Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

NUTRANOMICS, INC.

A Wyoming Corporation
605 PORTLAND AVENUE SUITE 154
GLADSTONE, OREGON
97027
(866) 561-6679
Website: www.nutranomics.com
Email: ir@nutranomics.com
SIC Code: 2020

Quarterly Report
For the Period Ending: April 30, 2023
(the "Reporting Period")

As of April 30, 2023, the number of shares outstanding of our Common Stock was:

16,324,654,045

As of July 31, 2022 the number of shares outstanding of our Common Stock was:

14,027,778,045

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):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[1] "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 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.

The exact name of the company is Nutranomics, Inc.

On September 13, 2013, Buka Ventures, Inc. ("Buka"), a Nevada corporation, and the Company, executed a Share Exchange Agreement, whereby Buka became the parent company and Nutranomics became the wholly-owned subsidiary on the closing. The merger was treated as a reverse acquisition and a recapitalization of a public company. Accordingly, the historic financial statements of the Company are the historic financial statements of Nutranomics. Buka's name was formally changed to "Nutranomics, Inc." in connection with the transaction.

Health Education Corporation d/b/a Nutranomics, (the predecessor company) was incorporated under the laws of the State of Delaware on February 14, 1996. The predecessor company reincorporated in Utah on January 5, 1998 and terminated its legal entity status in Utah on December 31, 2013 and redomiciled to Nevada until September 11, 2019.

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):

A Wyoming Corporation since September 11, 2019. Status – 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:

Effective April 28, 2022, Nutranomics completed its full acquisition of DHS Development, Inc. dba The Plant and its affiliates ("Targets"). Relevant deal points are as follows: Nutranomics acquired 100% of Targets through an equity exchange. The following entities are now owned by Nutranomics: DHS Development, Inc. dba The Plant (Type 7 Manufacturing), DHS10, Inc. (Cultivation), RCW Investments LLC (Brand/Formulation IP), Greenbird Distribution.

The aggregate purchase price for the transaction shall be post-Closing cash bonuses to be paid to the principal Targets shareholders and Series B Preferred Stock of Nutranomics convertible to a total of up to 30% of the total issued and outstanding common stock of the Company on a fully diluted basis as follows:

> At the close, Nutranomics shall deliver to the Target shareholders 500,000 shares of Series B Preferred Stock convertible into 15% of the total issued and outstanding common stock of the Company on a fully diluted basis, with anti-dilution rights for a period of 18 months following the Closing Date.
>
> Upon the achievement by the surviving corporations of revenue and net earnings amounts $18,833,646 and $2,825,046, respectively, as defined in the agreement, both calculated on a cumulative basis, Nutranomics shall deliver to the Targets shareholders shares of Series B Preferred Stock convertible into an additional 7.5% of the total issued and outstanding common stock of the Company on a fully diluted basis as of the date of issuance ("First Milestone").
>
> Upon the achievement by the surviving corporations of revenue and net earnings amounts $37,767,299 and $5,634,031, respectively, as defined in the agreement, both calculated on a cumulative basis inclusive of the First Milestone (the "Second Milestone"), Nutranomics shall deliver to the Targets shareholders shares of Series B Preferred Stock convertible into an additional 7.5% of the total issued and outstanding common stock of the Company on a fully diluted basis as of the date of issuance.
>
> For as long as a Principal Target Shareholder is a member of the Board of Directors of Nutranomics, the Company shall pay a cash bonus to such Principal Target Shareholder as defined in the agreement.

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

Our principal executive offices are located 605 Portland Avenue Suite 154, Gladstone, OR 97027 the telephone number is (866) 561-6679.

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: ☐

13194 Blue Dream Crossing, Desert Hot Springs, CA 92240, is the location of the primary operational facility.

Has the issuer or any of its predecessors 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:

Not applicable

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: STC@stctransger.com
Address: 2901 N. Dallas Parkway, Suite 380
Plano, TX 75093
Is the Transfer Agent registered under the Exchange Act?[2] Yes: ☒ No: ☐

Trading symbol:	NNRX	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	6706H108	
Par or stated value:	.0001	
Total shares authorized:	60,000,000,000	as of date: 4.30.23
Total shares outstanding:	16,324,654,045	as of date: 4.30.23
Number of shares in the Public Float[3]:	16,144,384,905	as of date: 4.30.23
Total number of shareholders of record:	38	as of date: 4.30.23

Other class(es) of authorized or outstanding securities (if any):

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.

There are 300,000,000 authorized preferred shares of stock, designated and issued as indicated below.

Exact title and class of the security: Series A Convertible Preferred Stock

[2] To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

CUSIP (if applicable):	N/A	
Par or stated value:	$0.001	
Total shares authorized:	25,000,000	as of date: 4.30.23
Total shares outstanding (if applicable):	1,000,000	as of date: 4.30.23
Total number of shareholders of record (if applicable):	1	as of date: 4.30.23

Exact title and class of the security:	Series B Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	$0.001	
Total shares authorized:	1,000,000	as of date: 4.30.23
Total shares outstanding (if applicable):	500,000	as of date: 4.30.23
Total number of shareholders of record (if applicable):	4	as of date: 4.30.23

Exact title and class of the security:	Series C Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	$0.001	
Total shares authorized:	1,000,000	as of date: 4.30.23
Total shares outstanding (if applicable):	1,000,000	as of date: 4.30.23
Total number of shareholders of record (if applicable):	0	as of date: 4.30.23

Exact title and class of the security:	Series D Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	$0.001	
Total shares authorized:	250	as of date: 4.30.23
Total shares outstanding (if applicable):	80	as of date: 4.30.23
Total number of shareholders of record (if applicable):	2	as of date: 4.30.23

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.**

No dividends or preemption rights; one vote per share of common stock

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

Series A Convertible Preferred Stock

Per the amendment to the Certificate of Designation filed with the Wyoming Secretary of State on May 23, 2022 , each Series A share shall have 35,000 votes, have no dividend rights, no special liquidation rights or redemption rights.

Series B Preferred Stock

On April 22, 2022, with the unanimous written consent of the board of directors, the Company designated 1,000,000 shares of preferred stock as Series B Preferred Stock ("Series B"). The Series B stock is convertible at the lower of (i) the 25% lowest closing bid price for the 20 trading days prior to the conversion or (ii) the fixed price, which is set at $1.00 both of which are subject to adjustment as provided in the Series B certificate of designation. The stated value of the shares is $100 per share. Each share of Series B is entitled to vote the number of shares into which each share of common stock that the Series B is convertible into as defined in the Certificate of Designation. The holders of Series B are entitled to elect three members to the board of directors. Each share of Series B can convert, at the option of the holder, into 0.00003% of the Company's common stock issued and outstanding at the time of conversion, on a fully diluted basis. The Series B shall have a liquidation amount of $14,000,000 when fully issued and outstanding.

Series C Convertible Preferred Stock

On May 12, 2022, with the unanimous written consent of the board of directors, the Company designated 1,000,000 shares of preferred stock as Series C Preferred Stock ("Series C"). The Series C stock is convertible at the option of the holder into 0.00001% of the Company's common stock issued and outstanding on a fully diluted basis, as defined in the Certificate of Designation.

Series D Convertible Preferred Stock .

On April 30, 2022, with the unanimous written consent of the board of directors, the Company designated 250 shares of preferred stock as Series D Preferred Stock ("Series D"). The Series D stock is convertible into 0.1% of the Corporation's common stock issued and outstanding at the time of conversion on a fully diluted basis, as defined in the Certificate of Designation.

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

None

3) Issuance History

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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of July 31, 2020	Opening Balance: Common: 4,117,033,449 Preferred: 1,000,000	*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 (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
4/28/21	Issuance	399,231,280	Common	.00002	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/21/21	Issuance	80,597,250	Common	.0004	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/21/21	Issuance	72,602,444	Common	.00045	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/21/21	Issuance	73,059,067	Common	.00045	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/21/21	Issuance	73,530,889	Common	.00044	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/21/21	Issuance	7,500,000	Common	.0004	Yes	Trillium Partners LP – Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/21/21	Issuance	65,500,000	Common	.0004	Yes	Trillium Partners LP – Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	93,013,314	Common	.00035	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	92,426,229	Common	.00035	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	91,819,571	Common	.00035	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	39,990,800	Common	.00008	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	16,213,700	Common	0.0003	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	21,054,433	Common	0.0003	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	54,037,733	Common	0.00023	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)

5/27/21	Issuance	26,180,914	Common	0.00035	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	17,775,400	Common	0.00035	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
5/27/21	Issuance	23,039,733	Common	0.00030	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
6/25/21	Issuance	91,780,429	Common	0.00035	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
7/7/21	Issuance	80,033,900	Common	0.0004	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
7/7/21	Issuance	79,503,075	Common	0.0004	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
7/7/21	Issuance	78,989,375	Common	0.0004	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
7/7/21	Issuance	78,458,550	Common	0.0004	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
7/7/21	Issuance	77,944,875	Common	0.0004	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
7/7/21	Issuance	77,859,250	Common	0.0004	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
8/10/21	Issuance	77,859,250	Common	0.0004	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
10/7/21	Issuance	142,300,840	Common	0.00025	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
10/7/21	Issuance	143,122,720	Common	0.00025	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
10/20/21	Issuance	301,042,000	Common	0.0004	Yes	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
10/26/21	Issuance	312,500,000	Common	0.0004	Yes	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
11/2/21	Issuance	300,000,000	Common	0.0004	Yes	JP Carey Joseph Canouse	Cash - Subscription	Unrestricted	Reg A
11/15/21	Issuance	115,807,640	Common	0.00025	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
11/15/21	Issuance	114,985,720	Common	0.00025	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
11/15/21	Issuance	114,163,800	Common	0.00025	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
12/1/21	Issuance	285,135,600	Common	0.0001	Yes	Oscaleta Partners LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
12/2/21	Issuance	326,625,000	Common	0.00008	Yes	Trillium Partners LP Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)

1/10/22	Issuance	229,360,067	Common	0.00015	Yes	Livingston Asset Management, LLC Stephen Hicks	Conversion of notes	Unrestricted	3(a)(9)
1/13/22	Issuance	413,068,000	Common	0.00032	No	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
1/26/22	Issuance	328,228,000	Common	0.00032	No	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
2/1/22	Issuance	283,619,000	Common	0.00032	No	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
2/22/22	Issuance	693,502,000	Common	0.00032	No	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
3/3/22	Issuance	343,516,000	Common	0.00032	No	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
4/7/22	Issuance	250,000,000	Common	0.00032	No	Anvil Financial Management LLC Jeffrey M Canouse	Cash - Subscription	Unrestricted	Reg A
4/7/22	Issuance	359,376,000	Common	0.00032	No	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
4/13/22	Issuance	468,750,000	Common	0.00032	No	Kings Wharf Opportunities Fund. L.P. Chad Nelson	Cash - Subscription	Unrestricted	Reg A
4/22/22	Issuance	250,000,000	Common	0.00032	No	J.P. Carey Limited Partners LP – Joseph Canouse	Cash - Subscription	Unrestricted	Reg A
4/28/22	Issuance	191,781	Series B	0.001	No	Sherratt Reicher	Acquisition	N/A	4(a)(2)
4/28/22	Issuance	177,226	Series B	0.001	No	Clayton Wiedemann	Acquisition	N/A	4(a)(2)
4/28/22	Issuance	93,322	Series B	0.001	No	Mattie Cooper	Acquisition	N/A	4(a)(2)
4/28/22	Issuance	37,671	Series B	0.001	No	Tiffany Miller	Acquisition	N/A	4(a)(2)
4/30/22	Issuance	40	Series D	0.001	No	Geoffrey Bazegian	Compensation	N/A	4(a)(2)
4/30/22	Issuance	40	Series D	0.001	No	Jonathan Bishop	Compensation	N/A	4(a)(2)
5/12/22	Issuance	700,000,000	Common	0.00032	No	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A
5/15/22	Issuance	1,000,000	Series C	0.001	No	Trillium Partners LP Stephen Hicks	Services	Unrestricted	4(a)(2)
6/16/22	Issuance	1,171,875,000	Common	0.00032	No	Trillium Partners LP Stephen Hicks	Cash - Subscription	Unrestricted	Reg A

Shares Outstanding on April 30, 2023	Ending Balance: Common: 16,324,654,045 Preferred: Series A 1,000,000 Series B 500,000 Series C 1,000,000 Series D 80	

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

B. Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

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	Reason for Issuance (e.g. Loan, Services, etc.)
9/27/13	250,000	250,000	233,562	9/27/15	The average of the trading price for the day prior to conversion notice.	Evolution Capital Partners Scott Debo	Loan
10/18/13	68,850	125,000	81,707	10/18/15	The average of the trading price for the day prior to conversion notice.	Evolution Capital Partners Scott Debo	Loan
11/22/13	150,000	150,000	137,836	10/22/15	The average of the trading price for the day prior to conversion notice.	Evolution Capital Partners Scott Debo	Loan
6/2/15	22,483	27,500	36,099	3/2/16	58% of the lowest traded price in the 10 days preceding conversion	Firehole River Capital LLC Steve Maese	Loan
9/15/15	89,382	299,382	N/A	3/15/16	100% of the closing bid price on the day prior to conversion.	Michael Doron	Services
12/18/15	45,000	45,000	N/A	7/18/16	42% discount to the average of the prior ten days' closing price.	Lance Brunson - Attorney	Services
3/18/18	20,000	20,000	10,214	3/19/19	50% discount of lowest bid price in 30 days prior to conversion	Michael Doron	Loan
10/15/18	10,000	10,000	4,291	10/15/20	Stock price day prior to conversion	James Dickson	Loan
12/19/18	20,000	20,000	8,965	12/20/20	50% discount of lowest bid price in 20 days prior to conversion	Michael Doron	Loan
2/8/19	30,000	30,000	12,674	2/8/20	50% discount of lowest bid price in 20 days prior to conversion	Michael Doron	Loan
6/7/19	20,000	20,000	7,781	6/6/20	60% discount of lowest bid price in 20 days prior to conversion	Michael Doron	Loan
7/15/19	15,000	15,000	5,692	7/14/20	60% discount of lowest bid price in 20 days prior to conversion	Michael Doron	Loan
2/7/20	20,000	20,000	6,247	2/7/21	60% discount of lowest bid price in 20 days prior to conversion	Michael Doron	Loan

3/2/22	99,000	0	2,854	3/2/23	$0.0001	Trillium Partners LP – Stephen Hicks	Loan/Note 1
4/7/22	506,000	773,140	149,121	4/7/23	$0.0001	Trillium Partners LP – Stephen Hicks	Loan/Note 1
4/12/22	168,300	256,807	49,532	4/12/23	$0.0001	Trillium Partners LP – Stephen Hicks	Loan/Note 1
5/1/22	15,000	15,000	1,496	1/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
5/18/22	415,800	691,145	133,306	5/18/23	$0.0001	Trillium Partners LP – Stephen Hicks	Loan/Note 1
6/1/22	15,000	15,000	1,368	2/28/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
7/1/22	15,000	15,000	1,245	3/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
7/8/22	415,800	707,468	77,733	7/8/23	$0.0001	Trillium Partners LP – Stephen Hicks	Loan/Note 1
7/8/22	415,800	707,468	77,733	7/8/23	$0.0001	JP Carey – Jeffrey Canouse	Loan/Note 1
7/19/22	159,500	190,662	21,012	7/19/23	$0.0001	Trillium Partners LP – Stephen Hicks	Loan/Note 1
8/1/22	15,000	15,000	1,118	4/30/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
9/1/22	15,000	15,000	990	5/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
10/1/22	15,000	15,000	867	6/30/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
11/1/22	15,000	15,000	740	7/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
12/1/22	15,000	15,000	616	8/1/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
1/1/23	15,000	15,000	489	9/1/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
2/1/23	15,000	15,000	362	10/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
3/1/23	15,000	15,000	247	11/30/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
4/1/23	15,000	15,000	119	12/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services

Note 1 – The notes are in default as of June 14, 2022 or October 29, 2022 for the default event of failure to file timely financial and disclosure reports for April 30, 2022 and July 31, 2022, respectively. The default penalty is 150% of the principal plus accrued interest ("default amount"), from the date forward the default interest rate changes to 22%.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Since 1997, the Company has formulated more than 480 nutritional supplements, including formulating vitamin, mineral, herbal, and probiotic supplements. The Company has established an array of complementary services.

Nutranomics. Inc. consummated the acquisition of DHS Development Inc. dba The Plant, of Desert Hot Springs, CA. to acquire the organization's assets, IP and key personnel. The Plant's principals and key management will be an essential component to Nutranomics' growth and critical to its success path in an evolving industry. This acquisition will compliment and define Nutranomics position in premium-grade Processing, Product Diversity and R&D Intelligence. Nutranomics will continue its pursuit in vertical integration targeting seed, science, processing and distribution models to incorporate into its holdings.

To distribute our products, the Company has engaged sales representatives.

B. List any subsidiaries, parents, or affiliated companies.

Wholly owned subsidiaries

DHS Development, Inc. (the "Plant"), Desert Hot Springs 10, Inc. ("DHS 10") and RCW Investments LLC ("RCW").

DHS Development, Inc. was incorporated under the laws of the State of California on July 13, 2018. The Plant is a holder of a California license for cannabis cultivation, manufacturing, and distribution, including an active Type 7 manufacturing license for volatile, non-volatile and solventless extraction methods. The Plant possesses broad production capabilities for innovative formulation and delivery methods.

Desert Hot Springs 10, Inc. ("DHS 10") was incorporated under the laws of the State of California on March 15, 2018. The Company has the license in the state of California to cultivate and process cannabis.

RCW Investments LLC ("RCW") was organized under the laws of the State of California on May 21, 2018. The Company is responsible for brand formulation.

C. Describe the issuers' principal products or services.

The Company has provided a number of nutritional products which incorporate assimilation enhancing ingredients and other proven nutrient enhancement products.

Wholesale Materials (Company division) has positioned itself to provide contract services to the agricultural community and the farmer for biomass wholesale offerings. This offering encompasses guidance on market demand strains to maximize value and salability. Genetic services and agriculture strategies will be offered to help experienced farmers transition to the hemp cultivation space in all or portions of their crops

The Plant manufacturing includes a highly diverse array of innovative product categories including capsules, tablets, beverage products, concentrates, edibles, inhalables and topicals. In addition to production capabilities across most product types, complimentary manufacturing services are also available such as white label and private label development, contract packaging, biomass sourcing, full distribution services and R&D.

DHS 10 has the license in the state of California to cultivate and process cannabis. No current operations.

RCW Investments LLC is responsible for brand formulation.

The facilities are located at 13194 Blue Dream Crossing, Desert Hot Springs, CA 92240. Desert Hot Springs, Inc. ("DHS 10") has the license in the state of California to cultivate the cannabis.

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.

Office facilities are maintained at 605 Portland Avenue Suite 154, Gladstone, OR. The lease is on a month-to-month basis.

The Plant has a 60,000 square foot manufacturing facility in Desert Hot Springs, located at 13194 Blue Dream Crossing, Desert Hot Springs, CA 92240. RCW uses the same facilities.

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

See footnote 11 in the financial statements for a detail description of the lease covering the Desert Hot Springs facilities.

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 that 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.

Name of Officer/Director 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	Note
Jonathan Bishop	CEO, & Chairman	Gladstone, OR	1,000,000 40	Preferred Series A Preferred Series D	100% 50%	Preferred Series A share ownership confers majority voting rights Preferred Series D Convertible Stock Confers Anti-Dilution Rights
Geoffrey Bazegian	President & Chief Revenue Officer	Gladstone, OR	40	Preferred Series D	50%	Preferred Series D Convertible Stock Confers Anti-Dilution Rights
Sherratt Reicher	Director and >5% Owner	Alamo, CA	191,781	Series B preferred Stock	38.36%	Preferred Series B Convertible Stock Confers Anti-Dilution Rights
Clayton Wiedemann	Director and >5% Owner	Alamo, CA	177,226	Series B preferred Stock	35.45%	Preferred Series B Convertible Stock Confers Anti-Dilution Rights
Mattie Cooper	Director and >5% Owner	Alamo, CA	93,322	Series B preferred Stock	18.66%	Preferred Series B Convertible Stock Confers Anti-Dilution Rights
Tiffany Miller	>5% Owner	Desert Hot Springs, CA	37,671	Series B preferred Stock	7.53%	Preferred Series B Convertible Stock Confers Anti-Dilution Rights
Trillium Limited Partners, Stephen Hicks	>5%	Naples, FL	1,000,000	Series C preferred Stock	100%	Preferred Series C Convertible Stock Confers Anti-Dilution Rights

Officers and Board Members Resignations

During January of 2023, Scharratt Reicher and Mattie Cooper resigned from officer positions. During March of 2023, Clayton Wiedemann resigned from his officer role. The resignation is related to disagreement over Company shares to be issued following achievement of revenue and profit milestones (see note 1), that have not been achieved. The Company is in settlement discussions with the former officers and believes that an agreement will be reached.

7) Legal/Disciplinary History

A. Please 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;

Upon Joint Motion of the Securities and Exchange Commission and Mr. Hicks, in April 2022 a federal court ordered Mr. Hicks to be permanently restrained and enjoined from futures violation of Section 10(b) of the Securities Exchange Act of 1934, Section 17(a) of the Securities Act of 1933, and Sections 206 and 206(4) of the Investment Advisors Act of 1940. As a result, Mr. Hicks is indefinitely barred from association with any registered investment advisor, broker, or dealer.

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

In November 2015, upon consent of the parties, the Connecticut State Banking Commissioner entered a Cease and Desist Order against Mr. Hicks from future violations of Section 36B-6 of the Connecticut Uniform Securities Act.

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.

Mr. Hicks is not registered under FINRA as a General Principal, General Securities Representative or as a Uniform Securities Agent (under uniform state laws).

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.

On April 21, 2023, Mattie Cooper (former President of The Plant), Sherratt Reicher (former Senior Vice President of Business Development of the Plant), Clayton Wiedemann (former Vice President of Operations of the Plant, and other natural persons and legal entities ("the Parties"). filed a complaint for recission of merger in United States District Court for Central District of California ("the Court"). Subsequently the Parties filed an Ex Parte Application for a Temporary Restraining Order, Appointment of a Receiver, and Order to Show Cause Why Preliminary Injunction Should not be issued. The preceding application for Temporary Restraining Order and Appointment of a Receiver was denied by the Court and ordered the plaintiffs and defendants to serve and file briefs regarding the matters with the Court.

The Company has retained legal counsel and is in settlement negotiations with the parties, and believes that an agreement will be reached by July 31, 2023 (fiscal year end).

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

8) Third Party Providers

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

Securities Counsel

Jeffery Turner
JDT Legal, PLLC
897 W Baxter Drive
South Jordan, UT 84095
Tel: (801) 810-4465
Email: Jeff@jdt-legal.com

<u>Accountant or Auditor</u>

William Gonyer
Will Stephenson Advisory LLC
400 Black Rock Turnpike
Redding, CT, 06896
Email : wgonyer@gmail.com
Tel: (203) 702-1820

<u>Investor Relations</u>

None

<u>Other Service Providers</u>
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)[4]:

Name:	William E. Gonyer
Title:	Managing member, Will Stephenson Advisory LLC
Relationship to Issuer:	Contract Service Provider

Describe the qualifications of the person or persons who prepared the financial statements: Former Certified Public Accountant, MBA (specialized in public accounting). Five years experience as a public accountant in financial statement audit, over twenty years experience in investment banking as general auditor, senior compliance officer and head of operational risk control.

[4] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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.

C. Balance Sheet;
D. Statement of Income;
E. Statement of Cash Flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Attached Hereto

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

Page

Financial Statements:

NUTRANOMICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

ASSETS		April 30, 2023		July 31, 2022
CURRENT ASSETS				
Cash	$	299,736	$	344,802
Accounts receivable		840,323		1,151,549
inventory		1,254,991		1,135,612
Prepaid expenses		126,448		105,947
Total Current Assets		2,521,498		2,737,910
Property and equipment, net of accumulated depreciation		1,084,481		1,693,870
Right of use asset		14,199,582		13,602,959
Total Assets	$	17,805,561	$	18034739
IABILITIES AND STOCKHOLDERS' DEFICIT				
CURRENT LIABILITIES				
Accounts payable and accrued expenses	$	4,940,657	$	2,771,702
Convertible notes payable, net of discount and premiums		3,725,451		1,744,141
Note payable		745,885		549,796
Related party notes payable		5,321,227		3,848,730
Due to affiliates		-		-
Derivative liabilities		1,643,535		4,739,959
Lease liability, current portion		436,910		369,940
Settlement reserves		1,329,846		1,329,846
Total Current Liabilities		18,143,511		15,354,111
Lease liability – long term		13,744,555		13,233,019
Total Liabilities		31,888,066		28,587,130
Commitments and contingencies				
TEMPORARY EQUITY				
Series B, preferred stock, 1,000,000 shares designated, 500,000 shares issued and outstanding at April 30, 2023 and July 31, 2022		7,000,000		7,000,000
Series C, preferred stock, 1,000,000 shares designated, 1,000,000 shares issued and outstanding at April 30, 2023 and on July 31, 2022, respectively		2,161,094		2,161,094
Series D, preferred stock, 250 shares designated, 80 and 80 shares issued and outstanding at October 31, and July 31, 2022, respectively		1,370,293		1,370,293
Total Temporary Equity		10,531,387		10,531,387
STOCKHOLDERS' DEFICIT				
Preferred stock; par value of $.001, 25,000,000 shares authorized				
Series A, preferred stock, 1,000,000 shares designated, 1,000,000 shares issued and outstanding at April 30, 2023 and July 31, 2022		1,000		1,000
Common stock; par value of $.0001, 60,000,000,000 shares authorized; 16,324,654,045 and 14,027,778,045 shares outstanding at April 30, 2023 and July 31, 2022, respectively		1,632,465		1,402,778
Additional paid in capital		(12,700,684)		(12,985,996)
Accumulated deficit		(13,456,673)		(9,501,960)

Total Stockholders' Deficit		**(24,613,892)**		**(21,083,778)**
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$**	**17,805,561**	**$**	**18,034,739**

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

CONDENSED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2023 AND 2022
(Unaudited)

	For the Three Months Ended April 30,		For the Nine Months Ended April 30,	
	2023	**2022**	**2023**	**2022**
REVENUES	$ 1,008,762	$ 820,042	$ 2,123,515	$ 1,858,197
COST OF SALES	883,688	668,016	2,536,422	2,525,836
GROSS PROFIT	125,074	152,026	(412,907)	(667,639)
OPERATING EXPENSES				
General and administrative	802,337	1,383,079	2,786,642	2,368,746
Salaries and wages	374,237	1,534,636	1,179,936	1,750,183
Total Operating Expenses	1,176,574	2,917,715	3,966,578	4,118,929
OPERATING (LOSS)	(1,051,500)	(2,765,689)	(4,379,485)	(4,786,568)
OTHER INCOME (EXPENSE)				
Gain on debt extinguishment	-	1,965,004	361,551	1,965,004
Change in fair market value of derivative	(22,842)		2,367,979	
Interest expense	(448,176)	(42,430)	(2,395,154)	(49,320)
Total Other Income (Expense)	(471,018)	1,922,574	334,372	1,915,684
NET INCOME (LOSS) BEFORE INCOME TAXES	(1,522,518)	(843,115)	(4,045,113)	(2,870,884)
Provision for income taxes	-	-	-	-
NET INCOME (LOSS)	$ (1,522,518)	$ (843,115)	$ (4,045,113)	$ (2,870,884)
BASIC AND DILUTED LOSS PER SHARE	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.03)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING				
Weighted Average Shares Outstanding - Basic and Diluted	16,324,654,045	273,166,361	15,835,642,939	89,054,235

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

NUTRANOMICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2023 AND 2022
(Unaudited)

For the Three and Nine Months Ended April 30, 2023

	Preferred Stock		Common Stock				Total
	Shares	Amount	Shares	Amount	Additional Paid in Capital	Accumulated Deficit	Stockholders' (Deficit)
Balance July 31, 2022	1,000,000	$ 1,000	14,027,778,045	$ 1,402,778	$ (12,985,996)	$ (9,501,560)	$ (21,083,778)
Common stock issued for cash	-	-	2,296,876,000	229,688	285,312	-	515,000
Net loss, for the nine months ended April 30, 2023	-	-	-	-	-	(4,045,113)	(4,045,113)
Balance, April 30, 2023	1,000,000	$ 1,000	16,324,654,045	$ 1,632,466	$ (12,700,684)	$ (13,546,673)	$ (24,613,891)
Balance January 31, 2023	1,000,000	1,000	16,324,654,045	1,632,466	(12,700,684)	(12,024,155)	(23,091,373)
Net loss, for the three months ended April 30, 2023	-	-	-	-	-	(1,522,518)	(1,522,518)
Balance, April 30, 2023	1,000,000	$ 1,000	16,324,654,045	$ 1,632,466	$ (12,700,684)	$ (13,546,673)	$ (24,613,891)

For the Three Months Ended April 30, 2022

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Accumulated Deficit	Total Stockholders' (Deficit)
Balance, January 31, 2021	-	$ -	-	$ -	$ 76,456	$ (4,899,554)	$ (4,823,098)
Recapitalization due to merger	1,000,000	1,000	12,155,903,045	1,215,590	(9,036,197)	-	(7,819,607)
Net loss	-	-	-	-	-	(843,115)	(843,115)
Balance April 30, 2022	1,000,000	$ 1,000	12,155,903,045	$ 1,215,590	$ (8,959,741)	$ (5,742,669)	$ (13,485,820)

For the Nine Months Ended April 30, 2022

	Preferred Stock Shares	**Preferred Stock Amount**	**Common Stock Shares**	**Common Stock Amount**	**Additional Paid in Capital**	**Accumulated Deficit**	**Total Stockholders' (Deficit)**
Balance, July 31, 2021	-	**$** -	-	**$** -	**$** 76,456	$ (2,871,785)	$ (2,795,329)
Recapitalization due to merger	1,000,000	1,000	12,155,903,045	1,215,590	(9,036,197)	-	(7,819,607)
Preferred shares issued for compensation							
Net loss	-	-	-	-	-	(2,870,884)	(2,870,884)

Balance April 30, 2022	**1,000,000**	**$**	**1,000**	**12,155,903,045**	**$**	**1,255,590**	**$**	**(8,959,741)**	**$**	**(5,742,884)**	**$**	**(13,485,820)**

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

NUTRANOMICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE NINE MONTHS ENDED APRIL 30, 2023 AND 2022
(Unaudited)

	The Nine Months Ended April 30, For the Nine Months Ended	
	2023	**2022**
OPERATING ACTIVITIES		
Net (Loss)	$ (4,045,113)	$ (2,870,884)
Adjustments to reconcile net (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	609,389	98,248
Convertible notes for penalty interest	773,796	-
Warrants issued for interest	307,785	-
Debt issued for interest	135,000	-
Amortization of debt discount	668,431	3,908
Debt for services	135,000	-
Gain on extinguishment of debt	(361,551)	(1,965,004)
Changes in fair market value of derivatives	(2,367,974)	-
Preferred stock issued for compensation	-	1,370,293
Changes in operating assets and liabilities:		
Accounts receivable	311,226	(454,712)
Inventory	(119,379)	(230,252)
Prepaid expenses and other	(20,501)	(112,530)
Accounts payable and accrued expenses	2,150,836	398,639
Due to affiliates	-	(209,879)
Net Cash Provided by (Used in) Operating Activities	(2,057,055)	(3,972,173)
INVESTING ACTIVITIES		
Purchases of property and equipment	-	(82,102)
Effect on cash flow from recapitalization	-	3,239,104
Net Cash Provided by (Used in) Investing Activities	-	3,157,002
FINANCING ACTIVITIES		
Proceeds from related party notes	1,472,497	854,002
Repayment of convertible notes	(171,597)	-
Proceeds from stock issuance	515,000	-
Proceeds from notes	477,353	-
Repayments of notes	(281,264)	(41,879)
Net Cash Used in Financing Activities	2,011,989	812,123
Net (Decrease) Increase in Cash	(45,066)	(3,048)
Cash, Beginning of Period	344,802	332,948
Cash, End of Period	$ 299,736	$ 329,900
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest	$ -	$ 50,000
Taxes	$ -	$ 36,806
Non-cash Investing and Financing activities:		
Reclassification of note to convertible note from debt assignment	10,000	-
Due to affiliates reclassified to notes	$ -	$ 3,538,730

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

NUTRANOMICS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1- BUSINESS DESCRIPTION AND NATURE OF OPERATIONS

Corporate History

Health Education Corporation d/b/a Nutranomics, (the "Company or Nutranomics") was incorporated under the laws of the State of Delaware on February 14, 1996. In 1998, the Company changed its incorporation to the State of Utah. In 2001, the Company created its own line of nutritional products that quickly became its leading revenue source. The Company filed for the d/b/a. of "Nutranomics" in order to fully prepare and utilize the brand name for expansion. In retail outlets and to its clientele, the Company is now known as Nutranomics. The Company sells co-branded supplements direct to the public, through marketing partners and to third party health practitioners.

Merger

On September 13, 2013, Buka Ventures, Inc. ("Buka"), a Nevada corporation, and the Company, executed a Share Exchange Agreement, whereby Buka became the parent company and Nutranomics became the wholly-owned subsidiary on the closing. Prior to the closing of this transaction and pursuant to the Share Exchange Agreement, Buka canceled 25,000,000 of its 46,500,000 issued and outstanding common shares and simultaneously issued 25,005,544 shares of its common stock in exchange for 8,994,800 shares of Nutranomics common stock. The merger was treated as a reverse acquisition and a recapitalization of a public company. Accordingly, the historic financial statements of the Company are the historic financial statements of Nutranomics. Buka's name was formally changed to "Nutranomics, Inc." in connection with the transaction. The "Company" hereinafter refers to Nutranomics, Inc., the Nevada parent corporation, or Health Education Corporation d/b/a Nutranomics, the Utah subsidiary corporation, as the context requires (Health Education Corporation d/b/a Nutranomics terminated its legal entity status in Utah on December 31, 2013 and redomiciled to Nevada until September 11, 2019, when it redomiciled to Wyoming).

Reverse Merger/Acquisition of DHS Development, Inc. et al

Effective April 28, 2022, Nutranomics completed its full acquisition of DHS Development, Inc. dba The Plant and its affiliates ("DHS"). Relevant deal points are as follows: Nutranomics acquired 100% of Targets through an equity exchange. The following entities are now owned by Nutranomics: DHS Development, Inc. dba The Plant (Type 7 Manufacturing), DHS10, Inc. (Cultivation), RCW Investments LLC (Brand/Formulation IP), Greenbird Distribution (division of the Plant).

The aggregate purchase price for the transaction shall be post-Closing cash bonuses to be paid to the principal DHS shareholders and Series B Preferred Stock of Nutranomics convertible to a total of up to 30% of the total issued and outstanding common stock of the Company on a fully diluted basis as follows:

> At the close, Nutranomics shall deliver to the DHS shareholders 500,000 shares of Series B Preferred Stock convertible into 15% of the total issued and outstanding common stock of the Company on a fully diluted basis, with anti-dilution rights for a period of 18 months following the Closing Date.
>
> Upon the achievement by the surviving corporations of revenue and net earnings amounts $18,833,646 and $2,825,046, respectively, as defined in the agreement, both calculated on a cumulative basis, Nutranomics shall deliver to the Targets shareholders shares of Series B Preferred Stock convertible into an additional 7.5% of the total issued and outstanding common stock of the Company on a fully diluted basis as of the date of issuance ("First Milestone").
>
> Upon the achievement by the surviving corporations of revenue and net earnings amounts $37,767,299 and $5,634,031, respectively, as defined in the agreement, both calculated on a cumulative basis inclusive of the First Milestone (the "Second Milestone"), Nutranomics shall deliver to the Targets shareholders shares of Series B Preferred Stock convertible into an additional 7.5% of the total issued and outstanding common stock of the Company on a fully diluted basis as of the date of issuance.
>
> For as long as a Principal DHS Shareholder is a member of the Board of Directors of Nutranomics, the Company shall pay a cash bonus to such shareholder as defined in the agreement.

Officers and Board Members Resignations

During January of 2023, Scharratt Reicher and Mattie Cooper resigned from officer positions. During March of 2023, Clayton Wiedemann resigned from his officer role. The resignation is related to disagreement over Company shares to be issued following achievement of revenue and profit milestones (see note 1), that have not been achieved. The Company is in settlement discussions with the former officers and believes that an agreement will be reached.

The Company evaluated the substance of the transaction and found It met the criteria for the accounting and reporting treatment of a reverse acquisition under ASC 805 (Business Combinations)-40-45 (Reverse Acquisition and Other Presentation Matters) and will consolidate the operations of DHS and the financial condition from the closing date of the transaction. The historic results of operations will reflect those of DHS. As such, DHS is treated as the acquirer while the Company is treated as the acquired entity for accounting and financial reporting purposes.

Under reverse merger accounting, the comparative historical financial statements of the Company, as the legal acquirer, are those of the accounting acquirer, DHS, the Company's financial statements prior to the closing of the reverse acquisition; reflect only the business of DHS.

DHS Development, Inc. (the "Plant") was incorporated under the laws of the State of California on July 13, 2018. The Plant is a holder of a California license for cannabis cultivation, manufacturing, and distribution, including an active Type 7 manufacturing license for volatile, non-volatile and solventless extraction methods. The Plant possesses broad production capabilities for innovative formulation and delivery methods. Manufacturing includes a highly diverse array of innovative product categories including capsules, tablets, beverage products, concentrates, edibles, inhalables and topicals. In addition to production capabilities across most product types, complimentary manufacturing services are also available such as white label and private label development, contract packaging, biomass sourcing, full distribution services and R&D.

Desert Hot Springs 10, Inc. ("DHS 10") was incorporated under the laws of the State of California on March 15, 2018. The Company has the license in the state of California to cultivate and process cannabis.

RCW Investments LLC ("RCW") was organized under the laws of the State of California on May 21, 2018. The Company is responsible for brand formulation.

Change of State of Incorporation

On September 9, 2019, the Company filed Articles of Continuance with the Secretary of State of Wyoming, which changed the corporate registration from Nevada to Wyoming in accordance with the resolution of the Company's board of directors, dated May 23, 2019.

Increase in Authorized Shares of Common Stock

On March 17, 2020, the Wyoming Secretary of State approved the Company's increase of authorized common stock to 10,000,000,000 shares.

On September 3, 2021, the Wyoming Secretary of State approved the Company's amendment to its articles of incorporation to increase the authorized shares of common stock to 60,000,000,000.

Decrease in Par Value of Common Stock

On March 29, 2022, the Wyoming Secretary of State approved the Company's amendment to its articles of incorporation to decrease the par value of common stock to $0.0001 per share.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GOING CONCERN

Basis of Presentation and Principles of Consolidation

The accompanying unaudited consolidated financial statements include the accounts of Nutranomics and its wholly-owned subsidiaries, DHS Development, Inc., DHS10, Inc. and RCW Investments LLC. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Going Concern

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. For the nine months ended April 30, 2023 the Company has a net loss of $4,045,113 and used cash of $2,057,055 in operations. Further, the Company has negative working capital of $15,622,013, a stockholders' deficit of $24,613,892 and an accumulated deficit of $13,546,673 at April 30, 2023 and does not have the requisite liquidity to pay its current obligations. Many of the debt obligations are currently in default. These factors, among others, raise substantial doubt about its ability to continue as a going concern. Management will seek to increase revenues and reduce costs, while raising capital through the sale of its stock. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("US 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 revenue and expenses during the reporting period. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ from those estimates.

Cash and Cash Equivalents

Cash includes demand deposits, time deposits, certificates of deposit and short-term liquid investments with an original maturity of three months or less when purchased. The Company maintains deposits in a financial institution which through the FDIC insures deposits up to $250,000. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risks from excess deposits. None of the Company's cash is restricted.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount of the receivable recorded, which is the face amount of the receivable net of the allowance for doubtful accounts. As of April 30, 2023 and July 31, 2022, the Company had no reserves against accounts receivable.

Inventories

Inventories, consisting of raw materials and finished goods, are stated at average cost using the first-in, first-out (FIFO) valuation method. Inventory was $840,323 and $1,135,612 at April 30, 2023 and July 31, 2022, respectively.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation of property and equipment is currently being provided using the straight-line method for financial reporting purposes over an estimated useful life of five to seven years. Expenditures for normal maintenance and repairs are expensed as incurred. The cost of assets sold or abandoned, and the related accumulated depreciation are eliminated from the accounts and any gains or losses are charged or credited to operations in the respective periods.

Fair Value Measurements

The Company follows the FASB Fair Value Measurements standard, as they apply to its financial instruments. This standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements.

Level 1 inputs are quoted market prices available in an active market that the Company has the ability to access at the measurement date. Level 2 inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 3 inputs are pricing inputs that are generally observable inputs and not corroborated by market data. Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The standard establishes a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. Level 1 inputs include quoted market prices for identical assets or liabilities an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data. The standard requires the utilization of the lowest possible level of input to determine fair value and carrying amounts of current liabilities approximate fair value due to their short-term nature. The Company accounts for certain instruments at fair value using level 3 valuation.

	At April 30, 2023			At July 31, 2022		
Description	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
Derivative Liability	—	—	$ 1,643,535	—	—	$ 4,739,956

A rollforward of the level 3 valuation financial instruments is as follows:

	Derivative Liabilities
Balance at July 31, 2022	$ 4,739,956
Reclassification of derivative for warrant redemptions	(728,446)
Change in fair market value of derivatives	(2,367,975)
Balance at April 30, 2023	$ 1,643,535

Derivative Liabilities

The Company has certain financial instruments that are derivatives or contain embedded derivatives. The Company evaluates all its financial instruments to determine if those contracts or any potential embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 810-10-05-4 and 815-40. This accounting treatment requires that the carrying amount of any derivatives be recorded at fair value at issuance and marked-to-market at each balance sheet date. In the event that the fair value is recorded as a liability, as is the case with the Company, the change in the fair value during the period is recorded as either other income or expense. Upon conversion, exercise or repayment, the respective derivative liability is marked to fair value at the conversion, repayment or exercise date and then the related fair value amount is reclassified to other income or expense as part of gain or loss on extinguishment.

The Company points out that in general for notes that have matured the Company will no longer calculate a derivative value. However, should current information about stock price, or volatility of note holder conversion terms change an assessment will be made and any material change in fair market value will be recognized.

The Company determined that the conversion feature of the warrants, issued in the association with the notes issued in April through July 31, 2022 are embedded derivatives since warrants are convertible into a variable number of common shares upon conversion. The fair value of the warrants embedded conversion features of $6,236,425 was bifurcated from the notes and accounted for as a derivative liability on the balance sheet.

Convertible Notes with Fixed Rate Conversion Options

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

Revenue Recognition

Effective October 1, 2018, the Company adopted Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers, which is effective for public business entities with annual reporting periods beginning after December 15, 2017. This revenue recognition standard (guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company’s initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606. The Company defers recognition of revenue until the performance obligations are fulfilled. Fulfillment is triggered by shipment of the related product to the contracted customer. Allowances for returns and retail incentives are deducted from the revenue to be recognized.

Cannabis revenue

Gross revenue from the direct sale of cannabis for a fixed price is recognized when the Company transfers control of the goods to the customer. The transfer of control is specific to each contract and can range from the point of delivery to a specified length of time for the customer to accept the goods.

For contracts that permit the customer to return goods, revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Therefore, the amount of revenue recognized is adjusted for expected returns, which are estimated based on historical data and management’s expectation of future returns.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Stock-based compensation

Stock-based compensation is accounted for based on the requirements of ASC 718 – *“Compensation –Stock Compensation*”, which requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). The ASC also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award. The Company utilizes the Black-Sholes option pricing model and uses the simplified method to determine expected term because of lack of sufficient exercise history. Additionally, effective October 1, 2016, the Company adopted the Accounting Standards Update No. 2016-09 (“ASU 2016-09”*), Improvements to Employee Share-Based Payment Accounting*. Among other changes, ASU 2016-09 permits the election of an accounting policy for forfeitures of share-based payment awards, either to recognize forfeitures as they occur or estimate forfeitures over the vesting period of the award. The Company has elected to recognize forfeitures as they occur and the cumulative impact of this change did not have any effect on the Company’s consolidated financial statements and related disclosures.

As of October 1, 2018, the Company has early adopted ASU 2018-7 Compensation-Stock Compensation which conforms the accounting for non-employees to the accounting treatment for employees. The new standard replaces using a fair value as of each reporting date with use of the calculated fair value as of the grant date. The implementation of the standard provides for the use of the fair market value as of the adoption date, rather than using the value as of the original grant date. Therefore, the values calculated and reported at September 30, 2018 become a proxy for the grant date value. The Company utilizes the Black-Sholes option pricing model and uses the simplified method to determine expected term because of lack of sufficient exercise history. There was no cumulative effect on the adoption date.

Lease Accounting

The Company leases its locations, from a related party. The lease includes an option that allows the Company to extend the lease term beyond the initial commitment period, subject to terms agreed at lease inception. The Company adopted ASC 842 using the modified retrospective transition method. In accordance with ASC 842, lease right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The Company's lease does not provide an implicit rate and therefore, the Company uses an incremental borrowing rate based on the information available at the commencement date, including implied traded debt yield and seniority adjustments, to determine the present value of future payments. Lease expense for the minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred.

Income Taxes

The Company’s current provision for income taxes is based upon its estimated taxable income in each of the jurisdictions in which it operates, after considering the impact on taxable income of temporary differences resulting from different treatment of items for tax and financial reporting purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and any operating loss or tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in those periods in which temporary differences become deductible. Should management determine that it is more likely than not that some portion of the deferred tax assets will not be realized, a valuation allowance against the deferred tax assets would be established in the period such determination was made. The Company follows the accounting for uncertainty in income taxes guidance, which clarifies the accounting and disclosures for uncertainty in income taxes recognized in the Company’s financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition and measurement of a tax position taken or expected to be taken in a tax return.

The Company currently has no federal or state tax examinations in progress. As of April 30, 2023, the Company’s tax returns for the tax years 2022, 2021 and 2020 remain subject to audit, primarily by the Internal Revenue Service. The income tax returns for the tax year 2022 are on extension and have not yet been filed.

The Company did not have material unrecognized tax benefits as of April 30, 2023 and 2021 and does not expect this to change significantly over the next 12 months. The Company will recognize interest and penalties accrued on any unrecognized tax benefits as a component of provision for income taxes.

Cost of Sales

The Company includes product costs (i.e., material, direct labor and allocated overhead costs), shipping and handling expense, in cost of sales.

Net Income/Loss Per Share

Basic loss per share is calculated by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution, as is the case at April 30, 2023. As of April 30, 2023, the outstanding principal balance of convertible notes and accrued interest was $4,671,492 and was convertible into 52,025,338,733 shares of common stock. Warrants at April 30, 2023 are convertible into 22,711,180,000 shares of common stock. Preferred stocks at April 30, 2023 are convertible into 19,018,264,472 shares of common stock. The Company's CEO and Chairman of the Board of Directors holds a control block of Series A Preferred Stock which confers upon him a majority vote in Company matters such as authorization of additional common shares or to reverse split the stock, subject to Board review. It should be noted that contractually the limitations on these notes, preferred stock and warrants limit the number of shares converted to 4.99% or 9.99% of the outstanding shares.
The following table shows the potentially dilutive shares for the nine months ended April 30, 2023 and 2022:

	April 30, 2023	April 30, 2022
Third party convertible debt	52,025,338,733	14,349,045,295
Warrants	22,711,180,000	9,921,180,000
Preferred stocks	19,018,264,472	9,833,077,743
Total	93,754,783,245	34,103,303,038

NOTE 3 – PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment at April 30, 2023 and July 31, 2022 consist of the following:

	April 30, 2023	July 31, 2022
Extraction equipment	$ 1,450,520	$ 1,450,520
Other large equipment	431,336	431,336
Furniture and fixtures	155,948	146,592
Leasehold improvements	93,799	93,799
	2,131,600	2,122,247
Less: Accumulated depreciation	(1,047,119)	(428,377)
	$ 1,084,481	$ 1,693,870

For the nine months ended April 30, 2023 and 2022, depreciation expense totaled $656,104 and $98,242, respectively.

NOTE 4 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts Payable and Accrued Expenses consist of the following:

	April 30, 2023	July 31, 2022
Accounts payable	$ 2,457,859	$ 1,365,043
Accrued compensation	846,131	474,330
Accrued interest	824,418	484,609
Other accrued expenses	812,418	447,720
Total	$ 4,940,657	$ 2,771,702

NOTE 5 – RELATED PARTY TRANSACTIONS

Employment Agreements

On April 4, 2022, the Company entered into an employment agreement with is President and Chief Revenue Officer. The term of the agreement is for sixty months from the effective date of April 4, 2022. The monthly salary will be $16,000 and is subject to increases based on net income thresholds being met, as defined in the agreement. In addition, the executive received 40 shares of Series D Preferred stock.

On April 4, 2022, the Company entered into an employment agreement with is Chairman and Chief Executive Officer. The term of the agreement is for sixty months from the effective date of April 4, 2022. The monthly salary will be $16,000 and is subject to increases based on net income thresholds being met, as defined in the agreement. In addition, the executive received 40 shares of Series D Preferred stock.

Notes Payable

On April 1, 2022, the Company's subsidiary DHS 10 issued a note, payable to McGah Limited Partnership, a company owned by a Series B stockholder and the former majority owner of the Plant, for $390,792, for which $390,792 was received as cash. The note matures on March 1, 2023, and incurs 8.25% annual interest through the date of maturity. The note balance is $390,792 at April 30, 2023.

On April 1, 2022, the Company's subsidiary DHS 10 issued a note, payable to McGah Limited Partnership, a company owned by a Series B stockholder and the former majority owner of the Plant, for $1,292,948, for which $1,292,948 was received as cash. The note matures on March 1, 2023, and incurs 6.75% annual interest through the date of maturity. The note balance is $1,229,500 at April 30, 2023.

On April 1, 2022, the Company's subsidiary DHS 10 issued a note, payable to McGah Limited Partnership, a company owned by a Series B stockholder and the former majority owner of the Plant, for $623,338, for which $623,338 was received as cash. The note matures on March 1, 2023, and incurs 5% annual interest through the date of maturity. The note balance is $623,338 at April 30, 2023.

On April 1, 2022, the Company's subsidiary DHS 10 issued a note, payable to Reicher Limited Partnership, a company owned by a Series B stockholder and the former majority owner of the Plant, for $348,100, for which $348,100 was received as cash. The note matures on April 1, 2023, and incurs 3.25% annual interest through the date of maturity. The note balance is $348,100 at April 30, 2023.

On April 1, 2022, the Company's subsidiary DHS 10 issued a note, payable to McGah Limited Partnership, a company owned by a Series B stockholder and the former majority owner of the Plant, for $947,000, for which $947,000 was received as cash. The note matures on March 1, 2023, and incurs 6.5% annual interest through the date of maturity. The note balance is $947,000 at April 30, 2023.

On May 13, 2022, the Company's subsidiary DHS 10 issued a note, payable to McGah Limited Partnership, a company owned by a Series B stockholder and the former majority owner of the Plant, for $150,000, for which $150,000 was received as cash. The note matures on May 12, 2023, and incurs 8% annual interest through the date of maturity. The note balance is $150,000 at April 30, 2023.

On June 23, 2022, the Company's subsidiary DHS 10 issued a note, payable to McGah Limited Partnership, a company owned by a Series B stockholder and the former majority owner of the Plant, for $160,000, for which $160,000 was received as cash. The note matures on June 22, 2023, and incurs 8% annual interest through the date of maturity. The note balance is $160,000 at July 31, 2022 and an additional $48,997, was advanced during the nine months ending April 30, 2023, bringing the balance to $208,997.

During the first fiscal quarter(ending October 31, 2022) DHS 10 issued a note to McGah Limited Partnership a company owned by a Series B stockholder and the former majority owner of the Plant, for a total of $454,000 the notes matures on May 1, 2023 and has monthly payments due of $16,000 with the balance due on May 1, 2023. Under default the note bears interest at 10%. The note is in default.

During the first fiscal quarter (ending October 31, 2022) DHS 10 issued a note to McGah Limited Partnership a company owned by a Series B stockholder and the former majority owner of the Plant, for a total of $400,000 the notes matures on February 1, 2023 and has monthly payments due of $14,916 with the balance due on February 1, 2023. Under default the note bears interest at 10%. The note is in default.

The notes issued to McGah funded revenue shortfalls based on former ownership's plan.

NOTE 6 – LOANS AND NOTES PAYABLE

On April 28, 2016 the Company arranged a $500,000 financing commitment with Mud Lake Capital Partners, LLC to provide inventory and receivables financing in exchange for royalty fees on specified sales through its marketing agent. In addition, $225,000 and $50,000 general usage facilities were committed by Mud Lake Capital Partners, LLC with 12% interest on the funded balance. The Company had recorded $275,000 in principal and accrued interest in the 3(a)(10) notes as of July 31, 2020. During the fourth fiscal quarter of the year ended July 31, 2021, the Company and its agent agreed to end the arrangement under the 3(a)(10) settlement and reclassified the related liability of $219,99 as a promissory note. The note balance remains $219,999 at April 30, 2023.

On April 23, 2021, the Plant arranged a $400,000 financing commitment with Bespoke Financial, Inc. to provide financing to enable the Company to acquire goods for resale. The note has a one-year term with automatic one-year extensions unless a sixty-day termination notice is provided by the Plant. Financing will be advanced against purchases daily with an interest rate against such advance of .1% per day. Note principle was fully repaid as of April 30, 2023.

On May 1, 2022, DHS Development Inc. (“The Plant”), signed a Credit Line with Dell Financial Services. The line has a credit limit of $7,500, with an annual interest rate of 27.99%. The Plant used $4,131 of the line. The balance of the credit line on April 30, 2023 is $2,686.

On June 29, 2022, The Plant, signed a Purchase and Sale of Future Receivables agreement with FundCanna, LLC. The amount purchased was $160,622. Net cash received was $123,555, less the processing fee of $2,471. There are to be 40 weekly remittances of $4,016. The Company accretes the difference between cash received and the total amount repaid on a straight-line basis over the 40-week term. The loan has a balance of $55,600 on April 30, 2023. The note is in default for non-payment.

On July 20, 2022, The Plant, signed a Purchase and Sale of Future Receivables agreement with FundCanna, LLC. The amount purchased was $148,350. Net cash received was $115,000, less the processing fee of $2,300. There are to be 40 weekly remittances of $3,709. The Company accretes the difference between cash received and the total amount repaid on a straight-line basis over the 40-week term. The loan has a balance of $57,500 on April 30, 2023. The note is in default for non-payment.

On October 21, 2022, The Plant, signed a Purchase and Sale of Future Receivables agreement with FundCanna, LLC. The amount purchased was $193,500. Net cash received was $150,000, less the processing fee of $1,500. There are to be 40 weekly remittances of $4,838. The Company accretes difference between cash received and the total amount repaid on straight-line basis over the term. The loan has a balance of $123,750 on April 30, 2023. The note is in default for non-payment.

On October 24, 2022, The Plant, signed a financing agreement ACH Capital West, LLC. The loan amount is $250,000, having 189 business day payments of $1,852, for a total of $350,000. The Plant received cash of $242,465 and immediately paid $11,999 in origination fees and other charges. The difference between net cash received and the total amount repaid will be recorded as debt discount of $119,534, which will be amortized on straight-line basis over the 189-day term. The loan has a balance of $206,349 on April 30, 2023. The note is in default for non-payment.

NOTE 7 – CONVERTIBLE NOTES PAYABLE

Convertible notes payable consisted of the following:

	January 31, 2023	July 31, 2022
Principal – Convertible notes issued prior to July 2016	$ 491,333	$ 491,333
Principal – Convertible notes issued prior to July 2016 under settlement arrangements	89,382	89,382
Reclassified from 3(a)(10) to convertible notes payable	45,000	45,000
Principal – Convertible notes issued since July 2016	3,228,088	2,490,890
Other Convertible notes issued since July 2016	10,000	10,000
Debt discounts	(545,852)	(1,654,964)
Premiums – Convertible notes issued since July 2016	407,500	272,500
Total – Convertible notes payable, net	$ 3,725,451	$ 1,744,141

Legacy Notes Issued Prior to July 2016 – September 2013 to July 2016

On September 27, 2013, the Company issued a convertible note to an unrelated party for $250,000 that matured on September 27, 2015. The note bears an interest rate of 10% per annum with a floor of $.005 per share, and principal is convertible in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at April 30, 2023, was $250,000 and accrued interest was $233,562. The note is currently in default.

On October 18, 2013, the Company issued a convertible note to an unrelated party for $125,000 that matured on October 18, 2015. The note bears an interest rate of 10% per annum with a floor of $.005 per share, and principal is convertible in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at the maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at April 30, 2023, was $68,850 and accrued interest was $81,707. The note is currently in default.

On November 22, 2013, the Company issued a convertible note to an unrelated party for $150,000 that matured on November 22, 2015. The note bears an interest rate of 10% per annum with a floor of $.005 per share, and principal is convertible in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at the maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at April 30, 2023, was $150,000 and accrued interest was $137,836. The note is currently in default.

On June 2, 2015, the Company issued a 12% convertible promissory note to Firehole River Capital, LLC with an aggregate principal amount of $27,500 which together with any unpaid accrued interest was due on March 2, 2015. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option at a variable conversion price calculated as 58% of the Market Price, which means the lowest Trading Price (defined as the closing bid prices) during the 10-trading day period ending on the last complete trading day prior to the conversion date. On July 8, 2015 the Company received cash in the amount of $17,400, with the remaining $10,100 being used for legal fees. The Company analyzed the note on the issuance date and determined that the variable conversion price exceeded the authorized number of shares resulting in the need for bifurcation into a separate derivative liability valued at fair market value. The Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $31,695. The unconverted principal balance of the note at April 30, 2023, was $22,483 and accrued interest was $36,099. The note is currently in default.

On September 14, 2015, at the time of former CEO, Mr. Doron's, resignation, Mr. Doron received a convertible note from the Company in the aggregate principal amount of $299,382 in satisfaction of his accrued salary and stock payables. This note matured on March 14, 2016 and bears no interest. This convertible note is convertible into shares of common stock at the holder's option at 100% of the closing bid price of such common stock on the trading day immediately preceding the conversion. The Company determined that the variable conversion price exceeded the authorized number of shares resulting in the need for bifurcation into a separate derivative liability valued at fair market value. On October 31, 2015, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be $4,291 and charged debt discount on the note of $4,291, which was fully amortized to interest expense. On March 23, 2018, Mr. Doron sold $25,000 of face value of the note to a third party. During the year ended July 31, 2019 Mr. Doron sold an additional $95,000 of face value of the note to a third party (a settlement arrangement). During the year ended July 31, 2020, Mr. Doron sold an additional $35,000 of the face value of the note to a third party. The note holder sold and assigned $55,000 of principal to a third-party investor during the year ended July 31, 2021 and the remaining unconverted balance of the note at July 31,2022, was $89,382. The note is currently in default.

On December 18, 2015, accounts payable totaling $45,000 were converted into convertible notes in exchange for a 10% one-time fee. Two $5,000 notes are past due at January 31, 2016 and are convertible at a 10% discount to the prior day's closing price. The balance ($35,000) of the notes were due July on 18, 2016 and are convertible at a 42% discount to the average of the ten prior trading days' closing price. $35,000 of derivative liability was recorded as debt discount upon issuance of the note maturing on July 18, 2016, which was fully amortized to interest expense. The unconverted principal balance was $45,000 at April 30, 2023.

Notes Issued During Restructuring Period – July 2016 to Present

On March 23, 2018, the Company issued a convertible note payable to an individual investor in the amount of $20,000; the funds from the note were used for general corporate purposes. The note has an interest rate of 12%, matured on March 19, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid price during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of $27,936 was recorded with charges to derivative expense of $7,936 and to debt discount of $20,000, which was fully amortized to interest expense as of January 31, 2022. The note principal balance is $20,000 at April 30, 2023 and accrued interest was $10,214. The note is currently in default.

On December 20, 2018, the Company issued a convertible note payable to an individual investor in the amount of $20,000. The note has an interest rate of 12%, matures on December 20, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid price during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated and recorded. The note principal balance as of April 30, 2023, is $20,000 accrued interest was $8,965. The note is currently in default.

On February 2, 2019, the Company issued a convertible note payable to an individual investor in the amount of $30,000. The note has an interest rate of 12%, matures on February 2, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid price during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated and recorded. The note principal balance as of April 30, 2023, is $30,000 accrued interest was $12,674. The note is currently in default.

On June 7, 2019, the Company issued a convertible note payable to an individual investor in the amount of $20,000. The note has an interest rate of 12%, matures on June 6, 2020 and can be converted into common shares 40% of the lowest bid price during the 20 trading days immediately preceding the date of the conversion notice. The convertible note is accounted for as stock settled debt under ASC 480 and a premium of $30,000 was charged to interest expense on the issuance date. The note principal balance as of April 30, 2023, is $20,000 accrued interest was $7,781. The note is currently in default.

On July 15, 2019, the Company issued a convertible note payable to an individual investor in the amount of $15,000. The note has an interest rate of 12%, matures on July 14, 2020 and can be converted into common shares at 40% of the lowest bid price during the 20 trading days immediately preceding the date of the conversion notice. The convertible note is accounted for as stock settled debt under ASC 480 and a premium of $22,500 was charged to interest expense on the issuance date. The note principal balance as of April 30, 2023, is $15,000 accrued interest was $5,692. The note is currently in default.

On February 7, 2020, the Company issued a convertible note to an individual in the amount of $20,000. The note bears interest at 10% per annum, matured on February 7, 2021 and is convertible into common stock. The conversion price is to be 40% of the lowest closing bid price during the twenty days preceding the conversion notice. Due to the fixed percentage conversion terms, it is treated as stock settled debt in accordance with ASC 480. The note principal balance as of April 30, 2023, is $20,000 accrued interest was $6,247. The note is currently in default.

On March 2, 2022, the Company issued a convertible note to Trillium Partners LP in the amount of $99,000. The note bears interest at 10% per annum, matures on March 2, 2023 and is convertible into common stock at the fixed price of $0.0001. The Company received $90,000 in cash, with $9,000 of Original Issue Discount to amortize to interest expense over the term of the note. The note defaulted on June 14, 2022 resulting in a default penalty equal to 150% of accrued interest and principal ("the default amount"). During the nine months ended April 30, 2023 the principal balance of the note and accrued interest, were redeemed for cash of $155,864, leaving an accrued interest balance of $2,854, at April 30, 2023.

On April 7, 2022, the Company issued a $506,000, convertible note and 8,238,180,000 warrants to Trillium Partners LP for the purchase of Company stock for $0.0001 per share to Trillium. The note had $46,000 original issue discount (OID), 10% annual interest, matures on April 7, 2023 and is convertible at a fixed conversion price of $0.0001 per share. The value of the warrants gave rise to an additional debt discount of $460,000. The note defaulted on June 14, 2022 resulting in a default penalty equal to 150% of accrued interest and principal ("the default amount"). The note principal, discounts and accrued interest balances were $773,140, $0, and $149,121 respectively, at April 30, 2023.

On April 12, 2022, the Company issued a $168,300, convertible note and 1,683,000,000 warrants to Trillium Partners LP for the purchase of Company stock for $0.0001 per share to Trillium. The note had $15,300 original issue discount (OID), 10% annual interest, matures on April 12, 2023 and is convertible at a fixed conversion price of $0.0001 per share. The value of the warrants gave rise to an additional debt discount of $153,000. The note defaulted on June 14, 2022 resulting in a default penalty equal to 150% of accrued interest and principal ("the default amount"). The note principal, discounts and accrued interest balances were $265,807, $3,262, and $49,532 respectively, at April 30, 2023.

On May 1, 2022, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on January 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $1,496, respectively on April 30, 2023.

On May 18, 2022, the Company issued a $415,800, convertible note and 3,780,000,000 warrants to Trillium Partners LP for the purchase of Company stock for $0.0001 per share to Trillium. The note had $37,800 original issue discount (OID), a one-time interest charge of $41,580, 10% annual interest, matures on May 18, 2023 and is convertible at a fixed conversion price of $0.0001 per share. The value of the warrants gave rise to an additional debt discount of $336,420. The note defaulted on June 14, 2022 resulting in a default penalty equal to 150% of accrued interest and principal ("the default amount"). The note principal, discounts and accrued interest balances were $691,145, $24,325, and $133,306 respectively, at April 30, 2023.

On June 1, 2022, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on February 28, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $1,368, respectively on April 30, 2023.

On July 1, 2022, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on March 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $1,245, respectively on April 30, 2023.

On July 8, 2022, the Company issued a $415,800, convertible note and 3,780,000,000 warrants to Trillium Partners LP for the purchase of Company stock for $0.0001 per share. The note had $37,800 original issue discount (OID), a one-time interest charge of $41,580, 10% annual interest, matures on July 8, 2023 and is convertible at a fixed conversion price of $0.0001 per share. The value of the warrants gave rise to an additional debt discount of $336,420. The note defaulted on October 29, 2022 resulting in a default penalty equal to 150% of accrued interest and principal ("the default amount"). The note principal, discounts and accrued interest balances were $706,070 (due to default penalties), $216,672, and $77,773 respectively, at April 30, 2023.

On July 8, 2022, the Company issued a $415,800, convertible note and 3,780,000,000 warrants to J.P. Carey Limited Partners LP. for the purchase of Company stock for $0.0001 per share. The note had $37,800 original issue discount (OID), a one-time interest charge of $41,580, 10% annual interest, matures on July 8, 2023 and is convertible at a fixed conversion price of $0.0001 per share. The value of the warrants gave rise to an additional debt discount of $336,420. The note defaulted on October 29, 2022 resulting in a default penalty equal to 150% of accrued interest and principal ("the default amount"). The note principal, discounts and accrued interest balances were $706,070 (due to default penalties), $216,672, and $77,773 respectively, at April 30, 2023.

On July 19, 2022, the Company issued a $159,500, convertible note and 1,450,000,000 warrants to Trillium Partners LP for the purchase of Company stock for $0.0001 per share. The note had $14,500 original issue discount (OID), a one-time interest charge of $15,950, 10% annual interest, matures on July 19, 2023 and is convertible at a fixed conversion price of $0.0001 per share. The value of the warrants gave rise to an additional debt discount of $129,050. The note defaulted on October 29, 2022 resulting in a default penalty equal to 150% of accrued interest and principal ("the default amount"). Following a cash redemption of $80,000, the note principal, discounts and accrued interest balances were $190,662 (due to default penalties), $87,922, and $21,012 respectively, at April 30, 2023.

On August 1, 2022, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on April 30, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $1,118, respectively on April 30, 2023.

On September 1, 2022, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on May 30, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $990, respectively on April 30, 2023.

On October 1, 2022, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on June 30, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $867, respectively on April 30, 2023.

On November 1, 2022, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on July 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $740, respectively on April 30, 2023.

On December 1, 2022, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on August 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $616, respectively on April 30, 2023.

On January 1, 2023, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on September 30, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $489, respectively on April 30, 2023.

On February 1, 2023, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on October 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $362, respectively on April 30, 2023.

On March 1, 2023, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on November 30, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $247, respectively on April 30, 2023.

On April 1, 2023, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on December 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were of $15,000 and $489, respectively on April 30, 2023.

Other Convertible Notes

On October 15, 2018 an individual investor was issued a convertible note payable in the amount of $10,000. The note proceeds were used for general corporate purposes. The note has an interest rate of 10%, matures on October 15, 2020 and can be converted into common shares at fixed price of $.0004. The note balance as of April 30, 2023, is $10,000, and is in default.

NOTE 8 – SETTLEMENT RESERVES

Certain liabilities and contingencies have been accrued as expense and are collectively classified as settlement reserves. The balance at April 30, 2023 of $1,329,846 includes judgement amounts for a former note holder and $550,874, due to a joint venture partner, which has been reclassified to settlement reserves due to the uncertainty surrounding the ability to procure the commodity for which the funds were advanced.

NOTE 9 – TEMPORARY EQUITY

The preferred series B, C and D shares have been determined, by the Company, to be conditionally redeemable upon the occurrence of certain events that are not solely within the control of the Company; but upon such occurrence, redeemable at the option of the holders. They are therefore classified as temporary equity. The purpose of this classification is to convey that such a security may not be permanently part of equity and could result in a demand for cash, securities or other assets of the entity in the future. The shares as valued have been classified as temporary equity and presented as such on the consolidated balance sheet and statement of stockholders' deficit, as single line items due to the immaterial par value. The temporary equity value is not included in stockholders' deficit.

Series B Preferred Stock

On April 22, 2022, with the unanimous written consent of the board of directors, the Company designated 1,000,000 shares of preferred stock as Series B Preferred Stock ("Series B"). The Series B stock is convertible at the lower of (i) the 25% lowest closing bid price for the 20 trading days prior to the conversion or (ii) the fixed price, which is set at $1.00 both of which are subject to adjustment as provided in the Series B certificate of designation. The stated value of the shares is $100 per share. Each share of Series B is entitled to vote the number of shares into which each share of common stock that the Series B is convertible into as defined in the Certificate of Designation. The holders of Series B are entitled to elect three members to the board of directors. Each share of Series B can convert, at the option of the holder, into 0.00003% of the Company's common stock issued and outstanding at the time of conversion, on a fully diluted basis. The Series B shall have a liquidation amount of $14,000,000 when fully issued and outstanding.

On April 28, 2022, as part of the acquisition of DHS the Company issued 500,000 shares of Series B with a redemption value at April 30, 2023 of $7,000,000.

Series C Preferred Stock

On May 12, 2022, with the unanimous written consent of the board of directors, the Company designated 1,000,000 shares of preferred stock as Series C Preferred Stock ("Series C"). The Series C stock is convertible at the option of the holder into 0.00001% of the Company's common stock issued and outstanding on a fully diluted basis, as defined in the Certificate of Designation.

On May 15, 2022, the Company issued 1,000,000 shares of Series C preferred convertible stock to Trillium LP as a commitment fee for cash investments with a fair market value at April 30, 2023 of $2,161,094.

Series D Preferred Stock

On April 30, 2022, with the unanimous written consent of the board of directors, the Company designated 250 shares of preferred stock as Series D Preferred Stock ("Series D"). The Series D stock is convertible into 0.1% of the Corporation's common stock issued and outstanding at the time of conversion on a fully diluted basis, as defined in the Certificate of Designation.

On April 30, 2022, the Company issued 80 shares in the aggregate to two officers of the Company with a fair market value at April 30, 2023 of $1,370,293.

NOTE 10- STOCKHOLDERS' DEFICT

Preferred Stock

The Company is currently authorized to issue 25,000,000 shares of preferred stock, par value $0.001.

Series A Preferred Stock

The Company authorized 1,000,000 shares of Series A Preferred stock ("Series A"). On May 14, 2019, 1,000,000 shares of Series A were issued to the Chairman and Chief Executive Officer of the Company. On March 23, 2022, as filed with the State of Wyoming on May 27, 2022, the Series A Preferred Designation was amended so that each share of Series A shall have voting rights equal to 35,000 votes per share.

Common Stock

Increases in Authorized Shares of Common Stock

On September 2, 2021, the Wyoming Secretary of State approved the Company's amendment to its articles of incorporation to increase the authorized shares of common stock to 60,000,000,000.

Decrease in Par Value of Common Stock

On March 29, 2022, the Wyoming Secretary of State approved the Company's amendment to its articles of incorporation to decrease the par value of common stock to $0.0001 per share.

Common Stock and Deficit

At April 30, 2023, and July 31, 2022, there are 16,324,654,045 and 14,027,778,045 shares of common stock, outstanding, respectively.

Filing of Regulation 1-A Offering and Qualification

On September 28, 2021 the Regulation 1-A offering was amended to offer 50,000,000,000 shares of common stock at $0.0004, with the goal of obtaining $19,975,000 of new financing which will be used as working capital and to repay current debt. On October 13, 2021

the offering was qualified. On January 3, 2022, Form 253G2 was filed which provides for minor changes in the offering. A reduction of the offering price was affected through the filing, which lowered the offering price to $0.00032.
Post Qualification Amendment to Public Offering

On September 29, 2022 the Company filed a Post Qualification Amendment to the public offering documents amended on January 3, 2022. The Company reduced the total number of shares offered to 44,000,000,000 at a subscription price of $0.0001. The amended offering was qualified on October 21, 2022.

Share Sales Under Offering (as amended)

2,296,876,000, shares of common stock were sold to an investor for proceeds of $515,000, since July 31, 2022.

NOTE 11 – COMMIMENTS, CONTINGENCIES AND LEGAL MATTERS

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Employment Agreements

On June 12, 2020, DHS executed an employment agreement with its Director of Sales Marketing. The annual base salary is $150,000 and has a commission of 1% of total sales and insurance benefits of $1,000 a month.

On November 20, 2020, DHS executed an employment agreement with its Extraction Specialist. The annual base salary is $43,200.

On February 5, 2021, DHS executed an employment agreement with its Cultivation Relations Manager. The annual base salary is $105,000 and has a vehicle allowance of $500 per month and insurance benefits of $500 a month.

On June 1, 2021, DHS executed an employment agreement with its Lab Director. The annual base salary is $120,000 and insurance benefits of $750 a month.

On October 1, 2021, DHS executed an employment agreement with its Manufacturing Regulatory Compliance Manager. The annual base salary is $70,000.

On November 4, 2021, DHS executed an employment agreement with its Co-Packing Supervisor. The annual base salary is $58,000.

Consulting Agreements

On December 3, 2021, the Plant entered into a Distribution Management Agreement ("Distribution") with Kaizen Management Group LLC ("Manager") to manage the logistics of, and provide operational consultation and management for, the Plant's distribution business. As consideration for this Agreement, during the Term, Manager shall receive a Management Service Fee equal to fifty percent (50%) of Net Profits generated by the Plant from the operation of the Distribution Business.

Additional terms of the Kaizen agreement provide for Kaizen to fund expenses including those charged by the Plant to Greenbird for use of staff and resources in Greenbird. Kaizen through their investors have advances $132,213, which is unapplied to expenses and included in accrued expenses

The term of the Kaizen agreement shall commence as on December 3, 2021 and shall continue thereafter for a period of five (5) years from such commencement date, unless otherwise terminated as provided in the agreement.

Office Lease

The Company has a month-to-month lease for a sales and marketing office in Gladstone, Oregon. Since the lease term is monthly the Company has determined that the present value of the obligation is equal to the actual cash settlement no present value has been calculated. Additionally, no obligation and future service use assets have been recorded.

The Plant entered into a rental agreement with a related party for a manufacturing facility in Desert Hot Springs, California. The agreement has an initial term of ten years with an option to renew for two five-year periods. The lease provides for base monthly rent of approximately $5,440 for the period from September 1, 2019 through November 30, 2021. The base monthly rent then increases to $126,000 per month for the remainder of the lease term. The lease term begins September 1, 2019 and expires August 31, 2029 with the option to extend.

The Company recognized a right-of-use asset of and a lease liability of $13,602,959, which represents the fair value of the lease payments calculated as present value of the minimum lease payments using a discount rate of 8.5% on date of the lease agreement in accordance with ASC 842. The asset and liability increased in 2021 due to additional square footage being leased. The asset and liability will be amortized as monthly payments are made and lease expense will be recognized on a straight-line basis over the term of the lease.

Right of use asset (ROU) is summarized below:

	April 30, 2023	**July 31, 2022**
Operating lease at inception – September 1, 2019	$ 11,566,787	$ 11,566,787
Plus accumulated increase, net of amortization	2,632,795	2,036,172
Balance ROU asset	$ 14,199,582	$ 13,602,959

Operating lease liability related to the ROU asset is summarized below:

Operating lease liabilities at inception - September 1, 2019	$ 11,566,787	$ 11,566,787
Increase of lease liabilities	3,051,771	2,036,172
Total lease liabilities	14,618,375	13,602,959
Less: current portion	(436,910)	(369,940)
Lease liabilities, non-current	$ 14,181,465	$ 13,233,019

Non-cancellable operating lease total future payments are summarized below:

Total minimum operating lease payments	$ 25,439,843	$ 25,830,000
Less discount to fair value	(10,821,468)	(12,227,041)
Total lease liability	$ 14,181,465	$ 13,602,959

Future minimum lease payments under non-cancellable operating leases at April 30, 2023 are as follows:

Years ending July 31,	Amount
2023	$ 378,000
2024	1,512,000
2025	1,512,000
2026	1,512,000
2027 - 2039	20,525,843
Total minimum non-cancellable operating lease payments	$ 25,439,843

For the nine months ended April 30, 2023 and 2022, rent expense for all leases amounted to $964,300 and $252,000, respectively.

Litigation

On August 15, 2019, a default judgement was issued to Typenex Co-Investment, LLC, for $559,367, arising from the Company's default on the December 2, 2014, Typenex convertible note. The Company has reclassified the convertible note principal and accrued interest balances, along with related derivative balances to settlement reserves. The court also awarded the former note holder legal fees and interest of 22% from the date of the judgement until settled. Management has engaged legal counsel on the matter and has proposed various settlements with Typenex and believes that a settlement will be reached. Management will assess the settlement reserve for adequacy once legal fees and interest is specified by the plaintiff. The plaintiff has filed a motion seeking a court hearing to determine the existence of any assets to satisfy the default judgement.

On April 21, 2023, Mattie Cooper (former President of The Plant), Sherratt Reicher (former Senior Vice President of Business Development of the Plant), Clayton Wiedemann (former Vice President of Operations of the Plant, and other natural persons and legal entities ("the Parties"). filed a complaint for recission of merger in United States District Court for Central District of California ("the Court"). Subsequently the Parties filed an Ex Parte Application for a Temporary Restraining Order, Appointment of a Receiver, and Order to Show Cause Why Preliminary Injunction Should not be issued. The preceding application for Temporary Restraining Order and Appointment of a Receiver was denied by the Court and ordered the plaintiffs and defendants to serve and file briefs regarding the matters with the Court.

The Company has retained legal counsel and is in settlement negotiations with the parties, and believes that an agreement will be reached by July 31, 2023 (fiscal year end).

Inventory Purchase Commitment and Profit-Sharing Arrangement

On September 19, 2019, the Company entered into an agreement to purchase 100,000 pounds of industrial hemp with a CBD content of 14% or greater and THC content of less than .03% with a commercial hemp farm in California. A purchase deposit of $200,000 was made on September 25, 2019. The full amount of the deposit was recognized as expense as of July 31, 2020, due the vendor's failure to deliver the hemp in accordance with the content terms of the agreement.

On September 20, 2019, the Company entered into a financing and profit-sharing arrangement with a third party to provide the working capital needed to purchase the hemp described above, from a vendor selected by the profit-sharing party. The arrangement provided $550,874 for the deposit above on the hemp purchase and financing for transportation and initial processing into CBD.

Repayment of the initial funding and profit sharing was expected once the final processing into CBD was complete and the end product was paid for by the ultimate purchaser. During the year ended July 31, 2020, the Company determined that the hemp vendor could not meet the delivery obligation under the terms of the agreement. As a result, the Company is in the process of either obtaining the hemp or a CBD distillate to fulfill the terms of the agreement with the profit-sharing party, which has been informed of the situation. The Company has discussed various alternatives with the third party to settle the matter; the profit-sharing party recognizes that the terms of the agreement specify that repayment is predicated on finished product sales, however the potential for arbitration is not considered likely but possible and the result is uncertain. The Company has reached an agreement in principle with the party and has recognized the full amount of $550,874 as a liability recorded in settlement reserves, April 30, 2023. The Board of Directors is reviewing the agreement.

Other

As part of the acquisition of DHS, upon the achievement by the surviving corporations of revenue and net earnings amounts $18,833,646 and $2,825,046, respectively, as defined in the agreement, both calculated on a cumulative basis, Nutranomics shall deliver to the Targets shareholders shares of Series B Preferred Stock convertible into an additional 7.5% of the total issued and outstanding common stock of the Company on a fully diluted basis as of the date of issuance ("First Milestone").

In addition, upon the achievement by the surviving corporations of revenue and net earnings amounts $37,767,299 and $5,634,031, respectively, as defined in the agreement, both calculated on a cumulative basis inclusive of the First Milestone (the "Second Milestone"), Nutranomics shall deliver to the Targets shareholders shares of Series B Preferred Stock convertible into an additional

7.5% of the total issued and outstanding common stock of the Company on a fully diluted basis as of the date of issuance. These Milestones have not been met and therefore no additional shares were issued.

For as long as a Principal DHS Shareholder is a member of the Board of Directors of Nutranomics, the Company shall pay a cash bonus to such shareholder as defined in the agreement.

The Company believes that it has taken into consideration all material, asserted claims and unasserted potential claims, in establishing settlement reserves, including current and legacy obligations under former management prior to July 2016.

NOTE 12- SUBSEQUENT EVENTS

Notice of Default and Demand for Payment

Investors holding senior secured notes payable have filed notices of default and outlined their intention to seize the collateral. The collateral includes all property owned by the Company and its subsidiaries. The Company is preparing its response to notification and seeking financing to settle its obligations.

Greenbird Distribution

The Company is in negotiation with its Greenbird partners (Kaizen) to restructure the services agreement to cut expenses and increase revenue

Convertible Notes Issuances

On May 1, 2023, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on January 31, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion.

On June 1, 2023, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on February 28, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion.

On July 1, 2023, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on March 31, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion.

On August 1, 2023, the Company issued a $15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on April 30, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion.

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, Jonathan Bishop certify that:

1. I have reviewed this quarterly disclosure statement of Nutranomics, 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.

August 8, 2023

/s/Jonathan Bishop
Jonathan Bishop, Chief Executive Officer
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Jonathan Bishop certify that:

1. I have reviewed this quarterly disclosure statement of Nutranomics, 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.

August 8, 2023

/s/Jonathan Bishop
Jonathan Bishop, Chief Financial Officer
(Digital Signatures should appear as "/s/ [OFFICER NAME]")