

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

FORWARDLY, INC.

A NEVADA Corporation

3535 Executive Terminal Drive, Henderson, Nevada 89052

702-840-4433

Website: NONE

EMAIL: NONE

SIC CODE:7363

Annual Report
For the Period Ending: DECEMBER 31, 2023
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

569,654,257 as of March 20, 2024

569,654,257 as of December 31, 2023

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Exact Company Name: FORWARDLY, INC. (hereinafter referred to as "we", "us", or "our" or "the Issuer").

Formerly known as: Guard Dog, Inc. until 1-2020
FSBO Media Holdings, Inc. until 9-2008
Discover Capital Holdings Corp. until 11-2005
Sunlite Technologies Corp. until 11-2001
Hospitality Concepts, Inc. to 1-1990

Current State and Date of Incorporation or Registration: State of Nevada – September 27, 2005

Standing in this jurisdiction: (e.g. active, default, inactive): Active and in good standing

Prior Incorporation Information for the issuer and any predecessors during the past five years:

N/A

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

NONE

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

NONE

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

3535 Executive Terminal Drive
Henderson NV 89052

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

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

3535 Executive Terminal Drive
Henderson NV 89052

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

Yes: ☐ No: ☒

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

N/A

2) Security Information

Transfer Agent

Name: Madison Stock Transfer, Inc.
Phone: 718-627-4453
Email: info@madisonstocktransfer.com
Address: 2500 Coney Island Avenue, Brooklyn NY 11223

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>FORW</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>34986W106</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,360,000,000</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>569,654,257</u>	as of date: <u>December 31, 2023</u>
Number of shares in the Public Float:	<u>267,705,417</u>	as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>392</u>	as of date: <u>December 31, 2023</u>

Additional class of securities (if any): **NONE**

Other classes of authorized or outstanding equity securities:

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

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Class A Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>24,000,000</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>521,413</u>	as of date: <u>December 31, 2023</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Class B Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,500,000</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>123,478</u>	as of date: <u>December 31, 2023</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Class C Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>0</u>	as of date: <u>December 31, 2023</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Class D Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>300,000</u>	as of date: <u>December 31, 2023</u>

Security Description:

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

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

NONE

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

Class of Preferred	Issued and Outstanding	Voting Rights	Conversion Rights
Series A	521,413	521,413	521,413
Series B	123,478	123,478	123,478
Series C	0	0	0
Series D	300,000	375,000,000	375,000,000

There are no dividend, liquidation or redemption or sinking fund provisions.

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

NONE

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

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: ☐

NOTE – All common shares are reflected post-split 1-for-8 shares effective January 15, 2020

Number of Shares outstanding as of <u>January 1, 2022</u>	<u>Opening Balance:</u> Common: <u>464,017,262</u> Preferred: <u>944,891</u>	*Right-click the rows below and select "Insert" to add rows as needed.

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>3/8/2022</u>	<u>Issuance</u>	<u>2,456,621</u>	<u>Common</u>	<u>29,479</u>	<u>No</u>	<u>Peter Luce</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>3/8/2022</u>	<u>Issuance</u>	<u>2,456,621</u>	<u>Common</u>	<u>29,479</u>	<u>No</u>	<u>Konop Enterprises, Inc. (Thad Konop – control person)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>3/22/2022</u>	<u>Issuance</u>	<u>9,893,333</u>	<u>Common</u>	<u>296,800</u>	<u>No</u>	<u>Konop Enterprises, Inc. (Thad Konop – control person)</u>	<u>Exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>5,948,494</u>	<u>Common</u>	<u>118,970</u>	<u>No</u>	<u>George Sharp</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>5,948,494</u>	<u>Common</u>	<u>118,970</u>	<u>No</u>	<u>Status Marketing Company (Shahul Ameen)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Abubakkar Noohujohn</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Bitmore Properties, Inc. (George Pietrobon)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Peter Luce</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>5,948,494</u>	<u>Common</u>	<u>118,970</u>	<u>No</u>	<u>The Louis Sapi trust (Louis Sapi)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>

<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Michael Dominiquez</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Leonard Harris</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>8,922,740</u>	<u>Common</u>	<u>178,455</u>	<u>No</u>	<u>MacNicol Emergence Fund (Joseph Pochodyniak)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>1,487,124</u>	<u>Common</u>	<u>29,742</u>	<u>No</u>	<u>Kristine Plowman</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>4,461,370</u>	<u>Common</u>	<u>89,227</u>	<u>No</u>	<u>James Blackwell</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>5,948,494</u>	<u>Common</u>	<u>118,970</u>	<u>No</u>	<u>Konop Enterprises Inc (Thad Konop)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>40.000</u>	<u>No</u>	<u>Konop Enterprises Inc. (Thad Konop)</u>	<u>Exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>8,922,740</u>	<u>Common</u>	<u>178,455</u>	<u>No</u>	<u>Antnoio Dutra</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>11,896,987</u>	<u>Common</u>	<u>237,940</u>	<u>No</u>	<u>Paul Cloutier</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>1,487,124</u>	<u>Common</u>	<u>29,742</u>	<u>No</u>	<u>Nrich, Inc. (Abubakkar Noohujohn)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>1,487,124</u>	<u>Common</u>	<u>29,742</u>	<u>No</u>	<u>Airbond Travel Services, Inc. (Abubakkar Noohujohn)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>3/31/2023</u>	<u>Issuance</u>	<u>6,000,000</u>	<u>Common</u>	<u>119,940</u>	<u>No</u>	<u>George Sharp</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>3/31/2023</u>	<u>Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>39,800</u>	<u>No</u>	<u>Len Harris</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>

<u>3/31/2023</u>	<u>Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>29,850</u>	<u>No</u>	<u>Michael Sofer</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>3/31/2023</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>19,900</u>	<u>No</u>	<u>Ernest Stern</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>3/31/2023</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>19,900</u>	<u>No</u>	<u>Michael Pollack</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
Shares Outstanding on <u>December 31, 2023 and March 20, 2024</u>	<u>Ending Balance:</u> Common: <u>569,654,257</u> Preferred: <u>944,891</u>								

Use the space below to provide any additional details, including footnotes to the table above:
NONE

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or 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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:
None

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”)

The Company is a holding company organized with a goal of investing, acquiring and managing a diversified portfolio of profitable, growth-oriented companies.

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

On June 1, 2020, the Company formed Breathe Medical Devices, Inc., through which the Company intends to perform the Exclusive Distributor Agreement they entered into with Ligand Innovation Global for the sale of portable ventilator medical equipment, under the brand name LifeAir G1 throughout the United States in perpetuity, subject to a right of Ligand Innovation Global to terminate the Exclusive Distributor Agreement if the Company has not sold at least 1,000 portable ventilators within two years following United States Food and Drug Administration approval of the ventilator equipment.

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

The Company focuses its efforts on the investment, acquisition and development of various businesses. The Company is actively pursuing investment, acquisition and development of target businesses and expects to secure an investment or acquisition in the near future. Because of management expertise and business alliances the Company expects to succeed in future ventures in growth industries with vast potential within the domestic U.S. market.

5) Issuer's Facilities

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

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

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

At this time the Company does not have any significant tangible assets and is in the process of identifying suitable targets for acquisition. The Company does not own or lease any real estate other than a month-to month for virtual office space.

6) Officers, Directors, and Control Persons

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.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

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 (as converted)	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>George Sharp</u>	<u>CEO</u>	<u>San Diego, CA</u>	<u>375,000,000</u>	<u>Preferred</u> <u>D</u>	<u>100%</u>	<u> </u>
<u>George Sharp</u>	<u>CEO</u>	<u>San Diego, CA</u>	<u>24,500,000</u>	<u>Common</u>	<u>4.30%</u>	
<u>Len Harris</u>	<u>Director</u>	<u>Vancouver,</u> <u>British Columbia</u>	<u>6,000,000</u>	<u>Common</u>	<u>1.05%</u>	<u> </u>
<u>John Morse</u>	<u>Over 5%</u>	<u>Fort Myers, FL</u>	<u>207,500</u>	<u>Preferred</u> <u>A</u>	<u>39.80%</u>	

<u>Melin Living Trust DTD 11/12/99 (Thomas N Melin & Virginia W Melin TTEE)</u>	<u>Over 5%</u>	<u>Longview, WA</u>	<u>75,000</u>	<u>Preferred A</u>	<u>14.39%</u>	
<u>Carl Brandtlow</u>	<u>Over 5%</u>	<u>Fort Myers, FL</u>	<u>37,500</u>	<u>Preferred A</u>	<u>7.19%</u>	
<u>Greystone Funding LLC (Chris Charman, Manager)</u>	<u>Over 5%</u>	<u>Deltona, FL</u>	<u>59,739</u>	<u>Preferred B</u>	<u>48.38%</u>	
<u>Pinpoint Investments LLC (Fiorvanti Clayton, Manager)</u>	<u>Over 5%</u>	<u>Orlando, FL</u>	<u>59,739</u>	<u>Preferred B</u>	<u>48.38%</u>	

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

NONE

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

NONE

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

NONE

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

NONE

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NONE

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

NONE

8) Third Party Service Providers

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

Securities Counsel

Name: Ernest Stern, Esq.
Firm: Culhane Meadows PLLC
Address 1: 1701 Pennsylvania Avenue, NW, Suite 200
Address 2: Washington, DC 20006
Phone: 301-910-2030
Email: estern@culhanemeadows.com

Accountant

Name: Michael Pollack
Firm: KBL, LLP
Address 1: 1350 Broadway, Suite 1510
Address 2: New York, NY 10018
Phone: 212-785-9700
Email: mpollack@kbl.com

Auditor

Name: Fruci & Associates II, PLLC
Firm: Fruci & Associates II, PLLC
Address 1: 802 N Washington
Address 2: Spokane, WA 99210
Phone: 509-624-9223
Email: _____

9) Financial Statements

- A. This Disclosure Statement was prepared by (name of individual):

Name: George Sharp
Title: President
Relationship to Issuer: President

- B. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

- C. The following financial statements for this reporting period were prepared by (name of individual):

Name: Michael Pollack
Title: Consultant
Relationship to Issuer: N/A

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

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

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.

Included in this document

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.

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).

The certifications shall follow the format below:

I, George Sharp certify that:

1. I have reviewed this Annual Report of Forwardly, Inc. for the year ended December 31, 2023;
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.

3/20/2024 [Date]

/s/ George Sharp [CEO's Signature]

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

Principal Financial Officer:

I, George Sharp certify that:

1. I have reviewed this Annual Report of Forwardly, Inc. for the year ended December 31, 2023;
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.

3/20/2024 [Date]

/s/ George Sharp [CFO's Signature]

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

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Forwardly, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Forwardly, Inc. ("the Company") as of December 31, 2023 and 2022, and the related consolidated statements of operations, changes in stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022 and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has an accumulated deficit, net losses, and negative cash flows from operations. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there were no critical audit matters.

Fruci & Associates II, PLLC

Fruci & Associates II, PLLC – PCAOB ID #05525
We have served as the Company's auditor since 2023.

Spokane, Washington
March 20, 2024

FORWARDLY, INC.
CONSOLIDATED BALANCE SHEETS

	<u>December 31,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 295,162	\$ 408,460
Note receivable	-	440,000
Investment – HUMBL common stock	9,000	94,000
Investment – Stratos Renewables Corporation	760,000	-
Total current assets	<u>1,064,162</u>	<u>942,460</u>
NON-CURRENT ASSETS		
Digital assets	-	12,123
Total non-current assets	<u>-</u>	<u>12,123</u>
TOTAL ASSETS	<u><u>\$ 1,064,162</u></u>	<u><u>\$ 954,583</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 44,897	\$ 41,463
Accrued expenses – related party	1,096,200	852,600
Due to related party	7,329	9,297
Total current liabilities	<u>1,148,426</u>	<u>903,360</u>
TOTAL LIABILITIES	<u>1,148,426</u>	<u>903,360</u>
Commitments and contingencies	-	-
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, \$0.001 par value, 40,000,000 shares authorized		
Series A Preferred stock, par value \$0.001; 24,000,000 shares authorized; 521,413 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	521	521
Series B Preferred stock, par value \$0.001; 1,500,000 shares authorized; 123,478 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	123	123
Series C Preferred stock, par value \$0.001; 5,000,000 shares authorized; 0 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	-	-
Series D preferred stock; par value \$0.001; 5,000,000 shares authorized; 300,000 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	300	300
Common stock, par value \$0.001; 1,360,000,000 shares authorized, 569,654,257 and 558,154,257 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	569,654	558,154
Additional paid in capital	6,791,669	6,574,319
Accumulated deficit	(7,446,531)	(7,082,194)
Total stockholders' equity (deficit)	<u>(84,264)</u>	<u>51,223</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u><u>\$ 1,064,162</u></u>	<u><u>\$ 954,583</u></u>

See notes to consolidated financial statements.

FORWARDLY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
REVENUES	\$ -	\$ -
COST OF REVENUES	<u>-</u>	<u>-</u>
GROSS PROFIT	-	-
OPERATING EXPENSES:		
Professional fees	619,384	326,718
Impairment – digital assets	7,573	237,877
Impairment – investment - Ligand	-	1,000,000
Bad debt	34,550	251,616
General and administrative	7,830	30,755
Total operating expenses	<u>669,337</u>	<u>1,846,966</u>
LOSS FROM OPERATIONS BEFORE OTHER EXPENSES	(669,337)	(1,846,966)
OTHER INCOME (EXPENSE):		
Unrealized gain (loss) on investment	275,000	(1,906,000)
Gain on settlement	-	2,016,000
Interest expense, net of interest income	30,000	(870,038)
Total other income (expense)	<u>305,000</u>	<u>(760,038)</u>
LOSS FROM CONTINUING OPERATIONS BEFORE BENEFIT (PROVISION) FOR INCOME TAXES	<u>(364,337)</u>	<u>(2,607,004)</u>
BENEFIT (PROVISION) FOR INCOME TAXES	<u>-</u>	<u>-</u>
NET LOSS	<u>\$ (364,337)</u>	<u>\$ (2,607,004)</u>
NET LOSS PER SHARE		
Basic and diluted	\$ (0.00)	\$ (0.01)
SHARES USED IN CALCULATION OF NET LOSS PER SHARE		
Basic and diluted	566,818,641	502,677,056

See notes to consolidated financial statements.

FORWARDLY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
Cash flows from operating activities:		
Net loss	\$ (364,337)	\$(2,607,004)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Impairment of digital assets	7,573	237,877
Bad debt	34,550	251,616
Gain on settlement	-	(2,016,000)
Common shares issued for services	228,850	-
Unrealized loss on investment	(275,000)	1,906,000
Impairment – investment - Ligand	-	1,000,000
Warrant exercise expense	-	16,000
Amortization of debt and BCF discount	-	645,003
Changes in assets and liabilities		
Prepaid expenses and other current assets	(30,000)	(30,000)
Change in related party payable	(1,968)	6,135
Accounts payable and accrued expenses	247,034	342,239
Net cash (used in) operating activities	<u>(153,298)</u>	<u>(248,134)</u>
Cash flows from investing activities:		
Payments received on note receivable - HUMBL	440,000	1,760,000
Investment in Stratos Renewables Corporation	(400,000)	-
Investment in digital assets	-	(250,000)
Net cash provided by (used in) investing activities	<u>40,000</u>	<u>1,510,000</u>
Cash flows from financing activities:		
Proceeds from exercise of warrants	-	336,800
Payments of notes payable – related parties	-	(2,000,000)
Payments of convertible notes payable	-	(150,000)
Proceeds from convertible notes payable	-	-
Net cash (used in) financing activities	<u>-</u>	<u>(1,813,200)</u>
NET DECREASE IN CASH	<u>(113,298)</u>	<u>(551,334)</u>
Cash - beginning of period	408,460	959,794
Cash - end of period	<u>\$ 295,162</u>	<u>\$ 408,460</u>
SUPPLEMENTAL DISCLOSURES:		
Cash paid for interest	\$ -	\$ 184,159
Cash paid for income taxes	\$ -	\$ -
SUMMARY OF NONCASH ACTIVITIES:		
Conversion of notes payable and accrued interest for common stock	\$ -	\$ 1,605,566

See notes to consolidated financial statements.

FORWARDLY, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
YEARS ENDED DECEMBER 31, 2023 AND 2022

	Preferred		Common		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	
Balances at December 31, 2021	944,891	\$944	464,017,262	\$464,017	\$ 4,726,090	\$(4,475,190)	\$ 715,861
Shares issued in exercise of warrants	-	-	11,893,333	11,893	324,907	-	336,800
Shares issued in conversion of notes payable	-	-	82,243,662	82,244	1,523,322	-	1,605,566
Net loss for the year		-		-	-	(2,607,004)	(2,607,004)
Balances at December 31, 2022	944,891	\$944	558,154,257	\$558,154	\$ 6,574,319	\$(7,082,194)	\$ 51,223
Shares issued for services rendered	-	-	11,500,000	11,500	217,350	-	228,850
Net loss for the year	-	-	-	-	-	(364,337)	(364,337)
Balances at December 31, 2023	944,891	\$ 944	569,654,257	\$569,654	\$6,791,669	\$(7,446,531)	\$ (84,264)

See notes to consolidated financial statements.

FORWARDLY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 1- NATURE OF OPERATIONS

Nature of Operations

Forwardly, Inc. (the "Company") was incorporated in the State of Nevada on September 27, 2005. The Company is a holding company organized with a goal of investing, acquiring and managing a diversified portfolio of profitable, growth-oriented companies.

On June 1, 2020, the Company formed Breathe Medical Devices, Inc., through which the Company intends to perform the Exclusive Distributor Agreement they entered into with Ligand Innovation Global for the sale of portable ventilator medical equipment, under the brand name LifeAir G1 throughout the United States in perpetuity, subject to a right of Ligand Innovation Global to terminate the Exclusive Distributor Agreement if the Company has not sold at least 1,000 portable ventilators within two years following United States Food and Drug Administration approval of the ventilator equipment. No approvals have occurred as of December 31, 2023.

Going Concern

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. Significant factors in the management of liquidity are funds generated by operations, levels of accounts receivable and accounts payable and capital expenditures.

We have incurred an increased accumulated deficit as of December 31, 2023 as we continued to identify acquisition candidates as Ligand Innovation Global continues going through the development process. We have no revenues to date and have streamlined our operations significantly until such time as our operations can sustain themselves. We have converted and/or repaid our convertible notes and the related party debt which was incurred in 2021.

As of December 31, 2023, we had \$295,162 in cash. Our net loss in 2022 was principally comprised of bad debt on the note receivable with Maverick Energy Group and we incurred on the investment we made in Ligand Innovation Global. We also recognized impairment on the digital assets we purchased in 2022. In addition, we incurred a loss on the shares of common stock purchased through the exercise of warrants, offset by the gain on the sale of our warrants back to HUMBL, Inc. in a settlement agreement executed on November 15, 2022. The losses incurred in the year ended December 31, 2023 related to professional fees incurred in operating the business offset by unrealized gains on the stock we own.

As a result of the operating losses and accumulated deficit, management has determined that there is substantial doubt about the Company's ability to continue as a going concern.

The consolidated financial statements of the Company have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable period. The consolidated financial statements of the Company do not include any adjustments that may result from the outcome of the uncertainties.

Impact of COVID-19

The COVID-19 pandemic previously had a profound effect on the U.S. and global economy and may continue to affect the economy and the industries in which we operate, depending on the vaccine rollouts and the emergence of virus mutations.

COVID-19 did not have a material effect on the Consolidated Statements of Operations or the Consolidated Balance Sheets.

Our ability to access the capital markets and maintain existing operations is unknown during the COVID-19 pandemic. Any such limitation on available financing and how we conduct business with our customers and vendors would adversely affect our business.

Because the federal government and some state and local authorities are reacting to the many variants of COVID-19, it is creating uncertainty on whether these actions could disrupt the operation of the Company's business and have an adverse effect on the Company. The extent to which the COVID-19 outbreak may impact the Company's results will depend on future developments that are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of the virus and the actions to contain its impact.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These consolidated financial statements are presented in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America. The Company believes that these consolidated financial statements present fairly, in all material respects, the financial position of the Company and the results of its operations and cash flows for the periods presented.

The consolidated financial statements include the accounts of the Company as well as their wholly-owned subsidiary, Breathe Medical Devices, Inc. Breathe Medical Devices, Inc. is dormant and has no activity. All inter-company transactions have been eliminated in consolidation.

The Company has a calendar year-end accounting period.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. 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 reported amounts of revenues and expenses during the reporting period. These estimates include, but are not limited to, management's estimate of provisions required for permanent and temporary differences related to income taxes, liabilities to accrue, and determination of the fair value of stock awards. Actual results could differ from those estimates.

Cash

Cash consists of cash and demand deposits with an original maturity of three months or less. The Company holds no cash equivalents as of December 31, 2023 and December 31, 2022, respectively. The Company maintains cash balances in excess of the FDIC insured limit at a single bank.

Receivables and Concentration of Credit Risk

When the Company records an allowance for doubtful accounts it is based on management's estimate of the overall collectability of accounts receivable, considering historical losses, credit insurance and economic conditions. Based on these same factors, individual accounts are charged off against the allowance when management determines those individual accounts are uncollectible. Credit extended to customers is generally uncollateralized. Past-due status is based on contractual terms. The Company recorded an allowance for their note receivable for the full amount as collection of this note is uncertain.

Measurement of Credit Losses on Financial Instruments

The Financial Accounting Standards Board ("FASB") issued ASC 326 "Financial Instruments – Credit Losses (Topic 326): Measurements of Credit Losses on Financial Instruments" ("ASC 326"), which replaces the existing incurred loss model with a current expected credit loss (CECL) model that requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The Company adopted ASC 326 on January 1, 2023, which did not have a material impact on its financial statements or accounting policies.

Revenue Recognition

The Company will account for a contract with a customer that is within the scope of this Topic only when the five steps of revenue recognition under ASC 606 are met.

The five core principles will be evaluated for each service provided by the Company and is further supported by applicable guidance in ASC 606 to support the Company's recognition of revenue.

The Company has not recognized any revenue to date.

Income Taxes

Income taxes are accounted under the asset and liability method. The current charge for income tax expense is calculated in accordance with the relevant tax regulations applicable to the entities. 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 for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Differences between statutory tax rates and effective tax rates relate to permanent tax differences.

Uncertain Tax Positions

The Company follows ASC 740-10 Accounting for Uncertainty in Income Taxes. This requires recognition and measurement of uncertain income tax positions using a "more-likely-than-not" approach. Management evaluates their tax positions on an annual basis.

The Company files income tax returns in the U.S. federal tax jurisdiction and various state tax jurisdictions. The federal and state income tax returns of the Company are subject to examination by the IRS and state taxing authorities, generally for three years after they were filed.

Earnings (Loss) Per Share of Common Stock

Basic net income (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 convertible notes, preferred stock, stock issuable pursuant to the exercise of stock options and 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 periods presented, so only the basic weighted average number of common shares are used in the computations.

Digital Assets

Digital assets are included in the consolidated balance sheets. We have ownership of and control over our digital assets and may use third party custodial services to secure them. Digital assets are initially recorded at cost and are subsequently remeasured at cost, net of any impairment losses on our consolidated balance sheets. We assign costs to digital asset transactions on a first-in, first-out basis. Gains or losses are not recorded until realized upon sale(s).

We determine the fair value of our digital assets on a nonrecurring basis, based on quoted prices on the active exchange(s) that we have determined is the principal market for such assets (Level 1 inputs). We perform a quarterly, or more frequent review to identify whether events or changes in circumstances, principally decreases in the quoted prices on active exchanges on any day during the quarter, indicate that it is more likely than not that our digital assets are impaired.

The cost basis of digital assets will not be adjusted upward for subsequent increases in fair value. Such impairment in the value of digital assets is recorded as a component of other operating expenses in our consolidated statements of operations. We recorded an impairment loss of approximately \$7,573 and \$237,877 related to digital assets during the years ended December 31, 2023 and 2022, respectively. On September 30, 2023, the Company wrote off the remaining \$4,550 in digital assets as Management deemed this worthless.

Notes Payable

The Company issued various notes payable to related and non-related parties. These notes payable included detachable warrants.

- *Detachable warrants.* The Company accounts for detachable warrants in accordance with ASC No. 470-20, *Debt*, which requires the Company to separately account for the detachable warrant. The value of the detachable warrant based on a relative fair allocation between the notes and warrants. The fair value used for the warrant in this allocation is determined using the Black-Scholes valuation model.

The convertible notes were analyzed to determine whether the conversion features in the notes or warrants contained any derivative liability components. The notes and warrants did not necessitate the need to be accounted for as derivative liabilities, and the relative fair value of the warrants were recognized as debt discounts to the notes which were amortized over the life of the notes using the interest method.

Fair Value Measurements

ASC 820 Fair Value Measurements defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosure about fair value measurements. ASC 820 classifies these inputs into the following hierarchy:

Level 1 inputs: Quoted prices for identical instruments in active markets.

Level 2 inputs: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 inputs: Instruments with primarily unobservable value drivers.

Financial instruments consist principally of cash, accounts receivable and other receivables, accounts payable and accrued liabilities, notes payable, and amounts due to related parties.

We measure our investments at cost less any impairment, and our notes receivable are at cost less any reserve for uncollectible amounts. Gains and losses of the securities we own are reflected in the statements of operations. The fair value of cash is determined based on Level 1 inputs. There were no transfers into or out of “Level 3” during the periods ended December 31, 2023 and 2022. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective relatively short maturity dates or durations.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

	Level 1	Level 2	Level 3
December 31, 2023			
Investment – HUMBL stock	\$ 9,000	\$ -	\$
Investment – Stratos Renewables Corporation	760,000	-	
December 31, 2022			
Investment – HUMBL stock	\$ 94,000	\$ -	\$

NOTE 3-STOCKHOLDERS' EQUITY (DEFICIT)

During the Company's fiscal fourth quarter of 2019, they became aware of some inconsistencies with respect to the approvals of prior amendments to their corporate charter and executed a series of amendments to these to rectify those inconsistencies. As a result, from the period October 14, 2019 through January 15, 2020, the Company executed the following transactions:

- An increase to the authorized common shares from 2,430,500,000 shares to 5,964,500,000 shares;
- Conversion of the 300,000 Series D Preferred Shares to 3,000,000,000 common shares;
- Execution of a series of votes for the following: (1) Name Change to Forwardly, Inc.; (2) Reverse split the common stock on a 1-for-8 basis; (3) Reduce the authorized common stock from 5,964,500,000 shares to 303,812,500 shares and then increased to 1,360,000,000 shares where it stands today;
- Cancel the 3,000,000,000 common shares prior to the change in authorized and reverse split took effect;
- Issue 300,000 Series D Preferred Shares to the Company's CEO for \$500

These changes took effect through January 15, 2020. The Company's current capitalization is 1,360,000,000 common shares with a par value of \$.001 per share; and 40,000,000 preferred shares authorized of which 24,000,000 Series A preferred shares with a par value of \$.001; 1,500,000 Series B preferred shares with a par value of \$.0001; 5,000,000 Series C preferred shares with a par value of \$.001; and 5,000,000 Series D preferred shares with a par value of \$.001.

For the periods ended December 31, 2023 and December 31, 2022:

Class of Preferred	Issued and Outstanding	Voting Rights	Conversion Rights
Series A	521,413	521,413	521,413
Series B	123,478	123,478	123,478
Series C	0	0	0
Series D	300,000	375,000,000	375,000,000

There are no dividend, liquidation or redemption or sinking fund provisions.

On May 4, 2020, the Preferred Series C Shareholder, requested cancellation of their 5,000,000 Series C Preferred shares. There was no consideration due to the shareholder for this cancellation.

On September 30, 2020, the Company issued 107,812,500 shares to convert the convertible promissory notes outstanding at the time of \$300,000 plus the accrued interest on those notes of \$45,000 in accordance with the terms of the convertible note agreements. In addition, the Company issued 23,437,500 shares of common stock in the exercise of warrants that were issued with the aforementioned convertible promissory notes for \$150,000. On November 9, 2020, the Company issued 40,000,000 shares for services valued at \$200,000.

In March 2021, the Company issued 3,906,250 shares of common stock in the exercise of warrants valued at \$25,000, and in September 2021, the Company issued 19,786,666 shares of common stock in exchange of warrants valued at \$593,600.

In March 2022, the Company issued 4,913,242 shares of common stock in conversion of convertible notes and accrued interest valued at \$58,959; and issued 9,893,333 shares of common stock in the exercise of warrants for \$296,800.

In August 2022, the Company issued 77,330,420 shares of common stock in conversion of convertible notes and accrued interest valued at \$1,546,607; and issued 2,000,000 shares of common stock in the exercise of warrants for \$40,000.

In March 2023, the Company issued 11,500,000 shares of common stock for services valued at \$228,850.

Common Stock Warrants

The following schedule summarizes the changes in the Company's common stock warrants:

	Warrants Outstanding		Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value	Weighted Average Exercise Price Per Share
	Number Of Shares	Exercise Price Per Share			
Balance at December 31, 2021	99,317,916	\$ 0.0064-0.25	1.13 years	\$ 830,078	\$ 0.13
Warrants granted	-	\$ -	-		\$
Warrants exercised	(11,893,333)	\$ -	-		\$
Warrants expired/cancelled	<u>(46,531,250)</u>	\$ -	-		\$
Balance at December 31, 2022	40,893,333	\$ 0.0064-0.25	0.96 years	\$ -	\$ 0.21
Warrants granted	-	\$ -	-		\$
Warrants exercised/exchanged	-	\$ -	-		\$
Warrants expired/cancelled	<u>(11,893,333)</u>	\$ -	-		\$
Balance at December 31, 2023	<u>29,000,000</u>	\$ 0.0064-0.25	0.08 years	\$ -	\$ 0.25
Exercisable at December 31, 2023	<u>29,000,000</u>	\$ 0.0064-0.25	0.08 years	\$ -	\$ 0.25

In connection with the issuance of the 2019 convertible secured promissory notes, the Company granted 46,875,000 warrants that are convertible at a price of \$0.0064 per share into common stock. The warrants have a three-year term. Through December 31, 2020 23,437,500 of these warrants were exercised for \$150,000. In March 2021 3,906,250 of these warrants were exercised for \$25,000.

On August 1, 2020, the Company issued 2,000,000 warrants to a medical consultant to be part of an advisory board for the Company's new subsidiary. These warrants have a three-year term and have an exercise price of \$0.10 per share. The value of these warrants were recorded at \$18,295.

In connection with the issuance of convertible secured promissory notes on September 9, 2020, the Company granted 19,786,666 one-year warrants that are convertible at a price of \$0.03 per share into common stock and granted 19,786,666 three-year warrants that are convertible at a price of \$0.10 per share into common stock. The 19,786,666 one-year warrants were exercised in 2021 for \$593,600, and an additional 9,893,333 warrants were exercised for \$296,800 in March 2022.

In connection with the 2021 convertible note agreements, the Company granted 29,000,000 warrants that mature in one year (January 29, 2022) with a strike price of \$0.10 per share, which were subsequently updated to a strike price of \$0.02 per share in an effort to have the warrant holders convert prior to expiration, and 29,000,000 warrants that mature in three years (January 29, 2024) with a strike price of \$0.25 per share. The one year warrants were extended to August 31, 2022. The extension did not create a material modification of the convertible notes. In August 2022, 2,000,000 of the warrants were exercised at a \$0.02 strike price for \$40,000.

There were 46,531,250 warrants expired in the year ended December 31, 2022, and 11,893,333 warrants expired in the year ended December 31, 2023.

NOTE 4 – CONVERTIBLE PROMISSORY NOTES

The Company entered into promissory notes during 2020 and 2021. All of these notes were either repaid or converted as of December 31, 2022.

In August 2022, \$1,300,000 of these convertible notes along with accrued interest of \$246,608 were converted into 77,330,420 common shares. In addition, the Company repaid the remaining \$150,000 of these convertible notes along with accrued interest of \$28,455.

Interest expense for the year ended December 31, 2022 amounted to \$115,989. Amortization of the debt discount for the year ended December 31, 2022 was \$519,129. Amortization of the BCF discount for the year ended December 31, 2022 was \$125,874.

NOTE 5 – COMMITMENTS

Ligand Innovation Global

On May 26, 2020, the Company and Ligand Innovation Global, a Canadian Corporation ("Ligand") entered into an Exclusive Distributor Agreement ("Distributor Agreement").

Pursuant to the Distributor Agreement, the Company is appointed the exclusive distributor for all portable ventilator product lines, including, but not limited to, all models, variations, generations and upgrades to the product currently identified as LifeAir G1, and any similar product lines under different names ("Product") in the United States of America ("Territory"). The Distributor Agreement shall continue in perpetuity unless terminated earlier and may be terminated for breach if any party defaults in the performance of any material obligation in the Distributor Agreement, for insolvency, by Ligand for lack of performance should the Company in two years after approval by the United States Food and Drug Administration no sell at least 1,000 units, and under which the Company agreed to issue 2,000 shares of Series D Preferred Stock upon Ligand's ventilators receiving FDA approval for commercial use and an option to purchase 10 million shares of the Company's common stock for a 12 month exercise period upon such FDA approval as well as availability of the ventilators for sale by the Company. The Company was notified that the FDA has rejected the application for Emergency Use Authorization and will continue to focus on the full application to the FDA and on exploring alternate jurisdictions for approval of the LifeAirG1.

On April 8, 2021, Ligand and the Company entered into a Share Purchase Agreement (the "SPA") whereby the Company has agreed to purchase 33.33% of Ligand for \$1,000,000 which is equal to 1,304,152 shares of Ligand stock. The Company will be the largest individual shareholder in Ligand but does not exercise any operational or financial control of Ligand. The Company will account for this investment under the guidance of ASC 321. The Company has elected to apply the measurement alternative discussed in ASC 321-10-35-2, and as a result will measure the investment at cost and adjust to fair value if impaired or upon observable prices. The Company determined to impair the investment at June 30, 2022. This loss is included in Impairment – investment - Ligand in the consolidated statement of operations.

HUMBL, Inc.

On November 23, 2020 (closed on December 4, 2020), the Company and HUMBL Inc. (formerly Tesoro Enterprises, Inc) ("HUMBL") entered into a Warrant Purchase Agreement ("Warrant Agreement").

Pursuant to the Warrant Agreement, the Company paid \$200,000 (cost of \$0.0016 post-split of HUMBL) to HUMBL to purchase post-split (effective February 26, 2021) 125,000,000 warrants ("Warrant Shares") of HUMBL at an exercise price of \$0.20 per share, upon completion of the merger HUMBL and HUMBL LLC, a Delaware limited liability company. The Company expensed \$16,000 related to these warrants when 10,000,000 warrants were exercised.

On November 18, 2021, the Company entered into a Share Registration Agreement with HUMBL under which HUMBL agreed to register the Warrant Shares through the filing with the SEC of a Form S-1 and to extend the exercise period from December 3, 2022 to December 31, 2023. The Company exercised 10,000,000 warrants on January 21, 2022. As of December 31, 2023 and December 31, 2022, the Company owns 10,000,000 shares of HUMBL, Inc. (See Note 8).

The Company's CEO loaned the Company \$2,000,000 to allow the Company to purchase the Warrant Shares under the terms of the Share Registration Agreement (See Note 7).

The Company had elected to account for the purchase of this warrant as an investment under the guidance of ASC 321. The warrants are not traded on a national exchange, so do not have a readily determinable fair value as defined in ASC 321. The Company has elected to apply the measurement alternative discussed in ASC 321-10-35-2, and as a result will measure the investment at cost and adjust to fair value if impaired or upon observable prices.

On November 15, 2022, the Company and HUMBL entered into a Settlement Agreement and Mutual Release of Claims (the "Settlement Agreement"). Under the terms of the Settlement Agreement, HUMBL agreed to pay \$2,200,000 in the form of a Promissory Note and execute a confession of judgment to settle certain disputes between the parties. In return, the Company agreed to return their 115,000,000 unexercised warrants to HUMBL. The 10,000,000 shares issued to the Company from the original 125,000,000 warrants which represented the 10,000,000 warrant exercise in January 2022, will be retained by the Company in lieu of interest on the note.

The Promissory Note is to be repaid in five equal monthly payments of \$440,000 commencing November 15, 2022 with final payment due on March 15, 2023. The Company received four of the five installments, including the January and February 2023 payments on December 30, 2022 and agreed to extend the March 15, 2023 payment to June 15, 2023. The Company was paid the remaining \$440,000 in June 2023, and no balance remains as of December 31, 2023.

NOTE 6 – NOTE RECEIVABLE

On April 12, 2021, the Company invested \$200,000 in the form of a one-year fixed rate convertible loan in Maverick Energy Group, Inc. ("Maverick"). The convertible loan bears interest at the rate of 15% per annum and is convertible into shares of Maverick's common stock at \$0.20 per share. The convertible loan is currently in default as this has not been repaid to the Company nor converted. The loan agreement also provides the Company with a two-year warrant enabling the Company to purchase up to 2,000,000 shares of common stock at \$0.35 per share. Maverick was in default of this note, and Management had initiated a lawsuit against Maverick for repayment of the note and the accrued interest. As of June 30, 2022, Management had determined to reserve both the note receivable of \$200,000 plus the accrued interest receivable.

On March 13, 2023, Maverick confessed and authorized the entry of judgment in favor of the Company in the sum of \$264,027.23 (which included legal fees incurred by the Company of \$6,494.23) through March 13, 2023, with interest continuing to accrue at 15% per annum. The Company continues to reserve this judgment due to the uncertainty that Maverick will be able to pay the fees noted herein. The interest income earned has been reflected as bad debt expense for the year ended December 31, 2023 and 2022, respectively.

NOTE 7 – NOTE PAYABLE – RELATED PARTY

On November 18, 2021, The Company's CEO, loaned the Company \$2,000,000 to allow the Company to purchase the Warrant Shares under the terms of the Share Registration Agreement. The loan was due November 22, 2022 with annual interest of 8% per annum. Interest expense on the note for the year ended December 31, 2023 and 2022 was \$0 and \$83,770, respectively. The note payable – related party and the accrued interest of \$155,704 had been fully repaid as of December 31, 2022.

NOTE 8 – INVESTMENTS

HUMBL

The Company recognized an investment of \$2,000,000 on January 21, 2022 when they exercised 10,000,000 warrants for 10,000,000 shares of common stock of HUMBL, Inc. The Company does not exhibit any control over HUMBL and their investment represents less than 1% of the total issued and outstanding shares of HUMBL, Inc. The Company recognized an unrealized loss on this investment for the year ended December 31, 2022 of \$1,906,000, bringing the value of the investment to \$94,000 at December 31, 2022. There was an unrealized loss of \$85,000 for the year ended December 31, 2023 bringing the value of the investment to \$9,000 as of December 31, 2023.

Stratos Renewables Corporation

On August 11, 2023, the Board of Directors of the Company approved the purchase of 2,000,000 units with each unit consisting of 1 share of common stock, 1 warrant at an exercise price of \$0.30 per share expiring December 31, 2024 and 1 warrant at an exercise price of \$0.50 per share expiring December 31, 2026 of Stratos Renewables Corporation for a purchase price of \$400,000. The Company recorded \$360,000 in unrealized gains for the year ended December 31, 2023 bringing the investment to \$760,000 as of December 31, 2023. Stratos Renewables Corporation is a related party as the CEO and Director of the Company is also the CEO and Director of Stratos Renewables Corporation.

NOTE 9 – DIGITAL ASSETS

The Company purchased 10,000,000 BLOCKS, with a value of \$250,000 on January 19, 2022. As of December 31, 2022, the Company still owns the 10,000,000 BLOCKS, and has recognized an impairment on these BLOCKS of \$237,877 for the year ended December 31, 2022. As a result of the impairment, the value of the digital assets as of December 31, 2022 was \$12,123. There was impairment of \$7,573 for the nine months ended September 30, 2023 bringing the value of the digital assets to \$4,550 as of September 30, 2023. This amount has been written off as of September 30, 2023 as Management has determined there to be no market to sell these digital assets as the value has dropped significantly.

NOTE 10 - INCOME TAXES

The following table summarizes the significant differences between the U.S. federal statutory tax rate and the Company's effective tax rate for financial statement purposes for the years ended December 31, 2023 and 2022.

	2023 (%)	2022 (%)
Federal income taxes	21	21
State income taxes at statutory rate	-	-
Change in valuation allowance	(21)	(21)
Totals	-	-

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The following is a summary of the net deferred tax asset (liability) as of December 31, 2023 and 2022:

	As of December 31, 2023	As of December 31, 2022
Deferred tax assets:		
Net operating losses	\$ 1,563,772	\$ 1,487,261
Valuation allowance	(1,563,772)	(1,487,261)
Net deferred tax assets/liabilities	\$ -	\$ -

The federal net operating loss carryforward at December 31, 2023 is \$7,446,531. After consideration of all the evidence, both positive and negative, Management has recorded a full valuation allowance at December 31, 2023 and 2022, due to the uncertainty of realizing the deferred income tax assets.

The Company recognizes interest and penalties, if any, for unrecognized tax benefits as part of income tax expense. For the years ended December 31, 2023 and 2022, there were no interest and penalties recorded in income tax expense.

NOTE 11 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events up through March 20, 2024, the date in which the consolidated financial statements were issued.