



**Solar Integrated Roofing Corporation**

QUARTERLY REPORT  
FOR THE PERIOD ENDED MARCH 31, 2023

**ADDRESS OF PRINCIPAL  
EXECUTIVE OFFICES**

2831 St. Rose Pkwy, Suite  
200  
Henderson, NV 89052

**TELEPHONE NUMBER**

(702)589-4651

**REPORT FORMAT**

OTC PINK BASIC DISCLOSURE  
GUIDELINES (CURRENT, 2019)

ALL INFORMATION CONTAINED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF SOLAR INTEGRATED ROOFING CORPORATION, (THE "COMPANY") IN ACCORDANCE WITH RULE 15C2-11 AND 10B-5 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 144(C)(2) UNDER THE SECURITIES ACT.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS REPORT.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

INFORMATION CONTAINED IN THIS REPORT MAY CONTAIN FORWARD-LOOKING STATEMENTS, WHICH INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE OUR ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE REFLECTED IN THE FORWARD-LOOKING STATEMENTS. FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY USE OF WORDS "EXPECT", "PROJECT", "MIGHT", "POTENTIAL", AND SIMILAR TERMS. THE COMPANY CAUTIONS READERS THAT ANY FORWARD-LOOKING INFORMATION IS NOT A GUARANTEE OF FUTURE PERFORMANCE AND THAT ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING INFORMATION. FORWARD-LOOKING STATEMENTS INVOLVE A NUMBER OF RISKS, UNCERTAINTIES OR OTHER FACTORS BEYOND THE COMPANY'S CONTROL. THESE FACTORS INCLUDE, BUT ARE NOT LIMITED TO, OUR ABILITY TO IMPLEMENT OUR STRATEGIC INITIATIVES, ECONOMIC, POLITICAL AND MARKET CONDITIONS AND PRICE FLUCTUATIONS, GOVERNMENT AND INDUSTRY REGULATION, U.S. AND GLOBAL COMPETITION AND OTHER FACTORS. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENT, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

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

**SOLAR INTEGRATED ROOFING CORPORATION**

A Nevada Corporation

2831 St. Rose Pkwy, Suite 200

Henderson, NV 89052

(702) 589-4651

[www.sirc.com](http://www.sirc.com)

Primary SIC Code: 1700

**Quarterly Report**

**For the Period Ending: March 31, 2023**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

901,791,158 as of March 31, 2023

723,062,306 as of December 31, 2022

453,498,555 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 and 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>5</sup> of the company has occurred over this reporting period:

Yes:  No:

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

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

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes:

Sterling Oil and Gas Company (Inception – February 21, 2014); Landstar Development Group, Inc. (February 22, 2014 – November 9, 2015); Solar Integrated Roofing Corporation (November 10, 2015 – Present Date).

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 was incorporated in 2007 in the State of Nevada and is currently active and in good standing.

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:

Stock Split: *None*

Stock Dividend: *None*

Recapitalization: *None*

Merger: *None*

Acquisitions: *None*

Spin-Offs: *None*

Reorganization: *None*

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

2831 St. Rose Pkwy, Suite 200  
Henderson, NV 89052

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

Check box if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

**2) Security Information**

**Transfer Agent**

Name: Colonial Stock Transfer Co., Inc.  
Phone: (801) 355-5740  
Email: shareholders@colonialstock.com  
Address: 7840 S 700 E  
Sandy, UT 84070

**Publicly Quoted or Traded Securities:**

Trading symbol:	SIRC	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	83417R103	
Par or stated value:	.00001	
Total shares authorized:	1,500,000,000	as of date: 3/31/2023
Total shares outstanding:	901,791,158	as of date: 3/31/2023
Total number of shareholders of record:	242	as of date: 3/31/2023

**Other classes of authorized or outstanding securities:**

Trading symbol:	SIRC	
Exact title and class of securities outstanding:	Preferred Stock – Class A	
CUSIP:	N/A	
Par or stated value:	.00001	
Total shares authorized:	5,000,000	as of date: 3/31/2023
Total shares outstanding:	2,500,000	as of date: 3/31/2023
Total number of shareholders of record:	1	as of date: 3/31/2023

Trading symbol:	SIRC	
Exact title and class of securities outstanding:	Preferred Stock – Class B	
CUSIP:	N/A	
Par or stated value:	.00001	
Total shares authorized:	20,000,000	as of date: 3/31/2023
Total shares outstanding:	0	as of date: 3/31/2023
Total number of shareholders of record:	0	as of date: 3/31/2023

Trading symbol:	SIRC	
Exact title and class of securities outstanding:	Preferred Stock – Class C	
CUSIP:	N/A	
Par or stated value:	.00001	
Total shares authorized:	1	as of date: 3/31/2023
Total shares outstanding:	0	as of date: 3/31/2023
Total number of shareholders of record:	0	as of date: 3/31/2023

Trading symbol:	SIRC	
Exact title and class of securities outstanding:	Preferred Stock – Class D	
CUSIP:	N/A	
Par or stated value:	.00001	
Total shares authorized:	40	as of date: 3/31/2023
Total shares outstanding:	40	as of date: 3/31/2023
Total number of shareholders of record:	1	as of date: 3/31/2023

**Security description:**

1. Common stock

- Each share of Common Stock has voting rights equal to 1 vote.
- Holders are not entitled to receive dividends.

2. Preferred stock

Shares of Series A Preferred Stock:

- Each share of Series A Preferred Stock has voting rights equal to 10,000 shares of common stock.
- No conversion is permitted.
- Holders are entitled, in the event of any voluntary liquidation or dissolution, to receive payment or distribution of preferential amount before any payments or distributions are received by any class of common stock.
- Holders are not entitled to receive dividends.

Shares of Series B Preferred Stock:

- If the Board of Directors declares a dividend payable, these shares are entitled to receive cumulative dividends.
- In the event of liquidation, holders are entitled to receive a distributive share of the Company's assets and funds.
- One share of Series B preferred stock is convertible into 10 shares of common stock.

Shares of Series C Preferred Stock:

- Holders are entitled to receive dividends in the amount of 49% of net annual profit of Enevev LLC paid annually 60 days closing year end.

- In case of liquidation of Enerev, LLC, the holders of shares of Series C Preferred Stock are entitled to receive their share of 49% of the net proceeds.
- Holders have no voting or conversion rights.

Shares of Series D Preferred Stock:

- Holders are entitled to receive dividends in the amount of 40% of net annual profit of Kinetic Investments, Inc. dba Future Home Power paid annually 60 days closing year end.
- In case of liquidation of Kinetic Investments, Inc. dba Future Home Power, the holders of shares Series D are entitled to receive their share of 40% of the net proceeds.
- Holders have no voting or conversion rights.

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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:

Number of Shares outstanding as of: <u>January 1, 2021</u>	<u>Opening Balance:</u>  Common: 453,498,555 Preferred A: 2,500,000 Preferred B: 8,000,000 Preferred C: 1 Preferred D: 40	*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>1/6/2021</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common Shares</u>	<u>0.15</u>	<u>NO</u>	<u>Robert Rinaldi</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>1/21/2021</u>	<u>New Issue</u>	<u>5,650,000</u>	<u>Common Shares</u>	<u>0.0135</u>	<u>NO</u>	<u>Large Investment Group, Inc.</u> *Jim DiPrima	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>1/29/2021</u>	<u>New Issue</u>	<u>10,113,247</u>	<u>Common Shares</u>	<u>0.006614</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> *Tony Toffolon	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>2/3/2021</u>	<u>New Issue</u>	<u>250,000</u>	<u>Common Shares</u>	<u>0.56</u>	<u>NO</u>	<u>Jeffrey Turner</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>2/3/2021</u>	<u>New Issue</u>	<u>1,500,000</u>	<u>Common Shares</u>	<u>0.56</u>	<u>NO</u>	<u>Craig Scott Widdes</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>2/3/2021</u>	<u>New Issue</u>	<u>13,800,000</u>	<u>Common Shares</u>	<u>0.001</u>	<u>YES</u>	<u>RB Capital Partners, Inc.</u> *Brett Rosen	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>2/8/2021</u>	<u>New Issue</u>	<u>500,000</u>	<u>Common Shares</u>	<u>0.03</u>	<u>NO</u>	<u>Daniel Smiley</u>	<u>Cash</u>	<u>Restricted</u>	<u>144</u>

<u>2/10/2021</u>	<u>New Issue</u>	<u>306,148</u>	<u>Common Shares</u>	<u>N/A</u>	<u>NO</u>	<u>Oscleta Partners</u> <u>*Steve Hicks</u>	<u>Warrant exercise</u>	<u>Unrestricted</u>	<u>144</u>
<u>2/10/2021</u>	<u>New Issue</u>	<u>2,160,000</u>	<u>Common Shares</u>	<u>0.0825</u>	<u>NO</u>	<u>Rock Bay Partners</u> <u>*Jamie Nelson</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>2/24/2021</u>	<u>New Issue</u>	<u>5,140,000</u>	<u>Common Shares</u>	<u>0.006615</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>3/2/2021</u>	<u>New Issue</u>	<u>627,778</u>	<u>Common Shares</u>	<u>0.0135</u>	<u>YES</u>	<u>Large Investment Group, Inc.</u> <u>*Jim DiPrima</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>3/5/2021</u>	<u>New Issue</u>	<u>100,000</u>	<u>Common Shares</u>	<u>0.81</u>	<u>NO</u>	<u>Antonio Gonzales</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>3/5/2021</u>	<u>New Issue</u>	<u>250,000</u>	<u>Common Shares</u>	<u>0.81</u>	<u>NO</u>	<u>Marie Millenne Henderson</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>3/5/2021</u>	<u>New Issue</u>	<u>250,000</u>	<u>Common Shares</u>	<u>0.22</u>	<u>NO</u>	<u>Lucosky Brookman, LLP</u> <u>*Joseph Lucosky</u>	<u>Service</u>	<u>Restricted</u>	<u>144</u>
<u>3/5/2021</u>	<u>New Issue</u>	<u>45,000,000</u>	<u>Common Shares</u>	<u>0.81</u>	<u>NO</u>	<u>K. Hunter Ballew</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>3/5/2021</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common Shares</u>	<u>0.1</u>	<u>NO</u>	<u>Daniel G. Smiley</u>	<u>Cash</u>	<u>Restricted</u>	<u>144</u>
<u>3/5/2021</u>	<u>New Issue</u>	<u>500,000</u>	<u>Common Shares</u>	<u>0.05</u>	<u>NO</u>	<u>Multiple Club, LLC</u> <u>*Brent Buscay</u>	<u>Cash</u>	<u>Restricted</u>	<u>144</u>
<u>3/19/2021</u>	<u>New Issue</u>	<u>9,902,000</u>	<u>Common Shares</u>	<u>0.008</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>4/1/2021</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common Shares</u>	<u>0.0108</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>4/29/2021</u>	<u>New Issue</u>	<u>409,000</u>	<u>Common Shares</u>	<u>0.55</u>	<u>NO</u>	<u>Large Investment Group, Inc.</u> <u>*Jim DiPrima</u>	<u>Service</u>	<u>Restricted</u>	<u>144</u>
<u>5/14/2021</u>	<u>New Issue</u>	<u>409,090</u>	<u>Common Shares</u>	<u>0.55</u>	<u>NO</u>	<u>Thomas J. Beener</u>	<u>Service</u>	<u>Restricted</u>	<u>144</u>
<u>6/2/2021</u>	<u>New Issue</u>	<u>4,367,355</u>	<u>Common Shares</u>	<u>0.0225</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>6/2/2021</u>	<u>New Issue</u>	<u>12,500,000</u>	<u>Common Shares</u>	<u>0.0225</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>6/2/2021</u>	<u>New Issue</u>	<u>5,000,000</u>	<u>Common Shares</u>	<u>0.0225</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>6/2/2021</u>	<u>New Issue</u>	<u>8,988,846</u>	<u>Common Shares</u>	<u>0.0225</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>6/14/2021</u>	<u>New Issue</u>	<u>16,479,546</u>	<u>Common Shares</u>	<u>0.001</u>	<u>NO</u>	<u>Jefferson Street Capital LLC</u> <u>*Brian Goldberg</u>	<u>Warrant exercise</u>	<u>Unrestricted</u>	<u>144</u>
<u>7/1/2021</u>	<u>New Issue</u>	<u>3,133,334</u>	<u>Common Shares</u>	<u>0.695</u>	<u>NO</u>	<u>Troy Clymer</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/1/2021</u>	<u>New Issue</u>	<u>3,133,333</u>	<u>Common Shares</u>	<u>0.695</u>	<u>NO</u>	<u>Eric Helper</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/1/2021</u>	<u>New Issue</u>	<u>3,133,333</u>	<u>Common Shares</u>	<u>0.695</u>	<u>NO</u>	<u>Josh Roseboom</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/1/2021</u>	<u>New Issue</u>	<u>300,000</u>	<u>Common Shares</u>	<u>0.695</u>	<u>NO</u>	<u>Zech Manring</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/1/2021</u>	<u>New Issue</u>	<u>300,000</u>	<u>Common Shares</u>	<u>0.695</u>	<u>NO</u>	<u>John Dye</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/1/2021</u>	<u>New Issue</u>	<u>22,000,000</u>	<u>Common Shares</u>	<u>0.5155</u>	<u>NO</u>	<u>Jason Newby</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/1/2021</u>	<u>New Issue</u>	<u>5,500,000</u>	<u>Common Shares</u>	<u>0.487</u>	<u>NO</u>	<u>T3 Investing LLC</u> <u>*Trent Crane</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/1/2021</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>6.95</u>	<u>NO</u>	<u>T3 Investing LLC</u> <u>*Trent Crane</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/6/2021</u>	<u>New Issue</u>	<u>250,000</u>	<u>Common Shares</u>	<u>0.56</u>	<u>NO</u>	<u>Jeffrey turner</u>	<u>Service</u>	<u>Restricted</u>	<u>144</u>
<u>7/14/2021</u>	<u>New Issue</u>	<u>1</u>	<u>Preferred C</u>	<u>N/A</u>	<u>NO</u>	<u>T3 Investing LLC</u> <u>*Trent Crane</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>

<u>7/14/2021</u>	<u>New Issue</u>	<u>40</u>	<u>Preferred D</u>	<u>N/A</u>	<u>NO</u>	<u>Jason Newby</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>7/22/2021</u>	<u>Cancellation</u>	<u>(5,000,000)</u>	<u>Preferred B</u>	<u>2.00</u>	<u>NO</u>	<u>Brian Milholland</u>	<u>N/A</u>	<u>N/A</u>	<u>144</u>
<u>8/11/2021</u>	<u>New Issue</u>	<u>324,460</u>	<u>Common Shares</u>	<u>0.592</u>	<u>NO</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>9/3/2021</u>	<u>New Issue</u>	<u>9,059,322</u>	<u>Common Shares</u>	<u>0.01575</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>9/3/2021</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common Shares</u>	<u>0.01575</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>9/14/2021</u>	<u>Cancellation</u>	<u>(200,000)</u>	<u>Common Shares</u>	<u>0.5</u>	<u>NO</u>	<u>Rafael Murdakhiev</u>	<u>N/A</u>	<u>N/A</u>	<u>144</u>
<u>10/11/2021</u>	<u>New Issue</u>	<u>2,604,167</u>	<u>Common Shares</u>	<u>0.048</u>	<u>NO</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Warrant exercise</u>	<u>Unrestricted</u>	<u>144</u>
<u>10/13/2021</u>	<u>New Issue</u>	<u>19,962,623</u>	<u>Common Shares</u>	<u>0.08</u>	<u>NO</u>	<u>Jefferson Street Capital LLC</u> <u>*Brian Goldberg</u>	<u>Warrant exercise</u>	<u>Unrestricted</u>	<u>144</u>
<u>10/20/2021</u>	<u>New Issue</u>	<u>1,680,000</u>	<u>Common Shares</u>	<u>0.048</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>10/23/2021</u>	<u>New Issue</u>	<u>5,813,953</u>	<u>Common Shares</u>	<u>0.344</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Cash</u>	<u>Restricted</u>	<u>144</u>
<u>11/5/2021</u>	<u>New Issue</u>	<u>500,000</u>	<u>Common Shares</u>	<u>0.5045</u>	<u>NO</u>	<u>Ray Mosley</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>11/5/2021</u>	<u>New Issue</u>	<u>12,000,000</u>	<u>Common Shares</u>	<u>0.5045</u>	<u>NO</u>	<u>Pablo Diaz</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>11/5/2021</u>	<u>New Issue</u>	<u>200,000</u>	<u>Common Shares</u>	<u>0.5045</u>	<u>NO</u>	<u>Elijah Chaffino</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>11/17/2021</u>	<u>Cancellation</u>	<u>(1,000,000)</u>	<u>Preferred B</u>	<u>2.00</u>	<u>NO</u>	<u>David Massey</u>	<u>N/A</u>	<u>N/A</u>	<u>144</u>
<u>11/24/2021</u>	<u>New Issue</u>	<u>3,492,397</u>	<u>Common Shares</u>	<u>0.08</u>	<u>NO</u>	<u>Jefferson Street Capital LLC</u> <u>*Brian Goldberg</u>	<u>Warrant exercise</u>	<u>Unrestricted</u>	<u>144</u>
<u>12/1/2021</u>	<u>New Issue</u>	<u>5,000</u>	<u>Common Shares</u>	<u>0.415</u>	<u>NO</u>	<u>Hector Pena</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>12/1/2021</u>	<u>New Issue</u>	<u>100,000</u>	<u>Common Shares</u>	<u>0.415</u>	<u>NO</u>	<u>Randy Stewart</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>12/1/2021</u>	<u>New Issue</u>	<u>3,000,000</u>	<u>Common Shares</u>	<u>0.415</u>	<u>NO</u>	<u>Wanda Witoslawski</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>12/27/2021</u>	<u>Cancellation</u>	<u>(2,500,000)</u>	<u>Preferred A</u>	<u>N/A</u>	<u>NO</u>	<u>Brian Milholland</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>1/26/2022</u>	<u>New Issue</u>	<u>150,000</u>	<u>Common Shares</u>	<u>0.494</u>	<u>NO</u>	<u>Mammoth Corporation</u> <u>*Brad Hare</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>2/25/2022</u>	<u>New Issue</u>	<u>27,075,035</u>	<u>Common Shares</u>	<u>0.001</u>	<u>YES</u>	<u>Granite Global Value Investments LTD</u> <u>*Tony Toffolon</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>2/28/2022</u>	<u>New Issue</u>	<u>500,000</u>	<u>Common Shares</u>	<u>0.3558</u>	<u>NO</u>	<u>International Monetary</u> <u>*Blaine Riley</u>	<u>Services</u>	<u>Restricted</u>	<u>144</u>
<u>4/25/2022</u>	<u>New Issue</u>	<u>100,000</u>	<u>Common Shares</u>	<u>0.381</u>	<u>NO</u>	<u>Benjamin Baize</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>4/25/2022</u>	<u>New Issue</u>	<u>250,000</u>	<u>Common Shares</u>	<u>0.4447</u>	<u>NO</u>	<u>Hal Angus</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>4/25/2022</u>	<u>New Issue</u>	<u>50,000</u>	<u>Common Shares</u>	<u>0.453</u>	<u>NO</u>	<u>Philip Yin</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>4/25/2022</u>	<u>New Issue</u>	<u>300,000</u>	<u>Common Shares</u>	<u>0.3499</u>	<u>NO</u>	<u>Gregory Craig</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>

<u>4/25/2022</u>	<u>New Issue</u>	<u>400,000</u>	<u>Common Shares</u>	<u>0.5854</u>	<u>NO</u>	<u>Michael Fallquist</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>4/25/2022</u>	<u>New Issue</u>	<u>30,000</u>	<u>Common Shares</u>	<u>0.4185</u>	<u>NO</u>	<u>Hector Pena</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>4/25/2022</u>	<u>New Issue</u>	<u>1,674,603</u>	<u>Common Shares</u>	<u>0.3151</u>	<u>NO</u>	<u>C. Scott Widdes</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>4/25/2022</u>	<u>New Issue</u>	<u>500,000</u>	<u>Common Shares</u>	<u>0.3473</u>	<u>NO</u>	<u>International Monetary *Blaine Riley</u>	<u>Services</u>	<u>Restricted</u>	<u>144</u>
<u>4/27/2022</u>	<u>New Issue</u>	<u>9,000,000</u>	<u>Common Shares</u>	<u>0.3151</u>	<u>NO</u>	<u>Future Home Power *Jason Newby</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>4/27/2022</u>	<u>New Issue</u>	<u>7,559,285</u>	<u>Common Shares</u>	<u>0.14</u>	<u>NO</u>	<u>RB Capital Partners, Inc. *Brett Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>5/27/2022</u>	<u>New Issue</u>	<u>20,000,000</u>	<u>Common Shares</u>	<u>0.3151</u>	<u>NO</u>	<u>Jason Newby</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>6/22/2022</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common Shares</u>	<u>0.7495</u>	<u>NO</u>	<u>Don Lewis</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>6/22/2022</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common Shares</u>	<u>0.1631</u>	<u>NO</u>	<u>RB Capital Partners, Inc. *Brett Rosen</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>6/22/2022</u>	<u>New Issue</u>	<u>300,000</u>	<u>Common Shares</u>	<u>0.23</u>	<u>NO</u>	<u>Conrad Smith</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>6/23/2022</u>	<u>New Issue</u>	<u>6,339,242</u>	<u>Common Shares</u>	<u>0.33</u>	<u>NO</u>	<u>Future Home Power *Jason Newby</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>8/2/2022</u>	<u>New Issue</u>	<u>200,000</u>	<u>Common Shares</u>	<u>0.4935</u>	<u>NO</u>	<u>Mammoth Corporation *Brad Hare</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>8/2/2022</u>	<u>New Issue</u>	<u>2,715,000</u>	<u>Common Shares</u>	<u>0.1893</u>	<u>NO</u>	<u>Kiersten Massey</u>	<u>Cash</u>	<u>Restricted</u>	<u>144</u>
<u>8/2/2022</u>	<u>New Issue</u>	<u>600,000</u>	<u>Common Shares</u>	<u>0.1342</u>	<u>NO</u>	<u>Marlena LeBrun</u>	<u>Cash</u>	<u>Restricted</u>	<u>144</u>
<u>8/2/2022</u>	<u>New Issue</u>	<u>150,000</u>	<u>Common Shares</u>	<u>0.2351</u>	<u>NO</u>	<u>Stephanie Hooper</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>8/5/2022</u>	<u>New Issue</u>	<u>361,936</u>	<u>Common Shares</u>	<u>0.1999</u>	<u>NO</u>	<u>James DiPrima</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>8/8/2022</u>	<u>New Issue</u>	<u>600,000</u>	<u>Common Shares</u>	<u>0.21</u>	<u>NO</u>	<u>Brad Rinehart</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>8/8/2022</u>	<u>New Issue</u>	<u>600,000</u>	<u>Common Shares</u>	<u>0.21</u>	<u>NO</u>	<u>Troy Clymer</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>8/18/2022</u>	<u>New Issue</u>	<u>25,074,285</u>	<u>Common Shares</u>	<u>0.07</u>	<u>NO</u>	<u>RB Capital Partners, Inc. *Brett Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>8/23/2022</u>	<u>New Issue</u>	<u>14,990,000</u>	<u>Common Shares</u>	<u>N/A</u>	<u>NO</u>	<u>Brian Milholland</u>	<u>Conversion of 1,499,000 shares of preferred B</u>	<u>Restricted</u>	<u>144</u>
<u>8/29/2022</u>	<u>Cancellation</u>	<u>(45,000,000)</u>	<u>Common Shares</u>	<u>0.81</u>	<u>NO</u>	<u>K. Hunter Ballew</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>8/29/2022</u>	<u>New Issue</u>	<u>8,000,000</u>	<u>Common Shares</u>	<u>0.2185</u>	<u>NO</u>	<u>Cornerstone Construction Team LLC *K. Hunter Ballew</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>8/29/2022</u>	<u>Cancellation</u>	<u>(800,00)</u>	<u>Preferred B</u>	<u>N/A</u>	<u>NO</u>	<u>David Massey</u>	<u>Retired</u>	<u>N/A</u>	<u>N/A</u>

<u>9/1/2022</u>	<u>New Issue</u>	<u>50,000</u>	<u>Common Shares</u>	<u>0.31</u>	<u>NO</u>	<u>Michael Fallquist</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>9/1/2022</u>	<u>New Issue</u>	<u>150,000</u>	<u>Common Shares</u>	<u>0.31</u>	<u>NO</u>	<u>Gregory Craig</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>9/7/2022</u>	<u>New Issue</u>	<u>3,400,000</u>	<u>Common Shares</u>	<u>0.23</u>	<u>NO</u>	<u>Future Home Power</u> <u>*Jason Newby</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>9/14/2022</u>	<u>New Issue</u>	<u>1,200,000</u>	<u>Common Shares</u>	<u>0.295</u>	<u>NO</u>	<u>AJB Capital Investments LLC</u> <u>*Ari Blaine</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>10/5/2022</u>	<u>New Issue</u>	<u>37,000,000</u>	<u>Common Shares</u>	<u>N/A</u>	<u>NO</u>	<u>David Massey</u>	<u>Conversion of 3,700,000, preferred B shares</u>	<u>Restricted</u>	<u>144</u>
<u>10/18/2022</u>	<u>New Issue</u>	<u>1,925,134</u>	<u>Common Shares</u>	<u>0.187</u>	<u>NO</u>	<u>SRAX, Inc.</u> <u>*Zeba Malik</u>	<u>Services</u>	<u>Restricted</u>	<u>144</u>
<u>10/18/2022</u>	<u>New Issue</u>	<u>350,000</u>	<u>Common Shares</u>	<u>0.287</u>	<u>NO</u>	<u>David Massey</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>10/18/2022</u>	<u>New Issue</u>	<u>280,000</u>	<u>Common Shares</u>	<u>0.287</u>	<u>NO</u>	<u>Wanda Witoslawski</u>	<u>Share based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>10/26/2022</u>	<u>New Issue</u>	<u>2,717,351</u>	<u>Common Shares</u>	<u>0.18</u>	<u>YES</u>	<u>Continuation Capital Inc.</u> <u>*Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>10/26/2022</u>	<u>New Issue</u>	<u>552,792</u>	<u>Common Shares</u>	<u>0.18</u>	<u>NO</u>	<u>North Equities USA Ltd.</u> <u>*Michael Whitlatch</u>	<u>Services</u>	<u>Restricted</u>	<u>144</u>
<u>10/26/2022</u>	<u>New Issue</u>	<u>1,111,112</u>	<u>Common Shares</u>	<u>0.09</u>	<u>NO</u>	<u>Michael Martyn</u>	<u>Cash</u>	<u>Restricted</u>	<u>144</u>
<u>11/2/2022</u>	<u>New Issue</u>	<u>35,000,000</u>	<u>Common Shares</u>	<u>0.0669</u>	<u>NO</u>	<u>Brian Milholland</u>	<u>Debt</u>	<u>Restricted</u>	<u>144</u>
<u>11/15/2022</u>	<u>New Issue</u>	<u>2,800,000</u>	<u>Common Shares</u>	<u>0.17</u>	<u>NO</u>	<u>AJB Capital Investments LLC</u> <u>*Ari Blaine</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>11/17/2022</u>	<u>New Issue</u>	<u>1,334,327</u>	<u>Common Shares</u>	<u>0.11</u>	<u>YES</u>	<u>Continuation Capital Inc.</u> <u>*Paul Winkle</u>	<u>Debt</u>	<u>Restricted</u>	<u>3a10</u>
<u>11/18/2022</u>	<u>New Issue</u>	<u>28,928,572</u>	<u>Common Shares</u>	<u>0.07</u>	<u>NO</u>	<u>RB Capital Partners, Inc.</u> <u>*Brett Rosen</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>11/22/2022</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common Shares</u>	<u>0.0994</u>	<u>YES</u>	<u>Continuation Capital Inc.</u> <u>*Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>12/5/2022</u>	<u>New Issue</u>	<u>1,122,768</u>	<u>Common Shares</u>	<u>0.0819</u>	<u>YES</u>	<u>Continuation Capital Inc.</u> <u>*Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>12/8/2022</u>	<u>New Issue</u>	<u>1,116,072</u>	<u>Common Shares</u>	<u>0.0819</u>	<u>YES</u>	<u>Continuation Capital Inc.</u> <u>*Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>12/14/2022</u>	<u>New Issue</u>	<u>112,500</u>	<u>Common Shares</u>	<u>0.1174</u>	<u>NO</u>	<u>Christina Johnson</u>	<u>Shared based compensation</u>	<u>Restricted</u>	<u>144</u>
<u>12/16/2022</u>	<u>New Issue</u>	<u>3,115,877</u>	<u>Common Shares</u>	<u>0.0697</u>	<u>YES</u>	<u>Continuation Capital Inc.</u> <u>*Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>12/22/2022</u>	<u>New Issue</u>	<u>7,000,000</u>	<u>Common Shares</u>	<u>0.379</u>	<u>NO</u>	<u>Pablo Diaz</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>12/22/2022</u>	<u>New Issue</u>	<u>34,000,000</u>	<u>Common Shares</u>	<u>0.093</u>	<u>NO</u>	<u>Pablo Diaz</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>12/23/2022</u>	<u>New Issue</u>	<u>10,000</u>	<u>Common Shares</u>	<u>N/A</u>	<u>NO</u>	<u>Brian Milholland</u>	<u>Conversion of 1,000 shares of preferred B</u>	<u>Restricted</u>	<u>144</u>
<u>12/27/2022</u>	<u>New Issue</u>	<u>2,757,860</u>	<u>Common Shares</u>	<u>0.0476</u>	<u>YES</u>	<u>Continuation Capital Inc.</u> <u>*Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>12/30/2022</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>Common Shares</u>	<u>N/A</u>	<u>NO</u>	<u>T3 Investing</u> <u>*Trent Crane</u>	<u>Conversion of 1,000,000 shares of preferred B</u>	<u>Restricted</u>	<u>144</u>

<u>12/30/2022</u>	<u>New Issue</u>	<u>8,000,000</u>	<u>Common Shares</u>	<u>N/A</u>	<u>NO</u>	<u>T3 Investing *Trent Crane</u>	<u>Conversion of 1 share of preferred C</u>	<u>Restricted</u>	<u>144</u>
<u>1/4/2023</u>	<u>New Issue</u>	<u>2,090,259</u>	<u>Common Shares</u>	<u>0.042</u>	<u>YES</u>	<u>Continuation Capital Inc. *Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>1/6/2023</u>	<u>New Issue</u>	<u>10,000,000</u>	<u>Common Shares</u>	<u>N/A</u>	<u>NO</u>	<u>Pablo Diaz</u>	<u>Conversion of 1,000,000 shares of preferred B</u>	<u>Restricted</u>	<u>144</u>
<u>1/6/2023</u>	<u>New Issue</u>	<u>2,200,000</u>	<u>Common Shares</u>	<u>0.042</u>	<u>YES</u>	<u>Continuation Capital Inc. *Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>1/10/2023</u>	<u>New Issue</u>	<u>5,400,000</u>	<u>Common Shares</u>	<u>0.042</u>	<u>YES</u>	<u>Continuation Capital Inc. *Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>1/17/2023</u>	<u>New Issue</u>	<u>15,000,000</u>	<u>Common Shares</u>	<u>0.0669</u>	<u>NO</u>	<u>Brian Milholland</u>	<u>Debt</u>	<u>Restricted</u>	<u>144</u>
<u>1/19/2023</u>	<u>New Issue</u>	<u>5,728,000</u>	<u>Common Shares</u>	<u>0.042</u>	<u>YES</u>	<u>Continuation Capital Inc. *Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>1/20/2023</u>	<u>New Issue</u>	<u>2,143,000</u>	<u>Common Shares</u>	<u>0.042</u>	<u>YES</u>	<u>Continuation Capital Inc. *Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>2/2/2023</u>	<u>New Issue</u>	<u>36,515,094</u>	<u>Common Shares</u>	<u>0.01369</u>	<u>NO</u>	<u>Granite Global Value Investments LTD *Tony Toffolon</u>	<u>Cash</u>	<u>Restricted</u>	<u>144</u>
<u>2/10/2023</u>	<u>New Issue</u>	<u>4,333,334</u>	<u>Common Shares</u>	<u>0.077</u>	<u>NO</u>	<u>Heather Griffin</u>	<u>Legal settlement</u>	<u>Restricted</u>	<u>144</u>
<u>2/10/2023</u>	<u>New Issue</u>	<u>2,166,666</u>	<u>Common Shares</u>	<u>0.077</u>	<u>NO</u>	<u>Josiah Carroll</u>	<u>Legal settlement</u>	<u>Restricted</u>	<u>144</u>
<u>2/14/2023</u>	<u>New Issue</u>	<u>38,000,000</u>	<u>Common Shares</u>	<u>0.01</u>	<u>NO</u>	<u>RB Capital Partners, Inc. *Brett Rosen</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>144</u>
<u>3/13/2023</u>	<u>New Issue</u>	<u>1,800,000</u>	<u>Common Shares</u>	<u>0.0388</u>	<u>NO</u>	<u>Brian McLain</u>	<u>Services</u>	<u>Restricted</u>	<u>144</u>
<u>3/16/2023</u>	<u>New Issue</u>	<u>6,500,000</u>	<u>Common Shares</u>	<u>0.0315</u>	<u>NO</u>	<u>Wanda Witoslawski</u>	<u>Compensation</u>	<u>Restricted</u>	<u>144</u>
<u>3/16/2023</u>	<u>New Issue</u>	<u>5,000,000</u>	<u>Common Shares</u>	<u>0.0161</u>	<u>YES</u>	<u>Continuation Capital Inc. *Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>3/17/2023</u>	<u>New Issue</u>	<u>34,852,499</u>	<u>Common Shares</u>	<u>0.0161</u>	<u>YES</u>	<u>Continuation Capital Inc. *Paul Winkle</u>	<u>Debt</u>	<u>Unrestricted</u>	<u>3a10</u>
<u>3/30/2023</u>	<u>New Issue</u>	<u>7,000,000</u>	<u>Common Shares</u>	<u>0.0499</u>	<u>NO</u>	<u>AJB Capital Investments LLC *Ari Blaine</u>	<u>Loss on loan modification</u>	<u>Restricted</u>	<u>144</u>
Shares Outstanding on <u>March 31, 2023</u>	<u>Ending Balance:</u>  Common: <u>901,791,158</u>  Preferred A: <u>2,500,000</u> Preferred B: <u>0</u> Preferred C: <u>0</u> Preferred D: <u>40</u>								

\*Control Person

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018, pursuant to the tabular format above.

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

- None

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instrument 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 entity listed.	Reason for Issuance (e.g. Loan, Services, etc.)
2/26/2021	4,500,000	4,500,000	96,875	2/26/2022	Fixed price of \$3.00 per share	RB Capital Partners, Inc. *Brett Rosen	Loan
10/5/2021	1,500,000	1,500,000	225,833	10/5/2022	Fixed price of \$1.80 per share	Jefferson Street Capital *Brian Goldberg	Loan
11/8/2021	500,000	500,000	34,583	1/15/2022	Fixed price of \$1.80 per share	Jefferson Street Capital *Brian Goldberg	Loan
3/1/2022	500,000	500,000	76,806	12/1/2022	Fixed price of \$6.00 per share	Jefferson Street Capital *Brian Goldberg	Loan
4/22/2022	800,000	800,000	40,556	4/22/2023	Fixed price of \$3.00 per share	RB Capital Partners, Inc. *Brett Rosen	Loan
9/9/2022	600,000	600,000	10,500	3/9/2023	Conversion price will be equal to the lowest trading price during the previous 20 trading day period either ending on the date of the conversion or the issue price.	AJB Capital Investments LLC *Ari Blaine	Loan
11/14/2022	500,000	500,000	5,000	5/14/2023	Conversion price will be equal to the lowest trading price during the previous 20 trading day period either ending on the date of the conversion or the issue price	AJB Capital Investments LLC *Ari Blaine	Loan
2/16/2023	1,000,000	1,000,000	8,958	2/16/2025	Fixed price of \$3.00 per share	RB Capital Partners, Inc. *Brett Rosen	Loan
3/13/2023	154,250	154,250	771	3/13/2024	Conversion price will be equal to 35% discount to the lowest trading price during the previous 10 trading day period either ending on the date of the conversion or the issue price.	1800 Diagonal Lending LLC *Curt Kramer	Loan
3/21/2023	50,000	50,000	139	3/21/2024	Conversion price will be equal to 35% discount to the lowest trading price during the previous 20 trading day period either ending on the date of the conversion or the issue price.	Fast Capital LLC *Noah Fouch	Loan
3/21/2023	35,000	35,000	97	3/21/2024	Conversion price will be equal to 35% discount to the lowest trading price during the previous 10 trading day period either ending on the date of the conversion or the issue price	Root Ventures LLC *Zack Ouderkirk	Loan

3/23/2023	144,760	144,760	17,371	3/23/2024	Conversion price will be equal to 25% discount to the lowest trading price during the previous 10 trading day period either ending on the date of the conversion or the issue price	1800 Diagonal Lending LLC *Curt Kramer	Loan
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#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")  
Solar Integrated Roofing Corp. (OTC: SIRC), is an integrated, single-source solutions provider of solar power, roofing systems and EV charging company specializing in commercial and residential properties throughout North America. The Company serves communities by delivering the best experience through constant innovation and legacy-focused leadership. For more information, please visit the Company's website at [www.sirc.com](http://www.sirc.com).
- B. Please list any subsidiaries, parent company, or affiliated companies
- Parent: Solar Integrated Roofing Corporation
  - Subsidiary: Secure Roofing & Solar Inc.
  - Subsidiary: Narrate, LLC
  - Subsidiary: McKay Roofing Company, Inc.
  - Subsidiary: Milholland Electric, Inc
  - Subsidiary: Montross Companies, Inc.
  - Subsidiary: Enerev LLC
  - Subsidiary: Pacific Lighting Management, Inc.
  - Subsidiary: Balance Authority, LLC
  - Subsidiary: Kinetic Investments, Inc. dba Future Home Power
  - Subsidiary: USA Solar Network LLC
  - Subsidiary: SunUp Solar LLC
  - Subsidiary: Renovation Roofing, Inc.

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

Solar Integrated Roofing Corp. is an integrated, single-source solar power, EV ("Electric Vehicle") charging, microgrids and roofing systems installation company providing products and services to government, commercial and residential facilities and properties.

The Company is striving to become one of the premier complete alternative energy solutions in North America. The Company's business model consists of the following revenue-producing divisions:

- Residential Solar
- Roofing
- Commercial Solar
- Electric Vehicle Charging
- Supplemental

#### 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.

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.

- Refer to Note 13

## 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.

Name of All Officers/Directors and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person (s) if a corporate entity
David Massey	CEO, CFO, Director, Beneficial Shareholder	Henderson, NV	2,500,000	Preferred A	100.0%	N/A
			31,091,014	Common	3.5%	
Troy Clymer	COO	Indianapolis, IN	3,600,024	Common	0.4%	N/A
Jason Newby	Beneficial Shareholder	San Diego, CA	40	Preferred D	100%	N/A
Wanda Witoslawski	VP Corporate Controller	Henderson, NV	9,500,000	Common	1.1%	N/A

## 7) Legal/Disciplinary History

A. Please identify whether any of the persons 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.

- **Refer to Note 18**

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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 by persons with sufficient financial

## 8) **Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: **Lance Brunson**  
Address 1: **Brunson, Chandler & Jones**  
**175 S. Main Street, Suite 1410**  
**Salt Lake City, UT 84111**  
Phone: **(801) 303-5737**  
Email: **lance@bcjlaw.com**

### Accountant or Auditor

Name: **Pinnacle Accountancy Group of Utah**  
Address 1: **North 1438 U.S.89 Alternate**  
**Suite 120**  
**Farmington, UT 84025**  
Phone: **(801) 447-9572**  
Email: **natalie@pinncpas.com**

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

- Twitter: Yes: <https://twitter.com/SIRCStock>
- LinkedIn: Yes: <https://www.linkedin.com/company/sirc-stock/>
- Facebook: Yes: <https://www.facebook.com/profile.php?id=100064177897352>
- [Other ] YouTube: <https://www.youtube.com/@sircnews>  
Investor Relations website: <https://www.solarintegratedroofing.com/news-and-events/press-releases/>  
SIRC.com website: <https://www.sirc.com/about-us>
- Discord: No

### 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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

None.

## 9) **Financial Statements**

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

U.S. GAAP

IFRS

B. The financial statements for this reporting period were prepared by (name of individual) <sup>4</sup>:

Name: Wanda Witoslawski  
Title: VP Corporate Controller  
Relationship to Issuer: Employee

Describe the qualification of the person or persons who prepared the financial statements: over 20 years of experience in progressively responsible financial positions for private and public companies. Her experience includes Controllers and CFOs positions in mortgage, asset management, manufacturing and transportation industries where she managed accounting functions for a staff from 4 to 1,350 employees and up to 200,000,000 credit facility. Over the course of her career Wanda has managed over 20 external financial audits. She holds a masters degree in economics.

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

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

#### Important Notes

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

**SOLAR INTEGRATED ROOFING CORP.**  
INDEX TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Pages

<u>Consolidated Balance Sheets as of March 31, 2023 and December 31, 2022 (Unaudited)</u>	F-1
<u>Consolidated Statements of Operations for the three months ended March 31, 2023 and 2022 (Unaudited)</u>	F-2
<u>Consolidated Statements of Cash Flows for the three months ended March 31, 2023 and 2022 (Unaudited)</u>	F-3
<u>Consolidated Statements of Changes in Stockholders' Equity (Deficit) for the three months ended March 31, 2023 and 2022 (Unaudited)</u>	F-4
<u>Notes to Consolidated Financial Statements (Unaudited)</u>	F-5

**SOLAR INTEGRATED ROOFING CORP.****Unaudited Consolidated Balance Sheets**

	<b>March 31, 2023</b>	<b>December 31, 2022</b>
<b>ASSETS</b>		
Cash	\$ -	\$ 422,528
Accounts receivable, net	2,741,942	5,382,032
Work in progress receivable, net	77,713,766	71,880,852
Note receivable	4,296,950	4,296,950
Prepaid and other current assets	751,848	574,736
Inventory	367,532	338,260
<b>TOTAL CURRENT ASSETS</b>	<b>85,872,038</b>	<b>82,895,358</b>
<b>OTHER ASSETS</b>		
Operating lease right-of-use assets	2,656,894	2,772,672
Property and equipment, net	1,328,987	933,610
Goodwill	60,346,900	59,746,900
Other assets	110,372	574,095
<b>TOTAL ASSETS</b>	<b>150,315,191</b>	<b>146,922,635</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	\$ 15,628,176	\$ 16,248,314
Accrued interest	1,374,956	1,625,985
Due to related parties	3,524,831	3,313,049
Operating lease liabilities, current portion	472,468	488,723
Notes payable	19,309,500	18,390,187
Debenture payable	2,400,000	2,400,000
Convertible note payable, net of unamortized discounts	10,268,500	9,090,000
Derivative liabilities	423,582	15,699
<b>Total Current Liabilities</b>	<b>53,402,013</b>	<b>51,571,957</b>
<b>OTHER LIABILITIES</b>		
Note payable, long-term	1,340,586	2,177,500
Operating lease liabilities, non-current portion	2,184,426	2,283,949
<b>TOTAL LIABILITIES</b>	<b>56,927,025</b>	<b>56,033,406</b>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.00001 par value: 100,000,000 shares authorized	-	-
Series A Preferred stock, \$0.00001 par value: 5,000,000 shares authorized, 2,500,000 shares issued and outstanding	25	25
Series B Preferred stock, \$0.00001 par value: 20,000,000 shares authorized, 0 and 1,000,000 shares issued and outstanding, respectively	-	10
Series C Preferred stock, \$0.00001 par value: 1 share authorized, 0 shares issued and outstanding, respectively	-	-
Series D Preferred stock, \$0.00001 par value: 40 shares authorized, 40 shares issued and outstanding	-	-
Common stock, \$0.00001 par value: 1,500,000,000 shares authorized, 901,791,158 and 723,062,306 shares issued and outstanding, respectively	9,018	7,231
Stock payable	1,672,500	2,676,000
Additional paid-in capital	89,726,478	86,206,967
Non-controlling interest	(875,105)	(873,929)
Retained earnings	2,855,250	2,872,925
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>93,388,166</b>	<b>90,889,229</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 150,315,191</b>	<b>\$ 146,922,635</b>

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

**SOLAR INTEGRATED ROOFING CORP.**  
**Unaudited Consolidated Statements of Operations**

	<b>For the Three Months Ended</b>	
	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Revenue	\$ 21,094,138	\$ 26,995,256
Cost of sales	(14,710,824)	(15,743,020)
Gross profit	<u>6,383,314</u>	<u>11,252,236</u>
Operating expenses		
Salaries and wages	1,745,631	2,271,628
Professional fees	1,561,950	1,547,660
Marketing and advertising	131,205	112,793
Depreciation	92,451	92,710
General and administrative	1,043,020	1,161,326
Total operating expenses	<u>4,574,257</u>	<u>5,186,117</u>
Income from operations	1,809,057	6,066,119
Other income (expense)		
Interest expense and finance fees	(998,620)	(302,535)
Change in fair value of derivative liabilities	(407,883)	9,118
PPP loans forgiveness	318,998	906,500
Amortization of debt discount	(110,000)	-
Interest income	168,000	-
Loss on loan modification	(349,300)	-
Net loss on settlement	(497,171)	-
Other income (expense)	48,068	(107,871)
Total other income (expense)	<u>(1,827,908)</u>	<u>(401,288)</u>
Income (loss) before taxes	(18,851)	5,664,831
Provision for income taxes	-	-
<b>Net income (loss)</b>	<b>(18,851)</b>	<b>5,664,831</b>
Net loss attributed to non-controlling interest	1,176	29,058
<b>Net income (loss) attributed to the Company</b>	<b>\$ (17,675)</b>	<b>\$ 5,693,889</b>
<b>Income (loss) per common share, basic</b>	<b>\$ (0.00)</b>	<b>\$ 0.01</b>
<b>Weighted average number of common shares outstanding, basic</b>	<b>813,039,591</b>	<b>464,005,790</b>
<b>Income per common share, diluted</b>	<b>\$ 0.00</b>	<b>\$ 0.01</b>
<b>Weighted average number of common shares outstanding, diluted</b>	<b>1,031,043,412</b>	<b>593,807,438</b>

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

**SOLAR INTEGRATED ROOFING CORP.**  
**Unaudited Consolidated Statements of Cash Flows**

**For the Three Months Ended**  
**March 31, 2023**                      **March 31, 2022**

<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Net income (loss)	\$ (18,851)	5,664,831
Adjustments to reconcile net income to net cash used in operating activities:		
Stock-based compensation	274,590	251,925
Amortization of debt discount	110,000	6,724
Stock option cancellation	(865,800)	-
Loss on debt modification	349,300	-
Loss on settlement	497,171	-
Change in fair value of derivative liabilities	407,883	(9,118)
Depreciation	92,451	92,710
PPP loans forgiveness	(318,998)	(906,500)
Changes in operating assets and liabilities:		
Accounts and work in progress receivables	(3,192,824)	(13,731,419)
Prepaid expenses and other assets	286,611	298,598
Inventory	(29,272)	36,405
Accounts payable and accrued liabilities	(161,251)	5,681,969
Due to related parties	(188,218)	(327,881)
Net Cash Used in Operating Activities	<u>(2,757,208)</u>	<u>(2,941,756)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Net cash paid in acquisition of subsidiaries	(200,000)	-
Purchase of property and equipment	(106,740)	(8,453)
Net Cash Used in Investing Activities	<u>(306,740)</u>	<u>(8,453)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from notes payable	1,550,000	1,326,700
Repayments of notes payable	(777,080)	(433,738)
Proceeds from convertible notes payable	1,368,500	1,100,000
Repayments of convertible notes payable	-	(27,075)
Issuance of common stock for cash	500,000	514,040
Net Cash Provided by Financing Activities	<u>2,641,420</u>	<u>2,479,927</u>
Net change in cash and cash equivalents	(422,528)	(470,282)
Cash and cash equivalents, beginning of period	422,528	1,124,533
Cash and cash equivalents, end of period	\$ -	\$ 654,251
Supplemental cash flow information		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
Non-cash investing and financing activities:		
Common stock issued for conversion of debt and accrued interest	\$ 1,759,198	\$ 27,075
Assets acquired from financing	\$ 381,088	\$ -
Debt discount from the derivative liability	\$ -	\$ 6,724
Disposal of fixed assets	\$ 879,779	\$ -
Operating lease right-of-use assets	\$ 115,778	\$ -
Acquisition of subsidiary with note payable	\$ 400,000	\$ -
Issuance of common stock for stock payable	\$ 1,003,500	\$ -

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

**SOLAR INTEGRATED ROOFING CORP.**
**Unaudited Consolidated Statements of Changes in Stockholders' Equity**
**For the Three Months Ended March 31, 2023 and 2022**

	Series A		Series B		Series C		Series D		Common Stock		Additional	Stock	Stock	Non-controlling Interest	Retained Earnings (Accumulated	Total
	Preferred Stock		Preferred Stock		Preferred Stock		Preferred Stock		Common Stock		Paid in	Receivable	Payable		Deficit)	
	Shares Outstanding	Amount	Shares Outstanding	Amount	Shares Outstanding	Amount	Shares Outstanding	Amount	Shares Outstanding	Amount	Capital	Receivable	Payable		Deficit)	
<b>Balance, December 31, 2021</b>	2,500,000	25	8,000,000	80	1	-	40	-	453,498,555	4,535	74,087,246	(36,450,000)	11,790,200	(60,487)	(774,754)	48,596,845
Common stock issued for services	-	-	-	-	-	-	-	-	500,000	5	177,895	-	-	-	-	177,900
Common stock issued for conversion of debt and interest	-	-	-	-	-	-	-	-	27,075,035	271	26,804	-	-	-	-	27,075
Common stock issued for cash	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Common stock issued for compensation	-	-	-	-	-	-	-	-	150,000	1	74,024	-	-	-	-	74,025
Stock payable	-	-	-	-	-	-	-	-	-	-	-	-	514,040	-	-	514,040
Non controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	(29,058)	-	(29,058)
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5,693,889	5,693,889
<b>Balance, March 31, 2022</b>	2,500,000	25	8,000,000	80	1	-	40	-	481,223,590	4,812	74,365,969	(36,450,000)	12,304,240	(89,545)	4,919,135	55,054,716
<b>Balance, December 31, 2022</b>	2,500,000	25	1,000,000	10	-	-	40	-	723,062,306	7,231	86,206,967	-	2,676,000	(873,929)	2,872,925	90,889,229

Common stock issued for services	-	-	-	-	-	-	-	-	1,800,000	18	69,822	-	-	-	69,840	
Common stock issued for conversion of debt and interest	-	-	-	-	-	-	-	-	110,413,758	1,104	2,761,594	(1,003,500)	-	-	1,759,198	
Common stock issued for cash	-	-	-	-	-	-	-	-	36,515,094	365	499,635	-	-	-	500,000	
Common stock issued for compensation	-	-	-	-	-	-	-	-	6,500,000	65	204,685	-	-	-	204,750	
Common stock issued for settlement	-	-	-	-	-	-	-	-	6,500,000	65	500,435	-	-	-	500,500	
Common stock issued for loss on loan modification	-	-	-	-	-	-	-	-	7,000,000	70	349,230	-	-	-	349,300	
Common stock issued for conversion of preferred stock Class B	-	-	(1,000,000)	(10)	-	-	-	-	10,000,000	100	(90)	-	-	-	0	
Stock options cancelled	-	-	-	-	-	-	-	-	-	-	(865,800)	-	-	-	(865,800)	
Non controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	(1,176)	(17,675)	(18,851)	
<b>Balance, March 31, 2023</b>	<u>2,500,000</u>	<u>25</u>	<u>-</u>	<u>-</u>	<u>1</u>	<u>-</u>	<u>40</u>	<u>-</u>	<u>901,791,158</u>	<u>9,018</u>	<u>89,726,478</u>	<u>-</u>	<u>1,672,500</u>	<u>(875,105)</u>	<u>2,855,250</u>	<u>93,388,166</u>

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

**SOLAR INTEGRATED ROOFING CORP.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2023 AND 2022**

**NOTE 1 – BACKGROUND AND ORGANIZATION**

**Business Operations**

Solar Integrated Roofing Corp. (“SIRC” or the “Company”) is a fully integrated roofing, residential solar, commercial solar/microgrid, electric vehicle (EV) charging and financing business focused on selling and installing systems, specializing in commercial and residential properties, targeting the North American solar market with specific strength in the Southern California market. Under the SIRC brand, the Company has acquired 14 companies that provide specific services to solar customers. The acquired businesses have a high degree of complimentary services and as such, SIRC is setting up divisions to specifically address the strengths of each product offering and provide significant cross selling opportunities across roofing, residential solar, commercial solar/microgrids, EV charging/battery back-up and project financing. To date, the major areas of operations include delivery of installation services, battery storage solutions, electric vehicle charging solutions, and roofing services.

The Company was incorporated under the laws of the state of Nevada on May 1, 2007 as Sterling Oil & Gas Company. The name was changed on February 14, 2014 to Landstar Development Group. On November 9, 2015 the Board of Directors of SIRC approved a name change to Solar Integrated Roofing Corp.

On February 11, 2016, the Company acquired the issued and outstanding shares of Secure Roofing and Solar Inc. (“SRS”) whereby the shareholders of SIRC became the controlling shareholders of the combined entity. David Massey, the Company’s CEO and CFO held 100% share ownership in SRS and was issued 10,000,000 common shares of SIRC for 100% of the issued and outstanding shares of SRS.

**Impacts of COVID-19 on Our Business**

The COVID-19 pandemic and the resulting impact on the U.S. economy have accelerated many of our operational initiatives to deliver best-in-class customer value and to reduce costs. The COVID-19 pandemic has had an unprecedented impact on the U.S. economy, resulting in governments and organizations implementing public health measures in an effort to contain the virus, including physical distancing, work from home, supply chain logistical changes and closure of non-essential businesses. Global supply chain disruptions are prevalent in the renewable energy industry and are most acute in the residential and commercial PV markets. While domestic and international manufacturers in this space are starting to make strides in rectifying some of the major issues, several factors are having overall detrimental impacts to US renewable installers and developers. The three main factors contributing to adverse market conditions are equipment pricing, manufacturing delays and shortages, labor disruptions and logistics. At times these factors overlap, but each factor has a unique impact on business operations and metrics.

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

Basis of Presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”).

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Solar Integrated Roofing Corp. and its wholly-owned subsidiaries: Secure Roofing and Solar Inc., Narrate LLC, McKay Roofing Company, Inc., Milholland Electric, Inc., Montross Companies, Inc., Approved Home Pros, LLC, Enerev LLC, Balance Authority, LLC, Kinetic Investments Inc. dba Future Home power, USA Solar Network LLC, SunUp Solar LLC and Renovation Roofing, Inc., which are included in the financial statements of the Company as of their respective acquisition dates. Pacific Lighting Management, Inc. and SunUp Solar were the only subsidiaries acquired at 60% so the Company includes non-controlling interest in its consolidated financial statements.

During the three months ended March 31, 2023 and 2022, the Company did not acquire any entities. During the year ended December 31, 2022, the Company eliminated and rescinded the agreement regarding Cornerstone Construction Team, LLC as of May 31, 2022. The Company has consolidated the operations for the entity up until the rescission date of May 31, 2022. The Company recovered the previously issued 45,000,000 shares of common stock issued in connection with the merger to the entity’s previous ownership group. The Company also issued 8,000,000 shares of common stock valued at \$1,748,000, which was valued using the stock price on the day of legal settlement and recorded as compensation expense in the consolidated statement of operations for the year ended December 31, 2022. All Cornerstone assets and liabilities were eliminated from the Company’s consolidated financial statements on May 31, 2022. On November 4, 2022, the Company sold Approved Home Pros back to original owner for the price of \$96,950, which has not yet been received and as such has been reflected in accounts receivable in the March 31, 2023 and December 31, 2022 consolidated balance sheets. All Approved Home Pros assets

and liabilities were eliminated from the Company's consolidated financial statements on November 4, 2022. On March 13, 2023, the Company acquired an additional 40% of Pacific Lighting Management, Inc. for \$600,000 to be paid in 3 monthly installments. As of March 31, 2023, \$200,000 was paid and \$400,000 accrued.

#### Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP 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. Significant estimates include the estimated useful lives of property and equipment, allowance for doubtful accounts, impairment of long-lived assets, and the valuation of debt and equity transactions. Actual results could differ from those estimates.

#### Concentrations of Credit Risk

The Company maintains its cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. The Company continually monitors its banking relationships and consequently has not experienced any losses in its accounts. As of March 31, 2023 and December 31, 2022, management believes the Company is not exposed to any significant credit risk on cash.

#### Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents were \$0 as of March 31, 2023 and \$422,528 as of December 31, 2022.

#### Accounts Receivable

Management reviews accounts receivable periodically to determine if any receivables will potentially be uncollectible. Management's evaluation includes several factors including the aging of the account balances, a review of significant past due accounts, economic conditions, and our historical write-off experience, net of recoveries. The Company includes any accounts receivable balances that are determined to be uncollectible, along with a general reserve, in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance. The Company's allowance for doubtful accounts was \$164,874 and \$40,874 as of March 31, 2023 and December 31, 2022, respectively, and no individual customer owed in excess of 10% of the trade accounts receivable balances of \$2,906,816 or \$5,382,032, respectively.

#### Inventory

The Company's inventory is valued at the lower of cost (the purchase price) or market. Inventory costs are determined based on the average cost basis. A reserve for slow-moving and potentially obsolete inventories is recorded as of each balance sheet date and total inventories are presented net of that reserve. Inventory consists primarily of solar panels. As of March 31, 2023, management evaluated all held inventory for obsolete or slow-moving parts and did not identify any.

#### Property and Equipment

Property and equipment are carried at cost less amortization and depreciation. Major betterments that extend the useful lives of assets are also capitalized. Normal maintenance and repairs are charged to expense as incurred. When assets are sold or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in operations. Property and equipment consist of Vehicles, Computer Equipment, Machinery and Equipment, Furniture and Equipment which are depreciated on a straight-line basis over their expected useful lives as follows.

Vehicles	5 years
Computer Equipment	5 years
Machinery and Equipment	5 years
Furniture & Equipment	5 years

#### Leases

The Company follows the Financial Accounting Standards Board's (the "FASB") Accounting Standards Update ("ASU") No. 2016-02, Leases (Topic 842) ("ASU 2016-02"), and additional ASUs issued to clarify and update the guidance in ASU 2016-02 (collectively, the "new leases standard"), which modifies lease accounting for lessees to increase transparency and comparability by recording lease assets and liabilities for operating leases and disclosing key information about leasing arrangements. The new lease standard requires an entity to recognize a right-of-use asset and a lease liability for virtually all leases. The Company elected to exclude from its balance sheets recognition of leases having a term of 12 months or less ("short-term leases"). Lease expense is recognized on a straight-line basis over the lease term. See Note 13 for further information regarding the Company's leases.

#### Advertising

The Company conducts advertising for the promotion of its services. In accordance with ASC 720-35, advertising costs are charged to operations when incurred. The Company incurred \$131,205 and \$112,793 in marketing and advertising expenses during the three months ended March 31, 2023 and 2022, respectively.

### Fair Value of Financial Instruments

Accounting Standards Codification (“ASC”) subtopic 825-10, Financial Instruments, requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities, and short-term borrowings, as reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed.

The Company follows ASC 820-10, Fair Value Measurements and Disclosures, and ASC 825-10, Financial Instruments, which permit entities to choose to measure many financial instruments and certain other items at fair value. ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by ASC 820 are described below:

*Level 1:* Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

*Level 2:* Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

*Level 3:* Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying value of the Company’s current assets and liabilities are deemed to be fair market value due to the short-term nature of these instruments. The Company did not have any Level 2 financial instruments as of March 31, 2023 and December 31, 2022, while the Company’s Level 3 derivative liabilities are detailed in Note 11.

### Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, when satisfying the performance obligation of the associated contract that reflects the consideration expected to be received based on the terms of the contract.

Solar Integrated Roofing Corp. has chosen to utilize the “Output Method” of ASC 606 as a means of recognizing revenue in accordance with performance obligation milestones within their executed contracts. The Output Method as defined in ASC 606 are incremental goods or services that are instrumental and necessary to fulfill the complete project that have been verified to be completed. These outputs are the result of processes applied to inputs in a business. In other words, the Output Method measures results achieved and value that is passed on to the customer in relation to the contract as a whole. In implementation, the Company has determined the incremental milestones of a project ranging from contract inception to project completion, with each progressing milestone providing additional services to the end client. Per the guidelines of ASC 606, the Company then tracks the progress toward completion of the contract by measuring outputs to date relative to total estimated outputs needed to satisfy the performance obligation.

As the different subsidiaries of the Company encompass many different business models, there exists different metrics for each of the subsidiaries in regard to intervals/milestones qualifying a specific level of revenue recognition. The business types are as follows:

- Roofing Companies
- Sales Organizations
- Claims Management Companies
- Solar Installation Companies
- Alternative Energy Companies
- Service Organizations

ASC 606 has five general components which formulate the basis of the revenue process. In observation of the Output Method, the five components and brief explanations as to how each applies to the revenue recognition model the Company has adopted are as follows:

#### **(i) Identify the contract, or contracts, with a customer.**

A contract is an agreement or purchase order between two or more parties that creates enforceable rights and obligations. In evaluating the contract, the Company analyzes the customer’s intent and ability to pay the amount of promised consideration (credit risk) and considers the probability of collecting substantially all of the consideration.

**(ii) Identify the performance obligations in the contract.**

At a contract's inception, the Company assesses the goods or services promised in a contract with a customer and identifies the performance obligations. The main performance obligations are the provisions of the following:

- Project Specifics
  - Site Visit
  - Engineering Design
  - Permitting
  - Utility Interconnection, if applicable
  - Project Installation
  - Project Completion

**(iii) Determine the transaction price**

The transaction price is the amount of consideration to which the Company is entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. When a contract provides a customer with payment terms of more than a year, the Company considers whether those terms create variability in the transaction price and whether a significant financing component exists. As of March 31, 2023, the Company has not provided payment terms of more than a year.

**(iv) Allocate the transaction price to the performance obligations in the contract.**

The Company performs an allocation of the transaction price to each separate performance obligation, known as milestones. The allocated milestone payments are based upon multiple factors:

- Hard costs for materials needed to fulfill the current milestone.
- Soft costs upon the milestone being achieved (sales commissions, labor costs)
- Overhead and incidentals to be allocated at the specific milestones of a project.

**(v) Recognize revenue when, or as, the Company satisfies a performance obligation.**

The Company recognizes revenue incrementally upon its fulfillment of each specific performance obligation milestone as outlined in the underlying contract utilizing the Output Method.

During the three months ended March 31, 2023 and 2022, the Company derived its revenues from the following:

- residential solar sales and installation: approximately \$4.9 million and \$19.8 million, respectively
- commercial solar: approximately \$14.2 million and \$2.4 million, respectively
- roofing construction: approximately \$1.3 million and \$3.5 million, respectively
- EV charging stations: approximately \$0.05 million and \$0.7 million, respectively
- supplemental/shared services: approximately \$0.6 million and \$0.6 million, respectively

The Company analyses whether gross sales as the principal, or net sales as the agent, should be recorded. Since the Company assumes all risk of loss, has control over establishing price, and has control over the related costs associated with earning revenues, the Company is the principal, and as such has recorded all revenues at the gross price.

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## Concentration of Revenue by Customer

During the three months ended March 31, 2023 and 2022, no individual customers comprised above 10% of total revenue recognized.

## Concentration of Revenue by Segment during the three months ended March 31, 2023 and 2022:

- residential solar sales and installation: approximately 24% and 73%, respectively
- commercial solar: approximately 67% and 9%, respectively
- roofing construction: approximately 6% and 13%, respectively
- EV charging stations: approximately 0% and 3%, respectively
- supplemental/shared services: approximately 3% and 2%, respectively

## Segments and Disaggregated Revenue

The Company is a single source solar power and roofing system installation company operating and specializing in commercial and residential properties across the United States. The Company's operations are conducted in specific reportable segments: roofing construction, residential solar, commercial solar & microgrids, battery back-up & EV charging and project financing. The Company defines its segments because the operations are distinctly different from other areas within the Company as the Company has roofing contracts, solar installations (residential / commercial / microgrids), battery back-up and EV charging installations as well as finance and maintenance. All of these areas are supported by our sales, marketing and general and administrative teams. The Company's Chief Operating Officer regularly reviews these segments to align resources and analyze performance.

All of the Company's segments operate within the United States as the Company does not have any foreign sales or operations at this time. The Company's roofing segment is dedicated to services and products serving roofing construction, design and maintenance. Construction of roofing projects and the design of roofing installations as well as the construction of the roofing projects all fall under this segment. The Company's residential solar segment serves the installation of solar systems within residential properties selling directly to consumers. The Company's commercial solar segments sells to larger renewal energy companies and to corporations seeking solar installations to offset utility expenses (i.e. urban housing, commercial properties, apartment buildings, etc.). The Company's EV charging services are centered around providing solutions for EV charging platforms through the planning, sourcing and installation of these platforms for businesses and other agencies. Our financing efforts are done in support of these operating activities.

The Company measures the results of the segments by the following among other attributes: gross margin, operating income (which includes overhead corporate expense allocations), costs of sales and revenue. The Company revises the measurement of the reporting segments operating income, gross margin and corporate overhead allocations from time to time as these metrics are regularly reviewed by the Chief Operating Officer.

As of March 31, 2023, approximately \$379 million of revenue is expected to be recognized from remaining performance obligations for solar commercial contracts. The Company expects to recognize revenue on these remaining performance obligations over the next 12 months. The Company has elected to accrue installation and construction activities until the customer obtains control of the solar commercial project. Accordingly, the Company will accrue all related construction and installation costs (*Work in progress accounts payable*) and recognize Work in progress accounts receivable as revenue and Work in progress accounts payable as cost of sales once the performance obligations have been completed. The Company generally has payment terms with its customers of one year or less and has elected the practical expedient applicable to such contracts not to consider the time value of money over a longer period of time.

The Company measures the results of the segments by the following among other attributes: gross margin, operating income (which includes overhead corporate expense allocations), costs of sales and revenue. The Company revises the measurement of the reporting segments operating income, gross margin and corporate overhead allocations from time to time as these metrics are regularly reviewed by the Chief Operating Officer. Information on the Company's operating segments, including the reconciliation to income is provided in the following table:

	<u>Solar Residential</u>	<u>Solar Commercial</u>	<u>Roofing Construction</u>	<u>EV Charging</u>	<u>Supplemental</u>	<u>Consolidated</u>
<b>Three Months Ended March 31, 2023</b>						
Revenue	\$ 4,925,344	\$ 14,206,739	\$ 1,261,906	\$ 58,030	\$642,119	\$ 21,094,138
Cost of sales	6,735,507	6,196,173	1,415,022	350,723	13,399	14,710,824
Gross margin	(1,810,163)	8,010,566	(153,116)	(292,693)	628,720	6,383,314
Operating Income (loss)	(3,080,318)	6,831,810	(1,152,123)	(664,607)	(125,705)	1,809,057

**Three Months Ended**

<b>March 31, 2022</b>						
Revenue	\$ 19,822,889	\$ 2,384,189	\$ 3,492,925	\$ 741,109	\$ 554,144	\$ 26,995,256
Cost of sales	12,001,407	200,174	2,987,263	552,977	1,199	15,743,020
Gross margin	7,821,482	2,184,015	505,662	188,132	552,945	11,252,236
Operating Income (loss)	6,664,096	792,445	(984,689)	(92,284)	(313,449)	6,066,119

Segment data has been reported for revenues, profit margin and total assets per reportable segment. Segments that do not have data presented are not reported as they do not meet the threshold for reporting requirements. As noted in our segment data, total assets represent total assets that are reported and attributable to that segment, goodwill has been removed. Total assets consist of contract receivables, WIP receivable, fixed assets and other assets.

#### Cost of Revenue

Cost of revenue consists primarily of costs related to raw materials, freight and delivery, product warranty, and personnel costs (salaries, bonuses, benefits, and stock-based compensation). Personnel costs in cost of revenue includes both direct labor costs as well as costs attributable to any individuals whose activities relate to the procurement, installment and delivery of the finished product and services. Deferred cost of revenue results from the timing differences between the costs incurred in advance of the satisfaction of all revenue recognition criteria consistent with our revenue recognition policy.

During the three months ended March 31, 2023 and 2022, the Company incurred cost of revenue of \$14,710,824 and \$15,743,020, respectively.

Work in progress receivable is recorded when the Company has transferred services to the customers prior to receiving consideration and when the payment of consideration is contingent upon milestones performance obligation. The Company recognizes also the cost associated with reaching specific milestone in form of work in progress payable. As of March 31, 2023, the work in progress receivable was \$118,122,279 and work in progress payable was \$40,408,513, which were netted together as a contract asset work in progress receivable on the consolidated balance sheets in the amount of \$77,713,766. As of December 31, 2022, the work in progress receivable was \$129,479,958 and work in progress payable was \$57,599,106, which were netted together as a contract asset work in progress receivable on the consolidated balance sheets in the amount of \$71,880,852.

#### Income Taxes

The Company follows ASC 740, *Income Taxes*, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal 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 the Statements of Operations in the period that includes the enactment date.

The Company follows section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

#### Stock-based Compensation

The Company accounts for employee and non-employee stock-based compensation in accordance with ASC 718, *Compensation—Stock Compensation*, which requires all share-based payments to employees and non-employees, including grants of stock options, to be recognized in the financial statements based on the grant date fair values of the equity instruments issued, which is charged directly to compensation expense over the requisite service or vesting period.

#### Net Income (Loss) per Common Share

Net income (loss) per common share is computed pursuant to ASC 260, *Earnings Per Share*. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period.

During the three months ended March 31, 2023, the Company's basic income per share was \$0.00 and diluted income per share was \$0.00.

During the three months ended March 31, 2022, the Company's basic income per share was \$0.01 and diluted income per share was \$0.01.

For the three months ended March 31, 2023 and 2022, the Company's potentially-dilutive instruments include convertible notes and associated accrued interest, stock payable, warrants, options, and convertible preferred stock. The total amount of "if-converted" shares of 218,003,821 and 129,801,648, respectively, are comprised of the following:

- convertible notes with interest— 82,503,821 and 13,801,648, respectively
- common shares to be issued – 25,000,000 and 36,000,000, respectively
- warrants and options – 110,500,000 and 0, respectively
- common shares issuable upon conversion of shares of Series B Preferred Stock – 0 and 80,000,000, respectively

Diluted income (loss) per share is computed as follows:

	<b>Three Months Ended March 31, 2023</b>	<b>Three Months Ended March 31, 2022</b>
Numerator:		
Net income (loss)	\$ (18,851)	\$ 5,664,832
(Gain) loss on change in fair value of derivatives	407,883	(9,118)
Interest on convertible debt	96,716	166,436
Net income - diluted	\$ 485,748	\$ 5,822,150
Denominator:		
Weighted average common shares outstanding - basic	813,039,591	464,005,790
Effect of dilutive shares	218,003,821	129,801,648
Diluted	<u>1,031,043,412</u>	<u>593,807,438</u>

### Business Combinations

In accordance with ASC 805, *Business Combinations*, the Company accounts for all business combinations using the acquisition method of accounting. Under this method, assets and liabilities, including any remaining non-controlling interests, are recognized at fair value at the date of acquisition. The excess of the purchase price over the fair value of assets acquired, net of liabilities assumed, and non-controlling interests is recognized as goodwill. Certain adjustments to the assessed fair values of the assets, liabilities, or non-controlling interests made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income. Any cost or equity method interest that the Company holds in the acquired company prior to the acquisition is re-measured to fair value at acquisition with a resulting gain or loss recognized in income for the difference between fair value and the existing book value. Results of operations of the acquired entity are included in the Company's results from the date of the acquisition onward and include amortization expense arising from acquired tangible and intangible assets.

### Goodwill

The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The fair value of each reporting unit is estimated primarily using a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital.

The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit.

During the three months ended March 31, 2023 and 2022, there was no goodwill impairment recorded.

#### Impairment of Long-Lived Assets

Tangible and intangible assets (excluding goodwill) are assessed at each reporting date for indications that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. The asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or a group of assets exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the group of assets.

#### Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses the Black Scholes valuation model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within 12 months of the balance sheet date.

#### Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, ASC Subtopic 470-20 "Debt—Debt with "Conversion and Other Options" and ASC subtopic 815-40 "Hedging—Contracts in Entity's Own Equity". The standard reduced the number of accounting models for convertible debt instruments and convertible preferred stock. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting; and, (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The amendments in this update are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company adopted this standard on January 1, 2021, but there was no resulting material impact on the financial statements.

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

#### Warrants and options

The Company has issued Common Stock warrants for in connection with the execution of certain equity and debt financings. The warrants carry fixed exercise prices and their values are determined using the Black Scholes option pricing model. During the three months ended March 31, 2023 and 2022, the Company issued didn't issue any warrants and canceled option of 6,500,000 and 0 shares, respectively.

#### **NOTE 3 – GOING CONCERN**

The accompanying consolidated financial statements have been prepared in accordance with U.S. GAAP, which contemplates the continuation of the Company as a going concern and realization of assets and the satisfaction of liabilities in the normal course of business. At March 31, 2023 and December 31, 2022, the Company had cash of \$0 and \$422,528, respectively and a working capital of \$32,470,025 and \$31,323,401, respectively. The Company has retained earnings of \$2,855,250 at March 31, 2023, and \$2,872,925 at December 31, 2022. The Company had a net loss attributable to the Company of \$17,675 for the three months ended March 31, 2023 and net income attributable to the Company of \$5,664,832 for the three months ended March 31, 2022. However, net cash used in operating activities for the three months ended March 31, 2023 was \$2,757,208 and \$2,941,756 for the three months ended March 31, 2022. In addition, the Company continues to rely on financing activities, which generated positive cash flows of \$2,641,420 and \$2,479,927 during the three months ended March 31, 2023 and

2022, respectively, due to the bulk of its current assets consisting of Work-in-progress receivable, which totaled \$77,713,766 and \$71,88,852, or 90% and 87% of current assets at March 31, 2023 and December 31, 2022, respectively.

These factors among others present substantial doubt about the Company's ability to continue as going concern. The Company's ability to continue as a going concern is dependent upon its ability to repay or settle its current indebtedness, generate positive cash flow from operations, and/or raise capital through equity and debt financing or other means on desirable terms. If the Company is unable to obtain additional funds when they are required or if the funds cannot be obtained on favorable terms, management may be required to restructure the Company or cease operations. The consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

The Company intends to raise additional capital through private placements of debt and equity securities, but there can be no assurance that these funds will be available on terms acceptable to the Company, or will be sufficient to enable the Company to fully complete its development activities or sustain operations. If the Company is unable to raise sufficient additional funds, it will have to develop and implement a plan to further extend payables, reduce overhead, or scale back its current business plan until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful.

The Company's management does not know the full extent or foresee the impact COVID-19 has had on our business or our operations or its ability to carry out our plans. We will continue to monitor and follow this situation closely.

#### NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment stated at cost, less accumulated depreciation consisted of the following:

	March 31, 2023	December 31, 2022
Vehicles	\$ 2,008,080	\$ 2,427,093
Land	250,000	250,000
Computer Equipment	3,518	3,518
Machinery and Equipment	191,566	191,566
Leasehold Improvements	13,473	13,473
Office Equipment	149,416	149,416
Furniture and Equipment	137,708	135,369
	2,753,761	3,170,435
Less: accumulated depreciation	(1,425,774)	(2,236,825)
Property and equipment, net	\$ 1,328,987	\$ 933,610

Depreciation expense for fixed assets was \$92,451 and \$92,710, respectively, for the three months ended March 31, 2023 and 2022. During the three months ended March 31, 2023, there was purchase of furniture of \$106,740, lease of vehicles of \$381,088 and disposal of vehicles fully amortized of \$797,101. During the three months ended March 31, 2022, there was a purchase of a Genie Scissorlift in the amount of \$8,453.

#### NOTE 5 – OTHER ASSETS

##### Prepays and Other Current Assets

The balances as of March 31, 2023 and December 31, 2022 were \$751,848 and \$574,736, respectively. As of March 31, 2023, the balance included \$216,250 prepaid for D&O and EPLI insurance, \$484,867 of interest receivable on note receivable, prepaid legal settlement of \$36,667, and \$14,064 prepaid for general liability insurance. As of December 31, 2022 the balance included prepaid D&O insurance of \$257,869 and interest receivable on note receivable of \$316,867. Prepaid insurance is amortized over the lives of the policies, and interest accrues on notes receivable detailed in Note 6.

##### Other Assets

The balances as of March 31, 2023 and December 31, 2022 were \$110,372 and \$574,095, respectively, and included trade mark, brand asset and website totaling \$47,829 and \$47,829, respectively, reserves with Worth Technologies of \$59,419 and \$23,142, respectively, bond deposit with San Diego court of \$0 for legal case with Pablo Diaz and \$500,000, respectively and security deposits of \$3,124 and \$3,124, respectively.

#### NOTE 6 – NOTE RECEIVABLE

On October 5, 2021, the Company invested \$4,200,000 in Arbiter Capital LLC pursuant to a promissory note receivable that carries 3.5% interest payable in full (principal and accrued interest) on the maturity date on September 30, 2022. The accrued interest receivable of \$484,867 and \$316,867 as of March 31, 2023 and December 31, 2022, respectively, is included in prepaid and other current assets on the balance sheet. As of March 31, 2023, the note with accrued interest is still outstanding. The note is in default as of October 1, 2022, accruing 16% default interest, and a demand letter for payment has been issued. Repayment is expected to be forthcoming during the second quarter of 2023.

#### NOTE 7 – RELATED PARTY TRANSACTIONS

As of March 31, 2023 and December 31, 2022, amounts owed to related parties totaled \$3,524,831 and \$3,313,049, respectively. As of March 31, 2023, \$1,600,000 was owed to prior management buyback of preferred stock Class B, \$571,498 for acquisition of Balance Authority LLC, \$400,000 for acquisition of 40% of Plemco and \$953,333 to current management for demand cash advances. As of December 31, 2022, the amounts owed to related parties consisted of \$1,600,000 owed to prior management for legal settlement, \$594,498 for the Balance Authority acquisition and \$1,118,551 to current management for demand cash advances. These amounts due are non-interest bearing.

During the three months ended March 31, 2023, the Company reduced obligations to related parties by \$211,782 which includes \$200,000 paid for Plemco and accrual for remaining acquisition cost of 40% of Plemco 400,000, \$23,000 paid for Balance Authority and \$165,218 paid to management for cash advances and increased obligations to.

During the year ended December 31, 2022, the Company reduced obligations to related parties by \$8,197,364: reduced \$7,000,000 obligation to prior management to \$1,600,000 by issuing 35,000,000 shares valued \$2,341,500, paid \$115,491 in cash and recorded gain on settlement of \$497,991 and commitment to issue additional 40,000,000 shares of common stock valued at December 31, 2022 \$2,676,000, reduced funds owed for acquisitions by \$3,031,075 and increased obligations to current management by \$568,997.

During the three months ended March 31, 2021, the Company issued 15,000,000 shares of common stock to former officer for debt of \$1,003,500, 6,500,000 shares of common stock for compensation and cancelled 6,500,000 options.

During the year ended December 31, 2022, the Company issued 950,000 shares of common stock for compensation to executives valued at \$226,450 and issued 7,000,000 shares of common stock to the Company’s former president for the acquisition of 40% of USA Solar valued \$2,652,300, and 34,000,000 for his compensation valued \$3,162,000. The Company also issued stock options to executives valued \$15,255,200.

#### NOTE 8 – ERC CREDIT

During the three months ended March 31, 2023, the Company didn’t receive any Employee Retention Credit funds. During the year ended December 31, 2022, the Company received an Employee Retention Credit (“ERC”) credit for Balance Authority in the amount of \$631,476. The Company is in the process of applying for ERC credits for other entities, for which the timing and amount are unknown at this time.

#### NOTE 9 – DEBENTURE PAYABLE

In January 2020, the Company received \$2,400,000 for the issuance of a senior secured redeemable debenture. The debenture bears interest at 16% and matures 24 months after issuance. As of March 31, 2023 and December 31, 2022, no principal has been repaid, and accrued interest totals \$817,466 and \$726,637, respectively. The Company has not been able to make any payments on this debenture as investor’s bank account has been closed and there is no contact information available. As such there has been no provision for default terms upon the January 2022 maturity.

#### NOTE 10 – CONVERTIBLE NOTES PAYABLE

Convertible notes as of March 31, 2023:

Noteholder	Issuance Date	Maturity Date	Conversion Price	Interest Rate	Outstanding Principal Balance
RB Capital Partners, Inc.	2/26/2021	2/26/2022	3.00	5 %	\$ 4,500,000
Jefferson Street Capital LLC	10/5/2021	10/5/2022	\$ 1.80	10 %	\$ 1,500,000
Jefferson Street Capital LLC	11/18/2021	1/15/2022	\$ 1.80	5 %	\$ 500,000
Jefferson Street Capital LLC	3/1/2022	12/1/2022	\$ 6.00	14 %	\$ 500,000

RB Capital Partners, Inc.	4/22/2022	4/22/2023	\$ 3.00	5 %	\$ 800,000
AJB Capital Investments LLC	9/9/2022	3/9/2023	\$ *	12 %	\$ 600,000
AJB Capital Investments LLC	11/14/2022	5/14/2023	\$ *	12 %	\$ 500,000
RB Capital Partners, Inc.	2/16/2023	2/16/2025	\$ 4.50	8 %	\$ 1,000,000
1800 Diagonal Lending LLC	3/13/2023	3/13/2024	\$ **	10 %	\$ 154,250
Fast Capital LLC	3/21/2022	3/21/2024	\$ ***	10 %	\$ 50,000
Root Venture LLC	3/21/2023	3/21/2024	***	10 %	35,000
1800 Diagonal Lending LLC	3/23/2023	3/23/2024	\$ ****	12 %	\$ 144,760
<b>TOTAL</b>					<b>\$ 10,284,010</b>
<b>UNAMORTIZED DEBT DISCOUNT</b>					<b>(15,510)</b>
<b>NET CONVERTIBLE NOTES</b>					<b>\$ 10,268,500</b>

\*Conversion price will be equal to the lowest trading price during the previous 20 trading day period either ending on the date of the conversion or the issue price.

\*\*Conversion price will be equal to 35% discount to the lowest trading price during the previous 10 trading day period either ending on the date of the conversion or the issue price

\*\*\*Conversion price will be equal to 35% discount to the lowest trading price during the previous 20 trading day period either ending on the date of the conversion or the issue price

\*\*\*\*Conversion price will be equal to 25% discount to the lowest trading price during the previous 10 trading day period either ending on the date of the conversion or the issue price

Convertible notes as of December 31, 2022:

<b>Noteholder</b>	<b>Issuance Date</b>	<b>Maturity Date</b>	<b>Conversion Price</b>	<b>Interest Rate</b>	<b>Outstanding Principal Balance</b>
RB Capital Partners, Inc.	2/26/2021	2/26/2022	\$ 3.00	5 %	\$ 4,500,000
Jefferson Street Capital	10/5/2021	10/5/2022	\$ 1.80	10 %	\$ 1,500,000
Jefferson Street Capital	11/18/2021	1/5/2022	\$ 1.80	5 %	\$ 500,000
Mammoth Corporation	1/19/2022	4/19/2022	\$ 0.50	0 %	\$ 300,000
Jefferson Street Capital	3/1/2022	12/1/2022	\$ 6.00	14 %	\$ 500,000
RB Capital Partners, Inc.	4/22/2022	4/22/2023	\$ 3.00	5 %	\$ 800,000
AJB Capital Investments LLC	9/9/2022	3/9/2023	*	12 %	\$ 600,000
AJB Capital Investments LLC	11/14/2022	5/14/2023	*	12 %	500,000
<b>TOTAL</b>					<b>\$ 9,200,000</b>
<b>UNAMORTIZED DEBT DISCOUNT</b>					<b>(110,000)</b>
<b>NET CONVERTIBLE NOTES</b>					<b>\$ 9,090,000</b>

\*conversion price will be equal to the lowest trading price during the previous 20 trading day period either ending on the date of the conversion or the issue price.

During the three months ended March 31, 2023, the Company issued \$1,384,010 in convertible debt for net proceeds of \$1,368,500, and \$380,000 of accrued interest was converted into 38,000,000 shares of common stock.

During the year ended December 31, 2022, \$2,680,924 in principal and interest was converted to 71,876,078 shares of common stock. On June 23, 2022, the Company entered into Buyout Agreement with Granite Global Value Investments LTD, where the Company agreed to pay \$14,000,000 for all outstanding convertible notes between the parties (the "New Note") upon the Company receiving funding from third parties or investors or until they have the funds available to pay the New Note. The aggregate principal of the convertible notes was \$12,668,535, plus accrued interest of \$62,532, for a total of \$12,731,067 (collectively the "Old Note"). The terms and cash flows of the New Note are significantly different than the terms and cash flows of the Old Note, as the New Note is non-interest bearing, and has no maturity date or conversion feature. As such, note modification has been accounted for as an extinguishment of the Old Note and issuance of the "New note," and the difference between the Old Note and New Note of \$1,268,933 has been recorded as loss on modification of debt.

Currently most of above convertible notes are in default, and during the three months ended March 31, 2023, the Company issued 7,000,000 shares to AJB Capital Investments LLC for loan modification loss of \$349,300 recorded as other expense on the consolidated statement of operations

During the year ended December 31, 2022, the Company received proceeds of \$3,000,000 and made cash repayments of \$3,800,000.

During the three months ended March 31, 2022, the Company received proceeds of \$1,100,000 pursuant to convertible promissory notes,

and made repayments of 27,075.

## NOTE 11 – DERIVATIVE LIABILITIES

The Company analyzed the conversion option for derivative accounting consideration under ASC 815, “*Derivatives and Hedging*,” and determined that the variable conversion option within one of the Company’s convertible notes should be classified as a liability since the conversion option becomes effective at issuance resulting in there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. During the three months ended March 31, 2023, the Company received 4 convertible notes of \$384,010 with derivative liabilities. On June 23, 2022, the underlying convertible note was extinguished, thereby eliminating the derivative liability. On September 9, 2022 and November 14, 2022, the Company entered into two new convertible note agreements for \$600,000 and \$500,000, respectively, where conversion price is equal to the lower of the lowest trading price during the previous twenty (20) trading day period either (i) ending on date of Conversion; or (ii) the Issue Date. The new derivative liabilities were calculated using the Black-Scholes option-pricing model.

The Company determined our derivative liabilities to be a Level 3 fair value measurement and used the Black-Scholes pricing model to calculate the fair value. The Black-Scholes model requires six basic data inputs: the exercise or strike price, expected term, the risk-free interest rate, the current stock price, the estimated volatility of the stock price in the future, and the dividend rate. Changes to these inputs could produce a significantly higher or lower fair value measurement.

The following table summarizes the derivative liabilities included in the balance sheet at March 31, 2023 and December 31, 2022:

<b>Fair Value Measurements Using Significant Observable Inputs (Level 3)</b>	
Balance – December 31, 2021	\$ 10,049
Gain on change in fair value of the derivative liability	(9,118)
Balance – March 31, 2022	931
Reduction of new derivative liabilities from payoff of convertible notes and conversion of convertible notes to common shares	(10,049)
Addition of new derivative liabilities	58,694
Gain on change in fair value of derivative liabilities	(33,877)
Balance – December 31, 2022	\$ 15,699
Addition of new derivative liabilities	815,766
Gain on change in fair value of the derivative liabilities	(407,883)
Balance – March 31, 2023	<u>\$ 423,582</u>

The table below shows the Black-Scholes option-pricing model inputs used by the Company to value the derivative liability at each measurement date:

	<b>Three Months ended March 31, 2023</b>	<b>Three Months ended March 31, 2022</b>
Expected term	0.01 – 0.98 years	0.01 years
Expected average volatility	87 - 97 %	17% - 68%
Expected dividend yield	-	-
Risk-free interest rate	4.64	0.39

## NOTE 12 – NOTES PAYABLE

As of March 31, 2023, the Company owed notes payable totaling \$20,650,086 as follows:

- \$142,918 SBA loan with 3.75% interest rate and payable by May 16, 2050 and \$135,196 line of credit with 5% interest.
- \$304,231 in loans from On-Deck with 52 weekly payments of \$11,413 with 44% interest rate.
- \$620,324 vehicle financings from prior years with total monthly payment of \$32,6650, 2-3% interest, 2024 maturity dates.
- \$1,858,571 in PPP loans. All PPP loans were received in May 2021 payable within 2 years and bearing interest rate of 1% annually.

- \$2,000,000 line of credit from RB Capital Partners, Inc. with 8% quarterly interest.
- \$150,000 loan from Stephanie Hooper with 0% interest rate and payable within 12 months. 150,000 shares of common stock were subsequently issued in August 2022 as a commitment fee valued at \$35,265 recorded as interest expense
- \$14,000,000 note with Granite Global Value Investments LTD payable upon the Company receiving funding (see Note 12).
- \$162,000 advance from Agile Capital Funding with weekly payments of \$36,000 and 15% interest rate.
- \$544,444 advance from Green Cash Funding with weekly payments of \$57,167 and 25% interest rate.
- \$215,000 advance from Lion Business Funding with daily payments of \$7,500 and interest rate of 25%.
- \$229,667 advance from Meged Funding Group with weekly payments of \$31,229 and 25% interest rate.
- \$288,235 advance from Square Funding Cali LLC with weekly payments of \$30,862 and 25% interest rate.

Current portion of the notes at March 31, 2023 was \$19,309,500 and non-current portion was \$1,340,586.

During the three months ended March 31, 2023, the Company received \$1,550,000 in proceeds from notes payable as follows: \$700,000 from Green Cash Funding, \$250,000 from Lion Business Funding, \$250,000 from Meged Funding Group and \$350,000 from Square Funding Cali LLC.

The Company made repayments to TVT 2.0 LLC of \$477,615 and \$275,000 to Large Investment Group, Inc. and accrued interest of \$13,292 via the issuance of 6,864,087 shares of common stock, and made cash repayments to On-Deck Capital of \$106,250, Agile Capital Funding of \$270,000, \$28,547 in LOC, \$2,193 in SBA loan, \$273,154 towards advances to Green Cash Funding, Lion Business Funding, Meged Funding Group and Square Funding Cali LLC and \$96,936 was repaid toward vehicles loans. \$318,929 was forgiven in PP loan.

As of December 31, 2022, the Company owed notes payable totaling \$20,567,687 as follows:

- \$477,615 loan from TVT2.0 LLC with a 36-week term and weekly payments of \$60,278 with 40% interest rate.
- \$145,112 SBA loan with 3.75% interest rate and payable by May 16, 2050 and \$152,061 line of credit with 5% interest.
- \$410,480 in loans from On-Deck with 52 weekly payments of \$11,413 with 44% interest rate.
- \$347,849 vehicle financings from prior years with total monthly payment of \$17,628, 2-3% interest, 2024 maturity dates.
- \$2,177,570 in PPP loans. All PPP loans were received in May 2021 payable within 2 years and bearing interest rate of 1% annually.
- \$2,000,000 line of credit from RB Capital Partners, Inc. with 8% quarterly interest.
- \$275,000 promissory note with Large Investment Group, Inc. with 10% interest and payable by August 10, 2022.
- \$150,000 loan from Stephanie Hooper with 0% interest rate and payable within 12 months. 150,000 shares of common stock were subsequently issued in August 2022 as a commitment fee valued at \$35,265 recorded as interest expense
- \$14,000,000 note with Granite Global Value Investments LTD payable upon the Company receiving funding (see Note 12).
- \$432,000 loan from Agile Capital Funding with weekly payments of \$36,000 and 15% interest rate.

Current portion of the notes at December 31, 2022 was \$18,390,187 and non-current portion was \$2,177,570.

As of March 31, 2022, the Company owed notes payable totaling \$8,432,433 as follows:

- \$777,777 loan from TVT2.0 LLC with a 36-week term and weekly payments of \$38,889.
- \$151,690 SBA loan, \$126,999 TR Bank loan and \$262,220 line of credit.
- \$197,116 in loans from On-Deck.
- \$460,507 vehicle financing from prior years with total monthly payment of \$17,628, 2-3% interest, 2024 maturity dates. Current portion at March 31, 2022 totals \$153,502, with remaining payments due through 2024 of \$307,005.
- \$6,456,124 in PPP loans. All PPP loans were received in May 2021 payable within 2 years and bearing interest rate of 1% annually.
- 

Current portion of the notes at March 31, 2022 was \$4,897,367.

During the three months ended March 31, 2022, the Company entered into a \$1,000,000 loan with TVT 2.0 LLC, \$250,000 loan from On-Deck Capital and received advances from line of credit in the amount of \$76,700. The Company also made repayments to TVT 2.0 LLC of \$222,222, On-Deck Capital of \$52,884, vehicle leases of \$59,329, LOC of \$89,387 and TR Bank loan of \$9,916.

#### **NOTE 13 – LEASES**

As of March 31, 2023 and December 31, 2022, the Company reported Right-of-Use (“ROU”) assets under operating leases for six office premises, and corresponding lease liabilities. Operating lease ROU assets and corresponding liability at March 31, 2023 and December 31, 2022 were \$2,656,894 and \$2,772,672, respectively. The Company entered into four new lease agreements during the year ended December

31, 2022. The lease components are as follows:

	As of March 31, 2023	As of December 31, 2022
Operating lease ROU assets	\$ 2,656,894	\$ 2,772,672
Current portion of operating lease liabilities	472,468	488,723
Noncurrent portion of operating lease liabilities	2,184,426	2,283,949
Total operating lease liabilities	\$ 2,656,894	\$ 2,772,672

Information associated with the measurement of our remaining operating lease obligations as of March 31, 2023 is as follows:

Weighted-average remaining lease term	4.58 years
Weighted-average discount rate	3.63 %

The Company has the following lease obligations for the years ended December 31:

2023	\$ 372,945
2024	502,289
2025	366,161
2026	288,005
Thereafter	1,727,755
Total lease payments	3,257,155
Less: imputed interest	(600,261)
Present value of lease liabilities	\$ 2,656,894

#### NOTE 14 – COMMON STOCK

The Company is authorized to issue 1,500,000,000 shares of common stock par value \$0.00001. Effective March 16, 2023, the Company increased its authorized shares from 900,000,000 to 1,500,000,000. Following is a detail of Common Stock transactions during the three months ended March 31, 2023 and the year ended December 31, 2022:

##### Three months ended March 31, 2023

January 4, 2023 – 2,090,259 shares were issued to Continuation Capital Inc. at the price of \$0.042 per share for debt valued \$87,791.

January 6, 2023 – 10,000,000 shares issued to Pablo Diaz for conversion of 1,000,000 shares of preferred stock Class B.

January 6, 2023 – 2,200,000 shares were issued to Continuation Capital Inc. at the price of \$0.042 per share for debt valued \$92,400.

January 10, 2023 – 5,400,000 shares were issued to Continuation Capital Inc. at the price of \$0.042 per share for debt valued \$226,800.

January 17, 2023 – 15,000,000 shares were issued to Brain Milholland at the price of \$0.669 per share for debt valued \$1,003,500.

January 19, 2023 – 5,728,000 shares were issued to Continuation Capital Inc. at the price of \$0.042 per share for debt valued \$240,576.

January 20, 2023 – 2,143,000 shares were issued to Continuation Capital Inc. at the price of \$0.042 per share for debt valued \$90,006.

February 2, 2023 – 36,515,094 shares were issued to Granite Global Value at the price of \$0.01369 for cash of \$500,000.

February 10, 2023 – 4,333,334 shares were issued to Heather Griffin for legal settlement at the price of \$0.077 valued \$333,667.

February 10, 2023 – 2,166,666 shares were issued to Josiah Carroll for legal settlement at the price of \$0.077 valued \$166,833.

February 14, 2023 – 38,000,000 shares of common stock issue to RB Capital Partners, Inc. at the price of \$0.001 per share for conversion of interest of \$380,000.

March 13, 2023 – 1,800,000 shares of common stock issued to Brian McLain for service at the price of \$0.038 valued \$69,840.

March 16, 2023 – 6,500,000 shares of common stock issue to employee for compensation at the price of \$0.0315 valued \$204,750.

March 16, 2023 – 5,000,000 shares were issued to Continuation Capital Inc. at the price of \$0.0161 per share for debt valued \$80,500.

March 17, 2023 – 34,852,499 shares were issued to Continuation Capital Inc. at the price of \$0.0161 per share for debt valued \$561,125.

March 30, 2023 – 7,000,000 shares of common stock issued to AJB Capital investments LLC at the price of \$0.0499 for loan modification valued \$343,900.

#### Three months ended March 31, 2022

January 26, 2022 – 150,000 shares were issued to Mammoth Corporation for services at the price of \$0.494 for a value of \$74,025.

February 25, 2022 – 27,075,035 shares were issued at \$0.001 per share to Granite Global Value Investments LTD in partial satisfaction of outstanding convertible notes totaling \$27,075.

February 28, 2022 – 500,000 shares were issued to International Monetary for consulting services at the price of \$ 0.3558 for a value of \$177,900.

#### Warrants and options

During the three months ended March 31, 2023, the Company didn't issue any warrant nor options. 6,500,000 options were cancelled.

During the year ended December 31, 2022, the Company issued an immediately-vested warrant for 500,000 shares of common stock in connection with some financing, at the exercise price of \$0.50 per share and 1,000,000 at the exercise price of \$0.25 per share. The warrant expense of \$312,700 was recorded on Company's statement of operations as an interest expense.

During the year ended December 31, 2022, the Company issued an immediately-vested stock option award for 183,500,000 shares of common stock, of which 115,500,000 shares were granted for the year of 2022, at the average exercise price of \$0.138 per share. The option expense of \$15,255,200 was recorded on Company's statement of operations as salaries and wages. The remaining balance of options were cancelled as option holders terminated their employment with the Company.

The following summarizes the Company's warrant:

Date	Number of shares	Weighted average exercise price
Outstanding - 12/31/2022	1,500,000	0.33
Exercised	-	\$ 0.33
Outstanding – 3/31/2022	1,500,000	0.33

The following summarizes the Company's options:

Ate	Number of shares	Weighted average exercise price
-----	------------------	---------------------------------

Outstanding - 12/31/2022	115,500,000	0.138
Cancelled	(6,500,000)	0.1332
Outstanding – 03/31/2023	109,000,000	0.138

The Company used the Black-Scholes pricing model to calculate the fair value of warrants on the grant date. The Black-Scholes model requires basic data inputs: the exercise or strike price, time to expiration, the current stock price and the estimated volatility of the stock price in the future. Changes to these inputs could produce a significantly higher or lower fair value measurement. The fair values of the warrants and options are estimated using the Black Scholes valuation model as follows:

## Warrant

Three months  
ended  
March 31,  
2023

Expected term	4 years
Expected average volatility	156 %
Expected dividend yield	-
Risk-free interest rate	4.64

## Stock option

Three months  
ended  
March 31,  
2023

Expected term	10 years
Expected average volatility	78 %
Expected dividend yield	-
Risk-free interest rate	4.64

## NOTE 15 – PREFERRED STOCK

The Company is authorized to issue up to 100,000,000 shares of preferred stock, 5,000,000 shares of which have been designated as Series A Preferred Stock, par value \$0.00001 (the “Series A Preferred Stock”), 20,000,000 shares of which have been designated as Series B Convertible Preferred Stock, par value \$0.00001 (the “Series B Preferred Stock”), 1 share of which has been designated as Series C Convertible Preferred Stock, par value \$0.00001 (the “Series C Preferred Stock”), and 40 shares of which have been designated as Series D Convertible Preferred Stock, par value \$0.00001 (the “Series D Preferred Stock”). As of March 31, 2023 and December 31, 2022, there are 2,500,000 shares of Series A Preferred Stock issued and outstanding. As of March 31, 2023 and December 31, 2022, there are 0 and 1,000,000 shares of Series B Preferred Stock issued and outstanding, respectively. As of March 31, 2023 and December 31, 2022, there are 0 shares of Series C Preferred Stock, and 40 shares of Series D Preferred Stock issued and outstanding.

### Shares of Series A Preferred Stock:

- Each share of Series A Preferred Stock has voting rights equal to 10,000 shares of common stock.
- No conversion is permitted.
- Holders are entitled, in the event of any voluntary liquidation or dissolution, to receive payment or distribution of preferential amount before any payments or distributions are received by any class of common stock.
- Holders are not entitled to receive dividends.

### Shares of Series B Preferred Stock:

- If the Board of Directors declares a dividend payable, these shares are entitled to receive cumulative dividends.
- In the event of liquidation, holders are entitled to receive a distributive share of the Company’s assets and funds.
- One share of Series B preferred stock is convertible into 10 shares of common stock.

### Shares of Series C Preferred Stock:

- Holders are entitled to receive dividends in the amount of 49% of net annual profit of Enerev LLC paid annually 60 days closing year end. There are no Series C Preferred Stock issued and outstanding, so no dividends have been declared or paid.
- In case of liquidation of Enerev, LLC, the holders of shares of Series C Preferred Stock are entitled to receive their share of 49% of the net proceeds.
- Holders have no voting or conversion rights.

#### Shares of Series D Preferred Stock:

- Holders are entitled to receive dividends in the amount of 40% of net annual profit of Kinetic Investments, Inc. dba Future Home Power paid annually 60 days closing year end. No dividends have been declared or paid due to a pending lawsuit with Jason Newby (Note 19).
- In case of liquidation of Kinetic Investments, Inc. dba Future Home Power, the holders of shares Series D are entitled to receive their share of 40% of the net proceeds.
- Holders have no voting or conversion rights.

Following is a detail of Preferred Stock transactions during the three months ended March 31, 2023 and the year ended December 31, 2022:

#### Three months ended March 31, 2023

1,000,000 shares of Series B Preferred Stock were converted into 10,000,000 shares of common stock.

#### Three months ended March 31, 2022

No preferred shares were issued or cancelled.

#### **NOTE 16 – NON-CONTROLLING INTEREST**

	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Net loss Subsidiary	\$ (2,939)	-
Net loss attributable to the non-controlling interest	1,763	-
Net loss affecting the Company	(1,176)	-
Accumulated losses	(2,268,000)	-
Accumulated losses attributable to the non-controlling interest	1,392,895	-
Accumulated losses affecting the Company	(875,105)	-
Net equity non-controlling interest	\$ (875,105)	-

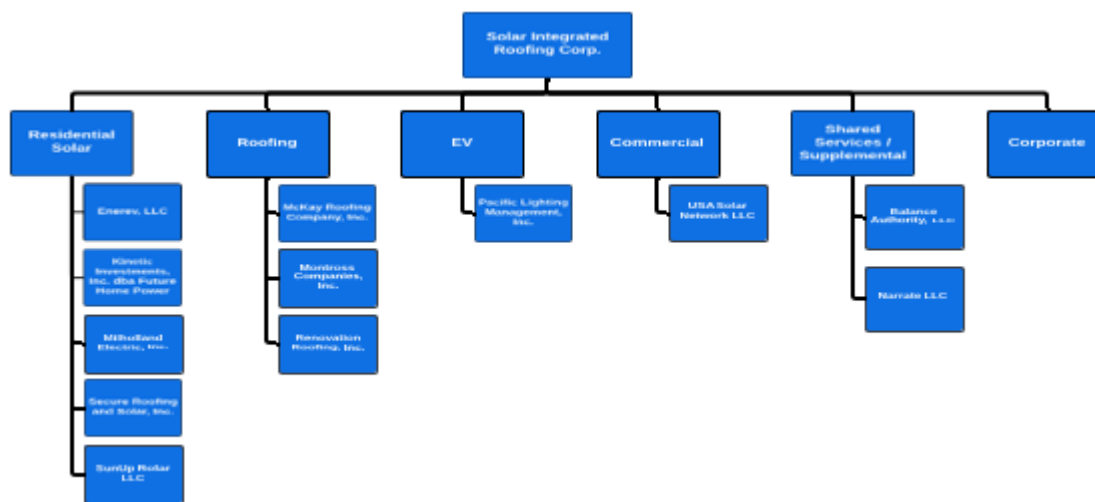
#### **NOTE 17 – ACQUISITIONS**

During the three months ended March 31, 2023 and the year ended December 31, 2022, the Company did not acquire any companies, other than the remaining 40% of PlemCo as disclosed in Note 1 for \$200,000 cash and a \$400,000 note payable.

During the year ended December 31, 2022, the Company returned the interest of Cornerstone Construction Team LLC and Approved Home Pros LLC back to the previous owners and rescinded acquisition agreements.

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The Company consolidated acquired subsidiaries into divisions as follows:



## NOTE 18 – COMMITMENTS AND CONTINGENCIES

### Litigation

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Legal fees for such matters are expensed as incurred and we accrue for adverse outcomes as they become probable and estimable.

Below is the summary of current legal proceedings:

### Pending Litigation

**SIRC v. ContractorCoachPro, LLC, et al.** – SIRC initiated this arbitration proceeding with the American Arbitration Association in late 2021. SIRC brought action for money damages against ContractorCoachPro and American Contractor, LLC for, among other things, their breach of a joint venture agreement and misappropriation of trade secrets. On May 6, 2022, SIRC filed a petition in the United States District Court of Nevada to compel arbitration under the principal parties’ agreement. SIRC’s petition to compel arbitration was granted on November 21, 2022. SIRC is owed about \$20,000 and has been offered \$12,000 to settle.

**SIRC, et al. v. Estate of Hepler, et al.** – SIRC and its subsidiary, Balance Authority LLC (“Balance”), initiated this lawsuit in the U.S. District Court of Northern Indiana on September 23, 2022 against four former employees who violated their non-compete agreements (Case No: 1-22-cv-00327). SIRC and Balance are seeking approximately \$2,000,000 in money damages from the former employees and their subsequent employer, U.S. Home Supplements, LLC (“USHS”). The case is in early pleading stages. USHS has offered to settle the matter for \$10,000.

**1536 Blue Jay Way, LLC v. Craig R. Williams Construction, Inc., et al.** – This is a pending lawsuit in the Superior Court of California, County of Los Angeles (Case No. 20STCV12854). The plaintiff-initiated suit on April 1, 2020 alleging various construction defect claims concerning a residential development in Los Angeles County. Secure Roofing & Solar (“SRS”) was subsequently named as a defendant under a mistaken belief that SRS performed services to the jobsite, which it did not. SRS is contesting the claims and filed a cross-complaint for indemnity.

**Jason Newby v. SIRC, et al.** - This is a pending lawsuit in the United States District Court for the Southern District of California (Case No. 3:23-cv-00142-LL-MSB). Jason Newby initiated suit on January 25, 2023 asserting fraud, constructive discharge, breach of contract, and defamation in relation to an Agreement and Plan of Merger dated June 7, 2021. The case is at its initial stages and Defendants are vigorously contesting the claims and intend to file Counterclaims against Jason Newby.

### Recently Settled Litigation

**David Savarese v. SIRC, et al.** - This was a lawsuit in the Superior Court of California, County of San Diego Northern Division, between former SIRC officer, David Savarese, and former SIRC CFO, James DiPrima. Savarese amended his complaint to include claims against SIRC for, among other things, breach of contract. Defendants filed demurrers and motions to strike. Rather than oppose, Savarese accepted a shares-only settlement. Savarese received 633,871 common shares, which were delivered 50/50 by SIRC and DiPrima. Savarese dismissed the case with prejudice on July 5, 2022.

**SIRC v. Hunter Ballew, et al.** – This was a lawsuit pending in the Southern US District of California. SIRC brought this lawsuit in January 2022 against Hunter Ballew and his related entities (Upward Holdings Group, LLC and RoofCon, LLC) for, among other things, fraud and misappropriation of trade secrets, and seeking money damages. Effective May 31, 2022, the parties entered into a settlement agreement. All obligations of the settlement were completed on or about August 29, 2022. The case was dismissed on August 26, 2022.

**SIRC v. Pablo Diaz Curiel** – This was a lawsuit in the Superior Court of California, County of San Diego (Case No. 37-2022-00036984-CU-FR-CTL). SIRC initiated suit on September 15, 2022, alleging, among other things, that Diaz fraudulently induced SIRC into acquiring a 60% interest in USA Solar Networks LLC. SIRC obtained a temporary restraining order against Diaz preventing him from selling the 12 million shares of SIRC stock he received through the acquisition. The Parties settled the litigation on December 22, 2022 the case was dismissed on December 23, 2022. On December 22, 2022, the Company issued to Pablo Diaz Curiel 7,000,000 shares for acquisition of the remaining 40% of USA Solar Network valued \$2,652,300 and 34,000,000 shares for compensation valued \$3,162,000.

**Craig R. Williams Construction, Inc. v. Gerardo Gonzalez, et al.** – This is a pending lawsuit in the Superior Court of California, County of Los Angeles (Case No. 22SMCV00626). The plaintiff-initiated suit on May 5, 2022 alleging various indemnity and breach of contract-related claims against several subcontractors. Secure Roofing & Solar (“SRS”) and David Massey were named as defendants under a mistaken belief that SRS performed services to the jobsite, which they did not. SRS and Massey contested the claims and filed a cross-complaint for indemnity. The parties reached a settlement and agreed to dismiss SRS and Massey with prejudice.

**Heather Griffin, et al. v. SIRC, et al.** – This was a lawsuit filed in the Superior Court of California, County of Orange in December 2021, by Heather Griffin (“Griffin”) and Josiah Carroll (“Carroll”) against SIRC, David Massey, and Narrate, LLC (“Narrate”). Claims were initially dismissed for improper venue and transferred to the Superior Court of California, County of San Diego (Case Nos. 30-z0a I-0 Iz34T0s-cU-BC-CIC and 37 -2022-000 1 7 1 7 7 -C U -BC-CTL). The current claims for money damages arise from Griffin’s and Carroll’s sale of Narrate to SIRC, their subsequent employment agreements, and requested relief for damages for SIRC’s alleged breach. SIRC is contesting the claims, and SIRC intends to assert counterclaims against Griffin and Carroll for their fraud, misappropriation, and mismanagement related to Narrate. The parties entered into a binding short-form settlement agreement on January 9, 2023, which will be superseded by a long-form settlement agreement currently being documented, settling the matter for a combination of 6,500,000 shares of common stock and \$190,000 in cash payable in two equal installments 30 days and 120 days following execution of the long-form settlement agreement. The stock value on the settlement date was \$500,500, resulting in a total accrual \$690,500 at December 31, 2022. The stock was issued and payment of \$95,000 was made shortly after the settlement date.

**Milholland Family Trust LP v. Solar Integrated Roofing Corp.** – This lawsuit was initiated in the Eighth Judicial District Court of Nevada on May 5, 2022. The principal parties are SIRC and Milholland Family Trust, LP (“MFT”). This lawsuit pertains to an alleged breach of contract between SIRC and MFT for approximately \$8 million. SIRC contested the claims, and in or around September 2, 2022, a settlement was reached between the parties, which requires SIRC to make a settlement payment of \$7,025,000 to MFT of which \$25,000 has been paid. On January 13, 2023, effective December 31, 2022, the parties entered into an amendment to their settlement agreement to provide for full satisfaction of the remaining settlement amount by SIRC’s delivery of a combination of 75,000,000 shares of common stock, \$1,600,000 in cash payable in four equal installments on the dates that are 30 days, 120 days, 210 days and 300 days following the date SIRC raises gross proceeds of at least \$10 million in one or more capital raising transactions, and reimbursement of certain expenses in the net amount of up to approximately \$135,000. 35,000,000 shares of common stock were issued at value of \$2,341,500. 15,000,000 shares of common stock were issued in January 2023 valued \$1,003,500 and additional 40,000,000 are to be issued in April 2023 valued \$1,672,500.

**David Montross v. SIRC, et al.** – This is a pending lawsuit in the Superior Court of California, County of Orange (Case No. 30-2022-1244923- CU-OE-CJC). David Montross initiated suit on February 10, 2022, alleging, among other things, that Defendants violated various California wage and hour laws. Montross filed a related PAGA claim in the same court, Case No. 30-2022-01264034-CU-OE-CXC. The settlement reached on March 15, 2023, includes paying off a line of credit for Montross Companies, Inc., and \$220,000 cash payment to Montross.

**SinglePoint Direct Solar, LLC v. Pablo Diaz Curiel, et al.** – This pending lawsuit for money damages in the United States District Court for the District of Arizona (Case No. 2:21-cv-01076-JAT) was filed on or about June 8, 2021. The principal parties are SinglePoint Inc. (“SING”), SinglePoint Direct (“SDS”), Greg Lambrecht, Corey Lambrecht, William Ralston, SIRC, Pablo Diaz (“Diaz”), and USA Solar Networks, LLC (“USN”). This case concerns the business relationship between SING and Diaz regarding SDS, which was formed after Diaz entered into an Asset Purchase Agreement with SING in February 2019. The litigation first started with Diaz’s lawsuit against SING and SDS (Case No. 2:21-cv-00989-MSB), which was eventually consolidated with this case (Case No. 2:21-cv-01076-JAT). SING’s specific claims against SIRC and USA Solar arise out of SDS’s alleged confidential and proprietary information, trade secrets, and other assets for use in their business operations, and SIRC’s alleged false designation of origin and misappropriation of trade secrets. In or around August 2021, SING sought an injunction against SIRC, Diaz, USN and others; which the court denied finding in part that SING’s claims were unlikely to succeed on the merits. SIRC and USA Solar are vigorously contesting the claims, and the lawsuit is in the discovery phase. The court has already ruled against SING in early motions. SING has also recently settled with Diaz. The case was settled on December 23, 2022, where both parties walk away being responsible for their own legal costs.

## **NOTE 19 – SUBSEQUENT EVENTS**

In accordance with ASC 855-10 management has performed an evaluation of subsequent events through May 15, 2023, the date that the financial statements were available to be issued, and did not, other than what is disclosed in the below, identify any further subsequent events requiring disclosure:

The Company issued total of 145,555,556 shares of common stock as follows:

40,000,000 shares of common stock for compensation valued \$735,000  
5,555,0556 shares of common stock for cash of \$50,000  
25,000,000 shares of common stock for debt of \$1,672,500  
30,000,000 shares of common stock for cancelation of \$14,000,000 promissory note  
40,000,000 shares of common stock for convertible debt of \$400,000  
5,000,000 shares of common stock for loan modification value \$180,000

On April 6, 2023, 35,000,000 options were cancelled, and in replacement 35,000,000 shares of common stock issued for compensation.

On April 14, 2023, the Company executed Amendment to Amended and Reins Buy Out Agreement dated June 27, 2022 with granite Global Value Investments Ltd. Where Granite Global shall convert \$30,000 of their convertible note into 30,000,000 unrestricted common shares and all debt the Company owes Granite shall be cancelled except for a remaining balance of \$127,500.

On April 26, 2023, the Company received \$200,000 from AFA Capital Solar with an interest rate of 15%.

On May 1, 2023, the Company signed convertible note with RB Capital Partners, Inc. for \$500,000 with interest rate of 7.5% and conversion price of \$4.50 per share.

On May 12, 2023, David Massey retired 37,000,000 shares of common stock and the Company issued him 3,700,000 shares of preferred stock Class B.

## 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 or Annual Report.

The certifications shall follow the format below:

I, David Massey, CEO certify that:

1. I have reviewed this Disclosure Statement for Solar Integrated Roofing Corp.,
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.

May 15, 2023

/s/ David Massey Name: David, Massey

Title: Principal Executive Officer

### *Principal Financial Officer:*

I, David Massey, certify that:

1. I have reviewed this Disclosure Statement for Solar Integrated Roofing Corp.,
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.

May 15, 2023

/s/ David Massey

Name: David Massey

Title: Principal Financial Officer

