

GREEN STREAM HOLDINGS INC.

FORM 10-Q (Quarterly Report)

Filed 12/20/23 for the Period Ending 10/31/23

Address	201 E. FIFTH STREET SUITE 100 SHERIDAN, WY, 82801
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: October 31, 2023

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-36843

GREEN STREAM HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Wyoming
(State or other jurisdiction of
incorporation or organization)

20-1144153
(I.R.S. Employer
Identification No.)

201 E. Fifth Street, Suite 100
Sheridan, WY
(Address of principal executive offices)

82801
(Zip Code)

(310) 230-0240
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☒
Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	GSFI	OTC Markets

The number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of December 19, 2023
Common Stock, \$0.001 par value per share	6,541,760,129

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PART I – FINANCIAL INFORMATION

Item 1. Interim Financial Statements.

GREEN STREAM HOLDINGS, INC. **CONSOLIDATED CONDENSED BALANCE SHEETS** **ON OCTOBER 31, 2023 & APRIL 30, 2023** **(UNAUDITED)**

	October 31, 2023	April 30, 2023
ASSETS		
Current Assets		
Cash	\$ 62	\$ —
Total Current Assets	<u>62</u>	<u>—</u>
Fixed Assets		
Vehicles net of depreciation (Note 3)	<u>—</u>	<u>55,930</u>
Other Assets		
Other assets	<u>725,935</u>	<u>725,935</u>
TOTAL ASSETS	<u><u>\$ 725,997</u></u>	<u><u>\$ 781,865</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
Current Liabilities		
Accounts Payable	\$ 251,700	\$ 248,064
Other Current Liabilities (Note 11)	—	52,378
Accrued Interest Payable	119,529	108,171
Due to related party (Note 7)	—	—
Notes Payable (Note 8)	246,000	246,000
Convertible Notes Payable (Note 9)	112,170	176,420
Total Current Liabilities	<u>729,399</u>	<u>831,033</u>
TOTAL LIABILITIES	729,399	831,033
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred A Stock, \$.001 par value 1,000,000 Authorized 53,000 Issued and Outstanding on October 31, 2023, and on April 30, 2023, respectively	53	53
Preferred B Stock, \$.001 par value 1,000,000 Authorized 600,000 Issued and Outstanding on October 31, 2023, and on April 30, 2023, respectively	600	600
Preferred C Stock, \$.001 par value 10,000,000 Authorized 760,000 Issued and Outstanding on October 31, 2023, and on April 30, 2023, respectively	760	760
Common Stock, \$.001 par value 10,000,000,000 Authorized 6,541,760,129 Issued and Outstanding on October 31, 2023, and 5,490,239,323 on April 30, 2023	6,541,760	5,490,239
Additional paid-in-capital	8,278,400	9,269,123
Accumulated deficit	(14,824,975)	(14,809,943)
Total Stockholders' Equity (Deficit)	<u>(3,402)</u>	<u>(49,168)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u><u>\$ 725,997</u></u>	<u><u>\$ 781,865</u></u>

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

GREEN STREAM HOLDINGS, INC.
CONSOLIDATED CONDENSED STATEMENT OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2023 & OCTOBER 31, 2022
(UNAUDITED)

	3 Months Ended October 31, 2023	3 Months Ended October 31, 2022	6 Months Ended October 31, 2023	6 Months Ended October 31, 2022
REVENUES:				
Sales	\$ 18,000	\$ —	\$ 38,227	\$ —
TOTAL REVENUE	18,000	—	38,227	—
COST OF SALES	—	—	—	—
GROSS MARGIN	18,000	—	38,227	—
OPERATING EXPENSES:				
Administrative expenses	60	19	187	704
Advertising & Promotion	—	—	—	—
Depreciation and amortization	—	—	—	—
Travel	8,103	27,503	8,103	37,318
Insurance	—	—	—	—
Legal Fees	—	28,500	—	40,500
Professional Fees	9,840	8,500	29,974	8,500
Transfer agent	3,637	—	3,637	—
Rent	—	—	—	—
Total Operating expenses	21,640	64,522	41,901	87,022
NET OPERATING INCOME/ LOSS	(3,640)	(64,522)	(3,674)	(87,022)
OTHER INCOME/(EXPENSE)				
Impairment expense	—	—	—	—
Finance and interest fees	(11,358)	(5,085)	(11,358)	(11,178)
NET INCOME/(LOSS)	\$ (14,998)	\$ (69,607)	\$ (15,032)	\$ (98,200)
Basic and Diluted Loss per Common Share	\$ —	\$ —	\$ —	\$ —
Weighted Average Number of Common Shares Outstanding	6,541,760,129	4,053,027,805	6,541,760,129	4,053,027,805

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

Green Stream Holdings, Corp.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED OCTOBER 31, 2023 & OCTOBER 31, 2022
(UNAUDITED)

	Preferred Shares		Common Stock		Additional	Accumulated	Total
	Shares	Value	Shares	Amount	Paid-In	Deficit	Stockholders'
					Capital		Equity
Balance April 30, 2020	1,413,000	\$ 1,413	26,700,655	\$ 26,701	\$ 864,540	\$ (369,062)	\$ 523,592
Issuance of Common Shares for Liabilities	—	—	1,000,000	1,000	28,000	—	29,000
Issuance of Common Shares for Services	—	—	24,720,000	24,720	4,874,025	—	4,898,745
Issuance of Common Shares for REG A	—	—	104,581,257	104,581	3,606,389	—	3,710,970
Issuance of Common Shares for Stock Dividend	—	—	723,893	724	(724)	—	—
Cancellation of Common Shares for Settlement Shares issued for settlement	—	—	2,233,335	2,233	—	—	2,233
Net Loss April 30, 2021	—	—	—	—	(8,956,197)	(8,956,197)	—
Balance April 30, 2021	1,413,000	\$ 1,413	159,959,140	\$ 159,959	\$ 9,372,230	\$ (9,325,259)	\$ 208,343
Issuance of Common shares for services	—	—	16,143,000	16,143	1,105,767	—	1,122,910
Issuance of Common shares for REG A	—	—	167,729,184	167,729	3,050,740	—	3,218,469
Issuance of Common shares for Debt Conversion	—	—	184,597,216	184,597	196,044	(1,127,753)	(747,112)
Issuance of Common shares for Stock Dividend	—	—	1,725,275	1,725	(1,725)	—	—
Net Loss April 30, 2022	—	—	—	—	—	(4,545,830)	(4,545,830)
Balance April 30, 2022	1,413,000	\$ 1,413	530,153,815	\$ 530,154	\$ 13,723,056	\$ (14,623,293)	\$ (368,670)
Issuance of Common Shares for Debt Conversion	—	—	2,412,069,229	2,412,069	(2,429,421)	—	(17,352)
Net Loss July 31, 2022	—	—	—	—	—	(27,780)	(27,780)
Balance July 31, 2022	1,413,000	\$ 1,413	2,942,223,044	\$ 2,942,223	\$ 11,293,635	\$ (14,651,073)	\$ (413,802)
Cancel of Common Shares for Debt Conversion Error	—	—	(25,000,000)	(250,000)	25,000	—	(225,000)
Issuance of Common Shares for Warrants	—	—	1,360,804,761	1,360,805	(817,238)	—	543,567
Net Loss October 31, 2022	—	—	—	—	—	(69,607)	(69,607)
Balance October 31, 2022	1,413,000	\$ 1,413	4,053,027,805	\$ 4,053,028	\$ 10,501,397	\$ (14,720,680)	\$ (164,842)
Issuance of Common Shares for Debt Conversion	—	—	720,846,318	720,843	(732,278)	—	(11,432)
Net Loss January 31, 2023	—	—	—	—	—	(66,664)	(66,664)
Balance January 31, 2023	1,413,000	\$ 1,413	4,774,873,123	\$ 4,774,874	\$ 9,769,119	\$ (14,787,344)	\$ (242,938)
Issuance of Common Shares for Debt Conversion	—	—	716,365,200	71,675	(499,996)	216,369	—
Net Loss April 30, 2023	—	—	—	—	—	(22,599)	(22,599)
Balance April 30, 2023	1,413,000	\$ 1,413	5,490,239,323	\$ 5,490,239	\$ 9,269,123	\$ (14,809,943)	\$ (49,168)
Issuance of Common Shares for Debt Conversion	—	—	803,220,806	803,221	(742,423)	—	60,798
Net Loss July 31, 2023	—	—	—	—	—	(34)	(34)
Balance July 31, 2023	1,413,000	\$ 1,413	6,293,460,129	6,293,460	\$ 8,526,700	\$ (14,809,977)	\$ 11,596
Issuance of Common Shares for Debt conversion	—	—	248,300,000	248,300	(248,300)	—	—
Net Loss October 31, 2023	—	—	—	—	—	(14,998)	(14,998)
Balance October 31, 2023	1,413,000	\$ 1,413	6,541,760,129	\$ 6,541,760	\$ 8,278,400	\$ (14,824,975)	\$ (3,402)

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

Green Stream Holdings, Corp.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2023 & OCTOBER 31, 2022
(UNAUDITED)

	October 31, 2023	October 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (15,032)	\$ (98,200)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization	—	—
Depreciation	—	—
Shares issued for services	—	—
Impairment expense	—	—
Changes in operating assets and liabilities:		
Increase/(decrease) in accrued interest payable	11,358	10,820
(Increase)/decrease in other current assets	—	(72,135)
Increase/(decrease) in accounts payable	3,636	5,285
Increase/(decrease) in accrued expenses	3,552	—
Net cash provided by (used in) operating activities	3,514	(154,230)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of Assets	—	—
Net cash provided by (used in) investing activities	—	—
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from loans from stockholder	—	—
Proceeds from Notes Payable	—	333,485
Proceeds from Reg A	—	—
Principal payments on convertible debt	(3,452)	(179,280)
Net cash (used in) provided by financing activities	(3,452)	154,205
Net increase (decrease) in cash and cash equivalents	62	(25)
Cash and cash equivalents - beginning of period	—	25
Cash and cash equivalents - end of period	\$ 62	\$ —
NON-CASH TRANSACTIONS		
Shares issued from liabilities	\$ —	\$ —
Stock Dividend	\$ —	\$ —

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

Green Stream Holdings, Corp.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
October 31, 2023, and 2022

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES

A. ORGANIZATION AND OPERATIONS

The Company was originally incorporated on April 12, 2004, in the State of Nevada under the name of Ford Holdings, Inc. On June 4, 2009, the Company merged with Eagle Oil Holding Company, a Nevada corporation, and the surviving entity, the Company, changed its name to “Eagle Oil Holding Company, Inc.” Inception of the current Company occurred February 8, 2019 when the Company was acquired by Green Stream Holdings Inc. Previously there was no activity from July 31, 2017 until the acquisition of February 8, 2019. On April 25, 2019, the Company changed its name to “Green Stream Holdings Inc.” and is deemed to be a continuation of business of Eagle Oil Holding Company, Inc. Additionally, the Company was reorganized that so that the Company became operating as a holding company of Green Stream Finance, Inc., a Wyoming Corporation. That reorganization, inter alia, gave Madeline Cammarata, President of Green Stream Finance, Inc., the majority of the voting power in the Company. On April 25, 2019 the Company also filed the certificate of Amendment to Articles of Incorporation with the Secretary of State of Nevada providing for reverse stock split: each thirty thousand shares of common stock of the Company issued and outstanding immediately prior to the “effective time” of the filing were automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of common stock, provided that no fractional shares were to be issued in connection with said reverse stock split. On May 15, 2019, the Company filed the articles of conversion with the secretary of state of Nevada, to convert the company from Nevada Corporation to Wyoming Corporation. The Company is in good standing in the State of Wyoming as of September 25, 2019. The Company’s common shares are quoted on the “Pink Sheets” quotation market under the symbol “GSFI.”

B. PRINCIPALS OF CONSOLIDATION

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Green Stream Finance, Inc. based in the state of Wyoming. All material inter-company balances and transactions were eliminated upon consolidation.

C. BASIS OF ACCOUNTING

The Company utilizes the accrual method of accounting, whereby revenue is recognized when earned and expenses when incurred. The financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. As such, the financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and these adjustments are of a normal recurring nature.

D. USE OF ESTIMATES

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

E. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand; cash in banks and any highly liquid investments with maturity of three months or less at the time of purchase. The Company maintains cash and cash equivalent balances at several financial institutions, which are insured by the Federal Deposit Insurance Corporation up to \$250,000.

F. COMPUTATION OF EARNINGS PER SHARE

Net income per share is computed by dividing the net income by the weighted average number of common shares outstanding during the period. Due to the net loss, the options and stock conversion of debt are not used in the calculation of earnings per share because the stock conversions and options are considered to be antidilutive.

G. INCOME TAXES

The Company accounts for income taxes under the asset and liability method. 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 basis and operating loss and tax credit carry forwards. 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. 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.

The Company's management has reviewed the Company's tax positions and determined there were no outstanding, or retroactive tax positions with less than a 50% likelihood of being sustained upon examination by the taxing authorities, therefore the implementation of this standard has not had a material effect on the Company.

H. REVENUE RECOGNITION

Revenue for license fees is recognized upon the execution and closing of the contract for the amount of the contract. Contract fees are generally due based upon various progress milestones. Revenue from contract payments are estimated and accrued as earned. Any adjustments between actual contract payments and estimates are made to current operations in the period they are determined.

I. FAIR VALUE MEASUREMENT

The Company determines the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. The carrying amounts reported in the balance sheet for cash, accounts receivable, inventory, and accounts payable and accrued expenses, and loans payable approximate their fair market value based on the short-term maturity of these instruments.

Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability. US GAAP establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The established fair value hierarchy prioritizes the use of inputs used in valuation methodologies into the following three levels:

- Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and must be used to measure fair value whenever available.
- Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability. For example, level 3 inputs would relate to forecasts of future earnings and cash flows used in a discounted future cash flows method.

J. STOCK-BASED COMPENSATION

The Company measures and recognizes compensation expense for all share-based payment awards made to employees, consultants and directors including employee stock options based on estimated fair values. Stock-based compensation expense recognized for the years ended December 31, 2014 and 2013 was \$24,000 and \$0 respectively. Stock-based compensation expense recognized during the period is based on the value of the portion of share-based payment awards that vest during the period.

Share-based compensation expense recognized in the Company's consolidated statement of operations for the years ended December 31, 2014 included compensation expense for share-based payment awards granted in December 31, 2014.

K. SALES AND ADVERTISING

The costs of sales and advertising are expensed as incurred. Sales and advertising expense was \$0 and \$0 for the six months ended October 31, 2023, and 2022 respectively.

L. NEW ACCOUNTING PRONOUNCEMENTS

The Company reviews new accounting standards as issued. No new standards had any material effect on these financial statements. The accounting pronouncements issued subsequent to the date of these financial statements that were considered significant by management were evaluated for the potential effect on these consolidated financial statements. Management does not believe any of the subsequent pronouncements will have a material effect on these consolidated financial statements as presented and does not anticipate the need for any future restatement of these consolidated financial statements because of the retro-active application of any accounting pronouncements issued subsequent to October 31, 2023, through the date these financial statements were issued.

M. FURNITURE AND EQUIPMENT

Furniture and equipment are recorded at costs and consists of furniture and fixtures, computers and office equipment. We compute depreciation using the straight-line method over the estimated useful lives of the assets. Expenditures for major betterments and additions are charged to the property accounts, while replacements, maintenance, and repairs that do not improve or extend the lives of the respective assets are charged to expense.

N. INTELLECTUAL PROPERTY

Intangible assets (intellectual property) are recorded at cost and are amortized over the estimated useful life of the asset. Management evaluates the fair market value to determine if the asset should be impaired at the end of each year.

O. IMPAIRMENT OF LONG-LIVED ASSETS

The Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life.

Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances.

An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value. When the Company merged with Eagle Oil Holding Co. on February 8, 2019 it acquired assets that were being carried on the balance sheet and were depreciated through April 30, 2022. During the fiscal year ended April 30, 2022 management determined that the assets no longer created value to the Company and were written off as impaired in the amount of \$615,654. During the fiscal years ending April 30, 2020, 2021 and 2022 the Company invested in leased property that was to be used as corporate offices in Pacific Palisades, California. The lease was terminated in 2022 and the leasehold improvements in the amount of \$400,311 were considered impaired and expensed.

NOTE 2 – GOING CONCERN AND LIQUIDITY CONSIDERATIONS

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. A October 31, 2023 the Company had a loss from operations, for the six months ended, of \$15,032, and an accumulated deficit of \$14,824,975 and negative working capital of \$729,367. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern.

The Company depends upon capital to be derived from future financing activities such as subsequent offerings of its common stock or debt financing in order to operate and grow the business. There can be no assurance that the Company will be successful in raising such capital. The key factors that are not within the Company's control and that may have a direct bearing on operating results include, but are not limited to, acceptance of the Company's business plan, the ability to raise capital in the future, the ability to expand its customer base, and the ability to hire key employees to provide services. There may be other risks and circumstances that management may be unable to predict.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment at October 31, 2023 and April 30, 2023 consists of the following:

	<u>October 31, 2023</u>	<u>April 30, 2023</u>
Furniture and Fixtures	\$ —	\$ 55,930
Less: Accumulated Depreciation	—	—
Net Property and Equipment	<u>\$ —</u>	<u>\$ 55,930</u>

Depreciation expense for the year ended April 30, 2023 was \$0 and \$60,080 for April 30, 2022 respectively. Property and equipment are recorded at cost. Depreciation is computed on the straight-line method, based on the estimated useful lives of the assets. During the six months ended October 31, 2023 the assets were disposed of at cost, reflecting no gain or loss.

NOTE 4 – INTANGIBLE ASSETS

Intangible Assets at October 31, 2023 and April 30, 2023 consists of the following:

	<u>October 31, 2023</u>	<u>April 30, 2023</u>
Intangible Assets	\$ —	\$ —
Less: Accumulated Amortization	—	—
Less: Impairment	—	—
Net Intangible Assets	<u>\$ —</u>	<u>\$ —</u>

The Company determined that the various intellectual properties acquired in the merger with Eagle Oil will have no value in the Company's future projects. At April 30, 2021, the Company has determined that the intangible asset should be fully impaired as of April 30, 2021.

NOTE 5 – STOCKHOLDERS' EQUITY/ (DEFICIT)

AUTHORIZED SHARES & TYPES

As of July 31, 2023, we had 6,541,760,129 shares of Common Stock and of:

- 1,000,000 authorized shares of Convertible Series A Preferred Shares. Convertible Series A Preferred Shares are convertible into the shares of Common Stock at a ratio of 1,000 shares of Convertible Series A Preferred Shares to 1 share of Common Stock. There are 53,000 shares issued and outstanding or 53 votes.
- 1,000,000 authorized shares of Convertible Series B Preferred Shares. Convertible Series B Preferred Shares are convertible into the shares of Common Stock at a ratio of 1,000,000 shares of Common Stock for each single Convertible Series B Preferred Share. Additionally, the Preferred B Shares are non-dilutive. There are 600,000 shares issued and outstanding or 600,000,000 votes.
- 10,000,000 authorized shares of Convertible Series C Preferred Shares. Convertible Series C Preferred Shares are convertible into Common Stock at a ratio of 1,000 shares of Convertible Series C Preferred Share for one share of Common Stock. There are 760,000 shares issued and outstanding or 760 votes.

NOTE 6 – INCOME TAXES

Deferred tax assets arising as a result of net operation loss carry forwards have been offset completely by a valuation allowance due to the uncertainty of their utilization in future periods.

Based on its evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements. The Company's evaluation was performed for the tax years ended April 30, 2023, and 2022 for U.S. Federal Income Tax and for the State of Wyoming.

A reconciliation of income taxes at statutory rates with the reported taxes follows:

	<u>October 31, 2023</u>	<u>April 30, 2023</u>
Loss before income tax benefit	\$ 186,650	\$ 4,473,695
Expected income tax benefit	\$ (74,660)	\$ (1,141,641)
Non-deductible expenses	\$ –	\$ –
Tax loss benefit not recognized for book purposes, valuation allowance	\$ 74,660	\$ 1,141,641
Total income tax	\$ –	\$ –

The Company has net operating loss carry forwards in the amount of approximately \$14,824,975 that will expire beginning in 2029. The deferred tax assets including the net operating loss carry forward tax benefit of \$14,824,975 total \$4,473,695 which is offset by a valuation allowance. The other deferred tax assets include accrued officer compensation, stock-based compensation, and amortization.

The Company follows the provisions of uncertain tax positions. The Company recognized approximately no increase in the liability for unrecognized tax benefits.

The Company has no tax position at April 30, 2023 for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility.

The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. No such interest or penalties were recognized during the periods presented. The Company had no accruals for interest and penalties at April 30, 2023. The open tax years are from 2019 through 2029.

NOTE 7 – RELATED PARTY TRANSACTIONS

During the twelve months ended April 30, 2023, and 2022 a Company shareholder had advanced \$0 and \$0 respectively of personal funds. As of October 31, 2023, and 2022 the Company owed the shareholder \$0 and \$0 respectively.

NOTE 8 – NOTES AND OTHER LOANS PAYABLE

On December 11, 2019 the company agreed to pay Cheryl Hintzen \$40,000 in the form of a promissory note with a term of one year at 10% interest compounded annually. The Company accrued interest for the three months ended January, 31, 2020 in the amount of \$559. On January 8, 2020 the Company signed a promissory note for \$8,000 with Cheryl Hintzen. The note becomes due on March 8, 2020 and carries a per annum interest rate of 10%.

On February 21, 2020 the Company borrowed \$25,000 from GPL Ventures with interest at a rate of 10% and a due date of April 30, 2020. Balance due on the note at October 31, 2023 is \$0.

On March 12, 2020 the Company agreed to pay Dr. Jason Cohen 1,000,000 shares at a valuation of \$.20 per share plus 8% interest until the shares are issued. The interest accrued through end is \$2,147.95 which equates to 10,740 shares.

In the month March, 2020 the escrow attorney for GPL Ventures advanced \$46,900 in funds for the purchase of REG A shares. The common shares had not been issued at year end and subsequently were issued. The note will be reclassified as common shares issued and additional paid in capital in the subsequent period. No interest was accrued for this note.

The following schedule is Notes Payable at October 31, 2023 and April 30, 2023:

Description	October 31, 2023	April 30, 2023
Note Payable to Ford Motor Credit	\$ –	\$ 52,378
Note payable to Cheryl Hintzen due December 11, 2021; interest at 10%	46,000	46,000
Note Payable Dr. Jason Cohen 1,000,000 shares @ \$.20	200,000	200,000
Note Payable Quick Capital LLC	26,150	59,190
Note Payable GS Capital	38,750	70,000
Note Payable Other	47,270	47,270
Total Notes Payable	<u>\$ 358,170</u>	<u>\$ 474,798</u>

NOTE 9 – CONVERTIBLE NOTE PAYABLE

On May 27, 2021, the Company borrowed \$230,000 from GS Capital with an interest rate of 8% with a maturity of May 27, 2022. The note holder converted \$50,000 along with \$1,012 interest on January 19, 2022. The balance on the note is \$38,750 at April October 31, 2023.

On April 14, 2021, the Company sold preferred stock of \$325,000 to Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The Company repaid \$50,000 on July 8, 2021. The note holder converted or exercised its preferred rights for \$18,000 on November 17, 2021, and \$17,400 on January 27, 2022. The noteholder thus has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the preferred note is \$0 at April 30, 2023.

On August 26, 2021, the Company borrowed \$55,000 from Quick Capital LLC with an interest rate of 10%. The Company has the right to repay the note prior to maturity at a rate of 110% of the then principal and interest. The note is convertible to common stock at a fixed conversion price of \$.001. The balance on the note is \$55,000 at April 30, 2022. Additionally, in August of 2021, Quick-Capital also invested \$50,000 in a private transaction with the Company at \$.005 for 10,000,000 common shares.

On November 8, 2021, the Company borrowed the sum of \$83,750.00 from SIXTH STREET LENDING, a North Carolina corporation. The note has a Maturity date of May 8, 2022, and carries an interest rate of 8% per annum. The note also has conversion rights. During the period beginning on the date of funding of this Note and ending on the date which is one hundred eighty (180) days following such date (the "Initial Period"), the Conversion Price shall be fixed at \$0.04. At any time following the Initial Period, the Conversion Price shall be equal to the Variable Conversion Price (as defined herein)(subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower relating to the Borrower's securities or the securities of any subsidiary of the Borrower, combinations, recapitalization, reclassifications, extraordinary distributions and similar events). The price & quote Variable Conversion. Price & quote; shall mean 65% multiplied by the Market Price (as defined herein) (representing a discount rate of 35%). The balance on the note is \$0.00 at October 31, 2023.

On November 29, 2021, the Company borrowed the sum of \$58,750.00 from SIXTH STREET LENDING, a North Carolina corporation. The note has a Maturity date of May 28, 2022, and carries an interest rate of 8% per annum. The note also has conversion rights. During the period beginning on the date of funding of this Note and ending on the date which is one hundred eighty (180) days following such date (the "Initial Period"), the Conversion Price shall be fixed at \$0.04. The balance on the note is \$0.00 at October 31, 2023.

On December 21, 2021, the Company borrowed the sum of \$53,750.00 from SIXTH STREET LENDING, a North Carolina corporation. The note has a Maturity date of June 21, 2022, and carries an interest rate of 8% per annum. The note also has conversion rights. During the period beginning on the date of funding of this Note and ending on the date which is one hundred eighty (180) days following such date (the "Initial Period"), the Conversion Price shall be fixed at \$0.04. The balance on the note is \$0.00 at October 31, 2023.

On January 11, 2022, the Company borrowed the sum of \$53,750.00 from SIXTH STREET LENDING, a North Carolina corporation. The note has a Maturity date of July 11, 2022, and carries an interest rate of 8% per annum. The note also has conversion rights. During the period beginning on the date of funding of this Note and ending on the date which is one hundred eighty (180) days following such date (the "Initial Period"), the Conversion Price shall be fixed at \$0.04. The balance on the note is \$0.00 at October 31, 2023.

On February 24, 2022, the Company borrowed the sum of \$38,750.00 from 1800 DIAGONAL LENDING, a Virginia corporation. The note has a Maturity date of August 24, 2022, and carries an interest rate of 8% per annum. The note also has conversion rights. During the period beginning on the date of funding of this Note and ending on the date which is one hundred eighty (180) days following such date (the "Initial Period"), the Conversion Price shall be fixed at \$0.04. The balance on the note is \$0 at October 31, 2023.

On May 2, 2022, the Company borrowed the sum of \$33,750.00 from 1800 DIAGONAL LENDING, a Virginia corporation. The note has a Maturity date of November 2, 2022, and carries an interest rate of 8% per annum. The note also has conversion rights. During the period beginning on the date of funding of this Note and ending on the date which is one hundred eighty (180) days following such date (the "Initial Period"), the Conversion Price shall be fixed at \$0.04. The balance on the note is \$33,750 at January 31, 2023. On January 31, 2023, this note was assigned to Quick Capital for \$4,585,188 and was converted into common shares the balance is \$0.00 on October 31, 2023.

On July 13, 2022, the Company borrowed \$25,000 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the note is \$0 at October 31, 2023.

On August 25, 2022, the Company borrowed \$54,500 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the note is \$0 at October 31, 2023.

On August 30, 2022, the Company borrowed \$12,000 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replaced On October 5, 2022 the Company borrowed \$35,000 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the note is \$0 at October 31, 2023.

On September 7, 2022, the Company borrowed \$35,000 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the note is \$0 at October 31, 2023.

On October 31, 2022, the Company borrowed \$15,000 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the note is \$15,000 at October 31, 2023..

On November 1, 2022, the Company borrowed \$12,500 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the note is \$12,500 at October 31, 2023.

On December 20, 2022, the Company borrowed \$12,500 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the note is \$12,500 at October 31, 2023.

On December 23, 2022, the Company borrowed \$59,360 from Janbella Group LLC with an interest rate of 8% with a maturity of September 23, 2023. The note holder Accrued, unpaid Interest and outstanding principal, subject to adjustment, shall be paid in nine (9) payments each in the amount of \$7,090.22 (a total payback to the Holder of \$63,812.00). The first payment shall be due January 23, 2023 with nine (9) subsequent payments each month on the 30th day of such month thereafter. The Company shall have a five (5) day grace period with respect to each payment.

On February 4, 2023, the Company borrowed \$16,150 from Quick Capital LLC which included repayment obligation or return with an interest rate of 10% with superior rights to be paid in the event of a sale of the Company. The noteholder has the right to convert or replace the obligation into common stock at a fixed price of one share for every \$.001 of preferred or the debt thereunder. The balance on the note is \$16,150 at October 31, 2023.

NOTE 10 – OPERATING LEASE PAYABLE

During the fiscal years ending April 30, 2020, 2021 and 2022 the Company invested in leased property that was to be used as corporate offices in Pacific Palisades, California. The landlord agreed to forebear any lease collection on the past rent of \$72,135 until financing was secured and the abandonment of the Company's leasehold improvements. The lease was terminated in 2022 and the leasehold improvements in the amount of \$400,311 were considered impaired and expensed.

NOTE 11 – SUBSEQUENT EVENTS

Subsequent events were evaluated through December 19, 2023, which is the date the financial statements were available to be issued. There were no events that would require additional disclosure at the time of financial statement presentation.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with our unaudited interim condensed consolidated financial statements and related notes appearing elsewhere in this report on Form 10-Q. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to those set forth under “Risk Factors” in our Form 10-K, as filed with the United States Securities and Exchange Commission, or the SEC, on September 7, 2021.

Cautionary Note Regarding Forward-Looking Statements

The information in this report contains forward-looking statements. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as “believes,” “estimates,” “intends,” “plans,” “could,” “possibly,” “probably,” “anticipates,” “projects,” “expects,” “may,” “will,” or “should,” “designed to,” “designed for,” or other variations or similar words or language. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management’s current expectations and are inherently uncertain. Our actual results may differ significantly from management’s expectations.

Although these forward-looking statements reflect the good faith judgment of our management, such statements can only be based upon facts and factors currently known to us. Forward-looking statements are inherently subject to risks and uncertainties, many of which are beyond our control. As a result, our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth below under the caption “Risk Factors.” For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You should not unduly rely on these forward-looking statements, which speak only as of the date on which they were made. They give our expectations regarding the future but are not guarantees. We undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.

General

Business Overview

Green Stream Holdings Inc. (the “Company”) is a provider of next-generation solar energy solutions to underrepresented and/or growing market segments. The Company is currently targeting high-growth solar market segments for its advanced solar power generation systems (“solar systems”), operating in multiple markets and is prepared for conducting business in several industry-friendly locations including California, Nevada, Arizona, Washington, New York, New Jersey, Massachusetts, New Mexico, Colorado, Hawaii, and Canada. Our business office is located at 201 E. Fifth Street, Suite 100, Sheridan, Wyoming 82801.

The Company was originally incorporated on April 12, 2004, in the State of Nevada under the name of Ford-Spoletti Holdings, Inc. On June 4, 2009, the Company merged with Eagle Oil Holding Company, a Nevada corporation, and the surviving entity, the Company, changed its name to “Eagle Oil Holding Company, Inc.” On April 25, 2019, the Company entered into an Acquisition and Merger Agreement between the Company and Green Stream Finance, Inc., and following the merger contemplated by such agreement the Company commenced its current operations (the “Reorganization”) and changed its name to “Green Stream Holdings Inc.” Effective September 25, 2019, the Company elected to convert the Company from Nevada Corporation to Wyoming Corporation. On December 13, 2019, the Company amended its articles of incorporation to increase its authorized capital stock to 10,000,000,000 shares of common stock, par value of \$0.001 per share and 12,000,000 shares shall be shares of preferred stock, par value of \$0.001 per share.

The Company’s common stock is currently quoted on the OTC Markets under the symbol “GSFI.”

We are a marketer and contractor of solar systems to underrepresented and/or growing market segments to homeowners, landowners, commercial building owners in the United States. Since the Reorganization, the Company has been involved primarily in organizational activities as a marketer of solar systems. The Company has not yet generated any revenues from these activities. The Company has developed relationships with selective world-class designers and manufacturers of solar power solutions, such as the famed architect Anthony Morali of Renewable Energy Development LLC (“RED”), a leading expert in solar infrastructure design. The Company hopes to leverage these relationships to offer the unique solar energy solutions provided by RED and others to the Company’s customers. The Company currently has no manufacturing or installation capabilities and will rely upon third-parties like RED to design, manufacture, and install our solar systems.

The Company will be relying on both Renewable Energy Development (RED) and Amergy Solar for the development, design and construction of its projects. The Company anticipates retaining RED for solar designs and the local building and electrical permitting where geographically permissible. As set forth in the Letter Agreement, the Company will use Amergy Solar to provide the engineering, procurement and construction work for the projects indicated in the letter agreement and the Registration Statement including the New York State Energy Research and Development and utility interconnection applications.

It is anticipated that when projects commence, both RED and Amergy will each be paid an initial payment upon execution of an agreement for a particular project. It is also expected that both RED and Amergy will be paid on a project-by-project basis in installments as they complete various phases of the project and reach applicable milestones within respective agreements.

For example, we anticipate paying Amergy an initial payment of \$25,000 when we enter into an agreement for a specific project and then an additional installment of approximately \$65,000 for materials and to begin mobilization. As with any construction job, other amounts will be required to be paid based on the size and complexity of the project. Similarly, the amounts we anticipate having to pay RED will likely change on a project by project basis based on the size and wattage of the particular project.

However, we have not yet entered into any specific agreements for projects with either RED or Amergy and we therefore cannot predict exactly what such terms will be.

Solar Systems

The Company intends to generate initial revenue by arranging for the design, installation, operation, maintenance, repair and replacement of solar systems on the top of buildings pursuant to leases it has entered into with the owners of these properties, which leases are discussed in “Plan of Operations” (the Solar Leases). We currently rely on RED and other vendors for the design, manufacture and installation of the solar systems we market and sell. These vendors will be paid on a project by project basis for the design, materials, manufacturing and installation of each solar system. We will be required to pay for the products and services needed to build these systems before their completion and before these systems will be able to produce electricity, and before we will be able to generate revenues from the sale of that electricity to electric utility companies or customers. Once these solar systems have commenced operations, and depending on the regulatory regime, electric utility policies and other circumstances of the areas in which a solar system is built, the Company will then market net metering agreements under which the electricity generated by the system is sold to the customer’s local utility company.

Community Solar

“Community Solar” is a collection of solar panels in a publicly shared space that generates electricity from the sun.

These panels are placed near homes and in neighborhoods where they can provide maximum benefit to people who typically may not have the ability to use solar power.

We endeavor to make the move to solar energy simple for our customers by identifying quality product manufacturers and installers and arranging the financing, design, permitting, construction and maintenance of our energy solutions. We work with a group of contractors who design, procure, permit, install, and interconnect a suitable solar energy solution to the utility grid, simplifying the installation of solar systems. Although we have engaged third-party manufacturers for production and distribution logistics, we will be the party who communicates with the customers throughout the entire period of services of our energy solutions.

The Company's strategy to increase sales will be to offer fundamentally unique solar power systems, including those designed by RED or other comparable designers, and to introduce a highly customizable and personalized approach to after-sales customer service through a unique type of contractual relationship with its customers.

During the next six months it is the Company's plan to:

- Raise capital to build more solar systems and increase its marketing of Community Solar projects.
- Initiate aggressive online and offline marketing campaigns to build our brand, market awareness, and recognition.
- Increase sales via increased advertising and marketing campaigns.
- Hire additional key employees to help strengthen the Company.

We plan to work with (i) private homeowners, (ii) local roofing companies, (iii) solar installation companies, (iv) custom homebuilders, (v) mass market homebuilders and (vi) and commercial building and multi-unit residential owners. Our target market is commercial building and property owners in New York and New Jersey. To date, we currently have four (4) Solar Leases with commercial property owners in New York and New Jersey, and, assuming we are able to obtain adequate financing, we expect to complete these systems. As of the date of this registration statement, the Company was actively seeking to develop the following four (4) leases: 111 Station Road, Bellport, New York; 607 Station Road, Bellport, New York; and 8012 Tonneli Ave, North Bergen, New Jersey.

Description of Products and Services

Green Stream endeavors to provide solar energy solutions to underrepresented and/or growing market segments that seek renewable energy solutions but don't have direct access to them. We plan to first develop solar power generation systems ("solar systems") at the locations that are the subject of the Solar Leases, and then market net metering agreements or community solar solutions to customers nearby, depending on the regulatory regime, electric utility policies and other circumstances of the areas in which a solar system is built.

The Company believes that its revenues in key regions will be derived directly from agreements that lease solar systems that we arrange the building of to our customers. Pursuant to these agreements, the Company, owns, operates, and maintains the solar system, and a host customer agrees to site the system on its property. The Company will then attempt to enter into net metering agreements to sell electric output from the solar services provider for a predetermined period (usually twenty-five years) to the host's local utility. This financial arrangement allows the host customer to receive stable and low-cost electricity, while the solar services provider or another party acquires valuable financial benefits, such as tax credits and income generated from the sale of electricity. The Company would be responsible for the development, design, and the administration of the project, obtaining permits, financing, and managing the solar system, and well as its installation and maintenance.

The Company does not expect to enter into agreements for the design, construction or installation of any solar facilities until it has obtained all necessary approvals for the installation of the system from local authorities and entered into a net metering agreement with the applicable utility. Moreover, pursuant to the terms of the Company's existing leases, the Company is similarly not required to pay rent to the owner until it begins generating revenue through a net metering agreement. If, however, the Company commences, or engages a contractor to commence, the development, construction or installation of a solar system prior to entering into a net metering agreement, there can be no assurance that the Company will be successful in entering into a net metering agreement following the facility's completion and the Company may be required to seek alternative means to recoup the investment in the facility, such as a purchase power agreement, for example, of which there can be no assurance that the Company will be able to find such an arrangement or find one on terms that are favorable to the Company.

An interconnection agreement is generally required from the applicable local electricity utility to interconnect a solar energy system with the utility grid. In almost all cases, interconnection agreements are standard form agreements that have been pre-approved by the local public utility commission or other regulatory body with jurisdiction over interconnection. As such, no additional regulatory approvals are required once interconnection agreements are signed. We would prepare and submit these agreements on behalf of our customers to ensure compliance with interconnection rules. Under this business model, the host customer buys the services produced by our solar energy solutions rather than the solution itself.

We expect to function as the project coordinator, arranging the financing, design, permitting, and construction of the system. We plan to purchase the solar panels for the project from a PV manufacturer, who provides warranties for system equipment. The installers we initially plan to contract with will design the system, specify the appropriate system components, and may perform the follow-up maintenance over the life of the PV system. Although we may eventually develop an in-house team of installers, we currently do not have such a team. Once the construction agreement is signed, a typical installation is expected to be completed in three to six months.

Plan of Operations

We intend to pursue the development of our solar greenhouses, sales of Community Solar installations, and development of Company owned Community Solar installations. Development of solar greenhouses is dependent upon or continued relationship with RED and Anthony Morali. We also seek to capitalize on the agreements in principal we have with several commercial buildings owners where we hope to install solar systems where we will market our solar power solution to customers close to those facilities and capitalize on tax incentives for solar power generation and the sale of excess capacity back to local utilities. We will experience a relative increase in liquidity as we receive net offering proceeds and a relative decrease in liquidity as we spend net offering proceeds in connection with the acquisition, development, and operation of our assets. We have identified no additional material internal or external sources of liquidity as of the date of this offering circular.

We expect to use the net proceeds received from our Regulation A offering in our efforts related to research and development in conjunction with RED and exploration of market opportunities, as well as for working capital and other general corporate purposes. Our anticipated costs include employee salaries and benefits, compensation paid to consultants, capital costs for research and other equipment, costs associated with development activities including travel and administration, legal expenses, sales and marketing costs, general and administrative expenses, and other costs associated with a development-stage company. We do not anticipate increasing the number of employees because the Company intends to use independent contractors; however, this is highly dependent on the nature of our development efforts. We anticipate adding employees in the areas of sales and marketing, and general and administrative functions as required to support our efforts. We expect to incur consulting expenses related to technology development and other efforts as well as legal and related expenses to protect our intellectual property.

The amounts that we actually spend for any specific purpose may vary significantly, and will depend on a number of factors including, but not limited to, the pace of progress of our commercialization and development efforts, actual needs with respect to product testing, research and development, market conditions, and changes in or revisions to our marketing strategies, as well as any legal or regulatory changes which may ensue. In addition, we may use a portion of any net proceeds to acquire complementary products, technologies or businesses; however, we do not have plans for any acquisitions at this time. We will have significant discretion in the use of any net proceeds. Investors will be relying on the judgment of our management regarding the application of the proceeds of any sale of our common stock.

There is a current market trend of declining prices in solar power cells and solar power modules. Although our solar power greenhouse is projected to have both a significant advantage of both cost and efficiency, which we believe would minimize the effects of the trend, there is no certainty that government, commercial and retail consumers will continue to enter into the solar market.

If we are unable to raise the net proceeds from our Regulation A Offering that we believe are needed to fund our business plan, we may be required to scale back our development plans by reducing expenditures for employees, consultants, business development and marketing efforts, and other envisioned expenditures. This could reduce our ability to commercialize our technology or require us to seek further funding earlier, or on less favorable terms, than if we had raised the full amount of the offering.

If management is unable to implement its proposed business plan or employ alternative financing strategies, it does not presently have any alternative proposals. In that event, investors should anticipate that their investment may be lost and there may be no ability to profit from this investment.

We cannot assure you that our development products will be approved or accepted, that we will ever earn revenues sufficient to support our operations or that we will ever be profitable. Furthermore, since we have no committed source of financing, we cannot assure you that we will be able to raise money as and when we need it to continue our operations. If we cannot raise funds as and when we need them, we may be required to severely curtail, or even to cease our operations.

Critical Accounting Policies and Estimates

This discussion and analysis of our financial condition and results of operations are based on our financial statements that have been prepared under accounting principle generally accepted in the United States of America. 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 the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

A summary of significant accounting policies is included in Note 2 to the consolidated financial statements included in this Registration Statement. Of these policies, we believe that the following items are the most critical in preparing our financial statements.

Use of Estimates

Preparing 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, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions.

Stock-Based Compensation

The Company accounts for its stock-based compensation in accordance with ASC 718, Compensation — Stock Compensation, which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors to be recognized in the financial statements, based on their fair value. The Company measures share-based compensation to consultants in accordance with ASC 505-50, Equity-Based Payments to Non-Employees, and recognizes the fair value of the award over the period the services are rendered or goods are provided.

Most Recent accounting pronouncements

Refer to Note 1 in the accompanying consolidated financial statements.

Impact of Most Recent Accounting Pronouncements

There were no recent accounting pronouncements that have had a material effect on the Company's financial position or results of operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined by 17 C.F.R. 229 (10)(f)(i) and are not required to provide information under this item.

Item 4. Controls and Procedures.

Management's Report on Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was conducted under the supervision and with the participation of our management of the effectiveness of the design and operation of our disclosure controls and procedures as of April 30, 2021. Based on that evaluation, our management concluded that our disclosure controls and procedures were not effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. The Company had no audit committee. Such officer also confirmed that there was no change in our internal control over financial reporting during the fiscal year period ended April 30, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in various legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may compromise our business.

There are no legal proceedings against the Company to the best of the Company's knowledge as of the date hereof and to the Company's knowledge, no action, suit or proceeding has been threatened against the Company.

Item 1A. Risk Factors.

We are a smaller reporting company as defined by 17 C.F.R. 229 (10)(f)(i) and are not required to provide information under this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

See the exhibits listed in the accompanying "Index to Exhibits."

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GREEN STREAM HOLDINGS, INC.

Date: December 20, 2023

By: /s/ James C. DiPrima

James C. DiPrima,
Director, Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer, Financial and Accounting Officer)

INDEX TO EXHIBITS

Exhibit No.	Exhibit Description
31.1	<u>Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended</u>
32.1*	<u>Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.INS**	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH**	Inline XBRL Taxonomy Extension Schema Document
101.CAL**	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104**	Cover Page Interactive Data File (formatted in IXBRL, and included in exhibit 101).

* This exhibit is being furnished rather than filed and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-X.

** To be filed by amendment.

Copies of this report (including the financial statements) and any of the exhibits referred to above will be furnished at no cost to our shareholders who make a written request to our Corporate Secretary at 16620 Marquez Ave., Pacific Palisades, CA 90272.

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, James C. DiPrima, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Green Stream Holdings, Inc.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 20, 2023

By: /s/ James C. DiPrima

Name: James C. DiPrima

Title: Chief Executive Officer, Chief Financial Officer, Director
(Principal Executive Officer, Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Green Stream Holdings, Inc. (the "Company") on Form 10-Q for the quarter ended October 31, 2023, as filed with the Securities and Exchange Commission on the date hereof, I, James C. DiPrima, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The quarterly report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and
2. The information contained in the quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 20, 2023

By: /s/ James C. DiPrima

Name: James C. DiPrima

Title: Chief Executive Officer, Chief Financial Officer, Director
(Principal Executive Officer, Financial and Accounting Officer)

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and is not being "filed" as part of the Form 10-Q or as a separate disclosure document for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act except to the extent that this Exhibit 32.1 is expressly and specifically incorporated by reference in any such filing.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.