

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**Green Rain Energy Holdings Inc.**  
**A Wyoming Corporation**  
**465 Union Street, #207,**  
**Pasadena, California**  
**91101**  
**+1 310 228 8897**  
**[www.greenrainenergy.com](http://www.greenrainenergy.com)**  
**greenrainsolarinc@gmail.com**  
**SIC Code 4991**  
**Electric Services**  
**Quarterly Report**  
**For the period ending June 30, 2025**  
**(the "Reporting Period")**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

As of 06/30/2025, the number of shares outstanding of our Common Stock was: **14,646,806**

As of 12/31/2024, the number of shares outstanding of our Common Stock was: **6,123,284,813**

**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**

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Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: No:

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

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

**The Company was incorporated as HANDELL-GRAFF, INC. in the state of Nevada on November 23, 1993, The Company changed its name to HEALTHCOMP EVALUATION SERVICES CORPORATION on March 17, 1999. The Company changed its name to EXEMPLAR INTERNATIONAL, INC., on December 31, 2002.**

**The Company changed its name to THE NOW CORPORATION, on October 6, 2006.**

**Effective January 23, 2025, the Company changed its corporate domicile from the State of Nevada to the State of Wyoming and, in connection therewith, changed its corporate name from The Now Corporation to The Now Corporation I. Subsequently, on April 1, 2025, the Company changed its name to Green Rain Energy Holdings Inc.**

Current State and Date of Incorporation or Registration: Wyoming / January 23, 2025  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years: None

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

**None**

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

Pursuant to a Purchase and Sale Agreement dated August 7th, 2018, between Eagle Oil Holding Company Inc. (now Green Stream Holdings Inc.) and the Company, the Company acquired the following assets in exchange for a \$10 million convertible note:

15% ownership of the following contracts and corresponding gold recovery of Minera Dynasty 1, Minera Linderos E and Proyecto Cecilia 1

20% membership interest in 375 Wall Construction LLC

36,642 preferred shares in Mike The Pike Productions Inc.

15% membership interest in Premier Equity Advisors LLC

20% equity stake in Zorhek Aqua Farms Inc.

15% of the title, rights and interest in Leolah Brown's autobiography 2.5% equity stake in Axilogy Consulting Corporation

13% of the Blue Print Brand and 23% of Eagle Eye Mobile Radio Application

20% membership interest in Talent-by-Talent LLC

All of the membership interest in Pure Digital Technology LLC

All Eagle Oil's interest in the Frank Farm Lease, Venango County, PA.

Pursuant to a Purchase and Sale Agreement between Medican Enterprises Inc. and both the Company & Eagle Oil Holding Company Inc. (now Green Stream Holdings Inc.), dated January 26, 2019, the Company owns the following assets in exchange for a \$20 million convertible note:

Ownership of the book named, "Living The Hemp Life: An Argumentative Story About Marijuana", with an ISBN of 978-0-692-72998-4 published on July 19, 2016

Website named "Cannabud".

25% membership interest in Biodynamic Hemp

LLC 12% non-dilutable equity stake in RBA

Pharma Inc.

5% non-dilutable equity stake in Axilogy Consulting

Corporation 20% non-dilutable membership interest in

Medmorized LLC 20% non-dilutable equity stake in

CBDVITAPETZ Inc.

3% non-dilutable equity stake in VitaCig Latino Inc.

25% non-dilutive equity stake in Vintage Scripts Pharmacy

Non-dilutive equity stake of 2% in Jamaican Earth Therapeutics Limited & a dilutive equity stake of 15%

60% ownership of the 60 acres of farmland in South Haven, Michigan (68811 Co Rd 384, South Haven, Michigan, 49090 with a parcel number of '80 09 019 017 00' in Geneva Township

10% non-dilutive equity stake in Green Gold Acquisitions Inc.

Pursuant to an Acquisition and Merger Agreement between TransGlobal Assets Inc., Kent Strickler and the Company dated November 28th, 2019, the Company sold its farmland in South Haven, Michigan in exchange for preferred shares to be issued. The Company will own 26.8% of the preferred shares outstanding. As of February 14, 2023, pursuant to an Acquisition and Merger Agreement between various parties, the preferred shares were cancelled in exchange for ownership of TransGlobal Asset's Monster Elixir subsidiary.

Pursuant to a Mutual Rescission And Amendments of Purchase and Sale Agreements dated May 13, 2020 between various parties including RBA Pharma Inc., The Now Corporation and Medican Enterprises Inc. (OTC:MDCN), Medican Enterprises Inc. canceled \$10 million convertible note plus accrued interest in the Company. The Company reduced its equity stake in RBA Pharma Inc. to 1%. This action was performed at the request of RBA Pharma Inc. that is looking to go public on various exchanges.

Pursuant to a Share Purchase-Agreement dated November 21st, 2022 between the Company and Charles Stevens, the Company purchased a 40% membership interest in CJB Uphill Marketings and Holdings LLC. This California Company manufactures a CBD-Based Tattoo Lotion For All Stages of Tattoos. The consideration paid was a convertible note issued to Charles Stevens in the amount of \$650,000.

Pursuant to an Acquisition and Merger Agreement dated June 23rd, 2023 between the Company and Terry Vickery, Conrad Schott, Arieh Szigeti and Phillip Williams, the Company acquired all of the membership interest of Sunshine Minerals Ltd. LLC, a company that trades and sells gold by consulting and financing downstream activities through long term and matured relationships. It works directly with legacy producers in East African community and surrounding producing countries. Furthermore, utilizing the majority vote provided by Ken Williams, Paul Khan and Juan Salazar, all officers and directors were removed other than Ken Williams AND Conrad Schott was appointed as President. All stock issuances by the Company and all membership issuance/re-issuance or transfers by Terry Vickery, Conrad Schott, Arieh Szigeti and Phillip Williams of their membership interest in Sunshine Minerals Ltd. LLC., shall be completed NO LATER than December 31st, 2023. Sunshine Minerals Ltd. LLC., attests that their current value is \$1,100,000.

Pursuant to a Purchase and Sale Agreement dated July 22, 2024 between the Company and Emilia Carpinisan, the Company acquired artificial intelligence company, CIVET USA. On October 17, 2024, Emilia Carpinisan resigned and on October 22nd, 2024, the entire transaction was rescinded.

Pursuant to a Stock Purchase Agreement dated October 22nd, 2024 between the Company and VGTel Inc., the Company acquired subsidiaries, Green Rain Solar Inc. and M Love Vintage Holdings Inc. As consideration, the Company was to give 50% of the controlling preferred stock to VGTel Inc. As of October 23rd, 2024, Ken Williams resigned with the contemporaneous appointment of Alfredo Papadakis, CEO of VGTel. These acquisitions will be reflected on the annual disclosure statement.

During the fourth quarter of 2024, the Company re-evaluated its Green Stream and Medican assets and decided to write down these assets for the following reasons:

**Green Stream Assets:** The write-down was driven by a strategic shift in focus toward developing the newly acquired Green Rain Solar Inc. and M Love Vintage Holdings Inc. assets.

**Medican Assets:** Due to a significant market correction in the cannabis sector, the Company deemed it necessary to write down the Medican assets to reflect current market conditions. A valuation analysis will be performed in 2025 to reassess their value.

The Company is also re-negotiating convertible debts related to these assets and plans to adjust the convertible notes during fiscal 2025 upon successful completion of negotiations. Additionally, the Company divested its oil and gas leases in Venango County, PA to offset consulting expenses. This proactive approach aims to strengthen the Company's financial position and align debt obligations with its revised strategic direction.

Pursuant to Convertible Debt Exchange And Off-Road EV Development Agreement dated February 4th, 2025 between the Company and Medican Enterprises Inc., Medican Enterprises Inc. cancelled \$5,000,000 of debt for the Company to research, develop, and produce an off-road electric vehicle with profits being split equally once produced and sold.

Pursuant to a Purchase and Sale Agreement dated May 1st, 2025 between the Company and Arowana Media Holdings Inc., the Company sold M Love Vintage Holdings Inc. in exchange for 65.7% of the not yet issued control block of Arowana Media Holdings Inc.

Pursuant to a Purchase and Sale Agreement dated May 20, 2025 between the Company and TransGlobal Assets Inc., the Company sold its stake in the "Incued Fintech App" in exchange for a convertible note of \$300,000.

For the month of June 2025, the company underwent a 500-1 reverse stock split; a name change from The Now Corporation to Green Rain Energy Holdings Inc.; and a symbol change to GREH

Address of the issuer's principal executive office:

465 Union Street #207  
Pasadena, CA 91101

Address of the issuer's principal place of business:

X 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: X Yes:  If Yes, provide additional details below:

## 2) Security Information

### Transfer Agent

Name: Pacific Stock Transfer Co.  
Phone: **1-800-785-7782**  
Email: DanielleC@pacificstocktransfer.com  
Address: **6725 Via Austi Parkway, Suite 300 Las Vegas, NV 89119**

### Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>GREH</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
<u>Stock</u> CUSIP:	<u>67010T202</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	9,997,500,000	as of <u>06/30/25</u>
Total shares outstanding:	14,646,806	as of <u>06/30/25</u>
Total number of shareholders of record:	532	as of <u>06/30/25</u>

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

Only 1 class of publicly traded security per the above information.

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

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

Exact title and class of the security:	Preferred Stock
CUSIP (if applicable):	<u>None</u>

Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	2,500,000	as of <u>06/30/25</u>
Total shares outstanding (if applicable):	2,500,000	as of <u>06/30/25</u>
Total number of shareholders of record (if applicable):	16	as of <u>06/30/25</u>

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

Only 1 class of "other" traded security per the above information.

**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.**

Dividends are variable and paid out at the discretion of management. Each common share is entitled to one vote. There are no preemption rights.

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

There are no dividend rights nor redemption provisions. However, the Preferred Stock has the following designation:

- A) Can vote on an as-converted basis
- B) Can convert into common shares based on a 1:1,000,000 ratio that can never be adjusted
- C) Are not subject to dilution
- D) Not subject to any adverse effects as a result of any reverse splits
- E) Holders that are non-directors can only convert their preferred shares into common shares so that their beneficial ownership never exceeds 9.9% of the current issued and outstanding common share count.

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

The Preferred Stock has the following designation:

- A) Can vote on an as-converted basis
- B) Can convert into common shares based on a 1:1,000,000 ratio that can never be adjusted
- C) Are not subject to dilution
- D) Not subject to any adverse effects as a result of any reverse splits
- E) Holders that are non-directors can only convert their preferred shares into common shares so that their beneficial ownership never exceeds 9.9% of the current issued and outstanding common share count.

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

None

### 3) Issuance History

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

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

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 12/31/2023									
Common: 5,636,584,813 Preferred: 1,000,000									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
05/02/2023	New Issuance	250,000,000	Common	\$0.00005	Yes	Legion Financial Consultants Ltd. (Joel Tombran)	Debt Conversion	Unrestricted	4(a)1
06/03/2023	New Issuance	200,000,000	Common	\$0.00005	Yes	Pascal Siegenthaler	Debt Conversion	Unrestricted	4(a)1
07/03/2023	New Issuance	295,000,000	Common	\$0.00005	Yes	Pascal Siegenthaler	Debt Conversion	Unrestricted	4(a)1
07/11/2023	New Issuance	295,000,000	Common	\$0.00005	Yes	Legion Financial Consultants Ltd. (Joel Tombran)	Debt Conversion	Unrestricted	4(a)1
07/24/2023	New Issuance	295,000,000	Common	\$0.00005	Yes	Legion Financial Consultants Ltd. (Joel Tombran)	Debt Conversion	Unrestricted	4(a)1

09/27/2023	New Issuance	380,000,000	Common	\$0.00005	Yes	Legion Financial Consultants Ltd. (Joel Tombran)	Debt Conversion	Unrestricted	4(a)1
10/19/2023	New Issuance	438,503,244	Common	\$0.00005	Yes	Pascal Siegenthaler	Debt Conversion	Unrestricted	4(a)1
12/12/2023	New Issuance	468,630,759	Common	\$0.00005	Yes	Branalex Financial Group Inc. Stephen Taub	Debt Conversion	Unrestricted	4(a)1
12/14/2023	New Issuance	470,004,363	Common	\$0.00005	Yes	Pascal Siegenthaler	Debt Conversion	Unrestricted	4(a)1
04/19/2024	New Issuance	486,700,000	Common	\$0.00005	Yes	Branalex Financial Group Inc. (Stephen Taub)	Debt Conversion	Unrestricted	4(a)1
10/28/2024	New Issuance	99,000	Preferred	\$0.001	No	Legion Financial Consultants Ltd. (Joel Tombran)	Stock Purchase Agreement	Restricted	144
10/28/2024	New Issuance	99,000	Preferred	\$0.001	No	Branalex Financial Group Inc. (Stephen Taub)	Stock Purchase Agreement	Restricted	144
10/28/2024	New Issuance	1,302,000	Preferred	\$0.001	No	Maddy's Legacy LLC (Alfredo Papadakis)	Stock Purchase Agreement	Restricted	144
02/20/2025	New Issuance	600,000,000	Common	\$0.00005	Yes	TomorrowPay LLC (Nan Yang)	Debt Conversion	Unrestricted	144
04/09/2025	New Issuance	600,000,000	Common	\$0.00005	Yes	PKF Capital Markets (Seychelles) Limited (Jasa Galsinh)	Debt Conversion	Unrestricted	144
Shares Outstanding on Date of This Report:									
Ending Balance: Date 06/30/2025									
Common: 14,646,806									
Preferred: 2,500,000									

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

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

Effective as of June 2025, the Company performed a 500-1 reverse stock split with fractional shares rounded up.

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	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	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
2/23/18-12/23/19	\$65,569	\$42,000	12/23/19-12/23/20	50% discount to market	0	6,556,900	Peter Matousek	Business Consultation Agreement
12/20/18-12/20/19	\$65,569	\$42,000	12/20/19-12/20/20	50% discount to market	0	6,556,900	Kristel Matousek	Consulting And Services Agreement
12/24/18-12/24/21	\$521,471	\$360,000	12/24/19-12/24/22	50% discount to market	0	52,147,100	Nathan Yoder	Consulting And Services Agreement
12/24/18-12/24/21	\$521,471	\$360,000	12/24/19-12/24/22	50% discount to market	0	52,147,100	Gwyneth Edwards	Consulting And Services Agreement
12/24/18-12/24/21	\$521,471	\$360,000	12/24/19-12/24/22	50% discount to market	0	52,147,100	Connie Helwig	Consulting And Services Agreement
08/07/18	\$11,529,001	\$10,000,000	08/07/19	65% discount to market	0	1,152,900,100	Medican Enterprises Inc. Xavier Mitchell	Purchase and Sale Agreement
03/08/19	\$23,118	\$14,000	03/08/20	50% discount to market	0	2,311,800	Brian Martin	Director's Agreement
01/26/19	\$16,371,881	\$10,000,000	01/26/20	65% discount to market	0	1,637,188,100	Medican Enterprises Inc. Xavier Mitchell	Purchase and Sale Agreement
04/01/19	\$22,966	\$14,000	04/01/20	50% discount to market	0	2,296,600	David Krolewski	Employment Agreement
07/25/19	\$159,741	\$100,000	07/25/20	50% discount to market	0	15,974,100	Augustus Redmond	Director's Agreement
08/29/19	\$165,576	\$105,000	08/29/20	50% discount to market	0	16,557,600	Jeff Martin	Officer and Director's Agreement
10/17/19	\$156,609	\$100,000	10/17/20	50% discount to market	0	15,660,900	Jeff Watson	Consulting and Services Agreement
11/15/19	\$152,175	\$100,000	11/15/20	50% discount to market	0	15,217,500	Carmen Ramos-Watson	Consulting and Services Agreement
01/01/2022	\$299,270	\$250,000	01/01/23	50% discount to market	600,000,000	29,927,000	Paul Khan	Consulting and Services Agreement
11/21/2022	\$800,359	\$650,000	11/21/2023	50% discount to market	0	80,035,900	Charles Stevens	Share Purchase Agreement

01/01/2024	\$337,849	\$300,000	01/01/2025	50% discount to market	0	33,784,900	Paul Khan	Consulting and Services Agreement
01/03/2024	\$4,279	\$3,800	04/01/2025	50% discount to market	0	427,900	Branalex Financial Group Inc. (Stephen Taub)	Loan
04/01/2024	\$220,816	\$200,000	04/01/2025	50% discount to market	0	22,081,600	Legion Financial Consultants Ltd. (Joel Tombran)	Consulting and Services Agreement
04/01/2024	\$220,816	\$200,000	04/01/2025	50% discount to market	0	22,081,600	Branalex Financial Group Inc. (Stephen Taub)	Consulting and Services Agreement
10/29/2024	\$337,365	\$320,000	10/29/2025	50% discount to market	0	33,736,500	Nan Yang	Assignment of Debt Agreement
11/05/2024	\$315,928	\$300,000	11/05/2025	50% discount to market	0	31,592,800	East Capital Investments LLC (Christopher Danzi)	Purchase Agreement
11/11/2024	\$136,635	\$130,000	11/11/2025	50% discount to market	0	13,663,500	James DiPrima	Assignment of Debt Agreement
11/15/2024	\$261,650	\$249,000	11/15/2025	50% discount to market	0	26,165,000	Latiff Chagpar	Services rendered including advances to subsidiaries
11/21/2024	\$68,814	\$65,627	11/21/2025	50% discount to market	0	6,881,400	CKS Studio Inc. (Chiun-Kai Shih)	Services rendered to subsidiary companies
11/22/2024	\$39,844	\$38,000	11/22/2025	50% discount to market	0	3,984,400	Dream Green Partners Corp. (Joe Vala)	Advances to subsidiaries
11/25/2024	\$76,497	\$73,000	11/25/2025	50% discount to market	0	7,649,700	Luke Cohen	Rent for subsidiaries
12/12/2024	\$23,999	\$23,000	12/12/2025	50% discount to market	0	2,399,900	Michael Ajzenman	Services rendered to subsidiary companies
02/13/2025	\$14,427	\$14,000	02/13/2026	50% discount to market	0	1,442,700	GlobalOne Filings Inc. (Felicia Chambers)	Services rendered to subsidiary companies
06/30/2025	\$34,079	\$34,079	06/30/2026	50% discount to market		3,407,900	Tomorrow Pay LLC. (Nan Yang)	Loan
<b>Total Outstanding Balance:</b>	\$33,469,245			<b>Total Shares:</b>	600,000,000			

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

Pursuant to an Assignment of Debt Agreement between Green Stream Holdings Inc. (OTC:GSFI) and Medican Enterprises Inc. (OTC:MDCN) dated November 6<sup>th</sup>, 2019, Green Stream Holdings Inc. (OTC:GSFI) assigned its \$10,000,000 note to Medican Enterprises Inc. in exchange for Medican Enterprises Inc. canceling its debt in Green Stream Holdings Inc. (OTC:GSFI) in the amount of \$5 million AND Green Stream Holdings Inc. (OTC:GSFI) canceling its debt in Medican Enterprises Inc. for \$5 million.

Pursuant to a Mutual Rescission And Amendments of Purchase and Sale Agreements dated May 13, 2020 between various parties including RBA Pharma Inc., The Now Corporation and Medican Enterprises Inc. (OTC:MDCN), Medican Enterprises Inc. canceled \$10 million plus accrued interest in the Company. The Company reduced its equity stake in RBA Pharma Inc. to 1%. This action was performed at the request of RBA Pharma Inc. that is looking to go public on various exchanges.

Certain convertible notes were written off due to non-performance of various parties. The corresponding asset will also be marked down in the financial statements.

Pursuant to Convertible Debt Exchange And Off-Road EV Development Agreement dated February 4<sup>th</sup>, 2025 between the Company and Medican Enterprises Inc., Medican cancelled \$5,000,000 of debt for the Company to research,

develop, and produce an off-road electric vehicle with profits being split equally once produced and sold

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

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

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

The Now Corporation primarily focuses on its subsidiary, Green Rain Solar Inc., a pioneering solar energy utility company. Unlike traditional solar installation businesses, Green Rain Solar Inc. operates with a unique mission: to harness the untapped potential of urban solar energy and provide cost-effective, sustainable power directly to the grid. Green Rain Solar Inc. specializes in high-cost energy urban locations across the nation. By leveraging rooftop solar energy collection systems, the company transforms underutilized sunlight into a valuable resource, powering urban communities with clean, renewable energy. Much like established utilities such as PG&E of California or Consolidated Edison of New York, Green Rain Solar Inc. focuses on providing energy for the power grid. This model maximizes efficiency and establishes a viable and scalable business. By doing so, the company empowers individuals and businesses to adopt sustainable energy solutions, reduce carbon footprints, and contribute to a greener planet.

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

The Company owns Green Rain Solar Inc. And M Love Vintage Holdings Inc.

C. Describe the issuers' principal products or services.

Through innovation, environmental stewardship, and a commitment to sustainability, The Now Corporation and its subsidiary, Green Rain Solar Inc. are shaping the future of renewable energy and redefining how urban areas access clean power.

#### 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.

Officers, Directors and Consultants utilize their home offices at present until the Company becomes profitable after which office space will be leased.

The Company's assets at this time are primarily intangible in nature and do not require separate facilities for storage or operation. Research and development are conducted at vendor locations on a shared-profits basis.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases. Pursuant to a Purchase and Sale Agreement dated November 18<sup>th</sup>, 2012, between Drake Gold Resources Inc. (now Universal Apparel & Textile Company), Eagle Oil Holding Company Inc. (now Green Stream Holdings Inc.), Paul Khan, Nathan Yoder and Peter Matousek & Hyams Family Trust, the Company owns a net revenue interest of 0.25% in the Glover Lease. This oil lease is located in Venango County, PA.

Pursuant to a Purchase and Sale Agreement dated August 7<sup>th</sup>, 2018, between Eagle Oil Holding Company Inc. (now Green Stream Holdings Inc.) and the Company, the Company owns the following assets in exchange for a \$10 million convertible note:

15% ownership of the following contracts and corresponding gold recovery of Minera Dynasty 1, Minera Linderos E and Proyecto Cecilia 1

20% membership interest in 375 Wall Construction LLC

36,642 preferred shares in Mike The Pike Productions Inc.

15% membership interest in Premier Equity Advisors LLC  
20% equity stake in Zorhek Aqua Farms Inc.  
15% of the title, rights and interest in Leolah Brown's  
autobiography 2.5% equity stake in Axilogy Consulting  
Corporation  
13% of the Blue Print Brand and 23% of Eagle Eye Mobile Radio Application  
20% membership interest in Talent-by-Talent LLC  
All of the membership interest in Pure Digital Technology LLC

All Eagle Oil's interest in the Frank Farm Lease, Venango County, PA.

Pursuant to a Purchase and Sale Agreement between Medican Enterprises Inc. and both the Company & Eagle Oil Holding Company Inc. (now Green Stream Holdings Inc.), the Company owns the following assets in exchange for a \$20 million convertible note:

Ownership of the book named, "Living The Hemp Life: An Argumentative Story About Marijuana", with an ISBN of 978-0-692-72998-4 published on July 19, 2016

Website named "Cannabud".

25% membership interest in Biodynamic Hemp  
LLC 12% non-dilutable equity stake in RBA  
Pharma Inc.  
5% non-dilutable equity stake in Axilogy Consulting  
Corporation 20% non-dilutable membership interest in  
Medmorized LLC 20% non-dilutable equity stake in  
CBDVITAPETZ Inc.  
3% non-dilutable equity stake in VitaCig Latino Inc.

25% non-dilutive equity stake in Vintage Scripts Pharmacy

Non-dilutive equity stake of 2% in Jamaican Earth Therapeutics Limited & a dilutive equity stake of 15%

60% ownership of the 60 acres of farmland in South Haven, Michigan (68811 Co Rd 384, South Haven, Michigan, 49090 with a parcel number of '80 09 019 017 00' in Geneva Township

10% non-dilutive equity stake in Green Gold Acquisitions Inc.

Pursuant to an Acquisition and Merger Agreement between TransGlobal Assets Inc., Kent Strickler and the Company dated November 28<sup>th</sup>, 2019, the Company sold its farmland in South Haven, Michigan in exchange for preferred shares to be issued. The Company will own 26.8% of the preferred shares outstanding. As of February 14, 2023, pursuant to an Acquisition and Merger Agreement between various parties, the preferred shares were cancelled in exchange for ownership of TransGlobal Asset's Monster Elixir subsidiary.

Pursuant to a Mutual Rescission And Amendments of Purchase and Sale Agreements dated May 13, 2020 between various parties including RBA Pharma Inc., The Now Corporation and Medican Enterprises Inc. (OTC:MDCN), Medican Enterprises Inc. canceled \$10 million convertible note plus accrued interest in the Company. The Company reduced its equity stake in RBA Pharma Inc. to 1%. This action was performed at the request of RBA Pharma Inc. that is looking to go public on various exchanges.

Pursuant to a Share Purchase-Agreement dated November 21, 2022 between the Company and Charles Stevens, the Company purchased a 40% membership interest in CJB Uphill Marketings and Holdings LLC. This California Company manufactures a CBD-Based Tattoo Lotion For All Stages of Tattoos. The consideration paid was a convertible note issued to Charles Stevens in the amount of \$650,000.

Pursuant to an Acquisition and Merger Agreement dated June 23, 2023 between the Company and Terry Vickery, Conrad Schott, Arie Szigeti and Phillip Williams, the Company acquired all of the membership interest of Sunshine Minerals Ltd. LLC, a company that trades and sells gold by consulting and financing downstream activities through long term and matured relationships. It works directly with legacy producers in East African community and surrounding producing countries. Furthermore, utilizing the majority vote provided by Ken Williams, Paul Khan and Juan Salazar, all officers and directors were removed other than Ken Williams AND Conrad Schott was appointed as President. All stock issuances by the Company and all membership issuance/re-issuance or transfers by Terry Vickery, Conrad Schott, Arie Szigeti and Phillip Williams of their membership interest in Sunshine Minerals Ltd.

LLC., shall be completed NO LATER than December 31, 2023. Sunshine Minerals Ltd. LLC., attests that their current value is \$1,100,000.

Pursuant to a Purchase and Sale Agreement dated July 22, 2024 between the Company and Emilia Carpinisan, the Company acquired artificial intelligence company, CIVET USA. On October 17, 2024, Emilia Carpinisan resigned and on October 22<sup>nd</sup>, 2024, the entire transaction was rescinded.

Pursuant to a Stock Purchase Agreement dated October 22<sup>nd</sup>, 2024 between the Company and VGTel Inc., the Company acquired subsidiaries, Green Rain Solar Inc. and M Love Vintage Holdings Inc. As consideration, the Company was to give 50% of the controlling preferred stock to VGTel Inc. As of October 23<sup>rd</sup>, 2024, Ken Williams resigned with the contemporaneous appointment of Alfredo Papadakis, previous CEO of VGTel. These acquisitions will be reflected on the annual disclosure statement.

During the fourth quarter of 2024, the Company re-evaluated its Green Stream and Medican assets and decided to write down these assets for the following reasons:

**Green Stream Assets:** The write-down was driven by a strategic shift in focus toward developing the newly acquired Green Rain Solar Inc. and M Love Vintage Holdings Inc. assets.

**Medican Assets:** Due to a significant market correction in the cannabis sector, the Company deemed it necessary to write down the Medican assets to reflect current market conditions. A valuation analysis will be performed in 2025 to reassess their value.

The Company is also re-negotiating convertible debts related to these assets and plans to adjust the convertible notes during fiscal 2025 upon successful completion of negotiations. Additionally, the Company divested its oil and gas leases in Venango County, PA to offset consulting expenses. This proactive approach aims to strengthen the Company's financial position and align debt obligations with its revised strategic direction.

Pursuant to Convertible Debt Exchange And Off-Road EV Development Agreement dated February 4th, 2025 between the Company and Medican Enterprises Inc., Medican cancelled \$5,000,000 of debt for the Company to research, develop, and produce an off-road electric vehicle with profits being split equally once produced and sold

Pursuant to a Purchase and Sale Agreement dated May 1st, 2025 between the Company and Arowana Media Holdings Inc., the Company sold M Love Vintage Holdings Inc. in exchange for 65.7% of the not yet issued control block of Arowana Media Holdings Inc.

Pursuant to a Purchase and Sale Agreement dated May 20, 2025 between the Company and TransGlobal Assets Inc., the Company sold its stake in the "Incued Fintech App" in exchange for a convertible note of \$300,000.

## **6) All Officers, Directors, and Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title / Director/ Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Alfredo Papadakis	Officer/ Director/+5%	Pasadena, California	1,302,000	Preferred	52%	Alfredo Papadakis

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

## 7) Legal/Disciplinary History

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

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

No

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

No

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties

thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

**As of September 9th, 2022, the Company received a default judgment against it for \$150,000 plus default interest from Jeanne E. Huffman, trustee with respect to the bankruptcy of Kent Strickler. The Company could not defend itself because it was served by registered mail instead of through a process server. The judgment was then assigned to Floyd White of New Castle, Delaware. Attempts to settle the judgment have been unsuccessful and frustrating due to Mr. White's wild conspiracy theories and racist comments.**

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

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

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Peter Campitiello  
Firm: Lucosky Brookman  
Address 1: 101 Wood Avenue South, Woodbridge  
Address 2: New Jersey, 08830  
Phone: 732-395-4400  
Email: [pcampitiello@lucbro.com](mailto:pcampitiello@lucbro.com)

### Accountant or Auditor

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

### Investor Relations

X: @GreenRainEnergy  
Discord:  
LinkedIn  
Facebook: \_\_\_\_\_  
[Other ]

### *All other means of Investor Communication:*

X (Twitter):  
Discord:  
LinkedIn  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

### Other Service Providers

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

Name: Paul Khan  
Firm:  
Nature of Services: Consulting  
Address 1:  
Address 2:  
Phone:  
Email: [paulkhanstein@yahoo.ca](mailto:paulkhanstein@yahoo.ca)

## 9) Disclosure & Financial Information

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

A. Name: **Paul Khan**  
Title: **Consultant**  
Relationship to Issuer: **Served as a Consultant for the Company for over five years.**

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: **Alfredo Papadakis**  
Title: **CEO**  
Relationship to Issuer: **Serve as CEO and sole member of company Board of Directors**  
Describe the qualifications of the person or persons who prepared the financial statements: **Mr. Papadakis has been an entrepreneur and director for multiple private and public companies and has prepared their financial statements.**

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.

## 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, Alfredo Papadakis, certify that:

1. I have reviewed this June 30, 2025 Quarterly Disclosure Statement for THE NOW CORPORATION;
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.

August 18th, 2025

/s/ Alfredo Papadakis

CEO's Signature

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

### *Principal Financial Officer:*

I, Alfredo Papadakis, certify that:

1. I have reviewed this June 30, 2025 Quarterly Disclosure Statement for THE NOW CORPORATION;
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.

August 18th, 2025

/s/ Alfredo Papadakis

CEO's Signature

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

**Green Rain Energy Holdings Inc.**  
**Financial Statements**  
**Balance Sheet**  
**For the Periods Ended June 30, 2025 & December 31, 2024**  
**Unaudited**

	June 30, 2025	December 31, 2024
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash on hands in bank		
Pre-paid R&D – Off-road EV	5,000,000	
Note Receivable	300,000	
<b>Total current assets</b>	<b>5,300,000</b>	<b>-</b>
<b>Property, plant &amp; Equipment</b>		
Green Stream assets	10,000,000	10,000,000
Write-down to Green Stream assets (Note 6)	(9,500,000)	(9,500,000)
Medican assets	20,000,000	20,000,000
Write-down to Medican assets (Note 6)	(12,500,000)	(12,500,000)
Oil and Gas Leases	41,600	41,600
Divestment of Oil and Gas Leases	(41,600)	(41,600)
CJB Uphill Asset	650,000	650,000
Divestment of CBJ Uphill Assets	(650,000)	(650,000)
Obsidian Performance Group Asset	7,802,628	
Write-down to Obsidian Performance Group Asset (Note 6)	(7,802,628)	(7,802,628)
Monster Elixir	150,000	150,000
Divestment of Monster Elixir	(150,000)	(150,000)
Sunshine Minerals Ltd. LLC	1,100,000	1,100,000
Write-down to Sunshine Minerals Ltd. LLC (Note 6)	(1,100,000)	
Green Rain Solar Inc.	400,000	400,000
M Love Vintage Holdings Inc.	15,000	15,000
Divestment of M Love Vintage Holdings Inc.	(15,000)	
<b>Total Assets</b>	<b>\$ 13,700,000</b>	<b>\$ 1,712,372</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accounts payable	26,937	26,937
<b>Total Current Liabilities</b>	<b>26,937</b>	<b>26,937</b>
<b>Long-term Liabilities</b>		
Operational Loans	120,985	120,985
Convertible debt	4,768,002	3,397,027
Accrued payroll expenses	382,697	382,697
Bio-Fuel Note Payable	0	0
Medican Note Payable	27,900,882	31,719,418
CBJ Uphill Note Payable	800,359	769,280
<b>Total Long-term Liabilities</b>	<b>33,972,926</b>	<b>36,389,408</b>
<b>Total Liabilities</b>	<b>33,999,863</b>	<b>36,416,345</b>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred Stock, par value \$0.001, 2,500,000 Authorized 2,500,000 issued and outstanding at 06/30/25 and 12/31/24	2,500	2,500
Common Stock, par value \$0.001, 10,000,000,000 Authorized 14,646,806 issued and outstanding at 06/30/25 and 6,123,284,813 issued and outstanding at 12/31/24	14,647	6,123,285
Additional paid in capital	(2,687,126)	(24,684,944)
Accumulated Deficit	(16,144,813)	(13,379,297)
Current earnings	(1,485,071)	(2,765,516)
<b>Total Stockholders' equity</b>	<b>(20,299,863)</b>	<b>(34,703,973)</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 13,700,000</b>	<b>\$ 1,712,372</b>

**Green Rain Energy Holdings Inc.**  
**Statements of Income and**  
**Retained Earnings (Deficit)**  
**For the Six Months Ended June 30, 2025 & June 30, 2024**  
**Unaudited**

	June 30, 2025	June 30, 2024
<b>Revenue</b>	\$ 2,630	\$ 0
<b>Operating Expenses</b>		
Advertising & promotion		
Auto expense	2,930	
Bank fees	1,433	
Business Licenses		
Edgar fees	1,000	
Commission expense	3,650	
Consulting	60,100	
Insurance		
Interest and bank fees	1,393,662	1,333,501
Adjustment to previous period interest expense		
Office expense	500	
Payroll expense	1,000	
Payroll expense – stock based		
PR services	1,749	
Professional fees		
Registered Agent1	1,209	
Rent	10,300	
Repair & maintenance		
Travel	10,168	
<b>Total Expenses</b>	<u>1,487,701</u>	<u>1,333,501</u>
<b>Net Operating Loss</b>	<u>\$ (1,485,071)</u>	<u>\$ (1,333,501)</u>
<b>Net Income</b>	(1,485,071)	(1,333,501)
<b>Retained earnings (Deficit);</b>		
<b>Beginning of period</b>	(16,144,813)	(13,379,297)
<b>End of Period</b>	<u>\$ (17,629,884)</u>	<u>\$ (14,712,798)</u>

**Green Rain Energy Holdings Inc.**  
**Statements of Stockholders' Equity**  
**June 30, 2025**  
**Unaudited**

	Common Stock		Preferred Stock		Paid-in Capital	Accum. Deficit	Total Stockholders' Equity
	Shares	Amount	Amount	Amount			
Balance, December 31, 2017	431,751,716	\$ 431,752			\$ 220,577	(1,771,611)	(1,119,282)
Net income (loss) FYE December 31, 2018						(328,349)	(328,349)
Balance, December 31, 2018	431,751,716	\$ 431,752			\$ 220,577	(2,099,960)	(1,447,631)
Net income (loss) FYE December 31, 2019						(3,261,481)	(3,261,481)
Balance, December 31, 2019	431,751,716	\$ 431,752			\$ 220,577	(5,361,441)	(4,709,112)
Stock Issuance	85,000,000	\$ 85,000					85,000
Stock Issuance	202,571,427	\$ 202,571					202,571
Note settlement					\$ 9,551,823		9,551,823
Net income (loss) FYE December 31, 2020						(1,299,054)	(1,299,054)
Balance, December 31, 2020	719,323,143	\$ 719,323			\$ 9,772,400	(6,660,495)	3,831,228
Stock Issuance	796,551,876	\$ 796,552			\$ (300,000)		496,552
Net income (loss) FYE December 31, 2021						(2,456,165)	(2,456,165)
Balance, December 31, 2021	1,515,875,019	\$ 1,515,875			\$ 9,472,400	(9,116,660)	1,871,615
Stock Issuance	1,028,571,428	\$ 1,028,571					1,028,571
Note Settlement and Write-down					\$ (8,611,924)		(8,611,924)
Net income (loss) FYE December 31, 2022						(2,703,342)	(2,703,342)
Balance, December 31, 2022	2,544,446,447	\$ 2,544,446			\$ 860,476	(11,820,002)	(8,415,080)
Stock Issuance	3,092,138,366	\$ 3,092,138			\$ (2,155,494)		936,644
Net income (loss) December 31, 2023						(1,559,295)	(1,559,295)
Balance, December 31, 2023	5,636,584,813	5,636,585			(1,295,018)	(13,379,297)	(9,037,730)
Stock Issuance	486,700,000	\$ 486,700			\$ (1,000,767)		(514,067)
Adjustment for previous period Preferred Stock Issuance			2,500,000	\$ 2,500	\$ (22,389,159)		(22,386,659)
Net income (loss) December 31, 2024						(2,765,516)	(2,765,516)
Balance, December 31, 2024	6,123,284,813	6,123,285	2,500,000	2,500	(24,684,944)	(16,144,813)	(34,703,972)
Stock Issuance	600,000,000	\$ 600,000			\$ 1,216,777		1,816,777
Adjustment per 500:1 reverse-post split basis	1,200,236	\$(6,708,638)			\$ 20,781,041		14,072,403
Net income (loss) June 30, 2025						(1,485,071)	(1,485,071)
Balance, June 30, 2025	14,646,806	14,647	2,500,000	2,500	(2,687,126)	(17,629,884)	(20,299,863)

**Green Rain Energy Holdings Inc.**  
**Statements of Cash Flow**  
**For the Six Months Ended**  
**June 30, 2025 & June 30, 2024**  
**Unaudited**

	2025	2024
<b>OPERATING ACTIVITIES</b>		
Net Income (Loss)	(1,485,071)	(1,333,501)
Adjustments to reconcile net Income (Loss) to net cash provided by operations		
Decrease (increase) in operation loans		
Decrease (increase) in accounts payable		143,924
Decrease (increase) in accrued payroll		
Decrease (increase) in stock options		
<b>Net cash provided by operating activities</b>	<b>(1,485,071)</b>	<b>(1,189,577)</b>
<b>INVESTING ACTIVITIES</b>		
Asset acquisition/divestment		-
<b>Net cash provided by investment activity</b>		<b>-</b>
<b>FINANCING ACTIVITIES</b>		
Decrease (increase) in Convertible Debt	(1,370,975)	(778,905)
Decrease (increase) in notes payable	1,894,991	(1,247,474)
Stock issuance of shares	600,000	486,700
Paid in Capital	21,997,818	(1,000,767)
<b>Net cash provided by financing activities</b>	<b>23,121,834</b>	<b>(2,540,446)</b>
<b>NET INCREASE (DECREASE) IN CASH DURING THE PERIOD</b>	<b>-</b>	<b>-</b>
<b>CASH BALANCE, BEGINNING OF PERIOD</b>	<b>-</b>	<b>-</b>
<b>CASH BALANCE, END OF PERIOD</b>	<b>-</b>	<b>-</b>

**Green Rain Energy Holdings Inc.**  
**Earnings (net loss) Per Share Calculations**  
**for The Period Ending June 30, 2025**

Net Loss for 6 Months Ending June 30, 2025		(1,485,071)
Number of Shares as of December 31, 2024	6,123,284,813	
Number of Shares as of June 30, 2025	14,646,806	
Weighted Average Number of Shares	3,068,965,809	3,068,965,809
Loss Per Share		\$ (0.000484)

**GREEN RAIN ENERGY HOLDINGS INC.**  
**NOTES TO UNAUDITED FINANCIAL STATEMENTS**  
**JUNE 30, 2025**

**NOTE 1. GENERAL ORGANIZATION AND BUSINESS**

Green Rain Energy Holdings Inc. (The Company) was originally organized in the state of Nevada on November 23, 1993 as Handell-Graff, Inc. On March 17, 1999, the company's name was changed to Healthcomp Evaluation Services Corporation when it filed a 10SB and became a fully reporting registered corporation. On August 16, 2002 under rule 12g-4(a)(1)(i) the Company terminated its registration and shortly thereafter on December 31, 2002 changed its name to Exemplar International, Inc. The corporation was subsequently abandoned. On July 25, 2006, the Company was reorganized and the Eight Judicial District Court of Clark County, Nevada appointed a custodian and directed that 200,000,000 shares be issued as controlling interest.

On October 6, 2006, the controlling interest in the company was sold and the Company's name was changed to Green Rain Energy Holdings Inc.. On March 17, 2013, the controlling interest in the Company was acquired by a group that included Peter Matousek. With the Change-of-Control the operations have moved from Scottsdale, Arizona to Palm Beach, Florida.

Peter Matousek resigned all positions on December 20<sup>th</sup>, 2018, with the subsequent appointment of Ken Williams.

Effective June 23, 2023 through the majority vote provided by Ken Williams, Paul Khan and Juan Salazar, all officers and directors were removed other than Ken Williams AND Conrad Schott was appointed as President.

Effective July 22, 2024, Ken Williams resigned from all positions held with the company. Concurrently, Emilia Carpinisan was appointed to his previous roles. Additionally, Conrad Schott was removed from his position by majority vote.

On October 17, 2024, Emilia Carpinisan resigned and concurrently, Ken Williams was appointed to her previous roles.

As of October 23, 2024, Ken Williams resigned with the contemporaneous appointment of Alfredo Papadakis.

Effective January 23, 2025, the Company changed its corporate domicile from the State of Nevada to the State of Wyoming and, in connection therewith, changed its corporate name from The Now Corporation to The Now Corporation I. Subsequently, on April 1, 2025, the Company changed its name to Green Rain Energy Holdings Inc.

For the month of June 2025, the company underwent a 500-1 reverse stock split; a name change from The Now Corporation to Green Rain Energy Holdings Inc.; and a symbol change to GREH.

## **NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES**

### **Financial Statement Presentation**

The balance sheet presentation herein includes all assets and liabilities at historical cost. The Company has on occasion issued shares of its common stock in exchange for certain services from the Company's Officers & Directors, business consultants and vendors. The stock has been issued at the fair-valued-based method. The cost of these services has been expensed in the period when the services were performed. No costs of services that were paid with stock have been capitalized.

### **Accounting Basis**

The statements were prepared following generally accepted accounting principles of the United States of America consistently applied.

### **Fiscal Year**

The Company operates on a December 31<sup>st</sup> fiscal year end.

### **Stock Based Compensation**

The Company has on occasion issued equity and equity linked instruments to non-employees in lieu of cash to various vendors for the receipt of goods and services and, in certain circumstances the settlement of short-term loan arrangements. The applicable GAAP guidance establishes that share-based payment transactions with non-employees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

### **Recent Accounting Guidance**

The Company has evaluated the recent accounting pronouncements through ASU 2015-16 The Company believes that none of the other pronouncements will have a material effect on the company's financial statements.

## **NOTE 3. GOING CONCERN**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of its assets and the liquidation

of its liabilities in the normal course of business. Management plans to continue to seek funding from its shareholders and other qualified investors to pursue its business plan. The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish this and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

#### **NOTE 4. STOCKHOLDERS' EQUITY**

##### Common Stock

The Company is authorized to issue 10,000,000,000 shares of common stock, par value \$0.001 and as of June 30, 2025, had 14,646,806 common shares issued and outstanding. The Company is authorized to issue 2,500,000 shares of preferred stock, par value \$0.001 and as of June 30, 2025 had 2,500,000 preferred shares issued and outstanding.

#### **NOTE 5. OIL AND GAS LEASE WITH RELATED PARTY**

On May 8, 2013, the Company acquired the rights to a lease dated September 6, 2012, between Drake Gold Resources, Inc. and Hyams Family Trust involving several leases including an area known as the Rensma lease. The Company acquired an 87.5% net revenue interest in the Rensma lease described as including 559 acres in the Van-SGL 45 area of the Cranberry Township in Venango County, Pennsylvania, on which are 147 low production oil wells. The Company acquired the rights to only the Rensma lease. Mr. Peter Matousek, the CEO of Drake Gold Resources, Inc. is also a Director and the Public Relations Officer of the Company.

The Company's net revenue interest in the Rensma lease is 87.5%. Terms of the lease require the Company to pay 50% of its net revenue interest from production to the original lease holder (Hyams Family Trust) until a total of \$130,783 is paid whereupon title to the lease will be transferred to the Company. The other 50% of the net revenue interest is to be reinvested into the rework of the wells until the \$130,783 is fully paid at which time the Company will receive its full 87.5% working interest with the continuing obligation to reinvest 50% of its working interest until all of the 147 wells have been reworked.

Upon receipt of title to the lease, the Company is obligated to pay 12.5% of its 87.5% working interest to the original lease holder (Hyams Family Trust) for a period of three (3) years. Should the Company drill any new wells, it is obligated to pay 12.5% from its working interest to the original lease holder (Hyams Family Trust) for a period of three (3) years.

A condition of the lease purchase requires the Company to provide rework development funding to bring two wells back into production each month, weather permitting. Drake Gold Resources, Inc. will also be entitled to a pro-rated ownership in any well it invests rework capital.

The Company's obligation of \$130,783 related to the acquisition of the lease has been Capitalized.

Pursuant to a Purchase and Sale Agreement dated November 18, 2013, Hyams Family Trust assigned a net royalty interest of 0.25% of the Glover Lease in Venango County, PA., in exchange for the rights, privileges and ownership of all of the Company's oil and gas assets.

## **NOTE 6      OTHER ASSETS AND RELATED DEBT**

Pursuant to a Purchase and Sale Agreement dated August 7<sup>th</sup>, 2018, between Eagle Oil Holding Company Inc. (now Green Stream Holdings Inc.) and the Company, the Company owns the following assets in exchange for a \$10 million convertible note:

15% ownership of the following contracts and corresponding gold recovery of Minera Dynasty 1, Minera Linderos E and Proyecto Cecilia 1

20% membership interest in 375 Wall Construction LLC

36,642 preferred shares in Mike The Pike Productions Inc.

15% membership interest in Premier Equity Advisors LLC

20% equity stake in Zorhek Aqua Farms Inc.

15% of the title, rights and interest in Leolah Brown's autobiography

2.5% equity stake in Axilog Consulting Corporation

13% of the Blue Print Brand and 23% of Eagle Eye Mobile Radio Application

20% membership interest in Talent-by-Talent LLC

All of the membership interest in Pure Digital Technology LLC

All Eagle Oil's interest in the Frank Farm Lease, Venango County, PA.

Pursuant to a Joint Venture Agreement dated January 5<sup>th</sup>, 2019, between Zenapay Inc., and the Company, the Company purchased a 1% equity stake in Zenapay Inc. for a \$350,000 convertible note. In addition, the Company provided an additional \$100,000 convertible note to be used to help absorb the costs of digital computations and storage capacity, including bandwidth consumption needs. Programmers will also be required for special development. The Joint Venture was formed in order to join forces with Zenapay to utilize the expertise of Now's CEO, Ken Williams' 30 years of systems development and systems security, He will design a private network for blockchain related implementations that will add an extra layer of security to the blockchain nodes. By doing this, new, private cyber coins can be issued on such private networks. Due to non-performance, this has been canceled.

Pursuant to a Purchase and Sale Agreement between Medican Enterprises Inc. and both the Company & Eagle Oil Holding Company Inc. (now Green Stream Holdings Inc.), the Company owns the following assets in exchange for a \$20 million convertible note:

Ownership of the book named, “Living The Hemp Life: An Argumentative Story About Marijuana”, with an ISBN of 978-0-692-72998-4 published on July 19, 2016

Website named “Cannabud”.

25% membership interest in Biodynamic Hemp LLC

12% non-dilutable equity stake in RBA Pharma Inc.

5% non-dilutable equity stake in Axilogy Consulting Corporation

20% non-dilutable membership interest in Medmorized LLC

20% non-dilutable equity stake in CBDVITAPETZ Inc.

3% non-dilutable equity stake in VitaCig Latino Inc.

25% non-dilutive equity stake in Vintage Scripts Pharmacy

Non-dilutive equity stake of 2% in Jamaican Earth Therapeutics Limited & a dilutive equity stake of 15%

60% ownership of the 60 acres of farmland in South Haven, Michigan (68811 Co Rd 384, South Haven, Michigan, 49090 with a parcel number of '80 09 019 017 00' in Geneva Township

10% non-dilutive equity stake in Green Gold Acquisitions Inc.

Pursuant to a Bio-Fuel Industrial Joint Venture Agreement between the Company and Curtis Johnson dated August 11<sup>th</sup>, 2019, the Company issued a convertible note for \$1,250,000 convertible note. Curtis Johnson provided 400 acres of land for year 2020; 1000 acres for year 2021 until the end of the agreement in North Dakota He will also supply agricultural hardware, and experienced labor. The Joint Venture was formed for the purpose of growing Industrial hemp and the development of Hemp Bio-Fuel, not excluding, food, paper, and textiles. The focus is to move towards the supply of fuel caused by the eventual rise of hemp-powered vehicles since industrial hemp is already making headlines, especially as an alternative energy source. The Company wrote off this asset and convertible note for the quarter ending December 31st, 2023.

Pursuant to an Acquisition and Merger Agreement between TransGlobal Assets Inc., Kent Strickler and the Company dated November 28<sup>th</sup>, 2019, the Company sold its farmland in South Haven, Michigan in exchange for preferred shares to be issued. The Company will own 26.8% of the preferred shares outstanding. As of February 14, 2023, pursuant to an Acquisition and Merger Agreement between various parties, the preferred shares were cancelled in exchange for ownership of TransGlobal Asset's Monster Elixir subsidiary.

Pursuant to a Mutual Rescission And Amendments of Purchase and Sale Agreements dated May 13, 2020 between various parties including RBA Pharma Inc., Green Rain Energy Holdings Inc. and Medican Enterprises Inc. (OTC:MDCN), Medican Enterprises Inc. canceled \$10 million convertible note plus accrued interest in the Company. The Company reduced its equity stake in

RBA Pharma Inc. to 1%. This action was performed at the request of RBA Pharma Inc. that is looking to go public on various exchanges.

Pursuant to a Human Imaging Diagnostic Joint Venture between Hollywood Diagnostics Center and the Company dated August 28, 2020, the Company issued a convertible note for \$200,000 as part of its contribution. This asset was not recorded previously on the company's balance sheet and was reconciled as of December 31, 2023. The Company wrote off this asset and convertible note for the quarter ending December 31st, 2023.

Pursuant to a Purchase and Sale Agreement between the Company, Monster Elixir Inc., a TransGlobal Assets Inc. (OTC:TMSH) subsidiary and Robin Brown & Alan Alston, the Company sold 15% of its stake in Vintage Scripts Pharmacy to Monster Elixir Inc., for the use of Monster Elixir's applied for Michigan Medical Marijuana License to increase sales and profits of Vintage Scripts Pharmacy to the benefit of the Sellers.

Pursuant to a Share Purchase Agreement dated January 24, 2022 between the Company, Rudolph Byfield and Obsidian Performance Group, the Company purchased a 28% non-dilutable stake in Obsidian Performance Group that owns the trademark, "Celldratrion". It is a manufacturer and distributor of enhanced premium water products with a clear plan to share its functional water and eco-friendly packaging globally. Both companies will collaborate on the development of various line extensions, including flavored & CBD infused beverages. The consideration paid was a convertible note issued to Rudolph Byfield in the amount of \$7,400,000. On October 10, 2022, the Company was contacted by an attorney for Brazil Society LLC stating that it had a default judgment for \$10,868.08 against Obsidian. This was never disclosed by Rudolph Byfield. Furthermore, Mr. Byfield made some material misrepresentations causing the Company to provide additional capital. He also threatened to put his company into bankruptcy. His convertible note has been canceled and the Company is contemplating legal action against him.

Pursuant to a Share Purchase Agreement dated July 29, 2022 between the Company, Fernando Londe and MePeeps Inc., the Company purchased a 28% non-dilutable stake in MePeeps Inc. MePeeps Inc. is a revolutionary social media company which supports free speech by not flagging, blocking or manipulating posts. The consideration paid was a convertible note issued to Fernando Londe in the amount of \$1,800,000. The Company wrote off this asset and convertible note for the quarter ending December 31st, 2023.

Pursuant to a Share Purchase-Agreement dated November 21, 2022 between the Company and Charles Stevens, the Company purchased a 40% membership interest in CJB Uphill Marketings and Holdings LLC. This California Company manufactures a CBD-Based Tattoo Lotion For All Stages of Tattoos. The consideration paid was a convertible note issued to Charles Stevens in the amount of \$650,000.

Pursuant to an Acquisition and Merger Agreement dated June 23, 2023 between the Company

and Terry Vickery, Conrad Schott, Arie Szigeti and Phillip Williams, the Company acquired all of the membership interest of Sunshine Minerals Ltd. LLC, a company that trades and sells gold by consulting and financing downstream activities through long term and matured relationships. It works directly with legacy producers in East African community and surrounding producing countries. Furthermore, utilizing the majority vote provided by Ken Williams, Paul Khan and Juan Salazar, all officers and directors were removed other than Ken Williams AND Conrad Schott was appointed as President. All stock issuances by the Company and all membership issuance/re-issuance or transfers by Terry Vickery, Conrad Schott, Arie Szigeti and Phillip Williams of their membership interest in Sunshine Minerals Ltd. LLC., shall be completed NO LATER than December 31, 2023. Sunshine Minerals Ltd. LLC., attests that their current value is \$1,100,000.

On July 22, 2024, the Company entered into a Purchase and Sale Agreement with Emilia Carpinisan for the acquisition of all outstanding shares of CIVET USA, a leading artificial intelligence firm. As part of the consideration for this acquisition, the Company has agreed to issue a total of 406,000 Preferred Shares to Emilia Carpinisan. These shares will be issued at the earliest practicable opportunity, in accordance with the terms outlined in the agreement. The transaction represents a strategic move by the Company to expand its presence in the artificial intelligence sector.

On October 17, 2024, Emilia Carpinisan resigned from her position(s), and Ken Williams was appointed as her successor. Additionally, on October 22, 2024, the Company rescinded the Purchase and Sale Agreement, dated July 22, 2024, with the acquired artificial intelligence company, CIVET USA

On October 22, 2024, pursuant to a Stock Purchase Agreement between the Company and VGTel Inc., the Company acquired the subsidiaries Green Rain Solar Inc. and M Love Vintage Holdings Inc. As part of the consideration for these acquisitions, the Company agreed to issue 50% of its controlling preferred stock to VGTel Inc. On October 23, 2024, Ken Williams resigned, and Alfredo Papadakis, the former CEO of VGTel, was appointed as his successor. These acquisitions will be reflected in the Company's annual disclosure statement.

During the fourth quarter of 2024, the Company re-evaluated its Green Stream and Medican assets and decided to write down these assets for the following reasons:

**Green Stream Assets:** The write-down was driven by a strategic shift in focus toward developing the newly acquired Green Rain Solar Inc. and M Love Vintage Holdings Inc. assets.

**Medican Assets:** Due to a significant market correction in the cannabis sector, the Company deemed it necessary to write down the Medican assets to reflect current market conditions. A valuation analysis will be performed in 2025 to reassess their value.

The Company is also re-negotiating convertible debts related to these assets and plans to adjust the convertible notes during fiscal 2025 upon successful completion of negotiations.

Additionally, the Company divested its oil and gas leases in Venango County, PA to offset consulting expenses.

This proactive approach aims to strengthen the Company's financial position and align debt obligations with its revised strategic direction.

Pursuant to Convertible Debt Exchange And Off-Road EV Development Agreement dated February 4th, 2025 between the Company and Medican Enterprises Inc., Medican Enterprises Inc. cancelled \$5,000,000 of debt for the Company to research, develop, and produce an off-road electric vehicle with profits being split equally once produced and sold.

Pursuant to a Purchase and Sale Agreement dated May 1st, 2025 between the Company and Arowana Media Holdings Inc., the Company sold M Love Vintage Holdings Inc. in exchange for 65.7% of the not yet issued control block of Arowana Media Holdings Inc.

Pursuant to a Purchase and Sale Agreement dated May 20, 2025 between the Company and TransGlobal Assets Inc., the Company sold its stake in the "Incued Fintech App" in exchange for a convertible note of \$300,000.

For the month of June 2025, the company underwent a 500-1 reverse stock split; a name change from The Now Corporation to Green Rain Energy Holdings Inc.; and a symbol change to GREH