

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Metrospaces, Inc.

6 St. John's Lane, New York, NY 10013

305-600-0407

www.metrospaces.com

investors@metrospaces.com

6719

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

28,612,513,511 as of July 5, 2022

28,612,513,511 as of December 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

Metrospaces, Inc. from October 31 2012 through current date (December 13, 2022).
Strata Capital Corp. from December 11, 2007 through October 31, 2012

¹Change in Control" shall mean any events resulting in:

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;

i) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

ii) 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

iii) 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.

Cyberoad.com Corp. from inception until December 11, 2007

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

Delaware

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

None

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

None

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

6 St. Johns Lane, New York, NY 10013

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

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

6 St. Johns Lane, New York, NY 10013

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

None

2) Security Information

Transfer Agent

Name: Empire Stock Transfer
Phone: (702) 818-5898
Email: info@empirestock.com
Address: 1859 Whitney Mesa Dr., Henderson, NV 89014

Publicly Quoted or Traded Securities:

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

Trading symbol:	MSPC	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	59266V304	
Par or stated value:	\$0.000001	
Total shares authorized:	36,200,000,000	<u>as of date: July 2, 2023</u>
Total shares outstanding:	28,612,513,511	<u>as of date: July 2, 2023</u>
Total number of shareholders of record:	205	<u>as of date: July 2, 2023</u>

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

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

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

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security: _____
 CUSIP (if applicable): _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding (if applicable): _____ as of date: _____
 Total number of shareholders of record (if applicable): _____ as of date: _____

Exact title and class of the security: _____
 CUSIP (if applicable): _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding (if applicable): _____ as of date: _____
 Total number of shareholders of record (if applicable): _____ as of date: _____

Security Description:

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

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

None

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

The Company has authorized a total of 10,000,000 shares of preferred stock as of June 30, 2022. The following preferred shares have been designated by the Company as of June 30, 2022:

Series A

Series A preferred was designated on December 11, 2007. 7,499,995 shares are designated with a par value of \$0.001 per share. None have been issued.

Series B

Series B preferred stock was designated on February 5, 2015. 2,000,000 shares are designated with a par value of \$0.000001 per share. 1,793,225 shares have been issued.

On August 12, 2022, the Company issued 643,255 shares of Series B preferred stock to the chief executive officer as settlement of \$643,255 in accrued salary due to the chief executive officer of the Company.

Series C

Series C preferred was designated on May 29, 2015. 100,000 shares are designated with a par value of \$0.000001. None have been issued. Holders of the Series C preferred stock are entitled to dividends at the quarterly rate of \$2.1875 per share. Dividends are fully cumulative, accruing, without interest, from the date of original issuance through the date of redemption or conversion. The liquidation value of the Series C preferred stock is \$100.00. Each share of Series C preferred stock is entitled to a number of votes equal to the number of shares held, divided by the current market price on the record date of the Company's common stock.

Series D

Series D preferred stock was designated on July 13, 2015. 400,000 shares were designated with a par value of \$0.000001. Holders of the Series D preferred stock are entitled to dividends at the quarterly rate of \$2.1875 per share. Dividends are fully cumulative, accruing, without interest, from the date of original issuance through the date of redemption or conversion. The liquidation value of the Series D preferred stock is \$100.00. Each share of Series D preferred stock is entitled to a number of votes equal to the number of shares held, divided by the current market price on the record date of the Company's common stock.

On May 10, 2022, a holder of Series D preferred stock converted 10 shares of Series D preferred stock into 178,855,837 shares of Common stock.

Series E

Series E preferred stock was designated on July 13, 2021. 5 shares were designated without a par value. The shares of Series E preferred stock shall have the right to take action by written consent or vote based on the number of votes equal to four times the number of votes of all outstanding shares of capital stock such that the holders of outstanding shares of Series E preferred stock shall always constitute eighty percent (80%) of the voting rights of the Company. Five shares have been issued and are outstanding.

Series F

Series F preferred stock was designated on October 3, 2021. 30,000 shares were designated. Holders of the Series F preferred are entitled to a 9% dividend per annum. The Series F preferred stock is non-voting and is convertible at the option of the holder in the common stock of the Company at the conversion price of \$0.0005 per share. 5,556 shares are issued and outstanding.

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

None

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 12/31/19 Common: 9,347,210,713 Preferred B: 1,200,000 Preferred C: 0 Preferred D: 2,000			*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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/3/19	Issuance	467,737,000	Common	\$140,321	Yes	LG Capital/Joseph Lerman	Debt conversion	Unrestricted	Rule 144
1/2/19	Issuance	200,000,000	Common	\$80,000	Yes	Apollo Capital/Yohan Naraine	Debt conversion	Unrestricted	Rule 144
1/7/19	Issuance	158,333,333	Common	\$47,500	Yes	Apollo Capital/Yohan Naraine	Debt conversion	Unrestricted	Rule 144
1/16/19	Issuance	171,500,000	Common	\$34,300	Yes	Apollo Capital/Yohan Naraine	Debt conversion	Unrestricted	Rule 144
1/22/19	Issuance	206,666,667	Common	\$41,333	Yes	Apollo Capital/Yohan Naraine	Debt conversion	Unrestricted	Rule 144

1/29/19	Issuance	190,000,000	Common	\$38,000	Yes	Apollo Capital/Yohan	Debt conversion	Unrestricted	Rule 144

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

						<u>Naraine</u>			
3/8/19	Issuance	216,666,667	Common	\$32,500	Yes	<u>Apollo Capital/Yohan Naraine</u>	Debt conversion	Unrestricted	Rule 144
3/21/19	Issuance	203,333,333	Common	\$40,667	Yes	<u>Apollo Capital/Yohan Naraine</u>	Debt conversion	Unrestricted	Rule 144
3/24/21	Issuance	718,258,667	Common	\$43,096	Yes	<u>J.P. Carey Enterprises/Joseph Canouse</u>	Debt conversion	Unrestricted	Rule 144
4/3/21	Issuance	554,961,250	Common	\$22,198	Yes	<u>Adar Bays, LLC/Aryeh Goldstein</u>	Debt conversion	Unrestricted	Rule 144
5/20/21	Issuance	497,812,000	Common	\$19,912.48	Yes	<u>Adar Bays, LLC/Aryeh Goldstein</u>	Debt conversion	Unrestricted	Rule 144
5/24/21	Issuance	100,000,000	Common	\$24,000.00	Yes	<u>EMA Financial LLC/Felicia Preston</u>	Debt conversion	Unrestricted	Rule 144
5/26/21	Issuance	140,000,000	Common	\$35,000.00	Yes	<u>JanBella Group, LLC/William Alessi</u>	Services	Debt conversion	Unrestricted
5/26/21	Issuance	526,693,000	Common	\$21,065.56	Yes	<u>Adar Bays, LLC/Aryeh Goldstein</u>	Debt conversion	Unrestricted	Rule 144
6/15/21	Issuance	528,753,000	Common	\$21,150.15	Yes	<u>Adar Bays, LLC/Aryeh Goldstein</u>	Debt conversion	Unrestricted	Rule 144
6/21/21	Issuance	118,699,500	Common	\$4,747.98	Yes	<u>Adar Bays, LLC/Aryeh Goldstein</u>	Debt conversion	Unrestricted	Rule 144
6/23/21	Issuance	72,536,000	Common	\$2,901.44	Yes	<u>Adar Bays, LLC/Aryeh Goldstein</u>	Debt conversion	Unrestricted	Rule 144
6/15/21	Issuance	100,000,000	Common	\$18,000.00	Yes	<u>EMA Financial LLC/Felicia Preston</u>	Debt conversion	Debt conversion	Unrestricted
6/18/2021	Issuance	299,859,229	Common	\$71,966.22	Yes	<u>M2B 12-2018 note/Daniel Kordash</u>	Debt conversion	Unrestricted	Rule 144
7/8/2021	Issuance	335,930,250	Common	\$80,623.26	Yes	<u>Apollo July 2019/Yohan Naraine</u>	Debt conversion	Unrestricted	Rule 144
7/14/2021	Issuance	559,481,542	Common	\$72,005.27	Yes	<u>M2B/Daniel Kordash</u>	Debt conversion	Unrestricted	Rule 144
7/18/2021	Issuance	139,078,391	Common	\$61,194.36	Yes	<u>Apollo April 2017 note/Yohan Naraine</u>	Debt conversion	Unrestricted	Rule 144
7/22/2021	Issuance	438,533,333	Common	\$105,248.00	Yes	<u>Apollo/Yohan Naraine</u>	Debt conversion	Unrestricted	Rule 144
8/2/2021	Issuance	80,000,000	Common	\$4,000.00	Yes	<u>LG/Aryeh Goldstein</u>	Debt conversion	Unrestricted	Rule 144
8/13/2021	Issuance	454,092,094	Common	\$263,680.05	Yes	<u>Dixie Notes (7 notes)/Joseph Canouse</u>	Debt conversion	Unrestricted	Rule 144
8/20/2021	Issuance	61,711,476	Common	\$23,351.26	Yes	<u>M2B 9-2018 note/Daniel Kordash</u>	Debt conversion	Unrestricted	Rule 144
8/20/2021	Issuance	178,033,316	Common	\$71,213.33	Yes	<u>M2b/Daniel Kordash</u>	Debt conversion	Unrestricted	Rule 144
8/20/2021	Issuance	177,348,871	Common	\$66,939.55	Yes	<u>M2B/Daniel Kordash</u>	Debt conversion	Unrestricted	Rule 144
8/23/2021	Issuance	599,204,987	Common	\$296,756.81	Yes	<u>Sugar Daddy / Joseph Canouse</u>	Debt conversion	Unrestricted	Rule 144
9/2/2021	Issuance	499,179,885	Common	\$217,642.17	Yes	<u>Apollo/Yohan Naraine</u>	Debt conversion	Unrestricted	Rule 144

9/10/2021	Issuance	80,000,000	Common	\$4,000.00	Yes	<u>LG/Aryeh Goldstein</u>	Debt conversion	Unrestricted	Rule 144
9/27/2021	Issuance	348,504,938	Common	\$83,641.18	Yes	<u>M2B/Daniel Kordash</u>	Debt conversion	Unrestricted	Rule 144

9/30/21	Issuance	200,000,000	Common	\$160,000	Yes	Alexadro Lapiana	Services	Restricted	Restricted
9/30/21	Issuance	208,833,333	Common	\$50,000	Yes	Global Career Networks/Michael Woloshin	Services	Restricted	Restricted
8/11/21	Issuance	64,814,815	Common	\$200,000	Yes	Isais Medina	Conversion of PS Series D	Unrestricted	Rule 144
7/13/21	Issuance		Preferred stock Series E	\$25000	No.	Oscar Brito	Services	Restricted	Rule 144
8/11/21	Cancellation	2000	Preferred stock Series D	\$200,000	Yes	Isias Medina	Conversion	Unrestricted	Rule 144
11/26/2021	Issuance	5,556	Preferred stock Series F	100,008	No.	AES Capital Management, LLC	New Issuance	Restricted	Rule 144
10/18/21	Issuance	271,836,792	Common	65,241	Yes	Yohan Naraine	Conversion	Unrestricted	Rule 144
10/8/21	Issuance	1,000,000,000	Common	50,000	Yes	AES Capital Management LLC/ Aryeh Goldstein	Conversion	Unrestricted	Rule 144
12/1/21	Issuance	1,000,000,000	Common	50,000	Yes	AES Capital Management LLC/ Aryeh Goldstein	/ Aryeh Goldstein Conversion	Unrestricted	Rule 144
12/2/21	Issuance	370,370,370	Common	1	Yes	Daniel Silva	Conversion of Preferred Series B	Unrestricted	Rule 144
10/6/21	Issuance	158,422,222	Common	85458	Yes	Isaisa Medina	Conversion of Preferred Series B	Unrestricted	Rule 144
1/18/22	Issuance	83,333,333	Common	\$43,488	Yes	Anna Fuenmayor	Compensation	Restricted	Restricted
4/12/22	Issuance	200,000,000	Common	\$60,000	No	Pardes Irrevocable Trust	Compensation	Restricted	Restricted
5/10/22	Issuance	178,855,837	Common	\$10	Yes	Isaias Medina	Conversion of Preferred Series D	Restricted	Restricted
7/5/2022	Issuance	720,166,667	Common	\$21,605	Yes	Yohan Naraine	Conversion of note	Unrestricted	Rule 144
8/8/2022	Issuance	3,600,000,000	Common	\$720,000	Yes	Alejandro Laplana	Compensation	Restricted	Restricted
7/22/2022	Issuance	3,600,000,000	Common	\$486,000	Yes	GBS Capital Partners, LLC/ Oscar Brito	Conversion of PS Series B Dividend	Restricted	Restricted
8/12/2022	Issuance	643,255	Preferred Stock Series B	\$643,225	Yes	GBS Capital Partners, LLC/ Oscar Brito	Compensation	Restricted	Restricted

Shares Outstanding on Date of This Report:

Ending Balance Ending Balance:

Date 12/31/22
Common: 28,612,513,511
Preferred B: 1,793,255
Preferred C: 0
Preferred D: 590
Preferred E: 0
Preferred F: 5,556

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

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B. Promissory and Convertible Notes

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

lo: ☐ Yes: ☒ (If yes, you must complete the table below)

Name	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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
Blackbridge/Alex Dillon							Blackbridge/Alex Dillon	
Apollo/Yohan Naraine	2/26/2015	58	8,000	3,323	2/27/2016	58% of the lowest closing bid price during the 15 trading days including the day of conversion	Apollo/Yohan Naraine	Loan
	2/6/2015	65,000	42,000	9,979	2/6/2016	30% of lowest trading price in 30 trading days ending with last day prior to conversion.		Loan
Apollo #2/ Yohan Naraine	7/28/2015	25,000	25,000	25,246	1/28/2017	50% of the lowest trading price during the 30 trading days ending with the day prior to conversion.	Apollo #2/ Yohan Naraine	Loan
Apollo Capital Corp./Yohan Naraine	4/28/2017	60,000	31,000	(0)	10/28/2017	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Capital Corp./Yohan Naraine	12/1/2017	68,200	68,200	69,756	6/1/2018	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Capital Corp./Yohan Naraine	2/26/2018	280,167	280,167	243,952	8/26/2018	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Capital Corp./Yohan Naraine	4/4/2018	163,333	163,333	134,574	10/4/2018	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
Blackridge Capital/Alex Dillon	3/6/2018	35,000	35,000	16,326	3/6/2019	60% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Blackridge Capital/Alex Dillon	Loan
M2B Funding/Danny Kordash	9/6/2018	11,111	11,000	2,197	3/6/2019	60% of the lowest sale price during the 30 trading days prior to conversion	M2B Funding/Danny Kordash	Loan
Tri-Bridge Ventures LLC/Daniel Schmidt	10/4/2018	40,000	40,000	16,091	10/4/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Tri-Bridge Ventures LLC/Daniel Schmidt	Loan
AES Capital Management LLC	6/3/2016	14,000	15,000	40,336	6/3/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	AES Capital Management, LLC / Eli Safdich	Loan
Deboise, Inc.	5/11/2016	8,500	8,500	8,491	5/11/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Deboise, Inc.	Loan
Eduardo Cabrera	8/1/2016	69,000	69,000	78,971	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Eduardo Cabrera	Loan
Edward Cabrera	8/1/2016	2,000	2,000	2,289	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Edward Cabrera	Loan

Juan Ramirez	8/1/2016	4,000	4,000	5,146	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Juan Ramirez	Loan
Metaxas Georgatos	8/1/2016	4,000	4,000	5,146	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Metaxas Georgatos	Loan
Wellington Shields/Edward Carrera	8/1/2016	1,000	1,000	1,286	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Wellington Shields/Edward Carrera	Loan
AES Capital Management, LLC	10/4/2019	14,000	14,000	837	10/4/2020	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	AES Capital Management, LLC / Eli Safdieh	Loan
AES Capital Management, LLC	1/15/2019	33,600	33,600	2,011	1/15/2020	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	AES Capital Management, LLC / Eli Safdieh	Loan
M2B Funding/Danny Kordash	8/21/2019	11,111	13,333	7,615	12/21/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
M2B Funding/Danny Kordash	4/8/2019	22,222	22,222	4,395	10/8/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
M2B Funding/Danny Kordash	1/3/2019	33,333	33,333	6,591	7/3/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
M2B Funding/Danny Kordash	1/10/2019	38,889	38,889	7,690	7/10/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
M2B Funding/Danny Kordash	1/17/2019	50,000	50,000	9,887	7/17/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
JP Carey Enterprises/ Joseph Canouse	3/5/2021	22,173	22,173	3,711	3/5/2022	The lower of \$0.000675 or 55% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	JP Carey Enterprises/ Joseph Canouse	Loan
JP Carey Limited Partners LP/ Joseph Canouse	6/11/2021	55,000	55,000	2,218	6/11/2022	The lower of \$0.000675 or 55% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	JP Carey Enterprises/ Joseph Canouse	Loan
JP Carey Enterprises/ Joseph Canouse	6/24/2021	55,000	55,000	2,218	6/24/2022	The lower of \$0.000675 or 55% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	JP Carey Enterprises/ Joseph Canouse	Loan
JP Carey Enterprises/ Joseph Canouse	10/27/2021	55,000	55,000	2,218	10/27/2022	The lower of \$0.000675 or 55% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	JP Carey Enterprises/ Joseph Canouse	Loan
JP Carey	3/31/2021	150,000	150,000	33,731	3/31/2022	None	JP Carey Enterprises/ Joseph Canouse	Loan
JP Carey	4/8/2021	10,000	10,000	2,210	4/8/2022	None	JP Carey Enterprises/ Joseph Canouse	Loan
JP Carey	5/4/2021	20,000	50,000	6,840	5/4/2022	None	JP Carey Enterprises/ Joseph Canouse	Loan
JP Carey	5/6/2021	50,000	50,000	10,356	5/6/2022	None	JP Carey Enterprises/ Joseph Canouse	Loan
Apollo Capital MSPC 2021-1	8/31/2021	570,000	570,000	80,960	8/30/2022	None	Apollo Capital Corp./Yohan Naraine	Loan

Apollo Capital	9/10/2021	68,421	68,250	823	3/10/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Capital	9/24/2021	52,632	52,500	4,890	3/24/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	11/4/2021	168,421	168,000	19,730	5/3/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	10/22/2021	52,632	52,500	6,503	4/21/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	2/10/2022	63,000	63,000	1,522	8/10/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	3/8/2022	68,250	68,250	774	9/8/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	2/25/2022	838,953	838,953	74,885	3/25/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	4/14/2022	65,000	65,000	5,802	10/14/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	5/11/2022	65,000	65,000	5,802	11/12/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	6/16/2022	65,000	65,000	5,802	12/16/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
Apollo Management Group, Inc.	8/22/2022	10,500	10,500	202	11/12/2022	None	Apollo Capital Corp./Yohan Naraine	Loan
GBS Capital Partners, LLC	1/10/2022	69,000	69,000	10,332	7/12/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	2/14/2022	46,000	46,000	6,889	8/13/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	3/11/2022	100	16,100	2,412	9/7/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	3/15/2022	51,570	51,570	7,723	9/11/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	3/30/2022	44,850	44,850	6,717	9/26/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	4/8/2022	57,500	57,500	8,610	10/5/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	4/21/2022	17,250	17,250	2,584	10/18/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	4/28/2022	25,300	25,300	3,788	10/25/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	5/11/2022	40,250	40,250	6,027	11/7/2022	None	Oscar Brito	Loan
GBS Capital Partners, LLC	6/17/2022	31,050	31,050	4,649	12/14/2022	None	Oscar Brito	Loan

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

4) Issuer's Business, Products and Services

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

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

Metrospace, Inc. (the "Company") has historically been a real estate investor, developer and operator. The Company was originally incorporated as Strata Capital Corporation ("STC") on December 10, 2007 under the laws of the State of Delaware;

however, on October 6, 2012, the Company changed its name to Metrospace, Inc. ("MSPC"). As a real estate investor and operator, the Company has historically been involved in real estate development, acquisition and repositioning of luxury residential and hotels. Additionally, the focus had been to invest in operating companies with a strong real estate component to them such as data centers, and other operating business where real estate provides an important part of the balance sheet and/or income statement. In that sense, we currently own 1,050,725 in IQSTel, Inc., a Miami-based telecom operator with telco value added services and a colocation service. Additionally, we have options to acquire another 2.5 million shares. Our intention is to continue to grow IQSTel, Inc by organic means and acquisitions of data centers and other telco providers that will drive the data center business and be synergetic with IQSTel, Inc. As a meaningful shareholder of IQST, we will continue to support the company in the financing, acquisition and growth strategy. Additionally, the company will slowly and opportunistically liquidate part of its position in IQST to fund new acquisitions and projects looking to replicate the strong success the Company has had so far in IQST. In March 2020, the Company exchanged the balance of the unpaid promissory of about \$1.7 million, keeping 1,050,725 common shares. Additionally, the company has an option to acquire an additional 2.5 million shares and has agreements to acquire an even higher number of shares, as certain value added-events are realized between the company and IQSTel, Inc.

The company has begun a transformation of its business plan from a traditional luxury hotel and residential developer to a Prop-tech ("Prop-tech") company. The Company believes that new blockchain, IoT and AI solutions can be applied to the real estate industry in a fundamentally transformative way. One of the initial focus of the Company is to use IT to improve operating, marketing and maintenance efficiencies. To enter these new service offerings, the company will launch a series of new business lines. The first launch will be a co-living platform focus on secondary cities such as Philadelphia, Jacksonville, Houston and others, as well as special international tourist destinations such as The Dominican Republic. On March 23, 2021 the Company entered an agreement to acquire a 3-bedroom villa in The Dominican Republic which will be one of its first markets. Additionally, the Company has entered into an LOI to acquire a 3000 ft² lot located in Fishtown, Philadelphia. Additionally, the Company has entered into a JV Agreement with a group of property owners to develop 2 additional properties in the Dominican Republic which the Company expects to have fully operational within 9 months. The company intends to open at least 4-5 cities before end of 2021, with a total of no less than 150 beds within those cities.

The second business launch will be a blockchain-certified signature verification service aimed at realtors and other real estate professionals. This will be part of a bigger launch that will follow where the company will roll out a blockchain market place to tokenize real estate assets and mortgages. This platform is in the beginning stages and will likely launch end of 2021.

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

Metro Houston Partners 1, LLC.
 Metro House, Inc.
 Metro House, LLC
 Metro Spaces LLC

C. Describe the issuers' principal products or services.

Real Estate Developer, Investor and Operator

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company rents one facility comprising approximately 750 square feet office space located at 6 St. Johns Lane, New York, NY 10013. The Company's senior executive team and administrative staff work at this office. The rent is \$750 per month. This facility is suitable for the Company's business as a real estate developer.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the**

name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.

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

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Oscar A. Brito</u>	<u>CEO Control Owner</u>	<u>NY, NY</u>	<u>150,000</u>	<u>Preferred Series B</u>	<u>25%</u>	
<u>GBS Capital Partners, LLC</u>	<u>Control owner</u>	<u>NY, NY</u>	<u>450,000</u>	<u>Preferred Series B</u>	<u>75%</u>	<u>Oscar Brito</u>
<u>Oscar Brito</u>	<u>Control Owner, CEO</u>	<u>NY, NY</u>	<u>10</u>	<u>Preferred Series E</u>	<u>100%</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Tomer Tal
Address 1: 101 Church Street
Address 2: Suite 22, Los Gatos, CA 95030
Phone: 408-560-9606
Email: tomer@newventureattorneys.com

Accountant or Auditor

Name: Steven M. Plumb
Firm: Clear Financial Solutions, Inc.
Address 1: 3050 Post Oak Road, Suite 510
Address 2: Houston, TX 77056
Phone: 713-780-0806
Email: steven@clearfinancials.com

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement.** This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Financial Statements

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

- ☐ IFRS
- ☐ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: _____

Title: _____

Relationship to Issuer: _____

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

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

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

Important Notes:

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

METROSPACES, INC.

Consolidated Financial Statements Year-End 2022 and 2021

Consolidated Balance Sheets

	2022	2021
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 2,655.00	\$ 75,732.00
Accounts receivable	\$ 117,235.00	\$ 24,100.00
Notes receivable	\$ 82,500.00	\$ 50,000.00
Note receivable – related party	\$ 50,000.00	\$ 42,500.00
Accrued interest receivable		\$ 53,400.00
Prepaid and other current assets		\$ 3,300.00
Total Current Assets	\$ 252,390.00	\$ 249,032.00
Investment in marketable securities		\$ 678,322.00
Property, plant and equipment	\$ 369,003.00	\$ 4,235,924.00
TOTAL ASSETS	\$ 5,639,357.00	\$ 5,163,278.00
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	\$ 361,825.52	\$ 83,471.00
Accrued expenses	\$ 547,784.00	\$ 393,326.00
Accrued dividend payable	\$ 1,717,921.33	\$ 721,292.00
Accrued interest	\$ 570,524.00	\$ 937,126.00
Deposits		\$ 76,000.00
Notes payable	\$ 1,983,354.67	\$ 3,947,588.00
Note payable – related parties	\$ 627,560.00	\$ 309,262.00
Derivative liability	\$ 2,765,112.00	\$ 948,617.00
Convertible notes payable, net	\$ 6,386,136.00	\$ 1,361,445.00
Total Current Liabilities	\$ 14,960,217.52	\$ 8,778,127.00
TOTAL LIABILITIES	\$ 14,960,217.52	\$ 8,778,127.00
Stockholders' Deficit		
Preferred stock, \$0.000001 par value, 8,000,000 authorized	-	-
Series B Preferred Stock, \$0.000001 par value, 2,000,000 shares authorized, 1,200,000 issued	1	1
Series C Preferred Stock, \$0.000001 par value, 100,000 shares authorized, 45,354 shares issued	-	-
Series D Preferred Stock, \$0.000001 par value, 400,000 shares authorized, 0 shares issued	-	-

-	- Series E Preferred Stock, no par value, 5 shares authorized		
Series B Preferred Stock, \$0.000001 par 2,000,000 authorized 1,200,000 issued	\$	1.00	\$ 1.00
Series C Preferred Stock, \$0.000001 100,000 authorized 0 issued			
Series D Preferred Stock, \$0.000001 400,000 authorized 0 issued			
Series E Preferred Stock, \$0.000001 5 authorized 5 issued			
Series F Preferred Stock, \$0. 0.0005 par value, 30,000 shares authorized, 5,556 issued	\$	3.00	\$ 3.00
Common Stock, \$0.000001 par value, 23,600,000,000 shares authorized, 28,612,513,51 and 20,230,157,674 shares issued and outstanding December 31, 2021 and 2020, respectively		28,613	\$ 20,375.00
Additional paid in capital	\$	8,716,435.62	\$ 9,264,245.00
Minority Interest			\$ (2,098.00)
Accumulated deficit	\$	(18,065,906.65)	\$ (12,897,373.00)
Total Stockholders' Deficit	\$	(9,320,854.52)	\$ (3,614,847.00)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT			
See accompanying notes to financial statements.	\$	5,639,357.00	\$ 5,163,278.00

Revenue, net of discounts		\$	110,586.00
Cost of revenue	\$	322,526.88	
Gross profit	\$	322,526.88	\$ 110,586.00
Operating Expenses			
General and administrative expenses			
General and administrative expenses	\$	3,470,335.20	\$ 1,437,062.00
Total operating expenses	\$	3,470,335.20	\$ 1,437,062.00
Operating Loss	\$	(3,147,808.32)	\$ (1,326,476.00)
Other Income (expense) Interest expense			
Interest Expenses	\$	(821,173.33)	\$ (1,112,189.00)
Gain (loss) on change in fair value of derivative	\$	(1,445,789.00)	\$ 10,068,589.00
Gain (loss) on extinguishment of debt			
Change in value of marketable securities			
Change in fair value or marketable securities	\$	167,487.00	\$ 928,536.00
Interest income			\$ 53,400.00
Other income (Loss)			\$ 350,000.00
Total other income (expense)	\$	(2,099,475.33)	\$ 9,884,936.00
Net Income (Loss)	\$	(5,247,283.65)	\$ 8,961,860.00
Preferred stock dividend	\$	78,750.00	\$ (78,750.00)
Net Income (Loss) attributable to common stockholder	\$	(5,168,533.65)	\$ 8,883,110.00
Net loss per common share - basic and diluted			
Weighted average of common shares - basic and diluted		28,612,513,511	20,230,157,674
See accompanying notes to financial statements.			

Consolidated Statements of Cash Flows
Years Ending December 31, 2022 and 2021

CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income (Loss)	\$ (5,168,533.65)	\$ 8,883,110.00
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:	\$ 1,778,556.00	
Stock-based compensation		
Amortization of debt discount		
Depreciation	\$ 89,978.67	\$ 214,261.00
change in value of marketable securities	\$ 572,756.00	\$ (468,492.00)
(Gain) loss on change in fair value of derivative	\$ 1,441,828.00	\$ (10,068,589.00)
(Gain) loss on extinguishment of debt		
Changes in operating assets and liabilities:		
(Increase) decrease in operating assets:		
Accounts receivable	\$ 50,972.00	\$ (77,500.00)
Inventory		\$ (92,500.00)
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses		\$ 1,133,837.00
Net Cash Used in Operating Activities	\$ (1,234,442.99)	\$ (397,123.00)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Tenant deposits		\$ 74,499.00
Purchase of property	\$ (5,068,539.00)	\$ (4,263,908.00)
Net Cash provided by Investing Activities	\$ (5,068,539.00)	\$ (4,189,409.00)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of note payable	\$ 5,055,162.00	\$ 3,947,586.00
Proceeds from related party loans	\$ 570,302.00	\$ 256,060.00
Proceeds from issuance of preferred stock series F		\$ 94,008.00
Proceeds from convertible notes payable	\$ 27,467.00	\$ 364,610.00
Net Cash Provided By Financing Activities	\$ 5,625,464.00	\$ 4,662,264.00
Net increase (decrease) in cash and cash equivalents		\$ 75,732.00
Cash and cash equivalents, beginning of period	\$ 75,732.00	
Cash and cash equivalents, end of period	\$ 2,655.00	\$ 75,732.00
Supplemental cash flow information		
Cash paid for interest		
Cash paid for taxes		
Non-cash transactions:		
Conversion of convertible debt into common stock	\$ 21,605.00	\$ 700,873.00

Consolidated Statement of Equity

	Preferred Stock														Total
	Series B Shares	Series C Amount/Share/Amount	Series D Shares	Series E Amount/Share/Amount	Series F Shares	Amount	Common Stock Shares	Amount	Paid in Capital	asury Stock Shares/Amount	Stock Subscription	Minority Interest	Accumulated Deficit		
Balance, December 31, 2019	1,200,000	\$ 1 - \$ 0	2,000	\$ - \$ - \$ - \$ -	-	-	9,347,210,713	\$ 9,346	\$ 11,933,924	\$ - \$ - \$ -	-	-	\$ (28,489,236)	\$ (16,545,965)	
Preferred stock dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net income (unaudited)	-	-	-	-	-	-	-	-	-	-	-	-	1,783,701	1,783,701	
Balance, December 31, 2020	1,200,000	\$ 1 - \$ 0	2,000	\$ - \$ - \$ - \$ -	-	-	9,347,210,713	\$ 9,346	\$ 11,933,924	\$ - \$ - \$ -	-	-	\$ (26,705,535)	\$ (14,762,264)	
Conversion of note payable	-	-	-	-	-	-	9,881,006,221	159,008	159,008	-	-	-	-	159,008	
Preferred stock dividend	-	-	-	-	-	-	-	-	(105,875)	-	-	-	-	(105,875)	
Conversion of PS Series D	(50,000)	-	-	(1,400)	-	-	593,607,407	594	(594)	-	-	-	-	(594)	
Issuance of PS Series E	-	-	-	-	-	5,556	3	-	119,005	-	-	-	-	119,005	
Stock based compensation	-	-	-	-	-	-	408,333,333	409	209,591	-	-	-	-	209,591	
Minority interest	-	-	-	-	-	-	-	-	-	-	-	(2,098)	-	-	
Net income	-	-	-	-	-	-	-	-	8,883,110	-	-	-	(12,897,373)	(12,897,373)	
Balance, December 31, 2021	1,150,000	\$ 1 - \$ 0	600	\$ - \$ - \$ - \$ -	5,556	3	20,230,157,674	\$ 169,357	\$ 9,264,245	-	-	-	\$ (2,098)	\$ (12,897,373)	
Conversion of note payable	-	-	-	-	-	-	8,382,355,837	174,392	13,741,746	-	-	-	-	13,741,746	
Preferred stock dividend	-	-	-	-	-	-	-	-	156,216	-	-	-	-	156,216	
Conversion of PS Series D	(50,000)	-	-	(700)	-	-	528,792,592	529	(106,404)	-	-	-	-	(105,875)	
Issuance of PS Series E	-	-	-	-	-	-	593,607,407	594	93,411	-	-	-	-	93,411	
Stock based compensation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Minority interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Net income	-	-	-	-	-	-	-	-	(5,168,534)	-	-	-	8,889,171	8,889,171	
Balance, December 31, 2022	(50,000)	\$ - \$ - \$ -	(700)	\$ - \$ - \$ - \$ -	-	-	28,612,513,511	\$ 175,515	\$ 8,716,435	-	-	-	\$ (2,098)	\$ 18,065,907	

See accompanying notes to financial statements.

METROSPACES, INC.

Notes to Consolidated Financial Statements

Year-End December 31, 2022 and 2021

1. Organization and Basis of Presentation

Organization

MetroSpaces, Inc. ("the Company") was incorporated in the State of Delaware on December 11, 2007.

On August 9, 2021, the Company acquired 51% of the membership units of MetroHouston, LLC, which in turn owns an office building in Houston, Texas.

On September 30, 2021, the Company formed MetroHouse, LLC a Delaware limited liability company.

The Company maintains its principal executive offices in New York, New York, United States.

The Company's activities are subject to significant risks and uncertainties, including the need for additional capital, as described below. The Company does not have positive cash flows from operations and is dependent on periodic infusions of debt and equity capital to fund its operating requirements.

Business Operations

The Company is a Prop-tech company focusing on increasing efficiencies in the real estate and real estate market by applying cutting-edge IT solutions.

June 2017, the Company acquired 51% of the membership units of Etelix.com USA, LLC (Etelix) in exchange for a \$2 million promissory note. Etelix is a Miami-based carrier-grade telco provider that ran a small data center. In June 2018, Etelix was merged into what is today, IQSTel, Inc. and as a consequence, the Company's ownership dropped below 51% and therefore Etelix was deconsolidated. In June 2020, the Company exchanged the promissory note for shares in IQSTel, Inc.

Going Concern

The Company's financial statements have been presented on the basis that the Company is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As reflected in the accompanying consolidated financial statements, the Company has experienced recurring net losses from operations and negative operating cash flows since inception. During the nine months ended December 31, 2022, the Company recognized net loss of \$5,168,533, respectively, utilized cash in operating activities of \$1,234,442 for the nine months ended December 31, 2022, and had shareholders' deficiency of \$18,065,906 as of December 31, 2022. The Company has financed its working capital requirements since inception through the sale of marketable securities and from borrowings.

At December 31, 2022, the Company had cash of \$2,655. The Company estimates that it has cash and marketable securities to sustain operations through December 2022, and after that a significant amount of capital will be necessary over a sustained period of time to advance the development of the Company's business to the point at which it can become commercially viable and self-sustaining. However, there can be no assurances that the Company will be successful in this regard.

As a result, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year of the date that the accompanying consolidated financial statements are issued.

The development and expansion of the Company's business in 2022 and thereafter will be dependent on many factors, including the capital resources available to the Company. No assurances can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company or adequate to fund the development and expansion of the Company's business to a level that is commercially viable and self-sustaining. There is also significant uncertainty as to the affect that the coronavirus pandemic may have on the availability, amount and type of financing in the future.

If cash resources are insufficient to satisfy the Company's ongoing cash requirements, the Company would be required to scale back or discontinue its operations, obtain funds, if available, although there can be no certainty, through strategic alliances that may require the Company to relinquish rights to its technology, or to discontinue its operations entirely.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP")

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates. Significant estimates are expected to include those related to assumptions used in calculating accruals for potential liabilities, valuing equity instruments issued for financing and services, and the realization of deferred tax assets.

Cash

The Company maintains its cash balances with financial institutions with high credit ratings. The Company has not experienced any losses to date resulting from this practice.

Concentration of Risk

The Company may periodically contract with consultants and vendors to provide services related to the Company's business development activities. Agreements for these services may be for a specific time period or for a specific project or task. The Company did not have any agreements at December 31, 2022 or December 31, 2021.

Income Taxes

The Company accounts for income taxes under an asset and liability approach for financial accounting and reporting for income taxes. Accordingly, the Company recognizes deferred tax assets and liabilities for the expected impact of differences between the financial statements and the tax basis of assets and liabilities.

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company was to determine that it would be able to realize its deferred tax assets in the future in excess of its recorded amount, an adjustment to the deferred tax assets would be credited to operations in the period such determination was made. Alternatively, should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to operations in the period such determination was made.

As the Company's net operating losses in the respective jurisdictions in which it operates have yet to be utilized, all previous tax years remain open to examination by the taxing authorities in which the Company currently operates. The Company had no unrecognized tax benefits as of September 30, 2022 and December 31, 2021 and does not anticipate any material amount of unrecognized tax benefits within the next 12 months.

The Company accounts for uncertainties in income tax law under a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns as prescribed by GAAP. The tax effects of a position are recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of

the reporting date. If the tax position is not considered "more-likely-than-not" to be sustained, then no benefits of the position are recognized. As of September 30, 2022 and December 31, 2021, the Company had not recorded any liability for uncertain tax positions. In subsequent periods, any interest and penalties related to uncertain tax positions will be recognized as a component of income tax expense.

Revenue Recognition

The Company recognizes revenue in accordance with ASC Topic 606, *Revenue From Contracts With Customers*. ASC Topic 606 requires companies to recognize revenue in a manner that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the standard requires disclosures of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Revenue is recognized based on the following five step model:

- Identification of the contract with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, the Company satisfies a performance obligation

The Company currently has no significant revenues.

Stock-Based Compensation

The Company issues common stock and intends to issue stock options to officers, directors and consultants for services rendered. Options will vest and expire according to terms established at the issuance date of each grant. Stock grants, which are generally time vested, will be measured at the grant date fair value and charged to operations ratably over the vesting period.

The fair value of stock options granted as stock-based compensation will be determined utilizing the Black-Scholes option-pricing model, and can be affected by several variables, the most significant of which are the life of the equity award, the exercise price of the stock option as compared to the fair market value of the common stock on the grant date, and the estimated volatility of the common stock. Estimated volatility will be based on the historical volatility of the Company's common stock over an appropriate calculation period, or, if not available, by reference to the volatility of a representative sample of comparable public companies. The risk-free interest rate will be based on the U.S. Treasury yield curve in effect at the time of grant. The fair market value of the common stock will be determined by reference to the quoted market price of the Company's common stock on the grant date, or, if not available, by reference to an appropriate alternative valuation methodology.

The Company will recognize the fair value of stock-based compensation awards in general and administrative costs or in software development costs, as appropriate, in the Company's consolidated statements of operations. The Company will issue new shares of common stock to satisfy stock option exercises.

Comprehensive Income (Loss)

Comprehensive income or loss is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources. Components of comprehensive income or loss, including net income or loss, unrealized gains or losses on available-for-sale securities, unrealized gains or losses on other financial investments, unrealized gains or losses on pension and retirement benefit plans, and foreign currency translation adjustments, are reported in the financial statements in the period in which they are recognized. Net income (loss) and other comprehensive income (loss) are reported net of any related tax effect to arrive at comprehensive income (loss).

Earnings (Loss) Per Share

The Company's computation of earnings (loss) per share ("EPS") includes basic and diluted EPS. Basic EPS is measured as the income (loss) attributable to common stockholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible notes payable, convertible preferred stock, warrants and stock options) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the respective periods.

Fair Value of Financial Instruments

The authoritative guidance with respect to fair value established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels and requires that assets and liabilities carried at fair value be classified and disclosed in one of three categories, as presented below. Disclosure as to transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements, is also required.

Level 1. Observable inputs such as quoted prices in active markets for an identical asset or liability that the Company has the ability to access as of the measurement date. Financial assets and liabilities utilizing Level 1 inputs include active-exchange traded securities and exchange-based derivatives.

Level 2. Inputs, other than quoted prices included within Level 1, which are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, mutual funds, and fair-value hedges.

Level 3. Unobservable inputs in which there is little or no market data for the asset or liability which requires the reporting entity to develop its own assumptions. Financial assets and liabilities utilizing Level 3 inputs include infrequently-traded non-exchange-based derivatives and commingled investment funds and are measured using present value pricing models.

The Company will determine the level in the fair value hierarchy within which each fair value measurement falls in its entirety, based on the lowest level input that is significant to the fair value measurement in its entirety. In determining the appropriate levels, the Company will perform an analysis of the assets and liabilities at each reporting period end.

The carrying value of financial instruments (consisting of cash and accounts payable and accrued expenses) is considered to be representative of their respective fair values due to the short-term nature of those instruments.

The following table presents information about the Company's assets and liabilities measured at fair value as of December 31, 2022:

Description	Level 1	Level 2	Level 3	Total
Marketable Securities	-	-	-	-
Bank loans	-	-	-	3,948,514
Notes payable	-	-	4,544,881	4,544,881
Convertible Notes Payable	-	-	1,223,295	1,223,295
Derivative Liability	-	-	1,639,942	1,639,942

Property and Equipment

Property and equipment is recorded at cost. Major improvements are capitalized, while maintenance and repairs that do not improve or extend the useful life of the respective assets are charged to expense as incurred. Gains and losses from disposition of property and equipment are included in income and expense when realized. Depreciation of property and equipment is provided using the straight-line method over an estimated useful life of three years.

The Company recognizes depreciation of property and equipment in general and administrative costs in the Company's consolidated statement of operations.

Leases

The Company accounts for leases in accordance with Accounting Standards Update 2016-02, Leases (Topic 842) ("ASU 2016-02"), which requires a lessee to record a right-of-use asset and a corresponding lease liability at the inception of the lease initially measured at the present value of the lease payments. ASU 2016-02 requires recognition in the statement of operations of a single lease cost that is calculated as a total cost of the lease allocated over the lease term, generally on a straight-line basis. ASU 2016-02 excludes short-term operating leases with a lease term of 12 months or less at the commencement date, and that do not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise.

Long-Lived Assets

The Company reviews long-lived assets, consisting of property and equipment and intellectual property, for impairment at each fiscal year end or when events or changes in circumstances indicate the carrying value of these assets may exceed their current fair values. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the assets. Assets to be disposed of are separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell and are no longer depreciated. The Company has not historically recorded any impairment to its long-lived assets. In the future, if events or market conditions affect the estimated fair value to the extent that a long-lived asset is impaired, the Company will adjust the carrying value of these long-lived assets in the period in which the impairment occurs. As of December 31, 2020 and 2019, the Company had not deemed any long-lived assets as impaired and was not aware of the existence of any indicators of impairment at such dates.

Convertible Instruments

The Company evaluates and account for conversion options embedded in convertible instruments in accordance with ASC 815.

Derivatives and Hedging Activities.

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when we have determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: We record when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

The Company accounts for the conversion of convertible debt when a conversion option has been bifurcated using the general extinguishment standards. The debt and equity linked derivatives are removed at their carrying amounts and the shares issued are measured at their then-current fair value, with any difference recorded as a gain or loss on extinguishment of the two separate accounting liabilities.

Recent Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 significantly changes how entities measure credit losses for most financial assets, including accounts and notes receivables. ASU 2016-13 will replace the current "incurred loss" approach with an "expected loss" model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the provisions of ASU 2016-13 as a cumulative-effect adjustment to

retained earnings as of the beginning of the first reporting period in which ASU 2016-13 is effective. As small business filer, ASU 2016-13 will be effective for the Company for interim and annual reporting periods beginning after December 15, 2022. Management is currently in the process of assessing the impact of adopting ASU-2016-13 on the Company's financial statements and related disclosures.

In August 2020, the FASB issued ASU 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06). ASU 2020-06 simplifies the accounting for convertible debt by eliminating the beneficial conversion and cash conversion accounting models. Upon adoption of ASU 2020-06, convertible debt proceeds, unless issued with a substantial premium or an embedded conversion feature that is not clearly and closely related to the host contract, will no longer be allocated between debt and equity components. This modification will reduce the issue discount and result in less non-cash interest expense in financial statements. ASU 2020-06 also updates the earnings per share calculation and requires entities to assume share settlement when the convertible debt can be settled in cash or shares. ASU 2020-06 will be effective January 1, 2024, and a cumulative-effect adjustment to the opening balance of retained earnings is required upon adoption. Early adoption is permitted, but no earlier than January 1, 2021, including interim periods within that year. The Company adopted ASU 2020-06 effective January 1, 2021. The adoption of ASU 2020-06 did not have any impact on the Company's previously issued consolidated financial statement presentation or disclosures.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements and related disclosures.

3. Property and equipment

Property and equipment consists of the following at December 31, 2022 and December 31, 2021:

	December 31, 2022	December 31, 2021
Land	\$ 495,000	\$ 150,000
Commercial real estate	4,309,588	3,927,006
Rental property	3,775,088	244,939
Furniture and fixtures	44,858	28,800
Total	8,624,534	4,350,745
Less: accumulated depreciation	(119,739)	(52,255)
Property and equipment, net	\$ 8,504,795	\$ 4,298,190

4. Note Payable – Related Party

The officers of the Company have advanced funds to the Company from time to time. These advances bear interest at 18%, are unsecured, and payable upon demand. The balance of the note payable – related party was \$522,020 and \$95,453 at December 31, 2022 and December 31, 2021, respectively.

5. Bank loans

The Company has various bank loans used to acquire their commercial real estate and rental properties. The bank loans have interest rates ranging from 3% - 5%. The balance of the bank loans was \$3,948,514 and \$2,881,049 at September 30, 2022 and December 31, 2021, respectively.

6. Notes payable

Notes payable consist of the following at December 31, 2022 and December 31, 2021:

Issuance Date	Maturity Date	Interest Rate	December 31, 2022	December 31, 2021
3/31/2021	3/31/2022	18%	\$ 150,000	\$ 150,000
4/8/2021	4/8/2022	18%	10,000	10,000

5/4/2021	5/4/2022	18%	20,000	20,000
5/6/2021	5/6/2022	18%	50,000	50,000
8/31/2021	8/30/2022	18%	570,000	570,000
9/10/2021	3/10/2022	18%	68,421	68,421
9/15/2001	12/31/2021	18%	-	406,466
9/24/2021	3/24/2022	18%	52,632	52,632
11/4/2021	5/3/2022	18%	168,421	168,421
10/22/2021	4/21/2022	18%	52,632	52,632
2/10/2022	8/10/2022	18%	63,000	-
1/10/2022	7/12/2022	18%	69,000	-
2/25/2022	3/25/2022	18%	489,875	-
3/15/2022	3/15/2023	3.1%	2,579,400	-
4/14/2022	10/14/2022	18%	65,000	-
5/11/2022	11/12/2022	18%	65,000	-
6/16/2022	12/16/2022	18%	65,000	-
8/22/2022	11/12/2022	18%	10,500	-
			<u>4,544,881</u>	<u>1,548,572</u>
Less: Original issue discount			<u>-</u>	<u>(86,250)</u>
			<u>\$ 4,544,881</u>	<u>\$ 1,462,322</u>

7. Convertibles Note Payable

Convertible notes payable consists of the following at December 31, 2022 and December 31, 2021:

Issuance Date	Maturity Date	Conversion Terms	December 31, 2022	December 31, 2021
2/26/2015	2/27/2016	58% of the lowest closing bid price during the 15 trading days including the day of conversion	58	58
2/6/2015	2/6/2016	30% of lowest trading price in 30 trading days ending with last day prior to conversion.	65,000	65,105
7/28/2015	1/28/2017	50% of the lowest trading price during the 30 trading days ending with the day prior to conversion.	25,000	25,000
4/28/2017	10/28/2017	60% of the lowest sale price during the 30 trading days prior to conversion	60,000	60,000
12/1/2017	6/1/2018	60% of the lowest sale price during the 30 trading days prior to conversion	68,200	68,200
2/26/2018	8/26/2018	60% of the lowest sale price during the 30 trading days prior to conversion	280,167	280,167
4/4/2018	10/4/2018	60% of the lowest sale price during the 30 trading days prior to conversion	163,333	163,333
3/6/2018	3/6/2019	60% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	35,000	35,000
9/6/2018	3/6/2019	60% of the lowest sale price during the 30 trading days prior to conversion	11,111	11,111

10/4/2018	10/4/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	40,000	40,000
6/3/2016	6/3/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	14,000	14,000
8/1/2016	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	69,000	69,000
8/1/2016	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	2,000	2,000
8/1/2016	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	4,000	4,000
8/1/2016	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	4,000	4,000
8/1/2016	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	1,000	1,000
10/4/2019	10/4/2020	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	14,000	14,000
1/15/2019	1/15/2020	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	33,600	33,600
8/21/2019	12/21/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	11,111	11,111
4/8/2019	10/8/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	22,222	22,222
1/3/2019	7/3/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	33,333	33,333
1/10/2019	7/10/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	38,889	38,889
1/17/2019	7/17/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	50,000	50,000
3/5/2021	3/5/2022	The lower of \$0.000675 or 55% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	22,173	22,173

6/11/2021	6/11/2022	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	55,000	55,000
6/24/2021	6/24/2022	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	55,000	55,000
10/27/2021	10/27/2022	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	55,000	55,000
Total			\$ 1,223,665	\$ 1,232,302
Less, unamortized debt discount			370	8,902
Net			\$ 1,223,295	\$ 1,223,400

8. Leases

Short-Term Operating Lease

The Company leases office facilities in New York, New York on a month-to-month basis at a cost of \$750 per month.

Long-Term Operating Lease

The Company's leases a vehicle for the use of the Company's chief executive officer.

Operating lease right-of-use assets and liabilities are recognized at the commencement date of the lease based on the present value of lease payments over the lease term. Right-of-use assets represent the Company's right to use an underlying asset for the lease term, and right-of-use lease liabilities represent the Company's obligation to make lease payments arising from the lease. Generally, the implicit rate of interest, equivalent to a discount rate, in lease arrangements is not readily determinable and the prevailing commercial property mortgage rate is utilized in determining the present value of lease payments.

The monthly cash payment for this operating lease was approximately \$2,300 per month.

9. Derivative Liabilities

The Company has issued convertible note agreements with a variable conversion feature that gives rise to an embedded derivative instrument (see Note 7). The derivative feature has been valued using a binomial lattice-based option valuation model using holding period assumptions developed from the Company's business plan and management assumptions and expected volatility from the Company's stock. Increases or decreases in the Company's share price, the volatility of the share price, changes in interest rates in general, and the passage of time will all impact the value of the derivative instrument. The Company re-values the derivative instrument at the end of each reporting period and any changes are reflected as changes in derivative liabilities in the consolidated statements of operations. The assumptions used during the three months ending December 31, 2022 are as follows:

	<u>December 31, 2022</u>
Market value of common stock on measurement date (1)	\$0.0002
	\$0.0000025 –
Adjusted conversion price (2)	\$0.000005
Risk free interest rate (3)	0.06%
Life of the note in months	0 months
Expected volatility (4)	52%
Expected dividend yield (5)	–

- (1) The market value of common stock is based on closing market price as of initial valuation date and the period end re-measurement.

- (2) The adjusted conversion price is calculated based on conversion terms described in the note agreement.
- (3) The risk-free interest rate was determined by management using the 2-year Treasury Bill as of the respective Offering or measurement date.
- (4) The volatility factor was estimated by management using the historical volatilities of the Company's stock.
- (5) Management determined the dividend yield to be 0% based upon its expectation that it will not pay dividends for the foreseeable future.

During the three months ending December 31, 2022 and 2021 a \$2,705,132 and -\$1,445,789 (loss) gain on the change in value of the derivative liability was recorded resulting in a net change in derivative liability of \$2,705,132 and \$467,035, respectively. During the nine months ending December 31, 2022 and 2021 a \$2,685,000 and \$10,187,049 (loss) gain on the change in value of the derivative liability was recorded, resulting in a net change in derivative liability of \$2,685,000 and \$10,187,049, respectively. The valuation of the derivative liability was \$1,639,942 and \$5,053,779 on December 31, 2022 and December 31, 2021, respectively.

10. Stockholders' Equity

Common Stock

On April 5, 2022, the Company issued 200,000,000 shares of its common stock to Steven Plumb, chief financial officer of the Company, for services rendered. The fair market value of the stock on the date of issuance was \$60,000.

On July 5, 2022, the Company issued 720,166,667 shares of its common stock to a note holder upon the conversion of principal of \$105, accrued interest of \$20,000 and fees of \$1,500.

On July 22, 2022, the Company issued 3,600,000,000 shares of its common stock to the chief executive officer of the Company upon the conversion of Series B Preferred Stock accrued dividends in the amount of \$486,000.

On August 8, 2022, the Company issued 3,600,000,000 shares of its common stock to a director of the Company as settlement of a payable in the amount of \$720,000.

Preferred Stock

The Company has authorized a total of 10,000,000 shares of preferred stock as of June 30, 2022. The following preferred shares have been designated by the Company as of June 30, 2022:

Series A

Series A preferred was designated on December 11, 2007. 7,499,995 shares are designated with a par value of \$0.001 per share. None have been issued.

Series B

Series B preferred stock was designated on February 5, 2015. 2,000,000 shares are designated with a par value of \$0.000001 per share. 1,793,225 shares have been issued.

On August 12, 2022, the Company issued 643,255 shares of Series B preferred stock to the chief executive officer as settlement of \$643,255 in accrued salary due to the chief executive officer of the Company.

Series C

Series C preferred was designated on May 29, 2015. 100,000 shares are designated with a par value of \$0.000001. None have been issued. Holders of the Series C preferred stock are entitled to dividends at the quarterly rate of \$2.1875 per share. Dividends are fully cumulative, accruing, without interest, from the date of original issuance through the date of redemption or conversion. The liquidation value of the Series C preferred stock is \$100.00. Each share of Series C preferred stock is entitled to a number of votes equal to the number of shares held, divided by the current market price on the record date of the Company's common stock.

Series D

Series D preferred stock was designated on July 13, 2015. 400,000 shares were designated with a par value of \$0.000001. Holders of the Series D preferred stock are entitled to dividends at the quarterly rate of \$2.1875 per share. Dividends are fully cumulative, accruing, without interest, from the date of original issuance through the date of redemption or conversion. The liquidation value of the Series D preferred stock is \$100.00. Each share of Series D preferred stock is entitled to a number of votes equal to the number of shares held, divided by the current market price on the record date of the Company's common stock.

On May 10, 2022, a holder of Series D preferred stock converted 10 shares of Series D preferred stock into 178,855,837 shares of Common stock.

Series E

Series E preferred stock was designated on July 13, 2021. 5 shares were designated without a par value. The shares of Series E preferred stock shall have the right to take action by written consent or vote based on the number of votes equal to four times the number of votes of all outstanding shares of capital stock such that the holders of outstanding shares of Series E preferred stock shall always constitute eighty percent (80%) of the voting rights of the Company. Five shares have been issued and are outstanding.

Series F

Series F preferred stock was designated on October 3, 2021. 30,000 shares were designated. Holders of the Series F preferred are entitled to a 9% dividend per annum. The Series F preferred stock is non-voting and is convertible at the option of the holder in the common stock of the Company at the conversion price of \$0.0005 per share. 5,556 shares are issued and outstanding.

11. Commitments and Contingencies

Contingencies

The Company may be subject to legal proceedings from time to time as part of its business activities. As of September 30, 2022 and December 31, 2021, the Company was not subject to any threatened or pending legal actions or claims.

Impact of COVID-19 on the Company

The global outbreak of COVID-19 has led to severe disruptions in general economic activities, as businesses and governments have taken broad actions to mitigate this public health crisis. Although the Company has not experienced any significant disruption to its business to date, these conditions could significantly negatively impact the Company's business in the future.

The extent to which the COVID-19 outbreak ultimately impacts the Company's business, future revenues, results of operations and financial condition will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity and longevity, the actions to curtail the virus and treat its impact (including an effective vaccine), and how quickly and to what extent normal economic and operating conditions can resume. Even after the COVID-19 outbreak has subsided, the Company may be at risk of experiencing a significant impact to its business as a result of the global economic impact, including any economic downturn or recession that has occurred or may occur in the future.

Currently, capital markets have been disrupted by the crisis, as a result of which the availability, amount and type of financing available to the Company in the near future is uncertain and cannot be assured and is largely dependent upon evolving market conditions and other factors.

The Company intends to continue to monitor the situation and may adjust its current business plans as more information and guidance become available.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Oscar A. Brito certify that:

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

7/5/23 [Date]

/s/ [Oscar Brito CEO]

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