

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

## **Masterbeat Corporation**

5178 Stefan Ridge Way  
Buford, GA 30519

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(561) 570-7050  
Info@masterbeatcorp.com  
SIC Code: 6719

## **Quarterly Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

1,164,543,000 Common Shares as of March 31, 2023

1,164,543,000 Common Shares as of December 31, 2022

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:

Yes: ☐ No: ☒

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

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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 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.

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.

Masterbeat Corporation – 12/18/2009  
Green Mountain Recovery, Inc 05/17/2007

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):

May, 2007 State of Delaware: Active

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

N/A

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

N/A

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

5178 Stefan Ridge Way Buford, GA 30519

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

### Transfer Agent

Name: Signature Stock Transfer, Inc  
Phone: (972) 612-4120  
Email: info@signaturestocktransfer.com  
Address: 14673 Midway Road Suite 220 Addison, TX 75001

### Publicly Quoted or Traded Securities:

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

Trading symbol:	MSTO
Exact title and class of securities outstanding:	Common
CUSIP:	576363105
Par or stated value:	<u>.0001</u>

Total shares authorized:	3,000,000,000 as of date: March 31, 2023
Total shares outstanding:	1,164,543,000 as of date: March 31, 2023
Total number of shareholders of record:	130 as of date: March 31, 2023

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

Exact title and class of securities outstanding:	<u>Preferred</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	<u>25,000,000 as of date: March 31, 2023</u>
Total shares outstanding:	<u>20,000,000 as of date: March 31, 2023</u>
Total number of shareholders of record:	<u>1 as of date: March 31, 2023</u>

### **Security Description:**

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

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

The holders of shares of common stock of the corporation (the "Common Stock") shall be entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. The holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors out of funds legally available therefor. In the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock shall be entitled to share ratably in all assets remaining after payment of liabilities and the liquidation preferences of any outstanding preferred stock. The Common Stock do not have any pre-emptive rights.

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

##### CLASS A CONVERTIBLE PREFERRED STOCK

1. Designation and Amount. The designation of this class of capital stock shall be "Class A Convertible Preferred Stock," par value \$0.0001 per share (the "Class A Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class A Stock shall be as set forth herein. The number of authorized shares of the Class A Stock is 20,000,000 shares. The term "Preferred Stock" shall mean the Class A Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

2. Ranking. The Corporation's Class A Stock shall rank, as to dividends and upon Liquidation (as defined in Section 4(b) hereof), senior and prior to the Corporation's common stock, par value \$0.0001 per share (the "Common Stock") and to all other classes or class of stock issued by the Corporation, except as otherwise approved by the affirmative vote or consent of the holders of a majority of the shares of Class A Stock pursuant to Section 6(c) hereof.

3. Dividend Provisions. The holders of shares of Class A Stock have no dividend rights except as may be declared by the Board of Directors of the Corporation in its sole and absolute discretion, out of funds legally available for that purpose.

4. Liquidation Rights. 4(a) With respect to rights on Liquidation (as defined in Section 4(b) hereof), the Class A Stock shall rank senior and prior to the Corporation's Common Stock and to all other classes or series of stock issued by the Corporation, except as otherwise approved by the affirmative vote or consent of the holders of at least a majority of Class A Stock outstanding pursuant to Section 6(a) hereof. 4(b) In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (collectively, a "Liquidation"), the sole participation to which the holders of shares of Class A Stock then outstanding (the "Class A Stockholders") shall be entitled, out of the assets of the Corporation legally available for distribution to its stockholders, whether from capital, surplus or earnings, to receive, before any payment shall be made to the holders of the Corporation's Common Stock or any other class or series of stock ranking on Liquidation junior to such Class A Stock, an amount per share equal to \$1.00. If upon any such Liquidation of the Corporation, the remaining assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Class A Stock the full amount to which they shall be entitled, the holders of shares of Class A OTC Markets Group Inc. OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023) Page 5 of 27 Stock and any class or series of stock ranking on liquidation on a parity with the Class A Stock shall share pari passu in any distribution of the remaining assets and funds of the Corporation in proportion to the respective liquidation amounts of the Preferred Stock that would otherwise be payable to the holders of Preferred Stock with respect to the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

5. Voting. The Class A Stockholders shall be entitled to vote on all matters requiring a shareholder vote of the Corporation. Each shareholder of record of Masterbeat Corporation Class A Stock shall have one hundred (500) votes for each Class A Stock share outstanding in his or her name on the books of the Corporation.

6. Conversion.

6(a) Any Class A Stockholder shall have the right to convert any or all of its Class A Stock into 10 shares of fully paid and nonassessable shares of Common Stock for each share of Class A Stock so converted. In any event, holders of Class A Stock will have the right to convert as described in this Section 6 upon an initial or secondary public offering of Common Stock by the Corporation or in the event of a change in control as defined in the Rules and Regulations of the Securities and Exchange Commission.

6(b)(i) Any Class A Stockholder may exercise the right to convert such shares into Common Stock pursuant to this Section 6 by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted (the "Class A Preferred Certificate"), duly endorsed or assigned in blank to the Corporation (if required by it).

6(b)(ii) Each Class A Preferred Certificate shall be accompanied by written notice stating that such holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock (the "Common Certificate") are to be issued. Such conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date."

6(b)(iii) As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at the place designated by such holder, a certificate or certificates for the number of shares of Common Stock to which such holder is entitled.

6(b)(iv) The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of Common Stock on the applicable Conversion Date, unless the transfer books of the Corporation are closed on such Conversion Date, in which event the holder shall be

deemed to have become the stockholder of record on the next succeeding date on which the transfer books are open, provided that the Conversion Price shall be that Conversion Price in effect on the Conversion Date.

6(b)(v) Upon conversion of only a portion of the number of shares covered by a Class A Preferred Certificate, the Corporation shall issue and deliver to or upon the written order of the holder of such Class A Preferred Certificate, at the expense of the Corporation, a new certificate covering the number of shares of the Class A Stock representing the unconverted portion of the Class A Preferred Certificate, which new certificate shall entitle the holder thereof to all the rights, powers and privileges of a holder of such shares.

6(c) The Corporation shall pay all documentary, stamp or other transactional taxes (excluding income taxes) attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Class A Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the Class A Stockholder in respect of which such shares of Class A Stock are being issued.

6(d) The Corporation shall reserve out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the Class A Stock sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Class A Stock.

6(e) All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, not subject to any preemptive or similar rights and free from all taxes, liens or charges with respect thereto created or imposed by the Corporation.

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

N/A

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

N/A

### 3) **Issuance History**

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

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

#### **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: X (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>  Date 12/31/2018  Common: <u>44,893,815</u> Preferred: <u>20,000,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>06/13/2019</u>	<u>Issuance</u>	<u>4,900,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>07/08/2019</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>08/08/2019</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>09/16/2019</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/30/2019</u>	<u>Issuance</u>	<u>6,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>02/11/2020</u>	<u>Issuance</u>	<u>6,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>02/21/2020</u>	<u>Issuance</u>	<u>7,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>

						<u>es (Eric Cousens)</u>			
<u>02/28/2020</u>	<u>Issuance</u>	<u>7,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>04/17/2020</u>	<u>Issuance</u>	<u>9,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>04/30/2020</u>	<u>Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>05/08/2020</u>	<u>Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>05/13/2020</u>	<u>Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/04/2020</u>	<u>Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/11/2020</u>	<u>Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/19/2020</u>	<u>Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/25/2020</u>	<u>Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprise</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>

						<u>s (Eric Cousens)</u>			
<u>06/29/2020</u>	<u>Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>08/21/2020</u>	<u>Issuance</u>	<u>37,500,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>10/01/2020</u>	<u>Issuance</u>	<u>35,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>10/20/2020</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>11/27/2020</u>	<u>Issuance</u>	<u>28,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/08/2020</u>	<u>Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/14/2020</u>	<u>Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>01/14/2021</u>	<u>Issuance</u>	<u>18,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>02/18/2021</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprise</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>



						<u>s (Eric Cousens)</u>			
<u>02/25/2021</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>03/08/2021</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>03/31/2021</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>05/04/2021</u>	<u>Issuance</u>	<u>45,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>05/26/2021</u>	<u>Issuance</u>	<u>40,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/16/2021</u>	<u>Issuance</u>	<u>60,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>07/19/2021</u>	<u>Issuance</u>	<u>50,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>09/01/2021</u>	<u>Issuance</u>	<u>40,067,200</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>03/04/2022</u>	<u>Issuance</u>	<u>50,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Valerian Capital</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>

<u>03/08/2022</u>	<u>Issuance</u>	<u>85,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>04/08/2022</u>	<u>Issuance</u>	<u>60,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Valerian Capital</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>04/11/2022</u>	<u>Issuance</u>	<u>75,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>Reg A Exemption</u>
<u>08/08/2022</u>	<u>Issuance</u>	<u>72,073,900</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>09/12/2022</u>	<u>Issuance</u>	<u>115,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/31/2022</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/31/2022</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/31/2022</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/31/2022</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/31/2022</u>	<u>Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
Shares Outstanding on Date of This Report: <u>Balance</u> Date March 31, 2023 Common: <u>1,164,543,000</u>									

Preferred: 20,000,000

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>9/18/2015</u>	<u>\$21,945.36</u>	<u>\$210,000</u>	<u>\$4,061.52</u>	<u>On Demand</u>	Converts into common shares at a conversion price of \$0.0001	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>6/15/2020</u>	<u>\$119.61</u>	<u>\$6,000</u>	<u>\$7.00</u>	<u>On Demand</u>	Converts into common shares at a conversion price of \$0.0001	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>07/06/2020</u>	<u>\$7,201.83</u>	<u>\$15,000</u>	<u>\$376.83</u>	<u>07/07/2021</u>	Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>07/07/2020</u>	<u>\$19,149.03</u>	<u>\$15,000</u>	<u>\$4,149.03</u>	<u>07/07/2021</u>	Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>12/17/2020</u>	<u>\$18,469.86</u>	<u>\$15,000</u>	<u>\$3,469.86</u>	<u>03/18/2022</u>	Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>03/18/2021</u>	<u>\$9,045.35</u>	<u>\$7,500</u>	<u>\$1,545.35</u>	<u>03/18/2022</u>	Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>03/24/2021</u>	<u>\$243,284.71</u>	<u>\$202,000</u>	<u>\$41,284.71</u>	<u>On Demand</u>	No Conversion Feature	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>03/30/2021</u>	<u>\$4,166.00</u>	<u>\$50,000</u>	<u>\$4,166.00</u>	<u>On Demand</u>	No Conversion Feature	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>4/12/2021</u>	<u>\$2,633.33</u>	<u>\$30,000</u>	<u>\$2,633.33</u>	<u>On Demand</u>	No Conversion Feature	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>06/21/2021</u>	<u>\$235,931.51</u>	<u>\$200,000</u>	<u>\$35,931.51</u>	<u>On Demand</u>	No Conversion Feature	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>07/02/2021</u>	<u>\$17,649.03</u>	<u>\$15,000</u>	<u>\$2,649.03</u>	<u>On Demand</u>	Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>

<u>07/02/2021</u>	<u>\$5,883.01</u>	<u>\$5,000</u>	<u>\$883.01</u>	<u>On Demand</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>07/30/2021</u>	<u>\$58,441.21</u>	<u>\$50,000</u>	<u>\$8,441.21</u>	<u>On Demand</u>	<u>No Conversion Feature</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>08/25/2021</u>	<u>\$98,736.17</u>	<u>\$85,000</u>	<u>\$13,736.17</u>	<u>On Demand</u>	<u>No Conversion Feature</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>10/05/2021</u>	<u>\$46,008.52</u>	<u>\$40,000</u>	<u>\$6,008.52</u>	<u>On Demand</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>10/28/2021</u>	<u>\$137,258.90</u>	<u>\$120,000</u>	<u>\$17,258.90</u>	<u>On Demand</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>

#### 4) Issuer's Business, Products and Services

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

Masterbeat Corporation is an asset acquisitions company focused on real estate and precious metals

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

The company was incorporated under the laws of the State of Delaware on May 17, 2007

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

The company's principle products or services are acquisitions and asset management services

#### 5) Issuer's Facilities

The company currently operates out of space provided free of charge to the company by the company's CEO.

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

<b>Names of All Officers, Directors and Control Persons</b>	<b>Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)</b>	<b>Residential Address (City / State Only)</b>	<b>Number of shares owned</b>	<b>Share type/class</b>	<b>Ownership Percentage of Class Outstanding</b>	<b>Names of control person(s) if a corporate entity</b>
<u>Josh Tannariello</u>	<u>CEO</u>	<u>5178 Stefan Ridge Way Buford, GA 30519</u>	<u>20,000,000</u>	<u>Preferred</u>	<u>100%</u>	<u>Holders of Preferred Series A Stock are granted 100 common share votes for each share of Preferred Series A Stock held</u>

#### 7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

No pending legal actions

## **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: None  
Accountant or Auditor

Name: James R Wilson, Jr CPA  
Address 1: 78 Climbing Arch Court Lillington NC 27546  
Phone: 910-391-6996  
Email: jrwaccouting@gmail.com

Investor Relations

Name: None

## **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>2</sup>:

Name: James R Wilson, Jr CPA

Title: Contractor

Relationship to Issuer: Contractor

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

## 10) Issuer Certification

*Principal Executive Officer:*

The certifications shall follow the format below:

I, Josh Tannariello, certify that:

1. I have reviewed this Disclosure Statement for Masterbeat Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

05/15/23 [Date]

/s/ Josh Tannariello

CEO's Signature

*Principal Financial Officer:*

I, Josh Tannariello certify that:

1. I have reviewed this Disclosure Statement for Masterbeat Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

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<sup>2</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.

05/15/2023 [Date]

/s/ Josh Tannariello

CFO's Signature

Masterbeat Corporation  
Consolidated Balance Sheet (Unaudited)  
As of March 31, 2023 and March 31, 2022

<b>Assets:</b>	March 31, 2023	March 31, 2022
Current Assets:		
Cash and Cash Equivalents	\$ 192,627	\$ 284,715
Accounts Receivable		14,000
Investments	63,104	60,500
Prepays		40,000
Total Current Assets	<u>\$ 255,731</u>	<u>\$ 399,215</u>
Real Estate, net of depreciation (\$0)	<u>\$1,379,556</u>	<u>\$1,741,334</u>
Loan Fees	<u>\$ 0</u>	<u>\$ 3,740</u>
Total Assets	<u>\$1,635,287</u>	<u>\$2,144,289</u>
<b>Liabilities:</b>		
Current Liabilities:		
Accounts Payable	\$ 32,492	\$ 54,293
Accrued Salaries and Wages	630,000	
Due to Related Party		
Convertible Debt	246,383	78,500
Derivative Liability	157,000	89,856
Loan Payable	1,189,010	1,465,416
Mortgage Payable	328,078	374,000
Accrued Liabilities	<u>171,284</u>	<u>42,296</u>
Total Current Liabilities	<u>\$2,754,247</u>	<u>\$2,074,643</u>
Economic Injury Disaster Loan	229,900	229,900
Mortgage Payable		
Total Long Term Liabilities	<u>\$ 229,900</u>	<u>\$ 229,900</u>
Total Liabilities	<u>\$2,984,147</u>	<u>\$2,334,261</u>
<b>Shareholders Deficit:</b>		
Preferred Shares, par value \$0.0001 per share, 25,000,000 Authorized, 20,000,000 issued and outstanding as of June 30, 2022; par value \$0.0001 per share, 25,000,000 Authorized, 20,000,000 issued and Outstanding as of June 30, 2021	\$ 2,000	\$ 2,000
Common Shares, par value \$0.0001 per share, 3,000,000,000 Authorized, 1,129,543,000 issued and outstanding as of March 31, 2023; par value \$0.0001 per share, 850,000,000 Authorized, 723,360,000 issued and Outstanding as of March 31, 2022	133,043	72,341
Additional Paid in Capital	2,115,539	1,892,501
Accumulated Deficit	<u>(3,599,442)</u>	<u>(2,156,814)</u>
Total Shareholders Deficit	<u>\$ (1,348,860)</u>	<u>\$ (189,972)</u>
Total Liabilities and Shareholders Deficit	<u>\$ 1,635,287</u>	<u>\$ 2,144,289</u>

The Accompanying notes are an integral part of these financial statements  
Masterbeat Corporation  
Consolidated Statement of Operations (Unaudited)  
For the Year Ending March 31, 2023 and March 31, 2022



	Three Months Ending March 31, 2023	Three Months Ending March 31, 2022
Revenues	\$	\$
Selling, General and Administrative Expenses	9,726	8,548
Depreciation and Amortization		<u>3,740</u>
Total Expenses	<u>\$ 9,726</u>	<u>\$ 12,288</u>
Income/(Loss) from Operations	<u>\$( 9,726)</u>	<u>\$( 12,288)</u>
Other Income/Expense:		
Interest Expense	\$ 3,104	\$ 5,168
(Gain)/Loss on Derivative Liability		
Gain/(Loss) on Sale of Investment		
Gain/(Loss) on Sale of Real Estate		
Total Other Income/(Expense)	<u>\$ ( 3,104)</u>	<u>\$ ( 5,168)</u>
Net Income/(Loss) before provision for Income Taxes	\$	\$
Net Income/(Loss)	<u>\$( 12,829)</u>	<u>\$ ( 17,456)</u>
Weighted-average common shares outstanding	1,164,543,000	773,361,015
Income/(Loss) per Share	\$ 0.00001	\$0.0002

The Accompanying notes are an integral part of these financial statements

Masterbeat Corporation  
Consolidated Statement of Cash Flows (Unaudited)  
For the Years Ending March 31, 2023 and March 31, 2022

	Three Months Ending March 31, 2023	Three Months Ending March 31, 2022	
Cash Flow From Operating Activities:			
Net Income/(Loss)	\$ (12,829)	\$ ( 17,456)	
Depreciation			
(Gain)/Loss on Sale of Real Estate			(Gain)/Loss on
Derivative Liability			
Change in Accounts Receivable			
Change in Prepaid Assets		(30,000)	Change in
Accounts Payable 9,533		(10,766)	
Change in Accrued Liabilities	<u>(34,636)</u>		
Net Cash Flows from Operating Activities	<u>\$ (37,932)</u>	<u>\$ (58,222)</u>	
Investing Cash Flows:			
Change in Investments	\$ (1,030)	\$ (15,000)	
Change in Loan Fees		3,740	
Sale of Real Estate			
Purchase of Real Estate	<u>(197,277)</u>	<u>(170,647)</u>	
New Cash Flows from Investing Activities:	<u>\$ (198,307)</u>	<u>\$ (181,907)</u>	
Financing Cash Flows:			
Change in Convertible Debt	\$		
Change in Loan Payable	408,000	533,918	
Change in Mortgage Payable	(45,922)		
Change in Common Stock		5	
Change In Additional Paid In Capital		49,995	
Change in Non Controlling Interest			
Change in Related Party	<u>65,475</u>	<u>(63,017)</u>	
Total Financing Cash Flows:	<u>\$ 427,553</u>	<u>\$ 520,901</u>	
Increase/(Decrease) in Cash Equivalents	\$ 191,314	\$ 280,772	
Beginning Cash Balance	<u>\$ 1,313</u>	<u>\$ 3,943</u>	
Ending Cash Balance	<u><u>\$ 192,627</u></u>	<u><u>\$ 284,715</u></u>	

The Accompanying notes are an integral part of these financial statements

**Masterbeat Corporation**  
**Consolidated Statement of Stockholders' Equity (Unaudited)**  
**For the Three Months Ending March 31, 2023**

	Preferred Shares	Preferr ed	Common Shares	Commo n Stock	Non- control ling interes t	Additional Paid in Capital	Accumulate d Deficit	Total
Balance 12/31/18	20,000,000	2,000	44,893,815	4,489		58,404	(587,321)	(522,428)
Conversion of Debt			25,900,000	2,590		23,310		25,900
Resolution of Derivative Liability						1,094,518		1,094,518
Net Income/(Loss)							(2,392,342)	(2,392,342)
Balance 12/31/19	20,000,000	2,000	70,793,815	7,079		1,176,232	(2,979,663)	(1,794,352)
Conversion of Debt			299,500,500	29,950		231,700		261,650
Resolution of Derivative Liability						434,574		434,574
Net Income/(Loss)					258		831,826	832,048
Balance 12/31/20	20,000,000	2,000	370,294,315	37,029	(258)	1,842,506	(2,147,579)	(266,302)
Sales of NCI					(29,457)			(29,457)
Resolution of Derivative Liability			263,000,000	26,300				26,300
Conversion of Debt			90,067,200	9,007				9,007
Net Income/(Loss)					29,745		(119,135)	(119,135)
Balance 12/31/21	20,000,000	2,000	723,361,515	72,336	0	1,842,506	(2,266,714)	(222,516)
Sales of Common Stock			350,000,000	35,000		273,033		350,000
Conversion of Debt			91,181,985	25,707				
Net Income/(Loss)							(1,319,899)	(1,319,899)
Balance 12/31/2022	20,000,000	2,000	1,164,543,500	133,043	0	2,115,539	(3,586,613)	(1,336,031)
Sales of Common Stock								
Conversion of Debt								
Net Income/(Loss)							(12,829)	(12,829)
Balance 03/31/2023	20,000,000	2,000	1,164,543,500	133,043	0	2,115,539	(3,599,442)	(1,348,860)

The Accompanying notes are an integral part of these financial statements

Masterbeat Corporation  
Notes to Financial Statements  
For the Three Months Ending March 31, 2023

## **NOTE 1 - NATURE OF BUSINESS**

### **ORGANIZATION**

Masterbeat Corporation ("Masterbeat or the "Company") was incorporated in the state of Delaware on May 17, 2007 as Green Mountain Recovery, Inc. On December 18, 2009, Masterbeat entered into a Share Exchange Agreement with Masterbeat, LLC, formerly a California Limited Liability company, to become Masterbeat Corporation.

On March 6, 2014, the company filed a 15-15D to terminate the Company's reporting responsibilities with the Securities Exchange Commission. During this time, the majority of the Company's assets, including subsidiaries, were liquidated and the majority of outstanding liabilities were settled. Starting in March 2014, the Company operated as a business-consulting firm until June 2019. After several changes in management (2014 – 2019), the Company appointed Josh Tannariello as its CEO and sole executive officer, in June 2019.

The Company specializes in hard, tangible asset acquisitions with an intense focus on real estate, precious metals and other tangible assets. The Company started SBQ Holdings, LLC, a Florida limited liability company, to handle its assets operations. The Company believes its progressive approach to an old school model, especially in this market based on fragile earnings multiples and uncertainty, to acquire hard, tangible assets will not only offer long term capital appreciation but also deliver revenues, profits and self-sustainability.

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

### **GOING CONCERN**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company currently has \$192,627 of cash on hand, a stockholders' deficit of \$1,348,860 with an accumulated Deficit of \$3,599,442 and current period revenues of \$0.00 from property management operations. The Company cannot be certain that it will be successful in its various growth strategies.

These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

## **CONSOLIDATIONS**

Masterbeat Corporation owns 70% of its subsidiary SBQ, LLC. The remaining 30% is owned by its current Chief Executive Officer.

## **USE OF ESTIMATES**

The preparation of financial statements in conformity with U.S. general accepted accounting principles 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 consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## **CASH AND CASH EQUIVALENTS**

For purposes of the statement of cash flows, cash equivalents include demand deposits, money market funds, and all highly liquid debt instruments with original maturities of six months or less.

## **FINANCIAL INSTRUMENTS**

The Company's balance sheet includes certain financial instruments, primarily, cash, accounts receivable, inventory, accounts payable, and debt to related parties. The carrying amounts of current assets and current liabilities approximate their fair value due to the relatively short period of time between the origination of these instruments and their expected realization.

## **CONCENTRATIONS AND CREDIT RISKS**

The Company's financial instruments that are exposed to concentrations and credit risk primarily consist of its cash, sales and accounts receivable.

Cash - The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

## **PROPERTY, EQUIPMENT AND LONG-LIVED ASSETS**

Property and equipment are recorded at cost. Depreciation is provided over the estimated useful lives of the assets utilizing the straight method. Maintenance and repairs are expensed as incurred. Expenditures, which significantly increase value or extend useful asset lives are capitalized. When property or equipment is sold or retired, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is recognized. The carrying amount of all long-lived assets is evaluated periodically to determine if adjustment to the depreciation period or the un depreciated balance is warranted. Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset.

## **SHARE-BASED COMPENSATION**

ASC 718, Compensation – Stock Compensation, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized in the period of grant.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASU No. 2018-07, Improvements to Nonemployee Share-Based Payment Accounting. The amendments specify that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. The amendments also clarify that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Topic 606, Revenue from Contracts with Customers.

## **INCOME TAXES**

The Company accounts for income taxes under ASC 740, Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. Deferred tax assets or liabilities were off-set by a 100% valuation allowance, therefore there has been no recognized benefit as of the release of these financial statements.

## **COMMITMENTS AND CONTINGENCIES**

The Company follows ASC 450-20, "Loss Contingencies," to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

## **(LOSS) EARNINGS PER SHARE**

Basic EPS is calculated by dividing net income (loss) available to common stockholders by the weighted average number of shares of the Company's common stock outstanding during the period. Diluted EPS is calculated based on the net income (loss) available to common stockholders and the weighted average number of shares of common stock outstanding during the period, adjusted for the effects of all potential dilutive common stock issuances related to options, warrants, restricted stock units and convertible preferred stock. The dilutive effect of our share-based awards and warrants is computed using the treasury stock method, which assumes all share-based awards and warrants are exercised and the hypothetical proceeds from exercise are used to purchase common stock at the average market price during the period. The incremental shares (i.e., the difference between shares assumed to be issued versus purchased), to the extent

they would have been dilutive, are included in the denominator of the diluted EPS calculation. The dilutive effect of our convertible preferred stock is computed using the if-converted method, which assumes conversion at the beginning of the year. However, when a net loss exists, no potential common stock equivalents are included in the computation of the diluted per-share amount because the computation would result in an anti-dilutive per-share amount.

Potentially dilutive securities excluded from the computation of basic and diluted net loss per share for the Three Months ending March 31, 2023 and March 31, 2022 were as follows:

	March 31, 2023	March 31, 2022
Total Convertible Debt	2,463,830,000	785,000,000

### NOTE 3 - INCOME TAXES

Income taxes are provided based upon the liability method. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by accounting standards to allow recognition. The Company expected no net deferred tax assets to be recognized, resulting from net operating loss carry forwards. Deferred tax assets were offset by a corresponding allowance of 100%. The Company experienced a change in control subsequent to the balance sheet date and therefor no more than an insignificant portion of this net operating allowance will ever be used against future taxable income.

The cumulative tax effect at the expected rate of 21% of significant items comprising the Company’s net deferred tax amount is as follows:

	March 31, 2023	March 31, 2022
Deferred tax asset attributable to:		
Net Operating Loss	\$12,829	\$17,456
Valuation Allowance	(\$12,829)	(\$17,456)

The amount taken into income as deferred tax assets must reflect that portion of the income tax loss carry forwards that is more likely-than-not to be realized from future operations. The Company has chosen to provide an allowance of 100% tax loss carry forwards, regardless of their time of expiry.

No provision for income taxes has been provided in these financial statements due to the net loss. At December 31, 2020, the Company has net operating loss carry forwards, which expire commencing in 2035, totaling approximately \$70,000, the benefit of which has not been recorded in the financial statements.

### NOTE 4 – REAL ESTATE

On September 28, 2020, the Company purchased a real estate property at 246 Driftwood Road, Miramar Beach, FL 32550 from its Chief Executive Officer. The Company agreed to a promissory note of \$220,000 which was loaned by its Chief Executive Officer for the down payments of the property and assumed a 30 mortgage in the amount of \$880,000 with a 7 year ARM at 5.125%. On May 3, 2021, the Company sold the property at 246 Driftwood Road, Miramar Beach, FL 32550 for \$1,400,000.

On July 20, 2021, the Company purchased a real estate property at Baird Road, Santa Rosa Beach, FL 32459 for \$965,765.50. The Company assumed a 12 month interest only mortgage in the amount of \$374,000.

On July 7, 2022 the company sold a real estate property at 183 Rolling Dunes Drive, Santa Rosa Beach, FL 32459. The Company sold the property for \$2,150,000.

Real Estate at March 31, 2023 and March 31, 2022 consists of:

	March 31, 2023	March 31, 2022
Real Estate	\$1,379,556	\$1,741,334
Less Accumulated Depreciation		
Property, Plant and Equipment, Net	\$1,379,556	\$1,741,334

## NOTE 5 – CONVERTIBLE NOTE PAYABLE AND DERIVATIVE LIABILITIES

On September 18, 2015, the Company and Braeden Storm Enterprises, Inc. (“Braeden”) entered into an unsecured convertible notes payable for \$210,000 with a conversion price of \$0.0001. On May 29, 2019, the Company and Braeden amended the convertible note to include interest accruing at 10% commencing September 18, 2015 and a conversion price of the lower of \$0.001 or 50% of the lowest per share market value of the ten (10) trading days immediately preceding the conversion date.

On June 15, 2020, July 7, 2020, July 8, 2020, December 17, 2020 and March 18, 2021 the Company and Braeden entered into unsecured convertible notes payable for \$6,000, \$15,000, \$15,000, \$15,000 and \$7,500, respectively with a conversion price of the lowest bid of the prior 3 trading days.

Total principal due at March 31, 2023 is \$246,383 with an unamortized discount of \$0 with a resulting balance of \$78,500.

Due to their being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options embedded in the Convertible Promissory Notes, the options are classified as derivative liabilities and recorded at fair value.

Derivative Liability:

As of March 31, 2023 and March 31, 2022, the fair values of the conversion options on the convertible notes were determined to be \$157,000 and \$89,856, respectively using a Black-Scholes option-pricing model

The following table summarizes the derivative liabilities included in the consolidated balance sheet as of March 31, 2023:

	March 31, 2023
Beginning Balance	\$157,000
Day on loss on fair value	
Gain on change in fair value	
Ending Balance	\$157,000

Pursuant to ASC 815, “Derivatives and Hedging,” the Company recognized the fair value of the embedded conversion feature of all the notes.

## NOTE 6– FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC 820, “Fair Value Measurements”, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair



value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, and due to related party. Pursuant to ASC 820, the fair value of the Company's cash equivalents is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of all of the other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on March 31, 2023.

	Level 1	Level 2	Level 3	Total
Assets	\$-----	\$-----	\$-----	\$-----
Liabilities				
Derivative Financial Instruments	\$-----	\$-----	\$89,856	\$89,856

The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on March 31, 2023.

	Level 1	Level 2	Level 3	Total
Assets	\$-----	\$-----	\$-----	\$-----
Liabilities				
Derivative Financial Instruments	\$-----	\$-----	\$157,000	\$157,000

## NOTE 7- RELATED PARTIES

As of March 31, 2023, the current Chief Executive Officer owes \$166,835 to the company for transactions made by the Company.

## NOTE 8- EQUITY

At the end of the period represented by this disclosure document, the Company is authorized to issue 25,000,000 shares of \$0.001 par value Preferred Stock, of which, 20,000,000 shares of \$0.0001 par value convertible Preferred Series A stock are designated and issued. Each share of convertible Preferred Series A Stock is convertible into 10 shares of common stock, has 100 votes, has no dividend rights except as may be declared by the Board of Directors, and has a liquidation preference of \$1.00 per share.

The company was authorized to issue 3,000,000,000 shares of \$0.0001 par value common stock.

During the twelve months ended December 31, 2019, the company issued 25,900,000 new shares for the conversion of \$25,900 in principal and interest on convertible debt bringing the total outstanding shares to 70,793,815.

During the twelve months ended December 31, 2020, the company issued 299,500,000 new shares for the conversion of \$261,650 in principal and interest on the convertible debt bringing the total outstanding shares to 370,293,815.

During the twelve months ended December 31, 2021, the company issued 90,067,200 new shares for the conversion of \$90,067 in principal and interest and 263,000,000 for resolution of Derivative Liability bringing the total outstanding shares to 723,361,515

During the twelve months ended December 31, 2022, the company issued 350,000,000 new shares in a sale netting cash of \$35,000 and 91,181,985 for the conversion of \$91,182 in principal and interest.

During the three months ended March 31, 2023, the company did not issue new shares.