

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

HAPPY TOWN HOLDINGS, INC.

A Nevada Corporation
82 Avenue Road
Toronto, ON M5R 2H2
Canada

Company Telephone: [647-344-5900](tel:647-344-5900)
Company Email: hptnceo@gmail.com

SIC Code: 2834

Annual Financial Reports

For the Periods Ending: December 31, 2017 and 2018

Quarterly Financial Reports

For the Periods Ending: June 30, 2019

As of June 30, 2019, the number of shares outstanding of our Common Stock was:

42,608,963

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42,608,963

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

Yes: No: (Double-click and select "Default Value" to check)

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

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The current name of the issuer is Happy Town Holdings, Inc., listed below are the dates of any predecessor entities for the past five years and their names:

January 29, 2019 to Present	Happy Town Holdings, Inc
December 5, 2012 to January 28, 2019	Biologix Hair, Inc.
January 18, 2011 to December 4, 2012	T & G Apothecary, Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated in the State of Nevada on January 18, 2011. The Company as of June 30, 2019 is active.

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

Yes: No:

On November 27, 2018, the District Court for Clark County, Nevada, entered an order appointing a custodian for the issuer. The Custodianship was terminated on March 18, 2019

2) Security Information

Trading symbol:	HPTN	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	411398 100	
Par or stated value:	\$0.001	
Total shares authorized:	450,000,000	as of date: June 30, 2019
Total shares outstanding:	42,608,963	as of date: June 30, 2019
Number of shares in the Public Float ² :	4,200,008	as of date: June 30, 2019
Total number of shareholders of record:	115	as of date: June 30, 2019

Additional class of securities (if any):

Trading symbol:	Not Applicable
Exact title and class of securities outstanding:	300,000 Series A Preferred Stock
CUSIP:	Not Applicable
Par or stated value:	\$0.001
Total shares authorized:	5,000,000 shares of Preferred stock of which 1,000,000 is designated as Series A Preferred Stock as of date: June 30, 2019
Total shares outstanding:	300,000 shares of Series A Preferred Stock as of date: June 30, 2019

Transfer Agent

Name: Globex Transfer, LLC
Phone: 813.344.4490
Email: er@globextransfer.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Number of Shares outstanding as of January 1, 2017	<u>Opening Balance:</u> Common: 42,608,963 <u>*See footnote (1)</u> Preferred: 0		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled) *See footnote (1)	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) *(1)	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?
<u>December 28, 2018</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Series A Preferred</u>	<u>\$0.001</u>	<u>No</u>	*Interspace Global, Inc.	<u>Cash</u>	<u>Restricted</u>	
Shares Outstanding on June 30, 2019	<u>Ending Balance:</u> Common: 42,608,963 Preferred: 300,000								

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

- Mr. Jianfe Wu is the control person

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>12/26/18</u>	<u>38,074</u>	<u>38,000</u>	<u>74</u>	<u>12/26/2019</u>	<u>18% annual interest at \$.001 conversion, the holder may not convert more than 9.9% at any given time.</u>	<u>Michael Dobbs</u>	<u>Loan</u>

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

4) Financial Statements

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

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Rachel Boulds**
Title: CPA
Relationship to Issuer: Outside service provider

Financial Statements for the fiscal years ended February 28, 2017, 2018 and the Quarterly Periods ended June 30, 2019 and were filed with OTCIQ as follows and are incorporated by reference herein:

Annual Report – 2017 Annual Financial Report filed on October 2, 2019
Annual Report – 2018 Annual Financial Report filed on October 2, 2019
Quarterly Report – 2019 Q1 Financial report for the period ended March 31, 2019 filed on October 2, 2019
Quarterly Report – 2019 Q2 Financial report for the period ended June 30, 2019 filed on October 2, 2019
Attorney Letter with respect to current information filed with OTCIQ on October 2, 2019 and incorporated by reference herein.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

5) Issuer's Business, Products and Services

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

On November 27, 2018, the District Court for Clark County, Nevada, entered an order appointing a custodian for Biologix Hair, Inc. On December 18, 2018, the Custodian appointed a new interim officer and a sole director, Gregory Sell. On December 28, 2018, the Custodian filed a Certificate of Designation with the Nevada Secretary of State to authorize 5,000,000 shares of Preferred Stock and 1,000,000 of those shares were designated as Convertible Preferred Series A Stock. At that time the Custodian issued 300,000 shares of the Convertible Preferred Series A to Interspace Global, Inc. These shares represent a majority of the voting power of the Company, with each one share holding 1,000 votes of common stock. On March 8, 2019, the Custodianship was terminated by the District Court for Clark County, Nevada.

The Company filed a Certificate of Amendment with the Nevada Secretary of State on January 31, 2019 to change its name to Happy Town Holdings, Inc.

The authorized capitalization of the Company is 450,000,000 shares of Common Stock, par value \$.001, and 5,000,000 shares of Preferred Stock, par value \$.001. On April 5, 2019, FINRA approved a corporate action to change the name of the company to Happy Town Holdings, Inc.

Happy Town Holdings, Inc. is a multi-strategy health and wellness company with a focus on developing or acquiring natural-based solutions to promote better health. Currently, the Company is searching/researching for new investment opportunities, with a principal business objective of starting up a new business, acquiring all or part of an existing business and/or a combination with an existing business in the health and wellness sector.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

The Issuer has no subsidiaries, parents or affiliated companies.

- C. Describe the issuers' principal products or services, and their markets

The Issuer is currently seeking merger and acquisition opportunities. It does not currently have any principal products or services.

6) Issuer's Facilities

The Company does not currently lease office space.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own.

If any 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 of an individual representing the corporation or entity in the note section.

Officers and Directors:

Gregory Sell

February 2018—Current

CEO and Executive officer for Happy Town Holding Inc.

February 2017 – February 2018 - Blockchain and Crypto Currency

After completing several courses, expert level training programs and my own experience in investing and trading currencies, this has lead me to become one of the leading experts in the field of Blockchain and Crypto currency investing. With this, I work on a daily basis with individuals and am contracted for speaking engagements to educate and train on how to successfully invest and create wealth with these types of currencies.

2015-2016 - Legacy Direct

A direct sales company that specializes in Android-based stream box with a lucrative commission plan allowed for me to use my extensive direct sales experience to take on the position of National spokesperson, Trainer and Marketing consultant. With this, I was able to create a team culture thru being the face of the company, success training system for complete step-by-step success path for new field representatives and be able to work closely with ownership as the liaison between the field and management to ensure everyone was working toward the same goal.

2013-2015 - Vstream

A direct sales company that was the first to use the Android-based stream box for in home entertainment. As National spokesperson, I was the trusted face and name of the company who spent many months traveling, training and teaching each representative the excitement of the product and how to maximize the compensation plan to create additional income streams. With this, I was also the Marketing consultant that bridged corporate and the field together to ensure that communication was always flowing.

2011-2013 - Preservation of Wealth

Direct sales company that specialized in coin trading. As Master of Ceremonies at their 1st International convention, this allowed me to use my experience with other cultures to communicate and excite individuals all over the world about the message of Preservation of Wealth. Other duties included training of field personnel and consulting with corporate on current issues or ideas that have been submitted by other individuals to assist in international expansion.

2010-2011 - Bhip Global

Direct sales company focusing on nutritional products on a global scale. My career included being the International Speaker and representative, specializing in Asian expansion and team building thru seminar engagements and training in the countries of Singapore, Malaysia, Hong Kong and Indonesia.

Additional Experience Includes

Ameraplan: Vice President of Sales, Master of Ceremonies, Trainer and Spokesperson

FFI: National Spokesperson, Master of Ceremonies for 3 International conventions

STS: National Spokesperson, Master of Ceremonies for 4 International Conventions and Consultant

D.A.B.E.C.K. Consultant, Trainer and Director of Marketing

Control Persons

Listed below are the shareholders holding 5% or more of the issued and outstanding shares of the Company as at October 2, 2019 based on a total issued and outstanding of 42,608,963 shares of common stock issued and 300,000 shares of Series A Preferred Stock issued.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Interspace Global Inc. Mr. Jianfe Wu	Control Person	China	300,000	Preferred Series A Stock	100%	
CTON INVESTMENTS LTD David Hong	Control Person	Bahamas	3,665,000	Common Shares	8.6%	
ELCO SECURITIES LTD. Isaac Collie	Control Person	Bahamas	4,222,020	Common Shares	9.91%	
HIGH ALERT INVESTMENT MANAGEMENT LTD Renzo Zanolari	Control Person	Germany	4,000,000`	Common Shares	9.39%	
PENDOLINO INVESTMENTS LTD Michael A. Dean	Control Person	Bahamas	2,421,750	Common Shares	5.6%	
REACH COMMUNICATIONS CORP Wayne Wew	Control Person	Turks and Caicos	3,253,809	Common Shares	7.6%	

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None of the persons listed above have been convicted in a criminal proceeding or named as a defendant in a pending criminal proceeding.

2. 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, or banking activities;

None of the persons named above are a party to any finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation.

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

None of the persons named above are a party to any finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation.

4. The entry 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.

Wayne Wew-<https://www.sec.gov/litigation/litreleases/2010/lr21696.htm>

- 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 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.

There are no known legal proceedings as of the date of this filing to which the issuer or any of its subsidiaries is a party or of which any of their property is a subject.

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: N/A
Firm:
Address 1:
Address 2:
Phone:
Email:

Accountant or Auditor

Name: Rachel Boulds, CPA
Firm:
Address 1: 6371 S. Glenoaks Street_
Address 2: Murray, Ut 84107
Phone: 801-230-3945
Email: rachelbouldscpa@hotmail.co

Investor Relations Consultant

None

Other Service Providers

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

Name: Rhonda Keaveney
Firm: Small Cap Compliance, LLC
Nature of Services: Consulting and filing services
Address 1: 7339 E. Williams Dr., Unit 26946
Address 2: Scottsdale, AZ
Phone: 602-793-8058
Email: rhonda8058@gmail.com
Preparer of the OTC Markets Disclosure Statement

Name: Allen C. Tucci
Firm: White and Williams, LLP
Address 1: 1650 Market Street, One Liberty Place, Suite 1800 hiteandwilliams.com
Address 2: Philadelphia, PA 19103-7395
Phone: 215.864.6352
Email: tuccia@whiteandwilliams.com
Preparer of the Legal Opinion for the Disclosure Statement

10) Issuer Certification

Principal Executive Officer:

I, Gregory Sell certify that:

1. I have reviewed this quarterly disclosure for the first quarter ended March 31, 2019 of Happy Town Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

October 2, 2019

/s/ Gregory Sell, CEO

Principal Financial Officer:

I, Gregory Sell certify that:

1. I have reviewed this quarterly disclosure for first quarter ended May 31, 2019 of Happy Town Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

October 2, 2019

/s/ Gregory Sell, CEO