

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## NUTRI PHARMACEUTICALS RESEARCH, INC.

6780 Caballo Street  
Las Vegas, NV 89119  
(702) 479-1028  
www.natuurs.com

[guzzogary1001@gmail.com](mailto:guzzogary1001@gmail.com)

**Annual Report For the Period Ending December 31, 2024**  
(the "Reporting Period")

### Outstanding Shares

As of December 31, 2024, the number of shares outstanding of our Common Stock was 105,310,324.

As of December 31, 2023, the number of shares outstanding of our Common Stock was 105,310,324.

### Shell Status

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

Yes:  No:

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

Yes:  No:

### Change of Control

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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

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

*The Company was incorporated on April 20, 2001 as AI's Plant Care, Inc. in the State of Nevada. On November 13, 2003, we changed our corporate name from AI's Plant Care, Inc. to Nutri Pharmaceuticals Research, Inc. ("NPRI").*

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

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<sup>1</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.

*The Company has always been a Nevada corporation. The Company is in good standing with the state of Nevada.*

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

*None.*

The address(es) of the issuer's principal executive office is *6780 Caballo Street, Las Vegas, NV 89119*

The address(es) of the issuer's principal place of business:

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

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

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

Not Applicable

## **2) Security Information**

### **Transfer Agent**

Name: *Standard Registrar & Transfer Co., Inc.*  
Phone: *(801) 571-8844*  
Email: *standardregistrar@comcast.net*  
Address: *440 East 400 South, Suite 200, Salt Lake City UT 84111*

### **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.*

<i>Trading symbol:</i>	<i>NRPR</i>
<i>Exact title and class of securities outstanding:</i>	<i>Common Stock, \$.0001 par value</i>
<i>CUSIP:</i>	<i>67072S 20 9</i>
<i>Par or stated value:</i>	<i>\$.0001</i>
<i>Total shares authorized:</i>	<i>250,000,000 as of December 31, 2024</i>
<i>Total shares outstanding:</i>	<i>105,310,324 as of December 31, 2024</i>
<i>Number of shares in the Public Float<sup>2</sup>:</i>	<i>1,605,922 as of December 31, 2024</i>
<i>Total number of shareholders of record:</i>	<i>100 as of December 31, 2024</i>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer: None*

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

**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: Preferred Stock (formerly Series A Preferred Stock)  
CUSIP (if applicable): None  
Par or stated value: \$.0001  
Total shares authorized: 13,000,000 as of December 31, 2024  
Total shares outstanding (if applicable): 13,000,000 as of December 31, 2024  
Total number of shareholders of record 3 as of December 31, 2024

Exact title and class of the security: Series B Preferred Stock  
CUSIP (if applicable): None  
Par or stated value: \$.0001  
Total shares authorized: 37,000,000 as of December 31, 2024  
Total shares outstanding (if applicable): 37,000,000 as of December 31, 2024  
Total number of shareholders of record 2 as of December 31, 2024

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

**Security Description**

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

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

*Holders of common stock have one vote per share and are entitled to dividends as declared by the Board of Directors. There are no preemptive rights.*

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

*Holders of all classes of preferred stock have 3 votes per share and each share is convertible into 20 shares of common stock.*

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

*None*

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

*None*

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

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

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

Check this box to indicate whether there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: No  Yes  (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 12/31/2022 Common: 105,310,324 Preferred: 50,000,000			*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 (entities must have individual with voting / investment control disclosed).	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>Ending Balance:</u> Date 12/31/2024 105,310,324 Common and 50,000,000 Preferred									

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

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

**B. Promissory and Convertible Notes**

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>11/27/2024</u>	<u>100,000 (includes advances after 11/27/2024)</u>	<u>90,000</u>	<u>375</u>	<u>demand</u>	<u>Principal is not convertible but as additional consideration for the loaned funds, holder can convert into 2.5% of common stock on or after March 31, 2025.</u>	<u>Second Street Trust, B. Joshua Hoskins, Trustee</u>	<u>Loan</u>

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

*Not applicable*

#### 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")

*Until the divestment of the assets of our operating subsidiary in June, 2021 we were engaged in the business of exploiting our proprietary patent pending proprietary process that transforms most edible oils into a free-flowing powder form that we term "Oil to Powder" or O2P™. We believe the O2P product is more effective and useful than any similar powdered oil products available in the marketplace. Unlike other powdered oil products, we deliver powdered oils with all enzymes and active ingredients intact. Other powdered oil products either destroy or compromise the quality of enzymes and active ingredients during the oil to powder transformation process. Our O2P products are used as ingredients in finished goods, such as, food, pet food, nutraceuticals or vitamin supplements, cosmetics and organic household products.*

*As of December 31, 2024, our business consists of a marketing business under which we market and distribute products on amazon.com, and in our development of CBD products for consumers.*

B. Please list any subsidiaries, parents, or affiliated companies.

*All operations are conducted through our subsidiary, Natuurs, LLC, a Nevada limited liability company.*

C. Describe the issuers' principal products or services.

*See response to A above.*

#### 5) Issuer's Facilities

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

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

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

*We currently share a portion of the office and warehouse space of a company affiliated with our officer and director, at no charge.*

#### 7) Officers, Directors, and Control Persons

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.*

*All share information is provided as of the date of filing this report.*

Names of all officers, directors and control persons	Affiliation with Company (officer title/director/owner of 5% or more)	City and State of Residence	Number of Shares owned	Share type/class	Ownership percentage of class outstanding	Name of control person if owner is an entity
Godfrey Yew	Owner	Las Vegas NV	37,000,000	Preferred	74.0%	NA
Kimberly Baker	Owner	Las Vegas NV	11,000,000	Preferred	22.0%	NA
Godfrey Yew	Owner	Las Vegas NV	111,000,000	Common (1)	44.5%	NA
Kimberly Baker	Owner	Las Vegas NV	33,000,000	Common (1)	13.2%	NA
Gary R. J. Guzzo	President/CFO/Director or	Washington PA	0	Common	--	NA
Second Street Trust	Owner	Las Vegas NV	47,450,000	Common(2)	19.0%	B. Joshua Hoskins

(1) All share numbers for our Common Stock are provided assuming the conversion of all shares of preferred stock. Each share of our preferred stock is convertible into 20 shares of Common Stock and has three votes per share.

(2) Does not give effect to the potential conversion of a promissory note held by this person which is convertible into 2.5% of our Common Stock, as this note is not convertible by its terms within the next 60 days.

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.

None.

## 9) 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: Zack Takos  
Takos Law Firm  
1980 Festival Plaza Drive, Suite 300  
Las Vegas, NV 89135  
(702) 856-4629  
zach@takoslaw.com

Accountant or Auditor

Name: None  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

Investor Relations

Name: None  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

*All other means of Investor Communication:*

X (Twitter): None  
Discord: None  
LinkedIn: None  
Facebook: None  
[Other ] None

Other Service Providers

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

Name: *None*  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

## 9) Disclosure and Financial Information

A. This Disclosure Statement was prepared by *Godfrey Yew, President and Director of the Issuer*.

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

- U.S. GAAP  
 IFRS

C. The financial statements for this reporting period were prepared by (name of individual)<sup>3</sup>:

Name: *Gary R. J. Guzzo (elected December 5, 2024)*  
Title: *President*  
Relationship to Issuer: *President and Director*

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> *Has been operating the business for more than 10 years.*

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial notes

### **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

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<sup>3</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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

*Principal 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, Gary R. J. Guzzo, certify that:

1. I have reviewed this Quarterly Disclosure Statement of Nutri Pharmaceuticals Research, 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.

January 22, 2025

/s/ Gary R. J. Guzzo

Gary R. J. Guzzo

President

*Principal Financial Officer:*

I, Gary R. J. Guzzo, certify that:

1. I have reviewed this I have reviewed this Quarterly Disclosure Statement of Nutri Pharmaceuticals Research, 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.

January 22, 2025

/s/ Gary R. J. Guzzo

Gary R. J. Guzzo

Chief Financial Officer

**NUTRI PHARMACEUTICALS RESEARCH, INC. AND SUBSIDIARY**  
Consolidated Balance Sheets

	December 31 2024	December 31 2023
	<u>(unaudited)</u>	<u>(unaudited)</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ --	\$ 355
Inventory	135,758	135,758
Raw materials	50,920	50,920
Accounts receivable		
<b>Total Current Assets</b>	<u>186,678</u>	<u>187,033</u>
<b>Capitalized software development cost</b>	92,239	92,239
<b>Total Assets</b>	<u>\$ 278,917</u>	<u>\$ 279,272</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 102,670	\$ 82,975
<b>Total Current Liabilities</b>	<u>102,670</u>	<u>82,975</u>
Commitments and Contingencies		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$.001 par value, 50,000,000 shares authorized, 50,000,000 issued and outstanding	-- 5,000	-- 5,000
Common stock, \$.0001 par value, 250,000,000 shares authorized; 105,310,324 shares outstanding	1,053	1,053
Additional paid in capital	311,628	311,628
Accumulated Deficit	(141,434)	(121,384)
<b>Total Stockholders' Equity (Deficit)</b>	<u>176,247</u>	<u>196,297</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 278,917</u>	<u>\$ 279,272</u>

See accompanying notes

**NUTRI PHARMACEUTICALS RESEARCH, INC. AND SUBSIDIARY**  
**Consolidated Statements of Operations**

	For the Year Ended December 31, 2024	For the Year Ended December 31, 2023
	<u>(unaudited)</u>	<u>(unaudited)</u>
<b>REVENUE</b>	\$ --	\$ --
Cost of goods sold		
Gross Margin	<u>--</u>	<u>--</u>
 <b>EXPENSES</b>		
General and Administrative	20,050	70,000
Marketing expenses	<u>--</u>	<u>--</u>
Total operating expenses	<u>20,050</u>	<u>70,000</u>
Income (loss)from operations	<u>(20,050)</u>	<u>(70,000)</u>
 <b>NET INCOME (LOSS)</b>	 <u>\$ (20,050)</u>	 <u>\$ (70,000)</u>
<b>INCOME (LOSS) PER COMMON SHARE - BASIC AND DILUTED</b>	 <u>\$ (0.00)</u>	 <u>\$ (0.00)</u>
 Basic and diluted weighted average shares outstanding	 <u>105,310,324</u>	 <u>105,310,324</u>

See accompanying notes

**NUTRI PHARMACEUTICALS RESEARCH, INC. AND SUBSIDIARY**

Statement of Changes in Stockholders' Equity

For the Period May 24, 2019 (Inception) to December 31, 2024

**(unaudited)**

	Common Stock		Preferred Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	
Balances, May 24, 2019	--	\$ --	--	\$ --	\$ --	\$ --	\$ --
Issuance of Shares for cash	105,310,324	1,053	50,000,000	5,000	105,600	--	111,653
Net loss for the period Inception (May 24, 2019) to December 31, 2020	--	--	--	--	--	(24,316)	(24,316)
Balances, December 31, 2019	105,310,324	\$ 1,053	50,000,000	\$ 5,000	\$ 105,600	\$ (24,316)	\$ 87,337
Contribution to capital					206,628		206,628
Net loss for the period Inception (May 24, 2019) to December 31, 2020	--	--	--	--	--	(14,099)	(14,099)
Balances, December 31, 2020	105,310,324	\$ 1,053	50,000,000	\$ 5,000	\$ 312,228	\$ (38,415)	\$ 279,866
Redemption to member					(600)		(600)
Net loss for the period						(11,994)	(11,994)
Balances, December 31, 2021	105,310,324	\$ 1,053	50,000,000	\$ 5,000	\$ 311,628	\$ (50,409)	\$ 267,272
Net loss for the period						(975)	(975)
Balances, December 31, 2022	105,310,324	\$ 1,053	50,000,000	\$ 5,000	\$ 311,628	\$ (51,384)	\$ 266,297
Net loss for the period						(70,000)	(70,000)
Balances, December 31, 2023	105,310,324	\$ 1,053	50,000,000	\$ 5,000	\$ 0	\$ (121,384)	\$ 196,297
Net loss for the period						(20,050)	(20,050)
Balances, December 31, 2024	105,310,324	\$ 1,053	50,000,000	\$ 5,000	\$ 0	\$ (141,434)	\$ 176,247

See accompanying notes

# NUTRI PHARMACEUTICALS RESEARCH, INC. AND SUBSIDIARY

## Statements of Cash Flows

	For the Year Ended December 31, 2024 <hr style="border-top: 1px solid black;"/> (unaudited)	For the Year Ended December 31, 2023 <hr style="border-top: 1px solid black;"/> (unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss) from operations	\$ (20,050)	\$ (70,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities		
Increase (decrease) in accounts payable	19,695	70,000
(Increase) decrease in accounts receivable	--	--
(Increase) decrease in raw materials	--	--
(Increase)/decrease in inventory	<hr style="border-top: 1px solid black;"/> --	<hr style="border-top: 1px solid black;"/> --
Net cash provided (used) by operating activities	<hr style="border-top: 1px solid black;"/> 355	<hr style="border-top: 1px solid black;"/> --
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment to member	--	--
Contribution from member		
Issuance of membership interests	<hr style="border-top: 1px solid black;"/> --	<hr style="border-top: 1px solid black;"/> --
Net cash provided (used) by financing activities	<hr style="border-top: 1px solid black;"/> --	<hr style="border-top: 1px solid black;"/> --
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capitalized software development costs	<hr style="border-top: 1px solid black;"/> --	<hr style="border-top: 1px solid black;"/> --
Net cash provided (used) by investing activities	<hr style="border-top: 1px solid black;"/> --	<hr style="border-top: 1px solid black;"/> --
Net increase (decrease) in cash	(355)	--
Cash, at beginning of period	355	355
Cash, at end of period	<hr style="border-top: 1px solid black;"/> <hr style="border-top: 3px double black;"/> \$ --	<hr style="border-top: 1px solid black;"/> <hr style="border-top: 3px double black;"/> \$ 355
Supplemental disclosure of Cash Flow Information:		
Cash paid during the period for:		
Interest	<hr style="border-top: 1px solid black;"/> \$ --	<hr style="border-top: 1px solid black;"/> \$ --
Income taxes	<hr style="border-top: 1px solid black;"/> <hr style="border-top: 3px double black;"/> \$ --	<hr style="border-top: 1px solid black;"/> <hr style="border-top: 3px double black;"/> \$ --

See accompanying notes

**NUTRI PHARMACEUTICALS RESEARCH, INC. AND SUBSIDIARY  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE  
YEARS ENDED DECEMBER 31, 2024 AND 2023**

**NOTE 1 – NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES**

**The Company**

Nutri Pharmaceutical Research, Inc., a Nevada corporation incorporated on April 20, 2001 (the “Company”), was engaged in the production and marketing of a process which converts most edible oils into power form. On June 24, 2021, the Company acquired all of the membership interests of Natuurs, LLC, a Nevada limited liability company formed on May 24, 2019 (“Natuurs”) engaged in sales on amazon.com and in developing and marketing CBD products for consumers, in exchange for the issuance of 100,000,000 shares of common stock. Effective on June 28, 2021, the historical operating assets and liabilities of the Company were split off into a new, wholly owned subsidiary, NPRI-02P, LLC, a Nevada limited liability company, in exchange for the cancellation of 11,236,442 shares of common stock owned by management, and NPRI-02P, LLC was spun off to management in a reorganization under Section 368(a)(1)(D) of the Internal Revenue Code. In accordance with reverse merger accounting, Natuurs is deemed to be the accounting acquiror and these financial statements include the historical financial statements of Natuurs, as the surviving entity.

**Summary of Significant Accounting Policies**

*Basis of Presentation*

The consolidated financial statements include the accounts of Natuurs. and its wholly-owned subsidiary. The effect of intercompany balances and transactions has been eliminated. These financial statements have been prepared by management without audit.

*Revenue Recognition*

The Company recognizes sales in accordance with the United States Securities and Exchange Commission (“SEC”) Staff Accounting Bulletin (“SAB”) No. 104, “Revenue Recognition”. The Company recognizes revenue when the following fundamental criteria are met: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered, (iii) the price to the customer is fixed or determinable and (iv) collection of the resulting receivable is reasonably assured. Revenue is not recognized until title and risk of loss is transferred to the customer, which generally occurs upon delivery of goods, and objective evidence exists that customer acceptance provisions have been met. In some cases, the Company sells products on consignment, in which case it has no cost of goods sold.

*Cash and Cash Equivalents*

We consider all highly liquid investments with maturities of three months or less to be cash equivalents. As of December 31, 2024, the Company had \$0 in cash and cash equivalents. The Company does maintain cash balances in banking institutions in excess of federally insured amounts and therefore is exposed to the

related potential credit risk associated with such cash deposits.

### *Income tax*

We are subject to income taxes in the United States. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. In accordance with FASB ASC Topic 740, “*Income Taxes*,” we provide for the recognition of deferred tax assets if realization of such assets is more likely than not.

### *Estimates*

The preparation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of net sales and expenses during the reported periods. Actual results may differ from those estimates and such differences may be material to the financial statements. The more significant estimates and assumptions by management include among others, the fair value of shares of common stock issued for services. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions.

### *Fair Value Measurements*

Fair value measurements are determined using authoritative guidance issued by the FASB, with the exception of the application of the guidance to non-recurring, non-financial assets and liabilities as permitted. Fair value is defined in the authoritative guidance as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy was established, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Inputs, other than the quoted prices in active markets, are observable either directly or indirectly.

Level 3—Unobservable inputs based on the Company's assumptions.

The Company is required to use observable market data if available without undue cost and effort.

The Company's financial instruments include accounts payable. Management has estimated that the carrying amounts approximate their fair value due to the short-term nature.

### *Loss Per Share*

Earnings (loss) per share is calculated in accordance with ASC Topic 260, “*Earnings Per Share*.” Basic loss per share has been computed using the weighted average number of common shares outstanding and issuable during the period. Diluted loss per share is computed based on the weighted average number of common shares and all common equivalent shares outstanding during the period in which they are dilutive. There were no potentially dilutive shares as of any period presented because the Company had no net profit.

### *Stock-Based Compensation*

The Company accounts for stock options and warrant grants issued and vesting to non-employees in accordance with the authoritative guidance of the FASB whereas the value of the stock compensation is based upon the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) at the date at which the necessary performance to earn the equity instruments is complete.

### *Advertising costs*

Advertising costs of \$0 were incurred from May 24, 2019 (inception) to December 31, 2024.

### *Inventory*

Inventory is stated at the lower of cost or market, and the Company periodically assesses inventory for obsolescence. The Company uses the FIFO method for inventory.

### *Recent Accounting Pronouncements*

In June 2018, the FASB issued ASU No. 2018-07, Compensation-Stock Compensation (Topic 718): Improvements to Non-employee Share-Based Payment Accounting, which simplifies the accounting for share-based payments to non-employees by aligning it with the accounting for share-based payments to employees, with specified exceptions. This standard is effective for the Company beginning in the first quarter of 2020, and early adoption is permitted. The implementation of ASU 2018-07 did not have a material effect on the Company's financial statements or disclosures.

In August 2018, the FASB issued ASU No. 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement, which modifies the disclosure requirements of fair value measurements. This standard is effective for the Company in the first quarter of 2020, and early adoption is permitted. The implementation of ASU 2018-13 did not have a material effect on the Company's financial statements or disclosures.

In August 2020, the FASB issued ASU No. 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. ASU 2020-06 will simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. Limiting the accounting models results in fewer embedded conversion features being separately recognized from the host contract as compared with current GAAP. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting and (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. ASU 2020-06 also amends the guidance for the derivatives scope exception for contracts in an entity's own equity to reduce form-over-substance-based accounting conclusions. ASU 2020-06 will be effective for public companies for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The implementation of ASU

2018-13 did not have a material effect on the Company's financial statements or disclosures.

In August 2018, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2018-15, Intangibles Goodwill and Other Internal Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. The amendments in this update align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. ASU 2018-15 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. The adoption of this guidance will not have a material impact on the Company’s Financial Statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments which was subsequently amended in November 2018 through ASU 2018-19, Codification Improvements to Topic 326, Financial Instruments Credit Losses. ASU 2016-13 requires entities to estimate all expected credit losses for financial assets measured at amortized cost basis, including trade receivables, held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. The adoption of this new guidance will not have a material impact on the Company's Financial Statements and related disclosures. The balance for allowance for uncollectable accounts was \$0 for all periods presented.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or is not believed by management to have a material impact on the Company's present or future consolidated financial statements.

## **NOTE 2 - GOING CONCERN**

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company is still in development stage and has not yet been successful in establishing profitable operations. The Company has incurred net losses of \$58,095 since inception. The Company has generated limited revenues to date. These factors create substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company's management plans to continue as a going concern revolves around its ability to achieve, as well as raise necessary capital to pay ongoing general and administrative expenses of the Company. The ability of the Company to continue as a going concern is dependent on securing additional sources of capital and the success of the Company's plan. There is no assurance that the Company will be successful in raising the additional capital or in achieving profitable operations.

## **NOTE 3 - STOCKHOLDERS' EQUITY**

The Company has authorized 250,000,000 shares of common stock, \$.0001 par value, of which 105,310,324 shares are outstanding. A total of 50,000,000 shares of preferred stock, par value \$.0001 per share, are authorized, of which 50,000,000 shares are outstanding, each with 20 votes per share and convertible into 3 votes of common stock.

On June 24, 2021, the Company acquired all of the membership interests of Natuurs, LLC, a Nevada limited liability company formed on May 24, 2019 (“Natuurs”) engaged in sales on amazon.com and in developing and marketing CBD products for consumers, in exchange for the issuance of 100,000,000 shares of common stock. Effective on June 28, 2021, the historical operating assets and liabilities of the Company were split off into a new, wholly owned subsidiary, NPRI-02P, LLC, a Nevada limited liability company, in exchange for the cancellation of 11,236,442 shares of common stock owned by management, and NPRI-02P. LLC was spun off to management in a reorganization under Section 368(a)(1)(D) of the Internal Revenue Code.

#### **NOTE 4 - RELATED PARTY TRANSACTIONS**

The controlling shareholder of the Company has contributed various amounts to capital since inception, and in the six months ended June 30, 2021, received \$600 as a return of capital. Management believes that these transactions between the Company and its principal shareholder are on the same terms as would prevail in arm’s length negotiations.

#### **NOTE 5 – INCOME TAXES**

The Company did not provide for any Federal or state income tax expense during the periods through December 31, 2024 as a result of the availability of net operating loss carryforwards. As of all such periods, the Company had provided a 100% valuation allowance with respect to such Federal and state net operating loss carryforwards, as it cannot determine that it is more likely than not that it will be able to realize such deferred tax assets. This valuation allowance represents the difference in the Company’s effective income tax of 0% and the Federal statutory income tax rate of 21% for the periods ended December 31, 2024 and 2023. As of December 31, 2024, for Federal and state income tax purposes, the Company had approximately \$58,615 in net operating loss carryforwards expiring through 2037.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted in the United States. The CARES Act provides numerous tax provisions and other stimulus measures, including temporary changes regarding the prior and future utilization of net operating losses, temporary suspension of certain payment requirements for the employer portion of Social Security taxes, technical corrections from prior tax legislation for tax depreciation of certain qualified improvement property, and the creation of certain refundable employee retention credits. The Company evaluated the provisions of the CARES Act and does not anticipate the associated impacts, if any, will have a material effect on the Company’s provision for income taxes for the periods ended December 31, 2024 and 2023.

#### **NOTE 6 – SUBSEQUENT EVENTS**

Management knows of no events reportable as of the date these financial statements were released.