

**DISCLOSURE STATEMENT PURSUANT TO
THE PINK BASIC DISCLOSURE GUIDELINES**

INDUSTRY SOURCE CONSULTING, INC.

A Wyoming Corporation

411 E. 203rd Street

Belton, MO 64012

(Company's Address)

(913)912-0664 (Company's telephone number)

IndustrySource.us

(Company's Website)

info@industrySource.us

(Company's email)

831 – Forest Products

(Company's SIC Code)

“AMENDED” QUARTERLY REPORT

For the Period Ending June 30, 2023

(the “Reporting Period”)

Outstanding Shares

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

109,392,795 shares

As of December 31, 2022, the Most Recent Fiscal Year End Reporting Period, the number of shares outstanding of our Common Stock was:

104,392,795 shares

Shell Status

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

Yes: ☐No: ☒

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

Yes: ☐No: ☒**Change in Control**

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

Yes: ☐No: ☒**Item 1. Name of the issuer and its predecessor (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.

Enviro Impact Solutions, Inc. 9-2022 *
Yields Management Group, Inc. 4-2022*
Industry Source Consulting, Inc. 6-2019
Vega Biofuels, Inc. 5-2019
The Turnion Corporation 5-2019
Vega Biofuels, Inc. 3-2019
Biotech Energy Corp. 3-2014
Vega Biofuels, Inc. 1-2014
Vega Promotional Systems, Inc. 7-2010
Wireless Holdings Group, Inc. 12-2006
Sanswire Technologies, Inc. 6-2005
Pear Technologies, Inc. 5-2002
Valdor Corp, LTD 9-1998
Troll's Seafood LTD 5-1998
Commonwealth Funding, Inc. 8-1985

* Name changed in conjunction with a transaction that was cancelled.

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

The company was organized in Wyoming on January 21, 2010. The company's standing is active in the state of Wyoming.

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:

On November 15, 2022, in anticipation of the Asset Purchase Agreement discussed below, Michael Molen, the CEO and sole director of the Company sold the one issued and outstanding share of Series A preferred stock to Mission ETC, LLC, an entity controlled by Eric Szia, the current vice president, treasurer and a director of the Company and Troy Covey, the current operations manager of the Company. The one share of Series A preferred stock has voting rights equal to 75% of the issued and outstanding shares of Company's common stock.

On December 9, 2022, the Company executed an Asset Purchase Agreement with Phyto Life Organics, LLC ("Phyto Life"), whereby the assets and liabilities of Phyto Life were purchased for a promise to issue 250,000,000 shares of the Company's Series C preferred stock and a promissory note for \$500,000. The Series C preferred shares are not issued as of the date of this filing.

The Asset Purchase Agreement between the Company and Phyto Life was treated as an asset acquisition for financial statement reporting purposes. Accordingly, Phyto Life's assets were merged into the financial statements of the Company at historical cost less depreciation. Liabilities for the transaction were recorded at the Asset Purchase Agreement values. Goodwill was recorded according to GAAP.

On December 15, 2022, Michael Molen our CEO and sole director resigned and the Phyto Life management team assumed management control over the Company. Roger Gooch was appointed a director, Eric Szia was appointed vice president, treasurer and a director and Robert Pflueger was appointed vice president, secretary and a director of the Company. On March 1, 2023, Mr. Gooch was appointed the Company's CEO.

The above three transactions were considered a change in control of the Company.

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

411 E. 203rd Street
Belton, MO 64012

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

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

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

Yes: ☐

No: ☒

If Yes, provide additional details below:

Not applicable

Item 2. Security Information.

Transfer Agent:

Name: Securities Transfer Corporation
2901 N. Dallas Parkway, Suite 380
Plano, Texas 75093
Phone: (469) 633-0101 x111
Email: www.stctransfer.com

Publicly Quoted or Traded Securities:

Trading Symbol:	INSO
Exact title and class of securities outstanding:	Common Stock
CUSIP:	<u>45673Q103</u>
Par or Stated Value:	\$0.0001 par value
Total Shares Authorized (1):	1,000,000,000 as of June 30, 2023
Total Shares Issued and Outstanding:	109,392,795 as of June 30, 2023
Total number of shareholders of record:	818 as of June 30, 2023.

- (1) The number of shares required to satisfy the requirements of our outstanding convertible instruments exceeds the number of unissued shares. We currently have 1,000,000,000 shares of common stock authorized, but that number is insufficient for us to meet our obligations to certain individuals, officers, corporations and related corporations under the terms of our convertible promissory notes payable. Due to existing restrictions limiting the holder of a convertible note to receive, upon conversion, shares of common stock which will not exceed 4.99% of our issued and outstanding common stock, there is no imminent requirement that the number of our authorized capital stock be increased. At an appropriate time, we envision seeking shareholder approval of an increase in our authorized capitalization to some greater number of authorized shares, but we cannot provide any assurance that we will be able to obtain the necessary shareholder approval. If we fail to obtain shareholder approval for the increase in authorized capitalization, we may be in default under the terms of the convertible promissory note payable and Series B and Series C preferred stock conversion provisions. At May 31, 2023, the total shares issued and outstanding, issuable upon conversion of convertible note payable and the Series B and Series C preferred stock conversion provisions would be 2,931,122,000 shares of our common stock which exceeded the number of unissued shares of our common stock by approximately 1,931,122,000 shares.

Other classes of authorized or outstanding equity securities:

Trading Symbol:	None
Exact title and class of securities outstanding:	Series A Preferred Stock
CUSIP:	None
Par or Stated Value:	\$0.0001 par value
Total Shares Authorized:	10,000,000 as of June 30, 2023
Total Shares Issued and Outstanding:	1 as of June 30, 2023
Total number of shareholders of record:	1 as of June 30, 2023.

Trading Symbol:	None
Exact title and class of securities outstanding:	Series B Preferred Stock
CUSIP:	<u>922547500</u>
Par or Stated Value:	\$0.0001 par value
Total Shares Authorized:	90,000,000 as of June 30, 2023
Total Shares Issued and Outstanding:	2,247,306 as of June 30, 2023
Total number of shareholders of record:	46 as of June 30, 2023.

Trading Symbol:	None
Exact title and class of securities outstanding:	Series C Preferred Stock
CUSIP:	None
Par or Stated Value:	\$0.0001 par value
Total Shares Authorized:	500,000,000 as of June 30, 2023
Total Shares Issued and Outstanding:	-0- as of June 30, 2023
Total number of shareholders of record:	-0- as of June 30, 2023.

Security Description:

The information below provides a summary of the material rights and privileges for each class of the equity securities issued by the Company:

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise provided by law, the holders of common stock vote as one class. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of common stock that are present in person or represented by proxy, subject to any voting rights granted to holders of any preferred stock. There are no preemptive rights available to shareholders of our common stock. No dividend has been declared.

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

The Company is authorized to issue 600,000,000 shares of preferred stock, \$0.0001 par value. Our Board of Directors is vested with authority to divide the shares of preferred stock into one or more classes or series with such distinctive designation or title as they may affix. The Board of Directors has created three classes of preferred stock. The Series A preferred stock is authorized for 10,000,000 shares with each share having voting rights equal to 75% of the issued and outstanding shares of common stock. The Series B preferred stock is authorized for 90,000,000 shares with each share converting at a ratio of 1 share of Series B preferred stock for 1,000 shares of the Company's common stock. The Series C preferred stock is authorized for 500,000,000 shares with each share of Series C preferred stock converting to one share of the Company's common stock. All classes of preferred stock have no dividend or liquidating rights.

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

None

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

On November 9, 2022, the Company filed an amendment to the Company's articles of incorporation with the Wyoming Security of State to change the conversion ratio of the Preferred B shares from 1:10,000 to 1:1,000 and add a conversion provision for the Series C preferred stock to convert each share of Series C preferred stock one share of the Company's common stock.

On May 11, 2023, the Company filed an amendment to the Company's articles of incorporation with the Wyoming Security of State to increase the authorized shares for the Series C preferred stock from 20,000,000 to 500,000,000 shares.

Item 3. Issuance History.

Disclosure under this Item 3 includes, 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.

A. Changes in the Number of Outstanding Shares.

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

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

Number of Shares Outstanding as of January 1, 2021 (1):		Opening Balance: Common: 90,142,795 Series A Preferred: 1 Series B Preferred: 2,249,423 Series C Preferred: 0							
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 or No	Name of Noteholder (Disclose the control person(s) for any entities listed)	Reason for share issuance (e.g., for cash or debit conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
4/11/2022	New Issuance	6,000,000	Common	\$.0001	No	Michael Molen	Compensation	Restricted	144
4/11/2022	Cancellation	2,117	Series B	\$.0001	No				
4/12/2022	New Issuance	4,250,000	Common	\$.0001	No	Alan Tucker	Contract Compensation	Restricted	144
4/22/2022	New Issuance	5,000,000	Common	\$.0001	No	Seth Molen	Compensation	Restricted	144
4/22/2022	Cancellation	6,000,000	Common	\$.0001	No	Seth Molen		Restricted	144

10/05/2022	New Issuance	5,000,000	Common	\$.0001	No	Michael Molen	Compensation	Restricted	144
	Conversion Series B to Common	5,000,000	Common	\$.0001	No	Michael Molen	Conversion	Restricted	
Shares Outstanding on June 30, 2023 (2)	Ending Balance: Common: 109,392,795 Series A Preferred: 1 Series B Preferred: 2,247,306 Series C Preferred: -0-								

The below space provides any additional details, including footnotes to the table above:

- (1) On December 9, 2022, the Company executed an Asset Purchase Agreement with Phyto Life Organics, LLC (“Phyto Life”), whereby the assets and liabilities of Phyto Life were purchased for 250,000,000 shares of the Company’s Series C preferred stock and a promissory note for \$500,000. The Asset Purchase Agreement between the Company and Phyto Life was treated as an asset acquisition for financial statement reporting purposes. Accordingly, Phyto Life’s assets were included in the assets of the company as of the date of acquisition at historical cost less depreciation. The Series C preferred stock remains unissued at the time of this filing.

The below space provides any additional details, including footnotes to the table above:

- (A) On December 9, 2022, the Company executed an Asset Purchase Agreement with Phyto Life Organics, LLC (“Phyto Life”), whereby the assets of Phyto Life common stock were purchased for 250,000,000 shares of the Company’s Series C preferred stock. The shares were valued at \$4,750,000 or \$0.019 per share.

B. Debt Securities, including Promissory and Convertible Notes.

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (disclose the control person(s) for any entities listed)	Reason for Issuance (e.g., Loan, Services, etc.)
April 11, 2016	30,000	30,000	-	April 11, 2017	N/A	Thilo Dunker	Loan
December 31, 2021	108,726	100,000	8,726	December 31, 2022	N/A	Sherwood Bank-Tracy Sloan	Loan
December 9, 2022	432,900	500,000	7,762	December 9, 2024	N/A	Phyto Life Organics, Inc. (Eric Szia is the control person)	Loan (B)

The below space provides any additional details, including footnotes to the table above:

(A) During February and March 2023, the Company made various payments to repay an aggregate of \$30,600 of the principal balance owing under the related party note payable.

Item 4. Issuer's Business, Products and Services.

Our Business

The Company, Industry Source Consulting, Inc. was originally organized in Wyoming on January 21, 2010.

The Company was originally formed to provide products and services to the agricultural industry.

On November 15, 2022, in anticipation of the Asset Purchase Agreement discussed below, Michael Molen, the CEO and sole director of the Company sold the one issued and outstanding share of Series A preferred stock to Mission ETC, LLC, an entity controlled by Eric Szia, the current vice president, treasurer and a director of the Company and Troy Covey, the current operations manager of the Company. The one share of Series A preferred stock has voting rights equal to 75% of the issued and outstanding shares of Company's common stock.

On December 9, 2022, the Company executed an Asset Purchase Agreement with Phyto Life Organics, LLC ("Phyto Life"), whereby the assets and liabilities of Phyto Life were purchased for 250,000,000 shares of the Company's Series C preferred stock and a promissory note for \$500,000. The Series C preferred shares were valued at \$4,750,000 or \$0.019 per share. The aggregate consideration under the agreement was \$5,250,000.

The Asset Purchase Agreement between the Company and Phyto Life was treated as an asset acquisition for financial statement reporting purposes. Accordingly, Phyto Life's assets, liabilities were merged into the financial statements of the Company at historical cost less accumulated depreciation.

On December 15, 2022, as a result of the Asset Purchase Agreement, Michael Molen our CEO and sole director resigned, and the new management team assumed management control over the Company. Roger Gooch was appointed a director, Eric Szia was appointed vice president, treasurer and a director and Robert Pflueger was appointed vice president, secretary and a director of the Company. On March 1, 2023, Mr. Gooch was appointed the Company's CEO.

The above three transactions were considered a change in control of the Company.

The Company's current business begins with a Missouri-based CBD and Essential Oil online Brand health and wellness product line called N8 Essentials. The company has an exclusive farming and manufacturing partner relationship that gives the brand a significant advantage with the cost of goods, speed to market, and inventory carrying cost. INSO co-manages a plant-based CBD and CBG biomass, flower operation while dedicating significant resources to product development and the growing of specialty plants that possess potential amazing health aid results in the human body.

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

The Company is a developmental company focused on CBD product manufacturing.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference.

None.

C. Describe the issuers' principal products or services, and their markets.

INSO currently operates as a supplement company with unique brands such as N8Essentials. The Company operates with core competencies in formulation and lab testing, and by contract, manages a full-scale manufacturing certified organic 275-acre indoor and outdoor farm.

Item 5. Issuer's Facilities.

Description of Corporate Offices

The Company's principal executive offices are located at 411 E. 203rd Street, Belton, MO 64012, of which executive offices are provided under a lease agreement to the Company.

We believe that our current facilities are adequate for our operations as currently conducted and if additional facilities are required, that we can obtain them at commercially reasonable prices.

Item 6. Officers, Directors and Control Persons.

The table below provides information, as of May 31, 2023, regarding any officers, or directors of the Company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. Also, if any listed persons are corporate shareholders or entities, information is provided as to 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 Item 6 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 or 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 (1)	Names of control person(s) if a corporate entity
Roger Gooch	Chief Executive Officer and Director	Winter Springs, FL	1,669,000	Common	2%	
Eric Szia	Vice President, Treasurer and Director	Olathe, KS	61,000	Common	0.00055%	
Robert Pflueger	Vice President, Secretary and Director	Altamonte Springs, FL	1,626,500	Common	1%	
Missions ETC, LLC	More than 5% shareholder	Belton, MO	1 Share	Series A	100%	(2)
Michael Molen (3)	Former Chief Executive Officer, Chief Financial Officer and Director	Atlanta, GA	10,739,668 258,800	Common Series B	9.3% 12%	
Brett Schmitt	More than 5% shareholder	Berkeley Lake, GA	8,084,000	Common	7%	
David Kwasnik	More than 5% shareholder	Alexandria, VA	35,468 465,950	Common Series B	0% 21%	
Joy Evans	More than 5% shareholder	Frankford, DE	118,259	Series B	5%	
Keith Brailsford	More than 5% shareholder	Newton, MA	55,489 289,420	Common Series B	0% 13%	

The space below provides any additional details, including footnotes to the table above:

- (1) As of June 30, 2023, issued and outstanding shares consisted of 109,392,795 shares of common stock, 1 (one) share of Series A preferred stock, 2,247,306 shares of Series B preferred stock.
- (2) Eric Szia of Olathe, KS and Troy Covey of Belton, MO are the control persons.
- (3) On December 15, 2022, Mr. Molen resigned from the Company as an officer and director.

Item 7. Legal/Disciplinary History.

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

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

None

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

On March 30, 2023, a judgment was entered by consent against Michael K Molen, permanently enjoining him from future violations of Sections 5 and 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Michael K. Molen, et al., Civil Action File Number 1:23-cv-00735-LMM, in the United States District Court for the Northern District of Georgia, Atlanta Division (the "Judgment"). Pursuant to the Judgment, the Court ordered against Molen an officer and director bar as well as a penny stock bar.

During the relevant periods from 2014 to 2022, Molen was INSO's principal financial officer and principal executive officer. Molen allegedly prepared and posted INSO Reports which included unaudited and misleading financial statements. Molen certified that the financial statements and other financial information included in the Reports fairly presented in all material respects the financial condition, results of operations and cash flows of INSO as of and for the periods presented in the Reports, when in fact Molen did not accurately disclose INSO's actual financial condition, results of operations and cash flows for the periods presented. The Commission's complaint further alleged that Molen falsely and misleadingly represented that the financial statements were prepared in accordance with U.S. Generally Accepted Accounting Principles, and by persons with sufficient financial skills to do so, when neither was true.

In December of 2022, Molen resigned all positions with INSO, and since that time has no role or position in any matters regarding INSO, either active or passive.

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;

On March 30, 2023, a judgment was entered by consent against Michael K Molen, permanently enjoining him from future violations of Sections 5 and 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Michael K. Molen, et al., Civil Action File Number 1:23-cv-00735-LMM, in the United States District Court for the Northern District of Georgia, Atlanta Division (the "Judgment"). Pursuant to the Judgment, the Court ordered against Molen an officer and director bar as well as a penny stock bar.

During the relevant periods from 2014 to 2022, Molen was INSO's principal financial officer and principal executive officer. Molen allegedly prepared and posted INSO Reports which included unaudited and misleading financial statements. Molen certified that the financial statements and other financial information included in the Reports fairly presented in all material respects the financial condition, results of operations and cash flows of INSO as of and for the periods presented in the Reports, when in fact Molen did not accurately disclose INSO's actual financial condition, results of operations and cash flows for the periods presented. The Commission's complaint further alleged that Molen falsely and misleadingly represented that the financial statements were prepared in accordance with U.S. Generally Accepted Accounting Principles, and by persons with sufficient financial skills to do so, when neither was true.

In December of 2022, Molen resigned all positions with INSO, and since that time has no role or position in any matters regarding INSO, either active or passive.

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

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incident to the business, to which the issuer or any of its subsidiaries is a party or which any of their property is 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 proceeding known to be contemplated by governmental authorities.

None

Item 8. Third Party Providers

Securities Counsel (Counsel preparing Attorney Letters):

Vic Devlaeminck, Attorney-CPA
10013 N. E. Hazel Dell Avenue
Vancouver, WA 98685
Phone Number: (503)-806-3533
Email: vic@vicdevlaeminck.com

Accountant or Auditor:

John William Duncan, CPA
2107 Grand Blvd, #407
Kansas City, MO 64108
(785)-430-8898

Investor Relations: None

All other means of Investor Communication:

Twitter: https://twitter.com/INSO_Consulting
Facebook: <https://www.facebook.com/n8essentials>

Other Service Providers:

The name(s) of other service provider(s), including counsel, advisor(s) or consultant(s) that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services to the Company during the Reporting Period are as follows:

None

Item 9. Financial Statements.

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

- ☒ U.S. GAAP
☐ IFRS

The financial statements for this reporting period were prepared by: Name: John William Duncan, CPA
2107 Grand Blvd, # 407
Kansas City, MO 64108
(785)-430-8898

The following financial statements described below are provided and incorporated by this reference for the most recent fiscal year or quarter:

- B. Balance Sheet;
- C. Statement of Operations;
- D. Statement of Changes in Shareholders' Equity
- E. Statement of Cash Flows;
- F. Financial Notes; and
- G. Audit letter, if audited (the Company was not Audited)

See the financials and notes in Exhibit A

Item 10. Issuer's Certifications.

I, Roger Gooch, certify that:

1. I have reviewed June 30, 2023 Quarterly Report of Industry Source Consulting, 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 statement, 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.

Dated: October 2, 2023

Industry Source Consulting, Inc.

By /s/ Roger Gooch
Roger Gooch, Chief Executive Officer

I, Eric Szia, certify that:

1. I have reviewed June 30, 2023 Quarterly Report of Industry Source Consulting, 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 statement, 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.

Dated: October 2, 2023

Industry Source Consulting, Inc.

By /s/ Eric Szia
Eric Szia, Vice President and Treasurer

Exhibit A

INDUSTRY SOURCE CONSULTING, INC.

**411 E. 203rd Street
Belton, MO 64012**

**Financial Statements and Notes
For the Six Months Ended June 30, 2023 and 2022**

INSO

Statement of Operations (Unaudited)

	<u>6/30/2023</u>	<u>6/30/2022</u>
Revenue	\$ 66,615.00	\$ -
Cost of Goods Sold	<u>\$ 252,012.00</u>	
Gross Profit	<u>\$ (185,397.00)</u>	
Operating Expenses:		
General and Administrative	\$ 293,507.00	\$ 466.00
Rent	<u>\$ 189,300.00</u>	<u>\$ -</u>
Total Operating Expenses	<u>\$ 482,807.00</u>	<u>\$ 466.00</u>
Net Operating Income	<u>\$ (668,204.00)</u>	<u>\$ (466.00)</u>
Depreciation Expense	\$ (281,342.00)	
Interest Expense	\$ (11,661.00)	
Other Income	\$ 11,536.00	
Total Other Income (Expense)	<u>\$ (281,467.00)</u>	<u>\$ (466.00)</u>
Net Operating Income (Loss)	<u>\$ (949,671.00)</u>	<u>\$ (466.00)</u>
Net Income (Loss)		<u>\$ (466.00)</u>
Weighted Average Number of Common Shares Outstanding - Basic		90142795

INSO
Balance Sheet
Years 06/31/2023 and 12/31/2022
Unaudited

Assets	30-Jun 2023	31-Dec 2022
Current Assets:		
Cash	\$ 6,230.00	\$ 809.00
Accounts Receivable	\$ 19,841.00	\$ 4,810.00
Inventory	\$ 190,768.00	\$ 204,747.00
Prepaid Expenses	\$ 337.00	\$ 3,545.00
Related Party Receivable	<u>\$ 3,287.00</u>	<u>\$ 2,785.00</u>
 Total Current Assets	 <u>\$ 220,463.00</u>	 <u>\$ 216,696.00</u>
Other Assets:		
License	\$ 500,000.00	\$ 500,000.00
Property and Equipment, Net of Depr. 281342 and 4935 as of 6/30/23 & 12/31/22	\$ 1,931,064.00	\$ 2,170,444.00
Goodwill	\$ 2,962,960.00	\$ 2,962,960.00
Operating Lease Asset	<u>\$ 839,707.00</u>	<u>\$ 989,191.00</u>
 Total Other Assets	 <u>\$ 6,233,731.00</u>	 <u>\$ 6,622,595.00</u>
 Total Assets	 <u>\$ 6,454,194.00</u>	 <u>\$ 6,839,291.00</u>
Current Liabilities:		
Accounts Payable & Accrued Expenses	\$ 193,230.00	\$ 162,190.00
Current Portion of Operating Lease Liabilities	\$ 297,829.00	\$ 291,603.00
Convertible Note Payable	\$ 30,000.00	\$ 30,000.00
Related Party Payable	\$ 44,650.00	\$ -
Rent Payable		\$ 22,390.00
Preferred Stock Payable	<u>\$ 5,478,865.00</u>	<u>\$ 4,750,000.00</u>
 Total Current Liabilities	 <u>\$ 6,044,574.00</u>	 <u>\$ 5,256,183.00</u>

Long Term Liabilities:

Operating Lease Liabilites - (Less Current Portion)	\$ 541,878.00	\$ 697,588.00
Note Payable - Phyto Life	<u>\$ 432,900.00</u>	<u>\$ 501,507.00</u>

Total Long Term Liabilities	<u>\$ 974,778.00</u>	<u>\$ 1,199,095.00</u>
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Stockholders Equity (Deficiency)

Preferred Sstock \$.0001 par value; 10,000,000
shares authorized, 1 and 1 Series A preferred
stock shares issued and outstanding as of
12/31/22 and 12/31/21 respectively

\$ -

Preferred Stock \$.0001 par value, 90,000,000
shares authorized, 1 and 1 Series A preferred
2,247,306 and 2,247,306 Series B Preferred stock
shares issued and outstanding as of
12/31/22 and 12/31/21 respectively

\$ 225.00

\$ 225.00

Preferred stock Series C, \$.0001 par value
500,000,000 shares authorized -0- issued and
outstanding as of 12/31/22 and 12/31/21
respectively

\$ -

Common Stock, \$.0001 par value,
1,000,000 Authorized Shares

109,392,795 and 90,142,795 outstanding
as of 12/31/22 and 12/31/21 respectively

\$ 10,939.00

\$ 10,439.00

Additional Paid-in Capital

\$ 8,091,509.00

\$ 8,091,509.00

Common Stock to be Issued

\$ -

Accumulated Deficit

\$ (8,667,831.00)

\$ (7,718,160.00)

Total Stockholders Equity	<u>\$ (565,158.00)</u>	<u>\$ 384,013.00</u>
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Total Liabilities and Stockholder Equity	<u>\$ 6,454,194.00</u>	<u>\$ 6,839,291.00</u>
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Statement of Cash Flows

INSO

(Unaudited)

	<u>6/30/2023</u>	<u>6/30/2022</u>
Net Income (Loss)	\$ (949,671.00)	\$ <u>(466.00)</u>
Adjustments to Reconcile Net		
Depreciation Expense	\$ 281,342.00	
Operating Activities:		
Stock Based Compensation		
Changes in Operating Assets:		
Accounts Receivable	\$ (15,031.00)	
Inventory	\$ 13,979.00	
Prepaid Expenses	\$ 3,208.00	
Related Party Receivable	\$ (502.00)	
Accounts Payable & Accrued Expenses	\$ 31,040.00	
Related Party Payable	\$ 44,650.00	
Rent Payable	\$ (22,390.00)	
Net Cash Flows From Operations	\$ (613,375.00)	<u>\$ (466.00)</u>
Cash Flows from Investing Activities:		
Acquisition of Fixed Assets - Goodwill	<u>\$ (41,962.00)</u>	
Net Cash Flows From Investing	\$ (41,962.00)	<u>\$ -</u>
Cash Flows from Financing Activities:		
Proceeds from Related Party Advances		\$ 466.00
Stock Payable	\$ 728,865.00	
Common Stock	\$ 500.00	
Payments Related Party Payable	<u>\$ (68,607.00)</u>	
Net Cash Flows From Financing Activities	\$ 660,758.00	<u>\$ 466.00</u>

Net Increase (Decrease in Cash)	\$ 5,421.00	\$ -
Cash Beginning of Year	<u>\$ 809.00</u>	<u>\$ 971.00</u>
Cash End of Year	\$ 6,230.00	<u><u>\$ 971.00</u></u>

Supplemental Disclosures:

Interest Paid	\$ -	\$ -
Income Taxes Paid	\$ -	\$ -

Supplemental Disclosures for Non-Cash Financing Activities:	<u>\$25,000.00</u>
Conversion of Notes Payable to Common Stock	

INSO									
For Quarter Ending 6/30/23									
Unaudited	Pref Stk - Series		Pref Stk - Series B		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Pd-In Cap Amount	Deficit Amount	Stkholdr Equity Amount
Balance at 12/31/2020	1	\$ -	2249423	\$ 227.00	90142795	\$ 9,014.00	\$ 7,708,434.00	\$ (7,685,883.00)	\$ 20,240.00
Cancel Series B preferred stock issued for services			-1467	\$ (2.00)			\$ (71.00)		\$ (73.00)
Cancel Common Stock					-5000000	\$ (500.00)	\$ (4,500.00)		\$ (5,000.00)
Conversion of Series B preferred stock to common			-250		2500000	\$ 250.00	\$ 115,250.00	\$ (115,500.00)	\$ -
Conversion of notes payable into shares common					2500000	\$ 250.00	\$ 24,750.00		\$ 25,000.00
Net Loss 2021								\$ (8,377.00)	\$ (8,377.00)
	<u>1</u>	<u>\$ -</u>	<u>2247706</u>	<u>\$ 225.00</u>	<u>90142795</u>	<u>\$ 9,014.00</u>	<u>\$ 7,708,434.00</u>	<u>\$ (7,685,883.00)</u>	<u>\$ 31,790.00</u>
2022									
New Issuance Common Stock for services					6000000	\$ 600.00	\$ 120,000.00		\$ 120,000.00
New Issuance Common Stock for services					4250000	\$ 425.00	\$ 85,000.00		\$ 85,000.00
New Issuance Common Stock for services					5000000	\$ 500.00	\$ 100,000.00		\$ 100,000.00
Cancellation Common Stock					-6000000	\$ (600.00)	\$ (20,500.00)		\$ (20,500.00)
New Issuance Common Stock for services					5000000	\$ 500.00	\$ 100,000.00		\$ 100,000.00
Cancellation Series B Stock			-400	\$ -			\$ -		\$ -
Net Loss 2022								\$ (32,277.00)	\$ (32,277.00)
Totals 2022	<u>1</u>	<u>\$ -</u>	<u>2247306</u>	<u>\$ 225.00</u>	<u>104392795</u>	<u>\$ 10,439.00</u>	<u>\$ 8,092,934.00</u>	<u>\$ (7,718,160.00)</u>	<u>\$ 384,013.00</u>
2023									
Conversion of Class B			-500	\$ -	5000000	\$ 500.00	\$ -		\$ 500.00
Net Loss 2023								\$ (949,671.00)	\$ (949,671.00)
Totals Qtr 2 2023	<u>1</u>	<u>\$ -</u>	<u>2246806</u>	<u>\$ 225.00</u>	<u>109392795</u>	<u>\$ 10,939.00</u>	<u>\$ 8,092,934.00</u>	<u>\$ (8,667,831.00)</u>	<u>\$ (565,158.00)</u>

INDUSTRY SOURCE CONSULTING, INC.
Notes to Financial Statements (Unaudited)
June 30, 2023

NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION BASIS

Nature of organization & business

Industry Source Consulting, Inc., ('INSO' or the 'Company'), was formed as a developmental company to provide products and services to the agricultural industry. The Company was incorporated on January 10, 2010, under the laws of the State of Wyoming.

The board of directors of the Company, as provided by the Company's bylaws, has established a fiscal year end for accounting purposes for the Company. The fiscal year end of December 31 was designated by the board in its initial board meeting and remains unchanged.

In accordance with Accounting Standards Codification ("ASC") 915, Development Stage Entities, the Company is considered to be in the development stage, with limited operations since incorporating in the United States.

On November 15, 2022, in anticipation of the Asset Purchase Agreement discussed below, Michael Molen, the CEO and sole director of the Company sold the one issued and outstanding share of Series A preferred stock to Mission ETC, LLC, an entity controlled by Eric Szia, the current vice president, treasurer and a director of the Company and Troy Covey, the current operations manager of the Company. The one share of Series A preferred stock has voting rights equal to 75% of the issued and outstanding shares of Company's common stock.

On December 9, 2022, the Company executed an Asset Purchase Agreement with Phyto Life Organics, LLC ("Phyto Life"), whereby the assets and liabilities of Phyto Life were purchased for 250,000,000 shares of the Company's Series C preferred stock and a promissory note for \$500,000. The Series C preferred shares were valued at \$4,750,000 or \$0.019 per share. The aggregate consideration under the asset purchase agreement was \$5,250,000. The Asset Purchase Agreement between the Company and Phyto Life was treated as an asset acquisition for financial statement reporting purposes. Accordingly, Phyto Life's assets and liabilities were merged into the Company's financial statements at historical cost less accumulated depreciation.

On December 15, 2022, Michael Moran the Company's CEO and sole director resigned and the new management team assumed management control over the Company. Roger Gooch was appointed a director, Eric Szia was appointed vice president, treasurer and a director and Robert Pflueger was appointed vice president, secretary and a director of the Company.

The above three transactions were considered a change in control of the Company.

On March 1, 2023, Roger Gooch was appointed the Company's CEO.

The Company's business operations consists of CBD Products.

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America.

Use of Estimates

In preparing financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of expenses. Actual results could differ from those estimates.

Reclassifications

Certain prior year amounts have been reclassified for comparative purposes to conform to the current-year financial statement presentation. These reclassifications had no effect on previously reported results of operations. In addition, certain prior year amounts from the restated amounts have been reclassified for consistency with the current period presentation.

Cash and Cash Equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Concentrations of Risk

Cash and cash equivalents deposited with financial institutions are insured by the Federal Deposit Insurance Corporation (“FDIC”). The Company did not hold cash in excess of FDIC insurance coverage at a financial institution as of June 30, 2023 and December 31, 2022.

Accounts Receivable

Accounts receivables are recorded at the invoiced amount and are stated net of an allowance for doubtful accounts. The allowance for doubtful accounts is the Company’s best estimate of the amount of probable credit losses in the existing accounts receivable. The allowance is based on historical collection data and current franchisee information. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. At June 30, 2023, no allowance for doubtful accounts was deemed necessary. The accounts receivable balance was \$5,487 and \$4,810 at June 30, 2023 and December 31, 2022, respectively.

Inventory

Inventories are valued at the lower of cost (determined on a weighted average basis) or market. Management compares the cost of inventories with the market value and allowance is made to write down inventories to market value, if lower. The Company’s inventory consists of CBD material in various stages of the manufacturing process. The Company evaluated the inventory at June 30, 2023 and determined no inventory reserve was necessary. The inventory balance was \$202,801 and \$204,747 at June 30, 2023 and December 31, 2022, respectively.

Prepaid Expenses

The Company considers all items incurred for future services to be prepaid expenses. The prepaid expenses were \$337 and \$3,545 at June 30, 2023 and 2022, respectively, consisting of the OTC Markets semi-annual fee and various other items.

Property, plant and equipment

Property, plant and equipment is recorded at cost and depreciated on the straight-line method over the estimated useful lives. Expenditures for normal repairs and maintenance are charged to expense as incurred. The cost and related accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss is included in the statement of operations. The Company’s property, plant and equipment consists for farming machinery, manufacturing equipment, leasehold improvements and various other items. The property, plant and equipment balance was \$2,377,846 and \$2,361,346 at June 30, 2023 and December 31, 2022, respectively.

The Company recorded depreciation expenses of \$196,721 and \$0- for the three months ended June 30, 2023 and 2022, respectively.

Fair Value Measurements

In September 2006, the FASB issued ASC 820 (previously SFAS 157) which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of ASC 820 were effective January 1, 2008.

As defined in ASC 820, fair value is 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 (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observations of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy defined by ASC 820 are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value.

The Company did not identify any assets or liabilities that are required to be adjusted on the balance sheet to fair value as of June 30, 2023 and December 31, 2022.

Revenue Recognition

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods and service transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

Income taxes

The Company's policy is to provide for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. The U.S. Tax Cuts and Jobs Act (TCJA) legislation reduces the U.S. federal corporate income tax rate from 35.0% to 21.0% and is effective June 22, 2018, for the Company. On January 1, 2023, the U.S. federal corporate income tax increased from 21% to 28%. We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carryforward period.

The Company is not aware of any uncertain tax position that, if challenged, would have a material effect on the financial statements for the three months ended June 30, 2023, or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the balance sheet. All tax returns for the Company remain open for examination.

Basic and diluted net income per share

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options warrants. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for the periods presented. As of June 30, 2023, the Company has no options or warrants outstanding. At June 30, 2023, the total shares issuable upon conversion of Series B preferred stock, Series C preferred stock and convertible promissory note payable to shares of the Company's common stock would be approximately 2,821,729,000 shares of the Company's common stock.

The number of shares required to satisfy the requirements of the Company outstanding convertible series B preferred stock and convertible promissory note payable exceeds the number of unissued shares of the Company. The Company currently has 1,000,000,000 shares of common stock authorized, but that number is insufficient to meet the Company's obligations to certain individuals, officers and corporations under the terms of the convertible series B preferred stock and convertible promissory note payable. Due to existing restrictions limiting the holder of the series B preferred stock and convertible promissory note payable to receive, upon conversion, shares of common stock which will not exceed 4.9% of the Company's issued and outstanding common stock, there is no imminent requirement that the number of our authorized capital stock be increased. At an appropriate time, the Company envisions seeking a solution to the authorized capitalization, but the Company cannot provide any assurance that the Company will be able to obtain a solution. If the Company fails to resolve the issue with authorized capitalization, the Company may be in default under the terms of the series B preferred stock and convertible promissory note payable. At June 30, 2023, the total shares issued and outstanding, issuable upon conversion of Series B preferred stock, Series C preferred stock and convertible promissory note payable would be approximately 2,931,122,000 shares of the Company's common stock which exceeded the number of unissued shares of the Company's common stock by approximately 1,931,122,000 shares.

Related Parties

The registrant follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include (a) affiliates of the registrant; (b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; (c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; (d) principal owners of the registrant; (e) management of the registrant; (f) other parties with which the registrant may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and (g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: (a) the nature of the relationship(s) involved; (b) description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; (c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and (d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Recently Issued Accounting Standards

Management believes recently issued accounting pronouncements will have no impact on the financial statements of the Company.

NOTE 2 - GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has incurred material recurring losses from operations. The Company has generated minimal revenues and has generated losses totaling \$1,563,515 since inception.

The financial statements do not contain any adjustments to reflect the probable future effects on the classification of assets or the amounts and classification of liability that may result should the Company be unable to continue as a going concern.

NOTE 3 – ASSET ACQUISITION

On December 9, 2022, the Company (the "Legal Entity") executed an Asset Purchase Agreement with Phyto Life Organics, LLC, (the "Accounting Entity"), whereby the assets of Phyto Life were purchased for 250,000,000 shares of the Company's Series C preferred stock, par value \$0.0001, valued at \$4,750,000 or \$0.019 per share and a promissory note for \$500,000 for an aggregate consideration of \$5,250,000. Each share of Series C preferred stock may be convertible into one share of Company's common Stock or 250,000,000 shares of the Company's restricted common stock.

The Asset Purchase Agreement between the Company and the Accounting Entity was treated as an asset acquisition for financial statement reporting purposes. Accordingly, the Accounting Entity's assets, liabilities and results of operations remained the historical financial statements of the Company. The asset acquisition was at historical cost less accumulated depreciation with remaining amounts acquired attributable to Goodwill.

On December 15, 2022, as a result of the Asset Purchase Agreement, Michael Molen, the Legal Entity's sole director and executive officer resigned and was replaced by the a leadership team. Roger Gooch was appointed the CEO and a director, Eric Szia was appointed vice president, treasurer and a director and Robert Pflueger was appointed vice president, secretary and a director of the Legal Entity. Mr. Szia and Troy Covey, the Company's operations manager, each own 50% of the 1 share of Series A preferred stock issued and outstanding, which has voting rights equal to 75% of the issued and outstanding shares of the Legal Entity's common stock.

The following table summarizes the fair values of assets acquired, liabilities assumed, and Series A and Series B preferred stock acquired at the acquisition date of the Legal Entity.

Prepaid expenses	\$	3,208
Accounts payable		(4,235)
Convertible notes payable		(30,000)
Series A preferred stock		(100,000)
Series B preferred stock		(42,698,814)
Equity		48,079,841
Total consideration	\$	5,250,000

Pro-Forma Financial Information

The following unaudited pro forma data summarizes the results of operations for the three months ended June 30, 2022, as if the transaction between the Company and Accounting Entity had been completed on January 1, 2022. The pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the Merger had taken place on January 1, 2022.

June 30, 2023

Revenues	\$	20,505
New Loss	\$	(63,980)
Net loss per basic common share	\$	(0.00)
Weighted average common shares outstanding		90,142,795

NOTE 4 – NOTES PAYABLE

Notes payable: non-convertible

The Company has in the past issued a number of notes with various maturities dates through June 30, 2023 to unrelated parties. These notes bore interest at 7% to 10%. The unpaid balance including accrued interest was \$0 and \$0 at June 30, 2023 and December 31, 2022, respectively. The promissory notes are reported in notes payable in the accompanying consolidated balance sheet.

Notes payable: convertible

The Company has issued an on-demand convertible note. The loan is non-interest bearing. In addition, at any time, the individual may convert the notes into shares of the Company's common stock at an exercise price of \$0.0001 per share. Due to the short-term nature of the loan, the notes are recorded as current liabilities in the accompanying balance sheet. The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock on the date of issuance. There were no new convertible notes payable added during twelve months ended June 30, 2023 and 2022. The debt discounts are amortized through the term of the notes. The outstanding balance at June 30, 2023 and December 31, 2022 was \$30,000. At June 30, 2023 and December 31, 2022, there was no unamortized debt discount. The Company is in default with the repayment terms for this note payable.

As of June 30, 2023, the conversion price of the convertible note was fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "Derivatives and Hedging" ("ASC 815"), the embedded conversion options of the note were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded no debt discounts for the three months ended June 30, 2023 and 2022.

Long Term Notes payable: related party non-convertible

The Company has issued a related party note payable with the Company's December 9, 2022 asset acquisition. See *Note 3 – Asset Acquisition* for a further discussion. The note matures on December 9, 2024. These notes bear interest at 5%. During February and March 2023, the Company repaid \$30,600 of principal due under notes payable agreement. The unpaid balance including accrued interest was \$477,162 and \$501,507 at June 30, 2023 and December 31, 2022. The promissory notes are reported in long-term notes payable in the accompanying consolidated balance sheet.

NOTE 5 – EQUITY TRANSACTIONS

The Company has four classes of stock, common stock, 1,000,000,000 shares authorized at a par value of \$0.0001, Series A preferred stock, 10,000,000 shares authorized at a par value of \$0.0001, Series B preferred stock, 90,000,000 shares authorized at a par value of \$0.0001 and Series C preferred stock, 500,000,000 shares authorized at a par value of \$0.0001.

On June 30, 2023 the Company issue and outstanding shares included 109,392,795 shares of common stock, 1 share of Series A preferred stock, 2,247,806 shares of Series B preferred stock and -0- shares of Series C preferred stock. As a result of the December 09, 2022 Asset Acquisition, the Company common stock were considered issued on December 9, 2022 and the Series A and Series B preferred stock were considered acquired on December 9, 2022. See *Note 3 – Asset Acquisition* for a further discussion.

Common Stock

On December 9, 2022, the Company entered into an Asset Purchase Agreement between the Company and Phyto Life, whereby the 109,392,795 outstanding shares were considered to be shares issued upon the asset acquisition. See *Note 3 – Asset Acquisition* for a further discussion.

Series A Preferred stock

Each share of the Company's Series A preferred stock has voting rights equal to 75% of the issued and outstanding shares of the Company's common stock. The Company's one share of issued and outstanding Series B preferred stock is owned by an entity controlled by the Company's vice president, treasurer and a director and the Company's operations manager.

On December 9, 2022, the Company entered into an Asset Purchase Agreement between the Company and Phyto Life, whereby the 1 outstanding share was considered to be shares acquired under the asset acquisition. See *Note 3 – Asset Acquisition* for a further discussion.

Series B Preferred stock

The Company has authorized each share of the Company's Series B preferred stock which may be converted to one thousand (1,000) shares of the Company's common stock at the election of the preferred stock shareholders.

On December 9, 2022, the Company entered into an Asset Purchase Agreement between the Company and Phyto Life, whereby the 2,247,806 outstanding shares were considered to be shares acquired under the asset acquisition.

During the year ended December 31, 2022, an individual converted 1,000,000 shares of the Company's common stock into 100 shares of Series B preferred stock. The Series B preferred stock was valued at \$50,000 or \$0.05 per share.

Series C Preferred stock

The Company has authorized each share of the Company's Series C preferred stock which may be converted to one (1) share of the Company's common stock at the election of the preferred stock shareholders.

On December 9, 2022, the Company executed an Asset Purchase Agreement with Phyto Life Organics, LLC, whereby assets and liabilities of Phyto Life were purchased for 250,000,000 shares of the Company's Series C preferred stock, par value \$0.0001, valued at \$4,750,000 or \$0.019 per share. The shares are to be issued to a group of 111 investors. As of June 30, 2023, the shares have not been issued to the investors.

Those 250,000,000 shares remain unissued at the time of this disclosure.

NOTE 6 – RELATED PARTY TRANSACTIONS

At June 30, 2023 and December 31, 2022, respectively, the Company's due from related parties was \$3,287 and \$2,785 and reported in related party receivable in the accompanying balance sheets.

NOTE 7 – OPERATING LEASES

The Company determines if a contract contains a lease at inception. The Company's material long-term operating lease agreements are for a growing facility, a production facility, a shop facility and land to support the Company's CBD business as well as our corporate offices. The lease term begins on the date that the Company takes possession under the lease, including the pre-opening period during construction, when in many cases the Company is not making rent payments. The initial lease terms range from 1 year to 3 years, most of which include renewal options. The lease term is generally the minimum of the noncancelable period or the lease term including renewal options which are reasonably certain of being exercised up to a term of approximately 3 years.

Operating lease assets and liabilities are recognized at the lease commencement date for material leases with a term of greater than 12 months. Operating lease liabilities represent the present value of future minimum lease payments. Since our leases do not provide an implicit rate, our operating lease liabilities are calculated using the Company's secured incremental borrowing rate at lease commencement. We estimate this rate based on prevailing financial market conditions, comparable companies, credit analysis and management judgment. Minimum lease payments include only fixed lease components of the agreement, as well as variable rate payments that depend on a percentage increase over the term of the lease.

Operating lease assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepaid or accrued lease payments, initial direct costs and lease incentives as applicable.

Operating lease expense is recognized on a straight-line basis over the lease term. Variable lease payments that do not depend on a rate or index, escalation in the index subsequent to the initial measurement, payments associated with non-lease components such as common area maintenance, real

estate taxes and insurance, and short-term lease payments (leases with a term with 12 months or less) are expensed as incurred. As of June 30, 2023, all of the Company's leases were operating.

On December 10, 2022, the Company signed four three-year operating lease contracts with Smith Farm LLC. The leases starts on December 10, 2022 and end on December 9, 2025. The monthly rental is \$31,550 and an aggregate of \$1,135,800 over the term of the lease. Rent expenses were \$94,650 and \$-0- for the three months ended June 30, 2023 and 2022, respectively.

Supplemental balance sheet and other lease disclosures:

Operating leases	Classification	Amount
Right-of-use assets	Operating lease assets	\$ 914,179
Deferred rent payments	Operating lease liability	-
Current lease liabilities	Operating lease liability	297,829
		297,829
Non-current lease liabilities	Operating lease liability, less current portion	616,350
Total lease liabilities		\$ 914,179
Weighted average remaining lease term (in years)		2.75
Discount rate		8%

Future minimum rent payments for our operating leases for the next five years as of June 30, 2023 are as follows:

Fiscal year ending:	Amount
2023	\$ 283,950
2024	378,600
2025	378,600
2026	
2027	
Total minimum lease payments	1,141,150
Less: imputed interest	126,971
Present value of lease liabilities	\$ 914,179

NOTE 7 – SUBSEQUENT EVENTS

On May 11, 2023, the Company filed an amendment to the Company's articles of incorporation with the Wyoming Secretary of State to increase the authorized shares for the Series C preferred stock from 20,000,000 to 500,000,000 shares.