

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

COUNTY LINE ENERGY INC

A Nevada Corporation

3105 S. Artesia St.
Santa Ana CA 92704
949.521.0346

ltholden@comcast.net

QUARTERLY REPORT

For the period ending June 30, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

81,427,644 as of June 30, 2024

81,427,644 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 and address(es) of the issuer and its predecessors (if any)

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

<u>County Line Energy Inc.:</u>	<u>August 5, 2019 – Current</u>
<u>D5 Partners Inc.:</u>	<u>September 25, 2018 – August 5, 2019</u>
<u>County Line Energy Corp.:</u>	<u>August 29, 2018 – September 25, 2018</u>
<u>County Line Resources Inc.:</u>	<u>May 9, 2006 – August 29, 2018</u>
<u>Nubio Ventures Inc.:</u>	<u>March 11, 2005 – May 9, 2006</u>

Current State and Date of Incorporation or Registration: Nevada
Standing in this jurisdiction: (e.g. active, default, inactive): Current

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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

None

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

None

Address of the issuer's principal executive office:

3105 S. Artesia St
Santa Ana CA 92704

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Stock Transfer Corporation
Phone: 469-633-0101
Email: stc@stctransfer.com
Address: 2901 N Dallas Parkway, Suite 380
Plano TX 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:	<u>CYLC</u>	
Exact title and class of securities outstanding:	<u>Common Shares</u>	
CUSIP:	<u>222479107</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	<u>as of date: June 30, 2024</u>
Total shares outstanding:	<u>81,427,644</u>	<u>as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>77</u>	<u>as of date: June 30, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

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.

Exact title and class of the security:	<u>Series A Non Convertible Preferred Stock</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>100,000</u>	<u>as of date: June 30, 2024</u>
Total shares outstanding:	<u>100,000</u>	<u>as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: June 30, 2024</u>

Exact title and class of the security:	<u>Convertible B Preferred Stock</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>300,000</u>	<u>as of date: June 30, 2024</u>
Total shares outstanding:	<u>300,000</u>	<u>as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: June 30, 2024</u>

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.

Each Common Stock Share is entitled to one vote and entitled to participate in dividend on a pro-rata basis for its class.

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

Series A Non Convertible Preferred Stock is not convertible, shall not be entitled to receive any dividends, and are not redeemable. In case of voluntary or involuntary liquidation, each Series A Non Convertible Preferred share shall be entitled to be paid, out of the Assets available for distribution to its stockholders an amount equal to \$1.00 (One Dollar) per share. Series A Non Convertible Preferred shares shall be entitled to vote with Common shareholders, shall vote as one class as

long as one share of Series A Non Convertible Preferred is outstanding, and shall represent 80% of all votes entitled to be voted at any annual or special meeting of shareholders of the Corporation or action by written consent of the shareholders.

Convertible B Preferred Stock: Each share of Convertible B Preferred Stock is entitled to convert into 100 fully paid and non assessable shares of Common Stock of the Corporation, provided that each holder of Convertible B Preferred Stock may not convert any part of the Convertible B Preferred Stock if such conversion would cause such Holder or any of its assignees to beneficially own more than 4.99% of the Common Stock of the Corporation. Each share of Convertible B Preferred Stock shall be entitled to vote with Common shareholders, shall vote as one class, and be entitled a number of votes equal to the number of shares of Common Stock into which the share is convertible, subject to the limitations described above, In case of voluntary or involuntary liquidation, each Convertible B Preferred share shall be entitled to be paid, out of the Assets available for distribution to its stockholders an amount equal to the stated value (\$0.0001) per share. Convertible B Preferred Stock shall participate on a pro rata basis in any dividend declared for Common Stock on a basis assuming all Convertible B Preferred Stock had been converted. The number of shares of Common Stock issuable upon conversion of the Convertible B Preferred Stock shall not be adjusted to reflect any forward or reverse splits by the Corporation of its Common Stock.

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.

5. 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 changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date <u>12/31/21</u> Common: <u>59,105,141</u> Preferred: <u>None</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	Were the shares issued at a discount to market	Individual/ Entity Shares were issued to. *You must disclose the control	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

				Issuance	price at the time of issuance ? (Yes/No)	person(s) for any entities listed.	Services Provided		
<u>5/5/22</u>	<u>New</u>	<u>2,800,000</u>	<u>Common</u>	<u>14,000</u>	<u>No</u>	<u>Mayday Management- Lowell Holden</u>	<u>AP payment</u>	<u>Restricted</u>	<u> </u>
<u>6/30/22</u>	<u>Returned</u>	<u>(3,600,000)</u>	<u>Common</u>	<u>(381)</u>	<u>--</u>	<u>Shares returned- Vince Andreula</u>	<u>Returned</u>	<u>--</u>	<u> </u>
Shares Outstanding on Date of This Report:				--					
Ending Balance:									
Date 6/30/24 Common: <u>81,427,644</u>									
Preferred: 400,000									

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

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, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
7/18/2012	15,000.00	20,000.00	16,510	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
2/1/2013	26,000.00	26,000.00	18,980	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
7/18/2012	26,620.00	26,620.00	23,265	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
9/19/2015	6,500.00	6,500.00	3006.25	Demand	0.005 per share	Wexford Industries Lois Farber	Loan
7/25/2016	20,460.00	20,500.00	7,469.90	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
2/7/2017	8,500.00	8,500.00	2,762.50	Demand	0.005 per share	Blackridge Holding- Brian Keasberry	Loan
10/13/2017	1,000.00	1,000.00	245.00	Demand	0.005 per share	Brian Keasberry	Loan
11/9/2017	3,000.00	3,000.00	733.50	Demand	0.005 per share	Blackridge Holdings- Brian Keasberry	Loan
01/19/2018	2,000.00	2,000.00	992.00	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
01/19/2018	2,000.00	2,000.00	992.00	Demand	0.005 per share	Blackridge Holdings Brian Keasberry	Loan
02/11/2018	3,500.00	3,500.00	1,685.69	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
02/11/2018	3,500.00	3,500.00	1,685.69	Demand	0.005 per share	Blackridge Holdings Brian Keasberry	Loan

05/16/2018	750.00	750.00	329.16	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
05/16/2018	750.00	750.00	329.16	Demand	0.005 per share	Blackridge Holdings Brian Keasberry	Loan
06/29/2018	2,500.00	2,500.00	1,061.60	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
06/29/2018	2,500.00	2,500.00	1,061.25	Demand	0.005 per share	Blackridge Holdings Brian Keasberry	Loan
07/24/2019	5,000.00	5,000.00	300.00	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
10/10/2018	30,500	30,500	4,422.50	Demand	None	Wexford Industries -Lois Farber	Loan
1/14/2019	15,000	15,000	22.025	Demand	None	John Fitzpatrick	Loan
08/01/2019	1,000.00	1,000.00	40.00	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
10/04/2019	7,000.00	7,000.00	40.00	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
10/09/2019	3,000.00	3,000.00	90.00	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
10/30/2019	6,000.00	6,000.00	20.00	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
11/25/2019	6,000.00	6,000.00	75.00	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
11/29/2019	4,000.00	4,000.00	40.00	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
12/20/2019	10,000.00	10,000.00	2,400	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
1/24/2020	5,00.000	5,000.00	1,150	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
2/3/2020	3,000.00	3,000.00	660	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
2./12/.2020	2,000.00	2,000.00	254	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
3/3/2020	5,000.00	5,000,00	1,080	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
3/31/2020	6,500.00	6,500.00	1,365	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
5/4/20	1,500	1,500	288	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
5/22/20	2,500	2,500	480	Demand	0.005 per share	Wexford Industries- Loris Farber	Loan
5/27/20	6,500	6,500	1,170	Demand	None	Wexford Industries-Lois Farber	
6/19/20	2,500	2,500	435	Demand	0.005 per share	0985358 BC Ltd – Ferzana Jamani	Loan
7/27/20	7,000	7,000	1,176	Demand	None	Wexford Industries- Lois Farber	Loan
8/11/20	8,000	8,000	1,344	Demand	None	Wexford Industries- Lois Farber	Loan
9/8/20	7,500	7,500	1,260	Demand	None	Wexford Industries- Lois Farber	Loan
9/15/20	7,400	7,400	1,240	Demand	0.005 per share	Wexford Industries- Lois Farber	Loan
9/16/20	3,500	3,500	546	Demand	0.005 per share	Wexford Industries- Lois Farber	Loan
10/15/20	1,000	1,000	175	10/14/21	None	0985358 BC Ltd – Ferzana Jamani	Loan
10/26/20	14,000	14,000	2,016	10/25/21	None	Wexford Industries- Lois Farber	Loan
12/21/20	5,000	5,000	660	12/21/21	None	Wexford Industries- Lois Farber	Loan
1/28/21	15,000	15,000	1,638	7/28/21	None	0985358 BC Ltd – Ferzana Jamani	Loan
3/3/21	38,500	38,500	3,696	10/3/21	None	Wexford Industries- Lois Farber	Loan
4/1/21	55,000	55,000	4,918	4/1/22	None	Wexford Industries- Lois Farber	Loan

4/16/21	30,000	30,000	2,544	4/16/22	None	Wexford Industries- Lois Farber	Loan
4/19/21	30,000	30,000	2515	4/19/22	None	Wexford Industries- Lois Farber	Loan
4/23/21	2,000	2,000	156	4/23/22	None	0985358 BC Ltd – Ferzana Jamani	Loan
5/10/21	2,600	2,600	203	5/10/22	None	0985358 BC Ltd – Ferzana Jamani	Loan
5/26/21	10,000	10,000	746	5/26/22	None	Wexford Industries- Lois Farber	Loan
6/25/21	100,000	100,000	6,147	6/25/22	None	Wexford Industries- Lois Farber	Loan
11/4/21	50,000	50,000	937	11/4/22	None	Wexford Industries- Lois Farber	Loan
11/19/21	50,000	50,000	690	1/19/22	None	Wexford Industries- Lois Farber	Loan
2/11/22	15,000	15,000	209	2/11/23	None	Black Ridge Holdings- Brian Keasberry	Loan
3/14/22	12,000	12,000	46	3/14/23	None	Black Ridge Holdings- Brian Keasberry	Loan
3/14/22	8,000	8,000	33	3/14/23	None	Wexford Industries- Lois Farber	Loan
4/1/22	12,000	12,000	--	4/1/23	None	Wexford Industries- Lois Farber	Loan
4/5/22	4,197	4,197	--	4/5/23	None	0985458 BC- Ferzana Jamani	Loan
6/30/22	5,000	5,000	--	6/30/23	None	Black Ridge Holdings- Brian Keasberry	Loan
7/20/22	13,000	13,000	--	7/20/23	0.005 per share	Black Ridge Holdings- Brian Keasberry	Loan
8/5/22	1,000	1,000	--	8/5/23	0.005 per share	Black Ridge Holdings- Brian Keasberry	Loan
8/12/22	10,000	10,000	--	8/12/23	0.005 per share One year demand note 15% interest	0985458 BC- Ferzana Jamani	Loan
8/25/22	20,000	20,000	--	8/25/23	0.005 per share	Black Ridge Holdings- Brian Keasberry	Loan
8/29/22	50,000	50,000	--	8/28/23	0.005 per share	Black Ridge Holdings- Brian Keasberry	Loan
1/11/23	4,000	4,000		1/11/24	One year demand note 15% interest	0985358 BC Ltd – Ferzana Jamani	Loan
2/27/23	25,000	25,000		2/27/24	0.005 per share	Black Ridge Holdings- Brian Keasberry	Loan
4/4/23	25,000	25,000		4/4/24	One year demand note 15% interest	0985358 BC Ltd- Ferzana Jamani	loan
6/27/23	17,000	17,000		6/27/23	One year demand interest 15%	0985358 BC Ltd- Ferzana Jamani	Loan
9/30/23	18,000	18,000		9/30/24	One year demand interest 15%	0985358 BC Ltd- Ferzana Jamani	Loan
12/31/23	18,000	18,000		12/31/24	One year demand 15% interest	0985358 BC Ltd- Ferzana Jamani	Loan

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

Control Persons
0985358 BC- Ferzana Jamani
Black Ridge Holdings- Brian Keasberry
Wexford Industries- Lois Farber

4) Issuer's Business, Products and Services

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

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

On July 16, 2018, the company completed a definitive agreement to acquire a subsidiary D5 Partners, containing certain assets pertaining to the marketing and manufacturing rights of GrowBox5000 ("GB5K"), a self-contained hydroponic system for growing plants, vegetables, and cannabis. The GB5K family of products work to manage the sum total of all surroundings of a living organism, including natural forces and other living things, which provide conditions for development and growth as well as of danger and damage. Our products incorporate a complex of physical, chemical, and biotic factors (such as climate, soils, and living things) that act upon an organism or an ecological community and ultimately determine its form and survival. (www.growboxecosystem.com). Mr. Margaretis, our CEO, the inventor of the GrowBox5000, is considering along with the Company taking legal action against Eric Dena, the former CEO for non-compliance with the terms of his Agreement with the Company. Mr. Margaretis vended in additional assets to the Company, consisting primarily of proprietary code to semi-automate the product and strengthen the business of the Company for \$1. Beginning in late 2019, Mr. Margaretis changed the focus of the Company from cannabis to vegetables. The Company's first product is called Kipos. The Kipos is a countertop greenhouse designed to efficiently and effectively grow leafy greens, as well as super greens. The Company's new website is www.edenecosystems.com. The Kipos will incorporate the proprietary code already owned by the Company.

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

None

C. Describe the issuers' principal products or services.

The company manufactures and sells self-contained hydroponic systems for growing vegetables and super greens. Our first product is a countertop unit designed and priced to ensure affordability is called Kipos. The unit should easily be able to provide greens for up to four people on a continuous basis. The Kipos features clean lines and proprietary design, along with a faster grow/harvest cycle.

5) Issuer's Facilities

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

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

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

None

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Lowell Holden	<u>CEO, CFO, Director</u>	2802 McLeod St. Burnsville MN 55337				
Eric Dena	Holder: 70.1% Common Stock; 75% Convertible B Preferred Stock	#12 Galeana Foothill Ranch, CA 92610	<u>41,440,000</u>	<u>Common</u>	<u>70.1% Common Stock;</u> 100% (300,000 shares) Convertible B Preferred Stock	
Vince Andreula	Holder: 100% Series A Preferred Stock Holder: 25% Convertible B Preferred Stock	200 Spectrum Centre Dr., Suite 300 Irvine CA 92618	100,000 Series A Preferred;	Series A Preferred;	100% Series A Preferred;	

7)Legal/Disciplinary History

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

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

No

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

No

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

No

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

No

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

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Vic Devlaeminck
Address 1: 10013 NE Hazel Dell Ave, Suite 317
Address 2: Vancouver WA 98685
Phone: 503-806-3533
Email: vic@vicdelaeminck.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

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

Name: Lowell Holden
Firm: _____
Nature of Services: Financial Consulting
Address 1: _____

Address 2:
Phone: 612-961-5656
Email: ltholden@comcast.net

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

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

Name: Lowell Holden
Title: Consultant
Relationship to Issuer: CEO

Describe the qualifications of the person or persons who prepared the financial statements: The preparer has prepared SEC and OTC filing for over 20 years as well as serving on various public Companies as CFO.

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

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, Lowell Holden certify that:

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

August 14, 2024

/s/ Lowell Holden CEO

² 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.

Principal Financial Officer:

I, _____, certify that:

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

August 14, 2024

/s/ Lowell Holden CFO

COUNTY LINE ENERGY, INC.

Financial Statements for the Three and Six Months Ended June 30, 2024 and 2023

(Unaudited)

The financial information set forth below with respect to our statements of operations for the six months ended June 30, 2024 and 2023 are unaudited. This financial information, in the opinion of management, includes all adjustments consisting of normal recurring entries necessary for the fair presentation of such data

County Line Energy Corp.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ --	\$ --
Inventory	62,938	52,938
Receivable EE	13,929	13,929
	<hr/>	<hr/>
Total current assets	76,867	66,867
	<hr/>	<hr/>
Fixed assets		
Equipment – net of depreciation of \$53,247 and \$45,247	42,906	50,907
	<hr/>	<hr/>
Total assets	\$ 119,774	\$ 117,774
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	\$ 703,656	\$ 622,631
Convertible notes payable	339,393	324,580
Due related party	491,821	386,616
Notes payable	615,797	615,797
	<hr/>	<hr/>
Total current liabilities	2,150,556	1,949,624
Total liabilities		1,949,624
Stockholders' deficit		
Preferred stock \$0.0001 50,000,000 authorized, issued and outstanding		
Series A- Non-convertible preferred 100,000 authorized and outstanding	10	10
Series B – Convertible preferred 1,000,000 authorized, 400,000 outstanding	40	40
Common stock \$0.0001, par value 500,000,000 shares authorized: 81,427,644 and 82,227,644 outstanding as of June 30, 2024, and December 31, 2023	8,143	8,143
Additional paid-in capital	3,326,374	3,326,373
Accumulated deficit	(5,365,349)	(5,166,416)
	<hr/>	<hr/>
Total stockholders' deficit	(2,030,783)	(1,831,850)
	<hr/>	<hr/>
Total liabilities and stockholders' deficit	\$ 119,774	\$ 117,774

The accompanying notes are an integral part of the unaudited financial statements.

COUNTY LINE ENERGY CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THREE AND SIX MONTHS ENDED June 30,
(Unaudited)

	Three Months		Six Months	
	2024	2023	2024	2023
Revenue	\$ --	\$ --	\$ --	\$ --
Operating expenses:				
Consulting	--	--	45,000	330
Depreciation	4,000	4,000	8,000	8,000
Selling, general and administrative expenses	45,059	13,434	64,702	29,276
Loss from operations	(49,000)	(17,434)	(117,702)	(37,606)
Other income (expense)				
Interest expense	(40,514)	(18,000)	(81,231)	(34,000)
Total other income (expense)	(40,514)	(18,000)	(81,231)	(34,000)
Net loss	(89,573)	\$ (35,434)	\$ (198,993)	\$ (71,606)
Net loss per common share basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding: basic and diluted	81,427,664	81,427,664	81,427,664	81,427,664

The accompanying notes are an integral part of the unaudited financial statements

County Line Energy Corp.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

	Common Stock		Series A & B Preferred Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance at December 31, 2022	81,427,664	8,143	500,000	50	3,326,373	(4,981,693)	(1,647,127)
Net loss	--	--	--	--	--	(36,172))	(36,172)
Balance at March 31, 2023	81,427,664	8,143	500,000	50	3,326,373	(5,017,865)	(1,683,299)
Net loss						(35,434)	(35,434)
Balance at June 30, 2024	81,427,664	8,143	500,000	50	3,326,373)	(5,053,299)	(1,718,733)
Balance at December 31, 2023	81,427,664	8,143	500,000	50	3,326,373	(5,166,416)	(1,831,850)
Net loss	--	--	--	--	--	(109,420)	(109,420)
Balance at March 31, 2024	81,427,664	8,143	500,000	50	3,326,373	(5,275,836)	1,941,270)
Net loss						(89,573)	(89,573)
Balance at June 30,2024	81,427,664	\$ 8,243	500,000	\$ 50	\$3,326,373	(5,365,349)	\$(2,030,783)

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

County Line Energy Corp.
CONSOLIDATED STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED JUNE 30,
(Unaudited)

	<u>2024</u>	<u>2023</u>
Cash Flows from Operating Activities:	\$ (198,933)	\$ (71,606)
Net loss		
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	8,000	16,000
Changes in operating assets and liabilities:		
Inventory	(10,000)	(14,659)
Note receivable	--	(13,929)
Accounts payable and accrued expense	81,026	33,929
Due related party	105,205	(14,140)
Net cash used in operating activities	(14,702)	(64,345)
Net cash used in operating activities		
Proceeds used for fixed assets	--	(2,225)
Net cash used in investing activities		(2,225)
	--	
Cash Flows from Financing Activities:		
Proceeds from convertible notes	14,702	71,000
Net cash provided by (used in) financing activities	14,702	71,000
Net change in cash	--	4,430
Cash at beginning of period	--	4,377
Cash at end of period	<u>\$ --</u>	<u>\$ 8,807</u>
SUPPLEMENT DISCLOSURE		
Interest paid	\$ --	\$ -
Income taxes paid	\$ --	\$ -
NON-MONETARY TRANSACTIONS		
Common stock issued for debt	\$ --	\$ --
Common stock returned to treasury	\$ --	\$ --

The accompanying notes are an integral part of the unaudited financial statements

County Line Energy Corp.
Notes to the Consolidated Financial Statements as of June 30, 2024
(Unaudited)

NOTE 1: NATURE OF OPERATIONS

County Line Energy, Inc. (“County Line”, “we”, “our”, or “the Company”) was incorporated on February 5, 1998 in the State of Nevada. On August 28, 2018, the Company changed its name from County Line Energy Corp to D5 Inc and then back to County Line Energy, Inc. The Company was originally incorporated as Bio-Safe Technologies, Inc. and was in the business of acquiring and developing certain mineral rights in Canada. Subsequently, the name was changed to Nubio Ventures in August 2001, to County Line Resources, Inc. in March 2005 and to County Line Energy Corp. in May 2006.

In 2006 the Company formed a wholly-owned subsidiary, County Line (Canada) Inc., in the Province of Alberta, Canada. This company was permitted to act as operator in its oil and gas exploration activities.

Effective January 4, 2018, the Company effected a 1,000-for-one reverse stock split. All share of common stock and per share in these financial statements retroactively reflect this reverse stock split.

On July 16, 2018, the Company completed a definitive agreement to acquire all the assets through its subsidiary D5 Partners, of Grow Box 5000, a self-contained hydronic system for growing plants, vegetables and cannabis. The Company has also agreed to provide financing to the new D5 Partners subsidiary in the amount of a minimum of \$1,000,000 and up to \$2,000,000 within one year of the closing of the Definitive Agreement. Initial equity of the Subsidiary has been allocated as 51% to the Company and 49% to Eric Dena (“ED Equity”). The Company has retained an irrevocable option to purchase the entire 49% ED Equity interest based on a negotiated valuation determined by an independent third party. Due to the change in control of the Company, the Company has consolidated the subsidiary as 100% ownership.

In conjunction with the execution of the Definitive Agreement Eric Dena purchased 70,000,000 restricted shares of CYLC common stock from Daniel Serruya, and Vince Andreula purchased 28,500,000 shares of CYLC common stock from Serruya. The Definitive Agreement also specifies that the Company will exchange all or part of the 28,500,000 shares of CYLC common stock owned by Andreula for Preferred Shares which will contain super voting rights that provide him voting control of the Company.

Following execution of the Definitive Agreement, Eric Dena was appointed as CEO and the director of the Company. Vince Andreula was also appointed to be Board of Directors of the Company. Daniel Serruya has resigned from all positions held with the Company.

On August 1, 2019, the Company changed its name to County Line Energy, Inc and Eric Dena and Vince Andreula resigned as officers and directors appointing Emanuel Margaretis as sole officer and director.

On September 22, 2023, Emanuel Margaretis resigned as sole officer and director. Aarif Jamani was elected sole officer and director of the Company.

On May 7, 2024, Aarif Jamani resigned as sole officer and director. Lowell Holden was elected sole officer and director of the Company.

NOTE 2: SUMMARY OF SIGNIFICAT ACCOUNTING POLICIES

These financial statements 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. Additional financing is needed for the successful completion of County Line’s contemplated plan of operations and its transition, ultimately, to the attainment of profitable operations. The Company’s ability to raise additional equity or debt

financing is unknown. The inability to resolve these factors raise substantial doubts about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that may result from the outcome of the uncertainties.

Basis of Presentation

These unaudited financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and are presented in U.S. dollars. The Company reports revenues and expenses using the accrual method of accounting for financial and income tax purposes.

Use of Estimates

Management uses estimates and assumptions in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

Cash and Cash Equivalents

County line considers all investments with an original maturity of three months or less to be a cash equivalent.

Stock-Based Compensation

The Company accounts for stock-based compensation to employees and consultants in accordance with FASB ASC 718. Stock-based compensation to employees is measured at the grant date, based on the fair value of the award, and is recognized as expense over the requisite employee service period. The Company accounts for stock-based compensation to other than employees in accordance with FASB ASC 505-50. Equity instruments issued to other than employees are valued at the earlier of a commitment date or upon completion of the services, based on the fair value of the equity instruments and is recognized as expense over the service period. The Company estimates the fair value of stock-based payments using the Black Scholes option-pricing model for common stock options and warrants and the closing price of the Company's common stock for common share issuances.

Equipment

Equipment is carried at the cost of acquisition and depreciated over the estimated useful lives of the assets. Costs associated with repair and maintenance is expensed as incurred. Costs associated with improvements which extend the life, increase the capacity or improve the efficiency of our property and equipment are capitalized and depreciated over the remaining life of the related asset. Gains and losses on dispositions of equipment are reflected in operations. Depreciation is provided using the straight-line method over the estimated useful lives of the assets.

Income Taxes

Deferred income taxes are provided for temporary differences between the GAAP and tax-reporting amounts of assets and liabilities. However, if it is more likely than not that the Company will not realize the tax asset through future operations, no benefit is recorded.

Fair value of Financial Instruments

Financial Accounting Standards Statement No. 107, "Disclosure About Fair Value of Financial Instruments", requires the Company to disclose, when reasonably attainable, the fair market value of its assets and liabilities which are deemed to be financial instruments. The Company's financial instruments consist primarily of cash and certain investments.

Beneficial Conversion Feature

For conventional convertible debt where the rate of conversion is below market value, the Corporation records a Beneficial Conversion Feature (the “BCF”) and related debt discount.

When the Company records a BCF, the intrinsic value of the BCF is recorded as a debt discount against the face amount of the respective debt instrument (offset to additional paid-in capital) and amortized to interest expense over the life of the debt.

Earnings (Loss) per Share

Basic earnings per share are calculated by dividing net income (loss) by the weighted average number of shares outstanding during the period. The calculation of diluted earnings per share is like the calculation of basic earnings per share, except for the inclusion of all potentially dilutive securities. In the case of a loss, however, they are excluded from the calculation because their effect is antidilutive.

The quantity of previously issued shares used to calculate earnings per share is adjusted to give effect to any stock splits and rollbacks.

NOTE 3: GOING CONCERN

As shown in the accompanying financial statements, the Company has an accumulated deficit of \$5,365,349 as of June 30, 2024 and incurred a loss from operations of \$198,933 for the nine months ended June 30, 2024 compared to net loss of \$71,606 for the same period in 2023. Unless profitability and increases in stockholders’ equity continues, these conditions raise substantial doubt as to the Company’s ability to continue as a going concern.

NOTE 4: RELATED PARTY TRANSACTIONS

As of June 30, 2024, and December 31, 2023 the Company owed a related party \$491,81 and \$386,616.

NOTE 5: CONVERTIBLE NOTES PAYABLE

During the six months ended June 30, 2024, the Company issued notes with a value of \$14,402. The notes are for one year and bear interest at 15% per annum.

As of June 30, 2024, the Company has outstanding convertible notes of \$339,393. The notes are convertible into common stock of the Company at \$0.005 to \$0.01 per share.

NOTE 6: NOTES PAYABLE

As of June 30, 2024 and 2023, the Company had \$615,797 and 615,797 of notes payable outstanding, respectively.

NOTE 7: EQUITY

Series A Preferred Stock

The Company is designated to issue 100,000 shares of Series A Non- Convertible Preferred Stock at a stated value of \$0.0001. The Series A Preferred Stock represents 80% of all votes entitled to be voted at any annual or special meeting of shareholders of the Company. The Series A Preferred Stock shall not be entitled to receive any dividends.

Series B Preferred Stock

The Company is designated to issue 1,000,000 shares of Series B Preferred Stock at a stated value of \$0.0001. The Series B Preferred converts into Common Stock at a ratio of 1:100. Each share of Series B Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which the Share is convertible.

Common Stock

The Common has 500,000,000 shares of common stock authorized and 81,427,644 outstanding as of June 30, 2024.

NOTE 8: SUBSEQUENT EVENTS

The Company has evaluated subsequent events to determine events occurring after June 30, 2024 through the filing of this report that would have a material impact on the Company's financial results or require disclosure exist except as noted above.