Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GRAND HAVANA, INC.

761 NW 23rd Street, Miami Florida 33127
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www.grandhavanacoffee.com
orders@grandhavanacoffee.com
6361

Quarterly Report
For the Period Ending: March 31, 2021
(the "Reporting Period")

As of March 31, 2021, the number of shares outstanding of our Common Stock was:

145,601,486

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

133,626,486

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

98,537,961[1]

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: ☒

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 Control[2] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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[1] There is an additional share due to rounding

[2] "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

April 27, 17- Present- Grand Havana, Inc.
April 27, 2017- Junkiedog.com, Inc. – (Name changed to Grand Havana, Inc. on April 27, 2017).
July 28, 2009- Unique Underwriters, Inc.

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):

Name of Corporation	State of incorporation	Current Standing
April 27, 2017- Present- Grand Havana, Inc.	Nevada	Active
July 28, 2009- Unique Underwriters, Inc.	Texas	inactive

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:

407 Lincoln Road
STE 2A
Miami Beach, FL 33139

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: ☐

761 NW 23rd Street
Miami, FL 33127

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: GHAV
Exact title and class of securities outstanding: Common Stock
CUSIP: ______
Par or stated value: None

Total shares authorized:	400,000,000	as of date: March 30,2021
Total shares outstanding:	145,601,486	as of date: March 30,2021
Number of shares in the Public Float[3]:	10,261,989	as of date: March 30,2021
Total number of shareholders of record:	127	as of date: March 30,2021

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

Trading symbol: ______
Exact title and class of securities outstanding: ______
CUSIP: ______
Par or stated value: ______
Total shares authorized: ______ as of date: ______
Total shares outstanding: ______ as of date: ______

Transfer Agent

Name: ClearTrust, LLC
Phone: 813-235-4490
Email: inbox@cleartrusttransfer.com
Address: 16540 Pointe Village Dr.
Suite 205
Lutz, Fl 33558

Is the Transfer Agent registered under the Exchange Act?[4] Yes: ☒ No: ☐

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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2018 Common: 63,325,687 Preferred Series A: 100	*Right-click the rows below and select "Insert" to add rows as needed.

[3] "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.

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

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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
01/04/2019	Issuance	400,400	Common	NA	No	SBI Investments Jonathan Juchno	Note Conversion	Unrestricted	Rule 144
05/30/2019	Issuance	520,833	common	N/A	N/A	NATHAN YOUNG	Employment agreement	Restricted	4(a)(2)
05/30/2019	Issuance	1,108,648	common	N/A	N/A	CESAR ORELLANO	Employment agreement	Restricted	4(a)(2)
05/30/2019	Issuance	100,000	common	N/A	N/A	ENZO TROMAN	Employment agreement	Restricted	4(a)(2)
05/30/2019	Issuance	500,000	common	N/A	N/A	HERMIDA MELENDEZ	Employment agreement	Restricted	4(a)(2)
05/31/2019	Issuance	2,395,231	common	.003825	No	CERBERUS FINANCE GROUP, LTD. Alberto Dayan	Note Conversion	Unrestricted	Rule 144
06/07/2019	Issuance	12	Series A Preferred	N/A	N/A	TANYA BREDEMEIER	Founder	Restricted	4(a)(2)
06/07/2019	Issuance	2	Series A Preferred	N/A	N/A	ROBERTO LUCIANO	Employment agreement	Restricted	4(a)(2)
06/07/2019	Issuance	4	Series A Preferred	N/A	N/A	PATAGONIA GLOBAL TRADING LLC (David Zirulnikoff)	Employment agreement	Restricted	4(a)(2)
06/07/2019	Issuance	10	Series A Preferred	N/A	N/A	STEVE POLISAR	Employment agreement	Restricted	4(a)(2)
06/07/2019	Issuance	1	Series A Preferred	N/A	N/A	LARRY POWERS	Employment agreement	Restricted	4(a)(2)
06/07/2019	Issuance	15	Series A Preferred	N/A	N/A	ROBERT RICO	Founder	Restricted	4(a)(2)
06/17/2019	Issuance	716,862	common	.003825	Yes	QUARUM HOLDINGS, LLC Dennis Ringer	Note Conversion	Unrestricted	Rule 144

07/01/2019	Issuance	60,000	common	.05	No	STEVE POLISAR	Investment	Restricted	4(a)(2)
07/01/2019	Issuance	56,000	common	.05	No	STEVE POLISAR	Investment	Restricted	4(a)(2)
07/01/2019	Issuance	21,000	common	.05	No	STEVE POLISAR	Investment	Restricted	4(a)(2)
07/01/2019	Issuance	100,000	common	.05	No	HOLDCO, LLC	Equipment Purchase	Restricted	4(a)(2)
07/01/2019	Issuance	100,000	common	.05	No	ROBERT TAICHER	Investment	Restricted	4(a)(2)
07/01/2019	Issuance	65,000	common	.05	No	ROBERT TAICHER	Investment	Restricted	4(a)(2)
07/01/2019	Issuance	250,000	common	.05	No	ROBERTO LUCIANO	Investment	Restricted	4(a)(2)
07/12/2019	Issuance	200,000	common	.05	No	ANJE HARK	Investment	Restricted	4(a)(2)
07/12/2019	Issuance	571,429	common	.05	No	FABIAN GARCIA DIAZ	Investment	Restricted	4(a)(2)
07/12/2019	Issuance	285,714	common	.05	No	AMY BALDYGA	Investment	Restricted	4(a)(2)
07/16/2019	Issuance	285,714	common	.05	No	DEAN JONATHAN TOMAR	Investment	Restricted	4(a)(2)
07/16/2019	Issuance	100,000	common	N/A	N/A	CARLOS NAVARRO	Consulting agreement	Restricted	4(a)(2)
07/16/2019	Issuance	150,000	common	.05	No	ROBERT TAICHER	Investment	Restricted	4(a)(2)
07/16/2019	Issuance	289,318	common	.003825	Yes	LG CAPITAL FUNDING LLC Eli Alan Safdieh	Note Conversion	Unrestricted	Rule 144
08/16/2019	Issuance	285,714	common	.05	No	RICHARD TOMAR	Investment	Restricted	4(a)(2)
08/16/2019	Issuance	100,000	common	.05	No	ROBERTO LUCIANO	Investment	Restricted	4(a)(2)
08/16/2019	Issuance	1,170,000	common	N/A	N/A	JKK ENTERTAINMENT LLC (Jakub Koziol)	Consulting agreement	Restricted	4(a)(2)
08/16/2019	Issuance	80,000	common	N/A	N/A	JAKUB A ZUCHOWICZ	Consulting agreement	Restricted	4(a)(2)
10/03/2019	Issuance	1,750,000	common	.035	No	AA INTERNATIONAL HOLDING COMPANY, LLC	Investment	Restricted	4(a)(2)

						Israel Yunger			
10/03/2019	Issuance	1,428,572	common	.03	No	DENNIS F. RATNER Revocable Declaration of Trust Dennis F. Ratner	Investment	Restricted	4(a)(2)
10/03/2019	Issuance	2,857,143	common	.03	No	BAO-TRAN DOAN	Investment	Restricted	4(a)(2)
10/21/2019	Issuance	4,285,714	common	.03	No	RICHARD & CAROLYN DANZANSKY TEN ENT	Investment	Restricted	4(a)(2)
10/21/2019	Issuance	5,714,286	common	.03	No	RAINBOW 18, LLC Herbert Hirsch	Investment	Restricted	4(a)(2)
10/21/2019	Issuance	100,000	common	N/A	N/A	LAW OFFICE OF DOUGLAS D. STATTON, PA Douglas D. Statton	Services	Restricted	4(a)(2)
11/06/2019	Issuance	1,961,029	common	.06	No	LARRY POWERS, CPA PLLC Larry Powers	Services	Restricted	4(a)(2)
11/06/2019	Issuance	3,000,000	common	.03	No	MAKAHIT LLC Harvey Birdman	Investment	Restricted	4(a)(2)
12/172019	Issuance	784,313	common	.003825	No	QUARUM HOLDINGS, LLC Dennis Ringer	Note Conversion	Unrestricted	Rule 144
12/23/2019	Issuance	1,000,000	common	N/A	N/A	PATAGONIA GLOBAL TRADING LLC David Zirulnikoff	Consulting agreement	Restricted	4(a)(2)
12/23/2019	Issuance	1,209,678	common	N/A	N/A	PATAGONIA GLOBAL TRADING LLC David Zirulnikoff	Consulting agreement	Restricted	4(a)(2)
12/23/2019	Issuance	1,209,677	common	N/A	No	PATAGONIA GLOBAL TRADING LLC David Zirulnikoff	Consulting agreement	Restricted	4(a)(2)
02/25/2020	Issuance	1,000,000	common	.03	No	MARIA M. HUGHES	Investment	Restricted	4(a)(2)

02/25/2020	Issuance	30,000	common	.03	No	EDWARD JONES TRUST CO. AS CUST, FBO JONATHAN S. SALUK	Investment	Restricted	4(a)(2)
02/25/2020	Issuance	500,000	common	.03	No	CHAD ZANI	Investment	Restricted	4(a)(2)
02/25/2020	Issuance	2,000,000	common	0.05	No	ZEPPOLI HOLDINGS, LLC Peter Berkman	Compensation	Restricted	4(a)(2)
2/27/2020	Issuance	1,045,751	common	N/A	N/A	QUARUM HOLDINGS, LLC Dennis Ringer	Note Conversion	Unrestricted	Rule 144
3/16/2020	Issuance	4,456,206	common	.01845	Yes	Greentree Financial Chris Cottone	Note Conversion	Unrestricted	Rule 144
04/14/2020	Issuance	1,200,000	common	.0060	Yes	Corporateads, LLC Henry J Zemla III	Compensation	Restricted	4(a)(2)
06/22/2020	Issuance	1,177,777	common	.0038	Yes	QUARUM HOLDINGS, LLC Dennis Ringer	Note Conversion	Unrestricted	Rule 144
07/13/2020	Issuance	4,860,973	common	.0054	Yes	L&H Linwen Huang	Note Conversion	Unrestricted	Rule 144
07/23/20	Issuance	2,380,275	common	.003375	Yes	LG Capital Joseph Lerman	Note Conversion	Unrestricted	Rule 144
08/04/2020	Issuance	2,100,000	common	.003825	Yes	QUARUM HOLDINGS, LLC Dennis Ringer	Note Conversion	Unrestricted	Rule 144
08/07/2020	Issuance	100,000	common	N/A	N/A	Sam Wolfe	Services	Restricted	4(a)(2)
08/07/2020	Issuance	500,000	common	N/A	N/A	Cesar Orellano	Employment Agreement	Restricted	4(a)(2)
08/07/2020	Issuance	229,358	common	N/A	N/A	Nathan Young	Employment Agreement	Restricted	4(a)(2)
08/07/2020	Issuance	560,536	common	N/A	N/A	Larry Powers	Services	Restricted	4(a)(2)
08/07/2020	Issuance	716,714	common	N/A	N/A	Larry Powers	Services	Restricted	4(a)(2)
08/07/2020	Issuance	426,457	common	N/A	N/A	Larry Powers	Services	Restricted	4(a)(2)

08/11/2020	Issuance	1,156,829	common	0.0145	No	Larry Powers	Compensation	Restricted	4(a)(2)
08/27/2020	Issuance	5,242,029	common	.00414	Yes	Greentree Financial Chris Cottone	Note Conversion	Unrestricted	Rule 144
09/15/2020	Issuance	1,001,001	common	.004995	Yes	SBI Investments LLC Jonathan Juchno	Note Conversion	Unrestricted	Rule 144
10/29/2020	Issuance	163,333	common	.03	No	Daniel Mignone	Investment	Restricted	4(a)(2)
10/29/2020	Issuance	165,000	common	.03	No	Michael Mignone	Investment	Restricted	4(a)(2)
12/8/2020	Issuance	2,100,000	common	.003825	Yes	QUARUM HOLDINGS, LLC Dennis Ringer	Note Conversion	Unrestricted	Rule 144
12/8/2020	Issuance	1,976,285	common	.00253	Yes	SBI Investments LLC Jonathan Juchno	Note Conversion	Unrestricted	Rule 144
01/20/2021	Issuance	1.25	Series A Preferred	Na	NA	Larry Powers	Employment agreement	Restricted	4(a)(2)
01/20/2021	Issuance	1.25	Series A Preferred	Na	Na	Robert Luciano	Employment agreement	Restricted	4(a)(2)
01/20/2021	Issuance	1.25	Series A Preferred	Na	Na	Steve Polisar	Employment agreement	Restricted	4(a)(2)
01/20/2021	Issuance	1.25	Series A Preferred	Na	Na	Robert Tachier	Employment agreement	Restricted	4(a)(2)
01/20/2021	Issuance	2.50	Series A Preferred	Na	NA	AA International Holding Company, LLC Israel Yunger	Employment agreement	Restricted	4(a)(2)
01/28/2021	Issuance	1,900,000	Common	NA	NA	Zeppoli Holdings, LLC Peter Berkman	Compensation	Restricted	4(a)(2)
01/28/2021	Issuance	25,000	Common	Na	Na	Steve Polisar	Investment	Restricted	4(a)(2)

01/28/2021	Issuance	50,000	Common	Na	Na	Steve Polisar	Investment	Restricted	4(a)(2)
02/25/21	Issuance	5,000,000	Common	NA	NA	SBI Investment, LLC Jonathan Juchno	Note Conversion	Unrestricted	Rule 144
03/19/2021	Issuance	5,000,000	Common	Na	Na	SBI Investment, LLC Jonathan Juchno	Note Conversion	Unrestricted	Rule 144
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date 03/30/21 Common: 145,601,486 Preferred: 151.5									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
2017/2/16	20,500	20,500	7,411	2018/2/16	55% of the lowest trading price during the last fifteen trading day period	Cerberus LTD Alberto Dayan	Loan
2017/3/17	80,000	80,000	56,800	2018/3/17	45% of the lowest trading price during the last fifteen trading day period	LG Capital Funding Eli Alan Safdieh	Loan
2017/3/17	32,709	_____	14,602	2018/3/17	55% of the lowest trading price during the last fifteen trading day period	LG Capital Funding Eli Alan Safdieh	Loan
2017/3/21	104,500	_____	37,396	2018/3/21	55% of the lowest trading price during the last fifteen trading day period	LG Capital Funding Eli Alan Safdieh	Loan
2017/3/27	25,000	25,000	10,083	2018/3/27	45% of the lowest trading price during the last fifteen trading day period	Cerberus Finance Group LTD Alberto Dayan	Loan
2017/4/10	22,000	22,000	7,709	2018/4/7	55% of the lowest trading price during the last fifteen trading day period	Cerberus Finance Group LTD Alberto Dayan	Loan
2017/5/3	22,000	22,000	7,458	2018/5/3	55% of the lowest trading price during the last fifteen trading day period	LG Capital Funding Eli Alan Safdieh	Loan
2017/5/3	66,000	66,000	22,375	2018/5/3	55% of the lowest trading price during the last fifteen trading day period	LG Capital Funding Eli Alan Safdieh	Loan
2017/8/7	84,625	78,750	25,422	2018/8/7	55% of the lowest trading price during the last fifteen trading day period	SBI Investments LLC Jonathan Juchno	Loan

2017/9/5	66,000	66,000	18,640	2018/9/14	55% of the lowest trading price during the last fifteen trading day period	LG Capital Funding LLC Eli Alan Safdieh	Loan
2017/12/13	66,000	66,000	15,894	2018/12/13	55% of the lowest trading price during the last fifteen trading day period	Quarum Holdings, LLC Dennis Ringer	Loan
2018/3/5	302,612	302,612	69,277	2019/3/5	50% of the closing price on the trading day immediately prior to the conversion date	William Holdings Corp Roy Williams	Loan
2018/3/27	15,000		7,785	2019/3/23	45% of the lowest trading price during the last twenty trading day period, including the date of conversion	L & H Vicky Huang	Loan
2018/7/9	20,000		3,402	2019/5/10	55% of the lowest trading price during the last twenty trading day period, including the date of conversion	Cerberbus Finance Group LTD Alberto Dayan	Loan
2018/7/3	32,000		5,162	2019/6/25	55% of the lowest trading price during the last twenty trading day period, including the date of conversion.	Quarum Holdings, LLC Dennis Ringer	Loan
2018/7/24	70,000		30,263	2019/7/24	50% of the lowest trading price during the last twenty trading day period	SBI Jonathan Juchno	Loan
2018/9/18	40,000		6,194	2020/9/17	$0.0179 per share	Makahit LLC Harvey Birdman	Loan
2018/9/19	12,500		3,376	2019/9/1	55% of the lowest intraday trading price during the last five trading day period, including the date of conversion	William Holdings Corp Roy William	Loan
2018/10/26	100,000		14,203	2020/10/26	$0.0179 per share	Makahit,LLC Harvey Birdman	Loan
2018/10/26	30,000		3,778	2020/10/26	$0.0179 per share	Makahit,LLC Harvey Birdman	Loan
2017/3/17	27,549		5,130	2018/3/17	$0.0179 per share	Green Tree Financial Chris Cottone	Loan
2018/1/8	35,000	35,000	2,777	2019/12/31	55% of the 20 lowest trade including conversion date	Cerberus Finance Group LTD-Alberto Dayan	Loan

2019/1/3	63,309	63,309	5,037	2020/1/3	55% of the 20 lowest trade including conversion date	Quarum Holdings Dennis Ringer	Loan
2019/3/12	repaid	50,000	0	2019/10/11	N/A-	Makahit LLC Harvey Birdman	Loan
2019/4/15	100,000	100,000		2018/04/15	N/A	Makahit LLC Harvey Birdman	Loan
2019/4/25	33,000	75,000	2,723	2020/4/25	Lesser of 1) 0.11 per share or 2) 50%/ 20 lowest trade including conversion date	Cerberus Finance Group LTD Alberto Dayan	Loan
2019/4/25	33,000	75,000	2,723	2020/4/25	Lesser of 1) 0.11 per share or 2) 50%/ 20 lowest trade including conversion date	SBI Investments LLC Jonathan Juchno	Loan
2019/8/16	30,565	30,565	924	2020/8/16	55%/ 20 lowest trade including conversion date	LG Capital Funding, LLC Eli Alan Safdieh	Loan
2019/9/16	28,000	28,000	657	2020/9/16	55%/ 20 lowest trade including conversion date	Quarum Holdings Dennis Ringer	Loan

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)[5]:

Name: **Robert Rico**
Title: CFO and CEO
Relationship to Issuer: CFO and CEO

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

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

C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

The unaudited financial statements for the quarter ended March 31, 2021, are attached hereto

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Grand Havana is a specialty coffee company headquartered in Miami, Florida offering a broad array of coffee products and services. Grand Havana's Optimum Blend is available nationwide and proudly served in our corporate owned cafes Grand Havana Cafe, Mobile Coffee Truck and other locations including universities, supermarkets, cafes, convenience stores, hotels, and online marketplaces. We also offer a b2b solution that provides our coffee product paired with high quality coffee machines, reliable delivery, and timely technical service.

B. Please list any subsidiaries, parents, or affiliated companies.

Grand Havana Masters LLC

Grand Master Brands LLC

C. Describe the issuers' principal products or services.

Grand Havana is a specialty coffee company headquartered in Miami, Florida offering a broad array of coffee products and services. Grand Havana's Optimum Blend is available nationwide and proudly served in our corporate owned cafes Grand Havana Cafe, Mobile Coffee Truck and other locations including universities, supermarkets, cafes, convenience stores, hotels, and online marketplaces. We also offer a b2b solution that provides our coffee product paired with high quality coffee machines, reliable delivery, and timely technical service.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company has a one - year lease for approximately 225 square feet of office space located at
407 Lincoln Road, Miami Beach, FL 33139

The Company has a two-year lease term that commenced on February 1st, 2019 and ends on January 31, 2021 in the amount of $1,500.63 for year 1 and $1,553.15 for year two. Premises location is 761 NW 23 Street, Miami, FL 33127.

7) Company Insiders (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, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	**Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)**	**Residential Address (City / State Only)**	**Number of shares owned**	**Share type/class**	**Ownership Percentage of Class Outstanding**	**Note**
Robert Rico	Chief Executive Officer, Principal Financial Officer and Director	Miami/Florida	5,150,000 9.0	Common Shares Series A Preferred	6.95% 9.00%	______
Tanya Bredemeier	President and Director, Chairwoman	Miami/Florida	12,750,000 25.0	Common Shares Series A Preferred	17.20% 25.00%	______
Steven Polisar	Director	Miami/Florida	15,387,000 30.0	Common Shares Series A Preferred	20.76% 30.00%	______
Steven Haas	Director	Miami/Florida	1,500,000	Common Shares	2.02%	______
Larry Powers	Director	Miami/Florida	500,000	Common Shares	.67%	
Robert Taicher	5% or greater owner	Los Angeles/California	10,165,000 20.0	Common Shares	13.71% 20.00%	

				Series A Preferred		
Jorge Moreno	Director	Miami/Florida	5,250,000 10.0	Common Shares Series A Preferred	7.08% 10.00%	

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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);

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; or

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.

1. **Luis Ravelo and Lucia Ravelo v. Grand Havana Inc. and Grand Havana Master LLC,** Case No. 2018-035017-CA-01, 11th Judicial Circuit in and for MiamiDade -County, Florida. In May 2017 the Company acquired a 70% interest in Cafesa.co, a Florida corporation and a distributor of coffee to gas stations and convenience stores. In conjunction with the acquisition, Luis Ravelo became an employee and director of the Company. In June 2018, it became apparent that Mr. Ravelo had been misusing Company assets and had been diverting customers to a new venture he had created. Mr. Ravelo resigned as a director of the Company. Luis and Lucia Ravelo sued the Company and its wholly owned subsidiary, Grand Havana Master LLC, alleging breach of the Stock Purchase Agreement for the acquisition of Cafesa.co and Mr. Ravelo's employment agreement with the Company. The Company filed a counterclaim alleging breach of the employment agreement, breach of the stock purchase agreement, fraud in the inducement and breach of fiduciary duty.

2. **William Graubard v. Grand Havana Inc.,** Case No. CACE – 19-
0201073, 17th Judicial Circuit in and for Broward County, Florida. Mr. Grabuard sued in the Company in October

2019 alleging breach of a consulting agreement. Mr. Graubard is claiming damages equal to the value of 250,000 shares of the Company's common stock. The Company has filed a motion to dismiss the claim.

9) Third Party Providers

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

Securities Counsel

Name: Jonathan Leinwand
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd, Suite 200
Address 2: Aventura, FL 33180
Phone: (954) 903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: Larry Powers
Firm: Larry Powers CPA
Address 1: 131 Plantation Ridge Road, Suite 400
Mooresville, NC 28117
Address 2: PO Box 4662
Mooresville, NC 28117
Phone: 704-799-3058

Email: larry@larrypowerscpa.com

Investor Relations

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

Other Service Providers

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

Name: Jonathan Leinwand
Firm: Jonathan D. Leinwand, P.A.
Nature of Services: Legal
Address 1: 18305 Biscayne Blvd, Suite 200
Address 2: Aventura, FL 33180
Phone: (954) 903-7856
Email: jonathan@jdlpa.com

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Robert Rico certify that:

1. I have reviewed this Quarterly Disclosure Statement of GRAND HAVANA, 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.

08/20/21 [Date]

/S/ Robert Rico [CEO's Signature]

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

Principal Financial Officer:

I, Robert Rico certify that:

1. I have reviewed this Quarterly Disclosure Statement of GRAND HAVANA, 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.

08/20/21 [Date]

/S/ Robert Rico [CFO's Signature]

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

Grand Havana, Inc. and Subsidiaries
Consolidated Balance Sheets

		March 31 2021		December 31 2020
ASSETS				
CURRENT ASSETS:				
Cash	$	74,659	$	5,488
Accounts receivable, net		4,437		7,703
Inventory, net		47,061		44,406
Prepaid expenses and other current assets		-		-
Right-of-use asset - operating lease		-		1,611
Total Current Assets	$	126,157	$	59,208
Property and equipment, net		304,546		315,474
Security deposits		1,400		1,400
Long term Right-of-use asset - operating lease		-		-
Certificate of deposit		5,331		5,331
TOTAL ASSETS	$	437,434	$	381,413
LIABILITIES AND STOCKHOLDERS' DEFICIT				
CURRENT LIABILITIES:				
Accounts payable and accrued expenses	$	512,892	$	507,605
Accrued interest		671,162		606,029
Convertible notes, net		1,549,879		1,542,761
Notes payable		149,001		149,001
Loans payable - related parties		591,950		557,484
Right-of-use liabiliy - operating lease		-		1,636
Line of credit		13,624		13,532
Derivative liabilities		4,949,292		3,898,409
Payroll liabilities - related parties		756,740		535,320
Payroll liabilities		42,592		42,592
Preferred stock liability		-		-
Total Current Liabilities	$	9,237,132	$	7,854,369
Long term portion of convertible loans, net		-		-
Long term portion of notes payable		71,543		74,338
Long term Right-of-use liabiliy - operating lease		-		-
TOTAL LIABILITIES	$	9,308,675	$	7,928,707
Commitments and contingencies				
STOCKHOLDERS' DEFICIT:				
Undesignated Preferred stock, $0.001 par value, 19,999,900 shares authorized; no shares issued and outstanding, respectively		-		-
Preferred Series A stock, $0.001 par value, 200 and 100 shares authorized, respectively; 151.5 and 144 shares issued and outstanding, respectively		1	$	1
Preferred Series B stock, $0.001 par value, 10,000,000 shares authorized; no shares issued and outstanding, respectively		-	$	-
Preferred stocks to be issued		-		-
Common stock, $0.001 par value, 400,000,000 shares authorized; 145,601,486 and 133,626,486 shares issued and outstanding, respectively		145,601	$	133,626
Common stocks to be issued		4,600		4,675
Additional paid-in capital		12,168,799	$	11,904,899
Accumulated deficit		(21,350,982)	$	(19,751,235)
Total Grand Havana stockholders' deficit	$	(9,031,981)	$	(7,708,034)
Non-controlling interest		160,740	$	160,740
TOTAL STOCKHOLDERS' DEFICIT		(8,871,241)		(7,547,294)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	437,434	$	381,413

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

Grand Havana, Inc. and Subsidiaries
Consolidated Statements of Operations

	March 31, 2021	March 31 2020
NET REVENUES:		
Revenues, net	$ 73,558	$ 74,683
TOTAL NET REVENUES	73,558	74,683
COST OF GOODS SOLD:		
Cost of goods sold	25,291	34,125
TOTAL COST OF GOODS SOLD	25,291	34,125
GROSS PROFIT	48,267	40,558
OPERATING EXPENSES:		
General and administrative expenses	25,776	91,171
Depreciation and amortization	10,928	-
Payroll and related expenses	331,216	355,994
TOTAL OPERATING EXPENSES	367,920	447,165
(LOSS) FROM OPERATIONS	(319,653)	(406,607)
OTHER INCOME (EXPENSE):		
Interest expense, net	(109,831)	(149,197)
Change in derivative liabilities	(1,128,182)	(3,563,031)
Other (expense) income	(42,081)	(25,205)
TOTAL OTHER INCOME (EXPENSE)	(1,280,094)	(3,737,433)
NET (LOSS)	(1,599,747)	(4,144,040)
LESS: NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTEREST	-	-
NET (LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ (1,599,747)	$ (4,144,040)
NET (LOSS) PER COMMON SHARE:		
Basic and diluted	$ (0.01)	$ (0.04)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:		
Basic and diluted	137,542,597	101,009,422

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

Grand Havana, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Deficit

	Preferred Stock				Preferred Stock to be issued		Common Stock		Common Stock to be issued		Additional Paid in Capital	Accumulated Deficit	Non-controlling Interest	Total
	Class A		Class B											
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Total
Balances, December 31, 2019	144	$ 1	-	$ -	7	$ -	98,537,962	$ 98,538	6,208,063	$ 6,208	$ 10,962,011	$ (20,661,500)	160,740	$ (9,434,002)
Issuance of s preferred class A shares with note	-	-	-	-	2.5	-	-	-	-	-	32,700	-	-	32,700
Issuance of shares to be issued	-	-	-	-	-	-	2,533,063	2,533	(2,533,063)	(2,533)	-	-	-	-
Issuance of shares for cash	-	-	-	-	-	-	1,858,333	1,858	-	-	53,892	-	-	55,750
Issuance of shares - debt conversion	-	-	-	-	-	-	26,340,287	26,340	-	-	146,650	-	-	172,990
Resolution of derivative liability through APIC	-	-	-	-	-	-	-	-	-	-	404,529	-	-	404,529
Warrant issued for services	-	-	-	-	-	-	-	-	-	-	135,000	-	-	135,000
Issuance of shares for compensation	-	-	-	-	-	-	4,356,841	4,357	1,000,000	1,000	170,117	-	-	175,474
Net Income/(Loss)	-	-	-	-	-	-	-	-	-	-	-	910,265	-	910,265
Balances, December 31, 2020	144	$ 1	-	$ -	9.5	$ -	133,626,486	$ 133,626	4,675,000	$ 4,675	$ 11,904,899	$ (19,751,235)	160,740	$ (7,547,294)
Issuance of s preferred class A shares for cash	7.5	-	-	-	(2.5)	-	-	-	-	-	20,000	-	-	20,000
Issuance of shares to be issued	-	-	-	-	-	-	75,000	75	(75,000)	(75)	-	-	-	-
Issuance of shares - debt conversion	-	-	-	-	-	-	10,000,000	10,000	-	-	15,300	-	-	25,300
Resolution of derivative liability through APIC	-	-	-	-	-	-	-	-	-	-	145,000	-	-	145,000
Issuance of shares for compensation	-	-	-	-	-	-	1,900,000	1,900	-	-	83,600	-	-	85,500
Net Income/(Loss)	-	-	-	-	-	-	-	-	-	-	-	(1,599,747)	-	(1,599,747)
Balances, March 31, 2021	151.5	$ 1	-	$ -	7	$ -	145,601,486	$ 145,601	4,600,000	$ 4,600	$ 12,168,799	$ (21,350,982)	160,740	$ (8,871,241)

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

Grand Havana, Inc. and Subsidiaries
Consolidated Statements of Cash Flows

	March 31 2021	March 31 2020	
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net (loss) before non-controlling interest	$ (1,599,747)	$ (4,144,040)	
Adjustment to reconcile change in net (loss) to net cash and cash equivalents used in operating activities:			
Depreciation expense	10,928	10,500	
(Gain) loss on sale of equipment	-	-	
Amortization of intangibles	-	-	
Loss on settlement of accounts payable - related party	-	-	
Amortization of debt discount	40,118	85,102	
Change in derivative liabilities	1,128,182	3,563,031	
Default interest capitalized into convertible note payable	-		
Convertible note issued for services rendered	-	59,217	
Stock-based compensation	85,500	240,375	
Amorization of right-of-use assets - operating lease	(1,611)	29,793	
Changes in operating assets and liabilities:			
Accounts receivable	3,266	12,789	
Inventory	(2,655)	(17,864)	
Prepaid expenses and other current assets	-	15,565	
Accounts payable and accrued expenses	5,238	20,342	
Lease Liability	1,636	(29,414)	
Accrued interest	65,133	5,577	
Payroll and related liabilities	-	(6,343)	
Payroll and related liabilities - related parties	221,420	35,385	
NET CASH USED IN OPERATING ACTIVITIES	(42,592)	(119,985)	
NET CASH FROM DISCONTINUED OPERATIONS - OPERATING	-	-	
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property and equipment	-		
Proceeds from sale of equipment	-		
NET CASH USED IN INVESTING ACTIVITIES	-		
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from convertible notes payable	60,000	60,000	
Proceeds of loans payable - related parties	34,466	(37,400)	
Net proceeds (repayments) of notes payable	(2,795)	50,530	
Net proceeds from line of credit	92	246	
Proceeds from the sale of preferred stock	20,000	-	
Proceeds from sale of common stock	-	45,900	
NET CASH PROVIDED BY FINANCING ACTIVITIES	111,763	119,276	
NET CASH FROM DISCONTINUED OPERATIONS - FINANCING	-	-	
Net increase in cash	69,171	(709)	
Cash, beginning of year	5,488	3,631	
Cash, end of period	$ 74,659	$ 2,922	-
SUPPLEMENTAL CASH FLOW INFORMATION:			
Cash paid for interest	$	$	
Cash paid for taxes	$ -	$ -	

NON-CASH ACTIVITIES:				
Initial Recognition of ROU Asset and Lease Liability	$	-	$	
Debt discounts on convertible notes payable	$	-	$	
Resolution of derivative liability through APIC		145,000		169,336
Conversion of debt and accrued interest into common stock	$	25,300	$	86,217
Cashless warrant exercised		-		
Common stock issued for settlement of accounts payable		-		
Issuance of preferred stock for settlement of preferred stock liability	$	-	$	

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

NOTE 1 – ORGANIZATION

Grand Havana Inc. F/K/A Junkiedog.com, Inc. (the "Company") was incorporated in the State of Texas in 2009 as Unique Underwriters, Inc.

On June 9, 2014, the Board of Directors and consenting shareholders holding a majority of issued and outstanding Common Stock approved a change in domicile of the Company from Texas to Nevada. The change of domicile, or reincorporation, was affected by means of a merger between the Company and a newly formed wholly-owned Nevada subsidiary of the Company in name of JunkieDog.com Inc., in which the subsidiary was the surviving entity.

On September 19, 2014, a Plan of Exchange (the "Exchange") was executed between and among the Company and First Choice Apparel LLC ("First Choice"), a limited liability company organized in the State of North Carolina on June 20, 2013, specializing in the online sales of clothing and other quality items via a wholesale website. Pursuant to the Exchange, the Company acquired 100% of the membership interests of First Choice in exchange for an issuance by the Company of 40,000,000 shares of Common Stock to First Choice Members, and/or their assigns. The above issuance gave First Choice Members and/or their assigns a 'controlling interest' in the Company representing approximately 98.1% of the then issued and outstanding shares of the Company's Common Stock. The transaction resulted in a change in control of the Company. The Company and First Choice were reorganized, such that the Company acquired 100% of the membership interests of First Choice, and First Choice became a wholly-owned subsidiary of the Company.

As a result of the Exchange with First Choice Apparel, the Company's business model was changed from insurance sales to e-commerce

In March 2016, the Company's management decided to discontinue the operations of First Choice Apparel due to the significant adverse change in the business climate for internet based retail and wholesale virtual stores. Accordingly, both segments with respect to insurance sales and e-commerce were reported as discontinued operations.

On December 19, 2016, Grand Havana LLC, organized as a Limited Liability Company under the laws of the State of Florida having its articles of organization filed and effective on April 2, 2015, merged into Grand Havana Master LLC, ("GHM") a Limited Liability Company organized and existing under the laws of the State of Florida having its Articles of Organization filed and effective on August 20, 2015.

On February 5, 2017, an Agreement for the Exchange of Stock (the "Exchange") was entered into between the Company and GHM, and the members of GHM, pursuant to which 50,000,000 shares of the Company's common stock were issued to the members of GHM in exchange for 100% of the membership interests of GHM. Upon completion of the Exchange, Grand Havana Master LLC became the Company's wholly-owned subsidiary and the members of GHM own a controlling interest in the Company. Simultaneously upon the Closing of the Exchange, Mr. Roberto Luciano, the Company's Chief Executive Officer, returned his 39,500,000 shares of the Company's common stock for cancellation in exchange for certain assets of the business. As a result, the Company became GHM's wholly owned subsidiary and assumed a total of $866,011 in net liabilities. This transaction is being accounted for as a reverse merger and GHM is deemed to be the acquirer. Consequently, the assets and liabilities and the historical operations that will be reflected in the consolidated financial statements prior to the Reverse Merger will be those of GHM.

During the fourth quarter of 2019, the Company determined to shut down Cafesa Co. and started to build up customer base on its own effort for the same coffee distribution business in the same geographical area. After analyzing the affect by the criteria provided by ASC 205-20-55, the Company has concluded that the abandonment of Cafesa Co. should not be considered as "discontinued operations" since the abandonment does not represent a strategic shift that has (or will have) a major effect on the Company's operations and financial results.

On June 3, 2019, the Company filed Articles of Organization as a Domestic Limited Liability Company with the Florida Secretary of State creating a new wholly-owned subsidiary, Grand Master Brands LLC ("GMB"). The business purpose of GMB is to provide marketing and sales services for the Company's products to retail businesses.

Grand Havana, Inc. and its subsidiaries are hereinafter referred to as the "Company".

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

<u>BASIS OF PRESENTATION</u>

The Company's consolidated financial statements and related disclosures for the periods ended March 31, 2021 and December 31, 2020 , have been prepared using the accounting principles generally accepted in the United States ("GAAP").

<u>PRINCIPLES OF CONSOLIDATION</u>

The accompanying financial statements reflect the consolidation of the individual financial statements of Grand Havana, Inc., Grand Havana Master LLC, Unique Underwriters, Inc, and Cafesa Co. All significant intercompany accounts and transactions have been eliminated. Cafesa discontinued operations during September 2019.

<u>RECLASSIFICATION</u>

Certain prior year amounts have been reclassified to conform to the current period presentation. These reclassifications had no impact on net earnings and the financial position of the Company.

<u>USE OF ESTIMATES</u>

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions which affect the reporting of assets and liabilities as of the dates of the financial statements and revenues and expenses during the reporting period.
Such estimates and assumptions impact both assets and liabilities, including but not limited to: net realizable value of accounts receivable and inventory, estimated useful lives and potential impairment of property and equipment, the valuation of intangible assets, estimate of fair value of share based payments and derivative liabilities,

estimates of fair value of warrants issued and recorded as debt discount, estimates of tax liabilities and estimates of the probability and potential magnitude of contingent liabilities.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future non-conforming events. Accordingly, actual results could differ significantly from estimates.

Risks and Uncertainties

The Company's operations are subject to risk and uncertainties including financial, operational, regulatory and other risks including the potential risk of business failure.

The Company has experienced, and in the future expects to continue to experience, variability in its sales and earnings. The factors expected to contribute to this variability include, among others, (i) the uncertainty associated with the commercialization and ultimate success of the product, (ii) competition inherent at other locations where product is expected to be sold (iii) general economic conditions and (iv) the related volatility of prices pertaining to the cost of sales.

Fiscal Year

The Company's fiscal year-end is December 31.

Non-Controlling Interest

The company owned 70% of Cafesa Co. since April 25, 2017. During the fourth quarter of 2019, the Company determined to shut down Cafesa Co. The Company has concluded that the abandonment of Cafesa Co. should not be considered as "discontinued operations". Please see note 1 for further discussion.

CASH AND CASH EQUIVALENTS

The Company considers highly liquid investments with original maturities of three months or less when purchased as cash equivalents. The Company had cash equivalents of $5.488 and $3,786 as of March 31, 2021 and December 31, 2020 , respectively. At times throughout the year, the Company might maintain bank balances that may exceed Federal Deposit Insurance Corporation insured limits. Periodically, the Company evaluates the credit worthiness of the financial institutions, and has not experienced any losses in such accounts. At March 31, 2021 and December 31, 2020 , the Company had $0 over the insurable limit.

ACCOUNTS RECEIVABLE

Accounts receivable are presented net of an allowance for doubtful accounts. The Company maintains allowances for doubtful accounts for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, a customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. At March 31, 2021 and December 31, 2020 , the Company has established, based on a review of its outstanding balances, that no allowance is necessary.

INVENTORY

Inventory is stated at the lower of cost or net realizable value using the FIFO method. Inventory consists primarily of only finished goods, which represents the final product ready for sale. A periodic inventory system is maintained by 100% count. Inventory is replaced periodically to maintain the optimum stock on hand available for immediate shipment. The Company assesses whether an inventory reserve is necessary at the end of each fiscal period. For the three months ended and year ended March 31, 2021 and December 31, 2020 no inventory reserve was deemed necessary.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost. Expenditures for major renewals and improvements are capitalized while expenditures for minor replacements, maintenance and repairs are expensed as incurred. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Upon retirement or disposal of assets, the accounts are relieved of cost and accumulated depreciation and the related gain or loss, if any, is reflected in loss on disposal of assets in the consolidated statement of income and comprehensive income.

At least annually, the Company evaluates, and adjusts when necessary, the estimated useful lives. The changes in estimated useful lives would not have a material impact on depreciation in any period. The estimated useful lives are:

Equipment	7 years
Vehicles	5 years

LONG LIVED ASSETS

The Company evaluates the carrying value and recoverability of its long-lived assets when circumstances warrant such evaluation by applying the provisions of ASC 360-35, *Property, Plant and Equipment, Subsequent Measurement* ("ASC 360-35"). ASC 360-35 requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value.

INTANGIBLE ASSETS

The Company records intangible assets at cost or based on the fair value of the assets acquired. Intangible assets consist of customer lists and trademarks. The Company amortizes intangible assets over their estimated useful lives or in proportion to expected yearly revenue generated from the intangibles that were acquired.

In accordance with ASC 350, *Intangibles-Goodwill and Other*, the Company assesses intangible assets for potential impairments at the end of each fiscal year, or during the year if an event or other circumstance indicates that we may not be able to recover the carrying amount of the asset. In evaluating goodwill and intangible assets for impairment, the Company first assesses qualitative factors to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount. If the Company concludes that it is not more likely than not that the fair value of a reporting unit is less than its carrying value, then no further testing of the intangible assets assigned to the reporting unit is required. However, if the Company concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying value, then the Company will perform a two-step intangible assets impairment test to identify potential intangible assets impairment and measure the amount of intangible assets impairment to be recognized, if any.

In the first step of the review process, the Company compares the estimated fair value of the reporting unit with its carrying value. If the estimated fair value of the reporting unit exceeds its carrying amount, no further analysis is needed. If the estimated fair value of the reporting unit is less than its carrying amount, the Company proceeds to the second step of the review process to calculate the implied fair value of the reporting unit intangible assets in order to determine whether any impairment is required. The Company calculates the implied fair value of the reporting unit intangible assets by allocating the estimated fair value of the reporting unit to all of the assets and liabilities of the reporting unit as if the reporting unit had been acquired in a business combination. If the carrying value of the reporting unit's intangible assets exceeds the implied fair value of the intangible assets, the Company recognizes an impairment loss for that excess amount. In allocating the estimated fair value of the reporting unit to all of the assets and liabilities of the reporting unit, the Company uses industry and market data, as well as knowledge of the industry and the Company’s past experiences.

The Company bases its calculation of the estimated fair value of a reporting unit on the income approach. For the income approach, the Company uses internally developed discounted cash flow models that include, among others, the following assumptions: projections of revenues and expenses and related cash flows based on assumed long-term growth rates and demand trends; expected future investments to grow new units; and estimated discount rates. The Company bases these assumptions on its historical data and experience, third-party appraisals, industry projections, micro and macro general economic condition projections, and its expectations.

The Company had no intangible assets impairment charges for the three months ended and the year ended March 31, 2021 and December 31, 2020 .

LEASES

On January 1, 2019, the Company adopted ASU 2016-02(*Topic 842*) using the modified retrospective method. The Company leases approximately 1,800 square feet of office and warehouse space located at 2300 NW 7th Place, Miami, LF 33127. We have a 2-year lease at a cost of $1,495 per month for the first year and $1,548 per month for the second year of the lease. The lease expires in June 2020. On January 13, 2019, the Company entered into a two-year lease for office and warehouse space located at 761 NW 23 Street, Miami, FL 33127, effective February 1, 2019 through January 31, 2021. The monthly rental payments are $1,607 per month for the first year and $1,657 per month for the second year of the lease. At the time of adoption, the Company recognized a right of use asset and corresponding liability in the amount of $57,990, respectively. The incremental borrowing rate, used for this calculation, which is the rate of interest that a lessee would have to pay to borrow the fund to acquire similar underlying asset, is 15.27%. The new standard also provides practical expedients for a company's ongoing accounting. The Company elected the short-term lease recognition exemption under which leases with a lease term of 12 months or less are not recorded on the Consolidated Balance Sheet, but rather, lease expense is recognized over the lease term on a straight-line basis. The Company also made an accounting policy election to combine lease and non-lease components of operating leases for all asset classes. As of December 31, 2020, the ROU asset was $1,611. As of December 31, 2020, the current and long-term portion of lease liabilities are $1,636, and $0, respectively. For the year ended December 31, 2020, the Company recognized amortization of ROU assets of $26,586 and reduction of lease related liability in the amount of $26,940.

<u>INCOME TAXES</u>

The Company, along with its consolidated subsidiaries, are deemed a corporation and thus is a taxable entity. Prior to the reverse merger on February 5, 2017 the Company filed a U.S. Return of Partnership Income, whereby the members of the Company were taxed on their share of the Company's taxable income, and the Company was not subject to federal and state income taxes. No provision for income taxes was reflected in the accompanying consolidated financial statements, as the Company did not have taxable income through December 31, 2020. There were no uncertain tax positions that would require recognition in the consolidated financial statements through December 31, 2020.

Generally, federal, state and local authorities may examine the Company's tax returns for three years from the date of filing, and the current and prior three years remain subject to examination as of December 31, 2020.

The Company's conclusions regarding uncertain tax positions may be subject to review and adjustment at a later date based upon ongoing analyses of tax laws, regulations and interpretations thereof as well as other factors.

The Company accounts for income taxes under ASC 740-10-30, *Income Taxes*. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. 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 the statements of operations in the period that includes the enactment date.

<u>FAIR VALUE OF FINANCIAL INSTRUMENTS</u>

GAAP requires certain disclosures regarding the fair value of financial instruments. The fair value of financial instruments is made as of a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

GAAP defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal, or most advantageous market in which it would transact, and it considers assumptions that market participants would use when pricing the asset or liability.

GAAP establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the degree of subjectivity that is necessary to estimate the fair value of a financial instrument. GAAP establishes three levels of inputs that may be used to measure fair value:

Level 1 – Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 – Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 – Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The following tables summarize our financial instruments measured at fair value as of March 31, 2021 and December 31, 2020:

	Fair Value Measurements at March 31, 2021			
	Total	**Level 1**	**Level 2**	**Level 3**
Convertible notes payable	$ 4,891,215	$ —	$ —	$ 4,891,215
Warrants	$ 58,077	$ —	$ —	$ 58,077

	Fair Value Measurements at December 31, 2020			
	Total	**Level 1**	**Level 2**	**Level 3**
Convertible notes payable	$ 3,911,095	$ —	$ —	$ 3,911,095
Warrants	$ 20,015	$ —	$ —	$ 20,015

The Company uses a multinomial lattice model that values the derivative liability within the convertible notes and warrants based on probability weighted discounted cash flow model. The fair values of the conversion option and the attached warrants were estimated using a binomial model with the following assumptions:

	March 31, 2021			
	Conversion Option		Warrants	
Volatility		350.36%		205.98%-745.07%
Dividend Yield		0%		0%
Risk-free rate		1.48%-1.6%		1.55%-1.62%
Expected term		0.5-1 years		0.24-1.98 years
Stock price	$	0.0249	$	0.0249
Exercise price	$	0.0028-0.0179	$	0.025-0.16
Derivative liability fair value	$	4,891,215	$	58,077

	December 31, 2020			
	Conversion Option		Warrants	
Volatility		224.58%-333.40%		224.58%-419.57%
Dividend Yield		0%		0%
Risk-free rate		0.10%-0.50%		0.10%-1.52%
Expected term		0.01-1 years		0.36-2.22 years
Stock price	$	0.009	$	0.009
Exercise price	$	0.0014-0.0179	$	0.025-0.16
Derivative liability fair value	$	3,911,095	$	20,015

The following table presents a summary of the Company's derivative liabilities as of March 31, 2021 and December 31, 2020:

Description	March 31, 2021		December 31, 2020	
Beginning balance	$	3,898,409	$	6,485,377
Proceeds, payments and conversions		(110,000)		(299,529)
Total change in fair value		1,160,883		(2,254,738)
Ending balance	$	4,949,292	$	3,931,110

CONVERTIBLE INSTRUMENTS AND DERIVATIVES

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for FASB ASC 815, *Derivatives and Hedging* ("ASC 815").

Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

DEBT ISSUE COSTS AND DEBT DISCOUNT

The Company may record debt issue costs and/or debt discounts in connection with raising funds through the issuance of debt. These costs may be paid in the form of cash, or equity (such as warrants). These costs are amortized to interest expense over the life of the debt. If a conversion of the underlying debt occurs, a proportionate share of the unamortized amounts is immediately expensed.

ORIGINAL ISSUE DISCOUNT

For certain convertible debt issued, the Company may provide the debt holder with an original issue discount. The original issue discount would be recorded to debt discount, reducing the face amount of the note, and is amortized to interest expense over the life of the debt.

EXTINGUISHMENTS OF LIABILITIES

The Company accounts for extinguishments of liabilities in accordance with ASC 860-10 (formerly SFAS 140) "Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities". When the conditions are met for extinguishment accounting, the liabilities are derecognized and the gain or loss on the sale is recognized.

RECOGNITION OF REVENUE

On January 1, 2018, the Company adopted ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"), which creates a single framework for recognizing revenue from contracts with customers.

The Company applies a five-step approach in determining the amount and timing of revenue to be recognized: (1) identifying the contract with a customer, (2) identifying the performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the performance obligations in the contract and (5) recognizing revenue when the performance obligation is satisfied. Substantially all of the Company's revenue is recognized at the time control of the products transfers to the customer.

The Company's revenue is primarily derived from the sale of coffee, parts, and services. Our products are sold to customers upon a purchase order/contract and shipping satisfies this single performance obligation. The services, which includes installation, maintenance, and repairs, are provided to customers upon request, the performance of the service fully satisfies this obligation. Royalty revenue is related to fees for use of our brand name through a license agreement, currently there is one licensee and revenue is recognized as earned according to the terms of the agreement. Equipment revenue is related to our coffee machines that are leased to lessees for a period of three years, as well as sales of our espresso and grinder machines. Our products are sold to customers upon a purchase order/contract and shipping satisfies this single performance obligation. Shipping revenue is received from clients to help defray the cost of shipping items to the client and is recognized upon shipment of the order, satisfying the single performance obligation. The transaction price is generally in the form of a fixed fee at the time of the purchase order/contract. Payment terms are upon delivery, net 15 days or net 30 days. There are typically no returns by customers and such returns are handled on a case-by-case basis. There was no revenue recognized in 2020 from performance obligations satisfied in previous periods.

CONCENTRATION OF CREDIT RISK

Financial instruments, which potentially expose the Company to concentrations of credit risk, are primarily comprised of cash and cash equivalents, investments, accounts receivable and unbilled accounts receivable, if any. The Company places its cash in highly rated financial institutions. Management believes its credit policies reflect normal industry terms and business risk.

STOCK BASED COMPENSATION

The Company follows FASB ASC 718, *Compensation – Stock Compensation*, which prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the unaudited condensed consolidated financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50, *Equity–based Payments to Non-Employees*. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

For the three months ended and the year ended March 31, 2021 and December 31, 2020 , the Company had stock-based compensation totaling $85,500 and $310,474, respectively.

RELATED PARTIES

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements.

The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

CONTINGENCIES

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. However, there is no assurance that such matters will not materially and adversely affect the Company’s business, consolidated financial position, and consolidated results of operations or consolidated cash flows.

SUBSEQUENT EVENTS

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements are issued.

Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

NEW ACCOUNTING PRONOUNCEMENTS

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the effect of recently issued standards that are not yet effective will not have a material effect on its consolidated financial position or results of operations upon adoption.

NOTE 3 – GOING CONCERN

The Company's consolidated financial statements have been prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred net losses during the three months ended and the year ended March 31, 2021 and December 31, 2020 , respectively. Cash on hand will not be sufficient to cover debt repayments, operating expenses and capital expenditure requirements for at least twelve months from the consolidated balance sheet date. As of March 31, 2021 and December 31, 2020 , the Company had working capital deficits. Our historical operating results indicate substantial doubt exists related to the Company's ability to continue as a going concern. In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to seek equity and/or debt financing. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

There are no assurances that the Company will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placements, public offerings and/or bank financing necessary to support the Company's working capital requirements. To the extent that funds generated from operations, any private placements, public offerings and/or bank financing are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – LOSS PER SHARE

The Company utilizes the guidance per ASC 260, *Earnings Per Share*. Basic earnings per share is calculated on the weighted effect of all common shares issued and outstanding, and is calculated by dividing net income available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share, which is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation, plus the number of common shares that would be issued assuming conversion of all potentially dilutive securities outstanding, is not presented separately as of March 31, 2021 and December 31, 2020 as it is anti-dilutive.

Such securities, shown below, presented on a common share equivalent basis and outstanding as of March 31, 2021 and December 31, 2020 have been excluded from the per share computations:

Description	**March 31, 2021**	**December 31, 2020**
Convertible notes payable	203,800,623	435,810,239
Warrants	2,586,084	2,586,084
Series A preferred stock	305,436,642	305,436,642
Total diluted shares	511,823,349	743,832,965

NOTE 5 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at March 31, 2021 and December 31, 2020 :

	March 31, 2021	December 31, 2020
Equipment	$ 298,833	$ 298,833
Vehicles	106,539	106,539
Less: Accumulated depreciation	(100,826)	(89,898)
Property and equipment, net	$ 304,546	$ 317,883

Depreciation expense for three months ended and the year ended March 31, 2021 and December 31, 2020 was $10,928 and $0, respectively.

NOTE 6 –CONVERTIBLE NOTES

On February 13, 2017, the Company entered into an unsecured convertible promissory note for $25,000, due on February 13, 2018, bearing interest at 8% per annum. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal increased by $2,500 as a result of default penalty, and the Company converted $7,000 principal and $2,162 accrued interest to 2,395,231 shares of common stock at a conversion price of $0.003825 per share. Please refer to Note 10 for further discussion. As of March 31, 2021, the outstanding balance of the note was $20,500 and the related accrued interest was $11,508, respectively. This note is currently in default bearing a default interest rate of 16%.

On February 13, 2017, the Company entered into an unsecured convertible promissory note for $95,000, due on February 13, 2018, bearing interest at 8% per annum. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal increased by $9,500 as a result of default penalty. As of March 31, 2021, the outstanding balance of the note was $104,500 and the related accrued interest was $58,285, respectively. This note is currently in default bearing a default interest rate of 16%.

On March 15, 2017, the Company entered into a secured convertible promissory note for $60,000, due on March 15, 2018, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal increased by $6,000 as a result of default penalty. As of June 2019, the note holder converted $2,742 of principal to 716,862 shares of common stock at $0.00383 per share. During 2020, the note holder converted $28,602 of principal and interest to 7,758,052 shares of common stock from $0.0034 to $0.0038 per share. Please refer to Note 1310 for further discussion. As of March 31, 2021, the outstanding balance of the note was $34,689 and the related accrued interest was $26,369, respectively. This note is currently in default bearing a default interest rate of 16%.

On March 17, 2017 the Company entered into a secured convertible promissory note for $80,000, due on March 17, 2018, bearing interest at 15% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 45% of the lowest trading price during the last fifteen trading day period, including the date of conversion. During 2020, the note holder converted $103,9119 of principal and accrued interest to 9,698,235 shares of common stocks from $0.0041 to $0.0185 per share. As of March 31, 2021, the outstanding balance of the note was $41,444 and the related accrued interest was $6,210, respectively. This note is currently in default bearing a default interest rate of 18%.

On March 17, 2017, the Company entered into an unsecured convertible promissory note for $60,000, due on March 17, 2018, bearing interest at 8% per annum. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal was increased by $6,000 as a result of default penalty. As of March 31, 2021, the outstanding balance of the note was $66,000 and the related accrued interest was $35,567, respectively. This note is currently in default bearing a default interest rate of 16%.

On March 17, 2017 the Company entered into an unsecured convertible promissory note for $25,000, due on March 17, 2018, bearing interest at 15% per annum. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 45% of the lowest trading price during the last fifteen trading day period, including the date of conversion. During 2020, the company raise another $45,000 from the note holder for daily operation. During the first quarter of 2021, the Company raise another $35,000 from the note holder for daily operation. As of March 31, 2021, the outstanding balance of the note was $105,000 and the related accrued interest was $22,294, respectively. This note is currently in default bearing a default interest rate of 18%.

On April 7, 2017, the Company entered into an unsecured convertible promissory note for $20,000, due on April 7, 2018, bearing interest at 8% per annum. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal was increased by $2,000 as a result of default penalty. As of March 31, 2021, the outstanding balance of the note was $22,000 and the related accrued interest was $12,107, respectively. This note is currently in default bearing a default interest rate of 16%.

On May 3, 2017, the Company entered into an unsecured convertible promissory note for $20,000, due on May 3, 2018, bearing interest at 8% per annum. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal was increased by $2,000 as a result of default penalty. As of March 31, 2021, the outstanding balance of the note was $22,000 and the accrued interest was $11,856, respectively. This note is currently in default bearing a default interest rate of 16%.

On May 3, 2017, the Company entered into a secured convertible promissory note for $60,000, due on May 3, 2018, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal was increased by $6,000 as a result of default penalty. As of March 31, 2021, the outstanding balance of the note was $66,000 and the related accrued interest was $31,833, respectively. This note is currently in default bearing a default interest rate of 16%.

On August 7, 2017, the Company entered into a secured convertible promissory note for $78,750, due on August 7, 2018, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal was increased by $7,875 as a result of default penalty and the company converted $2,000 of the principal to 400,400 shares of common stock at $0.005 per shares. During 2020, $17,875 of principal and interest are converted to 2,977,286 shares of common stock from $0.0025 to $0.0129per shares. During the first quarter of 2021, $25,300 of principal were converted to 10,000,000 shares of common stocks. Please refer to Note 10 for further discussion. As of March 31, 202, 1the outstanding balance of the note was $41,450 and the related accrued interest was $40,278, respectively. This note is currently in default bearing a default interest rate of 16%.

On December 13, 2017, the Company entered into a secured convertible promissory note for $60,000, due on September 14, 2018, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. For the year ended December 31, 2019, the principal was increased by $6,000 as a result of default penalty. As of March 31, 2021, the outstanding balance of the note was $66,000 and the related accrued interest was $29,087, respectively. This note is currently in default bearing a default interest rate of 16%.

On March 5, 2018, the Company entered into an unsecured convertible promissory note for $302,612 in settlement of previous convertible promissory notes from 2013 and 2014, of which $249,250 was principal and $53,362 was interest accrued through the date of issuance of this note, due on March 5, 2019, bearing interest at 8% per annum, with an original issuance discount of $1,500. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 50% of the closing price on the trading day immediately prior to the conversion date. As of December 31, 2020, the outstanding balance of the note was $302,612 and accrued interest was $137,328, respectively. This note is currently in default bearing a default interest rate of 18%.

On May 10, 2018, the Company entered into a secured convertible promissory note for $20,000, due on May 10, 2019, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last twenty trading day period, including the date of conversion. As of March 31, 2021, the outstanding balance of the note was $20,000 and accrued interest $7,399, respectively. This note is currently in default bearing a default interest rate of 16%.

On June 25, 2018, the Company entered into a secured convertible promissory note for $32,000, due on June 25, 2019, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last twenty trading day period, including the date of conversion. As of March 31, 2021, the outstanding balance of the note was $32,000 and accrued interest of $11,559, respectively. This note is currently in default bearing a default interest rate of 16%.

On July 24, 2018, the Company entered into an unsecured convertible promissory note for $70,000, due on July 24, 2019, bearing interest at 12% per annum. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a conversion price of $0.025 per share or 50% of the lowest trading price during the last twenty trading day period, not including the date of conversion, whichever is lower. As of March 31, 2021, the outstanding balance of the note was $70,000 accrued interest of 47,763, respectively. This note is currently in default bearing a default interest rate of 20%.

On September 2, 2018, the Company entered into an unsecured convertible promissory note for $12,500, due on September 1, 2019, bearing interest at 10% per annum. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest intraday trading price during the last five trading day period, including the date of conversion. As of March 31, 2021, the outstanding balance of the note was $12,500 and accrued interest of $6,189, respectively. This note is currently in default bearing a default interest rate of 18%.

On September 17, 2018, the Company entered into a secured convertible promissory note for $40,000, due on September 17, 2020, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of $0.02 per share. As of March 31, 2021, the outstanding balance of the note was $40,000 and accrued interest of $13,992, respectively. As of filling date, this note is in default bearing a default interest rate of 18%.

On October 26, 2018, the Company entered into a secured convertible promissory note for $100,000, due on October 26, 2020, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of $0.02 per share. As of March 31, 2021, the outstanding balance of the note was $100,000 and accrued interest of $31,759, respectively. As of filling date, this note is in default bearing a default interest rate of 18%.

On December 13, 2018, the Company entered into a secured convertible promissory note for $30,000, due on October 26, 2020, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of $0.02 per share. As of March 31, 2021, the outstanding balance of the note was $30,000 and accrued interest of $9,044, respectively. As of filling date, this note is in default bearing a default interest rate of 18%.

On January 3, 2019, the Company entered into a secured convertible promissory note for $63,309, due on January 3, 2020, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. In connection with the issuance of convertible notes, the Company also granted 73,046 warrants to acquire common stock at $0.13 per share. Please refer to Note 10 for further discussion. As of March 31, 2021, the outstanding balance of the note was $63,309 and $17,650, respectively. As of filling date, this note is in default bearing a default interest rate of 16%.

On January 8, 2019, the Company entered into a secured convertible promissory note for $35,000, due on December 31, 2019, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last fifteen trading day period, including the date of conversion. As of March 31, 2021, the outstanding balance of the note was $35,000 and accrued interest of 9,773, respectively. This note is currently in default bearing a default interest rate of 16%.

On April 12, 2019, the Company entered into a secured convertible promissory note for $100,000 due on October 26, 2020, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of $0.02 per share. As of March 31, 2021, the outstanding balance of the note was $100,000 and accrued interest of $26,236, respectively. This note is currently in default bearing a default interest rate of 18%.

On April 25, 2019, the Company entered into a secured convertible promissory note for $33,000 due on April 25, 2020, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains $3,000 original issue discount and a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of the lesser of $0.11 or 50% of the lowest trading price during the last twenty trading day period prior to date of conversion, including the date of conversion. In connection with the issuance of convertible notes, the Company also granted 75,000 warrants to acquire common stock at $0.11 per share, please refer to Note 9 for further discussion. During 2020, the principal was increased by $3,300 due to default penalty, As of March 31, 2021, the outstanding balance of the note was $36,300 and accrued interest of $9,392, respectively. As of filling date, this note is in default bearing a default interest rate of 16%.

On April 25, 2019, the Company entered into a secured convertible promissory note for $33,000 due on April 25, 2020, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains $3,000 original issue discount and a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of the lesser of $0.11 or 50% of the lowest trading price during the last twenty trading day period prior to date of conversion, including the date of conversion. In connection with the issuance of convertible notes, the Company also granted 75,000 warrants to acquire common stock at $0.11 per share. Please refer to Note 10 for further discussion. During 2020, the principal was increased by $3,300 due to default penalty, As March 31, 2021, the outstanding balance of the note was $36,300 and accrued interest of $9,392, respectively. As of filling date, this note is in default bearing a default interest rate of 16%.

On August 16, 2019, the Company entered into a secured convertible promissory note for $30,565 due on August 16, 2020, bearing interest at 8% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last twenty trading day period prior to date of conversion, including the date of conversion. In connection with the issuance of convertible notes, the Company also granted 28,654 warrants to acquire common stock at $0.16 per share. Please refer to Note 10 for further discussion. As of March 31, 2021, the outstanding balance of the note was $30,565 and accrued interest of $5,815, respectively. As of filling date, this note is in default bearing a default interest rate of 16%.

On September 16, 2019, the Company entered into a secured convertible promissory note for $28,000 due on September 16, 2020, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last twenty trading day period prior to date of conversion, including the date of conversion. In connection with the issuance of convertible notes, the Company also granted 42,000 warrants to acquire common stock at $0.10 per share, please refer to Note 8 for further discussion. As of March 31, 2021, the outstanding balance of the note was $28,000 and accrued interest of $5,137, respectively. As of filling date, this note is in default bearing a default interest rate of 16%.

On February 25, 2020, the Company entered into a secured convertible promissory note for $60,000 due on September 16, 2020, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 50% of the lowest trading price during the last twenty trading day period prior to date of conversion, including the date of conversion. As of March 31, 2021, the outstanding balance of the note was $60,000 and accrued interest of $5,137, respectively. As of filling date, this note is in default bearing a default interest rate of 16%.

On February 10, 2021, the Company entered into a secured convertible promissory note for $10,000 due on February 11, 2021, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last twenty trading day period prior to date of conversion, including the date of conversion. As of March 31, 2021, the outstanding balance of the note was $10,000 and accrued interest of $219, respectively. As of filling date, this note is in default bearing a default interest rate of 16%.

On February 10, 2021, the Company entered into a secured convertible promissory note for $15,000 due on February 11, 2021, bearing interest at 12% per annum and secured by the assets of the Company. This convertible promissory note contains a provision for conversion at the holder's option including accrued interest, into the Company's common stock at a rate of 55% of the lowest trading price during the last twenty trading day period prior to date of conversion, including the date of conversion. As of March 31, 2021, the outstanding balance of the note was $10,000 and accrued interest of $329, respectively. As of filling date, this note is in default bearing a default interest rate of 16%.

As of March 31, 2021 and December 31, 2020, the Company has outstanding convertible notes, net of debt discount, in the amount of $1,549,879 and $1,542,761, respectively. During the year ended December 31, 2020 the Company amortized $40,118 of debt discount while during the year ended December 31, 2019, the company recognizing $239,248 in additional debt discount on convertible notes payable.

NOTE 7 – NOTE PAYABLE

During 2013 and 2014, the Company received unsecured advances from an investor totaling $88,957 for the purchase of inventory. The note had no stated term and bears no interest.

During 2018, the Company entered into four loans for the purchase of and secured by vehicles with terms of 72 to 75 months and interest rates ranging from 6.99% to 8.94% with combined outstanding balance of $74,336 as of December 31, 2020.

During 2020, the Company entered into a loan for $35,000 from an investor for an acquisition that was completed in the three months ended June 30, 2021. The note bears an interest rate of 8% and is on December 15, 2021.

		Maturity
2021		37,800
2022		40,824
2023 and thereafter		44,090
Total	$	122,714

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NOTE 8 – RELATED PARTY TRANSACTIONS

During 2019, the Company entered into various stock purchase agreements with various members of the Board of Directors to issue a total of 325,000 share of common stock, and 5 shares of Preferred Series A stock for totaling $43,500. In addition, 3,664,736 shares of common stocks, with estimated valuation of $388,371.7 or from $.049 to $0.155 per shares, are issued for compensation of related parties. The Company also issued 37 shares of Preferred Series A, with estimated valuation of $5,817,440 or $157,228 per shares, for compensation of related parties.

During 2017, the Company received loans totaling $102,018, from related parties for working capital purposes. These unsecured loans bear interest at a rate of 6% per annum and have no repayment terms. During the first three quarters of 2019, the Company entered into two unsecured loans totaling $16,400 from related parties for working capital resources. These notes are due on demand and bear no interest. As of March 31, 2021, and December 31, 2020 the outstanding balance on these related party notes were $276,950 and $139,418, respectively, and the related accrued interest was $25,420, and $15,763, respectively.

As part of the Cafesa acquisition on April 25, 2017, the Company is required to make cash and stock payments totaling $315,000 to a related party. No repayments or borrowings were made during the first three quarters of 2019 and the full year of 2018. As of December 31, 2020, and 2019, the outstanding balance due to this related party was $315,000. The Company is currently involved in a lawsuit with the note holder. Please refer to Note 11 for further discussion.

The accrued payroll liabilities to related party are $756,740 and $535,320 as of March 31, 2021 and December 31, 2020, respectively.

NOTE 9 – LINE OF CREDIT

The Company has a revolving business credit line of $5,000 with one of its banks with a variable interest rate of 5% above the Prime rate of the respective bank. As of December 31, 2020, and 2019 the balance due on the line of credit was $13,532 and $11,475, respectively. The line of credit is collateralized by a certificate of deposit in the amount of $5,300, which matures on December 8, 2024.

NOTE 10 – EQUITY

<u>Preferred Stock</u>

As of March 31, 2021 and December 31, 2020, the Company has 19,999,800 and 19,999,800 undesignated shares of preferred stock authorized, respectively. The preferred stock has no par value, of which nil shares are issued and outstanding.

The Company has designated 100 shares of Series A Preferred Stock for issuance. Each share of Series A Preferred Stock (i) pays no dividends, (ii) is convertible into a number of common shares equal to 2% of the issued and outstanding shares at the time of conversion, (iii) has no liquidation preference, and (v) has voting rights equal to the number of shares into which they can be converted. For the year ended December 31, 2017, the Company issued 100 shares of Series A Preferred Stock to certain employees and shareholders, respectively, valued on an as if converted basis of $28,118 per share. On March 4, 2019, amended the Certificate of Designation of the Series A Preferred Stock of the Company to increase the number of authorized A Series Preferred Stock of the Company to 200 shares.

During 2020, the Company entered into various agreement to issue 2.5 shares of Preferred Series A stock for totaling $32,700, as original debt discount of a secured notes payable. These shares are not issued as of December 31, 2020.

During the first quarter of 2021, the Company agreed to issue5 shares of Preferred Series A stock totaling $20,000, as original debt discount of a secured notes payable. And the company issued 2.5 shares of Peferred Series A stock to settle preferred stocks to be issued.

<u>Common Stock</u>

As of March 31, 2021 and December 31, 2020, the Company has 400,000,000 authorized shares of common stock, par value $0.001, of which 145,601,486 and 133,626,486 shares were issued and outstanding, respectively.

During 2020, the Company agreed to issue a total of 5,356,841 shares of common totaling $175,474 for services rendered.4,356,829 of these shares were issued as of December 31, 2020. In addition, the Company issued 1,858,333 shares of common for cash totaling $55,750. 2,533,065 shares of common stocks were issued to settle the common stocks to be issued. The Company issued 26,340,287 shares as conversion of $172,990 in principal and interest and as a result settled $404,529 of derivative liabilities through additional paid in capital.

During the first quarter of 2021, the Company issued a total of 1,900,000 shares of common totaling $85,500 for services rendered. 75,000 shares of common stocks were issued to settle the common stocks to be issued. In addition, the Company issued 10,000,000 shares as conversion of $25,300. This settled $404,529 of derivative liabilities through additional paid in capital

NOTE 11 – WARRANTS

During 2020, the Company granted 3,000,000 warrants to acquire shares of common stock at $0.03 per share. These tranches of stock purchase warrants were issued to the warrant holder as compensation with a fair market value of $135,00.

During 2019, the Company granted 293,700 warrants to acquire shares of common stock from $0.11 to $0.16 per share. These tranches of stock purchase warrants were issued to note holder in connection with the issuance of convertible notes. During the first three quarters of 2019, the Company issued 289,318 shares of common stock for cashless exercise of 431,818 warrants.

During 2018, the Company granted a total of 4,088,874 warrants to acquire shares of common stock at a range of $0.02 to $0.03 per share, respectively. All tranches of stock purchase warrants were issued to various note holders in connection with the issuance of convertible debt.

A summary of the status of the Company's warrants as of March 31, 2021 is presented below:

	Number of Options and Warrants	**Range of Exercise Prices**	**Weighted Average Remaining Contractual Life (in years)**	**Weighted Average Exercise Price**
Outstanding at December 31, 2019	6,343,140	$0.01 to $0.16	1.4	0.05
Warrants granted	293,700	$0.10 to $0.16	2.33	0.12
Warrants exercised	(431,818)	$ 0.03	—	—

Warrants forfeited or expired	—	-	-	-
Outstanding as of December 31, 2020	6,343,140	$0.01 to $0.03	1.4	0.05
Warrants granted	3,000,000	$0.10 to $0.16	5	0.12
Warrants forfeited or expired	(3,757,056)	-	-	-
Exercisable as of December 31, 2020	5,586,084	$0.01 to $0.03	4.1	0.06
Warrants grant or forfeited	-	-	-	-
Exercisable as of March 31, 2021	5,586,084	$0.01 to $0.03	3.85	0.06

As of March 31, 2021, all of the 5,586,084 outstanding warrants are exercisable.

NOTE 12 – COMMITMENTS AND CONTINGENCIES

Luis Ravelo and Lucia Ravelo v. Grand Havana Inc. and Grand Havana Master LLC, Case No. 2018-035017-CA-01 11th Judicial Circuit in and for Miami-Dade County, Florida. In May 2017 the Company acquired a 70% interest in Cafesa.co, a Florida corporation and a distributor of coffee to gas stations and convenience stores. In conjunction with the acquisition, Luis Ravelo became an employee and director of the Company. In June 2018, it became apparent that Mr. Ravelo had been misusing Company assets and had been diverting customers to a new venture he had created. On July 10, 2018, Mr. Ravelo resigned as a director of the Company. On October 31, 2018, Luis and Lucia Ravelo sued the Company and its wholly owned subsidiary, Grand Havana Master LLC, alleging breach of the Stock Purchase Agreement for the acquisition of Cafesa.co and Mr. Ravelo's employment agreement with the Company. The Company filed a counterclaim alleging breach of the employment agreement, breach of the stock purchase agreement, fraud in the inducement and breach of fiduciary duty. The litigation is currently in the discovery stage and is currently set for trial in early 2021. The court has also ordered the parties to mediation. No determination can be made at this time with regard to the outcome of the litigation. The Company intends to continue to vigorously defend the action and to vigorously prosecute its counterclaims.

William Graubard v. Grand Havana Inc., Case No. CACE – 19-0201073, 17th Judicial Circuit in and for Broward County, Florida. Mr. Grabuard sued in the Company in October 2019 alleging breach of a consulting agreement. Mr. Graubard is claiming damages equal to the value of 250,000 shares of the Company's common stock. The Company has filed a motion to dismiss the claim. At this early stage of the litigation, no determination can be made at this time with regard to the outcome of the litigation. The Company intends to continue to vigorously defend the action.

NOTE 13– SUBSEQUENT EVENTS

The Company entered into various, convertible or promissory, notes totaling $29,500. The notes bear interest rate ranging from 0% to 12%. The due dates for these notes are range from due on demand to May 20, 2022.

The Company entered into various agreements to issue an aggregate of 1,900,000 shares of common stocks for services rendered to the Company. A total of 10,000,000 shares of common stock were also issued for various debt conversion.