

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

Tiderock Companies, Inc.

2654 W. Horizon Ridge Pkwy B5-58, Henderson, NV 89052

Phone: (800) 791-8433

Website: www.tiderockcompanies.com

Email: info@tiderockcompanies.com

SIC Code: 6552

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

53,806,862 as of December 31, 2022

45,614,218 as of December 31, 2021

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.

Tiderock Companies, Inc. The Company was originally formed in the state of Nevada on June 20, 2000, as All Printer Supplies.com. On April 17, 2003, the Company changed its name to BV Pharmaceuticals, Inc. On April 3, 2006, the Company changed its name to Radial Energy, Inc. On May 14, 2014, the Company changed its name to iPure Labs, Inc. On September 16, 2021, the Company changed its name to Tiderock Companies, Inc.

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

Tiderock Companies, Inc. was incorporated in the State of Nevada on June 20, 2000, and is currently in "Active" standing.

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

None

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

None

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

21 Charles St, #619B, Cambridge, MA 02141

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

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

21 Charles St, #619B, Cambridge, MA 02141

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

(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.

Transfer Agent

Name: Transfer Online
Phone: (503) 227-2950
Email: info@transferonline.com
Address: 512 SE Salmon St.
Portland, OR 97214

Publicly Quoted or Traded Securities:

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:	<u>TDRK</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>88642K104</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>1,495,000,000</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>53,806,862</u>	as of date: <u>12/31/2022</u>
Number of shares in the Public Float:	<u>13,551,357</u>	as of date: <u>12/31/2022</u>
Total number of shareholders of record:	<u>205</u>	as of date: <u>12/31/2022</u>

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

N/A

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 securities outstanding:	<u>Convertible Preferred Series C Stock</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>2,500,000</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>2,100,000</u>	as of date: <u>12/31/2022</u>
Total number of shareholders of record:	<u>4</u>	as of date: <u>12/31/2022</u>

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.

Dividend Rights

Subject to preferences that may apply to shares of preferred stock outstanding at the time, the holders of outstanding shares of our Common Stock are entitled to receive dividends out of funds legally available at the times and in the amounts that our board of directors may determine.

Voting Rights

Each holder of our Common Stock is entitled to one vote for each share of our Common Stock held on all matters submitted to a vote of stockholders. Cumulative voting for the election of directors is not provided for in our articles of incorporation, as amended, which means that the holders of a majority of the voting shares voted can elect all of the directors then standing for election.

No Preemptive or Similar Rights

Holders of our Common Stock do not have preemptive rights, and our Common Stock is not convertible or redeemable.

Right to Receive Liquidation Distributions

Upon our dissolution, liquidation or winding-up, the assets legally available for distribution to our stockholders are distributable ratably among the holders of our Common Stock, subject to the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

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

Preferred Stock

The Company has authorized 5,000,000 preferred shares with a par value of \$0.001 per share. Board of Directors are authorized to divide the authorized shares of Preferred Stock into one or more series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

Series C Preferred Stock

The Company has designated 2,500,000 preferred shares of Convertible Preferred Series C Stock with a par value of \$0.001 per share.

As of March 31, 2022, the Company had 2,100,000 shares of Series C Preferred Stock issued and outstanding.

The 2,100,000 shares of Convertible Preferred Series C Stock outstanding have the rights, designations and preferences below:

- Holders of the Convertible Preferred Series C Stock, as a group, are entitled to receive dividends at a rate of five times the dividends, if any, issued to Common Share Holders, as a group;
- each one (1) share of Series A Preferred Stock is entitled to one thousand (1,000) votes on all matters submitted to a vote of our common stockholders;

- each one (1) share of Series A Preferred Stock shall be convertible into one hundred (100) shares of our common stock; and
- upon our Liquidation, dissolution or winding up the holders of the Convertible Preferred Series C Stock shall be entitled to receive \$.125 per share held;

There are no redemption or sinking funding provisions.

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.**

None

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)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance.</u> Date: 1/1/2021 Common: 38,443,988 Preferred: 1,000,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of	Individual/ Entity Shares were issued to. *You must disclose the control person(s)	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.

					Issuance? (Yes/No)	for any entities listed.			
1/13/2021	Issuance	300,000	Common	\$0.21	No	Cerberus Finance Group Ltd. / Eliot Dayan	Debt Settlement Agreement	Restricted	N/A
1/14/2021	Issuance	500,000	Common	\$0.21	No	LG Capital Funding, LLC/ Joseph Lerman	Debt Settlement Agreement	Restricted	N/A
5/10/2021	Issuance	1,264,248	Common	\$0.014	Yes	Lori Glauser	Note Conversion	Unrestricted	4(a)(1)
5/11/2021	Issuance	500,000	Common	\$0.388	No	Riparius Construction, Inc. / Michael McCarthy	Asset Purchase	Restricted	N/A
7/6/2021	Issuance	1,055,982	Common	\$0.03	Yes	EVIO Inc. / Lori Glauser	Note Conversion	Unrestricted	4(a)(1)
8/1/2021	Issuance	100,000	Common	\$0.284	No	David Bernard	Consulting Services	Restricted	N/A
8/31/2021	Issuance	250,000	Common	\$0.051	No	Darlene Waldrop	Consulting Services	Restricted	N/A
9/1/2021	Issuance	2,000,000	Common	\$0.065	No	Leslie Berman	Consulting Services	Restricted	N/A
10/1/2021	Issuance	1,000,000	Common	\$0.15	No	West Coast Advisors LLC/ Erik Grochowiak	Consulting Services	Restricted	N/A
10/26/2021	Issuance	100,000	Common	\$0.05	Yes	Ronald Scalise	For Cash	Restricted	NA
10/27/2021	Issuance	100,000	Common	\$0.05	Yes	Dallas Koerner	For Cash	Restricted	NA
1/3/2022	Issuance	1,962,082	Common	\$0.05	No	AES Capital / Alan Safdieh	Note Conversion	Free Trading	Reg A
1/19/22	Issuance	968,100	Common	\$0.05	No	AES Capital / Alan Safdieh	Note Conversion	Free Trading	Reg A
2/4/22	Issuance	3,665,750	Common	\$0.05	No	Bellridge Capital LP / Robert Klimov	Note Conversion	Free Trading	Reg A

2/16/22	Issuance	1,096,712	Common	\$0.03	Yes	EVIO Inc. / Lori Glauser	Note Conversion	Restricted	NA
4/12/22	Issuance	500,000	Common	\$0.05	No	AES Capital / Alan Safdieh	For Cash	Free Trading	Reg A
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date: 12/31/2022									
Common: 53,806,862									
Preferred: 2,100,000									

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:

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: ☒ (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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
12/11/2017	300,000	300,000	0	1/14/2023	50% of the lowest traded price for 15 days prior to date of conversion request	LG Capital Funding, LLC / Joseph Lerman	Loan
12/27/2017	250,000	250,000	0	12/27/2018	Converts at Market, no discount	Noreen Griffin	Debt Forgiveness
01/05/2018	56,667	66,667	63,515	01/05/2019	65% of the lowest traded price for 20 days prior to date of conversion request or during any default period	Lori Glauser	Loan
03/01/2018	130,000	200,000	51,912	03/01/2019	Fixed Conversion at \$0.03 per common share	EVIO Inc. / Lori Glauser	Deposit for Services
06/27/2018	150,000	150,000	0	01/13/2023	50% of the lowest traded price for 15 days prior to date of conversion request	Cerberus Finance Group Ltd. / Eliot Dayan	Loan, Debt Purchase

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.otcmarkets.com).

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

The Company has combined its successful track record of completing the ground up development of real estate assets and delivering predictable value and returns to its investors and stakeholders.

Tiderock Companies, Inc. is a professional Real Estate Development Company. The management team lead by CEO, Thomas B. Fore harnesses decades of master development experience ranging from student housing, commercial office, multi-family, industrial and research facilities. Tiderock Companies operates two distinct operating divisions; Property Development and Project Management.

1. **Development**

Whether as general partner or limited partner, the Company assesses, engages and invests in real-estate opportunities to maximize the return on investment for its stakeholders. These real estate projects will be held in Sora Ventures, LLC. Sora Ventures will take an equity stake in each of the projects in which it participates. Furthermore, based on Sora's equity ownership and the timing of Sora's participation, Sora will either become the General Partner or a Limited Partner in the project. Sora's or as either GP or LP, will result in Sora recognizing developer fees along with the equity participation of the project. Furthermore, each project will stand on its own merit and have its own entry and exit points. As an example, some projects will be solely focused on adding value such as re-zoning or entitled land projects to flip at an increased value whereas others the company plans to develop and lease the projects to long term tenants maximizing the cap rate and return for our shareholder. Projects initially will focus on the following four areas; work-force housing, affordable housing, commercial land development and mixed-use development.

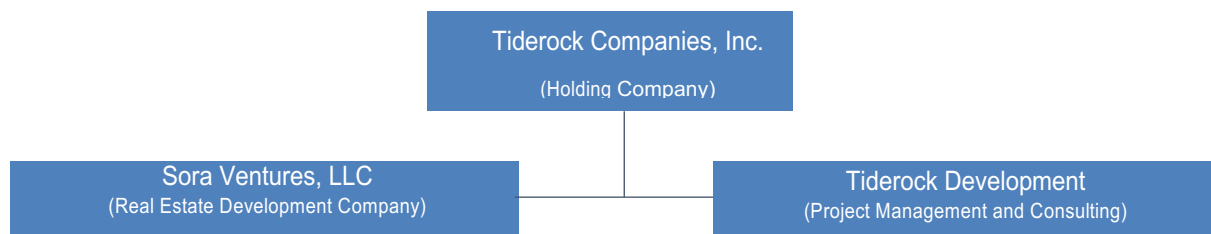
Current Projects:

Cabin Branch: Sora Ventures maintains a 10% equity and ownership stake in the 1.46 acre parcel at 9000 Armstrong Lane in Prince George County, Maryland. Currently submitted plans to modify local zoning ordinances to allow for larger footprint for prospective clients.

Waldorf Lot B-4: Sora Ventures maintains a 5% equity stake in the projected 17,235 square feet commercial project located on lot B-4 at the Waldorf Technology Park. Project design and construction estimates are complete. Currently completing construction financing arrangements.

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

Tiderock Companies, Inc. is a holding company with two divisions Sora Ventures, LLC and Tiderock Development. Sora Ventures LLC is a commercial real estate development company. Tiderock Development is a project management and consulting company. The operations and assets are in separate companies for liability purposes. The address and officers of each are the same.



C. Describe the issuers' principal products or services.

Guided by its principles of teamwork, transparency and accountability; the Company focuses on four key areas:

1. Work Force Housing

The Company plan deploys assets in key markets to help fill the growing demand for those who need it. Nationwide, city and state governments are suffering from an overwhelming shortage of housing.

Work Force Housing Supply segment is for those earning between 80 to 120% Average Median Income.

2. Affordable Housing

Utilizing the State and Federal Low Income Housing Tax Credit Program and Federally Back HUD loan programs.

Affordable Housing Supply segment is for those earning between 20 to 60% Average Median Income.

3. Commercial Land Development

The Company is engaged in acquiring interest in select commercial properties with primary objective on increasing their intrinsic value through re-evaluating their use and obtaining necessary zoning, entitlements and respective permits.

4. Mixed-use Development

Leveraging the Company's management team long term history in community redevelopment, the Company continues its successful track record of public-private partnerships with carefully selected developments throughout the United States

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.

Corporate office at 21 Charles St, #619B, Cambridge, MA 02141, 1 year lease expiring May 31, 2024

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 or 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
Thomas Fore ⁽¹⁾	Officer/Director/5%	Baltimore, MD	0	Common Stock	0%	See Below ⁽¹⁾
Thomas Fore ⁽¹⁾	Officer/Director/5%	Baltimore, MD	1,100,000	Series C Preferred Stock	52.3%	See Below ⁽¹⁾
William Waldrop ⁽²⁾	Officer/Director/5%	Henderson, NV	0	Common Stock	0	See Below ⁽²⁾
William Waldrop ⁽²⁾	Officer/Director/5%	Henderson, NV	850,000	Series C Preferred Stock	40.4%	See Below ⁽²⁾

- ⁽¹⁾ Thomas B. Fore, the Company's chief executive officer, owns 1,100,000 shares of Series C Preferred Stock. Each share of Series C Convertible Preferred Stock contains voting rights equivalent to 1,000 common shares, as such, Mr. Fore maintains 51.1% of the beneficial ownership of the Company. Each share of Series C Convertible Preferred Stock is convertible into 100 shares of common stock, as such; Mr. Fore would own 41.8% of the common shares on a fully diluted basis.
- ⁽²⁾ William H. Waldrop, the Company's chief financial officer, owns 850,000 shares of Series C Preferred Stock. Each share of Series C Convertible Preferred Stock contains voting rights equivalent to 1,000 common shares, as such, Mr. Waldrop maintains 39.5% of the beneficial ownership of the Company. Each share of Series C Convertible Preferred Stock is convertible into 100 shares of common stock, as such; Mr. Waldrop would own 32.3% of the common shares on a fully diluted basis.

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: Nicholas F Coscia, Esq
Address 1: 1270 Pasatiempo Rd
Address 2: Palm, Springs, CA 92262
Phone: 619-993-3361
Email: nick@cosciasec.com

Accountant or Auditor

Name: Cecil Garrick
Firm: M&K CPAS PLLC
Address 1: 363 N Sam Houston Pkwy 650
Address 2: Houston, TX 77060
Phone: 832-242-9956
Email: cgarrick@mkacpas.com

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)⁶:

Name: William Waldrop
Title: CFO
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements: Bachelors Degree in Accounting, Masters Degree in Finance and 8 years of public company experience.

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;
- c. Statement of Income;

⁶ 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.

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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, Thomas B Fore certify that:

1. I have reviewed this Disclosure Statement for Tiderock Companies, 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.

04/02/2022 [Date]

/s/ Thomas B. Fore [CEO's Signature]

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

Principal Financial Officer:

I, William H Waldrop certify that:

1. I have reviewed this Disclosure Statement for Tiderock Companies, 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.

04/02/2022 [Date]

/s/ William H Waldrop [CFO's Signature]

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

TIDEROCK COMPANIES, INC.

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Tiderock Companies, Inc.
Consolidated Balance Sheet
(Unaudited)

ASSETS	December 31, 2022	December 31, 2021
Current Assets		
Cash and Cash Equivalents	\$ 125	\$ 17
Accounts Receivable	0	500
Notes Receivable	84,167	78,167
Prepaid Expense	19,000	97,000
Total current assets	103,292	175,684
Fixed Assets, Net	26,486	34,676
Intangible Assets (net of amortization of \$2,155,56 and \$nil)	172,444	185,378
TOTAL ASSETS	\$ 302,222	\$ 395,738
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts Payable	\$ 647,603	\$ 217,675
Client Deposit	-	0
Convertible Notes Payable (net of unamortized discount of \$165,589 and \$nil)	886,667	1,060,578
Interest Payable	117,532	111,338
Note Payable	16,125	16,225
Due to Related Party	382,224	256,077
Current Portion of finance liabilities	4,331	4,495
Derivative Liability	76,336	34,196
Total Current Liabilities	2,130,818	1,700,584
Finance liabilities - Less Current Portion	17,085	21,416
Total Liabilities	2,147,902	1,722,000
Stockholders' Equity (Deficit)		
Preferred Stock, \$0.001 par value; 5,000,000 shares authorized		
Series C Preferred Stock, \$0.001 Par Value, 2,500,000 shares designated, 2,100,000 and 2,100,000 shares issued and outstanding at December 31, 2022 and December 31, 2021 respectively	\$ 2,100	\$ 2,100
Common Stock, \$0.001 Par Value, 1,495,000,000 shares authorized, 53,806,682 and 45,614,218 shares issued and outstanding at December 31, 2022 and December 31, 2021, respectively	53,806	45,614
Additional Paid In Capital	(103,137)	(482,643)
Accumulated Deficit	(1,798,449)	(891,334)
Total Stockholders' Equity (Deficit)	(1,845,680)	(1,326,263)
Total Liabilities and Stockholders' Equity	\$ 302,222	\$ 395,738

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

Tiderock Companies, Inc.
Statement of Operations
(Unaudited)

	Years ended	
	December 31, 2022	December 31, 2021
Revenues		
Advisory Services	\$ 105,000	18,000
Total Revenue	105,000	18,000
Operating Expenses		
Selling, general and administrative expenses	759,871	631,699
Depreciation and Amortization	21,124	13,400
Total Operating Expense	780,995	645,099
Loss from Operations	(675,995)	(627,099)
Other Income		
Interest Income	6,000	3,168
Total Other Income	6,000	3,168
Other expense		
Loan origination fees	0	8,500
Interest expense	29,392	140,925
Amortization of debt discount	165,589	148,911
Loss on derivatives	42,139	34,196
Gain on forgiveness of debt	-	(69,778)
Total other expense	237,120	262,754
Total Other Income	(231,120)	(259,586)
Net Loss	\$ (907,115)	(886,685)
Basic and Diluted Net Loss Per Share	\$ (0.02)	\$ (0.02)
Weighted Average Common Shares Outstanding, Basic and Diluted	52,306,555	41,942,517

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

Tiderock Companies, Inc.
Consolidated Statement of Changes in Stockholders' (Deficit) Equity

	Convertible Preferred Series C Stock		Common Stock		Additional Paid	Accumulated	Total
	Shares	Amount	Shares	Amount	In Capital	Deficit	Stockholders' Deficit
Balances, December 31, 2020	2,100,000	\$ 2,100	38,443,988	\$ 38,444	\$(1,492,559)	\$ (4,649)	\$ (1,456,664)
Stock Sold for Cash			200,000	200	9,800		10,000
Common stock issued for settlement of notes payable	-	-	800,000	800	167,200		168,000
Common stock issued for the conversion of notes payable			1,565,934	1,566	33,434		35,000
Common stock issued for the conversion of interest payable			754,296	754	13,182		13,936
Common stock issued for acquisition of intangible assets			500,000	500	193,500		194,000
Common Stock issued for Services			3,350,000	3,350	317,800		321,150
Beneficial Conversion Feature					275,000		275,000
Net loss						886,685	886,685
Balances: December 31, 2021	<u>2,100,000</u>	<u>2,100</u>	<u>45,614,218</u>	<u>45,614</u>	<u>(482,643)</u>	<u>882,036</u>	<u>447,108</u>

	Convertible Preferred Series C Stock		Common Stock		Additional Paid	Accumulated	Total
	Shares	Amount	Shares	Amount	In Capital	Deficit	Stockholders' Deficit
Balances: December 31, 2021	2,100,000	\$ 2,100	45,614,218	\$ 45,614	\$ (482,643)	\$ (891,334)	\$ (1,326,263)
Common stock issued for the conversion of notes payable			7,123,333	7,123	332,377		339,500
Common stock issued for the conversion of interest payable			569,311	569	22,629		23,198
Common stock issued for cash			500,000	500	24,500		25,000
Net loss						(907,115)	(907,115)
Balances: December 31, 2022	<u>2,100,000</u>	<u>2,100</u>	<u>53,806,862</u>	<u>53,806</u>	<u>(103,137)</u>	<u>(1,798,449)</u>	<u>(1,845,680)</u>

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

Tiderock Companies, Inc.
Consolidated Statement of Cash Flows
(Unaudited)

	Years ended	
	December 31, 2022	December 31, 2021
Cash flows from operating activities		
Net loss	\$ (907,115)	\$ (886,685)
Prepaid Expense	78,000	
Gain on settlement of debt	-	(69,778)
Common stock issued in exchange for fees and services	-	243,150
Depreciation and amortization expense	21,124	13,400
Amortization of debt discount	165,589	148,911
Derivative expense	42,139	34,196
Decrease (increase) in assets:		
Accounts Receivable	500	(500)
Notes Receivable	(6,000)	(78,167)
Increase (decrease) in liabilities:		
Interest Payable	29,391	112,925
Accounts payable	429,928	146,062
Net cash provided by operating activities	(146,444)	(336,487)
Cash flows from investing activities		
Purchase of Equipment	-	(39,454)
Net cash provided by investing activities	-	(39,454)
Cash flows from financing activities		
Proceeds from Reverse Merger	-	0
Proceeds from issuance of Common Stock	-	0
Asset Financing	-	27,206
Repayment of Asset Financing	(4,495)	(1,295)
Proceeds from Cash Investment	25,000	10,000
Proceeds from convertible notes, net of OID and fees	-	284,000
Proceeds from loan payable, net of fees	-	26,000
Repayments on loan payable	(100)	(9,775)
Proceeds from related party advances	126,147	58,783
Repayment of related party advances	-	(19,006)
Net cash provided by financing activities	146,552	375,913
Net cash increase for period	108	(28)
Cash balance, beginning of period	17	45
Cash balance, end of period	\$ 125	\$ 17
Cash paid for:		
Interest	\$ -	\$ -
Accrued income taxes	\$ -	\$ -
Noncash investing and financing activities:		
Common stock issued for settlement of convertible note and interest.	\$ 362,698	\$ 168,000
Conversion of convertible note and accrued interest into common stock	-	48,936
Stock Issued for Intangible Asset (Tiderock Development)	-	194,000

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

TIDEROCK COMPANIES, INC.
**Notes to Unaudited Condensed Consolidated Financial
Statements March 31, 2022**

Note 1 - Business

Tiderock Companies, Inc., (“TDRK”, “we”, “us”, “our”, the “Company”) was incorporated in Nevada on June 20, 2000, as All Printer Supplies.com. On April 17, 2003, the Company changed its name to BV Pharmaceuticals, Inc. On March 29, 2006, the Company changed its name to Radial Energy, Inc. On May 14, 2014, the Company changed its name to iPure Labs, Inc. On September 16, 2021, the Company changed its name to Tiderock Companies, Inc.

The Company is a holding company with the wholly owned subsidiaries Sora Ventures, LLC and Tiderock Development, LLC. Sora Ventures LLC is a commercial real estate development company. Sora Ventures, LLC was formed on November 13, 2020. Tiderock Development, LLC is a real estate advisory services company.

Note 2 - Going Concern

These unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these unaudited condensed consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. As of December 31, 2022 the Company had not yet achieved profitable operations, has accumulated losses of \$907,115 for the fiscal year and expects to incur further losses in the development of its business, all of which raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however there is no assurance of additional funding being available or on terms acceptable to the Company.

Note 3 - Summary of Significant Accounting Policies

Basis of Presentation of Interim Financial Statements

The accompanying unaudited interim consolidated financial statements as of and for the period ended December 31, 2022 have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) for interim financial information and in accordance with the instructions to OTC Markets Pink Basic Disclosure Guidelines. Accordingly, they do not include all of the information and notes required by US GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. All intercompany balances and transactions have been eliminated in consolidation. Operating results for the period ended December 31, 2022 are not necessarily indicative of the results that may be expected for any future periods.

Use of Estimates and Assumptions

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates. It is reasonably possible that a change in the Company's estimates will occur in the near term and such change could be material as information becomes available. The Company's estimates include thoroughbreds reserve for potential impairment, and contingent liabilities.

Consolidation Policy

The consolidated financial statements of the Company include the accounts of the Company and its wholly owned subsidiary, Sora Ventures. All significant intercompany balances and transactions have been eliminated in consolidation.

Recapitalization

For financial accounting purposes, this transaction was treated as a reverse acquisition by Sora Ventures, LLC., and Tiderock Companies, Inc. resulted in a recapitalization with Sora Ventures, LLC being the accounting acquirer and Tiderock Companies Inc. as the acquired company. Tiderock Companies, had no assets, or operations on the date of merger. Accordingly, the historical financial statements prior to the acquisition are those of the accounting acquirer, Sora Ventures and have been prepared to give retroactive effect to the reverse acquisition completed on December 31, 2020 and represent the operations of Sora Ventures.

Long-Lived Assets

Long-lived assets are evaluated for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of these assets are no longer appropriate. Each impairment test is based on a comparison of the undiscounted future cash flows to the recorded value of the asset. If impairment is indicated, the asset is written down to its estimated fair value.

Stock-Based Compensation

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

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

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers. The core principle of the new revenue standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The following five steps are applied to achieve that core principle:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when the company satisfies a performance obligation

The Company accounts for a contract after it has been approved by all parties to the arrangement, the rights of the parties are identified, payment terms are identified, the contract has commercial substance, and collectability of consideration is probable.

The Company evaluates the services promised in each contract at inception to determine whether the contract should be accounted for as having one or more performance obligations. The Company's services included in its contracts are distinct from one another.

The Company determines the transaction price for each contract based on the consideration it expects to receive for the distinct services being provided under the contract.

The Company recognizes revenue as performance obligations are satisfied and the customer obtains control of the services provided. In determining when performance obligations are satisfied, the Company considers factors such as contract terms, payment terms, and whether there is an alternative future use of the service.

The Company recognizes revenue from consulting services upon delivery of its testing results to the client.

Consulting engagements may vary in length and scope, but will generally include the review and/or preparation of regulatory filings, business plans, and financial models, operating plans, and technology support to customers within the same industry. Revenue from consulting services is recognized upon completion of deliverables as outlined in the consulting agreement.

Fair Value of Financial Instruments

The Company has adopted the guidance under ASC Topic 820 for financial instruments measured on fair value on a recurring basis. 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. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

Recent Accounting

Pronouncements Revenue from

Contracts with Customers

In September 2017, the FASB has issued Accounting Standards Update (ASU) No. 2017-13, "Revenue Recognition (Topic 605), Revenue from Contracts with Customers (Topic 606), Leases (Topic 840), and Leases (Topic 842): Amendments to SEC Paragraphs Pursuant to the Staff Announcement at the July 20, 2017 EITF Meeting and Rescission of Prior SEC Staff Announcements and Observer Comments." The amendments in ASU No. 2017-13 amends the early adoption date option for certain companies related to the adoption of ASU No. 2014-09 and ASU No. 2016-02. Both of the below entities may still adopt using the public company adoption guidance in the related ASUs, as amended. The effective date is the same as the effective date and transition requirements for the amendments for ASU 2014-09 and ASU 2016-02.

In May 2014, the FASB issued accounting standards updates which modifies the requirements for identifying, allocating, and recognizing revenue related to the achievement of performance conditions under contracts with customers. This update also requires additional disclosure related to the nature, amount, timing, and uncertainty of revenue that is recognized under contracts with customers. This guidance is effective for fiscal and interim periods beginning after December 15, 2017 and is required to be applied retrospectively to all revenue arrangements. The adoption of this guidance is not expected to have a significant impact on the Company's consolidated financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

Note 4 - Commitments and Contingencies

Dividend policy

The Company intends to distribute cash dividends to the shareholders from the proceeds of its real estate operations. However, our ability to pay dividends is subject to limitations imposed by Nevada law. Pursuant to Nevada Revised Statute 78.288, dividends may be paid to the extent that a corporation's assets exceed its liabilities and it is able to pay its debts as they become due in the usual course of business.

Note 5 - Equity

Preferred Stock

The Company has authorized 5,000,000 preferred shares with a par value of \$0.001 per share. Board of Directors are authorized to divide the authorized shares of Preferred Stock into one or more series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

Series C Preferred Stock

The Company has designated 2,500,000 preferred shares of Convertible Preferred Series C Stock with a par value of \$0.001 per share.

As of March 31, 2022, the Company had 2,100,000 shares of Series C Preferred Stock issued and outstanding.

The 2,100,000 shares of Convertible Preferred Series C Stock outstanding have the rights, designations and preferences below:

- Holders of the Convertible Preferred Series C Stock, as a group, are entitled to receive dividends at a rate of five times the dividends, if any, issued to Common Share Holders, as a group;
- each one (1) share of Series A Preferred Stock is entitled to one thousand (1,000) votes on all matters submitted to a vote of our common stockholders;
- each one (1) share of Series A Preferred Stock shall be convertible into one hundred (100) shares of our common stock; and
- upon our Liquidation, dissolution or winding up the holders of the Convertible Preferred Series C Stock shall be entitled to receive \$.125 per share held;

Common Stock

The Company has authorized 1,495,000,000 shares of common stock with a par value of \$0.001 per share.

As of December 31, 2022, the Company had 53,806,862 shares of common stock issued and outstanding, respectively.

Recent Sales of Unregistered Securities

The following issuances of our securities during the period ended December 31, 2022 were exempt from the registration requirements of the Securities Act of 1933 pursuant to Section 4(a)(2) thereof and/or Rule 506 of Regulation D promulgated thereunder. The purchasers were accredited investors, familiar with our operations, and there was no general solicitation.

None

On January 3, 2022, the SEC qualified the Regulation A, Tier 1, offering submitted by the company. The qualified offering permits the Company to sell up to 50,000,000 common shares.

Note 6 - Loss Per Common Share

Basic earnings per share (“EPS”) is computed by dividing earnings (loss) attributable to common shareholders by the weighted average number of common shares outstanding for the periods. Diluted EPS reflects the potential dilution of securities that could share in the earnings. As of December 31, 2022, the Company did not have any dilutions.

Note 7 – Subsequent Events

None