

## **PRINCIPAL SOLAR, INC.**

100 CRESCENT COURT  
SUITE 700  
DALLAS TX 75201

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214.885.0032

<https://pswwenergy.com/>  
[info@pswwenergy.com](mailto:info@pswwenergy.com)

## **September 30, 2024 – Third Quarter**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

1,589,433,055 as of February 12, 2025

1,042,638,535 as of September 30, 2024

915,137,485 as of June 30, 2024 *(Current Reporting Period Date or More Recent Date)*

915,137,485 as of March 31, 2024

915,137,485 as of December 31, 2023 *(Most Recent Completed Fiscal Year End)*

847,965,985 as of **November 14, 2023**

806,632,652 as of September 30, 2023

801,638,702 as of June 30, 2023

650,888,702 as of March 31, 2023

449,886,168 as of December 31, 2022

393,817,183 as of September 30, 2021

264,141,013 as of December 31, 2021

### **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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:

No:

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<sup>4</sup> "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.

Principal Solar, Inc. is the successor company to Kupper Parker Communications, Inc.

Formerly -Kupper Parker Communications, Inc. until 5-2011

Formerly- Greenstone Roberts Advertising, Inc. until 10-2000

Formerly – Greenstone Rabasca Roberts, Inc. until 4-1991 The Company was originally incorporated under the name Greenstone Ad Agency, Inc. and subsequently changed its name to Greenstone Rabasca Advertising until 12-1988

Current State and Date of Incorporation or Registration: Incorporated in NY until 5-2011. The Company re-domiciled to Delaware and is active.

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

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

Principal Solar, Inc. is the successor company to Kupper Parker Communications, Inc.

Formerly -Kupper Parker Communications, Inc. until 5-2011

Formerly- Greenstone Roberts Advertising, Inc. until 10-2000

Formerly – Greenstone Rabasca Roberts, Inc. until 4-1991 The Company was originally incorporated under the name Greenstone Ad Agency, Inc. and subsequently changed its name to Greenstone Rabasca Advertising until 12-1988

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

N/A

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

N/A

Address of the issuer's principal executive office:

100 CRESCENT COURT

SUITE 700

DALLAS TX 75201

Address of the issuer's principal place of business:

X Check if principal executive office and principal place of business are the same address: SAME OFFICE

100 CRESCENT COURT

SUITE 700

DALLAS TX 75201

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:

NO – N/A

## 2) Security Information

### **Transfer Agent**

Name: Olde Monmouth Stock Transfer Co. Inc.

Phone: (732) 872-2727

Email: matt@oldemonmouth.com

Address: 200 Memorial Pkwy, Atlantic Highlands, NJ 07716

### **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>PSWW</u>
Exact title and class of securities outstanding:	<u>COMMON</u>
CUSIP:	<u>74255T202</u>
Par or stated value:	<u>\$0.01</u>
Total shares authorized:	<u>5,000,000,000 as of date: 9/30/2024 &amp; 12/31/2024</u>
Total shares outstanding:	<u>1,042,638,535 as of date: 9/30/2024</u>
Total number of shareholders of record:	<u>270 as of date: 9/30/2024</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, including 1,000,000 designated "Series B" Non-Convertible</u>
Par or stated value:	<u>\$0.01</u>
Total shares authorized:	<u>2,000,000 as of date: 9/30/2024</u>
Total shares outstanding:	<u>1,000,000 as of date: 9/30/2024</u>
Total number of shareholders of record:	<u>1 as of date: 9/30/2024</u>

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

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### **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.**

For Common Equity currently there exists no dividend, and all voting rights are subject to and limited by the Series B Non-Convertible Preferred Stock which represents 80% of all votes at any annual or special meeting of shareholders of the Corporation or action by written consent of shareholders. The Common equity represents 20% of all votes at any annual or special meeting of shareholders of the Corporation or action by written consent of shareholders.

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

The Company has issued 1 Million shares of Series B Non-Convertible Preferred Stock which shall vote together with the shares of Common Stock and any other voting securities of the Corporation as a single class and, regardless of the number of shares of Series B Non-Convertible Preferred Stock outstanding and as long as at least one of such shares of Series B Non-Convertible Preferred Stock is outstanding shall represent eighty percent (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 shareholders. Each outstanding share of the Series B Non-Convertible Preferred Stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series B Non-Convertible Preferred Stock.

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

N/A

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

N/A

### 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:			*Right-click the rows below and select "Insert" to add rows as needed.							
Opening Balance										
Date <u>12/31/2022</u>			Common: <u>449,886,168</u>							
			Preferred: <u>1,000,000</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.	
<u>1/12/21</u>	<u>New Issuance</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>	
<u>2/19/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>	

<u>1/5/21</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.39</u>	<u>Yes</u>	<u>Donnell Suares</u>	<u>In lieu of payment for legal services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>1/15/21</u>	<u>New Issuance</u>	<u>220,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Longside Ventures, LLC</u> <u>Benny Kaplan</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>1/26/21</u>	<u>New Issuance</u>	<u>220,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Longside Ventures, LLC</u> <u>Benny Kaplan</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>1/28/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Eli Fireman</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>2/2/21</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Longside Ventures, LLC</u> <u>Benny Kaplan</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>2/3/21</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Longside Ventures, LLC</u> <u>Benny Kaplan</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>2/10/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Leonite Capital LLC</u> <u>Avi Geller</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>2/11/21</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Firstfire Global Opportunities Fund LLC</u> <u>Eli Fireman</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>2/22/21</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>May Davis Partners Acquisition Company LLC</u> <u>Owen May</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>2/25/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Leonite Capital LLC</u> <u>Avi Geller</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>

<u>2/25/21</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>GS Capital Partners, LLC</u> <u>Gabe Sayegh</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
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<u>2/25/21</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>2/25/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>GWHoldings Group, LLC</u> <u>Noah Weinstein</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/9/21</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/11/21</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/11/21</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/15/21</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Firstfire Global Opportunities Fund LLC</u> <u>Eli Fireman</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/15/21</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>GS Capital Partners, LLC</u> <u>Gabe Sayegh</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/17/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>EFRAT Investments LLC</u> <u>Pinny Rotter</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/18/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>LeoniteCapital LLC</u> <u>Avi Geller</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/19/21</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>

<u>3/22/21</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
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<u>3/22/21</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	May Davis Partners Acquisition Company LLC  Owen May	Private Placement – Corporation	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/24/21</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	GPLVentures LLC  Alexander Dillon	Conversion of Debt	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/24/21</u>	<u>New Issuance</u>	<u>240,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	Godfrey Davis Holdings LLC  Godfrey Davis	Private Placement – Corporation	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/25/21</u>	<u>New Issuance</u>	<u>5,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	GPLVentures LLC  Alexander Dillon	Conversion of Debt	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/25/21</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	EFRAT Investments LLC  Pinny Rotter	Private Placement – Corporation	<u>Unrestricted</u>	<u>Exempt</u>
<u>3/31/21</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	Firstfire Global Opportunities Fund LLC  Eli Fireman	Private Placement – Corporation	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/1/21</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	GPLVentures LLC  Alexander Dillon	Conversion of Debt	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/1/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	May Davis Partners Acquisition Company LLC  Owen May	Private Placement – Corporation	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/1/21</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	GPLVentures LLC  Alexander Dillon	Private Placement – Corporation	<u>Unrestricted</u>	<u>Exempt</u>

<u>4/5/21</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	AES Capital Management LLC  Eli A Safdieh	Private Placement – Corporation	<u>Unrestricted</u>	<u>Exempt</u>
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<u>4/6/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Longside Ventures, LLC</u> <u>Benny Kaplan</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/6/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Leo's New Company LLC</u> <u>Miguel Santana</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/6/21</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>EFRAT Investments LLC</u> <u>Pinny Rotter</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/7/21</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>GPL Ventures LLC</u> <u>Alexander Dillon</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/9/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/9/21</u>	<u>New Issuance</u>	<u>1,850,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Firstfire Global Opportunities Fund LLC</u> <u>Eli Fireman</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/9/21</u>	<u>New Issuance</u>	<u>750,000</u>	<u>Common</u>	<u>\$0.1322</u>	<u>Yes</u>	<u>Donnell Suares</u>	<u>In lieu of payment for legal services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/12/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Leonite Capital LLC</u> <u>Avi Geller</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>4/13/21</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.10031</u>	<u>Yes</u>	<u>Lazy Jacks Petroleum Co</u> <u>John S Meyer</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/13/21</u>	<u>New Issuance</u>	<u>6,000,000</u>	<u>Common</u>	<u>\$0.10031</u>	<u>Yes</u>	<u>Christopher Scully</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>5/8/21</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.064</u>	<u>Yes</u>	<u>Sycamore Capital</u> <u>Reuel Scott Sanchez</u>	<u>In lieu of payment for consulting services</u>	<u>Unrestricted</u>	<u>Exempt</u>
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<u>5/11/21</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.0502</u>	<u>Yes</u>	<u>Stephen Steen</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>5/12/21</u>	<u>New Issuance</u>	<u>6,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>5/12/21</u>	<u>New Issuance</u>	<u>6,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>5/14/21</u>	<u>New Issuance</u>	<u>909,090</u>	<u>Common</u>	<u>\$0.0498</u>	<u>Yes</u>	<u>Andrew De Luna</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Exempt</u>
<u>5/17/21</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Eric Stahl</u>	<u>Conversion of Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/1/21</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Eric Stahl</u>	<u>Conversion of Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/11/21</u>	<u>New Issuance</u>	<u>4,440,670</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Conversion of Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/16/21</u>	<u>New Issuance</u>	<u>6,591,332</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/23/21</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Firstfire Global Opportunities Fund LLC</u> <u>Eli Fireman</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/28/21</u>	<u>New Issuance</u>	<u>725,512</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>A Shelter for Cancer Families</u> <u>Melissa Amschwand Bellinger</u>	<u>Charitable Donation</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>7/2/21</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Continuation Capital Inc.</u> <u>Paul Winkle</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
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<u>7/9/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.126</u>	<u>Yes</u>	<u>John S Meyer</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>7/9/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.126</u>	<u>Yes</u>	<u>Philip Craig</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>7/9/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.126</u>	<u>Yes</u>	<u>Casey Carmack</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>7/9/21</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.126</u>	<u>Yes</u>	<u>Eurasian Capital</u> <u>Jeff Stone</u>	<u>In lieu of payment for consulting services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>7/13/21</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.1129</u>	<u>Yes</u>	<u>Donnell Soares</u>	<u>In lieu of payment for legal services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>7/13/21</u>	<u>New Issuance</u>	<u>950,400</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>7/22/21</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Firstfire Global Opportunities Fund LLC</u> <u>Eli Fireman</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>7/26/21</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.112</u>	<u>Yes</u>	<u>MNS Moon Group Consulting LTD</u> <u>Andrew De Luna</u>	<u>In lieu of payment for consulting services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>7/30/21</u>	<u>New Issuance</u>	<u>490,000</u>	<u>Common</u>	<u>\$0.0996</u>	<u>Yes</u>	<u>MNS Moon Group Consulting LTD</u> <u>Andrew De Luna</u>	<u>In lieu of payment for consulting services</u>	<u>Unrestricted</u>	<u>Exempt</u>

<u>8/4/21</u>	<u>New Issuance</u>	<u>712,211</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>AES Capital Management LLC</u> <u>Eli A Safdieh</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
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<u>8/5/21</u>	<u>New Issuance</u>	<u>782,121</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>8/11/21</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Dr. Gary Farley</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>8/12/21</u>	<u>New Issuance</u>	<u>1,875,000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>AES Capital Management LLC</u> <u>Eli A Safdieh</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>8/17/21</u>	<u>New Issuance</u>	<u>302,625</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>8/26/21</u>	<u>New Issuance</u>	<u>70,000</u>	<u>Common</u>	<u>\$0.0682</u>	<u>Yes</u>	<u>MNS Moon Group Consulting LTD</u> <u>Andrew De Luna</u>	<u>In lieu of payment for consulting services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>9/2/21</u>	<u>New Issuance</u>	<u>3318,223</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>9/8/21</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0673</u>	<u>Yes</u>	<u>Patrick S O'Malley</u>	<u>In lieu of payment for marketing and licensing agreement</u>	<u>Restricted</u>	<u>Exempt</u>
<u>8/31/21</u>	<u>New Issuance</u>	<u>5,612,500</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Godfrey Davis Holdings LLC</u> <u>Godfrey Davis</u>	<u>Private Placement - Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>10/6/21</u>	<u>New Issuance</u>	<u>4,380,054</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>

<u>10/25/21</u>	<u>New Issuance</u>	<u>10,202,500</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>8/18/21</u>	<u>New Issuance</u>	<u>70,000</u>	<u>Common</u>	<u>\$0.0548</u>	<u>Yes</u>	<u>MNS Moon Group Consulting LTD</u> <u>Andrew De Luna</u>	<u>In lieu of payment for consulting services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>11/1/21</u>	<u>New Issuance</u>	<u>70,000</u>	<u>Common</u>	<u>\$0.047</u>	<u>Yes</u>	<u>MNS Moon Group Consulting LTD</u> <u>Andrew De Luna</u>	<u>In lieu of payment for consulting services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>11/12/21</u>	<u>New Issuance</u>	<u>70,000</u>	<u>Common</u>	<u>\$0.065</u>	<u>Yes</u>	<u>MNS Moon Group Consulting LTD</u> <u>Andrew De Luna</u>	<u>In lieu of payment for consulting services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>12/10/21</u>	<u>New Issuance</u>	<u>21,591,050</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>11/23/21</u>	<u>New Issuance</u>	<u>750,000</u>	<u>Common</u>	<u>\$.08</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>12/8/21</u>	<u>New Issuance</u>	<u>14,000,000</u>	<u>Common</u>	<u>\$0.0337</u>	<u>Yes</u>	<u>MNS Moon Group Consulting LTD</u> <u>Andrew De Luna</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/10/21</u>	<u>New Issuance</u>	<u>3,333,333</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Darrell Thomas</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/10/21</u>	<u>New Issuance</u>	<u>7,000,000</u>	<u>Common</u>	<u>\$0.0321</u>	<u>Yes</u>	<u>Lindsey Harasta</u>	<u>In lieu of payment for</u>	<u>Restricted</u>	<u>Rule 144</u>

							<u>consulting services</u>		
<u>12/10/21</u>	<u>New Issuance</u>	<u>1,200,000</u>	<u>Common</u>	<u>\$0.0321</u>	<u>Yes</u>	<u>LMJ Holdings, Inc.</u> <u>L. Mychal Jefferson</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/24/22</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.022</u>	<u>Yes</u>	<u>Stephen Steen</u>	<u>In lieu of payment for consulting services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/23/22</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.00</u>	<u>Yes</u>	<u>Coventry Enterprises, LLC</u>	<u>Inducement to enter into Debt Agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/13/22</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Donzel Cleare</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/13/22</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Tony Furr</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/13/22</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>BumbleBee Capital, LLC</u> <u>Alexandria Beale</u>	<u>Private Placement – Corporation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/13/22</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Marcus Davis</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/13/22</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>VWB Enterprises, LLC</u> <u>Vincent Beale</u>	<u>Private Placement – Corporation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Amanda Cody</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Early Thomas Taylor Jr</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Jonathan Slagle</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Justin Ryan Widenhouse</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>5/4/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Marcus Davis</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Norbert Gonzalez</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Tony Furr</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>800,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Wealth Solutionz LLC</u> <u>Keith Walden</u>	<u>Private Placement – Corporation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Top Build Holding Company LLC</u> <u>Erick Brown</u>	<u>Private Placement – Corporation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>8,650,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>BumbleBee Capital, LLC</u> <u>Alexandria Beale</u>	<u>Private Placement – Corporation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/4/22</u>	<u>New Issuance</u>	<u>8,650,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>VWB Enterprises, LLC</u> <u>Vincent Beale</u>	<u>Private Placement – Corporation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/6/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Craig Brown</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/6/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>James Terry</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/6/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Thomas Gardner</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/6/22</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>David Efird</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/6/22</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>The Satoshi Show, Inc.</u> <u>David Chandler</u>	<u>Private Placement – Corporation</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>5/6/22</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Alan Hagel</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/6/22</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Mai Summer Vue</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/9/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Angela Roberson</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/9/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>Yes</u>	<u>Darla N Van Putten-Adams</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/1/22</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>AES Capital Management LLC</u> <u>Eli A Safdieh</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/2/22</u>	<u>New Issuance</u>	<u>601,781</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>GPLVentures LLC</u> <u>Alexander Dillion</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/6/22</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Quick Capital LLC</u> <u>Eilon Natan</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>333,333</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Joseph Wayne Ingram</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Donzel Cleare</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Marcus Davis</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Tony Furr</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Candace Dozier-Lee</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>David Efird</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>6/9/22</u>	<u>New Issuance</u>	<u>1,666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Barry Dale Fisher Jr</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>1,666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Osco E Gardin Jr</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Simone T Coleman</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/9/22</u>	<u>New Issuance</u>	<u>2,666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Justin Ryan Widenhouse</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/10/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Tracy Humphreys</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/10/22</u>	<u>New Issuance</u>	<u>1,333,333</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Omar Robinson</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/10/22</u>	<u>New Issuance</u>	<u>1,666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Brenda Chunga</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/10/22</u>	<u>New Issuance</u>	<u>21,591,050</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Conversion of Debt</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/13/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Janice Morrison</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/13/22</u>	<u>New Issuance</u>	<u>1,666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>International Flavor Holdings</u> <u>Alton Anthony Patterson</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/13/22</u>	<u>New Issuance</u>	<u>1,666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Marcelline Theodore</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/15/22</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Quick Capital LLC</u> <u>Eilon Natan</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/15/22</u>	<u>New Issuance</u>	<u>2,666,666</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>GS Capital Partners, LLC</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>

						<u>Gabe Sayegh</u>			
<u>6/15/22</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>EFRAT Investments LLC</u> <u>Pinny Rotter</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/16/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Barry &amp; Sharon Underwood</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/16/22</u>	<u>New Issuance</u>	<u>1,666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>William Paton</u>	<u>Private Placement – Individual</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Clyde Davis</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Lisa D Mack</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>PhertinaMack-Murray</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Ronald G St John</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Sharon E Polite</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Tyrone Forte</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Vanessa Mack</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Verick Arthur</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Victor Steele</u>	<u>Private Placement – Individual</u>	<u>Unrestricted</u>	<u>Exempt</u>

<u>6/17/22</u>	<u>New Issuance</u>	<u>3,333,333</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Top Build Holding Company LLC</u> <u>Erick Brown</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exemp</u>
<u>6/17/22</u>	<u>New Issuance</u>	<u>6,600,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>VWB Enterprises, LLC</u> <u>Vincent Beale</u>	<u>Private Placement – Corporation</u>	<u>Unrestricted</u>	<u>Exemp</u>
<u>6/23/22</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Coventry Enterprises LLC</u>	<u>Inducement to enter into Debt Agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/16/22</u>	<u>CANCELLATION</u>	<u>-5,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>A Shelter For Cancer Families</u> <u>Melissa Amschwand Bellinger</u>	<u>Cancellation of Shares</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>8/26/2022</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	<u>Malcalm Snell</u>	<u>Consulting Agreement</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>11/2/2022</u>	<u>New Issuance</u>	<u>2,171,053</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Issued from Reserve</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/2/2022</u>	<u>New Issuance</u>	<u>4,093,985</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Issued from Reserve</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/7/22</u>	<u>New Issuance</u>	<u>29,309,210</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Issued from Reserve</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/27/2022</u>	<u>New Issuance</u>	<u>30,394,737</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>Granite Global Value Investments LTD</u> <u>Tony Toffolon</u>	<u>Issued from Reserve</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>1/6/2023</u>	<u>New Issuance</u>	<u>13,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>AJB CAPITAL</u> <u>SIMEON</u> <u>WOHLBERG</u>	<u>Commitment</u> <u>Fee</u>	<u>Restricted</u>	<u>Rule</u> <u>144</u>
<u>1/9/2023</u>	<u>New Issuance</u>	<u>7,200,000</u>	<u>Common</u>	<u>\$.01</u>	<u>No</u>	<u>AJB CAPITAL</u> <u>SIMEON</u> <u>WOHLBERG</u>		<u>Restricted</u>	<u>Rule</u> <u>144</u>
<u>1/25/2023</u>	<u>New Issuance</u>	<u>6,666,667</u>	<u>Common</u>	<u>\$.015</u>	<u>No</u>	<u>AME</u> <u>ENTERPRISES</u> <u>LLC</u>  <u>ANDRE</u> <u>ESTER</u>	Private Placement–LLC	<u>UNRESTRICTED</u>	<u>EXEMPT</u>
<u>2/6/2023</u>	<u>New Issuance</u>	<u>100,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>YES</u>	<u>DARRELL</u> <u>THOMAS</u>	Private Placement– Individual	<u>Restricted</u>	<u>Rule</u> <u>144</u>
<u>2/7/2023</u>	<u>New Issuance</u>	<u>27,469,200</u>	<u>Common</u>	<u>\$.015</u>	<u>No</u>	<u>COVENTRY</u> <u>ENTERPRISES</u> <u>LLC</u>  <u>JACK</u> <u>BODENSTEIN</u>	DEBT CONVERSION	<u>UNRESTRICTED</u>	<u>EXEMPT</u>
<u>2/9/2023</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common</u>	<u>\$.015</u>	<u>No</u>	<u>AME</u> <u>ENTERPRISES</u> <u>LLC</u>  <u>ANDRE</u> <u>ESTER</u>	Private Placement–LLC	<u>UNRESTRICTED</u>	<u>EXEMPT</u>
<u>2/24/2023</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>NO</u>	<u>DARRELL</u> <u>THOMAS</u>	Private Placement– Individual	<u>Restricted</u>	<u>Rule</u> <u>144</u>
<u>2/24/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>NO</u>	<u>REGINALD</u> <u>CLARK</u>	Private Placement– Individual	<u>Restricted</u>	<u>Rule</u> <u>144</u>
<u>2/27/2023</u>	<u>New Issuance</u>	<u>26,666,667</u>	<u>Common</u>	<u>\$.015</u>	<u>NO</u>	<u>KENNETH</u> <u>DAVIDSON</u> <u>HOLDINGS</u> <u>LLC</u>  <u>KENNETH</u> <u>DAVIDSON</u>	Private Placement– Corporation	<u>UNRESTRICTED</u>	<u>EXEMPT</u>
<u>03/01/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>NO</u>	<u>HAROLD</u> <u>BARDO</u>	Private Placement– Individual	<u>Restricted</u>	<u>Rule</u> <u>144</u>
<u>03/02/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>NO</u>	<u>TAURUS</u> <u>VENTURES</u> <u>LLC</u>  <u>BRANDI</u> <u>MILFORD</u>	Private Placement– Corporation	<u>Restricted</u>	<u>Rule</u> <u>144</u>
<u>03/07/2023</u>	<u>New Issuance</u>	<u>16,666,667</u>	<u>Common</u>	<u>\$.015</u>	<u>NO</u>	<u>SUMMIT</u> <u>MOUNTAIN</u> <u>CAPITAL LLC</u>	Private Placement– Corporation	<u>UNRESTRICTED</u>	<u>EXEMPT</u>

						<u>SHAYNE BEAVAN</u>			
<u>03/17/2023</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>NO</u>	<u>T&amp;C ADVANCED INNOVATIONS INC</u>  <u>TERRENCE SESLEY</u>  <u>CEO</u>	Private Placement– Corporation	<u>Restricted</u>	<u>Rule 144</u>
<u>03/20/2023</u>	<u>New Issuance</u>	<u>7,333,333</u>	<u>Common</u>	<u>\$.015</u>	<u>NO</u>	<u>MESA RISING LLC</u>  <u>LISA MESA ROGERS</u>	Private Placement– Corporation	<u>UNRESTRICTED</u>	<u>EXEMPT</u>
<u>4/5/2023</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.005</u>	<u>YES</u>	<u>TOTAL MONUMENT HOLDING LLC</u>  <u>CRAIG JACKSON</u>	Private Placement– Corporation	<u>Restricted</u>	<u>Rule 144</u>
<u>4/9/2023</u>	<u>New Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>YES</u>	<u>TOKATA OIL RECOVER INC.</u>  <u>PATRICK O'MALLEY</u>	Private Placement– Corporation	<u>Restricted</u>	<u>Rule 144</u>
<u>4/13/2023</u>	<u>New Issuance</u>	<u>41,333,333</u>	<u>Common</u>	<u>\$.015</u>	<u>NO</u>	<u>AME ENTERPRISES LLC</u>  <u>ANDRE ESTER</u>	Private Placement– Corporation	<u>UNRESTRICTED</u>	<u>EXEMPT</u>
<u>4/20/2023</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>YES</u>	<u>GB TEMPLE ENTERPRISES LLC</u>  <u>GARRETT TEMPLE</u>	Private Placement– Corporation	<u>Restricted</u>	<u>Rule 144</u>
<u>4/21/2023</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>YES</u>	<u>LINDSEY HARASTA</u>	Private Placement– Individual	<u>Restricted</u>	<u>Rule 144</u>
<u>4/24/2023</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>YES</u>	<u>GLOBAL PRODUCTION GROUP LLC</u>  <u>HARDELL MACK</u>	Private Placement– Corporation	<u>Restricted</u>	<u>Rule 144</u>
<u>4/26/2023</u>	<u>New Issuance</u>	<u>750,000</u>	<u>Common</u>	<u>\$.01</u>	<u>YES</u>	<u>JOYCE NEAL</u>	Private Placement– INDIVIDUAL	<u>Restricted</u>	<u>Rule 144</u>
<u>5/1/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>YES</u>	<u>FREDERICK BOUTTE</u>	Private Placement– INDIVIDUAL	<u>Restricted</u>	<u>Rule 144</u>

<u>06/14/23</u>	<u>New Issuance</u>	<u>100,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>NO</u>	<u>SOUTHERN PETRO-FLOW LLC</u>  <u>DARRELL MADDING</u>	Private Placement– Corporation	<u>Restricted</u>	<u>Rule 144</u>
<u>07/26/2023</u>	<u>CANCELLATION</u>	<u>- 6,050</u>	<u>COMMON</u>	<u>\$.01</u>	<u>YES</u>	<u>JOHN ANTOS</u>	CANCELLATION OF SHARES	<u>Restricted</u>	<u>Rule 144</u>
<u>08/10/2023</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$.03</u>	<u>NO</u>	<u>DARRELL THOMAS</u>	Private Placement– INDIVIDUAL	<u>Restricted</u>	<u>Rule 144</u>
<u>11/23/2023</u>	<u>New Issuance</u>	<u>9,337,420</u>	<u>Common</u>	<u>\$.0001</u>	<u>YES</u>	<u>AES Capital MGT Eli Safdeh</u>	Conversion of Debt	<u>Unrestricted</u>	<u>Exempt</u>
<u>02/05/2024</u>	<u>New Issuance</u>	<u>16,215,450</u>	<u>Common</u>	<u>\$.001</u>	<u>YES</u>	<u>AES Capital MGT Eli Safdeh</u>	Conversion of Debt	<u>Unrestricted</u>	<u>Exempt</u>
<u>06/18/2024</u>	<u>New Issuance</u>	<u>44,621,320</u>	<u>Common</u>	<u>\$.001</u>	<u>YES</u>	<u>AES Capital MGT Eli Safdeh</u>	Conversion of Debt	<u>Unrestricted</u>	<u>Exempt</u>
<u>07/17/2024</u>	<u>New Issuance</u>	<u>26,252,000</u>	<u>Common</u>	<u>\$.001</u>	<u>YES</u>	<u>AES Capital MGT Eli Safdeh</u>	Conversion of Debt	<u>Unrestricted</u>	<u>Exempt</u>
<u>9/12/2024</u>	<u>New Issuance</u>	<u>101,249,050</u>	<u>Common</u>	<u>\$.0002</u>	<u>YES</u>	<u>AES Capital MGT Eli Safdeh</u>	Conversion of Debt	<u>Unrestricted</u>	
10/23/2024	New Issuance	111,012,600	Common	<u>\$0.00015</u>	YES	AES Capital MGT Eli Safdeh	Conversion of Debt	Unrestricted	Exempt
12/13/2024	New Issuance	106,492,800	Common	<u>\$0.0000500</u>	YES	AES Capital MGT Eli Safdeh	Conversion of Debt	Unrestricted	Exempt
Shares Outstanding on Date of This Report:									
<u>Ending Balance: as of 2/11/2025: 1,589,433,055</u>									
<u>Ending Balance:</u>									
<u>Date 9/30/2024</u>									
<u>Common: 1,042,638,535</u>									
<u>Preferred: 1,000,000</u>									

that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2024 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above: Subsequent to December 31, 2024 approximately 674,295,570 common stock shares were issued as a result of the conversion of debt.

## 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. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____


<u>3/8/22</u>	<u>212,100.00</u>	<u>210,000.00</u>	<u>2,100.00</u>	<u>3/8/23</u>	<u>Final offering price of Company's Regulation A offering</u>	<u>Godfrey Davis Holdings, LLC</u> <u>Godfrey Davis</u>	<u>Working Capital</u>
<u>7/30/20</u>	<u>6,175.00</u>	<u>5,000.00</u>	<u>1,175.00</u>	<u>In default</u>	<u>\$0.01 per share</u>	<u>Jeanne Marie Stefonetti</u>	<u>Working Capital</u>
<u>9/10/21</u>	<u>178,333.32</u>	<u>200,000.00</u>	<u>3,333.32</u>	<u>9/10/22</u> <u>In default</u>	<u>Final offering price of Company's Regulation A offering</u>	<u>Westland Properties LLC</u> <u>Tomer Tal</u>	<u>Working Capital</u>
<u>2/16/22</u>	<u>35,286.88</u>	<u>22,500.00</u>	<u>12,786.88</u>	<u>2/16/23</u>	<u>Final offering price of Company's Regulation A offering</u>	<u>Brandon Wisner</u>	<u>Working Capital</u>
<u>10/28/21</u>	<u>350,000.00</u>	<u>350,000.00</u>	<u>0</u>	<u>4/28/22</u> <u>In Default</u>	<u>None</u>	<u>AJB Capital Investments LLC</u> <u>Simeon Wohlberg</u>	<u>Working Capital</u>
<u>6/9/22</u>	<u>297,489.64</u>	<u>335,000</u>	<u>(12,454.55)</u>	<u>12/12/22</u> <u>In Payment Default</u>	<u>None</u>	<u>Adar Funding Marcus Newman</u>	<u>Working Capital</u>
<u>2/14/18</u>	<u>108,250.00</u>	<u>60,000.00</u>	<u>48,250.00</u>	<u>In default</u>	<u>None</u>	<u>Michael Craig Beck</u>	<u>Working Capital</u>
<u>1/30/18</u>	<u>46,350.00</u>	<u>25,000.00</u>	<u>21,350.00</u>	<u>In default</u>	<u>None</u>	<u>Elizabeth S Steinke</u>	<u>Working Capital</u>
<u>07/25/22</u>	<u>25,000.00</u>	<u>50,000.00</u>	<u>25,000</u>	<u>8/15/22</u> <u>In Default</u>	<u>None</u>	<u>Titan Advance Tyler Katz</u>	<u>Working Capital</u>
<u>5/28/20</u>	<u>15,000.00</u>	<u>30,000.00</u>	<u>0</u>	<u>In default</u>	<u>None</u>	<u>Brandon Wisner</u>	<u>Working Capital</u>

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

\_\_\_\_\_

#### 4) Issuer's Business, Products and Services

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

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

The Company conducts business through its subsidiary providing consulting in the energy sector, licensing, and commercializing energy related Intellectual Property, and engaging in a selection process and conducting due diligence for future acquisitions.

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

Bayou Road Investments, Nexteal Energy, and E 3 Petroleum

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

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#### **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](http://www.OTCMarkets.com).

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

The Company conducts business through its subsidiary providing consulting in the energy sector, licensing, and commercializing energy related Intellectual Property, and engaging in a selection process and conducting due diligence for future acquisitions.

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

Bayou Road Investments, Nexteal Energy, and E 3 Petroleum

C. Describe the issuers' principal products or services.

The Issuer conducts business through its subsidiaries and their affiliates in the licensing and acquisition of Energy Related Intellectual Property for commercialization

## 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.

The Issuer leases office space on a month-to-month basis from an Executive Suite Service.

## 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.*

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

K. Bryce Toussaint	Officer and Director	<u>FORT WORTH, TX</u>	26,274,870 shares 100% owned by K. Bryce Toussaint	Common	<u>6%</u>	<u>N/A</u>
K. Bryce Toussaint	Officer and Director	<u>FORT WORTH, TX</u>	1,000,000	Non-Convertible Preferred – Series B	<u>100%</u>	<u>N/A</u>
Anthony Lerner	Officer and Director	<u>HOUSTON, TX</u>	20,000,000	Common	<u>4%</u>	<u>N/A</u>
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

NO

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;

NO

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;

NO

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

NO

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.

NO

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.

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 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.

In November 2022, the SEC initiated an administrative action against the Company alleging violations of Section 5 of the 1933 Act arising out of the Company's first Regulation A offering (SEC File No. 024-11253). As of May 2023, the Company has elected to settle the matter with the SEC and pay a fine of \$40,000 and cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5 (c) of the 1933 Act.

## **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](http://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: Eric Newlan  
Firm: Newlan Law Firm, PLLC  
Address 1: 2201 Long Prairie Road, Flower Mound, TX  
Phone: 940-367-6154  
Email: eric@newlanpllc.com

### Accountant or Auditor

Name: Victor Mokuolu  
Firm: Victor Mokuolu, CPA PLLC  
Address 1: 8343 Douglas Ave Suite 400, Dallas, TX 75225  
Phone: (214) 393-9300

### 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: K. Bryce Toussaint  
Title: Chief Executive Officer and Interim Chief Financial Officer  
Relationship to Issuer: Board Director

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: K. Bryce Toussaint  
Title: Chief Executive Officer and Interim Chief Financial Officer  
Relationship to Issuer: Board Director

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, K. BRYCE TOUSSAINT certify that:

1. I have reviewed this QUARTERLY Disclosure Statement for PRINCIPAL SOLAR, 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.

4 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.

2/11/2025 [Date]

/s/ K. BRYCE TOUSSAINT [CEO's Signature]

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

*Principal Financial Officer:*

I, K. BRYCE TOUSSAINT certify that:

1. I have reviewed this Quarterly Disclosure Statement for PRINCIPAL SOLAR, 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.

2/11/2025 [Date]

/s/ K. BRYCE TOUSSAINT [CFO's Signature]

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

**PRINCIPAL SOLAR, INC. BALANCE SHEETS**

**September 30, 2024**

**December 31, 2023**

	<b>(Unaudited)</b>		<b>(Unaudited)</b>
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash in Bank	-		-
Loan Origination Fees	-		-
<b>TOTAL CURRENT ASSETS</b>	<hr/> -		<hr/> -
<b>NON-CURRENT ASSETS</b>			
Note Receivable	400,000		400,000
Note Receivable – Related Party	1,000,000		1,000,000
Interest Receivable	380,000		320,000
Equity Investments	3,001,491		3,001,491
Joint Venture Investments	737,000		737,000
<b>TOTAL ASSETS</b>	<hr/> \$ 5,518,491		<hr/> \$ 5,458,491
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Accounts Payable and Accrued Expenses	744,607		1,009,807
Notes Payable and Accrued Interest	1,243,468		1,243,468
Discount on Notes Payable	(19,920)		(19,920)
Convertible Notes Payable and Accrued Interest	283,403		308,403
<b>TOTAL CURRENT LIABILITIES</b>	<hr/> 2,251,558		<hr/> 2,541,758
Mediation Settlement Payable	215,062		215,062
Liabilities arising from Reverse Merger	1,003,839		1,003,839
<b>TOTAL LIABILITIES</b>	<hr/> \$ 3,470,459		<hr/> \$ 3,760,659
<b>STOCKHOLDERS' EQUITY</b>			
Preferred Stock: \$0.01 par value; 2,000,000 shares authorized; 1,000,000 designated as Series B issued and outstanding at March 31, 2023 and December 31, 2022, respectively	10,000		10,000
Common Stock: \$0.01 par value; 5,000,000,000 shares authorized; 915,137,485 and 915,137,485 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively	9,151,375		9,151,375
Additional paid-in-capital	38,898,408		38,233,208
Accumulated Deficit	(46,011,751)		(45,696,751)
<b>TOTAL EQUITY</b>	<hr/> 2,048,032		<hr/> 1,697,832
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<hr/> \$ 5,518,491		<hr/> \$ 5,458,491

**PRINCIPAL SOLAR, INC. STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	<b>For the Nine Months Ended September 30,</b>	<b>For the Year Ended December 31,</b>
	<b>2024</b>	<b>2023</b>
<b>REVENUE</b>		<u>\$</u>
<b>OPERATING EXPENSE</b>		
General and Administrative Expenses	375,000	1,372,049
<b>OPERATING LOSS</b>	<u>375,000</u>	<u>1,372,049</u>
<b>OTHER (INCOME)/EXPENSE</b>		
Interest Income	(60,000)	(80,000)
Equity Income	-	-
Interest Expense	-	-
Total Other (Income) Expense		<u>(80,000)</u>
<b>NET LOSS FOR PERIOD</b>	<u>\$ 315,000</u>	<u>\$ 1,292,049</u>
Net (loss) per share attributable to common stockholders, basic and diluted	0.00	0.00
Weighted average shares outstanding, basic and diluted	1,252,285,270	776,019,581

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

**PRINCIPAL SOLAR, INC. STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the Nine Months Ended September 30,	
	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss)	\$ (315,000)	\$ (1,195,049)
Changes in non-cash items:		
Interest Receivable	(60,000)	(60,000)
Amortization of Debt Issuance Costs - Convertible Debt	804,613	—
Non-cash Interest	-	0
Changes in operating assets and liabilities:		
Note Payable – Related Party		—
Accounts Payable and Accrued Expenses	(265,200)	493,245
Net cash provided by (used in) operating activities	164,413	(761,804)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Investment in Joint Ventures	-	737,000
Net cash provided by (used in) investing activities	-	737,000
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Payment of ST Debt	(55,200)	(2,103)
Proceeds from ST Debt		-
Issuance of Common Stock – Private Placement	-	-
Issuance of Common Stock – In Lieu of Payments	-	-
Issuance of Common Stock – Debt Conversion	(1,275,011)	-
Payment of Convertible Notes	(25,000)	-
Proceeds from Issuance of Convertible Notes	-	-
Net cash provided by financing activities	(1,355,211)	(2,103)
Net increase (decrease) in cash and cash equivalents	(1,190,798)	26,907
Cash and cash equivalents at beginning of period	-	27,005
Cash and cash equivalents at end of period	\$ -	\$ 98

**PRINCIPAL SOLAR, INC.**  
**STATEMENT OF STOCKHOLDERS' DEFICIT SEPTEMBER 30, 2024**  
**(unaudited)**

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Number of Shares	Amount	Number of Shares	Amount			
Balance, December 31, 2022	1,000,000	\$ 10,000	449,886,168	\$ 4,498,862	\$ 42,176,269	(\$ 44,334,702)	\$ 2,350,429
Common Stock Issued			465,251,317	\$ 4,652,513	\$ (3,943,061)		
Net Income/(Loss)						(\$ 1,362,049)	
Balance, December 31, 2023	1,000,000	\$ 10,000	915,137,485	\$ 9,151,375	\$ 38,233,208	(\$ 45,696,751)	\$ 1,697,832
Common Stock Issued	—	—	—	—	—	—	—
Net Income/(Loss)						(155,000)	
Balance, March 31, 2024	1,000,000	\$ 10,000	915,137,485	\$ 9,151,375	\$ 38,233,208	(\$ 45,851,751)	\$ 1,542,832
Common Stock Issued	—	—	0.00	0.00	0.00	—	—
Net Income/(Loss)	—	—	—	—	—	(80,000)	—
Balance, June 30, 2024	1,000,000	\$ 10,000	915,137,485	\$ 9,151,375	\$ 38,563,408	(\$ 45,931,751)	\$ 1,793,032
Common Stock Issued			127,501,050	\$ 1,275,011	\$ 335,000		
Net Income/(Loss)						(\$ 80,000)	
Balance September 30, 2024	1,000,000	\$ 10,000	1,042,638,535	\$ 10,426,386	\$ 38,898,408	(\$ 46,011,751)	\$ 2,048,032

## PRINCIPAL SOLAR, INC.

### Financial Footnotes

#### NOTE 1 – THE COMPANY

Principal Solar, Inc. (“PSI”, the “Company”, “our”, “us”, or “we”) was incorporated on July 8, 2010, under the laws of the State of Texas and became a New York corporation upon consummation of a reverse merger. On March 7, 2011, the Company was acquired by Kupper Parker Communications, Inc. (“KPCG”), then a public shell company, in a reverse merger transaction whereby KPCG merged with and into PSI, with KPCG remaining as the surviving corporation and PSI becoming a wholly owned subsidiary of KPCG. In connection with the merger, the Company changed its corporate name from “Kupper Parker Communications, Inc.” to “Principal Solar, Inc.”. In accordance with the terms of this transaction, the shareholders of PSI exchanged all of their shares of PSI’s \$0.01 par value common stock (“Common Stock”) for shares of KPCG common stock that, immediately following the transaction, represented approximately 82 percent of the issued and outstanding Common Stock of the Company.

In September 2012, the Company was re-domiciled to Delaware. The Company was authorized to issue 300,000,000 shares of Common Stock with a par value of \$0.01 per share and 100,000,000 shares of preferred stock with a par value of \$0.01 per share (“Preferred Stock”). In April 2016, the Company amended its Certificate of Incorporation reducing authorized shares to 15,000,000 shares of Common Stock and 2,000,000 shares of Preferred Stock. Par value of \$0.01 per share remained unchanged. In November 2019, the Board of Directors adopted a new series of 1,000,000 shares of \$0.01 par value Preferred Stock (“Series B Preferred Stock”). In January 2020, the Company amended its Certificate of Incorporation increasing authorized shares to 1,000,000,000 shares of Common Stock and 2,000,000 shares of Series B Preferred Stock. Par value of \$0.01 per share remained unchanged. Principal Solar, Inc. is traded on the OTCPink® market under the symbol “PSWW”, but trading activity has waned since mid-2016.

Principal Solar’s operations are derived from its subsidiary company – Bayou Road Investments. Bayou Road Investments seeks to acquire licenses for patented technology, primarily in the “Green Energy” Sector, and to subsequently monetize these technologies.

#### Business

Historically, our business plan has been to acquire, build, own, and operate profitable, large-scale solar generation facilities (collectively, “solar development”). The Company has failed to secure sufficient project financing to build large-scale solar generation facilities as planned and is not considering any new large utility-scale solar projects at this time.

#### Basis of Presentation

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles in the U.S. (“GAAP”) and the rules of the Securities and Exchange Commission. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the periods presented have been reflected herein.

*Going Concern* - The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As of September 30, 2021, the Company has an accumulated deficit of approximately \$31.6 million, and the Company has had negative cash flows from operations since inception. Further, the Company is not considering any new large utility-scale solar projects at this time. Its ability to continue as a going concern is dependent upon the ability of the Company to potentially develop and execute upon a new business strategy. The company will need to raise capital in order to fund its operations. This need may be adversely impacted by uncertain market conditions. To address its financing requirements, the company will seek financing through debt and equity financings.

The outcome of these matters cannot be predicted with any certainty at this time and raise substantial doubt that the Company will be able to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern.

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. We believe the carrying values of our current assets and current liabilities approximate their fair values, and the carrying value of our notes payable approximate their estimated fair value for debts with similar terms, interest rates, and remaining maturities currently available to companies with similar credit ratings.

All related party transactions are evaluated by our officers and/or Board of Directors who take into account various factors, including their fiduciary duty to the Company; the relationships of the related parties to the Company; the material facts underlying each transaction; the anticipated benefits to the Company and related costs associated with such benefits; and the terms the Company could receive from an unrelated third party. Despite this review, related party transactions may not be recorded at fair value.

#### Use of Estimates

The preparation of our financial statements in accordance with U.S. GAAP requires us, on an ongoing basis, to make significant estimates and judgments that affect the reported values of assets, liabilities, revenues, expenses and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions we believe are reasonable under the circumstances, the results of which form the basis for our conclusions. Actual results may differ from these estimates under different assumptions or conditions. Such differences could have a material impact on our future financial position, results of operations, and cash flows.

#### Intangible Assets

Goodwill and indefinite-lived intangibles are not subject to amortization but are tested for impairment annually or more often whenever events or circumstances change, such as a significant adverse change in the economic climate that would make it more likely than not that impairment may have occurred. If the carrying value of goodwill or an indefinite-lived intangible asset exceeds its fair value, an impairment loss is recognized. Intangible assets with finite lives are recorded at cost less accumulated amortization. Finite-lived tangible assets are amortized on a straight-line basis over the expected useful lives of the respective assets.

## Cash and Cash Equivalents

We consider cash, deposits, and short-term investments with original maturities of three months or less as cash and cash equivalents.

## Equity Transaction Fair Values

The estimated fair value of our Common Stock issued in share-based payments is measured by the more relevant of (1) the prices received in private placement sales of our stock or (2) the Company's publicly quoted market price. We estimate the fair value of simple warrants and stock options when issued or, in the case of issuances to non-employees, when vested, using the Black-Scholes option-pricing ("Black-Scholes") model that requires the input of subjective assumptions. When valuing more complex warrants, options, or other derivative equity instruments, we use a binomial lattice-based option pricing model or Monte Carlo option pricing model, whichever management deems more appropriate under the circumstances. Recognition in stockholders' equity and expense of the fair value of stock options awarded to employees is on a straight-line basis over the requisite service period. Subsequent changes in fair value are not recognized.

## Net Loss per Share

Basic net income or loss per share is computed by dividing the net income or loss for the period by the weighted average number of shares of Common Stock outstanding for the period. Diluted income per share reflects the potential dilution of derivative securities by including other potential issuances of Common Stock including shares to be issued upon exercise of options and warrants and upon conversion of convertible debt. Potentially dilutive shares are not included in the event of a loss as the effect of doing so would be anti-dilutive.

## NOTE 3 - LIABILITIES ARISING FROM REVERSE MERGER

Liabilities arising from the reverse merger represent long term real estate leases which had been abandoned, general unsecured liabilities, commercial liens, and tax liens filed with various states all associated with the Company's pre-reverse merger operations, which were unknowingly assumed in the March 2011 reverse merger transaction. The statute of limitations for most of such liabilities is five years and for most liens is ten years, subject to renewal at the lien holders' option, depending upon the jurisdiction. Although the liens accrue interest at between 8% and 12% per year, the Company has ceased accruing interest as it believes the liability recorded to date is adequate to cover the ultimate claims that may, one day, be presented. Liabilities not associated with a lien have been accrued based upon management's estimation of the amount to be paid. Liabilities associated with a lien have been accrued at face value. Management believes all such liabilities have been indemnified by Pegasus Funds, LLC (and/or its affiliates or related parties, "Pegasus") to which (including its assigns) the Company issued 534,654 shares of its common stock as part of the reverse merger transaction. However, as the Company is obligor, the Company has recorded the liability. To date, only one lien holder has approached the Company concerning payment. Such lien holder is pursuing the former management of the Company first through litigation. To the extent such lien holder recovers the liability from the former management, the lien against the Company will be reduced.

## NOTE 4 - NOTES PAYABLE

### Arowana Note

On August 20, 2015, the Company issued a promissory note and security agreement to Arowana in the original principal amount of \$1.6 million. The note matured on December 31, 2016 and had simple interest at the rate of 6% per annum (the "Arowana Note").

On March 2, 2017, the Company issued to Arowana a promissory note in the amount of \$208 thousand to replace the earlier note. The replacement note bore interest at a rate of 10% per annum and is unsecured. The replacement note was payable in installments of \$5,000 per month, beginning on the effective date of the note and each month thereafter with a balloon payment of \$181 thousand due on September 30, 2017. The Company missed the final payment and the note went into default. In default, the interest rate increased to 12% per annum calculated retroactively to the original date of the note.

On December 7, 2018, the District Court of Dallas County Texas issued a judgment against the Company in the amount of \$215 thousand to include unpaid principal, pre-judgment interest, plaintiff's attorney fees, and court expenses. The court also ordered the Company to pay plaintiff's stated attorney fees in punitive amounts in the event of an appeal, which is not anticipated at this time. As of March 31, 2021, the judgment amount has not been paid in full. The Company has attempted to contact the judgment holder but the attorney representing the judgment holder no longer represents such holder and the judgment holder has not been responsive. No collection efforts have been made on the judgment.

**AJB Capital Note** On October 1, 2021, the Company issued a promissory note to AJB Capital Investments, LLC in the original principal amount of \$350,000. The note matures on October 1, 2022. The note was issued at a 10% discount. The note is convertible only if an event of default occurs. As of September 30, 2023, The Note has been restructured and the new balance is \$525,000 and calls for payment at or before September 20, 2023. The note is currently in default as of **September 30, 2024**.

**Other Short-Term Funding** As of **September 30, 2024**, the Company utilized short-term funding options with payments due daily and maturity dates ranging from 30 to 200 days. The balance remaining on this collective funding is approximately \$420,000. All Short Term - Funding Notes are currently in Default

## CONVERTIBLE NOTES

### Steffonetti Convertible Debenture

On July 30, 2020, the Company issued a convertible promissory note to Jeanne Marie Steffonetti in the original principal amount of \$5,000. The note matures on July 30, 2021. The note carries a 12% interest rate and has a convertible feature that allows the note to be converted at any time at \$0.01 per share. The Company's management has the intent and ability to pay off the note. The Company is currently in default as of **September 30, 2024**.

#### **Godfrey Davis Holdings Convertible Debenture**

On March 8, 2022, the Company issued a convertible redeemable note to Godfrey Davis Holdings, LLC in the original principal amount of \$210,000. The note matures on March 8, 2023. The note carries a 2% interest rate and has a convertible feature that allows the note to be converted at the final offering price of the Company's Regulation A offering when qualified. The note is currently in Default as of **September 30, 2024**.

#### **AES Capital Management Convertible Debenture**

On May 21, 2021, the Company issued a convertible redeemable note to AES Capital Management in the original principal amount of \$70,560. The note matures on May 21, 2022. The note carries a 6% interest rate and has a convertible feature that allows the note to be converted at the final offering price of the Company's Regulation A offering when qualified. The note is currently in Default as of **September 30, 2024**.

#### **Westland Properties Convertible Debenture**

On September 10, 2021, the Company issued a convertible redeemable note to Westland Properties in the original principal amount of \$200,000. The note matures on September 10, 2022. The note is currently in default as of **September 30, 2024**.

#### **NOTE 5 – INVESTMENT**

Investment in Double H In February 2021, the Company made its first of a series of investments in Double H Services, LLC ("Double H"), an Oklahoma-based company currently providing contracted oilfield services to 16 companies. As of **September 30, 2024**, the Company's cumulative investment in Double H was \$222,500.

Investment in Apollo LTMS a division of IntelliMedia In April 2021, the Company made its first of a series of investments in Apollo LTMS a division of IntelliMedia Networks Inc. ("IntelliMedia"), a U.S. based company committed to the delivery of world-class media delivery solutions for customers worldwide. As of September 30, 2023, the Company's cumulative investment in IntelliMedia was \$420,000. This agreement was rescinded December 27, 2021 and the investment was replaced with a note receivable from IntelliMedia. Intellimedia is currently in default on this note as of **September 30, 2024**.

Investment in E-Truck Transportation In April 2021, the Company made its first of a series of investments in eTruck Transportation ("eTruck"), an industry-leading heavy electric vehicle conversion company. As of **September 30, 2024**, the Company's cumulative investment in eTruck was \$1,525,000.

Investment in IPLTech Electric In July 2021, the Company made its first of a series of investments in IPLTech Electric ("IPLT"), an innovative developer of pure electric, heavy duty commercial goods carriers with wide-ranging applications in mines, ports, infrastructure development, construction, and inter-warehouse goods transportation. As of **September 30, 2024**, the Company's cumulative investment in IPLT Licensing agreement was \$380,000.

#### **NOTE 6 – CAPITAL STOCK**

##### **Preferred Stock**

As of March 31, 2024, the Company has authorized 500,000 shares of \$.01 par value Class A Preferred Stock with none outstanding. As of **September 30, 2024**, the Company has authorized 2,000,000 shares of \$.01 par value Class B Preferred Stock with 1,000,000 shares issued and outstanding.

*Class B Preferred Stock* - Except as otherwise required by law or by the Articles of Incorporation and the outstanding shares of Series B Non-Convertible Preferred Stock shall vote together with the shares of Common Stock and other voting securities of the Corporation as a single class and, regardless of the number of shares of Series B Non-Convertible Preferred Stock outstanding and as long as at least one of such shares of Series B Non-Convertible Preferred Stock is outstanding shall represent eighty percent (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 shareholders. Each outstanding share of the Series B Non-Convertible Preferred Stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series B Non-Convertible Preferred Stock.

##### **Common Stock**

At **September 30, 2024**, the Company had authorized 5,000,000,000 shares of \$.01 par value Common Stock, and it trades on the OTC Pink ® under the symbol "PSWW." Holders of our Common Stock are entitled to one vote per share and receive dividends or other distributions when, and if, declared by our Board of Directors.

##### **Common Stock Issuances**

Common Stock Issued during **Third Quarter of 2024** totaled 127,501,050 for the conversion of debt

**NOTE 7 – PROMISSORY NOTES PAYABLE (BAYOU ROAD ACQUISITION)**

Term Notes Payable arising from the acquisition of Bayou Road Investments consisted of the following:

	<u>September 30, 2024</u>
Note 1 – Unsecured Note Payable; Original Issue date January 2018; Interest at 20%	\$25,000
Note 2 – Unsecured Note Payable; Original Issue date February 2018; Interest at 20%	\$50,000
Total Notes Payable	<u>\$75,000</u>

The Company is in default on all notes.

**NOTE 8 – NOTE RECEIVABLE - RELATED PARTY**

On December 27, 2019, the Company closed an acquisition with an entity (Bayou Road Investments, Inc.) that was owned by the Company's Interim Chief Executive Officer and majority shareholder, K. Bryce Toussaint. The entity held a \$1,000,000 promissory note receivable from a Company majority owned by the Company's Interim CEO, accruing interest of 8% per annum, payable to the Company. No payments have been made on the promissory note to date.

**NOTE 9 - SUBSEQUENT EVENTS**

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. As of the date of this filing, Management has determined that there are no material subsequent events to report.