

Alternative Reporting Standard: Disclosure Guidelines for the Pink[®] Market

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)¹ that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.²

Pink Current Information Tier

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:

- Annual Report for the most recently completed fiscal year.
- All Quarterly Reports for the Current Fiscal Year.

Annual or Quarterly Reports are composed of:

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

Qualifying Financial Statements include:

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- Notes to Financial Statements

3. **Publish Attorney Letter:** If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
 - Attorney Letter Agreement: The attorney for the company must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#).

¹ These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

² OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

- **Attorney Letter:** After the attorney reviews the company's disclosure, publish the "Attorney Letter With Respect to Current Information" through OTCIQ. Attorney Letters must be in accordance with the [Attorney Letter Guidelines](#).
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
 5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
 6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Publish reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end if financial statements are unaudited.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
 - Maintain an Active standing in the Company's State of Incorporation.

Pink Limited Information Tier

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. "Company Insiders" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
 - Publish reports on the following schedule:
 - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.
 - Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
 - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall

publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.³

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

³ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmarkets.com/corporate-services/ir-tools-services>

CB Scientific, Inc.

10845 Griffith Peak Drive, Ste. 200
Las Vegas, NV 89135

(888) 225-0870

www.cbscientificinc.com

info@cbscientificinc.com

Annual Report

For the period ending March 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

157,383,227 as of August 9, 2024 (Current Reporting Period Date or More Recent Date)

154,272,241 as of March 31, 2024 (Most Recent Completed Fiscal Year End)

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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

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

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.

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.

The Company was originally incorporated in the State of Oregon as WESTAQ NETWORK, INC. in June of 1987. In June of 1996 its name was changed to NET:X AMERICA INC., remaining an Oregon corporation. On December 14, 2015 it changed its name to CB SCIENTIFIC, INC., On July 14, 2022 the Company filed articles of dissolution with the State of Oregon after changing its domicile to the State of Nevada and was officially dissolved as an Oregon corporation on August 8, 2022. It is currently in good standing with the State of Nevada.

Current State and Date of Incorporation or Registration: Nevada, July 14, 2022

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

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

Oregon from June 1987 to August 8, 2022

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:

10845 Griffith Peak Drive, Ste. 200, Las Vegas, NV 89135

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: ClearTrust, LLC
Phone: 813.235.4490
Email: inbox@cleartrusttransfer.com
Address: 16540 Pointe Village Dr. Suite 206, Lutz, FL 33558

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>CBSC</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>12506E103</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>250,000,000</u>	<u>as of date: 8.9.24</u>
Total shares outstanding:	<u>157,383,227</u>	<u>as of date: 8.9.24</u>
Total number of shareholders of record:	<u>231</u>	<u>as of date: 8.9.24</u>

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

n/a

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>Preferred</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>10,000,000</u>	<u>as of date: 8.9.24</u>
Total shares outstanding:	<u>0</u>	<u>as of date: 8.9.24</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: 8.9.24</u>

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

n/a

Security Description:

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

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

None

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

None

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

None

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

None

3) Issuance History

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

Shares Outstanding as of Second Most Recent Fiscal Year End:				*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance Date <u>3/31/22</u> Common: <u>112,238,195</u> Preferred: <u>0</u>										
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.	
Common	6/14/2022	New	360,000.00	Common	\$0.10	Yes	Thomas J. Beener	Conversion of notes payable	Restricted	4(a)(2)
Common	7/26/2022	New	2,000,000.00	Common	\$0.05	Yes	Bradley Joseph Mann	Conversion of notes payable	Restricted	4(a)(2)
Common	8/19/2022	New	2,100,000.00	Common	\$0.05	Yes	Adam Ryan Resseger	Conversion of notes payable	Restricted	4(a)(2)
Common	8/23/2022	New	2,000,000.00	Common	\$0.05	Yes	MARK V. OBRZUT	Conversion of notes payable	Restricted	4(a)(2)
Common	9/12/2022	New	835,046.00	Common	\$0.12	Yes	Booth & Newman Ltd. - Michael Booth	Conversion of notes payable	Restricted	4(a)(2)
Common	9/23/2022	New	500,000.00	Common	\$0.05	Yes	Corey Dutiell	Conversion of notes payable	Restricted	4(a)(2)
Common	12/12/2022	New	500,000.00	Common	\$0.05	Yes	Brad Hanners	Conversion of notes payable	Restricted	4(a)(2)
Common	12/13/2022	New	2,000,000.00	Common	\$0.05	Yes	Winnie Yuen Ching Sit	Conversion of notes payable	Restricted	4(a)(2)
Common	12/6/2022	New	500,000.00	Common	\$0.05	Yes	Corey Dutiell	Conversion of notes payable	Restricted	4(a)(2)
Common	1/31/2023	New	2,000,000.00	Common	\$0.05	Yes	ProActive Capital Partners, L.P. - Jeffrey Ransom	Sale of Common Stock	Restricted	4(a)(2)
Common	1/31/2023	New	500,000.00	Common	\$0.05	Yes	Horberg Enterprises, LP - Howard Todd Horberg	Sale of Common Stock	Restricted	4(a)(2)
Common	1/31/2023	New	500,000.00	Common	\$0.05	Yes	Glenn J. Preslier	Sale of Common Stock	Restricted	4(a)(2)

Common	2/8/2023	New	500,000.00	Common	\$0.05	Yes	Adam Ryan Resseger	Sale of Common Stock	Restricted	4(a)(2)
Common	2/8/2023	New	500,000.00	Common	\$0.05	Yes	Brad Hanners	Sale of Common Stock	Restricted	4(a)(2)
Common	2/8/2023	New	500,000.00	Common	\$0.05	Yes	Bradley Joseph Mann	Sale of Common Stock	Restricted	4(a)(2)
Common	2/8/2023	New	500,000.00	Common	\$0.05	Yes	Isis Calle	Sale of Common Stock	Restricted	4(a)(2)
Common	2/8/2023	New	1,484,190.00	Common	\$0.001	Yes	One Eyed Jack - Hilary Marx	Exercise of Warrants	Restricted	4(a)(2)
Common	6/4/2023	New	500,000.00	Common	\$0.05	Yes	Nick Spears	Sale of Common Stock	Restricted	4(a)(2)
Common	6/6/2023	New	500,000.00	Common	\$0.05	Yes	Booth Ventures LTD; Michael Booth	Sale of Common Stock	Restricted	4(a)(2)
Common	6/6/2023	New	600,000.00	Common	\$0.05	Yes	Carl Miller	Sale of Common Stock	Restricted	4(a)(2)
Common	6/7/2023	New	600,000.00	Common	\$0.05	Yes	Kelvin Isert	Sale of Common Stock	Restricted	4(a)(2)
Common	6/23/2023	New	500,000.00	Common	\$0.05	Yes	Sirius Marketing Partners; Dan Patience	Sale of Common Stock	Restricted	4(a)(2)
Common	7/14/2023	New	1,100,000.00	Common	\$0.05	Yes	Kelvin Isert	Sale of Common Stock	Restricted	4(a)(2)
Common	8/15/2023	New	600,000.00	Common	\$0.05	Yes	Vermont Lee	Sale of Common Stock	Restricted	4(a)(2)
Common	8/15/2023	New	600,000.00	Common	\$0.05	Yes	Winnie Sit	Sale of Common Stock	Restricted	4(a)(2)
Common	8/15/2023	New	1,000,000.00	Common	\$0.05	Yes	John Lee	Sale of Common Stock	Restricted	4(a)(2)
Common	8/15/2023	New	3,600,000.00	Common	\$0.05	Yes	Zhang DeBiao	Sale of Common Stock	Restricted	4(a)(2)
Common	8/22/2023	New	250,000.00	Common	\$0.12	Yes	Quick Capital - Eilon Natan	Conversion of notes payable	Restricted	4(a)(2)
Common	10/3/2023	New	500,000.00	Common	\$0.05	Yes	Mark Erb	Sale of Common Stock	Restricted	4(a)(2)
Common	9/27/2023	New	600,000.00	Common	\$0.05	Yes	Scott Johnson	Sale of Common Stock	Restricted	4(a)(2)
Common	10/26/2023	New	364,810.00	Common	\$0.05	Yes	Quick Capital - Eilon Natan	Conversion of notes payable	Restricted	4(a)(2)
Common	11/8/2023	New	360,000.00	Common	\$0.05	Yes	Quick Capital - Eilon Natan	Conversion of notes payable	Restricted	4(a)(2)
Common	12/6/2023	New	360,000.00	Common	\$0.05	Yes	Quick Capital - Eilon Natan	Conversion of notes payable	Restricted	4(a)(2)
Common	12/17/2023	New	8,000,000.00	Common	\$0.05	Yes	Zhang DeBiao	Sale of Common Stock	Restricted	4(a)(2)
Common	1/5/2024	New	360,000.00	Common	\$0.05	Yes	Quick Capital - Eilon Natan	Conversion of notes payable	Restricted	4(a)(2)
Common	1/26/2024	New	1,000,000.00	Common	\$0.05	Yes	John Lee	Sale of Common Stock	Restricted	4(a)(2)
Common	1/26/2024	New	1,000,000.00	Common	\$0.05	Yes	Vermont Lee	Sale of Common Stock	Restricted	4(a)(2)
Common	2/22/2024	New	360,000.00	Common	\$0.05	Yes	Quick Capital - Eilon Natan	Conversion of notes payable	Restricted	4(a)(2)
Common	2/26/2024	New	2,000,000.00	Common	\$0.05	Yes	Zhang DeBiao	Sale of Common Stock	Restricted	4(a)(2)

Shares Outstanding on Date of This Report:

Ending Balance:

Date **3/31/24** Common: **154,272,242**

Preferred: **None**

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:

n/a

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 (\$) as of March 31, 2024	Principal Amount at Issuance (\$)	Interest Accrued (\$) as of March 31, 2024	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
10/22/2021	\$20,935	\$100,000	108	10/22/2022	100,000 x 10 = 1,000,000 shares	Quick Capital - Eilon Natan	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:

n/a

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")

CB Scientific, Inc., through its international distributors, provides innovative products and services in the ambulatory non-invasive cardiac monitoring space. Our FDA-CE cleared My-Cardia devices, interactive cloud-based acquisition software, and smartphone apps for both iOS and Android platforms, provide improved compliance for patients at risk of abnormal heart rhythms as well as more accurate information for physicians.

CB Scientific's wholly owned U.S. subsidiary, My-Cardia (USA), Inc., develops ECG recording device worn by patients in an ambulatory setting for up to 30 days. Our monitors can record both patient-activated ECGs, as well as asymptomatic events by the on-board analysis algorithm in certain models. Recorded ECGs are easy to transmit acoustically over a phone. ECG reports can be reviewed and/or printed using our cloud-based software which can be accessed from computers, tablets, or smartphones.

CB Scientific Inc. has authorized distributors in Thailand, Singapore, Malaysia, Indonesia, Hong Kong, Macau, and Canada.

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

My-Cardia (USA)

C. Describe the issuers' principal products or services.

The Company is a U.S.-based company with Remote Cardiac "telehealth" monitoring operations in Thailand, Malaysia, Indonesia, Singapore, Hong Kong and Canada are not yet operational.

5) Issuer's Facilities

The goal of this section is to provide investors 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 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.

Current facilities for the company include our main corporate location at a WeWork office facility located at 10845 Griffith Peak Drive, Suite 200, Las Vegas, NV 89135 on a monthly rental. We also utilize manufacturing space in connection with our business relationship with Datrix, LLC at 340 State Place in Escondido, California 92029. We remain in the negotiating process towards acquiring Datrix, LLC. We believe that this facility adequately meets our current manufacturing needs, including providing the space and infrastructure to accommodate our future development work based on our current operating plan. Currently we do not own any real estate.

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 owners.

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.

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 at 3/31/2024	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
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7)

Charles K. Martin III	Officer/Director	Blacklick, OH	4,068,018	Common	2.64%	n/a
Zbigniew Lambo	Director	Portland, OR	1,239,552	Common	0.80%	n/a
Fortuna Minerals Corp.	Company partly controlled by Zbigniew Lambo	Vancouver, WA				
James E. Ott	Officer/Director	Kirkwood, MO	951,870	Common	0.62%	n/a
Paul K. Danner	Director	Norton, MA	0	n/a	0%	n/a
Brooke A. Turk	Officer	Castle Rock, CO	0	n/a	0%	n/a
Zhang DeBiao	Owner of more than 5%	Guandong Province	13,600,000	Common	8.82%	n/a

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 to 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.

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: Ernest M. Stern
Firm: CM Law
Address 1: 1701 Pennsylvania Ave., N.W., Suite 200
Address 2: Washington, D.C. 20006
Phone: 844.285.4263 Ext. 758
Email: estern@cm.law

Accountant or Auditor

Name: William G. Thomas, III
Firm: A-Frame Accounting & Advisory, Inc.
Address 1: 3419 W Gray Ct.
Address 2: Tampa, Florida, 33609
Phone: 813-928-6237
Email: triphomas@aframeaccounting.com

Investor Relations

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

All other means of Investor Communication:

X (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: _____
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: **Brooke Turk**
Title: **Fractional CFO of CB Scientific, Inc.**
Relationship to Issuer: **Contractor**

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: **Trip Thomas**
Title: **President of A-Frame Accounting & Advisory, Inc.**
Relationship to Issuer: **Contractor**
Describe the qualifications of the person or persons who prepared the financial statements:⁵ **CPA**

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.

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.

- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, Charles K. Martin III certify that:

1. I have reviewed this Disclosure Statement for CB Scientific, 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.

8.15.24

/s/ CHARLES K. MARTIN III

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

Principal Financial Officer:

I, Brooke Turk certify that:

1. I have reviewed this Disclosure Statement for CB Scientific, 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.

8.15.24

/s/ BROOKE TURK

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

FOR THE YEAR ENDED MARCH 31, 2024
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CB SCIENTIFIC, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	March 31, 2024	March 31, 2023
	Unaudited	
ASSETS		
Current assets		
Cash	\$ 126,037	\$ 136,458
Accounts receivable	4,685	3,848
Inventory	27,890	23,390
Prepays	15,600	15,000
Deposits , current	1,150	1,150
Total current assets	175,362	179,846
Deposits	125,000	125,000
Total assets	\$ 300,362	\$ 304,846
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 32,642	\$ 23,962
Accrued liabilities	607,225	159,211
Deferred revenue, current	165,000	398,529
Convertible notes payable, net of discount	20,935	100,000
Total liabilities	825,802	681,702
Deferred revenue	117,370	-
Total Liabilities	943,172	681,702
Commitments and contingencies		
Stockholder's equity (deficit)		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized; 0 shares issued and outstanding		
	-	-
Common stock, \$0.001 par value; 250,000,000 shares authorized 154,272,241 and 129,517,431 issued and outstanding at March 31, 2024 and 2023, respectively		
	154,267	129,512
Common stock to be issued, \$0.001 par value, 2,000,000 and 0 shares outstanding at March 31, 2024 and 2023, respectively		
	2,000	-
Additional paid in capital		
	15,530,864	14,193,330
Accumulated deficit		
	(16,329,941)	(14,699,698)
Total stockholders' equity (deficit)	(642,810)	(376,856)
Total liabilities and stockholders' equity (deficit)	\$ 300,362	\$ 304,846

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

CB SCIENTIFIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the years ended March 31,	
	2024	2023
	(Unaudited)	
Revenues		
Revenues	\$ 135,055	\$ 82,405
Cost of goods sold	-	42,239
Gross profit	135,055	40,166
Operating expenses		
General and administrative	1,311,021	1,656,835
Research and development	419,735	485,244
Total operating expenses	1,730,756	2,142,079
Net operating loss	(1,595,701)	(2,101,913)
Other income (expenses):		
Interest expense	(5,292)	(5,206)
Interest income	-	542
Loss on extinguishment of debt	(29,250)	-
Total other expenses	(34,542)	(4,664)
Net income (loss)	\$ (1,630,243)	\$ (2,106,577)
Basic and diluted loss per share	\$ (0.01)	\$ (0.02)
Weighted average number of shares outstanding, basic and diluted	139,592,459	119,146,333

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

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CB SCIENTIFIC, INC. AND SUBSIDIARIES
STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED MARCH 31, 2024 (UNAUDITED) AND 2023

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Common Stock to be Issued</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Series B</u>		<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
	<u>Shares</u>	<u>Amount</u>							
Balance, March 31, 2022	-	\$ -	112,238,195	\$ 112,233	-	\$ -	\$ 13,013,859	\$ (12,636,957)	\$ 489,135
Cumulative effect of ASU 2020-06 adoption	-	-	-	-	-	-	(100,000)	43,835	(56,165)
Sale of common stock	-	-	5,000,000	5,000	-	-	245,000	-	250,000
Stock issued for conversion of principal and interest	-	-	10,795,046	10,795	-	-	630,411	-	641,206
Stock based compensation	-	-	-	-	-	-	95,763	-	95,763
Warrants issued for services	-	-	-	-	-	-	298,021	-	298,021
Amortization of unearned compensation	-	-	-	-	-	-	10,276	-	10,276
Exercise of warrants	-	-	1,484,190	1,484	-	-	-	-	1,484
Net loss	-	-	-	-	-	-	-	(2,106,576)	(2,106,576)
Balance, March 31, 2023	-	-	129,517,431	129,512	-	-	14,193,330	(14,699,698)	(376,856)
Sale of common stock	-	-	22,700,000	22,700	2,000,000	2,000	1,210,300	-	1,235,000
Stock based compensation	-	-	-	-	-	-	9,798	-	9,798
Stock issued as consideration for loan extension	-	-	250,000	250	-	-	29,000	-	29,250
Stock issued for conversion of principal and interest	-	-	1,804,810	1,805	-	-	88,436	-	90,241
Net income	-	-	-	-	-	-	-	(1,630,243)	(1,630,243)
Balance, March 31, 2024	-	\$ -	154,272,241	\$ 154,267	2,000,000	\$ 2,000	\$ 15,530,864	\$ (16,329,941)	\$ (642,810)

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

CB SCIENTIFIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended	March 31,
	2024	2023
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (1,630,243)	\$ (2,106,577)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	9,798	95,763
Warrants issued for services	-	298,021
Amortization of unearned compensation	-	10,276
Loss on extinguishment of debt	29,250	
Convertible notes issued for services	-	36,000
Changes in operating assets and liabilities:		
Accounts receivable	(837)	47,728
Inventory	(4,500)	(14,118)
Prepaid expenses	(600)	(15,000)
Accounts payable	8,680	14,192
Accrued liabilities	459,189	48,184
Deferred revenue	(116,158)	398,529
Net cash used in operating activities	<u>(1,245,421)</u>	<u>(1,187,002)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash repaid for notes receivable	-	40,000
Net cash (used in) provided by investing activities	<u>-</u>	<u>40,000</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Sale of common stock	1,235,000	250,000
Proceeds from exercise of warrants	-	1,484
Cash receipts from issuance of convertible notes payable	-	605,000
Cash receipts from issuance of notes payable	15,000	-
Repayments of notes payable	(15,000)	-
Net cash provided by financing activities	<u>1,235,000</u>	<u>856,484</u>
NET INCREASE IN CASH	(10,421)	(290,518)
CASH, BEGINNING OF PERIOD	<u>136,458</u>	<u>426,976</u>
CASH, END OF PERIOD	<u>\$ 126,037</u>	<u>\$ 136,458</u>
Supplemental disclosure of cash flow information		
Cash paid for interest expense	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Non-cash operating and financing activities:		

Early adoption of ASU 2020-06	\$ -	\$ 56,164
Conversion of notes and accrued interest	\$ 90,241	\$ 641,206
Shares issued for loan extension	\$ 29,250	\$ -

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CB SCIENTIFIC, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of operations

CB SCIENTIFIC INC. ("CB Scientific", "we", "us", "our", or the "Company") was originally incorporated in the state of Oregon as WESTAQ NETWORK, INC. on June 22, 1987. WESTAQ NETWORK, INC. changed its name to NET:X AMERICA INC. on June 20, 1996. There was no change of control in connection with the name change. NET:X AMERICA INC. changed its name to CB SCIENTIFIC, INC. on December 14, 2015. There was a change of control in connection with the name change. CB Scientific trades on OTC Markets under the symbol "CBSC".

On June 22, 2020, the Company completed an acquisition of the assets of Prevent Health Care International Corporation ("PHCIC"), a private British Columbia, Canada corporation involved in the development, sale and service of an innovative arrhythmia diagnostic and heart-monitoring intellectual property, and related products. The transaction was accounted for as reverse merger with MyCardia (USA) Inc. as the accounting acquirer and CB Scientific, Inc. as the accounting acquiree.

CB Scientific, Inc., through its US and international subsidiaries, provides innovative products and services in the ambulatory non-invasive cardiac monitoring space. Our FDA-CE cleared EKG devices, interactive cloud-based acquisition software, and smartphone apps for both iOS and Android platforms, provide improved compliance for patients at risk of abnormal heart rhythms as well as more accurate information for physicians.

2. Summary of significant accounting policies

Basis of Presentation

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

Principles of Consolidation

CB Scientific, Inc. has one wholly-owned subsidiary: MyCardia (USA) Inc., incorporated in Nevada and two registered inactive business entities in Hong Kong and China (MyCardia (HK) Ltd. and Shenzhen Maikadi Medical Technology, Ltd. The consolidated financial statements, which include the accounts of the Company and wholly-owned subsidiary, are prepared in conformity with generally accepted accounting principles in the United States of America (U.S. GAAP). All significant intercompany balances and transactions have been eliminated. The consolidated financial statements, which include the accounts of the Company and its wholly-owned subsidiary, and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Financial Statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") and presented in US dollars. The year end is March 31.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America 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 revenues and expenses during the

reporting period. The most significant assumptions and estimates relate to the valuation of equity issued for services, valuation of equity associated with convertible debt, the valuation of derivative liabilities, and the valuation of deferred tax assets. Actual results could differ from these estimates.

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Reclassification

Certain amounts included in prior year financial statements have been reclassified to conform to the current year presentation. These reclassifications did not have a material impact on the Company's previously reported financial statements.

Inventory Valuation

Inventories including raw materials, work-in-process, and finished goods are valued at the weighted average cost method. As of March 31, 2024 and 2023 we had \$27,890 and \$23,390 in inventory, respectively.

Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, Fair Value Measurements. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of 90 days or less to be cash equivalents. There are no cash equivalents as of March 31, 2024 and 2023.

Accounts Receivable and Allowance for Doubtful Accounts

The Company monitors outstanding receivables based on factors surrounding the credit risk of specific customers, historical trends, and other information. The allowance for doubtful accounts is estimated based on an assessment of the Company's ability to collect on customer accounts receivable. There is judgment involved with estimating the allowance for doubtful accounts and if the financial condition of the Company's customers were to deteriorate, resulting in their inability to make the required payments, the Company may be required to record additional allowances or charges against revenues. The Company writes-off accounts receivable against the allowance when it determines a balance is uncollectible and no longer actively pursues its collection. As of March 31, 2024 and 2023 based upon the review of the outstanding accounts receivable, the Company has determined that an allowance for doubtful accounts is not material. The allowance for doubtful accounts is created by forming a credit balance which is deducted from the total receivables balance in the balance sheet.

As of March 31, 2024 and 2023, the Company had \$4,685 and \$3,848 in trade receivables, respectively.

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Property and Equipment

Property and equipment are stated at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 7 years.

Stock Based Compensation Expense

The Company records stock-based compensation in accordance with the provisions of FASB ASC Topic 718, "Accounting for Stock Compensation," which establishes accounting standards for transactions in which an entity exchanges its equity instruments for goods or services. The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors and non-employees, the fair value of the award is measured on the grant date. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Stock-based compensation expense is recorded by the Company in the same expense classifications in the consolidated statements of operations, as if such amounts were paid in cash." On June 22, 2022, the Company granted a total of 300,000 options which are 100% vested and exercisable as of March 31, 2024 and an additional 300,000 options on March 27, 2023 which are 100% vested and exercisable as of March 31, 2024. During the year ended March 31, 2024, the Company recognized \$9,798 in stock-based compensation expense.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update ("ASU") 2014-09, "Revenue from contracts with customers," (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation. The Company's main revenue stream is from services. The Company recognizes as revenues the amount of the transaction price when the performance obligation is satisfied. Generally, the Company's performance obligation is satisfied when the Company transfers the product to the customer.

Advertising, Marketing and Public Relations

The Company follows the policy of charging the costs of advertising, marketing, and public relations to expense as incurred.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our consolidated federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, Accounting for Income Taxes, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Net Income (loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants. No potential dilutive common shares are included in the computation of any diluted per share amount when a loss is reported.

As of March 31, 2024 and 2023, respectively, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive:

	March 31, 2024	March 31, 2023
Convertible notes payable	418,700	2,000,000
Stock options	600,000	300,000
Warrants	700,000	2,184,190
Total	1,718,700	4,484,190

Recent Accounting Pronouncements

In August 2020, the FASB issued Accounting Standards Updated (“ASU”) 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity*, which will simplify an issuer’s accounting for convertible instruments and its application of the derivatives scope exception for contracts in its own equity. Additionally, ASU 2020-06 removes the requirements for accounting for beneficial conversion features. The guidance is effective for smaller reporting companies for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company adopted this guidance effective April 1, 2022 electing the modified retrospective method.

On June 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-13, *Credit Losses - Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”). ASU 2016-13 requires entities to use a forward-looking approach based on current expected credit losses (“CECL”) to estimate credit losses on certain types of financial instruments, including trade receivables. This may result in the earlier recognition of allowances for losses. The Company implemented ASU 2016-13 on April 1, 2023. The impact on the financial statements was not material.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis. For the year ended March 31, 2024, the Company had net cash used in operating activities of \$1,245,421, a working capital deficit of 650,440 and accumulated deficit of \$16,329,941. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company's capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

4. Deposits

Datrix, LLC

On October 26, 2020, the Company entered into an agreement to purchase the assets of Datrix, LLC ("Datrix"), a global ambulatory device manufacturer based in Escondido, California for \$1,500,000 and 480,000 shares of the Company's common stock. Upon signing the agreement, the Company is required to make an initial deposit of \$75,000 and \$50,000 per month until the earlier of the closing date or termination of the agreement. The Company is required to issue 180,000 shares as a deposit upon the signing of the agreement and the remaining 300,000 shares on the later of the closing date or January 1, 2021. As of the report date, the transaction has not closed.

The Company paid the initial deposit of \$75,000 on October 27, 2020. This deposit is recorded on the balance sheet as a deposit. The Company issued 180,000 shares on October 28, 2020 as part of the agreement. On January 13, 2021, the Company issued the remaining 300,000 shares.

Cardiolink Corp.

On February 19, 2021, the Company entered into an agreement to purchase the equity interests of Cardiolink Corp ("Cardiolink"), a Medicare-certified Independent Diagnostic Testing Facility (IDTF) based in Levittown, New York, for \$2,000,000 in cash and 350,000 shares of the Company's common stock. The Company paid the initial deposit of \$50,000 on February 26, 2021. This deposit is recorded on the balance sheet as a deposit. The Company issued the 350,000 shares of common stock on February 24, 2021 in connection with the agreement. As of the report date, the acquisition has not closed.

5. Convertible notes payable

The convertible notes payable are outlined in the following table:

	March 31, 2024	March 31, 2023
<i>Convertible Notes Payable</i>		
\$100,000, issued October 22, 2021, 5% interest, due on October 22, 2023	\$ 20,935	\$ 100,000
Less: unamortized discount	-	-
Total carrying value	<u>\$ 20,935</u>	<u>\$ 100,000</u>

As of March 31, 2024, the convertible notes payable are considered in default. For the years ended March 31, 2024 and 2023, the Company recorded \$5,292 and \$5,206, respectively, in interest expense related to the notes. On July 17, 2023, the Note holder of the \$100,000 Convertible Notes Payable agreed to extend the due date from October 22, 2022 to October 23, 2023 in exchange for 250,000 shares as consideration. The Company tested the extension under ASC 470-50-40 to determine if the modification resulted in an extinguishment. It was determined the present value of the cash flows under the terms of the new debt instrument was at least 10 percent different from the present value of the remaining cash flows under the terms of the original instrument. As a result, the modification resulted in a loss on an extinguishment in the amount of \$29,250 for the year ended March 31, 2024. During the year ended March 31, 2024, the holder of the note converted \$79,065 in principal and \$11,175 in accrued interest into 1,804,810 shares of common stock.

6. Equity

Common Stock

During the year ended March 31, 2024, the company sold 24,700,000 shares for \$1,235,000 at \$0.05 per share. Of the 24,700,000 shares sold, 2,000,000 were issued after March 31, 2024.

7. Share Based Compensation

Warrants

As of March 31, 2024, the Company has the following warrants outstanding.

	Number of Shares	Weighted Average Exercise Price	Intrinsic Value Outstanding	Weighted Average Remaining Contractual Life
Warrants Outstanding – March 31, 2022	1,484,190			
Issued	700,000	\$ -	\$ -	3.00 Years
Exercised	(1,484,190)			
Expired	-			
Warrants Outstanding – March 31, 2023	<u>700,000</u>	<u>\$ 0.064</u>	<u>\$ 75,400</u>	<u>3.32 Years</u>
Issued	-			
Exercised	-			
Expired	-			
Warrants Outstanding – March 31, 2024	<u>700,000</u>	<u>\$ 0.064</u>	<u>\$ 6,500</u>	<u>2.32 Years</u>

Outstanding Exercisable – March 31, 2024	<u>700,000</u>	<u>\$ 0.064</u>	<u>\$ 6,500</u>	<u>2.32 Years</u>
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Stock options

Stock option activity for the period ended March 31, 2024 is summarized as follows:

	Number of Shares	Weighted Average Exercise Price	Intrinsic Value Outstanding	Weighted Average Remaining Contractual Life
Options Outstanding – March 31, 2022	-			
Issued	600,000	\$ 0.16	\$ -	10 Years
Exercised	-			
Expired	-			
Options Outstanding – March 31, 2023	600,000	\$ 0.16	\$ 7,200	9.64 Years
Issued	-			
Exercised	-			
Expired	-			
Options Outstanding – March 31, 2024	<u>600,000</u>	<u>\$ 0.16</u>	<u>\$ -</u>	<u>8.64 Years</u>
Outstanding Exercisable – March 31, 2024	<u>600,000</u>	<u>\$ 0.16</u>	<u>\$ -</u>	<u>8.64 Years</u>

During the year ended March 31, 2024, the Company recorded \$9,798 in stock-based compensation expense. At March 31, 2024, there was \$0 in unrecognized costs related to the stock options granted.

8. Commitments and Contingencies

None.

9. Income taxes

The Company adopted the provisions of uncertain tax positions as addressed in ASC 740-10-65-1. As a result of the implementation of ASC 740-10-65-1, the Company recognized no increase in the liability for unrecognized tax benefits. As of March 31, 2024 the Company had net operating loss carry forwards of \$8,924,202 that may be available to reduce future years' taxable income in varying amounts through 2031. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized.

The components of the net deferred tax asset (liability) at March 31, 2024 and 2023 and the statutory tax rate, the effective tax rate and the elected amount of the valuation allowance are indicated below:

March 31,

March 31,

	<u>2024</u>	<u>2023</u>
Deferred tax asset attributable to Net operating loss carry-forward Valuation Allowance	\$ 1,874,082 (1,874,082)	\$ 1,533,789 (1,533,789)
Net Deferred Tax Asset (Liability)	<u>\$ -</u>	<u>\$ -</u>

Income tax benefit resulting from applying statutory rates in jurisdictions in which we are taxed (Federal and State) differs from the income tax provision (benefit) in our financial statements. The following table reflects the reconciliation for the years ended March 31, 2024 and 2023:

	Year Ended March 31,	
	<u>2024</u>	<u>2023</u>
Benefit at federal and statutory rate	(21)%	(21)%
Change in valuation allowance	21%	21%
Effective tax rate	0%	0%

10. Subsequent events

Securities Purchase Agreements

Subsequent to March 31, 2024 the Company closed on two Securities Purchase Agreements for an aggregate \$45,500 at \$0.05 per share. This resulted in the issuance of 1,300,000 shares of common stock.

On April 3, 2024, the Company issued 2,000,000 shares of common stock related to a subscription agreement entered into during the year ended March 31, 2024.

Convertible Notes Payable

On August 1, 2024, the Company issued a \$10,000 face value convertible note with a \$0.05 per share conversion price and 15% interest rate.

Conversion of Debt

On April 9, 2024, a note holder converted \$20,935 in remaining principal and \$109 in accrued interest into 420,986 shares of common stock.

On May 8, 2024, a vendor agreed to convert their \$4,500 balance into 90,000 shares of common stock.