ 192,355                 | \$ 70,603                   |
| September 17, 2017 Note                            | 72,579                     | 61,804                      |
| Other  | <u>5,610</u>               | <u>4,511</u>                |
| Total accrued interest                             | <u>\$ 270,545</u>          | <u>\$ 136,918</u>           |

#### NOTE 9– CONVERTIBLE NOTES PAYABLE

The balances of convertible notes payable at December 31, 2022 and 2021 are as follows:

| Creditor  | Date<br>Issued | Interest<br>Rate | Original<br>amount | December 31, 2022<br>Amount | Dec. 31, 2021<br>Amount | Shares<br>convertible into<br>at December 31,<br>2022 |
|---|----------------|------------------|--------------------|-----------------------------|-------------------------|---|
| JP Carey Limited Partners LP                        | 1-Oct-17       | 5%               | \$ 780,000         | \$ 27,500                   | \$ 200,000              | 1,315,930,675   |
| Oscaleta Partners, LLC                              | 20-Nov-18      | 10%              | 2,000              | -                           | 2,000                   | -   |
| Oscaleta Partners, LLC                              | 27-Feb-20      | 5%               | 3,500              | -                           | 3,500                   | -   |
| Alpha Capital Anstalt                               | 17-Oct-17      | 5%               | 50,000             | 50,000                      | 50,000                  | 1,050,342,466   |
| Alpha Capital Anstalt                               | 13-Dec-18      | 5%               | 30,000             | 30,000                      | 30,000                  | 601,301,370   |
| Tarpon Bay Partners, LLC                            | 30-Dec-16      | 10%              | 10,000             | -                           | 10,000                  | -   |
| Tarpon Bay Partners, LLC                            | 21-Sep-16      | 10%              | 5,500              | -                           | 5,500                   | -   |
| Trillium Partners Lp                                | 13-Dec-21      | 10%              | 7,500              | -                           | 7,500                   | -   |
| Frondeur Partners LLC                               | 1-Mar-22       | 10%              | 37,500             | 37,500                      | -                       | 580,479,452   |
| Frondeur Partners LLC                               | 1-Apr-22       | 10%              | 7,500              | 7,500                       | -                       | 115,185,910   |
| Frondeur Partners LLC                               | 1-May-22       | 10%              | 7,500              | 7,500                       | -                       | 114,305,284   |
| Frondeur Partners LLC                               | 1-Jun-22       | 10%              | 7,500              | 7,500                       | -                       | 158,753,425   |
| Frondeur Partners LLC                               | 1-Aug-22       | 10%              | 15,000             | 15,000                      | -                       | 312,493,151   |
| Frondeur Partners LLC                               | 1-Oct-22       | 10%              | 15,000             | 15,000                      | -                       | 307,479,452   |
| Frondeur Partners LLC                               | 1-Nov-22       | 10%              | 7,500              | 7,500                       | -                       | 152,465,753   |
| Trillium Partners Lp                                | 29-Nov-22      | 10%              | 11,000             | 11,000                      | -                       | 221,928,767   |
| Frondeur Partners LLC                               | 1-Dec-22       | 10%              | 7,500              | 7,500                       | -                       | 151,232,877   |
| Balance at December 31, 2022 and 2021- gross        |                |                  |                    | \$ 223,500                  | 308,500                 | 5,081,898,581   |
| Less: Amounts applied to warrants                   |                |                  |                    | (44,796)                    | -                       | -   |
| Convertible debt at December 31, 2022 and 2021- net |                |                  |                    | <u>\$ 178,704</u>           | <u>\$ 308,500</u>       | <u>5,081,898,581</u>                                  |

## NOTE 10- DUE TO RELATED PARTIES

The related party liability relates to a consultant to the Company who provides the intellectual property for Foundation Farms Corp., See Note 4 above.

|   | December 31<br><u>2022</u> | December 31<br><u>2021</u> |
|---|----------------------------|----------------------------|
| License payable   | \$ 75,000                  | \$ 75,000                  |
| Payments for Aeropod purchases made<br>by related parties | <u>148,790</u>             | <u>107,789</u>             |
| Balances  | <u>\$ 223,790</u>          | <u>\$ 182,789</u>          |

## NOTE 11- PUT PREMIUM ON STOCK SETTLED DEBT

During calendar year 2021, the Company decided to adopt ASC 480- “Distinguishing Liabilities from Equity.” When the enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note date with a charge to interest expense.

In previous quarters, the Company had recorded such items as derivative liabilities (See Footnote six). Thusly, there was a charge to put premium on stock settled debt and a decrease to derivative liability. On a going-forward basis, all put premiums will be charged to interest expense.

Put premium on stock settled debt at December 31, 2022 was as follows:

| Creditor                           | Date<br>Issued | 31-Dec-22<br>Current<br>Amount | Percentage of<br>stock price used<br>for conversion | Put premium on<br>stock settled<br>debt |
|------------------------------------|----------------|--------------------------------|---|---|
| JP Carey Limited Partners LP       | 1-Oct-17       | \$ 27,500                      | 60%   | \$ 18,333                               |
| Alpha Capital Anstalt              | 17-Oct-17      | 50,000                         | 60%   | 33,333                                  |
| Alpha Capital Anstalt              | 13-Dec-18      | 30,000                         | 60%   | 20,000                                  |
| Frondeur Partners LLC              | 1-Mar-22       | 37,500                         | 70%   | 16,071                                  |
| Frondeur Partners LLC              | 01-Apr-22      | 7,500                          | 70%   | 3,214                                   |
| Frondeur Partners LLC              | 01-May-22      | 7,500                          | 70%   | 3,214                                   |
| Frondeur Partners LLC              | 01-Jun-22      | 7,500                          | 50%   | 7,500                                   |
| Frondeur Partners LLC              | 01-Aug-22      | 15,000                         | 50%   | 15,000                                  |
| Frondeur Partners LLC              | 01-Oct-22      | 15,000                         | 50%   | 15,000                                  |
| Frondeur Partners LLC              | 01-Nov-22      | 7,500                          | 50%   | 7,500                                   |
| Trillium Partners Lp               | 29-Nov-22      | 11,000                         | 50%   | 11,000                                  |
| Frondeur Partners LLC              | 01-Dec-22      | <u>7,500</u>                   | 50%   | <u>7,500</u>                            |
| Gross balance at December 31, 2022 |                | <u>\$ 223,500</u>              |   | <u>\$ 157,667</u>                       |



Put premium on stock settled debt at December 31, 2021 was as follows:

| Creditor                     | Date Issued | 31-Dec-21<br>Current<br>Amount | Percentage of<br>stock price used<br>for conversion | Put premium on<br>stock settled<br>debt |
|------------------------------|-------------|--------------------------------|---|---|
| JP Carey Limited Partners LP | 1-Oct-17    | 200,000                        | 60%   | 133,333                                 |
| Oscaleta Partners, LLC       | 20-Nov-18   | 2,000                          | 50%   | 2,000                                   |
| Oscaleta Partners, LLC       | 27-Feb-20   | 3,500                          | 50%   | 3,500                                   |
| Alpha Capital Anstalt        | 17-Oct-17   | 50,000                         | 60%   | 33,333                                  |
| Alpha Capital Anstalt        | 13-Dec-18   | 30,000                         | 60%   | 20,000                                  |
| Tarpon Bay Partners, LLC     | 30-Dec-16   | 10,000                         | 50%   | 10,000                                  |
| Tarpon Bay Partners, LLC     | 21-Sep-16   | 5,500                          | 50%   | 5,500                                   |
| Trillium Partners Lp         | 13-Dec-21   | 7,500                          | 0%  | -                                       |
| Balance at December 31, 2021 |             | <u>\$ 308,500</u>              |   | <u>\$ 207,667</u>                       |

#### NOTE 12- COMMON STOCK TO BE ISSUED

On May 12, 2021, NY Farms, subscribed to 14,000,000 shares under the Regulation A filing for \$14,000. The funds were received but the shares were not issued. In January 2022, The Company rescinded the transaction and the funds were returned.

#### NOTE 13- NON-CONVERTIBLE NOTES PAYABLE

Non-convertible notes payable is \$1,083,570 at December 31, 2022 and December 31, 2021 are as follows:

|                   |                    |
|-------------------|--------------------|
| Vincent Papa      | \$ 204,337         |
| Various investors | 500,000            |
| Leslie Kessler    | 374,223            |
| Michael Florman   | <u>5,000</u>       |
| Total             | <u>\$1,083,570</u> |

#### NOTE 14- WARRANTS

During the year ended December 31, 2022, the Company issued 143,750,000 warrants associated with notes issued for advisory services. The warrants have a term of five years, and are marked to market quarterly with a corresponding impact on Additional paid-in capital. Warrant values total \$44,796 as follows:

| Holder of warrants    | Date of Issuance | Number                | Exercise price | Date of Maturity | Value            |
|-----------------------|------------------|-----------------------|----------------|------------------|------------------|
| Frondeur Partners LLC | 1-Jun-22         | 18,750,000            | \$0.0001       | 01-Jun-27        | \$ 5,608         |
| Frondeur Partners LLC | 1-Aug-22         | 50,000,000            | \$0.00015      | 01-Sep-27        | 14,949           |
| Frondeur Partners LLC | 1-Oct-22         | 18,750,000            | \$0.00010      | 01-Oct-27        | 13,062           |
| Frondeur Partners LLC | 1-Nov-22         | 18,750,000            | \$0.00015      | 01-Nov-27        | 5,601            |
| Frondeur Partners LLC | 1-Dec-22         | 37,500,000            | \$0.00010      | 01-Dec-27        | 5,575            |
| Total                 |                  | <u>\$ 143,750,000</u> |                |                  | <u>\$ 44,796</u> |

## NOTE 15 – STOCKHOLDERS’ DEFICIT

### *Common stock*

#### *Increase in Authorized shares and Par Value*

On June 10, 2021, the Company filed with the State of Florida to increase its authorized shares of common stock outstanding to 29,999,000,000.

On October 12, 2021, the Company changed the par value on its common stock from \$.01 to \$.00001 and increased the authorized number of shares of common stock to 49,999,000,000

As of December 31, 2022, and December 31, 2021, the Company had 5,410,868,271 and 3,922,313,243 shares outstanding, respectively.

### Regulation A Offerings

In June 2020, the Company received approval from the United States Security and Exchange Commission to file an offering circular pursuant to Regulation A of the Securities Act of 1933. The Offering allows for the issuance of up to 1,500,000,000 shares to raise \$1,500,000 throughout the life of the offering. During the twelve months ended December 31, 2021 the Company issued another 1,148,726,895 shares to raise \$1,148,727.

During the twelve months ended December 31, 2021, the Company received approval from the United States Security and Exchange Commission (“SEC”) to file a second offering circular pursuant to Regulation A of the Securities Act of 1933. The offering was approved by the SEC in December 2021. A total of 10 billion shares may be issued for a maximum of \$3,000,000. No shares were issued under this arrangement as of December 31, 2021. Subsequent to that date, approximately 550 million shares have been issued and the Company has raised approximately \$166,000.

### Share issuance

See 3) *Issuance History* for details of stock issuances from January 1, 2020 through December 31, 2022.

### Potential dilution from convertible debt and Preferred stock

As of December 31, 2022, if all convertible debt and convertible preferred stock were converted into common stock, they would be convertible into 5,0821,898,581 and 2,630,562,997 shares of common stock, respectively. As of December 31, 2022, assuming full conversion, there would have been approximately 13.3 billion shares outstanding as follows:

## Fully diluted shares outstanding at December 31, 2022

|   |                       |
|---|-----------------------|
| Common stock                              | 5,410,868,271         |
| Warrants                                  | 143,750,000           |
| Securities convertible into common stock: |                       |
| Preferred Stock                           | 2,630,562,997         |
| Debt                                      | <u>5,081,898,581</u>  |
| Total                                     | <u>13,267,079,849</u> |

### *Preferred stock*

On November 6, 2019, The Company acquired a controlling interest of 60% in Foundation Farms, Corp., which specializes in the operation of highly sophisticated organic fruit, herb and vegetable indoor cultivation units that provide organic locally grown vegetables year-round to its customers.

A newly issued security, Preferred Series A was issued to the owners of Foundation Farms Corp. in consideration of their interest. Each share of Series A Preferred Stock was originally convertible into 3,621 shares of Common Stock at the option of the Holder. For a period of eighteen (18) months from the Issuance Date, the Holders had anti-dilution rights which allowed for an increase in the number of shares to be issued upon conversion. At the end of the anti-dilution period, the conversion rate was calculated as 36,284 shares of common stock for each share of preferred stock and will remain constant in perpetuity. As of December 31, 2022, the preferred shares were convertible into approximately 2.6 billion shares of common stock.

The holders of Series A Preferred Stock rank senior to the Company's common stock and will vote together with the holders of the Company's common stock on an as-converted basis on each matter submitted to a vote of holders of common stock (whether at a meeting of shareholders or by written consent). In any such vote, the number of votes that may be cast by a holder shall be equal to one (1) vote for each share of common stock into which such holder's outstanding shares of Series A Preferred Stock may be converted. Each holder shall be entitled to notice of all shareholder meetings (or requests for written consent) in accordance with the Company's bylaws. As a result of the issuance of the Series A Preferred Stock, there was a change in control of the Company as of the date of consummation of the Merger.

During the year ended December 31, 2021, 22,500 shares of Series A Preferred stock were retired for \$10,000, and 5,000 shares of Series A Preferred stock plus accrued dividends were converted into approximately 181 million shares of common stock. As of December 31, 2022, there are 72,500 shares of Series A preferred stock outstanding.

### *Authorization of Series B preferred stock ("Series B")*

On June 10, 2021, the Company filed a Certificate of Designation to authorize 100,000 shares of Series B. Each share of Series B Preferred Stock shall have a par value of \$0.001 per share. To date, no shares of Series B have been issued.

## **NOTE 16- SEGMENT REPORTING**

Due to the discontinuation of the Water purification business, the Company has only one business, agriculture and segment reporting is no longer needed.

## **NOTE 17 – INCOME TAX**

In accordance with ASC 740, we are required to recognize the impact of an uncertain tax position in the consolidated financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. An uncertain tax position will not be recognized if it has less than a 50% likelihood of being sustained upon examination by the tax authorities. We had no unrecognized tax benefits from uncertain tax positions as of December 31, 2022 and 2021. It is also our policy, in accordance with authoritative guidance, to recognize interest and penalties related to income tax matters in interest and other expense in our Statements of Operations.

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial reporting and tax bases of assets and liabilities and are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. As a result of our cumulative losses, management has concluded that a full valuation allowance against our net deferred tax assets is appropriate.

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has evaluated Staff Accounting Bulletin No. 118 regarding the impact of the decreased tax rates of the Tax Cuts & Jobs Act. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The provision for income taxes on our loss from continuing operations for the fiscal years ended December 31, 2022 and 2021 are as follows as shown on the following page:

|  | <u>2022</u>      | <u>2021</u>      |
|--|------------------|------------------|
| Net income/(loss)  | \$ (1,315,633)   | \$ (4,834,379)   |
| Less:  |                  |                  |
| Impairment of Goodwill   | 500,000          | 3,215,696        |
| Derivative liability expense   | -                | 496,231          |
| Gain on change in methodology of accounting for derivative instruments | -                | (7,195)          |
| Write-off of Account receivable  | -                | 1,050            |
| Amortization of original issue discount                                | -                | 73,600           |
| Put premium recorded as interest expense                               | 86,000           | -                |
| Non-controlling interest   | <u>(211,733)</u> | <u>(275,306)</u> |
| Taxable income   | \$ (941,366)     | \$ (1,330,303)   |
| Marginal tax rate  | <u>26%</u>       | <u>26%</u>       |
| Tax expense  | (244,755)        | (345,879)        |
| Change in valuation allowance  | <u>244,755</u>   | <u>345,879</u>   |
| Provision for Income taxes   | <u>\$ -</u>      | <u>\$ -</u>      |

In percentage terms, the components of income tax expense are as follows:

|  | <u>2022</u>  | <u>2021</u>  |
|--|--------------|--------------|
| Net income/(loss)  | -26.0%       | -26.0%       |
| Impairment of Goodwill   | 9.9%         | 17.3%        |
| Derivative liability expense   | 0.0%         | 2.7%         |
| Gain on change in methodology<br>of accounting for derivative<br>instruments | 0.0%         | 0.0%         |
| Write-off of Account receivable  | 0.0%         | 0.0%         |
| Amortization of original issue   | 0.0%         | 0.4%         |
| Put premium recorded as<br>interest expense                                  | 1.7%         | 0.0%         |
| Non-controlling interest   | <u>-4.2%</u> | <u>-1.5%</u> |
| Marginal income tax expense  | -18.6%       | -7.2%        |
| Change in valuation allowance  | <u>18.6%</u> | <u>7.2%</u>  |
| Income tax expense   | <u>0.0%</u>  | <u>0.0%</u>  |

Marginal tax rates were calculated as follows:

|                                  | <u>2022</u> | <u>2021</u> |
|----------------------------------|-------------|-------------|
| Marginal tax rates:              |             |             |
| Federal                          | 21%         | 21%         |
| State, net of federal tax impact | <u>5%</u>   | <u>5%</u>   |
| Total marginal tax<br>rates      | <u>26%</u>  | <u>26%</u>  |

## NOTE 18 – CONTINGENCIES AND COMMITMENTS

### Legal Matters

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of December 31, 2022, there were no pending or threatened lawsuits.

## NOTE 19- COVID-19

The Company, like all enterprises, is currently dealing with the impact of COVID-19 on future prospects. Recent events such as the vaccinations mitigate, but do not eliminate, the possible adverse consequences to the domestic and international economies. Recent increases in the Delta and Omicron Variants of COVID-19 have resulted in greater infections and its ultimate impact cannot be ascertained

## NOTE 20- IMPACT OF CLIMATE CHANGE

The Financial Stability Board created the Task Force on Climate-related Financial Disclosures (TCFD) to improve and increase reporting of climate-related financial information. The TCFD requires that the impact of climate change upon risk assessment, capital allocation and strategic planning be discussed.

At this time, the impact cannot be determined.

## NOTE 21 – SUBSEQUENT EVENTS

As of the date of this report, there were no material subsequent events that required disclosure except for the following:

### *Issuance of outstanding debt*

Subsequent to the end of the quarter, the Company issued the following debt and warrants for consulting services:

| <u>Issuance date</u> | <u>Face value of debt</u> | <u>Number of warrants</u> | <u>Exercise price</u> | <u>Term (in years)</u> |
|----------------------|---------------------------|---------------------------|-----------------------|------------------------|
| January 1, 2023      | \$ 7,500                  | 75,000,000                | \$.00005              | Five years             |
| February 1, 2023     | 7,500                     | 37,500,000                | \$.0001               | Five years             |
| March 1, 2023        | 7,500                     | 37,500,000                | \$.0001               | Five years             |