

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Fernhill Corp.

9107 West Russell, Suite 110

Las Vegas, NV 89148-1233

Phone: (775) 400-1180

Website(s): www.fernhillcorp.com

Email: info@fernhillcorp.com

SIC CODE 7372

Quarterly Report

**For the Period Ending: June 30, 2024
(The "Reporting Period")**

As of June 30, 2024 the number of shares outstanding of our Common Stock was 2,574,052,516

As of December 31, 2023 the number of shares outstanding of our Common Stock was 2,477,268,519

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

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

Yes: No:

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

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

⁴ "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.

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

**FERNHILL CORP. – QUARTERLY REPORT AND DISCLOSURE STATEMENT –
June 30, 2024**

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Current State and Date of Incorporation of Registration: The exact name of the Issuer is Fernhill Corp. (The "Company" or "Fernhill"). The Issuer was incorporated in Nevada on April 7, 1997 under the name Alaskan Geodetic Survey Inc., On January 16, 2009, the company filed articles of amendment with the state of Nevada changing the name of the Company to Global Gold Corporation. On November 7, 2011, the Company filed articles of amendment with the state of Nevada changing the name of the Company to Fernhill Corp.

Standing in this jurisdiction: (e.g. active, default, inactive): Nevada – active standing.

Prior Incorporation Information for the issuer and any predecessors during the past five years: Fernhill Corp. has maintained its name and corporate charter in Nevada for the past five years.

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:

Address of the issuer's principal executive office:
9107 West Russell Road, Suite 110
Las Vegas, NV 89148-1233

Address of the issuer's principal place of business:
Check box if principal executive office and principal place of business are the same address:

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

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

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: smith@stcttransfer.com
Address 1: 2901 N. Dallas Parkway, Suite 380 Plano, Texas 75093

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: FERN
Exact title and class of securities outstanding: Common Stock
CUSIP: 315219105
Par or Stated Value: .0001

Total shares authorized:	3,000,000,000	as of: June 30, 2024
Total shares outstanding:	2,574,052,516	as of: June 30, 2024
Total Number of shareholders of record:	124	as of: June 30, 2024

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading Symbol: FERN
 Exact title and class of securities outstanding: Preferred "A" Stock
 CUSIP: 315219105
 Par or Stated Value: .0001

Total shares authorized:	10,000,000	as of: June 30, 2024
Total shares outstanding:	1,000,000	as of: June 30, 2024
Total number of shareholders of record:	1	as of: June 30, 2024

Trading Symbol: FERN
 Exact title and class of securities outstanding: Preferred "B" Stock
 CUSIP: 315219105
 Par or Stated Value: .0001

Total shares authorized:	10,000	as of: June 30, 2024
Total shares outstanding:	0	as of: June 30, 2024
Total number of shareholders of record:	0	as of: June 30, 2024

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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.

Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock do not have cumulative voting rights. Subject to preferences that may be applicable to any outstanding shares of preferred stock, the holders of common stock are entitled to share in dividends, if any, as may be declared from time to time by the board of directors in its discretion from funds legally available therefore. Holders of common stock have no pre-emptive rights to purchase the common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock. The Issuer may issue additional shares of common stock which could dilute its current shareholder's share value.

On June 22, 2021 the Company increased its authorized common stock from 2,000,000,000 to 3,000,000,000 shares. In addition, the Company authorized 10,000 new shares of class B Preferred Stock having a Par Value of \$0.0001 and a stated value of \$100.00 per share, none of which are issued or outstanding.

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

Holders of the preferred “A” stock are entitled to ten thousand to one (10,000:1) voting right, but only a 200 to one (200:1) conversion right. The Company’s Series A Preferred Stock has recently been amended to reduce the conversion rights of the holder. Currently, there are 1,000,000 shares of Series A Preferred stock issued and outstanding. The conversion rights have been reduced from 1 preferred share converting into 10,000 common shares of the Company to 1 preferred share converting into 200 shares. There are no redemption rights or special liquidation rights other than being in preference to common stock and there are no sinking fund provisions with respect to the preferred stock. The Issuer may issue additional shares of preferred stock which could dilute its current shareholder’s share value.

There is no designation nor have there been any shares issued for the Company’s Series B Preferred Stock

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

N/A

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.

The Company’s Series A Preferred Stock has recently been amended to reduce the conversion rights of the holder. Currently, there are 1,000,000 shares of Series A Preferred stock issued and outstanding. The conversion rights have been reduced from 1 preferred share converting into 10,000 common shares of the Company to 1 preferred share converting into 200 shares.

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 for the two most recently completed fiscal years and subsequent period.

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)

<u>Shares Outstanding Opening Balance:</u> Date: <u>12/31/2022</u> Common: 2,295,150,680 Preferred: <u>1,000,000</u>			<u>*Right-click the rows below and select “Insert” to add rows as needed.</u>						
<u>Date of Transaction</u>	<u>Transaction type (e.g. new issuance, cancellation, shares returned to treasury)</u>	<u>Number of Shares Issued (or cancelled)</u>	<u>Class of Securities</u>	<u>Value of shares issued (\$/per share) at issuance</u>	<u>Were the shares issued at a discount to market price at the time of issuance? (Yes/No)</u>	<u>Individual/ Entity Shares were issued to. You must disclose the control person(s) for any entities listed.</u>	<u>Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided</u>	<u>Restricted or Unrestricted as of this filing.</u>	<u>Exemption or Registration Type.</u>

03/09/2022	Issuance	3,861,569	Common	\$.0001	No	World Market Ventures LLC - Chad Curtis	Debt Conversion	Unrestricted	Rule 144 4(a)(2)
04/14/2022	Issuance	18,181,818	Common	\$.011	Yes	Kings Wharf Opportunity Fund – Chad Nelson	Investment	Unrestricted	Regulation A
04/19/2022	Issuance	435,123	Common	\$.01149	No	Commerce City LLC – Chris Dey	Services	Restricted	
04/19/2022	Issuance	1,269,036	Common	\$.01180	No	Nathanael Coonrod	Services	Restricted	
04/19/2022	Issuance	400,000	Common	\$.01000	No	Windstream Partners – Chris Kern	Expenses	Restricted	
04/22/2022	Issuance	18,181,818	Common	\$.01100	Yes	JP Carey Limited Partners – Joseph Canouse	Investment	Unrestricted	Regulation A
07/27/2022	Issuance	2,118,644	Common	\$.0071	No	Nathanael Coonrod	Services	Restricted	
07/27/2022	Issuance	491,461	Common	\$.0071	No	Larry Grant	Services	Restricted	
07/27/2022	Issuance	365,524	Common	\$.0071	No	Chris Bibey	Services	Restricted	
07/27/2022	Issuance	921,489	Common	\$.0081	No	Commerce City LLC – Chris Dey	Services	Restricted	
09/08/2022	Issuance	1,755,618	Common	\$.0071	No	Commerce City LLC – Chris Dey	Investment	Restricted	
11/02/22	Issuance	5,374,693	Common	\$.0065	No	Nathanael Coonrod	Services	Restricted	
11/02/22	Issuance	998,157	Common	\$.0065	No	Gian Paul Caccia	Services	Restricted	
11/02/22	Issuance	1,842,752	Common	\$.0065	No	Larry Grant	Services	Restricted	
11/02/22	Issuance	1,151,728	Common	\$.0065	No	Commerce City LLC – Chris Dey	Services	Restricted	
03/30/23	Issuance	40,000,000	Common	\$.0025	No	Chis Kern	Accrued Salary	Restricted	
03/30/23	Issuance	40,000,000	Common	\$.0025	No	Marc Lasky	Accrued Salary	Restricted	
03/30/23	Issuance	40,000,000	Common	\$.0025	No	Ryan Kuiken	Accrued Salary	Restricted	
03/30/23	Issuance	22,400,000	Common	\$.0025	No	Peter Bordes	Board Compensation	Restricted	
09/28/23	Issuance	30,439,048	Common	\$.0027	No	Adam Kovacevic	Debt Conversion	Unrestricted	Section 4(a)(1)
11/02/23	Issuance	9,278,791	Common	\$.003	No	Tide Pool Ventures Todd Violette	Debt Conversion	Unrestricted	Section 4(a)(1)
02/01/24	Issuance	2,282,589	Common	\$.0043	No	Daniel Barankin	Investment	Restricted	Issuance

02/13/24	Issuance	80,100,492	Common	\$.00105	No	Tide Pool Ventures Todd Violette	Debt Conversion	Unrestricted	Section 4(a)(1)
02/21/24	Issuance	14,400,921	Common	\$.00114	No	Adam Kovacevic	Debt Conversion	Unrestricted	Section 4(a)(1)
Shares Outstanding on the Date of This Report									
<u>Ending Balance:</u> Common: 2,574,052,516									
Date: <u>6/30/2024</u> Preferred: 1,000,000									

Example: A company with a fiscal year end of December 31st, 2023 in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

***** Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding 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.

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
08/30/2017	\$12,500.00	\$12,500.00	\$14,358.35	06/30/2018	Conversion at 50% discount to market	PBDC LLC Adrian McKenzie	Loan
07/02/2021	\$2,000.00	\$2,000.00	\$818.03	07/01/2022	Conversion at fixed price of \$0.01	Windstream Partners – Chris Kern	Loan
11/11/2021	\$25,000.00	\$25,000.00	\$8,597.95	11/11/2022	Conversion at fixed price of \$0.05	Windstream Partners – Chris Kern	Loan
11/15/2021	\$148,500.00	\$825,000.00	\$26,539.75	11/14/2022	None	Qandlestick, LLC Shareholders (see Section 3a)	Acquisition of Qandlestick
11/15/2021	\$15,000.00	\$15,000.00	\$2,068.15	10/27/2050	None	U.S. Small Business Administration	EIDL Loan Acquisition of Qandlestick
01/06/2022	\$10,000.00	\$10,000.00	\$3,463.01	01/06/2023	Conversion at fixed price of \$0.025	Windstream Partners – Chris Kern	Loan
02/08/2022	\$5,500.00	\$5,500.00	\$1,953.78	02/08/2023	Conversion at fixed price of \$0.018	Windstream Partners – Chris Kern	Loan
03/10/2022	\$15,000.00	\$15,000.00	\$4,728.49	03/10/2023	Conversion at fixed price of \$0.01	Windstream Partners – Chris Kern	Loan

09/02/2022	\$4,500.00	\$4,500.00	\$1,254.82	03/02/2023	Conversion at fixed price of \$0.008	Windstream Partners – Chris Kern	Loan
09/01/2022	\$62,500.00	\$62,500.00	\$11,438.36	03/01/2023	Convertible into Preferred Stock	Commerce City, LLC – Chris Dey	Loan
09/26/2022	\$47,500.00	\$47,500.00	\$6,694.25	09/26/2023	Converts at a 37% Discount to 20 Day VWAP	Boot Capital – Peter Rosten	Loan
9/13/2023	\$15,000.00	\$15,000.00	\$1,195.89	3/12/2025	Conversion at a fixed price of \$0.00195	Adam Kovacevic	Loan
3/19/2024	\$15,000.00	\$15,000.00	\$423.29	3/18/2025	Conversion at a fixed price of \$0.00185	Tidepool Ventures Todd Violette	Loan
5/31/2024	\$28,000.00	\$28,000.00	\$184.11	5/30/2025	Conversion at a fixed price of \$0.0025	Windstream Partners – Chris Kern	Loan

*** **Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Fernhill Corp is a leading B2B FinTech platform empowering institutions to seamlessly navigate the digital asset landscape. We provide a comprehensive suite of solutions that streamline operations and mitigate risks. Through strategic acquisitions and organic growth, Fernhill is building a robust infrastructure for the future of finance.

Fernhill currently owns and operates SaaS software platforms, PerfectMine.io for digital asset mining operations management and monitoring and MainBlog.io, that provides a non-custody digital asset trading platform for algorithmic trading, smart order routing, wallet rebalancing and risk metrics. In addition, the Company developed a proprietary Tokenization as a Service platform, DIGXNFT, which provides tokenization for digital and real world assets as well as a marketplace to market and sell tokenized assets, which is also available as a B2B brand-friendly white label platform.

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

1. Crypto Mining Corp
2. Qandlestick, LLC (New Jersey) (d/b/a MainBlog)
3. Qandlestick, LLC (Delaware)
4. XSOR, LLC
5. MediaBlog

C. Describe the issuers’ principal products or services.

Fernhill Corp develops and supports software and technology solutions on a global scale, while pursuing an aggressive growth strategy by making strategic acquisitions. Fernhill is a Signatory Member of the Crypto Climate Accord (CCA) and a member of the Metaverse Standards Forum.

Fernhill acquired and operates two SaaS software platforms, PerfectMine.io for digital asset mining operations management and monitoring and MainBloq.io, which provides a non-custody digital asset trading platform for algorithmic trading, smart order routing, and data aggregation. In addition, the Company developed a proprietary Tokenization as a Service platform, DIGXNFT which provides tokenization for digital and real world assets as well as provides a marketplace to market and sell digital assets, which is also available as a B2B brand-friendly white label platform.

5) Issuer’s Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location, of the office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

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

The Company currently leases a virtual office presence from an unaffiliated third party on an annual contract for approximately \$200 per year.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Name of control person(s) if a corporate entity
Windstream Partners, LLC	5% Owner CEO and Director	Chandler, AZ	290,400,000	Common	11.28%	Chris Kern
Windstream Partners, LLC	5% Owner CEO and Director	Chandler, AZ	1,000,000	Preferred	100%	Chris Kern

Marc Lasky	President and Director	West Palm Beach, FL	150,000,000	Common	5.83%	
Peter Bordes	Director	New York, NY	51,893,780	Common	2.02%	
Trajectory Capital, LLC	Director	New York, NY	29,493,780	Common	1.15%	Peter Bordes
Ryan Kuiken	President of Qandlestick	Wykoff, NJ	131,430,715	Common	5.11%	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Jeff Turner
Firm: JDT Legal, PLLC
Address 1: 897 W Baxter Dr
Address 2: South Jordan, UT 84095
Phone: 801 810 4465
Email: info@jdt-legal.com

Accountant or Auditor

Name:
Firm: Hudgens CPA, PLLC
Address 1: 1220 Blalock Rd., Suite 300
Address 2: Houston, TX 77055
Phone: 713-429-0724
Email: info@hudgetscpas.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): <https://twitter.com/infofernhill>
Discord: _____
LinkedIn: <https://www.linkedin.com/company/fernhill-corp>
Facebook: <https://www.facebook.com/fernhillFERN/>
Company Website: <https://fernhillcorp.com>

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: James C. DiPrima
Title: Accounting Manager
Relationship to Issuer: Consultant

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

- IFRS
 U.S. GAAP

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

Name: James DiPrima
Title: Accounting Manager
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: ⁵

Mr. DiPrima has over 25 years of experience managing businesses, having an accounting and financial reporting background, serving dozens of companies including both private and public companies. Mr. DiPrima graduated from Creighton University with a B.S.B.A in Accounting and Business Management.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Chris Kern certify that:

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

Date: August 14, 2024

/s/ Chris Kern
Chris Kern,
CEO

Principal Financial Officer:

I, Marc Lasky certify that:

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

Date: August 14, 2024

/s/ Marc Lasky
Marc Lasky,
President

Fernhill Corp & Subsidiary
Financial Statements

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Fernhill Corp & Subsidiaries
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2024	June 30, 2023
ASSETS		
Current Assets		
Cash	\$ 1,007	\$ 7,586
Accounts Receivable	12,414	159,414
Inventory	-	-
Total Current Assets	<u>13,421</u>	<u>167,000</u>
Other Assets		
Intellectual property (Note 4)	8,100,000	8,100,000
Prepaid Expenses	1,375	1,375
Fixed Assets-net of depreciation	411,633	488,613
Goodwill-net of amortization (Note 4)	3,914,928	3,914,928
Total other Assets	<u>12,427,936</u>	<u>12,504,916</u>
TOTAL ASSETS	\$ <u>12,441,357</u>	\$ <u>12,671,916</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
Current Liabilities		
Accounts Payable	348,381	335,879
Accrued Salaries	702,409	295,980
Accrued Expenses	154,124	131,591
Escrow Payable (Note 4)	-	-
Shares Payable	75,000	75,000
Accrued Interest Payable (Note 5)	83,718	267,165
Due to related party (Note 6)	90,000	-
Convertible Notes Payable (Note 9) net of debt discount	152,500	309,606
Agreement Payable (Note 7)	-	-
Demand Notes Payable (Note 8)	-	-
Debt Assumed with Acquisition (Note 4)	163,500	423,675
Total Current Liabilities	<u>1,769,632</u>	<u>1,838,896</u>
TOTAL LIABILITIES	1,769,632	1,838,896
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred Stock, \$.0001 par value, 10,000,000 shares Authorized 1,000,000 Issued and Outstanding at June 30, 2024 and June 30, 2023 respectively.	100	100
Common Stock, \$.0001 par value 3,000,000,000 shares Authorized and 2,574,052,516 Issued and Outstanding at June 30, 2024 and 2,241,662,827 at December 31, 2022 respectively.	257,405	243,755
Additional paid-in-capital	21,928,249	21,713,575
Accumulated deficit	<u>(11,514,029)</u>	<u>(11,124,410)</u>
Total Stockholders' Equity (Deficit)	10,671,725	10,883,020
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ <u>12,441,357</u>	\$ <u>12,671,916</u>

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

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Fernhill Corp & Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS
For The Three Months Ended June 30, 2024 and June 30, 2023
(Unaudited)

	June 30, 2024	June 30,, 2023
REVENUES:	\$ 1,000	\$ 9,414
Cost of Revenue	-	-
Gross Profit	<u>0</u>	<u>9,414</u>
OPERATING EXPENSES:		
Advertising and promotion	34	-
Internet and Software Subscriptions	3,834	8,867
Bank Fees	60	133
Professional fees	793	18,557
Office expense	134	-
General and Administrative	2,416	3,016
Salaries	155,500	131,000
Software development	-	17,762
Wages	-	14,000
Rent	-	-
Total Operating Expenses	<u>162,771</u>	<u>193,335</u>
Net operating loss	(162,771)	(183,921)
OTHER INCOME (EXPENSE)		
Finance and interest fees	(9,777)	(81,480)
Forgiveness of Debt	-	400,885
Other Income	-	-
Write off of accounts receivable	-	(26,737)
Total other Income (Expense)	<u>(9,777)</u>	<u>292,667</u>
NET INCOME (LOSS)	<u>\$ (172,548)</u>	<u>\$ 108,747</u>
Basic and Diluted Earnings (Loss) per Common Share	<u>\$ (0.000067)</u>	<u>\$ 0.000045</u>
Weighted Average Number of Common Shares Outstanding	<u>2,574,052,516</u>	<u>2,437,550,680</u>

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

Fernhill Corp & Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
For The Three Months Ended June 30, 2024 and June 30, 2023
(Unaudited)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (loss) for the period	\$ (172,548)	\$ 108,747
Adjustments to reconcile net loss to net cash used		
Amortization of Goodwill	-	-
Issuance of common stock for Executive Compensation	-	-
Issuance of common stock for Services	-	-
Changes in operating assets and liabilities:		
(Increase)/decrease in accounts receivable	-	47,863
Increase/(decrease) in accrued salaries	155,500	129,000
Increase/(decrease) in inventory	-	-
Increase/(decrease) in accounts payable	(23,231)	35,665
Increase/ (decrease) in accrued expenses	-	13,300
Increase/ (decrease) in prepaid expenses	-	-
Increase/ (decrease) in accrued interest payable	9,777	40,984
Increase/(decrease) in escrow payable	-	(150,000)
Increase/(decrease) in notes payable	28,000	(230,623)
Net cash used in operating activities	<u>(2,502)</u>	<u>(113,811)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash provided by (used in) investing activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Common stock sold thru Reg A or otherwise	-	-
Conversion on debt	-	-
Payments to Related Parties	-	-
Borrowings (Payments) on debt	-	(12,110)
Proceeds from convertible notes payable	-	-
Net cash provided by (used in) financing activities	<u>--</u>	<u>(12,110)</u>
Net increase (decrease) in cash and cash equivalents	<u>(2,502)</u>	<u>(17,173)</u>
Cash and cash equivalents – beginning of period	<u>3,509</u>	<u>24,759</u>
Cash and cash equivalents – end of period	<u>\$ 1,007</u>	<u>\$ 7,586</u>

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

Fernhill Corp & Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For The Three Months Ended June 30, 2024
(Unaudited)

	Preferred Shares		Common Stock		Additional	Accumulated	Total
	Shares	Value	Shares	Amount	Paid-In Capital	Deficit	Stockholders' Equity
Balance- December 31, 2022 (Unaudited)	1,000,000	\$ 100	2,295,150,680	\$ 229,515	21,319,392	(10,996,624)	10,552,383
Stock issued for services			142,400,000	14,240	163,560		177,800
Net Income/(Loss) June 30, 2023						(236,533)	(236,533)
Balance - March 31, 2023 (Unaudited)	1,000,000	\$ 100	2,437,550,680	243,755	21,482,952	(11,233,157)	10,493,650
Note Conversion					230,623		230,623
Net Income/(Loss) June 30, 2023						108,747	108,747
Balance - June 30, 2023 (Unaudited)	1,000,000	\$ 100	2,437,550,680	243,755	21,713,575	(11,124,410)	10,883,020
Note Conversion			30,439,048	3,043	79,142		82,185
Net Income/(Loss) September 20, 2023						(153,237)	(153,237)
Balance - September 30, 2023 (Unaudited)	1,000,000	\$ 100	2,467,989,728	246,798	21,792,717	(11,277,647)	10,761,968
Note Conversion			23,687,937	2,368	27,815		30,183
Less Shares unissued (adjustment)			(14,409,146)	(1,440)			(1,440)
Net Income/(Loss) December 31, 2023						110,873	110,873
Balance - December 31, 2023 (Unaudited)	1,000,000	\$ 100	2,477,268,519	247,726	21,820,532	(11,166,774)	10,901,584
Note Conversion			94,501,413	9,451	97,717		107,168
Restricted Shares Sold			2,282,589	228	10,000		10,228
Net Income/(Loss) March 31, 2024						(174,707)	(174,707)
Balance - March 31, 2024 (Unaudited)	1,000,000	\$ 100	2,574,052,516	257,405	21,928,249	(11,341,481)	10,844,273
Net Income/(Loss) June 30, 2024						(172,548)	(172,548)
Balance - June 30, 2024 (Unaudited)	1,000,000	\$ 100	2,574,052,516	257,405	21,928,249	(11,514,029)	10,671,725

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

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Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Three Months Ended June 30, 2024, and 2023
(Unaudited)

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

The interim financial statements of Fernhill Corp (the “Company”) have been prepared by management and are unaudited. In the opinion of management, these financial statements reflect all adjustments of a normal recurring nature necessary for a fair presentation of the results for the interim periods presented.

Basis of Presentation

The Company has not generated significant revenues from operations. There is no bankruptcy, receivership or similar proceeding against the Company.

These unaudited financial statements are presented in United States dollars and have been prepared in accordance with United States generally accepted accounting principles (“GAAP”).

Certain information of footnotes disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations or cash flows. It is management’s opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial presentation.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a “going concern,” which assume that the Company will continue in operation for at least one year and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Several conditions and events cast doubt about the Company’s ability to continue as a “going concern.” The Company has accumulated a deficit of approximately \$11,514,029 for the period from inception, April 7, 1997, through June 30, 2024, has a liquidity problem and requires additional financing and/or sales in order to finance its business activities on an ongoing basis. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained.

The Company’s ability survive will depend on numerous factors, including, but not limited to, the Company’s receiving continued financial support, completing public equity financing or generating profitable operations in the future.

These financial statements do not reflect adjustments that would be necessary if the Company were unable to continue as a going concern. While management believes that the actions taken or planned will mitigate the adverse conditions and events which raise doubt about the validity of the going concern assumption used in preparing these financial statements, there can be no assurance that these actions will be successful.

If the Company were unable to continue as a going concern, the substantial adjustments would be necessary to carrying values of the assets, the reported amounts of its liabilities, the reported revenue and expenses, and the balance sheet classifications used.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Three Months Ended June 30, 2024, and 2023
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers highly liquid financial instruments purchased with a maturity of three month or less to be cash equivalents.

Per Share Data

Net loss per common share is computed by dividing net loss by the weighted average common shares outstanding during the period as defined by Financial Accounting Standards, ASC Topic 260, "Earnings per Share." Basic earnings per common share ("EPS") calculations are determined by dividing net income by the weighted average number of common shares outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ significantly from those estimates.

Revenue Recognition

The Company recognizes revenue on an accrual basis. Revenue is general realized or realizable and earned when all of the following criteria are met: 1) persuasive evidence of an arrangement exists between the Company and its customers; 2) services have been rendered; 3) the price to the customer is fixed or determinable; and 4) collectability is reasonably assured.

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2024. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, prepaid expenses and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Level 1: The preferred inputs to valuation efforts are "quoted prices in active markets for identical assets or liabilities," with the caveat that the reporting entity must have access to that market. Information at this level is based on direct observations of transactions involving the same assets and liabilities, not assumptions, and thus offers superior reliability. However, relatively few items, especially physical assets, actually trade in active markets.

Level 2: FASB acknowledged that active markets for identical assets and liabilities are relatively uncommon and, even when they do exist, they may be too thin to provide reliable information. To deal with this shortage of direct data, the board provided a second level of inputs that can be applied in three, situations.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Three Months Ended June 30, 2024, and 2023
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments (continued)

Level 3: If inputs from levels 1 and 2 are not available, FASB acknowledges that fair value measures of many assets and liabilities are less precise. The board describes Level 3 inputs as “unobservable,” and limits their use by saying they “shall be used to measure fair value to the extent that observable inputs are not available.” This category allows “for situations in which there is little, if any, market activity for the asset or liability at the measurement date”. Earlier in the standard, FASB explains that “observable inputs” are gathered from sources other than the reporting company and that they are expected to reflect assumptions made by market participants.

Stock-Based Compensation

The Company records stock-based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached by the FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-50.

Recent Accounting Pronouncements

The Company has evaluated recent accounting pronouncements through the filing date and believes that none of them will have a material effect on the Company’s financial statements.

NOTE 4 – PURCHASE AGREEMENT

On July 27, 2021, the Company completed the asset acquisition of Crypto Mining Software platform, PerfectMine.io pursuant to a technology asset purchase. The original Letter of Intent was between PerfectMine and Windstream Partners, LLC, an affiliate of Fernhill, which assigned the LOI to the Company and is to be compensated \$8,000 paid as \$4,000 in reimbursable due diligence fees and 400,000 restricted common shares on the basis of \$0.01 per share. The acquisition was made as a deeply discounted technology acquisition of a fully developed digital asset mining operating system which also included remote configuration, management and optimization tools to simplify and automate digital asset mining operations. The purchase was \$50,000 which included due diligence and related fees and expenses.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Three Months Ended June 30, 2024 and 2023
(Unaudited)

NOTE 4 (Continued)

On November 15, 2021, the Company completed the acquisition of Qandlestick, LLC (New Jersey) (doing business as MainBloq) and its related subsidiaries, Qandlestick, LLC (Delaware), XSOR, LLC (Delaware) and MainBloq, Ltd. (Isle of Man). The subsidiaries were non-operational throughout the year ending December 31, 2021. The total purchase price was \$15,000,000 payable as \$11,000,000 in common shares of the Company, which 294,937,795 shares were issued on the basis of \$ 0.037296 per share; \$975,000 in notes/loans consisting of a \$825,000 Seller's Note, payable in 1 year; and a \$150,000 indemnification escrow account due; \$25,000 cash at closing, and a \$3,000,000 Earn-out payable over a period of 2 years from the date of closing based upon meeting certain revenue benchmarks. Note, the earn-out in year 1 in the amount of \$1,000,000 has been missed and is no longer in effect. In addition, we assumed certain debts of Qandlestick which are to be covered by the indemnification escrow as referred to above. MainBloq is a non-custody digital asset trading SaaS platform that provides multi exchange access, direct order routing, trading tools and data aggregation services principally for financial institutions (banks, hedge funds, crypto exchanges, prop trading firms, etc.) and the like.

Pursuant to the Qandlestick/MainBloq acquisition, we attributed \$8,100,000 of the purchase price to MainBloq's software assets and platform, which are allocated to Other Assets – Intellectual Property of the Company. Fernhill also allocated \$3,900,000 of the purchase price to Good Will, which will be regularly reviewed and adjusted in subsequent reporting periods as deemed necessary. The additional \$3,000,000 in potential Earn-Out Payments will be booked to Good Will at the time that any such Earn-Out is earned and paid. The liabilities that are booked pursuant to the MainBloq acquisition is \$825,000 Sellers Note and \$150,000 Indemnification Escrow payable, in addition to the assumption of third-party debt in the amount of \$51,000, including an SBA EIDL loan in the amount of \$15,000. The Seller's Note has past the initial one-year term as of November 15, 2022, whereby the effective interest rate increases from 5% to 8% per annum. There are no conversion features or default provisions in the Seller's Note.

On June 15, 2023 the majority of the Seller's Notes pursuant to the MainBloq acquisition in the aggregate principal amount of \$420,750, plus accrued interest of \$40,496, agreed and confirmed to writing off 50% of their notes plus accrued interest and converting the remaining 50% of their notes plus accrued interest at the original acquisition transaction value per share of \$0.037296, in addition to the indemnification escrow of \$150,000 as mentioned above, which was unanimously agreed to and approved by the Company's Board of Directors. The 50% portion of the notes and accrued interest and the total of \$150,000 for the indemnification escrow that were cancelled were written off and booked to other income.

On November 9, 2023, as part of a settlement with the former CTO of MainBloq, an additional \$255,750 plus interest of \$32,799 was written off against the MainBloq Seller's Note. This brought the principal balance of the MainBloq Seller's Note down to \$148,500.

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES INCLUDING INTEREST

Pursuant to the convertible notes and loans outstanding as provided for in Note 9, accrued interest, late fees and penalties in the amount of \$9,777 has been allocated for the quarter ending June 30, 2024.

The Company is reviewing the balance of accounts payable and accrued interest and endeavoring to locate related documents and evidence to support this balance. If the Company is unable to find such support for this balance, the Company may reduce this balance or write off.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Three Months Ended June 30, 2024, and 2023
(Unaudited)

NOTE 6 – NOTES PAYABLE RELATED PARTY

During 2021, Windstream Partners, a company owned by Fernhill's Chairman of the Board and CEO, Chris Kern, provided two convertible notes to the Company. On July 2, 2021 - \$2,000 was loaned to Fernhill at a rate of 8% per annum, has a conversion price of \$0.01 per share, and has a term of one (1) year. On November 11, 2021 - \$25,000 was loaned to Fernhill in a convertible note having an interest rate of 5% per annum, a conversion price of \$0.05 per share, and a term of one (1) year. On January 6, 2022, \$10,000 was loaned to the Company in a convertible note at 8% per annum, having a conversion price of \$0.025 per share and a term of one (1) year. On February 8, 2022, \$5,500 was loaned to the Company in a convertible note at 8% per annum, having a conversion price of \$0.018 per share and a term of nine (9) months. On March 10, 2022, \$15,000 was loaned to Fernhill in a convertible note at 8% interest per annum, having a conversion price of \$0.01 per share and a term of one (1) year. On September 2, 2022 Windstream loaned Fernhill \$4,500 at 8% interest per annum, has a conversion price of \$0.008 per share and a term of six months. On May 31, 2024, \$28,000 of accrued accounts payable due to Windstream was converted into a convertible note at 8% per annum, having a conversion price of \$0.0025 per share, and a term of one (1) year.

NOTE 7 – AGREEMENT PAYABLE

NOTE 8 – DEMAND NOTES PAYABLE

As of June 30, 2024, the following notes payable are due on demand.

CONTINGENT LIABILITIES

The Company has determined that it would write down the Flannagan Enterprises Demand Note Payable issued on 1/31/2011 having an original balance of \$82,000 and a current balance of \$41,979.30 as of the quarter ending March 31, 2021. The full amount of \$41,979.30 was previously recognized as Other Income on the Company's financial statements and this debt is being held as a contingent liability until otherwise noted.

NOTE 9 – CONVERTIBLE DEBT

As of June 30, 2024, the following convertible notes payable are outstanding. Each of the respective convertible note terms are provided for below.

Issue Date	Interest Rate	Original Principal	Current Principal Balance	Accrued Interest	Total Principal and Interest
8/30/2017	9.875% & 18%	\$12,500	\$12,500	\$14,358.35	\$26,858.35
7/2/2021	5%	\$2,000	\$2,000	\$818.03	\$2,818.03
11/11/2021	8%	\$25,000	\$25,000	\$8,597.95	\$33,597.95
1/06/2022	8%	\$10,000	\$10,000	\$3,463.01	\$13,463.01
2/08/2022	8%	\$5,500	\$5,500	\$1,953.78	\$7,453.78
3/10/2022	8%	\$15,000	\$15,000	\$4,728.49	\$19,728.49
9/01/2022	10%	\$62,500	\$62,500	\$11,438.36	\$73,938.36
9/02/2022	8%	\$4,500	\$4,500	\$1,254.82	\$5,754.82
9/26/2022	8%	\$47,500	\$47,500	\$6,694.25	\$54,194.25
9/13/2023	10%	\$15,000	\$15,000	\$1,195.89	\$16,195.89
3/19/2024	10%	\$15,000	\$15,000	\$423.29	\$15,423.29
5/31/2024	8%	\$28,000	\$28,000	\$184.11	\$15,184.11

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Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Three Months Ended June 30, 2024, and 2023
(Unaudited)

On August 30, 2017 PBDC, LLC loaned the Company \$12,500 which bears an 9.875% per annum interest rate and is convertible into common shares at a 50% discount to the last trading price prior to the date of the conversion notice. The loan has a one-year term, after which a default interest rate of 18% applies.

During 2021, Windstream Partners, a company owned by Fernhill's Chairman of the Board and CEO, Chris Kern, provided two convertible notes to the Company. On July 2, 2021 - \$2,000 was loaned to Fernhill at a rate of 8% per annum, has a conversion price of \$0.01 per share, and has a term of one (1) year. On November 11, 2021 - \$25,000 was loaned to Fernhill in a convertible note having an interest rate of 5% per annum, a conversion price of \$0.05 per share, and a term of one (1) year. On January 6, 2022, \$10,000 was loaned to the Company in a convertible note at 8% per annum, having a conversion price of \$0.025 per share and a term of one (1) year. On February 8, 2022, \$5,500 was loaned to the Company in a convertible note at 8% per annum, having a conversion price of \$0.018 per share and a term of nine (9) months. On March 10, 2022, \$15,000 was loaned to Fernhill in a convertible note at 8% interest per annum, having a conversion price of \$0.01 per share and a term of one (1) year. On September 2, 2022 Windstream loaned Fernhill \$4,500 at 8% interest per annum, has a conversion price of \$0.008 per share and a term of six months. On May 31, 2024 Windstream converted accounts payable due from Fernhill into a \$28,000 convertible note having 8% interest per annum, a conversion price of \$0.0025 per share and a term of one (1) year.

On September 1, 2022 Commerce City loaned the Company \$62,500 which bears a 10% per annum interest rate and was issued on an original issue discount, has a term of six months, and is convertible into the Company's preferred B equity growth round when that is opened to investors.

On September 26, 2022 Boot Capital loaned the Company \$47,500 and bears an interest rate of 8% per annum, has a one-year term and is convertible to common stock of the Company at a 37% discount to the 20-day VWAP. In addition, twenty-five percent of the proceeds from the Company's Regulation A offering, when effective and funds have been raised on it are designated to pay down this loan until paid in full.

On September 13, 2023, the Company received a loan from Adam Kovacevic in the amount of \$15,000 which bears a 10% per annum interest rate and is convertible into common shares at a fixed price of \$0.00195 per share and has a term of eighteen months, due March 12, 2025.

On March 19, 2024, the Company received a loan from Tidepool Ventures in the amount of \$15,000 which bears a 10% per annum interest rate and is convertible into common shares at a fixed price of \$0.00185 per share and has a term of twelve months, due March 18, 2025.

Convertible notes that are past their initial one-year or six-month term are considered past due and in default. For those convertible notes that are in default, interest is being accrued at the default interest rate of eighteen percent (18%) starting as of the first day after the initial term.

NOTE 10 – STOCKHOLDERS' EQUITY

Common stock:

The Company is authorized to issue 3,010,000,000 shares of stock, with a par value of \$0.0001, of which 10,000,000 are designated as preferred stock. There were 2,574,052,516 common shares issued and outstanding as of June 30, 2024.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Three Months Ended June 30, 2024, and 2023
(Unaudited)

During the year ended December 31, 2018, the Company changed the par value used on prior common stock transactions from \$0.001 to \$0.0001. The common stock and additional paid-in capital were adjusted during the quarter to reflect the current par value of \$0.0001 and the December 31, 2016 common stock and additional paid-in capital were restated, accordingly.

Preferred stock:

The Company is authorized to issue 10,000,000 shares of preferred stock, with a par value of \$0.0001. On April 18, 2017, the Company issued 1,000,000 restricted Series A preferred shares to a related party. On April 29, 2021, the Series A Preferred Shares were acquired by Windstream Partners, an affiliated company to Fernhill's Chairman. The Company has authorized 100,000 shares of Series B Preferred Stock, par value \$0.0001, and there are no shares issued or outstanding.

NOTE 11 – CREATION OF SUBSIDIARIES

On March 6, 2024 a new wholly owned subsidiary of Fernhill Corp was created in order to facilitate synergistic acquisitions that support a targeted growth strategy. The new subsidiary is called MediaBloq.

On July, 20, 2021, the Company announced the formation of a new wholly owned subsidiary. Crypto Mining Corp, a Wyoming registered corporation that will focus on partnerships and acquisitions in the crypto mining sector.

On November 15, 2021, the Company completed the acquisition of Qandlestick, LLC, a New Jersey Limited Liability Company, and its related subsidiaries, Qandlestick, LLC, a Delaware Limited Liability Company, XSOR, LLC a Delaware Limited Liability Company and Mainbloq, Ltd, and Isle of Man Limited Company. The Company subsequently canceled the Isle of Man Limited Company due to not having a use for this entity and to reduce expenses.

NOTE 12 – RELATED PARTY TRANSACTIONS

During the Quarter ended June 30, 2024, the Company accrued executive compensation payable to its officers and directors in the amount of \$121,000.

During 2022, Windstream Partners, owned by the Company's CEO, Chris Kern, made several loans to Fernhill. On January 6, 2022, \$10,000 was loaned to the Company in a convertible note at 8% per annum, having a conversion price of \$0.025 per share and a term of one (1) year. On February 8, 2022, \$5,500 was loaned to the Company in a convertible note at 8% per annum, having a conversion price of \$0.018 per share and a term of nine (9) months. On March 10, 2022, \$15,000 was loaned to Fernhill in a convertible note at 8% interest per annum, having a conversion price of \$0.01 per share and a term of one (1) year. On September 2, 2022 Windstream loaned Fernhill \$4,500 at 8% interest per annum, has a conversion price of \$0.008 per share and a term of six months. These loans are included in the Convertible Debt section (see Note 9). For the year ending December 31, 2023, Windstream Partners covered various expenses on behalf of the Company in the amount of \$22,784.47, which are added to previous accounts payable due to Windstream in the total amount due of \$21,269.60 from the prior year. During 2023, Windstream was paid \$3,950 against those balances, resulting in a total amount due to Windstream of \$40,104.07 as of the 2023 year end. On May 31, 2024, \$28,000 of accrued accounts payable due to Windstream was converted into a convertible note at 8% per annum, having a conversion price of \$0.0025 per share, and a term of one (1) year. For the quarter ending June 30, 2024, a total of \$3,667 in expenses were paid by Windstream on behalf of the Company, resulting in a net balance of \$13,606 in accounts payable due to Windstream.

Fernhill Corp & Subsidiary
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Three Months Ended June 30, 2024, and 2023
(Unaudited)

NOTE 13 – SUBSEQUENT EVENTS

There are no subsequent events to report at this time.