

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis may qualify for the Current Information Tier.

Qualification Process:

1. **Subscribe to the OTC Disclosure & News Service:** by submitting an application through [Gateway](#). Allow OTC Markets 2-4 weeks of application processing time.
2. **Upload Initial Disclosure:** Upload the following documents through OTCIQ:
 - **All Quarterly Reports** for Current Fiscal Year – must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

3. **Attorney Letter** (only required if not providing audited financials): If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
 - **Attorney Letter Agreement:** The attorney must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#). The attorney is required to submit an Attorney Letter Agreement for each company that engages the attorney for the purpose of providing this Letter.
 - **Attorney Letter:** After a qualified attorney reviews the Disclosure Statement, upload the “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
4. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Disclosure:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Disclosure Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end
 - Maintain a Verified Profile. At least once every six months, review and verify the Company’s profile information through OTCIQ.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

7. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements
8. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
9. **Ongoing Disclosure Requirements:** To Qualify for Limited Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Annual Report (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end

- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer determines to be material

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/products/disclosure-and-news-service>

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

JZZ Technologies, Inc.

1525 North Fant Street
Anderson, SC 29621

(631)721-5334

<https://jzztech.com/>

info@jzztech.com

SIC Code 731925

Quarterly Report

For the period ending December 31, 2022 (the "Reporting Period")

This Disclosure Statement Supersedes All Previous Disclosure Filings with the OTC Markets and Press Releases Issued by the Company

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,484,057,758 as of December 31, 2022

910,422,475 as of March 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

⁵ "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

Yes: No:

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.

JZZ Technologies Inc.

Originally incorporated as Innovisionix Inc. on October 5, 2004 in Nevada; on February 28, 2007 the name of the corporation was changed to JZZ Technologies, Inc; on July 2, 2012 the name of the corporation was changed to Sirius Financial Services, Inc.; on December 4, 2013, the name of corporation was changed to TK Agra, Inc.; on June 25, 2014, the name of the corporation was changed back to JZZ Technologies, Inc.; on 9-21-16, the name of the corporation was changed to Axihub, Inc.; on July 25, 2018, the name of corporation was changed back to the current name, JZZ Technologies Inc. The Company only traded and issued stock certificates under the name JZZ Technologies, Inc., which is the only name for which CUSIP numbers were issued from 2007 to the present, i.e. 466299 30 2 to 69881X 10 6 back to 466299 30 2.

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):

Incorporated on October 5, 2004 in the State of Nevada and its current standing is 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:

In May 2022, the Company entered into an agreement to license up to 12 million Non-Fungible Tokens ("NFTs") from film, television and video content for digital marketing and has launched an NTF server for such marketing.

In July 2022, the Company launched ActiveLifestyleNutrition.com a product site for nutritional supplemental products including diabetic products.

In September 2022, the Company launched a joint venture with TGI subsidiary, Advent Galaxy for a Metaverse based media platform.

The Company anticipates shortly completing a reverse split of its common stock on a 1 for 500 basis.

The Company is in the process of seeking financing in order to implement its business plan.

In October 2022, the Company acquired LION Development Group, LLC ("LION") of South Carolina and launched a new real estate development division. It subsequently acquired its first parcel of land in Anderson County South Carolina which it plans to utilize for residential development which is anticipated to be ready for sale within a 2023 – 2024 time frame.

In October 2022, the Company and LION entered into a joint venture agreement with an affiliate of Hospitality Development Group, Inc. ("HDG") of Florida to pursue residential and commercial real estate projects.

In February, 2023, the Company entered into a non-binding Letter Of Intent ("LOI") to acquire the Colorado based Mortgage Company Oxygen Mortgage, Inc. DBA Oxygen Mortgage ("Oxygen Mortgage"). Under the

(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.

terms of the proposed agreement, Oxygen Mortgage will become a wholly owned subsidiary of JZZ Technologies, Inc.

Oxygen Mortgage is a Colorado based home loan provider with offices in Boulder Colorado and Chicago, Illinois. The company provides home loans and a variety of mortgage financing products to consumers. Its founder, Robert Egeland brings 30 years of experience in the mortgage business having closed on more than 28,000 loans through his business ventures. Oxygen Mortgage is his newest vision of mortgage financing with licences to provide turnkey loans in Alabama, Arizona, Colorado, Florida, Georgia, Illinois, Tennessee, and pending licenses for the states of North Carolina, South Carolina, and Kansas.

In consideration for such acquisition, JZZ shall issue to Oxygen Mortgage's principal: (A) a three year convertible promissory note in the amount of \$1,000,000 convertible into shares of JZZ's Common Stock at a 10% discount to the market price of the Company's stock at the time of conversion; provided, however, that the total of such shares issuable upon all conversions shall not exceed 10% of the issued and outstanding shares of the Company at the time of the last conversion, (B) six shares of Class A Preferred Stock, with each share convertible into 1% of the total ownership of the Company on the date of issuance and (C) two one year options each entitling the holder to acquire one additional share of Class A Preferred Stock for \$50,000 and \$75,000, respectively.

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

1525 North Fant Street
Anderson, SC 29621

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

x Check 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?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: American Stock Transfer and Trust Company, Inc.
Phone: (602)759-5510
Email: jkane@astfinancial.com
Address: 6201 15th Ave, Brooklyn, NY 11219

Is the Transfer Agent registered under the Exchange Act?⁶ Yes: No:

Publicly Quoted or Traded Securities:

⁶ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: JZZI
Exact title and class of securities outstanding: Common
CUSIP: 466299 30 2
Par or stated value: \$.0000001 per share
Total shares authorized: 2,499,900,000 as of date: December 31, 2022
Total shares outstanding: 2,484,057,758 as of date: December 31, 2022
Total number of shareholders of record: 188 as of date: December 31, 2022

On June 2, 2021, an Amendment to the Certificate of Incorporation was filed increasing the Company's authorized common shares to 1,500,000,000, par value \$.001.

On July 20, 2022, an Amendment to the Certificate of Incorporation was filed increasing the Company's authorized common shares from 1,500,000,000 to 2,499,900,000 and reducing the par value of the common stock from \$.001 to \$.0000001. The Amendment to the Certificate of Incorporation also authorized the board to create and issue 100,000 shares of "blank check" preferred stock. The Certificate of Amendment also gives the Board of Directors the absolute power to determine the terms of the preferred stock. The Certificate of Amendment also provides that the Board may issue such Preferred Stock from time to time in one or more series and authorizes the Board "to fix the designations and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of each such series; provided, however, that no shares of preferred stock shall be issued which would give any one stockholder "Beneficial Ownership" in excess of 51% of the Company's issued and outstanding voting securities including "Beneficial Ownership" which he, she or it has immediately prior to such issuance either (i) at the time of such issuance or (ii) at the time of conversion into Common Stock of such preferred shares".

On December 28, 2022, the Board authorized the creation of shares of Class C Preferred Stock having certain rights and privileges including, but not limited to, each share having: (i) total anti-dilution rights, (ii) voting rights equal to 1% of the issued and outstanding shares of the Company, (iii) conversion rights into 1% of the issued and outstanding shares at the time of conversions and (iv) all other rights which are set forth in the Certificate of Designation.

On December 28, 2022, the Board authorized the issuance of 51 shares of Class C Preferred Stock to Charles Cardona, the CEO and chairman of the Company who agreed to the cancellation of 148,770,000 shares of Common Stock owned by him and his wife (of which 100,000,000 shares were previously cancelled).

A Certificate of Designation setting forth the rights and privileges of the Class C Preferred Stock has been filed with the Nevada Secretary of State.

On December 29, 2022, the Company entered into an Agreement (the "Madison Agreement") with Madison Advisory Ventures, Inc. ("Madison"), a consultant to the Company. Pursuant to the Madison Agreement, Madison assigned 4.99 shares of Class C Preferred Stock to each of the two principals of Madison. Madison and its two principals agreed to cancel shares of Common Stock and warrants for Common Stock which they currently own.

The above transactions were completed in January 2023.

On February 3, 2023, the Company filed an Amendment to the Certificate of Incorporation increasing the Company's authorized common stock from 2,499,900,000 to 4,499,900,000.

The Company anticipates shortly completing a reverse split of its common stock on a 1 for 500 basis.

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

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: _____
 Total number of shareholders of record: _____ as of date: _____

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: _____
 Total number of shareholders of record: _____ as of date: _____

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: Preferred
 CUSIP (if applicable): _____
 Par or stated value: \$.0000001 per share
 Total shares authorized: 100,000 as of date: December 31, 2022
 Total shares outstanding (if applicable): 0 as of date: December 31, 2022
 Total number of shareholders of record (if applicable): 0 as of date: December 31, 2022

Exact title and class of the security: _____
 CUSIP (if applicable): _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding (if applicable): _____ as of date: _____
 Total number of shareholders of record (if applicable): _____ as of date: _____

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

- 1. For common equity, describe any dividend, voting and preemption rights.**

One vote for each share of common stock

- 2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Shares owned by any one stockholder shall be convertible into no more than 51% of the shares outstanding and voting rights equal to no more than 51% of the outstanding shares.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

See description of Class C Preferred Stock on Page 7.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: _____ Yes: (If yes, you must complete the table below)

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>March 31, 2020</u> Common 253,641,917 Preferred: 0									
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.

04/03/2020	New issuance	520,000	Common Stock	\$52,000	Yes	Pelle Ojasu	Consulting Services	Restricted	SEC Act 4(a)(2)
04/03/2020	New issuance	2,000,000	Common Stock	\$100,000	Yes	Cicero Transact Group Inc. Michael Woloshin	Service Contract	Restricted	SEC Act 4(a)(2)

04/03/2020	New issuance	2,500,000	Common Stock	\$125,000	Yes	Milton Pagan	Consulting Services	Restricted	SEC Act 4(a)(2)
04/03/2020	New issuance	1,200,000	Common Stock	\$60,000	Yes	Danielle Oliveras	Consulting Services	Restricted	SEC Act 4(a)(2)
4/03/2020	New issuance	191,488	Common Stock	\$9,574	Yes	Paul Delongis	Consulting Services	Restricted	SEC Act 4(a)(2)
04/03/2020	New issuance	2,250,000	Common Stock	\$112,500	Yes	Robert Rosen	Acquisition Agreement	Restricted	SEC Act 4(a)(2)
04/03/2020	New issuance	950,000	Common Stock	\$47,500	Yes	Soroush Samouhi	Acquisition Agreement	Restricted	SEC Act 4(a)(2)
04/20/2020	New issuance	280,000	Common Stock	\$9,800	Yes	Joyce Nagel	Consulting Services	Restricted	SEC Act 4(a)(2)
04/20/2020	New issuance	833,000	Common Stock	\$29,155	Yes	Anthony Giordano	Consulting Services	Restricted	SEC Act 4(a)(2)
04/28/2020	New issuance	3,500,000	Common Stock	\$52,500	Yes	John Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
04/28/2020	New issuance	5,000,000	Common Stock	\$75,000	Yes	Rainey Trail LLC Harry Mittenthal	Cash	Restricted	SEC Act 4(a)(2)
04/28/2020	New issuance	600,000	Common Stock	\$30,000	Yes	Kyle Kennedy	Consulting Services	Restricted	SEC Act 4(a)(2)
05/29/2020	New issuance	1,280,000	Common Stock	\$25,600	Yes	Doug Messer	Consulting Services	Restricted	SEC Act 4(a)(2)
06/26/2020	New issuance	500,000	Common Stock	\$10,000	Yes	Ted Kramer	Legal Services	Restricted	SEC Act 4(a)(2)
06/26/2020	New issuance	150,000	Common Stock	\$7,500	Yes	Chris Vita	Consulting Services	Restricted	SEC Act 4(a)(2)
07/01/2020	New issuance	500,000	Common Stock	\$10,000	Yes	Madison Advisory Ventures	Consulting Services	Restricted	SEC Act 4(a)(2)
07/01/2020	New issuance	500,000	Common Stock	\$10,000	Yes	Madison Advisory Ventures	Consulting Services	Restricted	SEC Act 4(a)(2)
08/04/2020	New issuance	9,870,000	Common Stock	\$194,800	Yes	Charles Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
08/04/2020	New issuance	970,000	Common Stock	\$19,400	Yes	Corewide LLC Oleg Manko	Consulting Services	Restricted	SEC Act 4(a)(2)
08/04/2020	New issuance	500,000	Common Stock	\$10,000	Yes	Ted Kramer	Legal Services	Restricted	SEC Act 4(a)(2)
08/12/2020	New issuance	500,000	Common Stock	\$10,000	Yes	Gott Management Services, Inc. Deirdrea Renwick	Accounting Services	Restricted	SEC Act 4(a)(2)
09/14/2020	New issuance	175,000	Common Stock	\$3,500	Yes	Joseph and Barbara Lebkuecher	Consulting Services	Restricted	SEC Act 4(a)(2)
09/14/2020	New issuance	1,000,000	Common Stock	\$20,000	Yes	Madison Advisory Ventures Inc. Fred Mintz/Alan Fraade	Consulting Services	Restricted	SEC Act 4(a)(2)

09/14/2020	New issuance	100,000	Common Stock	\$2,000	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
09/14/2020	New issuance	3,600,000	Common Stock	\$72,000	Yes	Charles Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
08/23/2020(1)	Return to Treasury	(20,000,000)	Common Stock	\$20,000	N/A	James Wheeler	From 8/23/2016 Share Exchange Agreement	Restricted	SEC Act 4(a)(2)
10/6/2020	New Issuance	20,000,000	Common Stock	\$400,000	Yes	Global Career Networks Inc. Michael Woloshin	Data and Service Contracts	Restricted	SEC Act 4(a)(2)
10/13/200	New Issuance	150,000	Common Stock	\$3,000	Yes	Best Ideas Group Ins. Mike Giller	Consulting Services	Restricted	SEC Act 4(a)(2)
10/13/2020	New Issuance	1,875,000	Common Stock	\$37,500	Yes	North Equities Group Jason Coles	Consulting Services	Restricted	SEC Act 4(a)(2)
11/10/2020	New Issuance	24,000,000	Common Stock	\$199,666	Yes	Ironclad Partners Inc. Evan Solomon	Debt Conversion	Restricted	SEC Act 4(a)(2)
02/01/2021	New Issuance	3,900,000	Common Stock	\$39,000	Yes	Charles Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
02/01/2021	New Issuance	500,000	Common Stock	\$5,000	Yes	Milton Pagan	Consulting Services	Restricted	SEC Act 4(a)(2)
02/01/2021	New Issuance	2,000,000	Common Stock	\$20,000	Yes	Madison Advisory Ventures, Inc. Fred Mintz/Alan Fraade	Consulting Services	Restricted	SEC Act 4(a)(2)
02/01/2021	New Issuance	1,000,000	Common Stock	\$20,000	Yes	Chris Vita	Consulting Services	Restricted	SEC Act 4(a)(2)
02/01/2021	New Issuance	165,000	Common Stock	\$1,650	Yes	Rose Mary Robin Canzanella	Consulting Services	Restricted	SEC Act 4(a)(2)
02/01/2021	New Issuance	3,100,000	Common Stock	\$31,000	Yes	John Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
03/15/2021	New Issuance	32,000,000	Common Stock	\$387,864	Yes	EROP Enterprises Henry Val	Payment of Accounts Payable	Free Trading	SEC Act 3(a)(10)

Shares Outstanding on Date of This Report:									
	<u>Ending</u>	<u>Balance</u>							
<u>Ending Balance:</u>									
Date March 31, 2021		<u>361,801,405</u>							
Common:		<u>361,801,405</u>							
Preferred:		<u>0</u>							

04/01/2021	New Issuance	2,000,000	Common Stock	\$20,000	Yes	John Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
04/01/2021	New Issuance	1,000,000	Common Stock	\$10,000	Yes	Matthew Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
04/01/2021	New Issuance	1,300,000	Common Stock	\$13,000	Yes	Christopher Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)

04/01/2021	New Issuance	4,900,000	Common Stock	\$49,000	Yes	Charles Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
04/02/2021	New Issuance	1,200,000	Common Stock	\$12,000	Yes	Z World Webs/ Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
04/02/2021	New Issuance	4,000,000	Common Stock	\$40,000	Yes	Madison Advisory Ventures, Inc. Fred Mintz/Alan Fraade	Consulting Services	Restricted	SEC Act 4(a)(2)
04/02/2021	New Issuance	700,000	Common Stock	\$7,000	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
04/05/2021	New Issuance	1,000,000	Common Stock	\$10,000	Yes	Nicholas Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
04/05/2021	New Issuance	4,500,000	Common Stock	\$45,000	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
04/05/2021	New Issuance	2,000,000	Common Stock	\$20,000	Yes	Ursula Oliveras	Consulting Services	Restricted	SEC Act 4(a)(2)
04/05/2021	New Issuance	500,000	Common Stock	\$5,000	Yes	N Studios Ltd. Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
04/07/2021	New Issuance	2,580,000	Common Stock	\$25,800	Yes	Blue Bridge Consulting, LLC. Frank Pinizzotto	Financial Consulting	Restricted	SEC Act 4(a)(2)
04/09/2021	New Issuance	19,440,000	Common Stock	\$194,400	Yes	Ironclad Partners Inc. Evan Solomon	Debt Conversion	Restricted	SEC Act 4(a)(2)
04/14/2021	New Issuance	5,000,000	Common Stock	\$50,000	Yes	National Cyber Security Greg Evans	Consulting Services	Restricted	SEC Act 4(a)(2)
04/14/2021	New Issuance	1,000,000	Common Stock	\$10,000	Yes	Welston Group Len Braumberger	Consulting Services	Restricted	SEC Act 4(a)(2)
05/13/2021	New Issuance	15,000,000	Common Stock	\$150,000	Yes	EROP Enterprises Henry Val	Consulting Services	Free Trading	SEC Act 3(a)(10)
05/21/2021	New Issuance	2,000,000	Common Stock	\$20,000	Yes	Madison Advisory Ventures, Inc. Fred Mintz/Alan Fraade	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	400,000	Common Stock	\$4,000	Yes	Donna Marie-McGregor Hill	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	1,100,000	Common Stock	\$11,000	Yes	James E. Rawlings	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	500,000	Common Stock	\$5,000	Yes	Anthony Taylor	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	400,000	Common Stock	\$4,000	Yes	Gregory Evans	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	550,000	Common Stock	\$5,500	Yes	Jopelo Ventures LLC Gregory Evans	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	200,000	Common Stock	\$2,000	Yes	Marvonne Detrese Whitfield	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	650,000	Common Stock	\$6,500	Yes	Sean Hamilton	Consulting Services	Restricted	SEC Act 4(a)(2)

06/02/2021	New Issuance	200,000	Common Stock	\$2,000	Yes	Tina Louise White	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	200,000	Common Stock	\$2,000	Yes	Tonia Y Stansbury	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	1,500,000	Common Stock	\$15,000	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
06/02/2021	New Issuance	5,160,000	Common Stock	\$51,600	Yes	Blue Bridge Consulting, LLC. Frank Pinizzotto	Interest Payment	Restricted	SEC Act 4(a)(2)
06/03/2021	New Issuance	11,520,000	Common Stock	\$115,200	Yes	Blue Bridge Consulting, LLC. Frank Pinizzotto	Debt Payment	Restricted	SEC Act 4(a)(2)
06/07/2021	New Issuance	(5,000,000)	Common Stock	\$50,000	Yes	National Cyber Security / Greg Evans	Consulting Services	Restricted	SEC Act 4(a)(2)
06/07/2021	New Issuance	3,600,000	Common Stock	\$36,000	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
06/08/2021	New Issuance	23,000,000	Common Stock	\$230,000	Yes	Blue Bridge Consulting, LLC. Frank Pinizzotto	Consulting Fees on Financing	Restricted	SEC Act 4(a)(2)
06/11/2021	New Issuance	3,125,000	Common Stock	\$31,250	Yes	Matt Bianchi	Consulting Services	Restricted	SEC Act 4(a)(2)
07/04/2021	New Issuance	500,000	Common Stock	\$5,000	Yes	Jamal Hall	Consulting Services	Restricted	SEC Act 4(a)(2)
07/05/2021	New Issuance	2,500,000	Common Stock	\$25,000	Yes	Z World Webs Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
07/05/2021	New Issuance	2,400,000	Common Stock	\$24,000	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
07/05/2021	New Issuance	1,000,000	Common Stock	\$10,000	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
07/07/2021	New Issuance	10,686,315	Common Stock	\$106,863	Yes	Ironclad Partners Inc. Evan Solomon	Debt Payment	Restricted	SEC Act 4(a)(2)
07/12/2021	New Issuance	2,000,000	Common Stock	\$20,000	Yes	Probity Legal Investments Consulting LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
07/15/2021	New Issuance	1,200,000	Common Stock	\$12,000	Yes	Probity Legal Investments Consulting LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
7/15/2021	New Issuance	9,500,000	Common Stock	\$95,000	Yes	Probity Legal Investments Consulting LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
07/28/2021	New Issuance	15,582,090	Common Stock	\$155,821	Yes	EROP Enterprises Henry Val	Consulting Services	Free Trading	SEC Act 3(a)(10)
08/08/2021	New Issuance	12,000,000	Common Stock	\$120,000	Yes	Madison Advisory Ventures, Inc. Fred	Consulting Services	Restricted	SEC Act 4(a)(2)

						Mintz/Alan Fraade			
08/09/2021	New Issuance	2,000,000	Common Stock	\$20,000	Yes	Gott Management Services, Inc. Deirdrea Renwick	Consulting Services	Restricted	SEC Act 4(a)(2)
08/17/2021	New Issuance	1,200,000	Common Stock	\$12,000	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
09/01/2021	New Issuance	1,400,000	Common Stock	\$14,000	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
09/01/2021	New Issuance	1,200,000	Common Stock	\$12,000	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
09/01/2021	New Issuance	26,000,000	Common Stock	\$260,000	Yes	Charles Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
09/01/2021	New Issuance	3,200,000	Common Stock	\$32,000	Yes	Christopher Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
09/01/2021	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Kristin Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
09/01/2021	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Nicholas Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
09/01/2021	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Matthew Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
9/01/2021	New Issuance	1,500,000	Common Stock	\$15,000	Yes	Z World Webs Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
9/28/2021	New Issuance	29,014,925	Common Stock	\$290,149	Yes	Blue Bridge Consulting, LLC. Frank Pinizzotto	Debt Payment	Restricted	SEC Act 4(a)(2)
09/28/2021	New Issuance	29,014,925	Common Stock	\$290,149	Yes	Ironclad Partners, Inc. Evan Solomon	Debt Payment	Restricted	SEC Act 4(a)(2)
10/04/2021	New Issuance	500,000	Common Stock	\$5,000	Yes	Z World Webs Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
10/04/2021	New Issuance	500,000	Common Stock	\$5,000	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
10/04/2021	New Issuance	1,200,000	Common Stock	\$12,000	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
10/05/2021	New Issuance	50,000,000	Common Stock	\$500,000	Yes	EROP Enterprises, LLC Henry Val	Consulting Services	Free Trading	SEC Act 3(a)(10)
10/23/2021	New Issuance	4,500,000	Common Stock	\$45,000	Yes	Fred Schiemann	Consulting Services	Restricted	SEC Act 4(a)(2)
11/01/2021	New Issuance	575,000	Common Stock	\$5,750	Yes	Z World Webs Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
11/01/2021	New Issuance	1,350,000	Common Stock	\$13,500	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
11/01/2021	New Issuance	575,000	Common Stock	\$5,750	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
11/04/2021	New Issuance	12,000,000	Common Stock	\$120,000	Yes	Robert Rosen	Consulting Services	Restricted	SEC Act 4(a)(2)

11/04/2021	New Issuance	3,200,000	Common Stock	\$32,000	Yes	Christopher Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
11/04/2021	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Kristin Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
11/04/2021	New issuance	1,100,000	Common Stock	\$11,000	Yes	Matthew Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
11/04/2021	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Kristin Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
11/04/2021	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Nicholas Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
11/04/2021	New Issuance	28,000,000	Common Stock	\$280,000	Yes	Charles Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
11/11/2021	New Issuance	2,000,000	Common Stock	\$20,000	Yes	Joseph J. Tomasek	Consulting Services	Restricted	SEC Act 4(a)(2)
11/29/2021	Cancellation	(21,113,195)	Common Stock	\$211,132	Yes	EROP Enterprises LLC Henry VAI	Consulting Services	Free Trading	SEC Act 3(a)(10)
12/01/2021	New Issuance	1,603,000	Common Stock	\$16,030	Yes	Problity Legal Investments Consulting, LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
12/01/2021	New Issuance	1,540,000	Common Stock	\$15,400	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
12/01/2021	New Issuance	642,000	Common Stock	\$6,420	Yes	Z World Webs Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
12/01/2021	New Issuance	642,000	Common Stock	\$6,420	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
12/01/2021	New Issuance	2,570,000	Common Stock	\$25,700	Yes	Joseph J. Tomasek	Legal Services	Restricted	SEC Act 4(a)(2)
01/03/2022	New Issuance	2,778,000	Common Stock	\$27,800	Yes	Joseph J. Tomasek	Legal Services	Restricted	SEC Act 4(a)(2)
01/03/2022	New Issuance	695,000	Common Stock	\$6,950	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
01/03/2022	New Issuance	695,000	Common Stock	\$6,950	Yes	Z World Webs Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
01/03/2022	New Issuance	1,667,000	Common Stock	\$16,667	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
01/05/2022	New Issuance	55,542,857	Common Stock	\$94,838	Yes	Ironclad Partners, Inc. Evan Solomon	Debt conversion	Restricted	SEC Act 4(a)(2)
01/05/2022	New Issuance	34,724,638	Common Stock	\$59,291	Yes	Blue Bridge Consulting, LLC. Frank Pinizzotto	Debt conversion	Restricted	SEC Act 4(a)(2)
01/05/2022	New Issuance	15,151,515	Common Stock	\$26,326	Yes	Blue Bridge Consulting, LLC. Frank Pinizzotto	Debt conversion	Restricted	SEC Act 4(a)(2)
01/31/2022	New Issuance	5,000	Common Stock	\$50	Yes	Saravanan Govindaraj	Consulting Services	Restricted	SEC Act 4(a)(2)
02/01/2022	New Issuance	962,000	Common Stock	\$9,620	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)

02/01/2022	New Issuance	3,847,000	Common Stock	\$38,470	Yes	Joseph J. Tomasek	Legal Services	Restricted	SEC Act 4(a)(2)
02/01/2022	New Issuance	2,310,000	Common Stock	\$23,100	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
02/01/2022	New Issuance	962,000	Common Stock	\$9,620	Yes	Z World Webs Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
02/07/2022	New Issuance	2,500,000	Common Stock	\$25,000	Yes	Triple 8 Capital Corp. Kyle Kennedy	Consulting Services	Restricted	SEC Act 4(a)(2)
02/09/2022	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Kristin Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
02/10/2022	New Issuance	14,358,000	Common Stock	\$143,580	Yes	Deep Blue Roofing & Construction Richard McConnell	Rent	Restricted	SEC Act 4(a)(2)
02/10/2022	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Matthew Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
02/10/2022	New Issuance	1,100,000	Common Stock	\$11,000	Yes	Nicholas Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
02/11/2022	New Issuance	3,200,000	Common Stock	\$32,000	Yes	Christopher Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
02/15/2022	New Issuance	20,000,000	Common Stock	\$100,000	Yes	John Cardona	Rent	Restricted	SEC Act 4(a)(2)
03/07/2022	New Issuance	1,250,000	Common Stock	\$12,500	Yes	Z World Webs Zohair Z Yasin	Consulting Services	Restricted	SEC Act 4(a)(2)
03/07/2022	New Issuance	3,125,000	Common Stock	\$31,250	Yes	Probilty Legal Investments Consulting, LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
03/07/2022	New Issuance	1,250,000	Common Stock	\$12,500	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
03/07/2022	New Issuance	3,000,000	Common Stock	\$30,000	Yes	Kyle Ryan Shannon	Consulting Services	Restricted	SEC Act 4(a)(2)
03/07/2022	New Issuance	5,000,000	Common Stock	\$50,000	Yes	Joseph J. Tomasek	Legal Services	Restricted	SEC Act 4(a)(2)
03/08/2022	New Issuance	5,500,000	Common Stock	\$55,000	Yes	Bushidocom merce.com Renee Jiminez	Consulting Services	Restricted	SEC Act 4(a)(2)
03/10/2022	New Issuance	500,000	Common Stock	\$5,000	Yes	Valery LLC Renee Jiminez	Consulting Services	Restricted	SEC Act 4(a)(2)
03/31/2022	New Issuance	1,191,000	Common Stock	\$11,910	Yes	Triple 8 Capital Corp. Kyle Kennedy	Consulting Services	Restricted	SEC Act 4(a)(2)

Shares Outstanding on Date of This Report:	
Ending Balance:	
Date March 31, 2022	910,422,475
Common:	910,422,475
Preferred:	0

04/01/2022	New Issuance	75,000,000	Common Stock	\$171,020	Yes	Ironclad Partners, Inc. Evan Solomon	Debt Conversion	Restricted	SEC Act 4(a)(2)
04/01/2022	New Issuance	75,000,000	Common Stock	\$171,020	Yes	Blue Bridge Consulting, LLC Frank Pinizzotto	Debt Conversion	Restricted	SEC Act 4(a)(2)
04/01/2022	New Issuance	83,333,333	Common Stock	\$280,351	Yes	Ironclad Partners, Inc. Evan Solomon	Debt Conversion	Restricted	SEC Act 4(a)(2)
04/01/2022	New Issuance	21,000,000	Common Stock	\$88,200	Yes	Probility Legal Investments Consulting, LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
04/04/2022	New Issuance	1,191,000	Common Stock	\$11,910	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
04/04/2022	New Issuance	4,445,000	Common Stock	\$44,450	Yes	Joseph J. Tomasek	Legal Services	Restricted	SEC Act 4(a)(2)
04/04/2022	New Issuance	5,556,000	Common Stock	\$23,335	Yes	Probility Legal Investments Consulting, LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
04/20/2022	New Issuance	12,000,000	Common Stock	\$39,600	Yes	Christopher Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
04/20/2022	New Issuance	31,000,000	Common Stock	\$102,300	Yes	Charles Cardona	Consulting Services	Restricted	SEC Act 4(a)(2)
04/28/2022	New Issuance	21,000,000	Common Stock	\$210,000	Yes	Probility Legal Investments Consulting, LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
04/29/2022	New Issuance	32,500,000	Common Stock	\$325,000	Yes	Probility Legal Investments Consulting, LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
05/03/2022	New Issuance	4,000,000	Common Stock	\$20,000	Yes	Joseph J. Tomasek	Legal Services	Restricted	SEC Act 4(a)(2)
05/03/2022	New Issuance	1,000,000	Common Stock	\$5,000	Yes	Suzanne Piard	Consulting Services	Restricted	SEC Act 4(a)(2)
05/09/2022	New Issuance	15,000,000	Common Stock	\$150,000	Yes	Probility Legal Investments Consulting, LLC John LeGrand	Consulting Services	Restricted	SEC Act 4(a)(2)
05/13/2022	New Issuance	10,000	Common Stock	\$45	Yes	Dr. Eric Rubinfeld	Consulting Services	Restricted	SEC Act 4(a)(2)
5/17/2022	New Issuance	93,058,823	Common Stock	\$372,235	Yes	Behemoth Consulting, LLC Cameron Cox	Consulting Services	Restricted	SEC Act 4(a)(2)
8/10/2022	New Issuance	125,000,000	Common Stock	\$500,000	Yes	Databoss, Inc. Neil Sewant	Services	Restricted	SEC Act 4(a)(2)
7/13/2022	New Issuance	43,439,799	Common Stock	\$34,441	Yes	Chestnut Hill Capital, Inc. Christian O'Donnell	Debt conversion	Restricted	SEC Act 4(a)(2)
07/20/2022	New Issuance	35,165,900	Common Stock	\$28,692	Yes	Chestnut Hill Capital, Inc.	Debt conversion	Restricted	SEC Act 4(a)(2)

						Christian O'Donnell			
08/10/2022	New Issuance	83,333,333	Common Stock	\$141,420	Yes	BDF Consulting, LLC Frank Pinizzotto	Debt conversion	Restricted	SEC Act 4(a)(2)
08/10/2022	New Issuance	100,000,000	Common Stock	\$31,540	Yes	BDF Consulting, LLC Frank Pinizzotto	Debt conversion	Restricted	SEC Act 4(a)(2)
08/10/2022	New Issuance	100,000,000	Common Stock	\$31,540	Yes	Blue Bridge Consulting, LLC Frank Pinizzotto	Debt conversion	Restricted	SEC Act 4(a)(2)
08/10/2022	New Issuance	20,000,000	Common Stock	\$40,000	Yes	Joseph Tomasek	Legal services	Restricted	SEC Act 4(a)(2)
08/10/2022	New Issuance	5,000,000	Common Stock	\$10,000	Yes	Triple 8 Capital Corp. Kyle Kennedy	Consulting services	Restricted	SEC Act 4(a)(2)
8/10/2022	New Issuance	20,000,000	Common Stock	\$40,000	Yes	Probitry Legal Investments John LeGrand	Consulting services	Restricted	SEC Act 4(a)(2)
8/22/2022	New Issuance	100,000,000	Common Stock	\$200,000	Yes	Integrity Consulting, LLC David Steward	Consulting services	Restricted	SEC Act 4(a)(2)
8/22/2022	Cancellation	(100,000,000)	Common Stock	Exchange for Preferred Stock	Yes	Charles Cardona	Exchange for Preferred Stock	Restricted	SEC Act 4(a)(2)
09/09/2022	New Issuance	156,678,667	Common Stock	\$70,062	Yes	RIFP Consulting, LLC Russell Ivy	Debt conversion	Restricted	SEC Act 4(a)(2)
09/09/2022	New Issuance	43,108,000	Common Stock	\$37,600	Yes	RMFP Consulting, LLC Richard McConnell	Debt conversion	Restricted	SEC Act 4(a)(2)
09/09/2022	New Issuance	62,444,000	Common Stock	\$55,100	Yes	RMFP Consulting, LLC Richard McConnell	Debt conversion	Restricted	SEC Act 4(a)(2)
09/09/2022	New Issuance	28,000,000	Common Stock	\$28,000	Yes	Madison Advisory Ventures, Inc. Fred Mintz/Alan Fraade	Consulting services	Restricted	SEC Act 4(a)(2)
09/12/2022	New Issuance	6,100,000	Common Stock	\$12,200	Yes	Triple 8 Capital Corp. Kyle Kennedy	Consulting services	Restricted	SEC Act 4(a)(2)
9/27/2022	New Issuance	128,571,428	Common Stock	\$98,409	Yes	Ironclad Partners, Inc. Evan Solomon	Debt conversion	Restricted	SEC Act 4(a)(2)
10/01/2022	New Issuance	16,700,000	Common Stock	\$16,700	Yes	Triple 8 Capital Corp. Kyle Kennedy	Consulting services	Restricted	SEC Act 4(a)(2)
10/07/2022	New Issuance	12,500,000	Common Stock	\$12,500	Yes	Richard McDonnell	Services	Restricted	SEC Act 4(a)(2)
10/07/2022	New Issuance	12,500,000	Common Stock	\$12,500	Yes	Thomas Hays	Services	Restricted	SEC Act 4(a)(2)
10/19/2022	Cancellation	(100,000,000)	Common Stock	Prior debt conversion	Yes	BDF Consulting,	Prior debt conversion	Restricted	SEC Act 4(a)(2)

						LLC Frank Pinizzollo			
10/30/2022	New Issuance	200,000,000	Common Stock	\$120,000	Yes	Astar Investment Company LLC Frank Pinizzollo	Debt Conversion	Restricted	SEC Act 4(a)(2)

Shares Outstanding on Date of This Report:	
Ending Balance:	Ending Balance
Date December 31, 2022	2,484,057,758
Common:	2,484,057,758
Preferred:	67

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: Yes: x (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
01/25/2016	\$10,500	\$ 10,500	\$5,671	Demand note	50% of Closing Bid Price at Conversion	Elixir, LLC/Charles Cardona	Loan
07/26/2016	\$25,000	\$ 25,000	\$12,869	Demand note	50% of Closing Bid Price at Conversion	Hector Lewis, Jr.	Loan
09/13/2016	\$12,500	\$ 12,500	\$6,301	Demand note	50% of Closing Bid Price at Conversion	Hector Lewis, Jr.	Loan
11/21/2016	\$25,000	\$ 25,000	\$12,222	Demand note	50% of Closing Bid Price at Conversion	Lincoln Lewis	Loan
12/12/2016	\$25,000	\$ 25,000	\$12,107	Demand note	50% of Closing Bid Price at Conversion	Giselle or John Mery	Loan
03/24/2020	\$10,000	\$10,000	\$2,996	Demand note	50% of the lowest Trading Price During the 20 Trading Days prior to Conversion	Tri-Bridge Ventures LLC John Forsythe III	Loan

<u>2/03/2021-2/10/2022</u>	<u>\$111,000</u>	<u>\$166,000</u>	<u>\$15,925</u>	<u>2/3/2022-2/10/2023</u>	<u>55% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Chestnut Capital, LLC Christian O'Donnell</u>	<u>Loan</u>
<u>08/25/2021</u>	<u>\$180,000</u>	<u>\$180,000</u>	<u>\$24,583</u>	<u>Demand note</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Blue Bridge Consulting, LLC Frank Pinizzotto</u>	<u>Service Contract</u>
<u>03/08/2019</u>	<u>\$25,000</u>	<u>\$25,000</u>	<u>\$0</u>	<u>Demand Note</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Blue Bridge Consulting, LLC Frank Pinizzotto</u>	<u>Loan</u>
<u>03/19/2020</u>	<u>\$40,000</u>	<u>\$40,000</u>	<u>\$0</u>	<u>Demand Note</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Blue Bridge Consulting, LLC Frank Pinizzotto</u>	<u>Loan</u>
<u>08/31/2021</u>	<u>\$240,000</u>	<u>\$360,000</u>	<u>\$34,797</u>	<u>Demand Note</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Blue Bridge Consulting, LLC Frank Pinizzotto</u>	<u>Service Contract</u>
<u>01/01/2021</u>	<u>\$180,000</u>	<u>\$180,000</u>	<u>\$28,800</u>	<u>Demand Note</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Ironclad Partners, Inc. Evan Solomon</u>	<u>Service Contract</u>
<u>09/30/2022</u>	<u>\$295,000</u>	<u>\$295,000</u>	<u>\$0</u>	<u>Demand Note</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Blue Bridge Consulting, LLC Frank Pinizzotto</u>	<u>Loan</u>
<u>11/04/2020</u>	<u>Line of Credit</u>	<u>\$181,635</u>	<u>\$22,208</u>	<u>Demand Notes</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Ironclad Partners, Inc. Evan Solomon</u>	<u>Loans</u>
<u>08/31/2022</u>	<u>\$360,000</u>	<u>\$360,000</u>	<u>\$9,626</u>	<u>Demand Note</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Blue Bridge Consulting, LLC Frank Pinizzotto</u>	<u>Service Contract</u>
<u>08/31/2022</u>	<u>\$360,000</u>	<u>\$360,000</u>	<u>\$9,626</u>	<u>Demand Note</u>	<u>50% of the lowest Trading Price During the 20 Trading Days prior to Conversion</u>	<u>Ironclad Partners, Inc. Evan Solomon</u>	<u>Service Contract</u>

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

JZZ Technologies, Inc. is a diversified technology company either engaged or will engage primarily in the following four distinct business sectors: (1) real estate development in residential and commercial projects initially in South Carolina and Florida and adjacent locations, (2) licensing and sales of data bases of over 100 million senior and other email addresses primarily consisting of seniors and business executives, (3) online targeted marketing, advertising and sales of products and services and (4) sharing of product marketing revenue with our strategic marketing partners.

In addition to the foregoing, the Company has entered into the following transactions:

In May 2022, the Company entered into an agreement to license up to 12 million Non-Fungible Tokens ("NFTs") from film, television and video content for digital marketing and has launched an NTF server for such marketing.

In July 2022, the Company launched ActiveLifestyleNutrition.com a product site for nutritional supplemental products including diabetic products.

In September 2022, the Company launched a joint venture with TGI subsidiary, Advent Galaxy for a Metaverse based media platform.

In February, 2023, the Company entered into a non-binding Letter Of Intent ("LOI") to acquire the Colorado based Mortgage Company Oxygen Mortgage, Inc. DBA Oxygen Mortgage ("Oxygen Mortgage"). Under the terms of the proposed agreement, Oxygen Mortgage will become a wholly owned subsidiary of JZZ Technologies, Inc.

Oxygen Mortgage is a Colorado based home loan provider with offices in Boulder Colorado and Chicago, Illinois. The company provides home loans and a variety of mortgage financing products to consumers. Its founder, Robert Egeland brings 30 years of experience in the mortgage business having closed on more than 28,000 loans through his business ventures. Oxygen Mortgage is his newest vision of mortgage financing with licences to provide turnkey loans in Alabama, Arizona, Colorado, Florida, Georgia, Illinois, Tennessee, and pending licenses for the states of North Carolina, South Carolina, and Kansas.

In consideration for such acquisition, JZZ shall issue to Oxygen Mortgage's principal: (A) a three year convertible promissory note in the amount of \$1,000,000 convertible into shares of JZZ's Common Stock at a 10% discount to the market price of the Company's stock at the time of conversion; provided, however, that the total of such shares issuable upon all conversions shall not exceed 10% of the issued and outstanding shares of the Company at the time of the last conversion, (B) six shares of Class A Preferred Stock, with each share convertible into 1% of the total ownership of the Company on the date of issuance and (C) two one year options each entitling the holder to acquire one additional share of Class A Preferred Stock for \$50,000 and \$75,000, respectively.

This OTC Markets filing does not include certain Letters of Intent which were disclosed in previous OTC Markets filings and in previous Press Releases in view of the Company's belief, at this time, that it is unlikely that any of the transactions which were disclosed in the prior OTC Markets filings will go forward.

The Company is in the process of seeking financing in order to implement its business plan.

B. List any subsidiaries, parent company, or affiliated companies.

JZZ Technologies, Inc. is the parent company of the following three (3) subsidiaries and is in the process of acquiring the other entities designated below.

1. Axihub, Inc. is a wholly owned subsidiary. Axihub is acting as the managing Company for the operations and activities of the Company. It negotiates all contracts for the operations and will oversee the various websites and marketing operations of the Company.

2. Senior Lifestyle Media LLC (“SLM”), a New York limited liability company, was acquired by the Company as of April 1, 2020 as a wholly owned subsidiary of the Company. The Company’s internet website and marketing operations are operated by SLM. SLM maintains the brand “Active Lifestyle” and owns the following assets:

Active Lifestyle website (activelifestylemedia.com), which hosts all online content of SLM;
Active Lifestyle Magazine, a quarterly online and print magazine;
Family Caregiver Magazine, quarterly online magazine geared for information, products and services of interest to caregivers, whether they be nurses, aides or relatives of seniors or others requiring care;
Active Lifestyle Newsletter, a monthly online newsletter, features more topical content than Active Lifestyle Magazine;

3. In October 2022, the Company acquired LION Development Group, LLC (“LION”) of South Carolina and launched a new real estate development division. It subsequently acquired its first parcel of land in Anderson County South Carolina which it plans to utilize for residential development which is anticipated to be ready for sale within a 2023 – 2024 time frame.

In October 2022, the Company and LION entered into a joint venture agreement with an affiliate of Hospitality Development Group, Inc. (“HDG”) of Florida to pursue residential and commercial real estate projects.

C. Describe the issuers’ principal products or services.

The Company’s business is primarily focused on four areas: (1) real estate development in residential and commercial projects initially in South Carolina and Florida and adjacent locations, (2) licensing and sales of data bases of over 100 million senior and other email addresses primarily consisting of seniors and business executives, (3) online targeted marketing, advertising and sales of products and services and (4) sharing of product marketing revenue with our strategic marketing partners.

The Company’s additional properties and commercial rights are:

Veterans Helping Veterans Inc. (“Veterans”) – On May 29, 2020, the Company entered into a marketing agreement with Veterans Helping Veterans Inc., whose business is to provide services and products to veterans, where the Company will promote and receive a commission on sales of Veterans’ services and products.

Avitas Bio Corp – On June 11, 2020, the Company entered into a marketing agreement with Avitas Bio Corp., a nutraceutical company, selling vitamin supplements and other supplements and nutraceutical products, in which the Company will be making private label sales for which it will receive a commission.

Subsequent to September 30, 2022 the Company has entered into the following agreements.

In October 2022, the Company acquired LION Development Group, LLC (“LION”) of South Carolina and launched a new real estate development division. It subsequently acquired its first parcel of land in Anderson County South Carolina which it plans to utilize for residential development which is anticipated to be ready for sale within a 2023 – 2024 time frame.

In October, 2022, the Company and LION entered into a joint venture agreement with an affiliate of Hospitality Development Group, Inc. (“HDG”) of Florida to pursue residential and commercial real estate projects.

5) 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 Issuer currently has a two-year lease that began on January 1, 2022 for office space at 1525 North Fant Street, Anderson, SC 29621. The Company paid the first year of the rent for this facility by issuing 14,358,000 shares of its common stock on February 10, 2022 valued at \$143,580.

The Issuer has entered into an additional one-year lease of office space at 118 Overlook Drive, Aquebogue, NY by issuing 20,000,000 shares of its common stock to the brother of the President of the Company on February 15, 2022 valued at \$100,000.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Charles A. Cardona **	Chairman/CEO/Director	Anderson, SC	48,770,000* See footnote * on next page	Common	1.96%	
Deirdrea Renwick	Chief Financial Officer	Farmingdale, NY	2,500,000	Common	.00101%	

Probitly Legal Investments Consulting LLC John LeGrand	<u>Owner of more than 5%</u>	West Palm Beach, FL0033407	132,484,000	Common	5.33%	
Ironclad Partners Inc. Evan Solomon	<u>Owner of more than 5%</u>	Woodmere, NY	161,904,761	Common	6.52%	
Databoss Inc. Neil Sewant	<u>Owner of more than 5%</u>	North Brunswick, NJ	125,000,000	Common	5.03%	
RMFP Consulting LLC Russell Ivy	<u>Owner of more than 5%</u>	Seminole, FL	105,552,000	Common	4.25%	
Integrity Consulting LLC David Steward	<u>Owner of more than 5%</u>	Seminole, FL	100,000,000	Common	4.03%	

* Includes shares owned by Charles Cardona and his spouse. On December 28, 2022, the Board authorized the issuance of shares of the Company's Series C Preferred Stock to Mr. Cardona which give him : (i) total anti-dilution rights, (ii) voting rights equal to 51% of the issued and outstanding shares of the Company, (iii) conversion rights into 51% of the issued and outstanding shares at the time of conversions and (iv) all other rights which are set forth in the Certificate of Designation. In connection with such issuance, Mr. Cardona and his wife cancelled 148,770,000 shares of common stock beneficially owned by them (of which 100,000,000 shares were previously cancelled).

** Charles A. Cardona (B.S. University of Arizona and PhD Astrophysics Stony Brook University) serves as President, CEO and sole Director of the Company. He has served as CEO since August 2016 and was appointed to the Board of Directors effective August 2016. Mr. Cardona has served as an officer, director and consultant to various public and nonpublic companies. Mr. Cardona has served as Director of Corporate Development for Ammo Analytical Laboratory and Vice Chairman of the Ammon Foundation and is a member of the board of directors of the Custer Institute Observatory, Long Island, New York's oldest public observatory. He is also a member of the Board of Directors of Pet Adoption World Foundation and an advisor to Kids Adopt a Shelter.

It is the present intention of the Company to enter into an employment agreement with Charles A. Cardona, the Company's Chairman and CEO, to provide for his services for a five-year term. This agreement is subject to funding and the Company expects to finalize the agreement by the end of the quarter ending March 31, 2023. His annual salary is intended to be \$120,000, payable on achieving certain monthly revenues.

7) Legal/Disciplinary History

A. 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.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:

Firm:

Address 1:

Address 2: _____

Phone:

Email:

Name: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Accountant or Auditor

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Investor Relations

Name: _____

Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

- IFRS
 U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁷:

Name: _____
Title: _____
Relationship to Issuer: _____

Describe the qualifications of the person or persons who prepared the financial statements: _____

Provide the following financial statements 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.

- a. Audit letter, if audited;
b. Balance Sheet;

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

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, Charles A. Cardona certify that:

1. I have reviewed this Disclosure Statement for JZZ Technologies, 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.

3/6/2023[Date]

*/s/Charles A. Cardona[CEO's Signature]

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

Principal Financial Officer:

I, Deirdrea Renwick certify that:

1. I have reviewed this Disclosure Statement for JZZ Technologies, 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.

3/6/2023[Date]

*/s/Deirdrea Renwick [CFO's Signature]

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

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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JZZ Technologies, Inc. and Subsidiaries

*Consolidated Financial Statements as of December 31, 2022 and March 31, 2022
and For the Three and Nine Months Ended December 31, 2022 and 2021*

JZZ TECHNOLOGIES INC.
Consolidated Balance Sheets
December 31, 2022 and March 31, 2022
(Unaudited)

	December 31, 2022	March 31, 2022
ASSETS		
Current Assets		
Cash	\$ 11,840	\$ 7,675
Inventory	200,000	200,000
Total Current Assets	211,840	207,675
Total Assets	\$ 211,840	\$ 207,675
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities		
Notes payable	\$ 219,000	\$ 274,000
Notes payable - Related Party	1,861,635	1,882,135
Accounts payable and accrued expenses	313,961	485,590
Accounts payable and accrued expenses-Related party	777,648	1,005,194
Advances from shareholders	7,600	7,000
Advances from individuals	38,500	-
Advances from related parties	37,500	24,000
Contracts payable	25,000	-
Derivative liability	3,703,192	8,016,076
Total Current Liabilities	6,984,036	11,693,995
Total Liabilities	6,984,036	11,693,995
Commitments and contingencies	-	-
Stockholder's (Deficit)		
Preferred stock, \$0000001 par value, 100,000 shares authorized, 67 and 0 shares issued and outstanding at December 31, 2022 and March 31, 2022	-	-
Common stock, \$.0000001 par value, 2,499,900,000 shares authorized; 2,484,057,758 and 910,422,475 shares issued and outstanding at December 31, 2022 and March 31, 2022	248	91
Additional paid-in capital	11,855,537	7,748,982
Accumulated (Deficit)	(18,647,981)	(19,255,393)
Plus-Treasury stock	(6,792,196)	(11,506,320)
Total Stockholders' (Deficit)	20,000	20,000
Total Stockholders' (Deficit)	(6,772,196)	(11,486,320)
Total Liabilities and Stockholders' (Deficit)	\$ 211,840	\$ 207,675

See Accompanying Notes to Financial Statements

JZZ TECHNOLOGIES INC.
Consolidated Statements of Operations
Three and Nine Months Ended December 31, 2022 and 2021
(Unaudited)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2022	2021	2022	2021
Revenues	\$ 12,282	\$ -	\$ 41,682	\$ -
Total revenues	<u>12,282</u>	<u>-</u>	<u>41,682</u>	<u>-</u>
Operating Expenses				
Cost of revenues	12,647	-	12,647	-
General and administrative expenses	<u>423,575</u>	<u>1,372,471</u>	<u>3,613,102</u>	<u>3,176,566</u>
Total operating expenses	<u>436,222</u>	<u>1,372,471</u>	<u>3,625,749</u>	<u>3,176,566</u>
(Loss) before other expenses	<u>(423,940)</u>	<u>(1,372,471)</u>	<u>(3,584,067)</u>	<u>(3,176,566)</u>
Other income/(expense)				
Change in derivative liability	1,769,427	(9,680,224)	4,312,884	(9,232,280)
Prior period adjustment	-	(2,056,572)	-	(2,743,734)
Interest (expense)	(5,167)	(5,529)	(17,800)	(9,958)
Interest (expense)-Related parties	<u>(39,943)</u>	<u>(76,442)</u>	<u>(103,605)</u>	<u>(79,017)</u>
Total other income/(expense)	<u>1,724,317</u>	<u>(11,818,767)</u>	<u>4,191,479</u>	<u>(12,064,989)</u>
(Loss)/income before income taxes	1,300,377	(13,191,238)	607,412	(15,241,555)
Income taxes	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net (loss)/income	<u>\$ 1,300,377</u>	<u>\$ (13,191,238)</u>	<u>\$ 607,412</u>	<u>\$ (15,241,555)</u>
(Loss)/income per share-Basic and diluted	<u>\$ 0.00</u>	<u>\$ (0.02)</u>	<u>\$ 0.00</u>	<u>\$ (0.03)</u>
Weighted average shares outstanding				
Basic and diluted	<u>2,456,775,149</u>	<u>732,035,397</u>	<u>1,858,520,394</u>	<u>580,121,087</u>

See Accompanying Notes to Financial Statements

JZZ TECHNOLOGIES INC.
Consolidated Statements of Cash Flows
For the Nine Months Ended December 31, 2022 and 2021
(Unaudited)

	Nine Months Ended December 31,	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income/(loss)	\$ 607,412	\$ (15,241,555)
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services	2,099,316	2,602,708
Conversion of services into common stock	-	(360,000)
Cancellation of common stock	10	-
Payment of debt for common stock	2,007,386	1,137,665
Changes in operating assets and liabilities:		
(Decrease)/increase in accounts payable and accrued expenses	(399,175)	493,416
(Decrease) in notes payable	(55,000)	-
(Decrease)/increase in notes payable-Related parties	(20,500)	2,038,635
Increase in contracts payable	25,000	-
(Decrease)/increase in derivative liability	(4,312,884)	9,232,280
Net cash (used) in operating activities	(48,435)	(96,851)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in notes payable	-	151,000
Increase in advances from individuals	38,500	-
Increase in advances from related party	13,500	(54,935)
Increase in advances from shareholder	600	-
Net cash provided by financing activities	52,600	96,065
Net increase/(decrease) in cash	4,165	(786)
CASH AT BEGINNING PERIOD	7,675	3,365
CASH AT END OF PERIOD	\$ 11,840	\$ 2,579
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
NON-CASH TRANSACTIONS		
Common stock issued for services	\$ 2,099,316	\$ 2,602,708
Common stock issued for debt	\$ 2,007,386	\$ 1,137,665
Conversion of services into common stock	\$ -	\$ (360,000)

See Accompanying Notes to Financial Statements

JZZ TECHNOLOGIES INC.
Consolidated Statements of Stockholders' (Deficit)
For the Three, Six and Nine Months Ended December 31, 2022 and 2021
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)
	Shares	Amount	Shares	Amount			
Balance-April 1, 2021	-	\$ -	361,801,405	\$ 36	\$ 3,147,758	\$ (4,478,770)	\$ (1,330,976)
Common stock issued for services	-	-	84,265,000	8	791,042	-	791,050
Common stock issued for debt	-	-	30,960,000	3	450,500	-	450,503
Net (loss) for the three months ended June 30, 2021	-	-	-	-	-	(474,243)	(474,243)
Balance-June 30, 2021	-	-	477,026,405	47	4,389,300	(4,953,013)	(563,686)
Common stock issued for services	-	-	86,482,090	8	864,813	-	864,821
Common stock issued for debt	-	-	68,716,165	7	687,155	-	687,162
Net (loss) for the three months ended September 30, 2021	-	-	-	-	-	(1,576,074)	(1,576,074)
Balance-September 30, 2021	-	-	632,224,660	62	5,941,268	(6,529,087)	(587,757)
Common stock issued for services	-	-	94,683,805	10	687,152	-	687,162
Net (loss) for the three months ended December 31, 2021	-	-	-	-	-	(13,191,238)	(13,191,238)
Balance-December 31, 2021	-	\$ -	726,908,465	\$ 72	\$ 6,628,420	\$ (19,720,325)	\$ (13,091,833)
	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)
	Shares	Amount	Shares	Amount			
Balance-April 1, 2022	-	\$ -	910,422,475	\$ 91	\$ 7,748,982	\$ (19,255,393)	\$ (11,506,320)
Common stock issued for services	-	-	241,760,823	24	1,452,052	-	1,452,076
Common stock issued for debt	-	-	233,333,333	23	622,367	-	622,390
Net income for the three months ended June 30, 2022	-	-	-	-	-	1,528,100	1,528,100
Balance-June 30, 2022	-	-	1,385,516,631	138	9,823,401	(17,727,293)	(7,903,754)
Common stock issued for services	-	-	204,100,000	21	602,179	-	602,200
Common stock issued for debt	-	-	852,741,127	85	1,264,931	-	1,265,016
Issuance of preferred shares for cancellation of common stock	67	-	(100,000,000)	(10)	10	-	-
Net (loss) for the three months ended September 30, 2022	-	-	-	-	-	(2,221,065)	(2,221,065)
Balance-September 30, 2022	67	-	2,342,357,758	234	11,690,521	(19,948,358)	(8,257,603)
Common stock issued for services	-	-	41,700,000	4	45,036	-	45,040
Common stock issued for debt	-	-	200,000,000	20	119,980	-	119,980
Cancellation of common stock	-	-	(100,000,000)	(10)	-	-	10
Net income for the three months ended December 31, 2022	-	-	-	-	-	1,300,377	1,300,377
Balance-December 31, 2022	67	\$ -	2,484,057,758	\$ 248	\$11,855,537	\$ (18,647,981)	\$ (6,792,196)

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements December 31, 2022 and March 31, 2022

NOTE 1- Summary of History and Significant Accounting Policies

Nature of Operations

JZZ Technologies, Inc., (“the Company”) a Nevada corporation was incorporated in the State of Nevada on October 5, 2004. The Issuer JZZ Technologies, Inc. is a diversified technology company engaged in the following three distinct business sectors: (i) its digital media business which includes online media and apps (activelifestylemedia.com), content creation, and digital marketing, targeted to active adults 55+, (ii) strategic biotechnology and bioscience related to Human Life Extension and (iii) Human Longevity that can be immediately leveraged to support improved quality of life for the senior population..

On August 25, 2016, the current officer and director of the Company entered into a Share Exchange Agreement with the Company and the shareholders of Axihub, Inc.. The current officer and director of the Company acquired controlling interest in the Company’s common stock. The Share Exchange was treated as a recapitalization. The financial statements as of December 31, 2021 and March 31, 2021 are presented under successor entity reporting and included the balance sheet of the Company from the acquisition date of August 25, 2016.

The Company’s business is primarily focused on four areas: (1) real estate development in residential and commercial projects initially in South Carolina and Florida and adjacent locations, (2) licensing and sales of data bases of over 100 million senior and other email addresses primarily consisting of seniors and business executives, (3) online targeted marketing, advertising and sales of products and services and (4) sharing of product marketing revenue with our strategic marketing partners.

Axihub, Inc. has been a relatively dormant wholly owned subsidiary for the last two years. Axihub is acting as the managing Company for the operations and activities of the Company. It will negotiate all contracts for the operations and will oversee the various websites and marketing operations of the Company.

Senior Lifestyle Media LLC was acquired on April 1, 2020, as described below. The Company acquired 100% of its Member Interests. Senior Lifestyle Media LLC has been inactive during 2019 and through the date of acquisition.

Joshua Tree CBD Inc., currently inactive, was acquired on April 1, 2020, as described below. The Company acquired 100% of its common stock. Joshua Tree was incorporated on February 27, 2020 and was acquired to take advantage of the principal’s expertise in the industry and the relationships and contacts he has in the industry. This Company has been abandoned due to lack of business activity since acquisition.

In October 2022, the Company acquired LION Development Group, LLC (“LION”) of South Carolina and launched a new real estate development division. It subsequently acquired its first parcel of land in Anderson County South Carolina which it plans to utilize for residential development which is anticipated to be ready for sale within a 2023 – 2024 time frame.

In October 2022, the Company and LION entered into a joint venture agreement with an affiliate of Hospitality Development Group, Inc. (“HDG”) of Florida to pursue residential and commercial real estate projects.

Basis of presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the periods presented have been reflected herein.

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Consolidated Unaudited Financial Statements December 31, 2022 and March 31, 2022

The Company consolidates its subsidiaries Senior Lifestyle Media LLC, a New York Limited Liability Corporation, Axihub, Inc., a New York Corporation and Lion Development Group LLC, a South Carolina Limited Liability Company, in accordance with ASC 810, and specifically ASC 810-10-15-8 which states, "[t]he usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, or over 50% of the outstanding voting shares of another entity is a condition pointing toward consolidation." All inter-company transactions have been eliminated during consolidation.

Concentration of Risk

The Company places its cash and temporary cash investments with established financial institutions. At times, such cash and investments may be in excess of the FDIC insurance limit.

Principles of Consolidation

The consolidated financial statements include the accounts of JZZ Technologies, Inc., and its two subsidiaries Axihub, Inc., Senior Lifestyle Media LLC and Joshua Tree CBD Inc.. All intercompany transactions are eliminated in consolidation.

Cash and Cash Equivalents

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

Trade Accounts Receivable

Trade accounts receivable is recorded net of an allowance for expected losses. The allowance is estimated from historical performance and projections of trends. The reserve account at December 31, 2022 and March 31, 2022 was \$0.

Inventory

The Company's inventory is valued at the lower of cost (first in, first out) or market using the retail method.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation - Stock Based Compensation* and ASC 505, *Equity Based Payments to Non-Employees*, which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the requisite service period.

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements December 31, 2022 and March 31, 2022

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Intangibles with Finite Lives

The Company applies the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 360-10, *Property, Plant and Equipment*, where applicable to all long lived assets. FASB ASC 360-10 addresses accounting and reporting for impairment and disposal of long-lived assets. The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with FASB ASC 360-10. FASB ASC 360-10 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets’ carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

The Company does not amortize any intangible assets with finite lives.

Goodwill and intangible assets are reviewed for potential impairment whenever events or circumstances indicate that their carrying amounts may not be recoverable.

Revenue Recognition

The Company applies ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied.

Advertising

Advertising costs are expensed as incurred. Advertising expenses for the nine months ended December 31, 2022 and 2021 were \$0.

Research and Development Expenditure

Research expenditure is recognized as an expense when it is incurred. Development expenditure is recognized as an expense except that expenditure incurred on development projects are capitalized as long-term assets to the extent that such expenditure is expected to generate future economic benefits. Development expenditure is capitalized if, and only if an entity can demonstrate all of the following:

1. its ability to measure reliably the expenditure attributable to the asset under development;
2. the product or process is technically and commercially feasible;
3. its future economic benefits are probable;
4. its ability to use or sell the developed asset;
5. the availability of adequate technical, financial and other resources to complete the asset under development;
and
6. its intention to complete the intangible asset and use or sell.

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements December 31, 2022 and March 31, 2022

Capitalized development expenditure is measured at cost less accumulated amortization and impairment losses, if any. Development expenditure initially recognized as an expense is not recognized as assets in the subsequent period. The development expenditure is amortized on a straight-line method over a period of not exceeding 15 years when the products are ready for sale or use. In the event that the expected future economic benefits are no longer probable of being recovered, the development expenditure is written down to its recoverable amount.

Research and development costs represent the costs of developing and perfecting JZZ's products as well as marketing and planning for those products. These costs are charged to expense as incurred.

The Company estimated these costs to be \$0 in its operations for the nine months ended December 31, 2022 and 2021.

Fair Value of Financial Instruments

The Company adopted FASB ASC 820, Fair Value Measurements and Disclosures, which provides a framework for measuring fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also expands disclosures about instruments measured at fair value and establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 — Quoted prices for identical assets and liabilities in active markets;

Level 2 — Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and

Level 3 — Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Management makes these estimates using the best information available at the time the estimates are made; however actual results could differ materially from those estimates.

Emerging Growth Company Critical Accounting Policy Disclosure

The Company qualifies as an “emerging growth company” under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, the Company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company may elect to take advantage of the benefits of this extended transition period in the future.

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements December 31, 2022 and March 31, 2022

Income Taxes

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. 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.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Segments

JZZ Technologies, Inc. is a diversified technology company that is either currently engaged or will be in the following three distinct business sectors: (i) its digital media business which includes online media and apps (activelifestylemedia.com), content creation, digital marketing, streaming video content, publishing, and free over-the-air television targeted to active adults 55+, (ii) strategic biotechnology and bioscience related to Human Life Extension, (iii) Human Longevity that can be immediately leveraged to support improved quality of life for the senior population and (iv) property and real estate development.

Loss Per Share

Net loss per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period, unless their effect is anti-dilutive due to continuing losses. There were no potentially dilutive shares outstanding as of December 31, 2022 and March 31, 2022.

Recent Accounting Pronouncements

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements December 31, 2022 and March 31, 2022

NOTE 2 – Financial Condition and Going Concern

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has sustained operating losses in the current year and may not achieve the level of profitable operations to sustain its activities. These factors raise substantial doubt as to its ability to obtain debt and/or equity financing and achieve profitable operations.

Management intends to raise additional operating funds through equity and/or debt offerings. However, there can be no assurance management will be successful in its endeavors. Ultimately, the Company will need to achieve profitable operations in order to continue as a going concern.

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 placement, public offerings and/or bank financing necessary to support its working capital requirements. To the extent that funds generated from operations and 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. If adequate working capital is not available to the Company it may be required to curtail its operations.

NOTE 3 – Acquisitions

Senior Lifestyle Media LLC

Effective April 1, 2020, JZZ Technologies, Inc. acquired all membership interests in Senior Lifestyle Media LLC ("SLM").

The purchase price for the acquisition of SLM was 2,250,000 shares of the Company's common stock valued at \$112,500. SLM didn't have any assets or liabilities and the Company recorded the acquisition as goodwill.

Due to the inability of the Company to adequately value the goodwill of SLM, it impaired the goodwill at June 30, 2020.

The consolidated financial statements herein are presented under predecessor entity reporting and because the acquiring entity had no operations, prior historical information of the acquirer is not presented.

Joshua Tree CBD Inc.

Effective April 1, 2020, JZZ Technologies, Inc. acquired all membership interests in Joshua Tree CBD Inc. ("JT").

The purchase price for the acquisition of JT was 950,000 shares of the Company's common stock valued at \$47,500. JT didn't have any assets or liabilities and the Company recorded the acquisition as goodwill.

Due to the inability of the Company to adequately value the goodwill of JT, it impaired the goodwill at June 30, 2020.

The consolidated financial statements herein are presented under predecessor entity reporting and because the acquiring entity had no operations, prior historical information of the acquirer is not presented. This Company was abandoned in the quarter ended September 30, 2022 due to the lack of any business activity.

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

**Notes to Consolidated Financial Statements
December 31, 2022 and 2021**

NOTE 4 – Inventories

Inventories consist of components and finished goods and are stated at the lower of cost or market. Cost is determined using the first-in first-out method.

	December 31, <u>2022</u>	March 31, <u>2022</u>
Finish goods	<u>\$ 200,000</u>	<u>\$ 200,000</u>

The Company in the current fiscal year reduced the inventory down by \$187,683 to reduce it to the net realizable value. The Company expects to realize the value of its inventory in the next six months.

NOTE 5 – Notes Payable

The Company's notes payable consists of the following:

	December 31, <u>2022</u>	March 31, <u>2022</u>
Note payable, 10% interest, interest and principal payable due upon demand, unsecured	\$ 10,000	\$ 10,000
Notes payable, 10% interest, interest and principal payable from February 3, 2022 to February 10, 2023, unsecured, convertible at 55% of the lowest trading price for the three weeks prior to conversion	111,000	166,000
Notes payable, 8% interest, interest and principal due upon demand, unsecured	<u>98,000</u>	<u>98,000</u>
Total due	219,000	274,000
Current portion	<u>219,000</u>	<u>274,000</u>
Long-term portion	<u>\$ -</u>	<u>\$ -</u>

Principal repayments for the next five years are as follows:

	<u>Amount</u>
December 31, 2023	\$ 219,000
Thereafter	-
	<u>\$ 219,000</u>

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

**Notes to Unaudited Consolidated Financial Statements
December 31, 2022 and March 31, 2022**

NOTE 6 – Notes Payable-Related Parties

The Company's notes payable consists of the following:

	December 31, <u>2022</u>	March 31, <u>2022</u>
Notes payable, 8% interest, interest and principal due upon demand, unsecured, convertible at 50% of the lowest trading price for the three weeks prior to conversion	<u>\$1,861,635</u>	<u>\$1,882,135</u>
Total due	1,861,635	1,882,135
Current portion	<u>1,861,635</u>	<u>1,882,135</u>
Long-term portion	<u>\$ -</u>	<u>\$ -</u>

Principal repayments for the next five years are as follows:

	<u>Amount</u>
December 31, 2023	\$ 1,861,635
Thereafter	-
	<u>\$ 1,861,635</u>

NOTE 7 – Income Taxes

The Company adopted the provisions of ASC 740-10. ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements. ASC 740-10 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements. The application of income tax law is inherently complex. Laws and regulation in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding the income tax exposures. Interpretations and guidance surrounding income tax laws and regulations change over time. As such, changes in the subjective assumptions and judgments can materially affect amounts recognized in the balance sheets and statements of income.

The Company has no unrecognized tax benefit, which would affect the effective tax rate if recognized. There has been no significant change in the unrecognized tax benefit during the nine months ended December 31, 2022.

We classify interest and penalties arising from the underpayment of income taxes in the statement of income under general and administrative expenses. As of December 31, 2022, we had no accrued interest or penalties related to uncertain tax positions.

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Unaudited Consolidated Financial Statements December 31, 2022 and March 31, 2022

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The components of deferred income tax assets (liabilities) at December 31, 2022 were as follows:

As of December 31, 2022:

	Balance	Rate	Tax
Federal loss carryforward	\$18,647,981	21%	\$ 3,916,076
Valuation allowance			<u>(3,916,076)</u>
Deferred tax asset			<u>\$ -</u>

Due to the passage of the “Tax Cuts and Jobs Act” on December 20, 2017 the rate of the U.S. Federal Income Tax dropped from 34% to 21%, which is a flat percentage tax rate used for the calculation of the deferred income tax assets.

The new law also changes the rules on NOL carry forward. The 20-year limitation was eliminated, giving the taxpayer the ability to carry forward losses indefinitely. However, utilization of NOL carry forwards arising after January 1, 2018, will now be limited to 80 percent of taxable income

NOTE 8 – Derivative Liability

The Company has convertible notes payable outstanding at December 31, 2022 that are convertible into Company’s common stock to be issued upon conversion of notes payable based the current conversion formula into 6,171,987,500 shares of common stock. The Company currently does not have enough authorized shares to fully allow the conversion of all the notes payable and the related accrued interest.

Due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion option embedded in the NP, the conversion feature is classified as derivative liabilities and recorded at fair value.

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements December 31, 2022 and March 31, 2022

Dividends, an expected term of one year and a risk-free interest rate of 15%. As of December 31, 2022, the number of common shares that could be potentially issued to settle the conversion of the notes is 6,171,987,500 common shares.

The liability has been decreased for the conversion rate into common stock for the period ending December 31, 2022 and prior years and adjustments for the change in the derivative value based on the increase in the conversion to common shares. The amount of the decrease for the nine months ended December 31, 2022 was \$4,312,884 and the increase for the nine months ended December 31, 2021 was \$9,232,280.

Pursuant to ASC 815, "Derivatives and Hedging," the Company initially did not recognize the fair value of the embedded conversion feature of the NP on date of issuance due to limitations on the conversion feature of the security that have now expired and only the fair value of the securities were charged to operations. During the period of August 25, 2016 to December 31, 2022, the Company recorded a mark-to-market adjustment based on the fair value of the derivative liability on that date which has resulted in a charge of \$3,703,192 to operations during this period of time. The fair value of the derivative liability was determined using the Black Scholes option pricing model with a quoted market price of \$0.0008, a conversion price of fifty to fifty-five percent of the closing bid price, high expected volatility, no expected

The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on December 31, 2022.

	Level 1	Level 2	Level 3	Total
Assets				
None	\$ -	\$ -	\$ -	\$ -
Liabilities				
Derivative Financial instruments	\$ -	\$ -	\$ 3,703,192	\$ 3,703,192

The total derivative liability relates to the conversion of the Company's convertible notes payable outstanding.

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

**Notes to Unaudited Consolidated Financial Statements
December 31, 2022 and March 31, 2022**

NOTE 9 – Capital Changes

Common Stock

The Company on June 2, 2021 increased its authorized common shares from 450,000,000 to 1,500,000,000, par value \$.001.

The Company on July 20, 2022 increased its authorized common shares from 1,500,000,000 to 2,499,900,000, with a change of par value of \$.001 to \$.0000001. This increase in the authorized shares and the change of par value has been retroactively restated in these financial statements.

The Company issued 5,000,000 shares of its common stock for cash in the amount of \$75,000 during the year ended March 31, 2021.

The Company issued 57,379,488 shares of its common stock for consulting services valued at \$1,204,911 during the year ended March 31, 2021.

The Company issued 62,580,000 shares of its common stock for debt in the amount of \$681,638 during the year ended March 31, 2021.

The Company issued 3,200,000 shares of its common stock for two entities described above in Note 3 valued at \$160,000 during the year ended March 31, 2021.

The Company issued 343,525,895 shares of its common stock for consulting services valued at \$3,283,614 during the year ended March 31, 2022.

The Company issued 205,095,175 shares of its common stock for debt in the amount of \$1,317,665 during the year ended March 31, 2022.

The Company issued 241,760,823 shares of its common stock for consulting services valued at \$1,482,076 during the three months ended June 30, 2022.

The Company issued 233,333,333 shares of its common stock for debt in the amount of \$622,390 during the three months ended June 30, 2022.

The Company issued 204,100,000 shares of its common stock for consulting services valued at \$602,200 during the three months ended September 30, 2022.

The Company issued 852,741,127 shares of its common stock for debt in the amount of \$1,265,016 during the three months ended September 30, 2022.

The President of the Company cancelled 100,000,000 shares of his common stock for 51 shares of Class C Preferred Stock.

The Company issued 200,000,000 shares of its common stock for debt in the amount of \$120,000 during the three months ended December 31, 2022.

The Company cancelled 100,000,000 shares of its common stock from an error of prior shares issued for services

JZZ TECHNOLOGIES, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements December 31, 2022 and March 31, 2022

The Company issued 41,700,000 shares of its common stock for consulting services valued at \$45,040 during the three months ended December 31, 2022.

Preferred Stock

The Company on July 20, 2022, as part of the amendment to its articles, created and authorized 100,000 shares of Preferred Stock, par value \$.0000001. Any stockholder of such shares shall not have the Beneficial Ownership of more than 51% of the Company's issued and outstanding voting shares. As of the date of this filing, 60.98 shares of Class C Preferred have been authorized to be issued.

NOTE 10 – Treasury Stock

The Company has placed into treasury 20,000,000 shares of its common stock at a price of \$20,000 during the year ended March 31, 2021. These shares have not been cancelled as of the date of this report.

NOTE 11 – Contingencies and Commitments and Legal Matters

Management of the Company has conducted a diligent search and concluded that there were no commitments, contingencies, or legal matters pending at the balance sheet dates that have not been disclosed.

NOTE 12 – Subsequent Events

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to December 31, 2022 through the date these financial statements were issued and has determined that it has the following subsequent events

On December 28, 2022, the board authorized the creation of shares of Class C Preferred Stock having certain rights and privileges including, but not limited to, each share having: (i) total anti-dilution rights, (ii) voting rights equal to 1% of the issued and outstanding shares of the Company, (iii) conversion rights into 1% of the issued and outstanding shares at the time of conversions and (iv) all other rights which are set forth in the Certificate of Designation.

On December 28, 2022, the Board authorized the issuance of 51 shares of Class C Preferred Stock to Charles Cardona, the CEO and chairman of the Company who agreed to the cancellation of 148,770,000 shares of Common Stock owned by him and his wife (of which 100,000,000 shares were previously cancelled).

A Certificate of Designation setting forth the rights and privileges of the Class C Preferred Stock was filed with the Nevada Secretary of State in 2023.

On December 29, 2022, the Company entered into an Agreement (the "Madison Agreement") with Madison Advisory Ventures, Inc. ("Madison"), a consultant to the Company. Pursuant to the Madison Agreement, Madison assigned 4.99 shares of Class C Preferred Stock to each of the two principals of Madison. Madison and its two principals agreed to cancel shares of Common Stock and warrants for Common Stock which they currently own.

The above authorized transactions were completed in 2023.

On February 3, 2023, the Company filed an Amendment to the Certificate of Incorporation increasing the Company's authorized common stock from 2,499,900,000 to 4,499,900,000.