

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Sack Lunch Productions, Inc.

3415 South Eastwood Dr
Salt Lake City, Utah 84109

801-580-7172

SIC Code 7900

Quarterly Report

For the Period Ending:

September 30, 2022

(the "Reporting Period")

As of October 11, 2022, the number of shares outstanding of our Common Stock was:
86,085,305.

As of June 30, 2022, the number of shares outstanding of our Common Stock was:
101,085,305.

As of December 31, 2021, the number of shares outstanding of our Common Stock was:
4,699,913.

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

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

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

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

1) Name 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.

Sack Lunch Productions, Inc. (SAKL) or (Issuer) was originally incorporated in the State of Colorado on April 20, 1987 as Metropolitan Acquisition Corporation. On October 5, 2000, SAKL merged with a Nevada corporation with the same name, effectively changing its state of domicile from Colorado to Nevada. In 2009, SAKL changed its domicile to the State of Utah through a merger with a Utah corporation with the same name.

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):

Utah – Active

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: (1) The Issuer converted all of its Series A and Series C Preferred shares into shares of its restricted common stock effective March 11, 2022. (2) The Issuer anticipates acquiring a 100% interest in Feng Shui Consulting, Inc., a Utah Corporation, prior to December 31, 2022 and (3) Effective October 31, 2022, the Issuer reinstated it's formerly written off subsidiary Wasatch Capital Corporation, a Utah corporation.

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

3415 South Eastwood Dr
Salt Lake City, Utah 84109

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

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

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

Yes: ☐ No: ☒

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

2) Security Information

Trading symbol: SAKL
Exact title and class of securities outstanding: Common
CUSIP: 785765207
Par or stated value: .0001

| | | |
|---|--------------------|-------------------------------------|
| Total shares authorized: | <u>990,000,000</u> | as of date: <u>October 11, 2022</u> |
| Total shares outstanding: | <u>86,085,305</u> | as of date: <u>October 11, 2022</u> |
| Number of shares in the Public Float ² : | <u>9,999,381</u> | as of date: <u>October 11, 2022</u> |
| Total number of shareholders of record: | <u>67</u> | as of date: <u>October 11, 2022</u> |

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

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

Trading symbol: N/A
Exact title and class of securities outstanding: Class A Preferred
CUSIP: N/A
Par or stated value: .001
Total shares authorized: 2,500,000 as of date: September 30, 2022
Total shares outstanding: 0 as of date: September 30, 2022

Trading symbol: N/A
Exact title and class of securities outstanding: Class B Preferred
CUSIP: N/A
Par or stated value: .001
Total shares authorized: 20,000,000 as of date: September 30, 2022
Total shares outstanding: 14,250,000 as of date: September 30, 2022

Trading symbol: N/A
Exact title and class of securities outstanding: Class C Preferred
CUSIP: N/A
Par or stated value: .001
Total shares authorized: 2,500,000 as of date: September 30, 2022
Total shares outstanding: 0 as of date: September 30, 2022

Trading symbol: N/A
Exact title and class of securities outstanding: Class D Preferred
CUSIP: N/A
Par or stated value: .001
Total shares authorized: 200,000 as of date: September 30, 2022
Total shares outstanding: 0 as of date: September 30, 2022

Transfer Agent

Name: Standard Registrar & Transfer Co., Inc.
Phone: 801-571-8844
Email: Info@standardregistrar.com
Address: 440 East 400 South, Suite 200, Salt Lake City, UT 84111

Is the Transfer Agent registered under the Exchange Act?³ 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: ☐

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

Shares Outstanding as of Second Most Recent
Fiscal Year End:

Opening Balance

Date 12.31.20 Common: 3,532,455

Class A Preferred: 505,750

Class B Preferred: 14,750,000

Class C Preferred: 360,233

Class D Preferred: 30,000

*Right-click the rows below and select "Insert" to add rows as needed.

| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | 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. |
|---------------------|---|--|---------------------------|---|--|--|--|---|---------------------------------|
| <u>07.15.21</u> | <u>New</u> | <u>426,875</u> | <u>Common</u> | <u>.024</u> | <u>Yes</u> | <u>Tangiers Global, LLC</u> <u>Steve Yaloo</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(1)</u> |
| <u>08.06.21</u> | <u>New</u> | <u>388,083</u> | <u>Common</u> | <u>.024</u> | <u>Yes</u> | <u>Tangiers Global, LLC</u> <u>Steve Yaloo</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(1)</u> |
| <u>08.19.21</u> | <u>New</u> | <u>352,500</u> | <u>Common</u> | <u>.024</u> | <u>Yes</u> | <u>Tangiers Global, LLC</u> <u>Steve Yaloo</u> | <u>Debt Conversion</u> | <u>Unrestricted</u> | <u>4(1)</u> |
| <u>03.31.22</u> | <u>New</u> | <u>5,500,000</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Tangiers Global, LLC</u> <u>Michael Sobeck</u> | <u>Settlement Agreement/Debt Conversion Eliminated</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*21,718,750</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Taylor Gourley</u> | <u>Series A Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>21,718,750</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Richard Surber</u> | <u>Series A Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>6,250,000</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Joseph Corso</u> | <u>Series A Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>2,617,188</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Seth Bullough</u> | <u>Series A Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.31.22</u> | <u>Cancelled</u> | <u>89,000</u> | <u>Series A Preferred</u> | <u>\$10.00</u> | <u>No</u> | <u>David Wulf</u> | <u>Settlement Agreement</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.31.22</u> | <u>Cancelled</u> | <u>250,000**</u> | <u>Series B Preferred</u> | <u>\$.001</u> | <u>No</u> | <u>David Wulf</u> | <u>Settlement Agreement</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.31.22</u> | <u>Cancelled</u> | <u>50,000</u> | <u>Series A Preferred</u> | <u>\$10.00</u> | <u>No</u> | <u>Sack Lunch Productions, Inc.</u> <u>Richard Surber</u> | <u>Release as Collateral</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>1,093,750</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Michael Golightly</u> | <u>Series A Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |

| | | | | | | | | | |
|-----------------|------------|-----------------|---------------|-------------|-----------|--|--|-------------------|-------------|
| <u>03.11.22</u> | <u>New</u> | <u>*312,500</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Anatomy Screen Printing LLC</u> <u>Danni Nappi</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
|-----------------|------------|-----------------|---------------|-------------|-----------|--|--|-------------------|-------------|

| | | | | | | | | | |
|-----------------|------------|-------------------|---------------|-------------|-----------|--|--|-------------------|-------------|
| <u>03.11.22</u> | <u>New</u> | <u>*97,656</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Horizons Beyond Group</u> <u>Ryan Jeffreys</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>128,750</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Seth Bullough</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*8,050,781</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Casey Coleman</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*390,625</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Guy R. Cook</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>234,375</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Joseph Corso, Jr</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*1,562,500</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Duggan International, Inc. David Duggan</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*507,813</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>John E. Fry, Jr.</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*545,313</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Global Marketing Systems, Inc. Taylor Gourley</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*2,539,063</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Taylor Gourley</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*781,250</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Fredrick Hunzeker</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*2,142,500</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Owen Spencer Hunn</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*3,515,625</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Interstellar Holdings LLC</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*546,875</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Jeffrey Goddard</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*1,162,578</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Pamela Hyde</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>781,250</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Richard Surber</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>*1,562,500</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Arthur Wulf</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |

| | | | | | | | | | |
|-----------------|------------------|-------------------|---------------------------|-------------|-----------|----------------------------|---|-------------------|-------------|
| <u>03.11.22</u> | <u>New</u> | <u>234,375</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Joseph Corso, Jr</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.11.22</u> | <u>New</u> | <u>3,125,000</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Robert E. Stockdale</u> | <u>Series C Preferred Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>03.31.22</u> | <u>New</u> | <u>9,500,000</u> | <u>Common</u> | <u>.064</u> | <u>No</u> | <u>Mammoth Corporation</u> | <u>Settlement Agreement/Series D Conversion</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>07.20.22</u> | <u>Cancelled</u> | <u>250,000**</u> | <u>Series B Preferred</u> | <u>.001</u> | <u>No</u> | <u>Taylor Gourley</u> | <u>Settlement Agreement</u> | <u>Restricted</u> | <u>4(2)</u> |
| <u>10.11.22</u> | <u>Cancelled</u> | <u>15,000,000</u> | <u>Common</u> | <u>.001</u> | <u>No</u> | <u>Richard D. Surber</u> | <u>Stock Repurchase/Settlement Agreement</u> | <u>Restricted</u> | <u>4(2)</u> |

Shares Outstanding on Date of This Report:

Ending Balance Ending

Balance:

Date 10.11.22 Common: 86,085,305

Class A Preferred: 0

Class B Preferred: 14,250,000**

Class C Preferred: 0

Class D Preferred: 0

Note: All common shares denoted with * are subject to unilateral cancellation by the Issuer pursuant to the terms of the Certificate of Designation, if the corresponding preferred certificates are not returned to the Issuer by March 11, 2028 by each of the holders. All converted shares listed above may tack the holding period of the original underlying security which may allow the holders to free up the shares if deposited into a brokerage account under Section 4(1) of the Securities Act of 1933. ** Denotes a total of 500,000 shares of Series B Preferred were cancelled via settlement agreement with David Wulf and Taylor Gourley but the shares have not been presented to the transfer agent for cancellation. The certificates are lost as of the time of this report.

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: ☐

| <u>Date of Note Issuance</u> | <u>Outstanding Principal Balance (\$)</u> | <u>Principal Amount at Issuance (\$)</u> | <u>Interest Accrued (\$)</u> | <u>Maturity Date</u> | <u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u> | <u>Name of Noteholder (entities must have individual with voting / investment control disclosed).</u> | <u>Reason for Issuance (e.g. Loan, Services, etc.)</u> |
|------------------------------|---|--|------------------------------|----------------------|--|---|--|
| <u>10/16/15</u> | <u>2,112,615.48</u> | <u>2,112,615.48</u> | <u>1,820,024</u> | <u>3.31.18</u> | <u>conversion rate of 85% (a 15% discount) of the lowest of the daily volume weighted average price of SAKL's common shares during the five business days prior to the conversion date</u> | <u>TCA Funds Receivership</u> <u>Johnathan Pearlman, Esq</u> | <u>Loan</u> |
| <u>06/20/17</u> | <u>62,587.46</u> | <u>70,000</u> | <u>25,772</u> | <u>12.31.18</u> | <u>The note is convertible upon the terms of conversion into SAKL's common shares at a discount to market of 50%</u> | <u>Midland IRA</u> <u>David Owens</u> | <u>Loan</u> |

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Richard Surber
Title: CEO/CFO
Relationship to Issuer: CFO

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.

- 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.

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")

The Issuers business consists of licensing the rights it holds to certain events to third party operators. The Issuer holds the trademarks and rights to operate several events which include: The Dirty Dash, Color Me Rad, Slide the City, Trike Riot and The Lantern Fest. Our event websites are: www.colormerad.com and www.dirtydash.com.

The Issuer had three (3) licensing agreements with third party operators. The Issuer entered into a license agreement with Muddy Buddy, LLC which gave Muddy Buddy the right to use Dirty Dash

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

trademarks, social media sites and equipment for the purpose of operating Dirty Dash events in certain parts of the United States. Muddy Buddy operated a number of Dirty Dash events in 2019. The licensing agreement with Muddy Buddy, LLC was terminated in the 4th quarter of 2021.

The Issuer also entered in a license agreement with 12 Cottages LLC which gave 12 Cottages the rights to use Color Me Rad trademarks, social media sites and any equipment for the purposes of operating Color Me Rad events in the United States. The licensing agreement with 12 Cottages was terminated in the fourth quarter of 2021.

Simultaneous with the termination of the licensing agreements with Muddy Buddy and 12 Cottages LLC, the Issuer entered into two agreements with Lyrica Productions, LLC on November 23, 2021 which gave Lyrica Productions the rights to use Color Me Rad and Dirty Dash trademarks, social media sites and any equipment for the purposes of operating Color Me Rad and Dirty Dash events in the United States and Canada.

The third licensing agreement is with Lawsen Entertainment, Inc. which give Lawsen the rights to use the Color Me Rad trademarks to operated Color Me Rad events in Japan.

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

On October 31, 2022, the Issuer reinstated Wasatch Capital Corporation, Utah corporation, which was involuntarily dissolved or disposed of in 2018 by the Issuer.

C. Describe the issuers' principal products or services.

SAKL is an action-oriented events and entertainment company providing immersive experiences that bring families, friends and communities together through licenses, corporate hosted and managed events across the U.S. and Canada. Tickets to our events are sold at www.colormerad.com and www.dirtydash.com.

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.

In order to conserve resources, the Issuer's offices are currently at 3415 South Eastwood Dr Salt Lake City, Utah 84109. The Issuer currently does not hold a lease or pay rent. The above address is used by the Issuer's CEO, Richard Surber.

The licensees who are hosting events are responsible for the storage of all equipment used in the operation of the events which is the property of the Issuer. Equipment includes obstacle courses, F-350 Truck, trailers for hauling equipment. The cost to lease the storage facilities is paid directly by licensees. All equipment and intangible assets have been depreciated and is currently carried on the books for \$7,537.

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% or 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 |
|--|---|---|---------------------------------------|--|---|--|
| Richard Surber | <u>President and Director</u> | Palmetto, Florida | <u>14,250,000</u> <u>7,549,029</u> | <u>Preferred Series B</u> <u>Common</u> | <u>100%</u> <u>8.3%</u> | <u>* Series B Holds 100 votes per share</u> |
| DHX Holdings, LLC Richard Surber, Manager | <u>5%</u> | <u>Salt Lake City, Utah</u> | <u>24,842,554</u> | <u>Common</u> | <u>28.8%</u> | Richard Surber beneficially holds a total of 37.62% shares of common stock when aggregated with DHX Holdings |
| <u>Casey Coleman</u> | <u>5%</u> | <u>Salt Lake City, UT</u> | <u>8,050,781</u> | <u>Common</u> | <u>9.35%</u> | |
| <u>Mammoth Corporation</u> <u>Brad Hare</u> | <u>5%</u> | <u>Lake Zurich, IL</u> | <u>9,500,000</u> | <u>Common</u> | <u>11%</u> | |
| <u>Joseph Corso, Jr.</u> | <u>5%</u> | <u>Staten Island, NY</u> | <u>6,484,375</u> | <u>Common</u> | <u>7.53%</u> | |

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);

None

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

None

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

None

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.

None

- 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.

The Issuer became aware of an article on July 28, 2022, stating that the State of North Carolina obtained a judgment against the Issuer and its former subsidiary, The Lantern Fest Productions, Inc. (LFP), for \$80,607 in restitution and \$7,965,000 in civil penalties. The judgment was obtained in March of 2019 stemming from failed events in the State of North Carolina due to a change in the fire code which occurred after most tickets were sold and after LFP expended significant resources to host the events.

Upon further analysis of the suit, the Issuer believes that the State of North Carolina did not have jurisdiction over the Issuer because the Issuer has never conducted any business in the State of North Carolina or otherwise had any contact with the State of North Carolina. The default judgment alleges that LFP and the Issuer operated as a single commercial enterprise which the Issuer disputes. LFP always operated as an independent company and followed all relevant corporate formalities which isolated its liabilities from SAKL. SAKL did conduct business in the State of North Carolina as a single enterprise, or have any known contacts with the State of North Carolina. LFP was involuntarily dissolved and no longer exists and was not carried as a consolidated entity for the relevant reporting periods. Therefore, the Issuer's position is that the default judgment is invalid as to the Issuer.

The Issuer's offices identified in the court filings were closed around April of 2018. Nearly all of the Issuer's staff was terminated prior to December 31, 2017. LFP ceased operations just prior to December 31, 2017. The default judgment shows a hand written date of July 10, 2019, in regards to the civil penalty award. The CEO and sole officer of the Issuer has no recollection of ever being served with the default judgment.

The Issuers plan is to offer to settle the debt for no more than \$10,000, or file a complaint seeking to overturn the ruling based upon lack of jurisdiction. No attempt to collect has been made by the State of North Carolina to collect that the Issuer is aware on the default judgment.

It should be noted that the complaint was disclosed as a subsequent event for the period ending September 30, 2017, filed with OTC Markets on March 15, 2018 and in the Issuer's Regulation A+ filing with the Securities and Exchange Commission. As a result of the Issuer's elimination of its in-house accounting, legal and other staff changes, the lawsuit was overlooked in subsequent filings when the Issuer brought its filings current on approximately three years later on September 3, 2021.

9) Third Party Providers

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

Securities Counsel

Clyde, Snow & Session
Brian A. LeBrecht
One Utah Center, Thirteenth Floor
201 South Main Street
Salt Lake City, Utah 84111-2216
Phone: 801-322-2516
bal@clydesnow.com

Accountant or Auditor

Kim Jackson
15250 E 33rd PL Suite D
Aurora, CO 80011
303-375-2678
kiminman87@gmail.com

Investor Relations

| | |
|------------|-------|
| Name: | None |
| 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: | _____ |
| Firm: | _____ |
| Nature of Services: | _____ |
| Address 1: | _____ |
| Address 2: | _____ |
| Phone: | _____ |
| Email: | _____ |

THIS SPACE HAS BEEN LEFT BLANK INTENTIONALLY.

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, Richard Surber certify that:

1. I have reviewed this Quarterly Disclosures of Sack Lunch Productions, 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.

November 20, 2022

/s/Richard Surber

CEO

Principal Financial Officer:

I, Richard Surber certify that:

1. I have reviewed this Quarterly Disclosures of Sack Lunch Productions, 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.

November 20, 2022

/s/Richard Surber

(CFO)

Sack Lunch Productions, Inc.
Balance Sheet
September 30, 2022 and December 31, 2021

Restated

| | <u>September 30, 2022</u> | <u>December 31, 2022</u> |
|--------------------------------------|-----------------------------|-----------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash | \$ 15,767 | \$ 19,558 |
| Intercompany Receivable | 841 | - |
| Total Current Assets | <u>16,608</u> | <u>19,558</u> |
| Fixed Assets | | |
| Property, Plant & Equipment | 7,536 | - |
| Total Fixed Assets | <u>7,536</u> | <u>-</u> |
| TOTAL ASSETS | <u><u>\$ 24,144</u></u> | <u><u>\$ 19,558</u></u> |
| LIABILITIES AND EQUITY | | |
| Liabilities | | |
| Current Liabilities | | |
| Accounts Payable | \$ 249,110 | \$ 247,191 |
| Revolving Lines of Credit | 191,216 | 191,216 |
| Total Revolving Lines of Credit | <u>191,216</u> | <u>191,216</u> |
| Other Current Liabilities | | |
| Related Party Payable | 2,500 | 5,690 |
| Accrued Interest - Related Party | 108,764 | 108,764 |
| Total Accrued Interest Related Party | <u>108,764</u> | <u>108,764</u> |
| Accrued Interest | - | - |
| Accrued Interest- Notes Payable | 1,954,560 | 1,859,828 |
| Note Payable -TCA | 2,112,615 | 2,112,615 |
| Note Payable -Tangiers | - | 205,336 |
| Note Payable - Other | 62,587 | 62,587 |
| Default Judgement | 7,965,000 | 7,965,000 |
| Total Other Current Liabilities | <u>12,097,263</u> | <u>12,211,057</u> |
| Total Current Liabilities | <u>12,537,589</u> | <u>12,649,464</u> |
| Total Liabilities | <u><u>\$ 12,537,589</u></u> | <u><u>\$ 12,649,464</u></u> |
| Equity | | |
| Preferred Stock Series A | - | 506 |
| Preferred Stock - Series B | 14,250 | 14,750 |
| Preferred Stock - Series C | - | 360 |
| Preferred Stock - Series D | - | 30 |
| Additional Paid In Capital Preferred | 0 | 9,234,192 |
| Common Stock | 10,109 | 470 |
| Additioanl Paid in Captial Common | 45,184,562 | 35,959,459 |
| Unrealized G/L - Securities | - | (760) |
| Retained Earnings | (57,839,672) | (57,838,912) |
| Net Income | 117,307 | - |
| Total Equity | <u>(12,513,445)</u> | <u>(12,629,906)</u> |
| TOTAL LIABILITIES AND EQUITY | <u><u>\$ 24,144</u></u> | <u><u>\$ 19,558</u></u> |

Sack Lunch Productions, Inc.
Income Statement
Three and Nine Months Ended September 30,
2022 and 2021

| | Restated | | Restated | |
|-------------------------------|---------------------|------------------------|-------------------|------------------------|
| | Three Months | | Nine Months | |
| | 2022 | 2021 | 2022 | 2021 |
| Revenue | | | | |
| Consulting Revenue | \$ 0 | \$ 0 | \$14,586 | \$ 0 |
| License Fee Income | 1,389 | 5,816 | 15,705 | 5,816 |
| Total Income | <u>1,389</u> | <u>5,816</u> | <u>30,291</u> | <u>5,816</u> |
| Gross Profit | <u>1,389</u> | <u>5,816</u> | <u>30,291</u> | <u>5,816</u> |
| Operating Expenses | | | | |
| Expenses | <u>7,173</u> | <u>13,742</u> | <u>35,828</u> | <u>16,120</u> |
| Net Operating Loss | <u>(5,784)</u> | <u>(7,926)</u> | <u>(5,537)</u> | <u>(10,304)</u> |
| Other Expenses | | | | |
| Interest Expense - Other | 96,320 | 106,120 | 298,760 | 320,360 |
| Gain (Loss) on Extinguishment | (250) | 0 | (421,604) | 0 |
| Total Other Expenses | <u>96,070</u> | <u>106,120</u> | <u>(122,844)</u> | <u>320,360</u> |
| Net Other Income | <u>(96,070)</u> | <u>(106,120)</u> | <u>122,844</u> | <u>(320,360)</u> |
| Net Income (Loss) | <u>\$ (101,854)</u> | <u>\$ (114,046.27)</u> | <u>\$ 117,307</u> | <u>\$ (330,664.06)</u> |

Sack Lunch Productions, Inc.
Statement of Cash Flows
September 30, 2022 and 2021

| | <u>2022</u> | <u>2021</u> |
|---|-------------------------|-------------------------|
| OPERATING ACTIVITIES | | |
| Net Income | \$ 117,307 | \$ (330,664) |
| Adjustments to reconcile Net Income to Net Cash provided by operations: | | |
| Accounts Payable | 1,919 | - |
| Related Party Accounts Payable | (3,190) | 5,690 |
| Accrued Interest- Notes Payable - TCA | 285,204 | 285,204 |
| Accrued Interest- Notes Payable Tangiers | (194,228) | 31,400 |
| Accrued Interest- Notes Payable Other | 3,756 | 3,756 |
| Settled Nots Payable -Tangiers | (205,336) | (34,664) |
| Total Adjustments to reconcile Net Income to Net Cash provided by operations: | <u>\$ (111,875)</u> | <u>\$ 291,386</u> |
| Net cash provided by operating activities | <u>\$ 5,432</u> | <u>\$ (39,278)</u> |
| INVESTING ACTIVITIES | | |
| Intercompany Payable | (841) | - |
| Property, Plant & Equipment | (7,536) | - |
| Net cash provided by investing activities | <u>(8,377)</u> | <u>-</u> |
| FINANCING ACTIVITIES | | |
| Preferred Stock Series A, B, C D | (1,396) | - |
| APIC - Preferred | (9,234,192) | - |
| Common Stock | 9,639 | 427 |
| APIC - Common | 9,225,103 | 34,237 |
| Unrealized G/L - Securities | 760 | - |
| Retained Earnings | (760) | - |
| Net cash provided by financing activities | <u>(846)</u> | <u>34,664</u> |
| Net cash increase for period | <u>(3,791)</u> | <u>(4,614)</u> |
| Cash at beginning of period | 19,558 | 20,932 |
| Cash at end of period | <u><u>\$ 15,767</u></u> | <u><u>\$ 16,318</u></u> |

Sack Lunch Productions, Inc.
Statement of Changes in Stockholders' Deficit
September 30, 2022

| | Common Stock | | Preferred A | | Preferred B | | Preferred C | | Preferred D | | Additional Paid in Capital Common | Additional Paid in Capital Preferred | Accumulated Deficit |
|--|-------------------|--------------|------------------|--------------|-------------------|---------------|------------------|--------------|-----------------|-------------|---|--|------------------------|
| | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | | | |
| Balances, December 31, 2020 | 3,532,455 | 43 | 505,750 | 506 | 14,750,000 | 14,750 | 360,233 | 360 | 30,000 | 30 | 35,925,222 | 9,234,192 | (57,423,466) |
| Net loss for the period ended March 31, 2021 | | | | | | | | | | | | | (109,014) |
| Balances, March 31, 2021 | 3,532,455 | 43 | 505,750 | 506 | 14,750,000 | 14,750 | 360,233 | 360 | 30,000 | 30 | 35,925,222 | 9,234,192 | (57,532,480) |
| Net loss for the period ended June 30, 2021 | | | | | | | | | | | 34,237 | | (107,603) |
| Balances, June 30, 2021 | 3,532,455 | 43 | 505,750 | 506 | 14,750,000 | 14,750 | 360,233 | 360 | 30,000 | 30 | 35,959,459 | 9,234,192 | (57,640,083) |
| Common shares issued | 1,167,458 | 427 | | | | | | | | | | | |
| Net loss for the period ended September 30, 2021 | | | | | | | | | | | | | |
| Balances, September 30, 2021 | | | | | | | | | | | | | (113,286) |
| Net loss for the period ended December 31, 2021 | 4,699,913 | 470 | 505,750 | 506 | 14,750,000 | 14,750 | 360,233 | 360 | 30,000 | 30 | 35,959,459 | 9,234,192 | (57,753,369) |
| Balances, December 31, 2021 | | | | | | | | | | | | | (85,542) |
| Preferred shares cancelled | 4,699,913 | 470 | | 506 | 14,750,000 | 14,750 | 360,233 | 360 | 30,000 | 30 | 35,959,459 | 9,234,192 | (57,838,911) |
| Common shares issued | | | 505,750 | (506) | | | (360,233) | (360) | (30,000) | (30) | | (9,234,192) | |
| Net income for the period ended March 31, 2022 | | | (505,750) | | | | | | | | | | |
| Balances, March 31, 2022 | 96,385,392 | 9,639 | | | | | | | | | 9,225,103 | | |
| Preferred shares cancelled | | | | | | | | | | | | | 293,405 |
| Net loss for the period ended June 30, 2022 | 101,085,305 | 10,109 | | 0 | 14,750,000 | 14,750 | 0 | 0 | 0 | 0 | 45,184,562 | 0 | (57,545,506) |
| Balances, June 30, 2022 | | | | | (250,000) | (250) | | | | | | | |
| Preferred shares cancelled | | | | | | | | | | | | | -75005 |
| Net loss for the period ended September 30, 2022 | 101,085,305 | 10,109 | 0 | 0 | 14,500,000 | 14,500 | 0 | 0 | 0 | 0 | 45,184,562 | 0 | (57,620,511) |
| Balances, September 30, 2022 | | | | | (250,000) | (250) | | | | | | | |
| | 101,085,305 | 10,109 | 0 | 0 | 14,250,000 | 14,250 | 0 | 0 | 0 | 0 | 45,184,562 | 0 | -101,854 |
| | | | | | | | | | | | | | (57,722,365) |

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

SACK LUNCH PRODUCTIONS, INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Three Months Ended September 30, 2022 and 2021

Note 1 – Organization and Summary of Significant Accounting Policies

Organization

Sack Lunch Productions, Inc. (“Sack Lunch”, “SAKL”, “it”, “we”, “us”, “our”, the “Company”) is a holding company that licenses events under its trademarked names including Color Me Rad, and The Dirty Dash.

SAKL was originally incorporated in the State of Colorado on April 20, 1987 as Metropolitan Acquisition Corporation. On October 5, 2000, SAKL merged with a Nevada corporation with the same name, effectively changing its state of domicile from Colorado to Nevada. In February 2002, SAKL changed its name to Nexia Holdings, Inc. In 2009, SAKL changed its domicile to the State of Utah through a merger with a Utah corporation with the same name. The Company’s name was changed to Sack Lunch Productions, Inc. effective April 15, 2015.

On March 12, 2018, the Issuer sold its interest (90% plus) in Green Endeavors, Inc. (GRNE) the parent company of its Landis Salons operations. The sale was consummated to further streamline operations as well as to eliminate over a \$1M worth of liabilities that have historically been consolidated on the SAKL balance sheet. The shares in GRNE were sold for \$100,000 in the form of a cash payment to a secured creditor of SAKL. GRNE showed recurring losses and a negative net worth. A series of transactions occurred which eliminated all intercompany balances

During 2018, the Issuer dissolved or otherwise disposed of all of its remaining subsidiaries. As a result of dissolving or disposing of all of its remaining subsidiaries, all intercompany receivables and payables were eliminated. All assets and liabilities that were reported by each subsidiary were consequently eliminated from the Issuer’s consolidated balance sheet. The Issuer has retained and maintained the Trademarks for several of the events. All Trademarks, social media sites and other intangible assets were written to \$0.

Basis of Presentation

These condensed interim financial statements have been prepared on a going concern basis, which assumes the realization of assets and the settlement of liabilities in the normal course of business.

Use of Estimates

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

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

SACK LUNCH PRODUCTIONS, INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Three Months Ended September 30, 2022 and 2021

Property and Equipment

Property, buildings, improvements, and equipment are stated at cost less accumulated depreciation. Maintenance and repairs are charged to expense as incurred. Costs of major renewals or betterments are capitalized over the remaining useful lives of the related assets. Depreciation is computed by using the straight-line method. Land improvements are depreciated over ten years. Buildings and improvements are depreciated over fifteen to thirty-nine years. Equipment is depreciated between five and seven years. Leasehold improvements are depreciated over the shorter of the estimated useful life or the remaining life of the lease. The cost of property disposed of and related accumulated depreciation is removed from the accounts at the time of disposal, and gain or loss is reflected in

Long-Lived Assets

The Company evaluates its long-lived assets in accordance with Accounting Standards Codification (ASC) 360, "Accounting for the Impairment of Long-Lived Assets." Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets and is recorded in the period in which the determination was made.

General and administrative expenses

General and administrative expenses include marketing and advertising for all of our businesses, plus management, executive, human resources, legal, accounting, professional and other corporate expenses. These costs are generally expensed as incurred.

Stock-Based Compensation

SAKL recognizes the cost of employee and nonemployee services received in exchange for awards of equity instruments as stock-based compensation expense. Stock-based compensation expense is measured at the grant date based on the fair value of the restricted stock award, option, or purchase right and is recognized as expense, less expected forfeitures, over the requisite service period, which typically equals the vesting period. Because the recipient of stock based compensation is expected to and has historically received shares of common stock on or about the date of the stock option grant date as part of the exercise process, the fair value of each stock issuance is determined using the fair value of SAKL's common stock on the grant date. Stock-based compensation issued to non-employees that vests over time is revalued at each reporting period.

Income Taxes

The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax basis of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

SACK LUNCH PRODUCTIONS, INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Three Months Ended September 30, 2022 and 2021

As of September 30, 2022 and 2021, SAKL's deferred tax assets, which are solely related to net operating losses, have been fully offset by a valuation allowance.

Advertising and Promotion

The Company follows the policy of charging the costs of advertising to expense as incurred. Advertising expense was \$0 and \$0 for the periods ended September 30, 2022 and 2021.

Recent accounting pronouncements

There were no new standards adopted by the Company in this reporting period.

Note 2 - Income Taxes

The Company follows ASC 740, under which deferred income taxes reflect the net effect of (a) temporary differences between carrying amounts of assets and liabilities for financial purposes and the amounts used for income tax reporting purposes, and (b) net operating loss carry-forwards. No net provision for refundable Federal income tax has been made in the accompanying statement of loss because no recoverable taxes were paid previously. Similarly, no deferred tax asset attributable to the net operating loss carry-forward has been recognized, as it is not deemed likely to be realized. The cumulative net operating loss and the cumulative tax effect at the expected composite rate of 25 percent of our net deferred tax amount is as follows:

| | September | |
|---|--------------|--------------|
| | 2022 | 2021 |
| Income (Loss) per books | \$ 117,307 | \$ (330,664) |
| Income tax differences: | - | - |
| Taxable income (loss) | 117,307 | (330,664) |
| Prior year NOL carryover | (19,924,525) | 17,423,898 |
| Cumulative NOL carryover | (19,807,218) | (17,754,563) |
| Deferred Income Taxes | 9/30/2022 | 9/30/2021 |
| Cumulative NOL | (19,807,218) | (17,754,562) |
| Deferred Tax Assets: | | |
| (21% Federal, 4% Avg. Corp. Rat | 4,952,000 | 4,439,000 |
| Valuation allowance | (4,952,000) | (4,439,000) |
| Net balance | \$ - | \$ - |
| Deferred tax asset for current year at combined | | |
| statutory rates (25%) | (29,000) | 83,000 |
| Change in valuation allowance | 29,000 | (83,000) |
| Total | \$ - | \$ - |

SACK LUNCH PRODUCTIONS, INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
Three Months Ended September 30, 2022 and 2021

Note 3 - Equity

Preferred Stock

SAKL is authorized to issue 50,000,000 shares of preferred stock with a par value of \$0.001 per share. The Preferred Stock can be issued in various series with varying dividend rates and preferences.

As of September 30, 2022 and 2021, the number of shares of Series A Convertible Preferred Stock issued and outstanding was 0 and 505,750. The Series A Preferred shares have voting rights equal to 10 shares of common stock for every 1 Series A Preferred share, and it may be converted into \$10 worth of common stock. A total of 10,000,000 shares have been designated and authorized as Series A Preferred Stock.

As of September 30, 2022 and 2021, the number of shares of Series B Convertible Preferred Stock issued and outstanding was 14,250,000 and 14,750,000. The shares have conversion rights into shares of common stock of one (1) share of common stock for each 10 (ten) shares of Series B Preferred. A total of 20,000,000 shares have been designated and authorized as Series B Preferred Stock pursuant to a filing on August 31, 2016. On August 23, 2016 an amendment to the designation of the Series B shares was filed with the State of Utah, voting rights were amended to be 100 votes per share.

As of September 30, 2022 and 2021, the number of shares of Series C Preferred Stock issued and outstanding was 0 and shares, respectively. The Series C Preferred shares may be converted into \$5.00 worth of common stock and are subject to redemption by SAKL in the amount of \$5.00 per share, payable in cash or common stock of the Company. The Series C Preferred shares hold voting rights equal to 1 share of common stock for every 1 Series C Preferred share. A total of 5,000,000 shares have been designated and authorized as Series C Preferred Stock.

On December 20, 2016 the Board of Directors designated 200,000 shares of preferred stock as Series D Convertible Preferred. As of September 30, 2022 and 2021 the number of shares of Series D Preferred Stock issued and outstanding was 0 and 35,500. The Series D Preferred shares may be converted into \$5.00 worth of common stock and are subject to redemption by SAKL in the amount of \$5.00 per share, payable in cash or common stock of the Company.

All series of Preferred stock are reflected on the balance sheet as Mezzanine due to their convertible nature.

On February 10, 2022, the board of directors determined by unanimous written consent to effect the following actions: 1. Redeem all outstanding shares of Series A Preferred Stock ("Series A Preferred"), effective March 11, 2022 ("Redemption Date"), by converting each share of Series A Preferred into shares of the Company's common stock ("Common Stock"), each Series A Preferred share equal in value to Ten Dollars (\$10.00), at a conversion price of \$0.064 ("Conversion Price"), as determined by the closing price of the Common Stock on the OTC Markets Pink Sheets Current Information quotation platform on February 9, 2022. 2. Instruct Standard Registrar & Transfer Co., Inc. ("Transfer Agent") to issue that number of shares of Common Stock, based on the Conversion Price, sufficient to redeem all outstanding shares of Series A Preferred, to be held on deposit by the Transfer Agent, with irrevocable instructions to deliver, on or after the Redemption Date, to the

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holders of Series A Preferred on surrender of their respective share certificates. 3. Extinguish the Series A Preferred designation on the Redemption Date.

On March 31, 2022, the Issuer into a Settlement Agreement with David Wulf. The terms of the agreement called for the release of any claims the parties may have had against each other in exchange for the cancellation of 89,000 shares of the Issuer's Series A Preferred stock and 250,000 share of Series B Preferred stock held by Mr. Wulf. The transaction was deem closed effective March 31, 2022. The share certificate for 250,000 share of Series B is lost and therefore, is not reflected as cancelled by the company's transfer agent. Nonetheless, the company deems the share cancelled as of the date of this report.

On July 20, 2022, the Issuer and Richard Surber (Surber) entered into a Settlement Agreement with Taylor R. Gourley and Global Marketing Systems, Inc. (collectively "Gourley") whereby Gourley was released from an indemnity and lock up agreement entered into with Surber in exchange for surrendering 24,842,554 shares of common stock of the Issuer to DHX Holdings, LLC an entity controlled by Surber. Gourley also agreed to return 250,000 shares of Series B Preferred stock to be cancelled by the Issuer. The 250,000-share certificate is lost as of the time of this report and is not reflected as cancelled with the transfer agent. The Company however deems the shares cancelled as of the date of this report.

On February 10, 2022, the board of directors determined by unanimous written consent to effect the following actions: 1. Redeem all outstanding shares of Series C Preferred Stock ("Series C Preferred"), effective March 11, 2022 ("Redemption Date"), by converting each share of Series C Preferred into shares of the Company's common stock ("Common Stock"), each Series C Preferred share equal in value to Five Dollars (\$5.00), at a conversion price of \$0.064 ("Conversion Price"), as determined by the closing price of the Common Stock on the OTC Markets Pink Sheets Current Information quotation platform on February 9, 2022. 2. Instruct Standard Registrar & Transfer Co., Inc. ("Transfer Agent") to issue that number of shares of Common Stock, based on the Conversion Price, sufficient to redeem all outstanding shares of Series C Preferred, to be held on deposit by the Transfer Agent, with irrevocable instructions to deliver, on or after the Redemption Date, the Common Stock to the holders Series C Preferred on surrender of their respective share certificates. 3. Extinguish the Series C Preferred designation on the Redemption Date.

On March 10, 2022 the Issuer into a Settlement Agreement with Mammoth Corporation, the sole holder of the Issuer's Series D Preferred shares, on March 10, 2022. The terms of the agreement called for the issuance of Nine Million Five Hundred Thousand (9,500,000) shares or 9.9% of total issued and outstanding shares of the Issuer's restricted common stock in exchange for the redemption of all Series D Preferred shares and the resolution of any claims Mammoth may have against the Issuer regarding the cancellation of certain convertible notes transferred from TCA Global Master Credit Fund LLC (TCA) to Mammoth. The Issuer has Issued the shares effective as of March 31, 2022 and has deemed the transaction closed as of that date.

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Common Stock

As of December 2021, SAKL was authorized to issue 990,000,000 shares of common stock with a par value of \$0.0001 per share. As of September 30, 2022 and 2021, the number of common shares issued and outstanding was 101,085,305 and 4,699,913, respectively. The common stock holds voting rights of one vote per share. It has no dividend or preemptive rights

On July 15, 2021, Tangiers Global, LLC unilaterally converted a portion of its note into 426,8750 shares of Common Stock. The shares were converted at \$0.024 based on the conversion provisions of the note.

On August 6, 2021, Tangiers Global, LLC unilaterally converted a portion of its note into 388,083 shares of Common Stock. The shares were converted at \$0.024 based on the conversion provisions of the note.

On August 19, 2021, Tangiers Global, LLC unilaterally converted a portion of its note into 352,500 shares of Common Stock. The shares were converted at \$0.024 based on the conversion provisions of the note.

On March 31, 2022, the Company entered into a Settlement Agreement with Tangiers Global, LLC which settled the note in full for 5,500,000 shares of common stock valued at \$.064 per share. Tangiers agreed to cover certain cash costs as part of the settlement agreement.

Effective March 11, 2022, the Company converted its Series A and C Preferred stock in 75,117,188 and 28,143,204, shares of common share of stock at \$.064.

Note 4 – Supplemental Cash Flow Information

Amounts were paid for interest was \$194,224 and \$0 for the nine months ended September 30, 2022 and 2021.

Note 5 – Convertible Notes Payable

| | Interest Rate | Maturity Date | September 30, | |
|-------------------------------------|--------------------------|--------------------------|----------------------|-------------|
| | | | 2022 | 2021 |
| To TCA (a) | 12.00% | 6/13/2017 | \$ 3,932,639 | \$3,647,435 |
| To Tangiers (b) | 7.00% | 8/3/2017 | - | 399,564 |
| Less Debt Discount | | | - | - |
| Total Convertible Notes Payable | | | 3,932,639 | 4,046,999 |
| Less Current portion | | | (3,932,639) | (4,046,999) |
| Long Term Convertible Notes Payable | | | <u>\$ -</u> | <u>\$ -</u> |

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(a) On October 1, 2015, the Company issued a convertible note payable in the amount of \$1,800,000 for cash received in the same amount. The note bears interest at a rate of 12% per annum. In July 2016, the Company increased this note by \$440,000 for cash received in the same amount and by \$375,000 for value of Series C preferred shares returned to the Company. The note was convertible into SAKL's common shares at the holder's option, at the conversion rate of 85% (a 15% discount) of the lowest of the daily volume weighted average price of SAKL's common shares during the five business days prior to the conversion date. On May 11, 2020, The Securities and Exchange Commission filed a complaint against TCA Global Master Credit Fund, LLC for fraud (TCA). TCA is currently in receivership while the SEC continues its investigation of TCA. TCA is the largest creditor of the Issuer. It is the Issuer's position that TCA's actions with regard to the convertible debt financing were obtained under fraudulent pretenses. For instance, TCA fraudulently claimed that it would provide consulting services to the Issuer as part of their fraudulent scheme to inflate the value and returns of their fund, but never had any intention to provide such services. The value of those services are a material portion of the debt financing. Furthermore, at every turn, TCA impeded Issuer's effort to acquire other operations or obtain more beneficial financing terms intentionally causing further damage to the Issuer. TCA used the terms of its illegal agreements to force the Issuer through means of financial duress into ever more disadvantageous settlement agreements. Sold portions of its notes to unscrupulous entities who were unlicensed securities dealers which converted and sold shares of the Issuer into the open market in a fashion which further damaged the Issuer. The Issuer upon obtaining sufficient resources intends to take action against TCA and explore cost effective options which would allow the note to be written off by operation of law. In any case, the Issuer believes that Trustee over TCA will not convert any portion of the TCA into shares of common stock for legal and other practical reasons. The Issuer has reason to believe based upon the Issuer's current financial resources that the TCA note will eventually be extinguished through court order or will be able to be written off as a result of the statute of limitations tolling on TCA's or the Trustee's inability to collect on the debt because of TCA's illegal acts. Based upon the facts available to the Issuer, TCA was an unlicensed securities deal at the time it issued the note. The Issuer during the fourth quarter made contact with the Trustee with the intent of settling the debt for no more than cost of litigation. The Trustee has yet to respond.

(b) On February 7, 2022, the Issuer entered into a Settlement Agreement with Tangiers Global LLC to issue Five Million Five Hundred Thousand (5,500,000) shares of its common stock as settlement in full for the entire outstanding balance owed and any claims Tangiers may have had against the Issuer. The Issuer agreed to release Tangiers for any claims it may have had against it and also agreed to convert all Series A, C and D shares of Preferred stock pursuant to their respective certificates of designation into shares of restricted common stock as part of the settlement terms. Tangiers further agreed to pay for

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all transfer agent costs associated with the above issuances which are set at \$12,500. The above transactions were effective deemed effective March 11, 2022.

Note 6 – Derivative Liability

The Company has convertible notes that could be considered derivatives or contain embedded features subject to derivative accounting. The Notes convert into shares of the Company's common stock using a calculation of lowest prices over a period of time and some at a discount. The Company also added an additional convertible note in the year that converts at 85% of the lowest of the daily volume weighted average price of the Borrower's common stock during the five days immediately prior to the conversion date. The note also contains a ratchet provision. Because the terms do not dictate a maximum numbers of convertible shares, the ability to settle these obligations with shares would be unavailable causing these obligations to potentially be settled in cash. This condition creates a derivative liability Under ASC 815-40. The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion feature. Embedded derivatives are valued separately from the host instrument and are recognized as derivative liabilities in the Company's balance sheet. The Company measures these instruments at their estimated fair value and recognizes changes in their estimated fair value in results of operations during the period of change. The Company has estimated the fair value of these embedded derivatives for convertible debenture using a multinomial lattice model. As of September 30, 2022 and 2021, the Company, has a \$ 0 and \$0 derivative liability respectively, related to convertible notes payable. For the periods ended September 30, 2022 and 2021, the Company recorded gains of \$0 and \$0 from derivative liability fair value adjustments respectively.

The Company's position based upon numerous Securities and Exchange actions is that TCA Global Master Credit Fund, LLC, Tangiers Global LLC, and Mammoth Corporation are or were "unlicensed dealers," that are in the business of "offering, buying, selling or otherwise dealing or trading in securities." All three of the above entities hold or did hold convertible notes. Based upon numerous court rulings, it appears that such debts buy unlicensed "dealers" are now being extinguished by law in many instances. The Company entered in a series of settlement agreements to avoid litigation with Mammoth and Tangiers. TCA is now controlled by a trustee appointed by the Securities and Exchange Commission as a result what appears to be criminal activities. For the forgoing reasons, the TCA will not be converted in shares of common stock and most likely will extinguish be operation law or court order, in the event the Company does not reach a settlement with the trustee of TCA in the next 2 years. The Company is contemplating bringing suit against TCA for damages it sustained.

Note 10 – Related Party Transactions

Accounts payable, related party, includes accounts payable and interest payable to Richard Surber, CEO, and entities or companies controlled by Mr. Surber.

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Mr. Surber, a related party, is providing his personal guaranty for several lines of credit and credit cards that were being utilized by the Company and its former operating subsidiaries. In addition to the above, Mr. Surber is a personal guarantor on numerous credit cards payable by the Company or its former subsidiaries with remaining principal balances of approximately \$1,100,000. All of the lines of credit and credit cards are in default as of the time of this report. The Company pursuant to the terms of its employment agreement with Richard Surber is obligated to indemnify Mr. Surber for any damages relating to the default of the loans guaranteed by Mr. Surber. An entity controlled by Mr. Surber has placed a lien on certain assets of the Company in an effort to secure payment on the debts. The statute of limitations may have run on many of the debts as of the date of this report.

Note 7 – Litigation

From time to time, we are involved in various disputes and litigation that arise in the ordinary course of business. If the potential loss from any claim or legal proceeding is considered probable and the amount or the range of loss can be estimated, we accrue a liability for the estimated loss. Legal proceedings are subject to uncertainties, and the outcomes are difficult to predict. Because of such uncertainties, accruals are based only on the best information available at the time. As additional information becomes available, we reassess the potential liability related to pending claims and litigation matters and may revise estimates.

While the outcome of disputes and litigation matters cannot be predicted with any certainty, management does not believe that the outcome of any current matters will have a material adverse effect on our consolidated financial position, liquidity or results of operations. The following are claims and litigation of which the Company has received notification;

The Issuer became aware of an article on July 28, 2022, stating that the State of North Carolina obtained a judgment against the Issuer and its former subsidiary, The Lantern Fest Productions, Inc. (LFP), for \$80,607 in restitution and \$7,965,000 in civil penalties. The judgment was obtained in March of 2019 stemming from failed events in the State of North Carolina due to a change in the fire code which occurred after most tickets were sold and after LFP expended significant resources to host the events.

The Issuer's position is that the State of North Carolina did not have jurisdiction over the Issuer because the Issuer has never conducted any business in the State of North Carolina or otherwise had any contact with the State of North Carolina. The default judgment alleges that LFP and the Issuer operated as a single commercial enterprise which the Issuer disputes. LFP always operated as an independent company and followed all relevant corporate formalities which isolated its liabilities from SAKL. SAKL did conduct business in the State of North Carolina as a single enterprise, or have any known contacts with the State of North Carolina. LFP was involuntarily dissolved and no longer exists and was not carried as a consolidated entity for the relevant reporting periods. Therefore, the Issuer's position is that the default judgment is invalid as to the Issuer.

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The Issuer's offices identified in the court filings were closed around April of 2018. Nearly all of the Issuer's staff was terminated prior to December 31, 2017. LFP ceased operations just prior to December 31, 2017. The default judgment shows a hand written date of July 10, 2019, in regards to the civil penalty award. The CEO and sole officer of the Issuer has no recollection of ever being served with the default judgment.

The Issuers plan is to offer to settle the debt for no more than \$10,000, or file a complaint seeking to overturn the ruling based upon lack of jurisdiction. The Issuer is not aware of any attempt to collect on the default judgment by the State of North Carolina.

Note 8 – Going Concern

SAKL's financial statements are prepared using accounting principles generally accepted 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. As of September 30, 2022, SAKL had negative working capital of \$ and an accumulated deficit of \$.

Primarily, revenues have not been sufficient to cover SAKL's operating costs. Management's plans to enable SAKL to continue as a going concern include the following:

- Creating or acquiring new entertainment lines of business;
- Increasing the number of licensees for existing events;
- Settle certain liabilities at steep discounts; and,
- Raising capital through planned public and private offerings.

There can be no assurance that SAKL can or will be successful in implementing any of its plans or that it will be successful in enabling SAKL to continue as a going concern. SAKL's consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Note 9 – Subsequent Events

Management has evaluated subsequent events through November 15, 2022, which is the date the financial statements were available to be issued. Events occurring after that date have not been evaluated to determine whether a change in the financial statements would be required.

On October 11, 2022, the Company cancelled Fifteen Million (15,000,000) shares of its common stock held by Richard Surber in exchange for \$15,000 as a result of a settlement agreement entered into between the Company, Richard Surber and Taylor Gourley.

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On October 31, 2022, SAKL reinstated its former subsidiary Wasatch Capital Corporation (Wasatch), a Utah corporation. Wasatch was in the real estate investment business. Its current sole asset is a receivable in the amount of approximately \$142,000 which it intends to collect upon.

On November 1, 2022, SAKL acquires a 100% interest in an entity that was formed by SAKL's President, Richard Surber, Feng Shui Consulting, Inc. (Feng Shui), a Utah Corporation. Feng Shui was acquired for the purposes of providing various business and event consulting services. SAKL acquire newly issued shares in Feng Shui exchange for \$6,200 and any remaining ownership interest it has in certain real property. The real property has a lien placed on it by DHX Holdings, LLC, an entity controlled by Richard Surber, for certain loans that he guaranteed for SAKL and its former subsidiaries. The various loans are in default. SAKL and its former subsidiaries indemnified Richard Surber for any claims or losses that arise out such loans.

On November 2, 2022, Feng Shui entered into a Consulting Agreement with LCF Salons, LLC (LCF) under which Feng Shui provided various services to LCF as more fully delineated in the agreement. LCF subsequently paid Feng Shui \$50,000 in cash which will be fully earned December 31, 2022. The Company's CEO is also a manager and 10% member LCF.