

Disclosure Statement Pursuant to the Pink Basic Disclosure

Continued
HARRISON, VICKERS & WATERMAN, INC.
A Nevada Corporation
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ALPHARETTA, GA
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SIC Code: 5813

QUARTERLY REPORT OF **HARRISON, VICKERS & WATERMAN, INC.** **FOR THE THREE MONTHS SEPTEMBER 30, 2020**

As of September 30, 2020, the number of shares outstanding of our Common Stock was:

2,784,563,774

As of June 30, 2020, the number of shares outstanding of our Common Stock was:

2,784,563,774

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

2,784,563,774

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:

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.

Yes: ☐

No: ☒

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

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

The current name of the company is Harrison, Vickers & Waterman, Inc.

We were incorporated on June 5, 2008, under the laws of the State of Nevada under the name Sharp Performance Inc. From inception until September 2013, our business focus was on the provision of consulting services to the American automotive industry. From September 2013 until April 21, 2015, we were primarily engaged in the business of making commercial secured real estate loans. On October 24, 2013, we changed our name to Harrison, Vickers & Waterman Inc. in conjunction with the change in our business focus.

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

The Company and its predecessor entity have been incorporated during the past five years in the State of Nevada. The Company is in good standing with the State of Nevada.

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

None

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

None

The address(es) of the issuer's principal executive office:

240 Vaughan Drive, Alpharetta GA 30009

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

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

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

Yes: ☐ No: ☒

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

2) Security Information

Trading symbol: HVCW
Exact title and class of securities outstanding: Common Stock
CUSIP: 415569102
Par or stated value: .0001

Total shares authorized: 5,000,000,000 as of date: 9.30.20
Total shares outstanding: 2,784,563,774 as of date: 9.30.20
Number of shares in the Public Float²: 2,684,559,907 as of date: 9.30.20
Total number of shareholders of record: 13 as of date: 9.30.20

All additional class(es) of publicly traded securities (if any):

All preferred securities of the Company are not publicly traded.

Transfer Agent

Name: Action Stock Transfer
Phone: (801) 274.1088
Email: jb@ActionStockTransfer.com
Address: 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121

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:

N/A

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

N/A

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.

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

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

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: ☐

Number of Shares outstanding as of June 30, 2018		*Right-click the rows below and select "Insert" to add rows as needed.							
Opening Balance: Common: <u>733,756,414</u> Preferred: <u>98,051</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>7/17/18</u>	<u>Issuance</u>	<u>78,400,000</u>	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>8/6/18</u>	<u>Issuance</u>	<u>78,066,667</u>	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>9/5/18</u>	<u>Issuance</u>	<u>88,315,800</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/3/18</u>	<u>Issuance</u>	<u>97,031,600</u>	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>10/24/18</u>	<u>Issuance</u>	<u>100,000</u>	<u>Preferred Series C</u>	<u>N/A</u>	<u>N/A</u>	<u>See Item 7 for issuance of Series C</u>	<u>Purchase of assets</u>	<u>Restricted</u>	<u>N/A</u>
<u>11/8/18</u>	<u>Issuance</u>	<u>84,949,400</u>	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>11/28/18</u>	<u>Issuance</u>	<u>50,958,651</u>	<u>Common</u>	<u>.0013</u>	<u>Yes</u>	<u>Red Clover Capital</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>11/30/18</u>	<u>Issuance</u>	<u>50,958,651</u>	<u>Common</u>	<u>.0016</u>	<u>Yes</u>	<u>Red Clover Capital</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>11/30/18</u>	<u>Issuance</u>	<u>21,868,500</u>	<u>Common</u>	<u>.0016</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>12/6/18</u>	<u>Issuance</u>	<u>33,700,000</u>	<u>Common</u>	<u>.0013</u>	<u>Yes</u>	<u>EMA Financial</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>12/7/18</u>	<u>Issuance</u>	<u>108,680,100</u>	<u>Common</u>	<u>.0011</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>12/18/18</u>	<u>Issuance</u>	<u>80,000,000</u>	<u>Common</u>	<u>.0013</u>	<u>Yes</u>	<u>Carpathia</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>1/10/19</u>	<u>Issuance</u>	<u>92,158,933</u>	<u>Common</u>	<u>.0014</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>1/31/19</u>	<u>Issuance</u>	<u>98,187,025</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>2/1/19</u>	<u>Issuance</u>	<u>62,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Red Clover Capital</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>2/5/19</u>	<u>Issuance</u>	<u>66,562,500</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>

<u>2/13/19</u>	<u>Issuance</u>	<u>81,511,600</u>	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>2/13/19</u>	<u>Issuance</u>	<u>49,887,000</u>	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>3/1/19</u>	<u>Issuance</u>	<u>42,133,333</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>3/12/19</u>	<u>Issuance</u>	<u>170,000,000</u>	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>3/21/19</u>	<u>Issuance</u>	<u>117,050,000</u>	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>3/27/19</u>	<u>Issuance</u>	<u>117,671,200</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>5/29/19</u>	<u>Issuance</u>	<u>154,178,000</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>6/25/19</u>	<u>Issuance</u>	<u>226,538,400</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>Oscaleta Partners, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>1/28/21</u>	<u>Issuance</u>	<u>217,000,000</u>	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	<u>Carpathia, LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
Shares Outstanding on <u>September 30, 2020</u>	<u>Ending Balance:</u> Common: 2,784,563,774 Preferred: 198,051								
Shares outstanding on May 25, 2021	<u>Ending Balance:</u> Common: 3,001,563,774 Preferred: 198,051								

Example: The Company has included all issuances of securities through the date of this report

Control persons for the following entities are as follows:

Carpathia- Joseph Canouse
Red Clover Capital- Roger Ralston
EMA Financial- Felicia Preston
Oscaleta Partners, LLC- Henry Sargent

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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>8/14/17</u>	<u>5,000</u>	<u>5,000</u>	<u>1,566</u>	<u>5/24/18</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion</u>	<u>JP Carey Enterprises- Joseph Canouse</u>	<u>Loan</u>
<u>1/4/21</u>	<u>100,000</u>	<u>100,000</u>		<u>1/4/22</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion</u>	<u>Christopher Harrison</u>	<u>Compensation</u>
<u>1/4/21</u>	<u>150,000</u>	<u>150,000</u>		<u>1/4/22</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 30 days prior to conversion</u>	<u>Jeffrey M Canouse</u>	<u>Compensation</u>
<u>Note: Accrued interest calculated through September 30, 2020.</u>							

The securities issued above were issued pursuant to exemptions from registration requirements relying on section 4(a)(2) of the securities act of 1933 and upon rule 506 of regulation D of the securities act of 1933 as there was no general solicitation, and the transactions did not involve a public offering. The holders provided legal opinions pursuant to rule 144 promulgated under section 4(a)(1) of the securities act and rule 144.

ITEM 4. FINANCIAL STATEMENTS

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

- ☒ U.S. GAAP
☐ IFRS

HARRISON, VICKERS & WATERMAN, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, <u>2020</u>	June 30, <u>2020</u>
CURRENT ASSETS		
Assets of Discontinued Operations (See Note 3)	-	263,042
Total Current Assets	-	263,042
OTHER ASSETS		
Assets of Discontinued Operations (See Note 3)	-	2,117,636
Total Assets	<u>\$ -</u>	<u>\$ 2,380,678</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Liabilities of discontinued operations (See Note 3)	\$ -	\$ 6,681,447
Accrued expenses	80,000	80,000
Accrued interest	1,565	-
Convertible Notes payable-current portion	5,000	5,000
Total Current Liabilities	86,565	6,766,447
NON-CURRENT LIABILITIES		
Liabilities of Discontinued operations (See Note 3)	-	16,104,106
Note derivative liability	9,000	9,000
Total non-current liabilities	9,000	16,113,116
Total Liabilities	<u>95,565</u>	<u>22,879,563</u>

	September 30, <u>2020</u>	June 30, <u>2020</u>
BALANCE SHEET CONTINUED		
STOCKHOLDERS' DEFICIT		
Preferred stock; par value of \$.001, 100,000,000 shares authorized;		
Series A, 8% convertible preferred stock, stated value of \$1,000		
98,000 shares outstanding at June 30, 2020 and June 30, 2019	10	10
Series B, stated value of \$1,000 , 51 shares outstanding at		
June 30, 2020 and June 30, 2019	-	-
Series C, 8% convertible preferred stock, stated value of \$1,000		
100,000 and 100,000 shares outstanding at June 30, 2020 and June 30		
2019, respectively	100	100
Common stock; par value of \$.0001, 5,000,000,000 shares authorized;		
2,784,563,774 and 2,784,563,774 shares issued and outstanding at		
September 30, 2020 and June 30, 2020, respectively	278,456	278,456
Additional paid in capital	1,493,011	1,493,011
Accumulated deficit	(1,867,152)	(21,156,408)
Total Stockholders' Deficit	(95,565)	(19,384,831)
Non-controlling interest	-	(1,114,054)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ -	\$ 2,380,678

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

HARRISON, VICKERS & WATERMAN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

For the Three Months Ended
September 30,
2020

Net income from discontinued operations (See Note 4)	\$(10,660)
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OTHER EXPENSES

Interest expense	(103,086)
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Gain on disposition of net assets of World of Beer taverns (note 5)	<u>19,403,003</u>
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Total Other Income (Expense)	<u>19,299,916</u>
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NET INCOME (LOSS) BEFORE INCOME TAXES	19,289,256
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Provision for income taxes	<u>-</u>
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NET INCOME	<u>19,289,256</u>
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BASIC AND DILUTED LOSS PER SHARE	<u><u>\$0.01</u></u>
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WEIGHTED AVERAGE NUMBER

OF SHARES OUTSTANDING – Basic and Diluted	<u><u>2,784,563,774</u></u>
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The accompanying notes are an integral part of these consolidated financial statements.

HARRISON VICKERS & WATERMAN, INC
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020
(UNAUDITED)

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' (Deficit)</u>
	<u>Shares*</u>	<u>Amount*</u>	<u>Shares</u>	<u>Amount</u>			
Balance, June 30, 2020	198,051	\$ 110	2,784,563,744	\$ 278,456	\$ 1,493,011	\$ (21,156,408)	\$ (19,384,381)
Net income for the three months ended September 30, 2020	-	-	-	-	-	19,289,256	19,289,256
Balance, September 30, 2020	198,051	\$ 110	2,784,563,744	\$ 278,456	\$ 1,493,011	(1,867,152)	(95,565)

- Preferred stock summary:

	<u>September 30, 2020</u>		<u>June 30, 2020</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>
Series A	98,000	\$ 110	98,000	\$ 10
Series B	51	-	51	-
Series C	<u>100,000</u>	<u>-</u>	<u>100,000</u>	<u>100</u>
Total Preferred	<u>198,051</u>	<u>\$ 110</u>	<u>198,051</u>	<u>\$ 110</u>

See accompanying notes to Financial statements

HARRISON,VICKERS & WATERMAN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended September 30, 2020
OPERATING ACTIVITIES	
Net income	\$ 19,289,256
Adjustments to reconcile net (loss) to net cash used from operating activities:	
Gain on disposition of net assets of taverns	(19,403,033)
Changes in operating assets and liabilities:	
Accrued interest	<u>103,086</u>
Cash provided by discontinued operations	(10,660)
Net change in working capital from discontinued operations	<u>31,758</u>
Net Cash provided by discontinued operations	<u>21,098</u>
	-
Net cash provided by continuing operations	-
Net Cash provided by Operating activities	<u>21,098</u>
INVESTING ACTIVITIES	
Cash on hand at disposition of taverns	<u>(80,550)</u>
Net Cash provided by Financing Activities	<u>(80,550)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(59,452)
Cash and Cash Equivalents, Beginning of Period	<u>59,452</u>
Cash and Cash Equivalents, End of Period	<u>\$ -</u>
Cash paid during the period for:	
Interest	\$ -
Taxes	\$ -

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

HARRISON, VICKERS & WATERMAN, INC.
SEPTEMBER 30, 2020
NOTES TO FINANCIAL STATEMENTS

NOTE 1- NATURE OF OPERATIONS

Corporate History

We were incorporated on June 5, 2008, under the laws of the State of Nevada under the name Sharp Performance Inc. From inception until September 2013, our business focus was on the provision of consulting services to the American automotive industry. From September 2013 until April 21, 2015, we were primarily engaged in the business of making commercial secured real estate loans. On October 24, 2013, we changed our name to Harrison, Vickers & Waterman Inc. in conjunction with the change in our business focus. On April 21, 2015, we commenced operations in a new line of business, the ownership of World of Beer taverns that serve craft and imported beer along with food and other spirits. We no longer are involved in the commercial secured real estate loans. On October 24, 2018, the Company entered into a Securities Exchange Agreement with NJ Battery Energy Storage Project 1, LLC. In January 2020, the assets of NJ Battery Energy Storage Project 1, LLC were sold and in September 2020, the net assets of the taverns were sold. Currently the Company has no operating business and is looking for acquisitions.

Acquisition of World of Beer

In April 2015, we entered into a Purchase Agreement (the “Purchase Agreement”), with the original shareholders of Attitude Beer Holdings, Inc. (“ABH”), namely, Attitude Drinks Incorporated, a Delaware corporation (“Attitude Drinks”), and two significant investors of ABH, pursuant to which the shareholders sold to us all of the outstanding shares of stock of ABH, and ABH thereupon became our wholly owned subsidiary. In consideration for the purchase of the shares of common stock of ABH, we issued: (i) to Attitude Drinks, 51 shares of our newly created Series B Preferred Stock of the Company (the “Series B Preferred Stock”) and a seven year warrant (the “B Warrant”) to purchase 5,000,000 shares of our common stock, par value \$.0001 per share (the “Common Stock”), at an exercise price of \$0.075 per share (subject to customary anti-dilution adjustments); (ii) to the significant investors, a secured convertible note of approximately \$2.2 million and warrants to purchase approximately 1.7 billion shares at \$.0025 per share. The warrants have a seven-year life commencing April 20, 2015. These investors also acquired an Additional Investment Right to invest up to \$5,000,000 on the same terms.

One of the investors acquired 32,300 shares of our Series A Preferred Stock (convertible into 32,300,000 shares of Common Stock) from HVW Holdings LLC “HVW”, an entity of which Mr. James Giordano, our prior Chief Executive Officer and prior Chairman of the Board, was the managing member, subject to the terms of a Purchase Agreement. Attitude Drinks purchased 87,990,000 shares of Common Stock from HVW Holdings LLC at a price of \$65,000.

Operations of World of Beer

Through our wholly owned subsidiary, Attitude Beer Holding Co., a Delaware corporation (“ABH”), we are an owner of a 51% interest in a World of Beer franchise taverns.

In December 2014, ABH entered into a joint venture with New England World of Beer (“NEWOB”) and together opened our first tavern in located in West Hartford, Connecticut. The West Hartford property is a 4,000 sq. foot tavern that sells a selection of over 500 craft and imported beers along with food and other spirits and cocktails. Similar taverns are currently open in 20 states nationwide. On December 27, 2017, the Company had reached an agreement with the operating and marketing units of the chain of World of Beer taverns, to manage our taverns in Connecticut and Massachusetts. The deal as structured, allows for World of Beer to take over the daily operations of the taverns which should dramatically improve efficiencies and top line sales. Additionally, the 9% royalties previously paid under the old agreement with NEWOB will be eliminated, thereby driving significant benefits to the bottom line of

the business. Further, World of Beer has become an equity partner in both the West Hartford CT and Cambridge MA tavern operations, replacing the former minority owners.

At acquisition, ABH had an interest in one World of Beer tavern and had just started construction of a second World of Beer Tavern in Milford, Connecticut as well as planning construction of a third World of Beer Tavern in Cambridge, Massachusetts. We ultimately finished construction on Milford and Cambridge properties and commenced operations. However, the Milford property filed for bankruptcy protection in Connecticut Court. The bankruptcy was dismissed and the Company liquidated its assets there and paid off its creditors. Operations ceased in July 2017. Since the taverns were sold in September 2020, all results are listed under "Discontinued operations."

Sale of WOB Taverns

On September 28, 2020, the Company sold its interests in the West Hartford World of Beer, and Cambridge Craft restaurants. Concurrent with this sale, the Purchase also acquired the debt associated with the restaurants. As a result, after this transaction, there will be approximately \$10,000 of debt remaining on the balance sheet from this line of business.

Acquisition of NJ Battery Energy Storage Project 1, LLC

On October 24, 2018, the Company entered into a Securities Exchange Agreement (the "Securities Exchange Agreement") with NJ Battery Energy Storage Project 1, LLC, its Members, and various securities holders of the Company, under which the Company purchased approximately 80% of the LLC Membership Interest of NJ Battery Energy Storage Project 1, LLC in exchange for the issuance of 100,000 Shares of newly issued Series C Convertible Preferred Stock.

Each share of Series C Preferred Stock shall be convertible into 40,000 shares of Common Stock ("Conversion Ratio"), at the option of a Holder, at any time and from time to time, from and after the issuance of the Series C Preferred Stock; provided that, for a period of twenty for (24) months from the Issuance Date, if the Company issues shares of common stock (or securities, including any derivative securities, containing the right to purchase, exercise or convert into shares of common stock) (the "Dilution Shares") such that the outstanding number of shares of common stock on a fully diluted basis shall be greater than five billion (5,000,000,000) shares (inclusive of conversions of Series C Preferred Stock at the Conversion Ratio immediately above), then the Conversion Ratio for the Series C Preferred Stock then outstanding and unconverted as of the date the Dilution Shares are issued shall be adjusted to equal the

Conversion Ratio multiplied by a fraction, the numerator of which shall be the number of shares outstanding on a fully diluted basis after the issuance of the Dilution Shares, and the denominator shall be five billion (5,000,000,000). Example: Company issues securities representing 1,000,000,000 Dilution Shares, then the Conversion Ratio shall equal $[40,000 \times 6BB/5BB \text{ (or } 1.2) = 48,000]$. A Holder shall effect a conversion by surrendering to the Company the original certificate or certificates representing the shares of Series C Preferred Stock to be converted to the Company, together with a completed form of conversion notice attached hereto as Exhibit B (the "Conversion Notice"). Each Conversion Notice shall specify the number of shares of Series C Preferred Stock to be converted, the date on which such conversion is to be effected, which date may not be prior to the date the Holder delivers such Conversion Notice (the "Conversion Date"), and the Conversion Price determined as specified in Section 5(c) hereof. If no Conversion Date is specified in a Conversion Notice, the Conversion Date shall be the date that the Conversion Notice is delivered pursuant to this Section 5(a). Subject to Section 5(b) hereof, each Conversion Notice, once given, shall be irrevocable.

The Series C Convertible Preferred Stock is in the form of the Certificate of Designation attached as Exhibit 2.2 in our Form 8-K filed on November 7, 2018. See Exhibit 10.1 of the aforementioned 8-k for the ownership of the Series C Preferred.

During March of 2019, the Company completed the purchase of the additional 20% of NJ Battery Energy Storage Project 1, LLC that it did not own for \$250,000 in cash and 100,000,000 shares of stock in the Company. To date, neither the cash nor the common shares have been issued. As such, the Company is still accounting for the transaction as if it were the 80% owner.

Operations of NJ Battery Energy Storage Project 1, LLC

In January 2020, the Company sold its rights to the Battery Project and paid the proceeds of \$75,000 to the prior owners of the Battery project. All liabilities and assets were extinguished from the Company's financial statements and the Battery project's operations were deemed to be discontinued. The Company had originally cancelled the shares of Series C Preferred stock owned by the former owners of the Battery project, but that is now in dispute. As such, all shares of the Series C Preferred stock remain on the Financial statements as of the date of this report.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company prepares its consolidated financial statements are prepared in conformity with generally accepted accounting principles ("GAAP") as promulgated in the United States of America.

Principles of Consolidation

The consolidated financial statements include the accounts of all subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates in the accompanying financial statements include the amortization period for intangible assets, valuation and impairment valuation of intangible assets, allowance for accounts receivable, depreciable lives of the web site, valuation of warrants and beneficial conversion feature debt discounts, valuation of derivatives, and valuation of share-based payments.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents.

Property, Equipment and Depreciation

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method based on the estimated useful lives of the related assets of three years for computer equipment, five years for office furniture and fixtures, and the lesser of the lease term or the useful life of the leased equipment. Leasehold improvements, if any, would be amortized over the lesser of the lease term or the useful life of the improvements. Expenditures for maintenance and repairs along with fixed assets below our capitalization threshold are expensed as incurred.

Discontinued operations

Pursuant to Accounting Standards Update No. 2014-08 the disposal of a component (including business activities) must be reported in discontinued operations only if the disposal represents a "strategic shift" that has or will have a major effect on the company's operations and financial results. The sale of the Company's battery project business and World of Beer taverns were determined to be a strategic shift and thusly its operations have been recorded as discontinued.

Accounting for Derivatives

The Company evaluates its convertible debt, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for. The result of this accounting treatment is that under certain circumstances the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in

fair value is recorded in the statement of operations as other income or expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is

reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under this accounting standard are reclassified to liability at the fair value of the instrument on the reclassification date.

Impairment of Long-Lived Assets

The Company accounts for long-lived assets in accordance with the provisions of Statement of Financial Accounting Standards ASC 360-10, "Accounting for the Impairment or Disposal of Long-Lived Assets". This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Fair Value of Financial Instruments

The Company measures its financial assets and liabilities in accordance with generally accepted accounting principles. For certain of our financial instruments, including cash, accounts payable, accrued expenses, deposits received from customers for layaway sales and short-term loans the carrying amounts approximate fair value due to their short maturities.

We follow accounting guidance for financial and non-financial assets and liabilities. This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This guidance does not apply to measurements related to share-based payments. This guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

Revenue Recognition

The Company recognized revenue for our services in accordance with ASC 605-10, "Revenue Recognition in Financial Statements." Under these guidelines, revenue is recognized on transactions when all of the following exist: persuasive evidence of an arrangement did exist, delivery of service has occurred, the sales price to the buyer is fixed or determinable and collectability is reasonably assured.

Restatements

All financial statements for prior periods have been restated to more accurately present Financial condition. There has been no profit and loss impact on any prior period statements.

Stock-Based Compensation

The Company accounts for stock-based instruments issued to employees in accordance with ASC Topic 718. ASC Topic 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees. The value of the portion of an award that is ultimately expected to vest is recognized as an expense over the requisite service periods using the straight-line attribution method. The Company accounts for non-employee share-based awards in accordance with the measurement and recognition provisions ASC Topic 505-50. The Company estimates the fair value of stock options at the grant date by using the Black-Scholes option-pricing model.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC 740, "Income Taxes". Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and loss carryforwards and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income (loss) in the years in which those temporary differences are expected to be recovered or settled.

The effect of a change in tax rules on deferred tax assets and liabilities is recognized in operations in the year of change. A valuation allowance is recorded when it is "more likely-than-not" that a deferred tax asset will not be realized.

Tax benefits of uncertain tax positions are recognized only if it is more likely than not that the Company will be able to sustain a position taken on an income tax return. The Company has no liability for uncertain tax positions as of September 30, 2020. Interest and penalties in any, related to unrecognized tax benefits would be recognized as interest expense. The Company does not have any accrued interest or penalties associated with unrecognized tax benefits, nor were any significant interest expense recognized during the six months ended September 30, 2020 and 2019.

Net Earnings (Loss) Per Share

In accordance with ASC 260-10, "Earnings Per Share," basic net earnings (loss) per common share is computed by dividing the net earnings (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share are computed using the weighted average number of common and dilutive common stock equivalent shares outstanding during the period.

NOTE 3- NET ASSETS OF DISCONTINUED OPERATIONS

On September 28, 2020, the Company sold its net assets in the World of Beer taverns for the elimination of its outstanding indebtedness. Since this was the sole operation of the Company, its results are recorded as discontinued operations. Assets and liabilities associated with discontinued operations at September 30, 2020 and June 30, 2020 are as follows:

				30-Sep-20	30-Jun-20
Current Assets					
Cash and Cash Equivalents				\$ -	\$ 59,452
Inventories				-	58,415
Prepaid Expenses				-	145,175
Total Current Assets				\$ -	\$ 263,042
Other Assets					
Fixed Assets- net				-	2,066,812
Deposits				-	50,824
Total Other Assets				\$ -	2,117,636
Total Assets				\$ -	\$ 2,380,678
Liabilities and Stockholders' Deficit					
Current Liabilities					
Accounts payable				\$ -	\$ 111,489
Accrued expenses				-	139,850
Accrued interest				-	117,202
Deferred Expenses				-	252,723
Convertible Notes payable- current portion				-	5,679,119
Loan payable to investors-current portion				-	30,000
Paycheck Protection Program note payable				-	351,064
Total current liabilities				\$ -	\$ 6,681,447
NON-CURRENT LIABILITIES					
Put premium on convertible notes				\$ -	\$ 10,741,206
Loan payable to investors-Non- current portion				-	264,032
Note derivative liability				-	1,698,667
Non-convertible notes payable				-	3,400,211
Total Non- Current Liabilities				\$ -	\$ 16,104,116
Total Liabilities				\$ -	\$ 22,785,563

NOTE 4- NET LOSS FROM DISCONTINUED OPERATIONS

For the period beginning July 1, 2020 through September 28, 2020, the operations of the taverns were part of the Company. Their results were as follows:

Revenues					\$ 866,998
Food and Beverage costs					203,530
Gross profit					663,468
Operating expenses					
Labor					277,402
General and Administrative					359,468
Depreciation					47,500
Total Operating expenses					684,370
Net loss before non-controlling interest					(20,902)
Non-controlling interest					10,242
Net income from discontinued operations					<u>\$ (10,660)</u>

NOTE 5- GAIN ON DISPOSITION OF NET ASSETS OF WORLD OF BEER TAVERNS

Upon the disposition of the net assets of the World of Beer taverns, the company recorded a net gain of \$19,403,003 as follows:

Total assets disposed								
Cash and Cash Equivalents							\$	80,550
Inventories								56,831
Prepaid Expenses								184,692
Total Current Assets								322,073
								-
Fixed Assets- net								2,019,312
Deposits								50,498
Total Other Assets								2,069,810
Total Assets disposed							\$	2,391,883
Total liabilities disposed								
Accounts Payable							\$	153,608
Accrued liabilities								338,310
Deferred Expenses								252,723
Derivative liabilities								1,698,667
Put premium on convertible notes								10,741,206
Loan payable to minority owners								294,032
Convertible Notes payable								5,679,119
Paycheck Protection Program note payable								351,064
Non-convertible notes payable								3,400,211
Minority interest								(1,114,054)
Total liabilities disposed							\$	21,794,886
Total liabilities disposed							\$	21,794,886
Total assets disposed								2,391,883
Gain on disposition of net assets							\$	19,403,003

NOTE 6 – ACCRUED EXPENSES

Accrued Expenses at September 30, 2020 and June 30, 2020 represent the following:

	<u>September 30, 2020</u>	<u>June 30, 2020</u>
Accrued compensation	\$ 20,000	\$ 20,000
Professional fees	42,000	42,000
Other	18,000	18,000
Total	<u>\$ 80,000</u>	<u>\$ 80,000</u>

Accrued compensation

Accrued compensation represents amounts owed to our prior Chief Executive. Upon his resignation, it was agreed that he was owed \$20,000.

Professional fees

Professional fees represent legal fees incurred associated with the lawsuit filed by a former Chief Executive plus other corporate matters.

NOTE 7 – ACCRUED INTEREST

Accrued interest

Accrued interest of \$1,565 relates to the note owed to Joseph Canouse. See Note 8 below

NOTE 8 – CONVERTIBLE NOTES PAYABLE

Convertible notes payable at September 30, 2020 and June 30, 2020 are as follows

<u>Creditor</u>	<u>Issuance date</u>	<u>September 30, 2020</u>	<u>June 30, 2020</u>
JP Carey Enterprises	8-14-17	\$ 5,000	\$ 5,000
Total		<u>\$ 5,000</u>	<u>\$ 5,000</u>

NOTE 9- DERIVATIVE LIABILITIES

Pursuant to Generally Accepted Accounting Principles (GAAP), the Company assigns a value to the equity component of all convertible securities, known as a derivative liability. Based upon the nature of the Company's outstanding debt instruments, it was determined that the binomial lattice method, which is recommended for GAAP, should be utilized. The following assumptions were utilized in determining the derivative liability:

Volatility:	410%
Interest rate:	1.5% per year
Dividends:	\$0

At September 30, 2020 and June 30, 2020, derivative liability totals were as follows:

	<u>September 30, 2020</u>	<u>June 30, 2019</u>
Derivative liability-Notes	\$ 9,000	\$ 9,000
Derivative liability-Warrants	-	-
Total Derivative liability	<u>\$ 9,000</u>	<u>\$ 9,000</u>

Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: Inputs reflect: quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

Common stock

There are 5,000,000,000 shares of common stock authorized of June 30, 2020. At September 30, 2020 and June 30, 2020, there were 2,784,563,774 and 2,784,563,774, shares of Common stock outstanding, respectively. As of the date of this report, there are 3,001,563,774 shares of common stock outstanding.

On February 28, 2019, the Company filed with the Secretary of state of Nevada to increase the authorized number of shares from 2,000,000,000 to 5,000,000,000.

Preferred Stock

Here is a summary of the Company's outstanding preferred stock

Shares authorized and par value

<u>Preferred Series Class</u>	<u>Shares authorized</u>	<u>Par value</u>
Series A	100,000	\$.0001
Series B	51	\$.0001
Series C	100,000	\$.001

Shares outstanding

<u>Preferred Series Class</u>	<u>June 30, 2020</u>	<u>June 30, 2019</u>
Series A	98,000	98,000
Series B	51	51
Series C*	100,000	100,000

*- Currently, 80,000 of the Series C preferred stock which is owned by the owners of the Company's former battery project are in dispute. The Company believes that those shares should be cancelled upon the sale of the Battery project's assets.

Common shares to be issued upon conversion

<u>Preferred Series Class</u>	<u>June 30, 2020</u>	<u>June 30, 2019</u>
Series A	292 million	292 million
Series B	51	51
Series C	4 billion	4 billion

NOTE 10- COVID-19

The Company, like all enterprises, is currently dealing with the impact of COVID-19 on its operations and future prospects. To date, the restaurant industry has been substantially impacted by social distancing guidelines. Recent events such as the approval of vaccines to treat COVID-19 do not guarantee a return to pre-pandemic levels of dining.

NOTE 11- SUBSEQUENT EVENTS

There were no events of a material nature that occurred subsequent to the Balance sheet date and the date of this report except for the following items mentioned below:

Management Changes and Compensation agreement

Effective January 4, 2021, Mr. Harrison resigned as the Chief Executive Officer and was replaced by Jeffrey M. Canouse on that date. Mr. Canouse signed a Management compensation agreement whereby his monthly compensation is \$15,000 per month.

Issuance of convertible debt

Harrison Note

Upon leaving the company, Mr. Harrison received a note for services rendered of \$100,000. The note bears interest at a rate of 8% and matures on January 4, 2022. The note is convertible into common stock of the Company at the lower of seventy five percent (75%) of the closing bid price for the Company's common stock on the date of this Note, or (b) fifty percent(50%) ("Discount") of the lowest closing bid price for the Company's common stock during the thirty(30) trading days immediately preceding the date of delivery by Holder to Company of the Conversion Notice.

Canouse Note

Upon becoming Chief Executive of the Company, Mr. Canouse received a note of \$150,000. The note bears interest at a rate of 12% and matures on January 4, 2022. The note is convertible into common stock of the Company at the lower of seventy five percent (75%) of the closing bid price for the Company's common stock on the date of this Note, or (b) fifty percent(50%) ("Discount") of the lowest closing bid price for the Company's common stock during the thirty(30) trading days immediately preceding the date of delivery by Holder to Company of the Conversion Notice.

Issuance of common stock for extinguishment of debt

The following conversions were made subsequent to the Balance sheet date

<u>Debtholder</u>	<u>Date</u>	<u>Accrued</u>				<u>Shares</u>
		<u>Principal</u>	<u>Interest</u>	<u>Fees</u>	<u>Total</u>	<u>Issued</u>
CARPATHIA, LLC	28-Jan-21	\$ 5,000	\$ 3,109	\$ 1,500	\$ 9,609	217,000,000
Total'		\$ 5,000	\$ 3,109	\$ 1,500	\$ 9,609	217,000,000

ITEM 5. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

A. DESCRIPTION OF ISSUER'S BUSINESS OPERATIONS.

The Company currently has no operations.

B. DATE AND STATE OF INCORPORATION

The Company was incorporated in the State of Nevada in June 2008

C. PRIMARY AND SECONDARY SIC CODES

Not applicable

D. THE COMPANY'S FISCAL YEAR END DATE

The Company's fiscal year ends on June 30.

E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS

The Company currently has not operations.

F. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the fiscal twelve months ended June 30, 2020.

ITEM 6. DESCRIBE THE ISSUER'S FACILITIES

The Company has no operating facilities

ITEM 7. OFFICERS, DIRECTORS AND CONTROL PERSONS

The Company's directors serve in such capacity until the first annual meeting of the Company's shareholders and until their successors have been elected and qualified. The Company's officers serve at the discretion of the Company's board of directors, until their death, or until they resign or have been removed from office.

There are no agreements or understandings for any director or officer to resign at the request of another person and none of the directors or officers is acting on behalf of or will act at the direction of any other person. The activities of each director and officer are material to the operation of the Company. No other person's activities are material to the operation of the Company.

The following table presents information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own as of June 30, 2020

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
Christopher Harrison	<u>CEO, &CFO</u>	<u>Waterbury, CT</u>	<u>10,000</u>	<u>Series C Preferred</u>	<u>10%</u>	_____
<u>Isaac Onn</u>	<u>Director</u>	<u>Tel Aviv, Israel</u>	<u>-0-</u>	<u>N/A</u>	<u>N/A</u>	_____
<u>NJ Battery Energy Storage Project 2, LLC/Scott Straka</u>	<u>5% owner</u>	<u>Whitehouse, New Jersey</u>	<u>25,000</u>	<u>Series C Preferred</u>	<u>25%</u>	_____
<u>MSS Capital/ Scott Caputo</u>	<u>5% owner</u>	<u>Annandale, New Jersey</u>	<u>22,500</u>	<u>Series C Preferred</u>	<u>22.5%</u>	_____
<u>McCrae Associates, LLC/Elizabeth Funk</u>	<u>5% owner</u>	<u>East Hampton, Connecticut</u>	<u>10,000</u>	<u>Series C Preferred</u>	<u>10%</u>	_____
<u>Imperio Capital/Samuel Funk</u>	<u>5% owner</u>	<u>East Hampton, CT</u>	<u>10,000</u>	<u>Series C Preferred</u>	<u>10%</u>	_____
<u>Queenston Partners LP/Narine Persaud</u>	<u>5% owner</u>	<u>Ridgefield Connecticut</u>	<u>20,000</u>	<u>Series C Preferred</u>	<u>20%</u>	_____

ITEM 8. LEGAL/DISCIPLINARY HISTORY

A. Please identify whether any of the foregoing persons have, in the last five 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):

NO.

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:

NO.

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:

NO.

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:

NO.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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 such matters to disclose that are not disclosed in footnote 3 to the financial statements where all known legacy legal matters are discussed.

ITEM 9. THIRD PARTY PROVIDERS

A. Legal Counsel

None

B. Accountant or Auditor

Laurence Ditzkoff
Seaman Neck LLC
1706 Pinnacle Way
Danbury CT 06811

C. Investor Relations Consultant

None

D. Other Advisor(s)

None

ITEM 10. ISSUER CERTIFICATION

I, Jeffrey M. Canouse, certify that:

1. I have reviewed this June 30, 2020 Annual disclosure statement of Harrison Vickers & Waterman, 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

/s/Jeffrey M. Canouse

Jeffrey M. Canouse, Chief Executive Officer

Dated: May 28, 2021

I, Jeffrey M. Canouse, certify that:

1. I have reviewed this June 30, 2020 Annual disclosure statement of Harrison Vickers & Waterman, 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

/s/Jeffrey M. Canouse

Jeffrey M. Canouse, Chief Financial Officer

Dated: May 28, 2021

ITEM 11. EXHIBITS

N/A