

Kisses From Italy, Inc.

80 SW 8TH, Suite 2000
Miami, FL, 33130

305-934-8535
www.kissesfromitaly.com
info@kissesfromitaly.com

Quarterly Report

For the period ending March 31, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

407,750,100 as of 6/2/2025

407,750,100 as of 12/31/2024

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.

N/A

Current State and Date of Incorporation or Registration: Florida
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:

N/A

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

N/A

Address of the issuer's principal executive office:

80 SW 8TH, Suite 2000, Miami FL, 33130

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: ClearTrust, LLC
Phone: 813-235-4490
Email: inbox@cleartrusttransfer.com
Address: 16540 Pointe Village Dr Suite 210, Lutz, FL 33558, United States

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:	KITL	
Exact title and class of securities outstanding:	Common Equity	
CUSIP:	497787101	
Par or stated value:	0.001	
Total shares authorized:	650,000,000	04/30/2025
Total shares outstanding:	407,750,100	04/30/2025
Total number of shareholders of record:	128	04/30/2025

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

N/A

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

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

Exact title and class of the security:	Series A Preferred Stock	
Par or stated value:	0.001	
Total shares authorized:	1,500,000	
Total shares outstanding:	1,200,000	04/30/2025
Total number of shareholders of record:	2	04/30/2025

Exact title and class of the security:	Series B Preferred Stock	
Par or stated value:	0.001	
Total shares authorized:	5,000,000	
Total shares outstanding:	0	04/30/2025
Total number of shareholders of record:	0	04/30/2025

Exact title and class of the security:	Series C Preferred Stock	
Par or stated value:	0.001	
Total shares authorized:	1,000,000	
Total shares outstanding:	175,080	04/30/2025
Total number of shareholders of record:	2	04/30/2025

Exact title and class of the security:	Series D Preferred Stock	
Par or stated value:	0.10	
Total shares authorized:	10,000,000	
Total shares outstanding:	5,290,116	04/30/2025
Total number of shareholders of record:	2	04/30/2025

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.

N/A

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

Series A Preferred Stock (Non-Convertible): shall entitle the holder thereof to three hundred (300) votes for each shares of Series A Preferred Stock. Except as otherwise provided in the Certificate of Designation, in the Articles or as expressly required by law, the holders of Series A Preferred Stock and the holders of Common Stock shall vote together as a single class in all matters presented to stockholders, and not as separate classes.

Series B Convertible Preferred: Convertible at anytime, at the holder's election and has no expiration date and not entitled to any dividends. The floor price on the conversion price is set at \$0.10 by the issuer. The holder of any Series B preferred stock shall have the right at such holders option, at any time or from time to time, to convert such shares into shares of common stock at a conversion ratio equal to 2 times (2x) the price paid for the series C preferred stock.

Series C Convertible Preferred: Convertible at anytime, at the holder's election and has no expiration date and not entitled to any dividends. The floor price on the conversion price is set at \$0.10 by the issuer. The holder of any Series C preferred stock shall have the right at such holders option, at any time or from time to time, to convert such shares into shares of common stock at a conversion ratio equal to three times (3x) the price paid for the Series C preferred stock.

Series D Convertible Preferred Convertible at anytime, at the holder's election and has no expiration date and is entitled to 10% dividends. The conversion price (the "Conversion Price") shall equal the greater of (a) \$0.0007 per share or, (b) only in the event of a merger or acquisition with a new operating business with revenues on the closing date of the Business Combination Transaction (as defined herein) of at least \$3,000,000 annually (the "Business Combination Transaction"), the average volume weighted average price of the Common Stock during the five (5) Trading Days (as defined below) subsequent to the closing date of the Business Combination Transaction (subject to equitable adjustments by the Company relating to the Company's securities or the securities of any subsidiary of the Company, combinations, recapitalization, reclassifications, extraordinary distributions and similar events). "Trading Day" shall mean any day on which the Common Stock is tradable for any period on the OTC, or on the principal securities exchange or other securities market on which the Common Stock is then being traded.

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

N/A

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

N/A

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares 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 <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 1/1/2023 Common:189,216,582 Preferred: 145,080									
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.
3/2/2023	New issuance	2,000,000	Common stock	0.0439	No	SC CULINARY,LLC -Scott Conant has voting control	Services	Restricted	4(a)2
3/2/2023	New issuance	1,000.000	Common stock	0.0439	No	FRANS MART LLC -Dan Rowe has voting control	Services	4(a)2	4(a)2

3/2/2023	New issuance	451,952	Common stock	0.0439	No	DAVID NATAN	Services	Restricted	4(a)2
<u>3/3/2023</u>	New issuance	2,000,000	Common stock	0.0225	Yes	BLUE LAKE PARTNERS LLC -Craig Kesselman has voting control	Convertible Note conversion	Restricted	4(a)2
<u>3/3/2023</u>	New issuance	2,000,000	Common stock	0.0225	Yes	FOURTH MAN, LLC -Edward Deese has voting control	Convertible Note conversion	Restricted	4(a)2
<u>3/3/2023</u>	New issuance	3,000,000	Common stock	0.045	No	EMERGING MARKETS CONSULTING, LLC -James Painter has voting control	Convertible Note conversion	Restricted	4(a)2
<u>3/7/2023</u>	New issuance	3,696,000	Common stock	0.0213	Yes	TALOS VICTORY FUND, LLC -Thomas Silverman has voting control	Convertible Note conversion	Restricted	4(a)2
<u>3/8/2023</u>	New issuance	1,384,000	Common stock	0.0213	Yes	FOURTH MAN, LLC -Edward Deese has voting control	Convertible Note conversion	Restricted	4(a)2
<u>3/9/2023</u>	New issuance	1,400,000	Common stock	0.028	Yes	BLUE LAKE PARTNERS LLC -Craig Kesselman has voting control	Convertible Note conversion	Restricted	4(a)2
<u>3/22/2023</u>	New issuance	2,072,000	Common stock	0.0175	Yes	BLUE LAKE PARTNERS LLC -Craig Kesselman has voting control	Convertible Note conversion	Restricted	4(a)2
<u>3/24/2023</u>	New issuance	2,000,000	Common stock	0.0205	Yes	FOURTH MAN, LLC -Edward Deese has voting control	Convertible Note conversion	Restricted	4(a)2
<u>4/13/2023</u>	New issuance	3,456,000	Common stock	0.0165	Yes	FOURTH MAN, LLC -Edward Deese has voting control	Convertible Note conversion	Restricted	4(a)2
<u>4/20/2023</u>	New issuance	3,047,890	Common stock	0.019	Yes	BLUE LAKE PARTNERS LLC -Craig Kesselman has voting control	Convertible Note conversion	Restricted	4(a)2

<u>4/21/2023</u>	New issuance	5,000,000	Common stock	0.0369	No	CLAUDIO FERRI	Services	Restricted	4(a)2
<u>4/21/2023</u>	New issuance	2,000,000	Common stock	0.0369	No	MICHELE DI TURI	Services	Restricted	4(a)2
<u>4/26/2023</u>	New issuance	1,501,502	Common stock	0.02	Yes	MACRAB, LLC -Mackey McFarlane has voting control	Convertible Note conversion	Restricted	4(a)2
<u>5/31/2023</u>	New issuance	500,000	Common stock	0.01665	Yes	JEFFERSON STREET CAPITAL LLC -Brian Goldberg has voting control	Convertible Note conversion	Restricted	4(a)2
<u>6/07/2023</u>	New issuance	500,000	Common stock	0.0185	Yes	FIRSTFIRE GLOBAL OPPORTUNITIES FUND, LLC -Eli Fireman has voting control	Convertible Note conversion	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	700,000	Common stock	0.0380	No	INTELLIGENT INVESTMENTS I LLC -Mark Crone has voting control	Accounts payable	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	15,000,000	Common stock	0.0380	No	CLAUDIO FERRI	Services	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	3,000,000	Common stock	0.0380	No	MICHELE DI TURI	Services	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	1,000,000	Common stock	0.0380	No	LEONARDO FRACCALVIERI	Services	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	200,000	Common stock	0.0380	No	PIER LUIGI ODORICO	Services	Restricted	4(a)2
<u>6.28/2023</u>	New issuance	200,000	Common stock	0.0380	No	SABRINA IPPOLITO	Services	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	300,000	Common stock	0.0380	No	NEIL HUDSON WELCH JR.	Services	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	3,000,000	Common stock	0.019	Yes	JEFFERSON STREET CAPITAL LLC	Services	Restricted	4(a)2

						-Brian Goldberg has voting control			
<u>6/28/2023</u>	New issuance	100,000	Common stock	0.0380	No	SC CULINARY, LLC -Scott Conant has voting control	Services	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	100,000	Common stock	0.0380	No	FRANSWART LLC -Dan Rowe has voting control	Services	Restricted	4(a)2
<u>6/28/2023</u>	New issuance	150,000	Common stock	0.0380	No	DAVID NATAN	Services	Restricted	4(a)2
<u>7/11/2023</u>	New issuance	10,407,692	Common stock	0.02	Yes	BLUE LAKE PARTNERS LLC -Craig Kesselman has voting control	Convertible Note conversion	Restricted	4(a)2
<u>7/13/2023</u>	New issuance	2,000,000	Common stock	0.02	Yes	GS CAPITAL PARTNERS LLC -Gabe Sayegh has voting control	Convertible Note conversion	Restricted	4(a)2
<u>7/13/2023</u>	New issuance	15,000,000	Common stock	0.0405	No	CLAUDIO FERRI	Services	Restricted	4(a)2
<u>7/13/2023</u>	New issuance	15,000,000	Common stock	0.0405	No	MICHELE DI TURI	Services	Restricted	4(a)2
<u>7/14/2023</u>	New issuance	2,538,462	Common stock	0.020	Yes	FOURTH MAN, LLC -Edward Deese has voting control	Convertible Note conversion	Restricted	4(a)2
<u>7/31/2023</u>	New issuance	1,000,000	Common stock	0.0340	No	EMERGING MARKETS CONSULTING LLC -James Painter has voting control	Convertible Note conversion	Restricted	4(a)2
<u>8/18/2023</u>	New issuance	890,914	Common stock	0.02	Yes	MACRAB, LLC -Mackey McFarlane has voting control	Convertible Note conversion	Restricted	4(a)2
<u>8/24/2023</u>	New issuance	2,000,000	Common stock	0.0125	Yes	COVENTRY ENTERPRISES LLC -Jack Bodenstein has voting control	Convertible Note conversion	Restricted	4(a)2

<u>8/31/2023</u>	New issuance	1,396,153	Common stock	0.00915	Yes	TALOS VICTORY FUND LLC - Thomas Silverman has voting control	Convertible Note conversion	Restricted	4(a)2
<u>9/18/2023</u>	New issuance	2,538,461	Common stock	0.007	Yes	FOURTH MAN, LLC -Edward Deese has voting control	Convertible Note conversion	Restricted	4(a)2
<u>11/13/2023</u>	New issuance	10,000,000	Common stock	0.013	No	CLAUDIO FERRI	Services	Restricted	4(a)2
<u>11/13/2023</u>	New issuance	2,000,000	Common stock	0.013	No	MICHELE DI TURI	Services	Restricted	4(a)2
<u>11/13/2023</u>	New issuance	10,000,000	Common stock	0.013	No	SC CULINARY,LLC -Scott Conant has voting control	Services	Restricted	4(a)2
<u>11/13/2023</u>	New issuance	850,000	Common stock	0.013	No	DAVID NATAN	Services	Restricted	4(a)2
<u>11/13/2023</u>	New issuance	411,034	Common stock	0.013	No	CARTER TERRY & COMPANY -Timothy J. Terry has voting control	Services	Restricted	4(a)2
<u>11/20/2023</u>	New issuance	2,173,928	Common stock	0.0240	Yes	MACRAB, LLC -Mackey McFarlane has voting control	Convertible Note conversion	Restricted	4(a)2
<u>12/04/2023</u>	New issuance	1,650,000	Common stock	0.00675	Yes	JEFFERSON STREET CAPITAL LLC -Brian Goldberg has voting control	Convertible Note conversion	Restricted	4(a)2
<u>12/20/2023</u>	New issuance	2,150,000	Common stock	0.0074	Yes	JEFFERSON STREET CAPITAL LLC -Brian Goldberg has voting control	Convertible Note conversion	Restricted	4(a)2
<u>12/27/2023</u>	New issuance	6,954,545	Common stock	0.00575	Yes	FOURTH MAN, LLC -Edward Deese has voting control	Convertible Note conversion	Restricted	4(a)2

<u>01/26/2024</u>	New issuance	2,346,674	Common stock	0.0005	Yes	MACRAB, LLC -Mackey McFarlane has voting control	Convertible Note conversion	Restricted	4(a)2
<u>02/14/2024</u>	New issuance	16,921,582	Common stock	0.001	Yes	MACRAB, LLC -Mackey McFarlane has voting control	Convertible Note conversion	Restricted	4(a)2
<u>02/27/2024</u>	New issuance	16,888,888	Common stock	0.007	Yes	JEFFERSON STREET CAPITAL LLC -Brian Goldberg has voting control	Convertible Note conversion	Restricted	4(a)2
<u>07/17/2024</u>	New issuance	17,029,842	Common stock	0.0009	Yes	GS CAPITAL PARTNERS LLC -Gabe Sayegh has voting control	Convertible Note conversion	Restricted	4(a)2
<u>08/02/2024</u>	New issuance	17,799,927	Common stock	0.0004	Yes	GS CAPITAL PARTNERS LLC -Gabe Sayegh has voting control	Convertible Note conversion	Restricted	4(a)2
<u>3/24/2025</u>	New issuance	2,555,222	Series D preferred	\$0.10	No	JEFFERSON STREET CAPITAL LLC -Brian Goldberg has voting control	Acquisition	Restricted	4(a)2
<u>3/24/2025</u>	New issuance	2,729,894	Series D preferred	\$0.10	No	AJB Capital -Ari Blaine has voting control	Acquisition	Restricted	4(a)2
<u>3/27/2025</u>	New issuance	5,000	Series D preferred	\$0.10	No	AJB Capital -Ari Blaine has voting control	Acquisition	Restricted	4(a)2
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date 3/31/2024 Common: 407,750,100 Preferred C: 175,080 Preferred D 5,290,116									

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.)
5/24/2023	75,000	73,039	Past due	Discount to market	24,188,888	**	Jefferson Street Capital -Brian Goldberg has voting control	Working Capital
6/6/2023	110,000	135,565	Past due	Discount to market	500,000	**	First Fire Global -Eli Fireman has voting control	Working Capital
8/22/2023	115,000	136,918	Past due	Discount to market	2,000,000	**	New Coventry -Jack Bodenstein has voting control	Working Capital
7/11/2023	119,977	113,767	Past due	Discount to market	36,829,769	**	GS Capital -Gabe Sayegh has voting control	Working Capital
Total Outstanding Balance:		459,289	Total Shares:		63,518,657	**		

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

** There are currently no shares available for issuance

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.

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.

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

Kisses from Italy, Inc. is a restaurant operator, Franchisor and product distributor

- B. List any subsidiaries, parent company, or affiliated companies. Kisses From Italy, Inc and Kisses From Italy Canada, Inc.

N/A

- C. Describe the issuers' principal products or services.

Restaurants locations with fast casual services and prepared tomato sauce and pasta sold in various retail stores

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.

Office Space US: 80 SW 8TH, Suite 2000, Miami FL, 33130

Office Space Canada: 12280 53rd Avenue, Montreal, Quebec, Canada H1E 0A5

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)
Claudio Ferri	Co-CEO	Montreal, Quebec, Canada	87,600,000	Common Shares	21.48%
			600,000	Pref Series A	40%
			20,100	Pref Series C	2.01%
Michele Dituri	Co-CEO	Montreal, Quebec, Canada	87,600,000 600,000	Common Shares Pref Series A	21.48% 40%
Denis Senecal	5% control person	Montreal, Quebec, Canada	23,671,153	Common Shares	5.81%
Jefferson Street Capital - Brian Goldberg has voting control	5% control person	New York, New York	2,555,222	Preferred D shares**	48.3***
AJB Capital-Ari Blaine has voting control	5% control person	Miami, Florida	2,734,894	Preferred D shares**	51.7***

**Each Preferred D share can be converted to common stock at a conversion ratio of 0.0007

***Convertible to 3,650,317,143 common shares

****Convertible to 3,906,991,429 common shares

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.

N/A

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: The Crone Law Group
Address 1: 420 Lexington Avenue
Address 2: Suite 2446, New York, NY 10170
Phone: 646-861-7891
Email: info@cronelawgroup.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): @kissesfromitaly
Discord: _____
LinkedIn: Kisses From Italy, Inc.
Facebook: https://www.facebook.com/kissesfromitaly
[Instagram] @kissesfromitaly.com

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: David Natan
Firm: Natan & Associates
Nature of Services:

Address 1: 6720 NW 74th Court, Parkland, FL 33067
Address 2: _____
Phone: 786-412-6085
Email: david.natan@natanandassociates.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Claudio Ferri
Title: CEO and CIO
Relationship to Issuer: Officer

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: David Natan
Title: _____
Relationship to Issuer: None Accounting Consultant - Outsourced CFO
Describe the qualifications of the person or persons who prepared the financial statements:⁶ Mr. Natan has over 40 years of market experience acting as the CFO of 5 Nasdaq listed Companies, as well an expert level understanding of GAAP accounting and all necessary required reporting standards.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

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.

Kisses From Italy Inc.
Consolidated Balance Sheets
(Unaudited)

	March 31, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 106	\$ -
Accounts receivable	324	3,376
Inventory	139	1,219
Total current assets	569	4,595
Intangible assets	250,000	-
Total assets	<u>\$ 250,569</u>	<u>\$ 4,595</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	\$ 145,711	\$ 145,711
Accrued liabilities	137,195	101,067
Notes payable -related party	352,497	352,497
Convertible notes	389,550	389,550
Total current liabilities	1,024,954	988,826
Notes payable long term -related party	-	-
Total liabilities	1,024,954	988,826
Commitments and contingencies	-	-
Stockholders' Deficit:		
Preferred stock, Series C, \$0.001 par value 1,000,000 shares authorized; 175,080 shares and 175,080 shares issued and outstanding as of March 31, 2025 and December 31 2024, respectively	175	175
Preferred stock, Series D, \$0.01 par value 10,000,000 shares authorized; 5,290,116 shares and -0- shares issued and outstanding as of March 31, 2025 and December 31 2024, respectively	529,012	
Common stock, \$0.001 par value, 650,000,000 shares authorized; 407,750,100 and 407,750,100 shares issued and outstanding as of March 31, 2025 and December 31, 2024, respectively	407,750	407,750
Additional paid-in capital	17,973,835	18,249,346
Accumulated deficit	(19,652,171)	(19,608,517)
Total Kisses From Italy Stockholders' Deficit	(741,400)	(951,246)
Non-controlling interest	(32,985)	(32,985)
Total stockholders' deficit	(774,385)	(984,231)
Total liabilities and deficit	<u>\$ 250,569</u>	<u>\$ 4,595</u>

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

Kisses From Italy Inc.
Consolidated Statements of Operations
(Unaudited)

	Three months ended March 31, 2025	Three months ended March 31, 2024
Food sales	\$ 174	\$ 33,119
Cost of goods sold	4,200	16,495
Gross profit	(4,026)	16,624
Operating expenses:		
Payroll and other expenses	-	18,532
Rent	-	20,777
Consulting and professional fees	-	19,726
Impairment of fixed assets	-	34,221
General and administrative	3,500	23,718
Total operating expenses	253,500	116,974
Income (loss) from operations	(7,526)	(100,350)
Other income (expense)		
Interest (expense)	(36,128)	(34,868)
Other income	-	25,100
Total other income (expense)	(36,128)	(9,768)
Loss before income taxes	(43,654)	(110,118)
Provision for income taxes (benefit)	-	-
Net loss	(43,654)	(110,118)
Less: net income (loss) attributable to non-controlling interests	-	-
Net loss attributable to Kisses From Italy, Inc.	<u>\$ (43,654)</u>	<u>\$ (110,118)</u>
Basic (loss) per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Diluted (loss) per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted -weighted average number of shares outstanding:		
Basic	407,750,100	353,174,345
Diluted	<u>407,750,100</u>	<u>353,174,345</u>

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

Kisses From Italy Inc.
Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)

	Preferred Stock Series D		Preferred Stock Series C		Common Stock		Additional Paid-in Capital	Non- controlling Interest	Accumulated Deficit	Total Stockholders' Equity
	Shares	Value	Shares	Value	Shares	Value				
Balance, December 31, 2023	-	\$ -	175,080	\$ 175	336,763,187	\$ 336,763	\$ 18,392,470	\$ (32,985.00)	\$ (19,577,937)	\$ (848,529)
Conversion of convertible notes and into common stock					16,888,888	16,889	2,111			19,000
Issuance of shares on the Company's equity line of credit						19,268,256	19,268	13,147		32,415
Net loss									(110,118)	(110,118)
Balance, March 31, 2024	-	\$ -	175,080	\$ 175	372,920,331	\$ 372,920	\$ 18,407,728	\$ (32,985)	\$ (19,688,055)	\$ (907,232)
	Preferred Stock Series D		Preferred Stock Series C		Common Stock		Additional Paid-in Capital	Non- controlling Interest	Accumulated Deficit	Total Stockholders' Equity
	Shares	Value	Shares	Value	Shares	Value				
Balance, December 31, 2024	-	\$ -	175,080	\$ 175	407,750,100	\$ 407,750	\$ 18,249,346	\$ (32,985)	\$ (19,608,517)	\$ (984,231)
Issuance of Series D Preferred	5,290,116	529,012					(275,512)	-		253,500
Net loss									(43,654)	(43,654)
Balance, March 31, 2025	5,290,116	\$ 529,012	175,080	\$ 175	407,750,100	\$ 407,750	\$ 17,973,834.4	\$ (32,985.0)	\$ (19,652,171)	\$ (774,385)

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

Kisses From Italy Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Three months ended March 31, 2025	Three months ended March 31, 2024
Cash flows from operating activities of continuing operations:		
Net loss	\$ (293,654)	\$ (110,118)
Stock-based compensation		
Impairment of fixed assets	-	34,221
Issuance of financing commitment shares	-	1,500
Issuance of financing commitment warrants	-	6,630
Changes in operating assets and liabilities:		
Accounts receivable	3,052	1,731
Inventory	1,080	3,849
Accounts payable	-	(12,991)
Other assets	-	1,653
Accrued liabilities	36,128	18,276
Net cash (used in) operating activities	<u>(3,394)</u>	<u>(55,249)</u>
Cash flows from financing activities:		
Proceeds from the Company's equity line of credit	-	32,415
Proceeds from Series D Preferred	3,500	-
Net cash provided by financing activities	<u>3,500</u>	<u>32,415</u>
Net increase (decrease) in cash and cash equivalents	106	(22,834)
Cash and cash equivalents at beginning of period	-	24,842
Cash and cash equivalents at end of period	<u>\$ 106</u>	<u>\$ 2,008</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>

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

**KISSES FROM ITALY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Kisses From Italy Inc. (the “Company”) was incorporated in Florida on March 7, 2013.

The Company’s accounting year-end is December 31.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). This basis of accounting involves the application of accrual accounting and consequently, revenues and gains are recognized when earned, and expenses and losses are recognized when incurred. The consolidated financials include the accounts of the Company and its wholly-owned subsidiaries; Kisses From Italy 9th LLC, Kisses From Italy-Franchising LLC, Kisses From Italy, Inc. (Canada) (a company incorporated under the laws of Canada and registered in Quebec on December 23, 2020), and Kisses From Italy Italia SRLS (a limited liability company incorporated in Italy), and its 70% owned subsidiary, Kisses-Palm Sea Royal LLC. Kisses-Palm Sea Royal closed its store on September 30, 2023 but remained as an operating entity. In June 2024 the Company’s wholly owned subsidiary Kisses From Italy 9th LLC closed its store but remained as an operating entity.

Management is actively evaluating current market conditions and exploring the possibility of relocating our operations for both divisions to other areas within South Florida. This decision stems from our ongoing commitment to strategic growth and optimizing our operational footprint. The consideration to relocate is driven by several factors, including but not limited to:

Market Dynamics: Analysis of market trends and opportunities suggests potential advantages in certain geographic locations within South Florida that align more closely with our strategic objectives.

Operational Efficiency: Evaluating alternative locations may provide opportunities to enhance operational efficiency, reduce costs, and improve service delivery to our customers.

Infrastructure and Resources: Assessing the availability of suitable infrastructure, resources, and talent pool in different areas to support our long-term growth plans.

At this time these closings have not been considered discontinued operations in accordance with ASC 205-20 because neither division has been disposed of, nor is disposal in the plan.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to revenue recognition, valuation of accounts receivable and the allowance for doubtful accounts, inventories, valuation of financial instruments, income taxes, and contingencies. The Company bases its estimates on historical experience, known or expected trends and various other assumptions that are believed to be reasonable given the quality of information available as of the date of these consolidated financial statements. The results of these assumptions provide the basis for making estimates about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivables are recorded at the net value of the face amount less any allowance for doubtful accounts. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in its existing accounts receivable. The Company reviews the allowance for doubtful accounts on a regular basis, and all past due balances are reviewed individually for collectability. Account balances are charged against the allowance when placed for collection. Recoveries of receivables previously written off are recorded when received. Interest is not charged on past due accounts. These receivables are related to the sale of our private label branded products sold in retail and grocery stores in Canada.

As of March 31, 2025, and December 31, 2024, our trade receivables amounted to \$324 and \$3,376 respectively.

Foreign Currency Translation

The functional and reporting currency of the Company's Bari location in Italy is the Euro. Management has adopted ASC 830 "Foreign Currency Matters" for transactions that occur in foreign currencies. Monetary assets denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Average monthly rates are used to translate revenues and expenses. To date, this difference has been immaterial for the Bari location.

Transactions denominated in currencies other than the functional currency, such as the Company's current retails sales in Canada for Kisses From Italy branded products, are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income for the respective periods.

Assets and liabilities of the Company's operations are translated into the reporting currency, United States dollars, at the exchange rate in effect at the balance sheet dates. Revenue and expenses are translated at average rates in effect during the reporting periods. Equity transactions are recorded at the historical rate when the transaction occurs.

Revenue Recognition

The Company recognizes revenue under the guidelines of ASC 606. Sales, as presented in the Company's consolidated statement of earnings, represent franchise revenue; and food and beverage products sold which is presented net of discounts, coupons, employee meals and complimentary meals. Revenue is recognized using the five step approach required under the guidelines of ASC 606:

1. Identify the contract with the client,
2. Identify the performance obligations in the contract,
3. Determine the transaction price,
4. Allocate the transaction price to performance obligations in the contract
5. Recognize revenues when or as the Company satisfies a performance obligation

At the corporate owned restaurants all five steps of revenue recognition occur almost simultaneously. The customer orders food from a menu, it is prepared, delivered to the customer who then pays for the food order at the cash register.

For our branded retail products goods sold in Canada, the Company receives a detailed purchase order from grocery store retailers that specifies the goods ordered, their price, payment terms and the required delivery date. Once the delivery of items on the purchase order is made to the client and title passes to the retailer, the Company has met its performance obligation and recognizes revenue.

Non-controlling interest

A non-controlling interest represents third-party ownership in the net assets of one of our consolidated subsidiaries. For financial reporting purposes, the assets and liabilities of our majority-owned subsidiary consolidated with those of the Company's wholly-owned subsidiaries, with any third-party investor's interest shown as non-controlling interest.

Cash and Cash Equivalents

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. On March 31, 2025 and December 31, 2024, the Company's cash totaled \$106 and \$-0- respectively.

Property and equipment

Depreciation is computed by the straight-line method and is charged to operations over the estimated useful lives of the assets. Maintenance and repairs are charged to expense as incurred. The carrying amount and accumulated depreciation of assets sold or retired are removed from the accounts in the year of disposal and any resulting gain or loss is included in the results of operations. The estimated useful lives of property and equipment are as follows:

Computers, software, and office equipment	1 – 6 years
Machinery and equipment	3 – 5 years
Leasehold improvements	Lesser of lease term or estimated useful life

Income taxes

The Company accounts for income taxes under the Financial Accounting Standards Board ("FASB") ASC 740, "Accounting for Income Taxes". Under FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. FASB ASC 740-10-05, "Accounting for Uncertainty in Income Taxes" prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities.

The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The Company assesses the validity of its conclusions regarding uncertain tax positions on a quarterly basis to determine if facts or circumstances have arisen that might cause it to change its judgment regarding the likelihood of a tax position's sustainability under audit.

Derivative Financial Instruments

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not the net-cash settlement of the derivative instrument could be required within twelve months of the balance sheet date. As of March 31, 2025 and December 31, 2024, the balance of the derivative liability was \$-0-.

Stock-based Compensation

The Company accounts for stock-based compensation using the fair method following the guidance set forth in Section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Inventory

The balance of inventory on March 31, 2025 and December 31, 2024 was \$139 and \$1,219, respectively.

Net Loss per Share

Net loss per common share is computed by dividing net loss by the weighted average shares of common stock outstanding during the period as defined by Financial Accounting Standards, ASC Topic 260, "Earnings per Share." Basic earnings per common share ("EPS") calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of shares of common stock and dilutive common share equivalents outstanding. Due to the Company's net losses for the periods ended March 31, 2025 and March 31, 2024 all of its outstanding stock options, warrants, and shares issuable if convertible notes or Preferred C shares was converted to common stock; are all considered anti-dilutive. The number of these anti-dilutive equivalents was not calculated and are excluded from the calculation of net loss per share.

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Recent Accounting Pronouncements

In August 2020, FASB issued ASU 2020-06 Accounting for Convertible Instruments and Contracts in an Entity; Own Equity (“ASU 2020-06”), as part of its overall simplification initiative to reduce costs and complexity of applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. Among other changes, the new guidance removes from GAAP separation models for convertible debt that require the convertible debt to be separated into a debt and equity component, unless the conversion feature is required to be bifurcated and accounted for as a derivative or the debt is issued at a substantial premium. As a result, after adopting the guidance, entities will no longer separately present such embedded conversion features in equity, and will instead account for the convertible debt wholly as debt. The new guidance also requires use of the “if-converted” method when calculating the dilutive impact of convertible debt on earnings per share, which is consistent with the Company’s current accounting treatment under the current guidance. The Company adopted this guidance on January 1, 2022.

NOTE 3 – GOING CONCERN AND LIQUIDITY

As of March 31, 2025 the Company had cash on hand of \$106, negative working capital of \$1,024,385 and an accumulated deficit of \$19,652,171.

Management has concluded that these consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. It is the Company’s current intention to raise debt and/or equity financing to fund ongoing operating expenses. There is no assurance that financing, whether debt or equity, will be available to the Company, satisfactorily completed or on terms favorable to the Company. Any issuance of equity securities, if accomplished, could cause substantial dilution to existing stockholders and any debt financing may contain covenants limiting certain corporate actions. Any failure by the Company to successfully raise additional financing would have a material adverse effect on its business, including the possible inability to continue operations.

NOTE 4 – ACQUISITION

On March 24, 2025, the Company acquired 100% of capital stock of Enerev LLC (“Enerev”) a California based limited liability company and subsidiary of Solar Integrated Roofing. To consummate the acquisition, the Company issued 5,285,116 shares of its newly issued Series D Preferred Stock. These shares were valued at \$250,000. At the time of acquisition Enerev had no assets or liabilities and was estimated to be valued at \$250,000. The Company recorded the \$250,000 as an intangible asset and will begin amortizing this asset to expense over a 36 month period beginning on April 1, 2024. See Note 8. Stockholders’ Deficit

NOTE 5 – ACCRUED LIABILITIES

The following table sets forth the components of the Company’s accrued liabilities on March 31, 2025 and December 31, 2024.

	March 31, 2025	December 31, 2024
Sales tax payable	\$ 3,061	\$ 3,061
Accrued interest payable	134,134	98,006
Total accrued liabilities	<u>\$ 137,195</u>	<u>\$ 101,067</u>

NOTE 6 – PROMISSORY NOTES PAYABLE RELATED PARTIES

As of March 31, 2025 and December 31, 2024, the balance of notes payable was \$352,497 and \$352,497 respectively. The balance as of March 31, 2025 is comprised of three unsecured 8% notes payable amounting to \$250,000, \$58,507, and \$43,990 extended to the Company by a significant shareholder of the Company that matures on July 13, 2025.

NOTE 7 – CONVERTIBLE NOTES

As of March 31, 2025 and December 31, 2024, the outstanding principal balance of convertible notes was \$389,550 and \$389,500 respectively.

On April 11, 2022, the Company entered into a securities purchase agreement, dated as of April 6, 2022, (the “Talós Purchase Agreement”) with Talós Victory Fund, LLC, a Delaware limited liability company (“Talós”), pursuant to which the Company issued to Talós a promissory note in the principal amount of \$165,000 (the “Talós Note”). The Company received \$148,500 gross proceeds from Talós due to the original issue discount on the Talós Note. In connection with the execution and delivery of the Talós Purchase Agreement and the issuance of the Talós Note, the Company issued to Talós 500,000 commitment shares and a warrant to purchase an additional 1,650,000 shares of common stock of the Company at an exercise price of \$0.10.

On April 13, 2022, the Company entered into a securities purchase agreement, dated as of April 11, 2022, (the “Blue Lake Purchase Agreement”) with Blue Lake Partners, LLC, a Delaware limited liability company (“Blue Lake”), pursuant to which the Company issued to Blue Lake a promissory note in the principal amount of \$165,000 (the “Blue Lake Note”). The Company received \$148,500 gross proceeds from Blue Lake due to the original issue discount on the Blue Lake Note. In connection with the execution and delivery of the Blue Lake Purchase Agreement and the issuance of the Blue Lake Note, the Company issued to Blue Lake 500,000 commitment shares and a warrant to purchase an additional 1,650,000 shares of common stock of the Company at an exercise price of \$0.10.

On May 13, 2022, the Company entered into a securities purchase agreement, dated as of May 11, 2022, (the “Fourth Man Purchase Agreement”) with Fourth Man, LLC (“Fourth Man”), pursuant to which the Company issued to Fourth Man a promissory note in the principal amount of \$150,000 (the “Fourth Man Note”). The Company received \$135,000 gross proceeds from Fourth Man due to the original issue discount on the Fourth Man Note. In connection with the execution and delivery of the Fourth Man Purchase Agreement and the issuance of the Fourth Man Note, the Company issued to Fourth Man, 607,000 commitment shares and a warrant to purchase an additional 1,500,000 shares of common stock of the Company.

Each of the notes bear interest at 12% and has a fixed price conversion to common stock at \$0.025 per share.

Using the Black Scholes model, the Company recording a financing expense of \$97,453 for the total of 4,800,000 warrants issued on the Talós Note, Blue Lake Note and the Fourth Man Note.

During the three months ended September 30, 2022, the Company granted an underwriter 162,000 warrants exercisable for five years at an exercise price of \$0.11, and 56,250 warrants exercisable for five years at \$0.12 per share. Using the Black Scholes model, the Company recording a financing expense of \$3,214 for these warrants.

As a result of the above transactions, the Company has recorded \$100,167 in total financing fees in 2022 on these warrants issued to the noteholders and the underwriter.

As of June 30, 2022 the Talós Note, Blue Lake Note and the Fourth Man Note had converted their convertible notes to equity and no balance or accrued interest was due to these lenders.

On July 26, 2022 the Company entered into a \$70,000 convertible note agreement at 9% interest with a maturity date of July 26, 2023 with 1800 Diagonal Lending LLC (“Diagonal”). Under the terms of the note agreement Diagonal had the right to convert its note at a discount of 35% to the Company’s lowest trading price in the 10 days prior to conversion.

On January 23, 2023 the Company paid off this \$70,000 convertible note along with accrued interest of \$3,863 and a \$20,000 prepayment penalty for a total payment of \$93,863. On February 13, 2023 the Company entered into a new \$70,000 note with a 180 maturity on the same terms as the previous \$70,000 note.

On May 24, 2022, the Company, entered into a Securities Purchase Agreement (the “JSC Purchase Agreement”) with Jefferson Street Capital LLC, a New Jersey limited liability company (“JSC”), pursuant to which the Company issued to JSC a promissory note in the principal amount of \$110,000.00 (the “JSC Note”). The Company received \$100,000.00 gross proceeds from JSC due to the original issue discount on the Note. In connection with the execution and delivery of the Purchase Agreement and the issuance of the Note, the Company issued to JSC 500,000 commitment shares (the “JSC Commitment Shares”) and a warrant to purchase an additional 1,000,000 shares of common stock of the Company (the “JSC Warrant”).

The JSC Note bears interest at a rate of 10% per annum and is due and payable no later than February 9, 2024. Although the Company has the right to prepay the JSC Note without penalty, the annual interest is due if the JSC Note is paid in full by the Company prior to maturity. Upon default of the Note, the interest increases to 15%.

The JSC Note is convertible at a fixed conversion price of \$0.01 (the “JSC Conversion Price”), subject to standard adjustments. If the Company issues securities for less than the JSC Conversion Price, the JSC Conversion Price shall be reduced to such an amount.

The JSC Warrant provides for the purchase of up to 1,000,000 shares of the Company’s common stock (the “JSC Warrant Shares”) at an exercise price of \$0.10 per share. The JSC Warrant is exercisable on the earlier of 180 days from the date it was issued or when a registration statement covering the JSC Warrant Shares is declared effective. The JSC Warrant may be exercised on a cashless basis unless a registration statement covering the JSC Warrant Shares has been declared effective at the time of exercise. The number of the JSC Warrant Shares is subject to customary adjustments.

On June 6, 2023, but effective on June 12, 2023, the Company, entered into a Securities Purchase Agreement (the “Firstfire Purchase Agreement”) with Firstfire Global Opportunity Fund, LLC, a Delaware limited liability company (“Firstfire”), pursuant to which the Company issued to Firstfire a promissory note in the principal amount of \$110,000.00 (the “Firstfire Note”). The Company received \$100,000 gross proceeds from Firstfire due to the original issue discount on the Note. In connection with the execution and delivery of the Firstfire Purchase Agreement and the issuance of the Firstfire Note, the Company issued to Firstfire 500,000 commitment shares (the “Firstfire Commitment Shares”) and a warrant (the “Firstfire Warrant”; and together with the Firstfire Purchase Agreement and the Firstfire Note, the “Firstfire Transaction Documents”) to purchase an additional 1,000,000 shares of common stock of the Company.

The Firstfire Note bears interest at a rate of 10% per annum and is due and payable on June 5, 2024. Although the Company has the right to prepay the Firstfire Note without penalty, the annual interest is due if the Firstfire Note is paid in full by the Company prior to maturity. Upon default of the Firstfire Note, the interest increases to the lesser of 18% per annum or the maximum amount permitted by law.

The Firstfire Note is convertible at the option of Firstfire, at any time at a fixed conversion price of \$0.01 (the “Firstfire Conversion Price”), subject to standard adjustments. If the Company issues securities for less than the Firstfire Conversion Price, the Firstfire Conversion Price shall be reduced to such an amount.

The Firstfire Warrant issued to Firstfire provides for the purchase of up to 1,000,000 shares of the Company’s common stock (the “Firstfire Warrant Shares”) at an exercise price of \$0.10 per share. The Firstfire Warrant is exercisable commencing on the date of issuance and ending on the five-year anniversary of the date of issuance. The Firstfire Warrant may be exercised on a cashless basis, and the number of Firstfire Warrant Shares is subject to customary adjustments.

The Company’s sales of shares of common stock to Firstfire under the Firstfire Transaction Documents are limited to no more than the number of shares that would result in the beneficial ownership Firstfire and its affiliates, at any single point in time, of more than 4.99% of the then outstanding shares of the Common Stock. The Company and Firstfire made certain representations and warranties to each other that are customary for transactions similar to this one, subject to specified exceptions and qualifications.

On June 16, 2023 the Company paid off its \$70,000 Diagonal Note along with \$20,067 in accrued interest and fees.

On June 21, 2023, the Company entered into an amendment (the “Amendment”) to the JSC Warrant with JSC, pursuant to which the parties provided that any stock issuances to MacRab LLC, officers, directors, vendors, and suppliers of the Company in satisfaction of amounts owed to such parties, would not result in an adjustment to the exercise price. In consideration for the Amendment, the Company issued 3,000,000 shares of Common Stock to JSC.

NOTE 8 – STOCKHOLDERS DEFICIT

Common Stock

The Company has authorized 650,000,000 shares of common stock. On March 31, 2025 and December 31, 2024, there were 407,750,100 and 407,750,100 shares of common stock issued and outstanding, respectively, with a \$0.001 par value per share.

During the year ended December 31, 2024, the Company issued the following shares of common stock:

- 34,829,769 shares were issued upon the conversion of convertible notes into common stock. These shares were valued at \$21,751
- 16,888,888 shares were issued upon the conversion of convertible notes into common stock. These shares were valued at \$19,000
- 19,268,256 shares were issued on the Company's equity line of credit. These shares were valued at \$32,415

During the three months ended December 31, 2023, the Company issued the following shares of common stock:

- 22,000,000 shares were issued for related party services which were valued at \$286,000
- 411,034 shares were issued for services which were valued at \$5,343
- 6,954,545 shares were issued as commitment fees with the exercise of warrants which were valued at \$79,977
- 3,800,000 shares valued at \$52,700 were issued upon the conversion of convertible notes and accrued interest
- 850,000 shares valued at \$17,000 were issued upon the conversion of accounts payable

During the three months ended September 30, 2023, the Company issued the following shares of common stock:

- 30,000,000 shares were issued for related party services which were valued at \$1,215,000
- 1,000,000 shares were issued for services which were valued at \$34,000
- 16,880,768 shares were issued upon the exercise of warrants which were valued at \$581,219
- 4,000,000 shares valued at \$131,000 were issued as a commitment fee to obtain financing
- 890,914 common shares were sold pursuant to the Company's credit line for gross proceeds of \$15,072

During the three months ended June 30, 2023, the Company issued the following shares of common stock:

- 26,000,000 shares were issued for related party services which were valued at \$980,300
- 1,750,000 shares were issued for services which were valued at \$66,500
- 6,503,000 shares were issued upon the conversion of convertible notes and accrued interest. These shares were valued at \$234,400.
- 4,000,000 shares valued at \$147,000 were issued as a commitment fee to obtain financing
- 1,501,502 common shares were sold pursuant to the Company's credit line for gross proceeds of \$50,000

During the three months ended March 31, 2023, the Company issued the following shares of common stock:

- 6,000,000 shares for services valued at \$206,700
- 6,000,000 shares for financing commitments valued at \$198,000
- 8,552,000 shares upon the conversion of convertible notes and accrued interest valued at \$381,860
- 451,952 shares to pay off an accounts payable balance of \$15,050

During the year ended December 31, 2022, the Company issued the following shares of stock:

- 3,000,000 shares upon the conversion of Series C Stock
- 1,607,000 shares for financing commitments valued at \$97,453
- 3,696,000 shares upon the conversion of convertible notes valued at \$58,027

Preferred Stock

On December 19, 2019, the Company filed a Certificate of Designation with the State of Florida to designate 1,500,000 shares of the Company's authorized preferred stock as Series A Preferred Stock ("Series A Stock"), 5,000,000 shares as Series B Preferred Stock ("Series B Stock") and 1,000,000 shares as Series C Preferred Stock ("Series C Stock").

A summary of the material provisions of the Certificate of Designation governing the Series A Stock, the Series B Stock and the Series C Stock is as follows:

Series A Stock

The Series A Stock is not convertible. Each share of Series A Stock shall entitle the holder to three hundred votes for each share of Series A Stock. Any amendment to the Certificate of Designation requires the consent of the holders of at least two-thirds of the shares of Series A Stock then outstanding. The holders of Series A Stock are not entitled to dividends until and unless determined by the Board of Directors of the Company.

Liquidation Preference

No distribution shall be made to holders of shares of capital stock ranking junior to the Series A Preferred Stock upon liquidation, dissolution or winding-up of the Company. The Series A Stock ranks *pari passu* with the Series C Stock.

There were 1,200 shares of Series A Stock outstanding as of March 31, 2025 and December 31, 2024

Series B Stock

The Series B Stock is convertible at any time by the holder into the number of shares of common stock of the Company based on two times the price paid by the holder for the shares. The Board has the authorization to establish a minimum price for the conversion price of the Series B Stock (so that if the market price of the common stock of the Company drops below the issuance price, the conversion rate will then be based on the minimum price established by the Board and not the price paid for the shares). The holders of Series B Stock shall not be entitled to voting rights except as otherwise provided by applicable law. The holders of Series B Stock are not entitled to dividends until and unless determined by the Board.

Liquidation Preference

The holders of Series B Stock shall not be entitled to any distributions upon a liquidation of the Company.

Restrictions of Transferability

The shares of the Series B Stock shall not, directly, or indirectly, be sold, hypothecated, transferred, assigned, or disposed of in any manner without the prior written consent of the Board and applicable securities laws.

There were no shares of Series B Stock outstanding as of March 31, 2025, or December 31, 2024.

Series C Stock

The Series C Stock is convertible at any time by the holder into the number of shares of common stock of the Company on the basis of three times the price paid for the shares divided by the floor price of \$0.10 established by the Board of Directors. The holders of the Series C Stock shall not be entitled to voting rights except as otherwise provided for by applicable law. The holders of Series C Stock are not entitled to dividends until and unless determined by the Board.

Liquidation Preference

Upon any liquidation of the Company, the holders of Series C Stock shall be entitled to the amount paid for the shares of Series C Stock prior to the holders of shares ranking junior to the Series C Stock. Upon the holders of the Series C Stock and any series of stock ranking *pari passu* with the Series C Stock having received distributions to which they are entitled, the remaining assets of the Company shall be distributed to the other holders *pro rata* in proportion to the shares held by each holder.

Restrictions of Transferability

The Series C Stock shall not, directly, or indirectly, be sold, hypothecated, transferred, assigned, or disposed of in any manner without the prior written consent of the Board and applicable securities laws.

As of March 31, 2025 and December 31, 2024 there were 175,080 and 175,080 shares of Series C Stock outstanding, respectively, which were purchased at a price of \$1.00 per share.

Series D Preferred Stock

Designation and Amount. The number of shares so designated as Series D Preferred Stock will be 10,000,000 which will not be subject to increase without the consent of the holders (each a “Holder” and collectively, the “Holders”) of a majority of the outstanding shares of Series D Preferred Stock. The designations, powers, preferences, rights and restrictions granted or imposed upon the Series D Preferred Stock and Holders thereof are as follows unless otherwise agreed to by agreement between the Company and the Holders of the Series D Preferred Stock.

The Series D Preferred Stock shall have an initial liquidation preference, or stated value of \$1.00 per share which shall be increased for any accrued, unpaid dividends, the Default Adjustment (as defined herein), if applicable, Failure to Deliver fees under Section 7 (D)(v) herein, if any, and any other fees as set forth herein (“Stated Value”).

Section 2. Ranking and Voting.

A. Ranking. The Series D Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) senior with respect to dividends and right of liquidation with the Company’s common stock, par value \$0.001 per share (“Common Stock”), and (b) junior with respect to dividends and right of liquidation to all existing and future indebtedness of the Company. Without the prior written consent of Holders holding a majority of the outstanding shares of Series D Preferred Stock.

B. Voting. Except as set forth herein, Series D Preferred Stock shall have no right to vote on any matters requiring shareholder approval.

Section 3. Dividends. Series D Preferred Stock will carry an annual ten percent (10%) cumulative dividend, compounded daily, payable solely upon redemption, liquidation or conversion. Upon the occurrence of an Event of Default (as defined herein), the dividend rate shall increase to an annual fifteen percent (15%) dividend, compounded daily, payable solely upon redemption, liquidation or conversion.

Section 4. Protective Provision.

A. So long as any shares of Series D Preferred Stock are outstanding, the Company will not, without the affirmative approval of the Holders of a majority of the shares of Series D Preferred Stock then outstanding (voting as a class), (i) alter or change adversely the powers, preferences or rights given to the Series D Preferred Stock or alter or amend this Certificate of Designations, (ii) amend its Articles of Incorporation, as amended, or other charter documents in breach of any of the provisions hereof, (iii) increase the authorized number of shares of Series D Preferred Stock, issue new shares of Series D Preferred Stock, issue new shares of any Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock, or create a new class of Preferred Stock, (iv) liquidate, dissolve or wind-up the business and affairs of the Company, or effect any Deemed Liquidation Event (as defined below), or (v) enter into any agreement with respect to any of the foregoing.

B. A “Deemed Liquidation Event” will mean: (a) a merger or consolidation in which the Company is a constituent party or a subsidiary of the Company is a constituent party and the Company issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Company or a subsidiary in which the shares of capital stock of the Company outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of the surviving or resulting corporation or, if the surviving or resulting corporation is a wholly-owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or (b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Company or any subsidiary of the Company of all or substantially all the assets of the Company and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Company if substantially all of the assets of the Company and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Company.

C. The Company shall not have the power to effect a Deemed Liquidation Event unless the agreement or plan of merger or consolidation for such transaction provides that the consideration payable to the stockholders of the Company will be allocated among the holders of capital stock of the Company in accordance hereof.

Section 5. Liquidation.

A. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, after payment or provision for payment of debts and other liabilities of the Company, and after payment or provision for any liquidation preference payable to the holders of any Preferred Stock ranking senior upon liquidation to the Series D Preferred Stock, if any, but prior to any distribution or payment made to the holders of Common Stock or the holders of any Preferred Stock ranking junior upon liquidation to the Series D Preferred Stock by reason of

their ownership thereof, the Holders of Series D Preferred Stock will be entitled to be paid out of the assets of the Company available for distribution to its stockholders an amount with respect to each share of Series D Preferred Stock equal to the then Stated Value as adjusted pursuant to the terms hereof (including but not limited to the additional of any accrued unpaid dividends and the Default Adjustment (as defined herein), if applicable).

B. If, upon any liquidation, dissolution or winding up of the Company, the assets of the Company will be insufficient to make payment in full to all Holders, then such assets will be distributed among the Holders at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

Section 6. Removed and Reserved.

Section 7. Conversion.

A. Conversion Right. The Holder shall have the right from time to time, and at any time during the period beginning on the date which is twelve (12) months following the Issuance Date, to convert all or any part of the outstanding Series D Preferred Stock into fully paid and non-assessable shares of Common Stock, as such Common Stock exists on the Issuance Date, or any shares of capital stock or other securities of the Company into which such Common Stock shall hereafter be changed or reclassified at the conversion price determined as provided herein (a "Conversion"); provided, however, that in no event shall any Holder be entitled to convert any portion of the Series D Preferred Stock in excess of that number of Series D Preferred Stock that upon conversion of which the sum of (1) the number of shares of Common Stock beneficially owned by such Holder and its affiliates (other than shares of Common Stock which may be deemed beneficially owned through the ownership of the unconverted portion of the Series D Preferred Stock or the unexercised or unconverted portion of any other security of the Company subject to a limitation on conversion or exercise analogous to the limitations contained herein) and (2) the number of shares of Common Stock issuable upon the conversion of the portion of the Series D Preferred Stock with respect to which the determination of this proviso is being made, would result in beneficial ownership by the Holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock. For purposes of the proviso to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Regulations 13D-G thereunder, except as otherwise provided in clause (1) of such proviso. The beneficial ownership limitations on conversion as set forth in the section may NOT be waived by the Holder. The number of shares of Common Stock to be issued upon each conversion of Series D Preferred Stock shall be determined by dividing the Conversion Amount (as defined herein) by the applicable Conversion Price (as defined herein) then in effect on the date specified in the notice of conversion (the "Notice of Conversion"), attached hereto as Exhibit A, delivered to the Company by the Holder in accordance with the terms hereof; provided that the Notice of Conversion is submitted by facsimile or e-mail (or by other means resulting in, or reasonably expected to result in, notice) to the Company before 6:00 p.m., New York, New York time on such conversion date (the "Conversion Date"); however, if the Notice of Conversion is sent after 6:00 p.m., New York, New York time the Conversion Date shall be the next business day. The term "Conversion Amount" means, with respect to any conversion of share of the Series D Preferred Stock, the sum of the then current Stated Value as adjusted pursuant to the terms hereof (including, but not limited to, the addition of any accrued unpaid dividends and the Default Adjustment (as defined herein), if applicable); multiplied by the number of shares of Series D Preferred Stock being converted in such conversion. Notwithstanding the foregoing, The Company may at any time, at its option by giving irrevocable written notice to the Holder, permit the Holder to voluntarily effectuate Conversion(s) of any amounts under the Series D Preferred Stock at the Conversion Price (as defined herein) (each an "Optional Conversion"). For the avoidance of doubt, the Holder shall not be required to effectuate such Optional Conversion.

B. Conversion Price. The conversion price (the "Conversion Price") shall equal the greater of (a) \$0.0007 per share or, (b) only in the event of a merger or acquisition with a new operating business with revenues on the closing date of the Business Combination Transaction (as defined herein) of at least \$3,000,000 annually (the "Business Combination Transaction"), the average volume weighted average price of the Common Stock during the five (5) Trading Days (as defined below) subsequent to the closing date of the Business Combination Transaction (subject to equitable adjustments by the Company relating to the Company's securities or the securities of any subsidiary of the Company, combinations, recapitalization, reclassifications, extraordinary distributions and similar events). "Trading Day" shall mean any day on which the Common Stock is tradable for any period on the OTC, or on the principal securities exchange or other securities market on which the Common Stock is then being traded.

C. Authorized Shares. The Company covenants that during the period the conversion right exists, the Company will reserve from its authorized and unissued Common Stock a sufficient number of shares, free from preemptive rights, to provide for the issuance of Common Stock upon the full conversion of this Series D Preferred Stock issued. The Company is required at all times to have authorized and reserved six times the number of shares that would be issuable upon full conversion of the Series D Preferred Stock (assuming that the 4.99% limitation set forth in herein is not in effect) (based on the respective Conversion Price of the Series D Preferred Stock in effect from time to time) (the "Reserved Amount"). The Reserved Amount shall be increased (or decreased unilaterally by the Holder) from time to time in accordance with the Company's obligations hereunder. The Company represents that upon issuance, such shares will be duly and validly issued, fully paid and non-assessable. In addition, if the Company shall issue any securities or make any change to its capital structure which would change the number of shares of Common Stock into which the Series D Preferred Stock shall be convertible at the then current Conversion Price, the Company shall at the same time make proper provision so that thereafter there shall be a sufficient number of shares of Common Stock authorized and reserved, free from preemptive rights, for conversion of the outstanding Series D Preferred Stock. The Company (i) acknowledges that it has irrevocably instructed its transfer agent to issue certificates for the Common Stock issuable upon conversion of this Series D Preferred Stock, and (ii) agrees that its

issuance of the Series D Preferred Stock shall constitute full authority to its officers and agents who are charged with the duty of executing stock certificates to execute and issue the necessary certificates for shares of Common Stock in accordance with the terms and conditions of the Series D Preferred Stock. If, at any time the Company does not maintain the required Reserved Amount, the Company shall be put on notice by the Holder, and shall have 30 days to cure its deficiency, after which time, such failure will be deemed an Event of Default hereunder.

As of March 31, 2025 there were 5,290,116 shares of Preferred D stock outstanding

On July 11, 2023 (the “Issue Date”), the Company, entered into a Securities Purchase Agreement (the “GSC Purchase Agreement”) with GS Capital Partners, LLC, (“GSC”), pursuant to which the Company issued to GSC a 10% promissory note in the principal amount of \$115,000.00 (the “GSC Note”). The Company received \$105,000.00 gross proceeds from GSC due to the original issue discount on the GSC Note of \$10,000. In connection with the execution and delivery of the GSC Purchase Agreement and the issuance of the GSC Note, the Company issued to GSC 500,000 commitment shares (the “GSC Commitment Shares”) and a warrant to purchase an additional 862,500 shares of common stock of the Company (the “GSC Warrant”) at an exercise price of \$0.10 per share (the “GSC Exercise Price”). In addition to the Commitment Shares, the Company issued 1,500,000 returnable shares to GSC (the “Returnable Shares”), which are held in book-entry and returnable to the Company by GSC unless there is an uncured default during the 12-month term of the GSC Note.

The GSC Note bears interest at a rate of 10% per annum, at a fixed conversion price of \$0.01 (the “GSC Conversion Price”) and is due and payable no later than July 11, 2024. Interest on the GSC Note is payable in shares of the Company’s common stock (the “Common Stock”) commencing on the Issue Date. The Note may be prepaid at an amount equal to 110% of the principal plus accrued interest within 180 days.

The GSC Note can be accelerated upon the occurrence of an event of default, which shall occur, among other events, (i) if the Company defaults in the payment of principal or interest on the GSC Note or any other note issued to GSC by the Company, (ii) if a majority of the members of the board of directors of the Company on the Issue Date are no longer serving as members of the board, (iii) the Company is not current in its filings with the Securities and Exchange Commission, (iv) if the Common Stock are delisted from an exchange (including the OTC Market exchange), or if the Common Stock trades on an exchange, and trading in the Common Stock is suspended for more than 10 consecutive days, or (v) the Company ceases to file its reports under the Securities Act of 1933, as amended (the “Act”). Upon an event of default, interest on the GSC Note shall accrue at a default interest rate of 24% per annum, and the GSC Conversion Price shall decrease from \$0.01 per share to \$0.005 per share.

The parties agree that while any principal amount, interest or fees, or expenses are still outstanding under the GSC Note, the Company will not enter into any public or private offering of its securities in which the Company receives cash proceeds in the aggregate of more than \$450,000 with another investor or investor that establishes rights or benefiting such other investor or investors in any manner more favorable in any material respect than the rights and benefits established in favor of GSC.

The GSC Warrant provides for the purchase of up to 862,500 shares of the Common Stock (the “GSC Warrant Shares”) at the GSC Exercise Price and is exercisable at any time on or after the Issue Date and terminating on the five-year anniversary of the Issue Date. The GSC Warrant may be exercised, in whole or part, on a cashless basis unless a registration statement covering the GSC Warrant Shares is effective at the time of exercise, entitling GSC to receive the number of shares calculated based on the closing price of the Common Stock immediately preceding the date on which GSC elects to a cashless exercise of the GSC Warrant at the GSC Exercise Price, as adjusted.

The Company’s sales of shares of Common Stock to GSC under the GSC Purchase Agreement is limited to no more than the number of shares that would result in the beneficial ownership by the Buyer and its affiliates, at any single point in time, of more than 4.99% of the then outstanding shares of the Common Stock.

The Company and GSC made certain representations and warranties to each other that are customary for transactions similar to this one, subject to specified exceptions and qualifications.

On August 22, 2023 (the “Coventry Issue Date”), the Company entered into a Securities Purchase Agreement (the “Coventry Purchase Agreement”) with Coventry Enterprises, LLC, (“Coventry”), pursuant to which the Company issued to Coventry a 10% promissory note in the principal amount of \$115,000.00 (the “Coventry Note”). The Company received \$105,000.00 gross proceeds from Coventry due to the original issue discount of \$10,000. In connection with the execution and delivery of the Coventry Purchase Agreement and the issuance of the Coventry Note, the Company issued to Coventry 500,000 commitment shares (the “Coventry Commitment Shares”) and a warrant to purchase an additional 862,500 shares of Common Stock (the “Coventry Warrant”) at an exercise price of \$0.10 per share (the “Exercise Price”). In addition to the Coventry Commitment Shares, the Company issued 1,500,000 returnable shares to Coventry, which are held in book-entry and returnable to the Company by Coventry unless there is an uncured default during the 12-month term of the Coventry Note.

The Coventry Note bears interest at a rate of 10% per annum, at a fixed conversion price of \$0.01 (the “Conversion Price”) and is due and payable no later than August 22, 2024. Interest on the Coventry Note is payable in shares of Common Stock commencing on the Coventry Issue Date. The Coventry Note and all accrued interest on the Coventry Note may be prepaid in whole or in part without premium or penalty of any type.

The Coventry Note can be accelerated upon the occurrence of an event of default, which shall occur, among other events, (i) if the Company defaults in the payment of principal or interest on the Coventry Note or any other note issued to Coventry by the Company, (ii) if a majority of the members of the board of directors of the Company on the Coventry Issue Date are no longer serving as members of the board, (iii) the Company is not current in its filings with the Securities and Exchange Commission, (iv) if the Common Stock are delisted from an exchange (including the OTC Market exchange), or if the Common Stock trades on an exchange, and trading in the Common Stock is suspended for more than 10 consecutive days, or (v) the Company ceases to file its reports under the Act. Upon an event of default, interest on the Coventry Note shall accrue at a default interest rate of 24% per annum, and the Conversion Price shall decrease from \$0.01 per share to \$0.005 per share.

The Warrant provides for the purchase of up to 862,500 shares of Common Stock (the “Warrant Shares”) at the Exercise Price and is exercisable at any time on or after the Coventry Issue Date and terminating on the five-year anniversary of the Coventry Issue Date. The Warrant may be exercised, in whole or part, on a cashless basis unless a registration statement covering the Warrant Shares is effective at the time of exercise, entitling Coventry to receive the number of shares calculated based on the closing price of the Common Stock immediately preceding the date on which Coventry elects to a cashless exercise of the Warrant at the Exercise Price, as adjusted.

The Company’s sales of shares of Common Stock to Coventry under the Purchase Agreement is limited to no more than the number of shares that would result in the beneficial ownership by Coventry and its affiliates, at any single point in time, of more than 4.99% of the then outstanding shares of Common Stock.

The Company and the Buyer made certain representations and warranties to each other that are customary for transactions similar to this one, subject to specified exceptions and qualifications.

Stock Options

As of March 31, 2025, there were 16,000,000 vested 10-year stock options outstanding. 5,333,334 options had a strike price of \$0.07, 5,333,333 had a strike price of \$0.25 and 5,333,333 had a strike price of \$0.50 and a remaining life of 8.25 years. All options were immediately expensed during the second quarter of 2022 and the Company recorded an expense of \$1,239,823 related to these options. There have been no stock option issuances since September 30, 2021. As of March 31, 2025 these options had no intrinsic value.

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, Cladio Ferri certify that:

1. I have reviewed this Disclosure Statement for Kisses of Italy, 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.

June 5, 2025 [Date]

/s/ Claudio Ferri

Claudio Ferri

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

Principal Financial Officer:

I, Claudio Ferri certify that:

1. I have reviewed this Disclosure Statement from Kisses from Italy ;
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.

June 5, 2025

/s/ Claudio Ferri

Claudio Ferri

CFO's Signature

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