

BEMAX INC.

625 Silver Oak Drive Dallas, GA 30132

404-480-8372

www.bemaxinc.com

admin@bemaxinc.com

SIC Code: 2670

QUARTERLY Report

For the period ending February 28, 2025

Outstanding Shares

The number of shares outstanding of our Common Stock was:

305,434,340 as of February 28, 2025 *(Current Reporting Period Date or More Recent Date)*

1,088,165,573 as of May 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: ☒

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.

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.

Bemax Inc - November 28, 2012

Current State and Date of Incorporation or Registration: Nevada - November 28, 2012

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

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

N/A

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:

625 Silver Oak Dr. Dallas, GA 30132

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: Securities Transfer Corporation

Phone: 469-633-0101

Email: info@stctransfer.com

Address: 2901 N Dallas Parkway, Suite 380
Plano, TX 75093

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>BMXC</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>081360208</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>2,600,000,000</u>	<u>as of date: February 28, 2025</u>
Total shares outstanding:	<u>305,434,340</u>	<u>as of date: February 28, 2025</u>
Total number of shareholders of record:	<u>47</u>	<u>as of date: February 28, 2025</u>

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

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Preferred Stock</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>15,000,000</u>	<u>as of date: February 28, 2025</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: February 28, 2025</u>
Total number of shareholders of record	<u> </u>	<u>as of date: February 28, 2025</u>

Exact title and class of the security:	<u>Preferred Stock Series A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>25,000,000</u>	<u>as of date: February 28, 2025</u>
Total shares outstanding (if applicable):	<u>23,819,552</u>	<u>as of date: February 28, 2025</u>
Total number of shareholders of record	<u>2</u>	<u>as of date: February 28, 2025</u>

Exact title and class of the security:	<u>Preferred Stock Series B</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>100,000,000</u>	<u>as of date: February 28, 2025</u>
Total shares outstanding (if applicable):	<u>64,148,743</u>	<u>as of date: February 28, 2025</u>
Total number of shareholders of record	<u>3</u>	<u>as of date: February 28, 2025</u>

Exact title and class of the security:	<u>Preferred Stock Series C</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>60,000,000</u>	<u>as of date: February 28, 2025</u>
Total shares outstanding (if applicable):	<u>60,000,000</u>	<u>as of date: February 28, 2025</u>
Total number of shareholders of record	<u>1</u>	<u>as of date: February 28, 2025</u>

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

Security Description:

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

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

Common stock – one vote per share, no other rights or privileges.

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

The designation, preferences, limitations and relative rights of the Series “A” Convertible Preferred Stock are as follows:

Dividends

Dividend Rights. In the event that the Board of Director of the Corporation declares a dividend on the Common Stock, the holders of Series A Convertible Preferred Stock will be entitled to receive an equivalent dividend as if the Series A Convertible Preferred Stock had been converted into Common Stock prior to the declaration of such dividend.

Preference on Liquidation

The shares of Series A Convertible Preferred Stock have no liquidation rights. In the event of any liquidation, dissolution, or winding up of the Company, either voluntarily or involuntarily, the holders of the Series A Convertible Preferred Stock shall not be entitled to receive any of the assets of the Company.

Voting Rights

The Series “A” Convertible Preferred Shares shall have voting rights and shall be entitled to notice of shareholders meetings or to vote upon the election of directors or upon any other matter at any special meeting of shareholders.

Conversion of Series “A” Convertible Preferred Stock Into Common Stock

The holder of record of any share or shares of Series “A” Convertible Preferred Stock shall have the right, at his option to convert each share of Series A Convertible Preferred Stock in to thirty (30) shares of Common Stock of the Corporation at any time, and from time to time, beginning on the first day following the six-month anniversary of the issuance.

Any holder of a share or shares of Series “A” Convertible Preferred Stock desiring to convert such Series “A” Convertible Preferred Stock into Common Stock shall surrender the certificate or certificates representing the share or shares of Series “A” Convertible Preferred Stock so to be converted, duly endorsed to the Company, or in blank, at the principal office of the Company, and shall give written notice to the Company at said office that he elects to convert the same, and setting forth the name or names (with the address or addresses) in which the shares of Common Stock are to be issued.

Conversion of Series “A” Convertible Preferred Stock shall be subject to the following additional terms and provisions:

As promptly as practicable after the surrender for conversion of any Series “A” Convertible Preferred Stock, the Company shall deliver or cause to be delivered to the holder of such Series “A” Convertible Preferred Stock at the holder's address as indicated on the Company's stock ledger (or such other place as may be designated by the holder), to or upon the written order of the holder of such Series “A” Convertible Preferred Stock, certificates representing the shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. Shares of the Series “A” Convertible Preferred Stock shall be deemed to have been converted

as of the close of business on the date of the surrender of the Series “A” Convertible Preferred Stock for conversion, as provided above, and the rights of the holders of such Series “A” Convertible Preferred Stock shall cease at such time, and the person or persons in whose name or names the certificates for such shares are to be issued shall be treated for all purposes as having become the record holder or holders of such Common Stock at such time; provided, however, that any such surrender on any date when the stock transfer books of the Company shall be closed shall constitute the person or persons in whose name or names the certificates for such shares are to be issued as the record holder or holders thereof for all purposes at the close of business on the next succeeding day on which such stock transfer books are open.

The designation, preferences, limitations and relative rights of the Series “B” Convertible Preferred Stock are as follows:

Dividends

Dividend Rights. In the event that the Board of Director of the Corporation declares a dividend on the Common Stock, the holders of Series B Convertible Preferred Stock will be entitled to receive an equivalent dividend as if the Series B Convertible Preferred Stock had been converted into Common Stock prior to the declaration of such dividend.

Preference on Liquidation

The shares of Series B Convertible Preferred Stock have no liquidation rights.

Voting Rights

The Series B Convertible Preferred Shares shall have 10 votes on all matters brought before a meeting of shareholders, and the Series B Stock will vote alongside the Common Stock and not as a separate class.

Conversion of Series “B” Convertible Preferred Stock Into Common Stock

The holder of record of any share or shares of Series “B” Convertible Preferred Stock shall have the right, at his option to convert each share of Series B Convertible Preferred Stock in to twenty-five (25) shares of Common Stock of the Corporation at any time, and from time to time, beginning on the first day following the 180 days anniversary of issuance.

The designation, preferences, limitations and relative rights of the Series “C” Convertible Preferred Stock are as follows:

This series of Preferred Stock shall be designated as “Series ‘C’ Convertible Preferred Stock” and the number of shares of such series shall be 60,000,000 shares.

Dividends

Dividend Rights. In the event that the Board of Director of the Corporation declares a dividend on the Common Stock, the holders of Series C Convertible Preferred Stock will be entitled to receive an equivalent dividend as if the Series C Convertible Preferred Stock had been converted into Common Stock prior to the declaration of such dividend.

Preference on Liquidation

The shares of Series C Convertible Preferred Stock have no liquidation rights.

Voting Rights

The Series C Convertible Preferred Shares shall have 500 votes on all matters brought before a meeting of shareholders, and the Series B Stock will vote alongside the Common Stock and not as a separate class. The Series “C” Convertible Preferred Shares shall have voting rights and shall be entitled to notice of shareholders meetings or to vote upon the election of directors or upon any other matter at any special meeting of shareholders.

Conversion of Series “C” Convertible Preferred Stock Into Common Stock

The holder of record of any share or shares of Series “C” Convertible Preferred Stock shall have the right, at his option to convert each share of Series C Convertible Preferred Stock in to twenty-five (25) shares of Common Stock of the Corporation at any time, and from time to time, beginning on the first day following the 181 days anniversary of issuance.

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

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.

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: Opening Balance Date <u>May 31, 2022</u> Common: <u>209,500,955</u> Preferred: <u>159,660,081</u>			*Right-click the rows below and select “Insert” to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *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.
6/3/2022	New	(780,000)	Preferred B	0.04	N/A	Ayobola Olufisayo Gbadero	Stock conversion	Restricted	

6/3/2022	New	19,500,000	Common	0.04	No	Ayobola Olufisayo Gbadero	Stock conversion	Unrestricted	Section 4(a)(1)
6/28/2022	New	9,375,000	Common	0.008	Yes	Efrat Investments LLC - Pinny Rotter	Cash	Unrestricted	Reg A
9/18/2022	New	7,031,250	Common	0.0064	Yes	Efrat Investments LLC - Pinny Rotter	Cash	Unrestricted	Reg A
10/14/2022	New	500,000,000	Common	0.04	No	Taiwo Aimasiko	Stock conversion	Restricted	Rule 144
10/31/2022	New	7,812,500	Common	0.0064	Yes	Efrat Investments LLC - Pinny Rotter	Cash	Unrestricted	Reg A
11/28/2022	New	8,771,929	Common	0.0057	Yes	Efrat Investments LLC - Pinny Rotter	Cash	Unrestricted	Reg A
12/28/2022	New	460,000	Common	0.25	No	Bubatunde Akindele	Cash	Restricted	Rule 144
3/13/2023	Reverse Split	(760,541,465)	_____	_____	_____	_____	_____	_____	_____
3/20/2023	New	1,000,000,000	Common	0.04	No	Taiwo Aimasiko	Stock conversion	Restricted	Rule 144
3/20/2023	cancellation	(40,000,000)	Preferred B	0.04	N/A	Taiwo Aimasiko	Stock conversion	N/A	
3/29/2023	New	4,854,369	Common	00.0103	Yes	Efrat Investments LLC - Pinny Rotter	Cash	Unrestricted	Reg A
4/13/2023	New	19,980,000	Common	0.033	No	Gilbert Matembe	Stock conversion	Unrestricted	Sec 4(a)(1)
4/13/2023	cancellation	(666,000)	Preferred A	0.033	N/A	Gilbert Matembe	Stock conversion	N/A	
8/10/2023	New	4,854,369	Common	00.0103	Yes	Efrat Investments LLC - Pinny Rotter	Cash	Unrestricted	Reg A
1/12/2024	New	4,166,666	Common	0.006	Yes	Efrat Investments LLC - Pinny Rotter	Cash	Unrestricted	Reg A
1/19/2024	New	8,400,000	Common	0.006	Yes	Rock Bay Partners SEZC – SAM	Cash	Unrestricted	Reg A

<u>4/23/2024</u>	New	<u>44,000,000</u>	Common	n/a	n/a	Ayobola Olufisayo Gbadero	Stock conversion	Restricted	Sec 4(a)(1)
<u>4/23/2024</u>	cancellation	(1,760,000)	Preferred B	n/a	n/a	Ayobola Olufisayo Gbadero	Stock conversion	n/a	n/a
<u>7/16/2024</u>	New	2,551,000	Common	\$0.00392	Yes	Royal Consulting Enterprises - Anthony Nicoletti	Cash	Unrestricted	Reg A
<u>9/30/2024</u>	cancellation	(600,000,000)	Common	n/a	n/a	Taiwo Aimasiko	Stock conversion	Restricted	Rule 144
<u>9/30/2024</u>	New	24,000,000	Preferred B	n/a	n/a	Taiwo Aimasiko	Stock conversion	n/a	n/a
<u>11/11/2024</u>	cancellation	(200,716,573)	Common	n/a	n/a	Taiwo Aimasiko	Stock conversion	Restricted	Rule 144
<u>11/11/2024</u>	New	8,028,662	Preferred B	n/a	n/a	Taiwo Aimasiko	Stock conversion	Restricted	n/a
<u>12/31/2024</u>	New	15,434,340	Common	n/a	n/a	Gilbert Matembe	Stock conversion	Unrestricted	Sec 4(a)(1)
<u>12/31/2024</u>	Conversion	(514,478)	Preferred A	n/a	n/a	Gilbert Matembe	Stock conversion	n/a	n/a
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>February 28, 2025</u>									
Common: <u>305,434,340</u>									
Preferred: <u>147,968,265</u>									

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
<u>3/27/2017</u>	<u>125,000</u>	87,456	<u>12/27/2017</u>	<u>See note below.</u>	<u>See note below.</u>	<u>See note below.</u>	<u>JSJ Investments, Inc - Sameer Harji</u>	<u>Loan (1)</u>
<u>4/4/2017</u>	<u>145,000</u>	115,186	<u>12/31/2017</u>	<u>See note below.</u>	<u>See note below.</u>	<u>See note below.</u>	<u>Auctus Fund, LLC - Lou Posner and Al Sollami</u>	<u>Loan (1)</u>
<u>6/2/2017</u>	<u>132,000</u>	109,144	<u>6/2/2018</u>	<u>See note below.</u>	<u>See note below.</u>	<u>See note below.</u>	<u>GS Capital Partners, LLC - Gabe Sayegh</u>	<u>Loan (1)</u>
<u>8/3/2017</u>	<u>60,000</u>	77,170	<u>5/3/2018</u>	<u>See note below.</u>	<u>See note below.</u>	<u>See note below.</u>	<u>JSJ Investments, Inc - Sameer Harji</u>	<u>Loan (1)</u>
<u>10/19/2017</u>	<u>36,200</u>	45,941	<u>7/19/2018</u>	<u>See note below.</u>	<u>See note below.</u>	<u>See note below.</u>	<u>Einstein Investments – Kevyn Green</u>	<u>Loan (1)</u>

Total Outstanding Balance: 434,897

Total Shares:

Any additional material details, including footnotes to the table are below:

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")

We export and distribute Disposable Baby Diapers and household products from U.S. and Canada, and Asia and distribute globally. We also export from manufacturers from Asia and distribute to other parts of Africa. We have generated minimal revenues. We maintain our statutory registered agent's office at 5348 Vegas Drive, Las Vegas, NV 89108. Our telephone number is 404-480-8372.

Business Development

Our business continues is focus on expanding current distribution networks for our private labels. The company is positioning to attract more distributors for our products with competitive pricing through lower overhead cost. We continue to invest in the ecommerce space to attract loyal customers and expand within our markets. We continue to develop new channels of distribution as the company grows. Bemax plan to become a globally known brand may be pushed forward by entering into contracts with the numerous major wholesale distributors throughout our growing markets.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

On April 29, 2018, the company filed for trademark with the U.S. Patent & Trademark Office for its brand of Mothers Touch disposable diaper. On September 25, 2018, the company trademark was published in the Trademark Official Gazette. On December 11, 2018, the company received official trademark registration of its brand of Mother's Touch from the U.S. Patent and Trademark Office.

On April 1, 2020, the company began the distribution of Personal Protective Equipment (PPE). The company introduced its Modenna brand private label face mask and distributed within the United States, Puerto Rico and Canada. The company also distribute Nitrile Glove primarily to the Canadian Market. The company continue to expand its distribution network of personal protective equipment.

The Company is working on several business development and projects to increase business and revenue generation in 2018 and beyond, including but not limited to: launching new private label products, positioning to expand our distribution capacity in 2021 into the technology industry through distribution of wireless routing equipment, and extended distribution of new and existing Bemax private label products. There can be no assurance that these will be successful in generating revenues in 2019 and beyond. Furthermore, the company is currently working to install one production line for the production of Made-In- America face masks.

Revenue

The Company's revenues will be the difference between what we charge our clients for our products and what we pay for our Disposable Diapers suppliers and/or manufacturers, and as well as current manufacturers of our protective face masks.

Intellectual Property

We have no intellectual property except we own the trademark to our private label brand of Mother's Touch and our own domain address which signifies our online presence. Our trade name is our company name which is legally incorporated in the state of Nevada. Our company name is also our trade name.

Business Strategy

The company strategy includes expansion of distribution network, continuous introduction of new products and entering into other distribution areas with significant opportunity for revenue and retain customers by providing products that add value in terms of price, quality, safety, availability and functionality, and are supported by a dedicated, well-trained team. This shall be important to the successful implementation of our overall strategy and hence the need to ensure we are focused and working harmoniously towards attainment of these goals and objectives. We intend to continue focusing on satisfying our core markets in North America, East, South and West Africa.

We intend to focus on delivering quality products at affordable prices that in turn will expand sales, which can then generate sustainable revenue. We continue to build image and awareness through consistency and distinctiveness in our order fulfillment.

Business Outlook for current fiscal year

- Product innovation and launch. Development of two new women disposable hygienic products is nearing completion. Launch of these new private label products is set for current fiscal year in furtherance of meeting projected revenue.
- Market Diversification. The company will expand distribution network during current fiscal year to enhance market diversification, increase market share and expand product development.
- Market Penetration through innovative marketing. Considering this, the company will strategize on promoting its private label products and services on social media platforms. The company will expand its social media marketing as one of the major strategies on imparting awareness about the company's various private label product offerings among target customers on social media channels.
- Extensive global marketing - the company will gain traction and increase its customer reach among its target segments.
- The company will continue to negotiate new competitive pricing with existing private label manufacturers.

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

None

C. Describe the issuers' principal products or services.

We distribute private label Disposable Diapers from North America to distributors and wholesalers globally. Disposable diapers are widely used alternative disposable material for parents of babies and children not toilet trained. Diapers are made of synthetic disposable materials. Disposable diapers contain absorbent chemicals and are thrown away after use. Disposable diapers are primarily worn by children who are not yet potty trained or experience bed wetting. Disposable baby diapers are constructed in three layers, an inner layer that sits against baby's skin is designed to be soft, stay relatively dry, and wick away moisture into the core. The absorbent core is designed to pull moisture in and trap it to keep wetness away from the baby to avoid rashes. The outer layer is waterproof to prevent leaks.

Sizes

Disposable diapers range in size from Newborn to Size 6, which accommodates an over 35 lbs child. The normal size weight ranges are: -Up to ten pounds: newborn, 8 to 15 pounds: Size 1-2, 16 to 28 pounds: Size 3, 22 to 37 pounds: Size 4, 27 plus pounds: Size 5, Over 35 pounds.

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.

Our executive and administrative offices are located at 625 Silver Oak Drive, Dallas, GA 30132. Our corporate mailing address is 5348 Vegas Drive, Las Vegas, NV 89108. The property is not own by the company and is currently being leased from a third-party entity on an annual basis. The company has the option to renew the lease annually.

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.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
<u>Taiwo Aimasiko</u>	<u>CEO, 5% owner</u>	<u>Dallas, GA</u>	<u>60,000,000</u>	<u>Series C preferred</u>	<u>100%</u>
<u>Taiwo Aimasiko</u>	<u>CEO, 5% owner</u>	<u>Dallas, GA</u>	<u>41,788,662</u>	<u>Series B preferred</u>	<u>65.1%</u>
<u>Taiwo Aimasiko</u>	<u>CEO, 5% owner</u>	<u>Dallas, GA</u>	<u>201,023,433</u>	<u>common</u>	<u>65.8%</u>

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

7) Legal/Disciplinary History

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

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

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.

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

Name: Carl A. Generes
Address 1: 4358 Shady Bend Drive
Address 2: Dallas, Texas 75244
Phone: 214.352.8674
Email: cgeneres@genereslaw.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

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: **Rachel Boulds**
Title: **CPA**
Relationship to Issuer: **Service Provider**

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: **Rachel Boulds**
Title: **Outsourced CPA**
Relationship to Issuer: **Service Provider**

Describe the qualifications of the person or persons who prepared the financial statements:⁶ **Licensed CPA in the State of Utah.**

Provide the following qualifying financial statements:

⁶ 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.

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

Financial Statement Requirements:

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

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, Taiwo Aimasiko certify that:

1. I have reviewed this Disclosure Statement for Bemax 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.

April 14, 2025

/s/ Taiwo Aimasiko

Principal Financial Officer:

I, Taiwo Aimasiko certify that:

1. I have reviewed this Disclosure Statement for Bemax 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.

April 14, 2025

/s/ Taiwo Aimasiko

BEMAX INC
BALANCE SHEETS
(Unaudited)

	February 28, 2025	May 31, 2024
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 4,622	\$ 3,089
Inventory	216,050	138,356
Total Assets	<u>\$ 220,672</u>	<u>\$ 141,445</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable	182,045	182,045
Accrued interest	95,533	94,851
Accruals - related party	184,500	171,000
Loans payable	284,141	—
Convertible loans	344,124	344,124
Total current liabilities	<u>1,090,343</u>	<u>792,020</u>
Loan payable	24,000	24,000
Total Liabilities	<u>1,114,343</u>	<u>816,020</u>
STOCKHOLDERS' DEFICIT:		
Preferred stock, \$0.0001 par value, 15,000,000 shares authorized: no shares issued and outstanding	—	—
Preferred stock series A, \$0.0001 par value, 25,000,000 shares authorized: 23,819,522 shares issued and outstanding	2,382	2,433
Preferred stock series B, \$0.0001 par value, 100,000,000 shares authorized; 64,148,743 and 32,120,081 shares issued and outstanding, respectively	6,415	612
Preferred stock series C, \$0.0001 par value, 60,000,000 shares authorized; 60,000,000 shares issued and outstanding	6,000	6,000
Common stock, \$0.0001 par value, 2,600,000,000 shares authorized; 304,434,340 and 1,088,165,573 shares issued and outstanding, respectively	30,542	108,816
Additional paid-in capital	3,414,629	3,332,109
Accumulated deficit	(4,353,639)	(4,124,545)
Total Stockholders' Deficit	<u>(893,671)</u>	<u>(674,575)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 220,672</u>	<u>\$ 141,445</u>

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

BEMAX INC
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	February 28, 2025	February 29, 2024	February 28, 2025	February 29, 2024
Revenue	\$ 442,104	\$ 6,041	\$ 1,521,634	\$ 20,235
Cost of revenue	(445,936)	(4,583)	(1,502,146)	(14,240)
Gross margin	(3,832)	1,458	19,488	5,995
Operating Expenses:				
Management fees	3,000	3,000	9,000	9,000
General and administrative	145,301	51,124	227,321	112,619
Total Operating Expenses	148,301	54,124	236,321	121,619
Loss from operations	(152,133)	(52,666)	(216,833)	(115,624)
Other Expense:				
Interest expense	(9,932)	(960)	(12,261)	(1,414)
Total other expense	(9,932)	(960)	(12,261)	(1,414)
Net Loss	\$ (162,065)	\$ (53,626)	\$ (229,094)	\$ (117,038)
Loss per share, basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding, basic and diluted	284,683,727	1,031,598,907	865,991,759	1,030,254,197

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

BEMAX INC
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
For the Three and Nine Months Ended February 28, 2025 and February 29, 2024
(unaudited)

	Series A Preferred Stock		Series C Preferred Stock		Series B Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Stockholders' Deficit
Balance at May 31, 2024	24,334,000	\$ 2,433	60,000,000	\$ 6,000	32,120,081	\$ 612	1,088,165,573	\$ 108,816	\$ 3,332,109	\$ (4,124,545)	\$ (674,575)
Stock issued for cash	—	—	—	—	—	—	2,551,000	255	9,745	—	10,000
Net income	—	—	—	—	—	—	—	—	—	(13,049)	(13,049)
Balance at August 31, 2024	24,334,000	2,433	60,000,000	6,000	32,120,081	612	1,090,716,573	109,071	3,341,854	(4,137,594)	(677,624)
Stock conversion	—	—	—	—	32,028,662	5,803	(800,716,573)	(80,071)	74,268	—	—
Net income	—	—	—	—	—	—	—	—	—	(52,105)	(52,105)
Balance at November 30, 2024	24,334,000	2,433	60,000,000	6,000	64,148,743	6,415	290,000,000	29,000	3,416,122	(4,189,699)	(729,729)
Stock conversion	(514,478)	(51)	—	—	—	—	15,434,340	1,543	(1,491)	—	(2)
Net income	—	—	—	—	—	—	—	—	—	(162,065)	(162,065)
Balance at February 28, 2025	<u>23,819,522</u>	<u>\$ 2,382</u>	<u>60,000,000</u>	<u>\$ 6,000</u>	<u>64,148,743</u>	<u>\$ 6,415</u>	<u>305,434,340</u>	<u>\$ 30,542</u>	<u>\$ 3,414,629</u>	<u>\$ (4,353,639)</u>	<u>\$ (893,671)</u>

	Series A Preferred Stock		Series C Preferred Stock		Series B Preferred Stock		Common Stock		Additional	Stock	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Payable	Deficit	Stockholders' Deficit
Balance at May 31, 2023	24,334,000	\$ 2,433	60,000,000	\$ 6,000	7,880,081	\$ 788	1,026,744,538	\$ 102,674	\$ 3,212,674	\$ 50,000	\$ (4,033,908)	\$ (659,339)
Stock issued for cash	—	—	—	—	—	—	4,854,369	485	49,515	(25,000)	—	25,000
Net loss	—	—	—	—	—	—	—	—	—	—	(45,893)	(45,893)
Balance at August 31, 2023	24,334,000	2,433	60,000,000	6,000	7,880,081	788	1,031,598,907	103,159	3,262,189	25,000	(4,079,801)	(680,232)

Net loss	—	—	—	—	—	—	—	—	—	—	(17,519)	(17,519)
Balance at November 30, 2023	24,334,000	2,433	60,000,000	6,000	7,880,081	788	1,031,598,907	103,159	3,262,189	25,000	(4,097,320)	(697,751)
Stock issued for cash	—	—	—	—	—	—	—	—	—	50,400	—	50,400
Net loss	—	—	—	—	—	—	—	—	—	—	(53,626)	(53,626)
Balance at February 29, 2024	<u>24,334,000</u>	<u>\$ 2,433</u>	<u>60,000,000</u>	<u>\$ 6,000</u>	<u>7,880,081</u>	<u>\$ 788</u>	<u>1,031,598,907</u>	<u>\$ 103,159</u>	<u>\$ 3,262,189</u>	<u>\$ 75,400</u>	<u>\$ (4,150,946)</u>	<u>\$ (700,977)</u>

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

BEMAX INC.
STATEMENTS OF CASH FLOWS
(unaudited)

	For the Nine Months Ended ,	
	February 28, 2025	February 29, 2024
Cash Flows from Operating Activities:		
Net loss	\$ (229,094)	\$ (117,038)
Adjustments to reconcile net loss to net cash used in operating activities:		
Origination fee	15,625	
Amortization of debt discount		472
Changes in Operating Assets and Liabilities:		
Inventory	(77,694)	(78,880)
Accrued interest	682	942
Accruals - related party	13,500	13,500
Net Cash Used by Operating Activities	(276,981)	(181,004)
Cash Flows from Financing Activities:		
Proceeds from convertible note payable		76,500
Proceeds from the sale of common stock	10,000	75,400
Proceeds from note payable	390,289	—
Repayment of note payable	(121,775)	—
Net Cash Provided by Financing Activities	278,514	151,900
Net change cash	1,533	(29,104)
Cash, beginning of period	3,089	39,563
Cash, end of period	<u>\$ 4,622</u>	<u>\$ 10,459</u>
Cash paid during period for:		
Interest	<u>\$ —</u>	<u>\$ —</u>
Income Taxes	<u>\$ —</u>	<u>\$ —</u>

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

BEMAX INC.
NOTES TO THE FINANCIAL STATEMENTS
FEBRUARY 28, 2025
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

BEMAX INC. ("The Company") was incorporated in the State of Nevada on November 28, 2012, to engage in the business of exporting disposable baby diapers manufactured in the United States and then distributing them throughout Europe and South Africa.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"), and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company as of and for the period ending February 28, 2025 and not necessarily indicative of the results to be expected for the full year ending May 31, 2025. These unaudited financial statements should be read in conjunction with the financial statements and related notes included in the Company's financial statements for the year ended May 31, 2024. The Company's Year End is May 31.

Use of Estimates

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

Concentrations of Credit Risk

We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. We believe we are not exposed to any significant credit risk on cash.

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. The Company has no cash equivalents.

Revenue Recognition

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those 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 only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

Recent Accounting Pronouncements

The Company has implemented all new applicable 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.

NOTE 3 - GOING CONCERN

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has had minimal revenue and has an accumulated deficit as of February 28, 2025. The Company requires capital for its contemplated operational and marketing activities. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future, loans from officers/directors and/or private placement of common stock. Obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

NOTE 4 - RELATED PARTY TRANSACTIONS

The President of the Company provides management fees and office premises to the Company for a fee of \$1,500 per month, the right to which the President has agreed to assign to the Company until such a time as the Company closes on an Equity or Debt financing of not less than \$750,000. The assigned rights are valued at \$500 per month for rent and \$1,000 for executive compensation. As of February 28, 2025 and May 31, 2024, there is \$184,500 and \$171,000 accrued for these fees, respectively.

During the nine months ended February 28, 2025, the CEO retired 800,716,573 shares of common stock in exchange for 32,028,662 shares of Series B preferred stock.

NOTE 5 – LOANS PAYABLE

On January 20, 2021, the Company received a \$24,000 loan from the Small Business Administration. Installment payments, including principal and interest, of \$117 a month with begin in twelve months. The loan bears interest at 3.75% and matures in thirty years.

On November 7, 2024, the Company received a \$75,000 loan from a third party. The Company received \$73,125, less \$1,875 for an origination fee. Installment payments, including principal and interest, of \$2,112.98 are due each week, for total loan payments of \$109,874.96.

BHB - On January 17, 2025, the Company received a \$125,000 loan from a third party. The Company received \$118,750, less \$6,250 for an origination fee. Installment payments, including principal and interest, of \$4,562.50 are due each week, for total loan payments of \$182,500.

Cedar - On January 17, 2025, the Company received a \$150,000 loan from a third party. The Company received \$142,500, less \$7,500 for an origination fee. Installment payments, including principal and interest, of \$8,423.08 are due each week.

NOTE 6 - CONVERTIBLE LOANS

The company is party to several convertible promissory notes. Management has determined that the note holders have violated Section 15(a)(1) of the Securities Exchange Act of 1934, by acting as unregistered securities dealers by converting the convertible notes into Bemax stock and then selling such stock in the public market. All further request for conversions will be denied.

A summary of the above outstanding convertible notes as of February 28, 2025:

Note Holder	Issue Date	Maturity Date	Stated Interest Rate	Principal Balance 5/31/2024	Extinguished	Principal Balance 2/28/2025
JSJ Investments, Inc.	3/27/2017	12/22/2017	8%	64,084	—	64,084
Auctus Fund, LLC	4/4/2017	12/30/2017	8%	101,040	—	101,040
GS Capital Partners, LLC	6/2/2017	6/2/2018	8%	82,800	—	82,800
JSJ Investments	8/3/2017	5/3/2018	8%	60,000	—	60,000
Einstein Investments	10/19/2017	7/19/2018	8%	36,200	—	36,200
Livingston Asset Management				—	—	—
Total				<u>\$ 344,124</u>	<u>\$ —</u>	<u>\$ 344,124</u>

On February 16, 2024, the Company entered into a Senior Secured Convertible Note (the “Note”) with Efrat Investments, LLC in the aggregate principal amount of \$85,000. The Note bears interest at 8%, has an \$8,500 OID, and matures in nine months. The note is convertible into shares of common stock at \$0.005 per share. The note and all accrued interest were repaid on March 22, 2024.

NOTE 7 – COMMON STOCK

During the nine months ended February 28, 2025, the Company sold 2,551,000 shares of common stock for total cash proceeds of \$10,000.

During the nine months ended February 28, 2025, an investor converted 514,478 shares of Series A preferred stock into 15,434,340 shares of common stock.

NOTE 8 – PREFERRED STOCK

Series A Preferred Stock

On June 19, 2018, the Company amended and restated its Articles of Incorporation to designate 25,000,000 shares of Preferred Stock as Series A Preferred Stock. Each share of Series A preferred stock has voting rights of one vote per share, and will vote alongside the common stock, not as a separate class. Each share of preferred stock can be converted into six shares of common stock at any time after a 180 day anniversary. Holders are entitled to dividends, if declared, equivalent to if they had converted to common stock. The Series A preferred stock have no liquidation rights.

On August 24, 2022, the Company amended and restated its Articles of Incorporation to increase the Series A Preferred Stock to 45,000,000 shares. The voting right have been amended to a formula based on the number of common shares outstanding and held by the shareholder. Each share of preferred stock can be converted into twenty-five shares of common stock at any time after a one-year anniversary. Holders are entitled to dividends, if declared, equivalent to if they had converted to common stock. The Series A preferred stock have no liquidation rights.

During the nine months ended February 28, 2025, an investor converted 514,478 shares of Series A preferred stock into 15,434,340 shares of common stock.

Series B Preferred Stock

On January 23, 2017, the Board of Directors designated a series of preferred stock titled Series B Preferred Stock consisting of 100,000,000 shares with a \$0.0001 par value. Each share of Series B preferred stock has voting rights of 10 votes per share, and will vote alongside the common stock, not as a separate class. Each share of preferred stock can be converted into 25 shares of common stock at any time after a one-year anniversary. Holders are entitled to dividends, if declared, equivalent to if they had converted to common stock. The Series B preferred stock have no liquidation rights.

On April 4, 2024, a holder of Series B Preferred Stock converted 1,760,000 shares of Series B into 44,000,000 shares of common stock.

During the nine months ended February 28, 2025, the CEO retired 800,716,573 shares of common stock in exchange for 32,028,662 shares of Series B preferred stock.

Series C Preferred Stock

On January 8, 2018, the Company amended and restated its Articles of Incorporation to designate 40,000,000 of the 100,000,000 shares of Preferred Stock as Series C Preferred Stock. Each share of Series C preferred stock has voting rights of 40 votes per share, and will vote alongside the common stock, not as a separate class. Each share of preferred stock can be converted into one share of common stock at any time after a one-year anniversary. Holders are entitled to dividends, if declared, equivalent to if they had converted to common stock. The Series C preferred stock have no liquidation rights.

On May 17, 2021, the Company amended and restated its Articles of Incorporation to designate 60,000,000 of the 200,000,000 shares of Preferred Stock as Series C Preferred Stock. Each share of Series C preferred stock has voting rights of 500 votes per share, and will vote alongside the common stock, not as a separate class. Each share of preferred stock can be converted into twenty-five shares of common stock at any time after a one-year anniversary. Holders are entitled to dividends, if declared, equivalent to if they had converted to common stock. The Series C preferred stock have no liquidation rights.

NOTE 9 - SUBSEQUENT EVENTS

In accordance with ASC 855-10, *Subsequent Events*, the Company analyzed its operations subsequent to February 28, 2025, through the date the unaudited financial statements were issued and has determined that there are no material subsequent events to disclose in these unaudited financial statements.