

# **VENTANA BIOTECH, INC.**

**A Nevada Corporation**

**1660 SOUTH ALBION ST., SUITE 1007, DENVER, CO 80222**

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**303-916-3479**

**Website: ventanabiotech.com**

**EMAIL: NONE**

**SIC CODE: 5122**

## **Annual Report**

**For the period ending December 31, 2023 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

1,075,665,990 as of February 15, 2024 *(Current Reporting Period Date or More Recent Date)*

1,075,665,990 as of December 31, 2023 *(Most Recent Completed Fiscal Year End)*

### **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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Exact Company Name: VENTANA BIOTECH, INC. (hereinafter referred to as “we”, “us”, or “our” or “the Issuer”).  
Formerly known as:

Personalica Inc (until October 2008)  
Personalica Dating Services Ltd (until April 2008)  
ResortShips International, Inc. (NEVADA – redomiciled) (until April 2008)  
American Design Corp. (DELAWARE) (until November 2006)

Current State and Date of Incorporation or Registration: State of Nevada – February 25, 2008; revived October 19, 2020

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
State of Nevada – Revived October 19, 2020

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

NONE

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

NONE

Address of the issuer’s principal executive office:

1660 South Albion St., Suite 1007  
Denver, CO 80222

Address of the issuer’s principal place of business:

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

1660 South Albion St., Suite 1007  
Denver, CO 80222

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:

The Company was dissolved and filed a Certificate of Reinstatement/Revival on October 7, 2020, and it was approved on October 19, 2020, in the State of Nevada.

## 2) Security Information

### **Transfer Agent**

Name: Madison Stock Transfer, Inc.  
Phone: 718-627-4453  
Email: info@madisonstocktransfer.com  
Address: 2500 Coney Island Avenue, Brooklyn, NY 11223

### **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>VNTA</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>92277F109</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>3,000,000,000 as of date: December 31, 2023</u>
Total shares outstanding:	<u>1,075,665,990 as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>649 as of date: December 31, 2023</u>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

N/A

### **Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*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 that do not have a trading symbol). 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:	<u>Preferred</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>10,000,000 as of date: December 31, 2023</u>
Total shares outstanding:	<u>1 as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>1 as of date: December 31, 2023</u>

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

N/A

### **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.**

Common stock shareholders are entitled to voting rights representative of the number of shares they own (i.e., each share = one vote).

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

The Series A Super Voting Preferred Stock has a voting preference that entitles the holder thereof to vote or consent on all matters, equal to the number of votes that all issued and outstanding shares of common stock and all other securities of the Company are entitled to, as of any such date of determination, on a fully diluted basis, plus 10,000,000 votes. The holder of the Series A Super Voting Preferred Stock shall vote together with the holders of common stock as a single class.

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

NONE

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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

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**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 for the two most recently completed fiscal years and any subsequent period.**

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 <u>Opening Balance</u> : Date <u>12/31/2021</u> Common: <u>107,566,599</u> Preferred: <u>1</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	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.
Shares Outstanding on Date of This Report:  <u>Ending Balance</u> : Date <u>12/31/2023</u> Common: <u>1,075,665,990</u> Preferred: <u>1</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

NONE

## 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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>06/21/2021</u>	<u>\$105,060</u>	<u>\$81,535</u>	<u>\$0</u>	<u>On Demand</u>	<u>The Company granted Stephen Replin warrants convertible into 372,800,000 common shares at the rate of \$0.0003 per share for a 2-year period as the result of the outstanding balance of indebtedness owed to Mr. Replin by the Company. The expiration date of these warrants has been extended by the board to December 31, 2026.</u>	<u>Stephen Replin</u>	<u>Payment of expenses for merger</u>

\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

NONE

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

The Company was a development stage company and was dormant for over ten years until a Certificate of Reinstatement/Revival was filed with the State of Nevada on October 7, 2020. On October 19, 2020, the State of Nevada formally approved the revival. The Company on June 17, 2021, acquired LaunchPad Café, Ltd. in a reverse merger transaction, a Colorado financial consulting company formed July 21, 2020. The Company's current operations are that it serves as a loan servicing agent for some loans that are made by the CEO of the Company. Additionally, the Company has formed a subsidiary of LaunchPad Cafe, Ltd. named MPM Business Group, LTD. that intends to become a provider of business management services to businesses everywhere who are in need of mentorship, and business and strategic planning services. The Company also has a division of LaunchPad Café, Ltd entitled LaunchPad Hot Sauces, LTD which is a drop shipper of a line of hot sauces for which it has no obligation to carry inventory or fulfill orders but earns a percentage of the gross sales volume as its compensation.

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

LaunchPad Café, Ltd. (effective June 17, 2021)  
MPM Business Group, LTD (effective January 2023)

C. Describe the issuers' principal products or services.

The Company currently has no products and is in the business of servicing a portfolio of loans and additionally, provides consulting services to third party businesses. Additionally, the Company has formed a subsidiary of LaunchPad Cafe, Ltd. named MPM Business Group, LTD. that intends to become a provider of business management services to businesses everywhere who are in need of mentorship, and business and strategic planning services. The Company also has a division of LaunchPad Café, Ltd entitled LaunchPad Hot Sauces, LTD which is a drop shipper of a line of hot sauces for which it has no obligation to carry inventory or fulfill orders but earns a percentage of the gross sales volume as its compensation.

**5) Issuer's Facilities**

*The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

At this time the Company does not have any tangible assets and is in the process of identifying suitable targets for acquisition. The Company does not own or lease any real estate.

**6) All Officers, Directors, and Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.*

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Stephen D. Replin</u>	<u>CEO</u>	<u>Denver, CO</u>	<u>753,172,792</u> <u>1</u>	<u>Common</u> <u>Preferred</u>	<u>70%</u> <u>100%</u>	
<u>Colosseum Ventures, LLC</u>	<u>Owner</u>	<u>Liverpool, NY</u>	<u>53,786,599</u>	<u>Common</u>	<u>5%</u>	<u>Joseph Passalacqua</u>

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

NONE

2. Been the subject of 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, financial- or investment-related, insurance or banking activities.

NONE

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

NONE

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

NONE

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner  
Firm: Jeff Turner Law  
Address 1: 807 Baxter Drive  
Address 2: South Jordan, UT 84095  
Phone: 801-810-4465  
Email: jeff@jdt-legal.com

#### Accountant or Auditor

Name: John McGehee, CPA  
Firm: MDA Taxes, Inc.  
Address 1: 6850 W 52<sup>nd</sup> Ave, Ste 202  
Address 2: Arvada, CO 80002  
Phone: 970-747-1040  
Email: john@mdataxes.com

#### Investor Relations

Name: N/A  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

*All other means of Investor Communication:*

X (Twitter): N/A  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
Website: ventanabiotech.com

Website: launchpadhotsauces.com

#### Other Service Providers

Provide the name of any other service provider(s) **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: N/A

Firm:

Nature of Services:

Address 1:

Address 2:

Phone:

Email:

### 9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: John McGehee, CPA

Title: Accountant

Relationship to Issuer: Accountant

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

IFRS

U.S. GAAP

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

Name: John McGehee, CPA

Title: Accountant

Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

John McGehee is a graduate of the University of California at Santa Barbara's Business Economics Program and received his CPA license in 1991. He has worked for several CPA firms over his 35-plus year career, including Wald & Ingle in Boston, Massachusetts and Wolff & Co. in Denver, Colorado. John also has nine years of controllership and CFO experience with four companies averaging \$8 million in sales. Currently John is the managing partner of a public accounting firm in Arvada, Colorado.

Provide the following qualifying financial statements:

- Audit letter, if audited.
- Balance Sheet.
- Statement of Income.
- Statement of Cash Flows.
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

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<sup>5</sup> 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.

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**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, Stephen D. Replin certify that:

1. I have reviewed this Disclosure Statement for Ventana Biotech, 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.

03/15/2024 [Date]

/s/ Stephen D. Replin [CEO's Signature]

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

*Principal Financial Officer:*

I, Stephen D. Replin certify that:

1. I have reviewed this Disclosure Statement for Ventana Biotech, 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.

03/15/2024 [Date]

/s/ Stephen D. Replin [CFO's Signature]

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

**VENTANA BIOTECH, INC.**  
**BALANCE SHEETS (UNAUDITED)**

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 33,903	\$ 7,280
Accounts receivable	-	838
Total current assets	33,903	8,118
Total non-current assets	-	-
<b>TOTAL ASSETS</b>	<b>\$ 33,903</b>	<b>\$ 8,118</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 300	\$ 2,865
Income Taxes Payable	767	-
Note payable – officer	105,060	94,760
Total current liabilities	106,127	97,625
<b>TOTAL LIABILITIES</b>	<b>106,127</b>	<b>97,625</b>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, par value \$0.0001; 10,000,000 shares authorized; 1 share issued and outstanding as of December 31, 2023, and December 31, 2022, respectively	-	-
Common stock, par value \$0.0001; 3,000,000,000 shares authorized; 1,075,665,990 shares issued and outstanding as of December 31, 2023, and December 31, 2022, respectively	107,567	107,567
Additional paid in capital	74,560	74,560
Accumulated deficit	(254,351)	(271,634)
Total stockholders' deficit	(72,224)	(89,507)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 33,903</b>	<b>\$ 8,118</b>

See notes to financial statements.

**VENTANA BIOTECH, INC.**  
**STATEMENTS OF OPERATIONS (UNAUDITED)**  
**YEARS ENDED DECEMBER 31, 2023 AND 2022**

	<u>2023</u>	<u>2022</u>
REVENUES	\$ 31,845	\$ 16,523
COST OF REVENUES	-	-
GROSS PROFIT	31,845	16,523
OPERATING EXPENSES:		
Professional fees	5,345	11,760
General and administrative	-	60
Licensing and Registration Fees	8,035	-
Total operating expenses	<u>13,380</u>	<u>11,820</u>
INCOME FROM OPERATIONS BEFORE OTHER INCOME	18,465	4,703
OTHER INCOME:		
Misc. Income	-	125
Total other income	<u>-</u>	<u>125</u>
INCOME FROM OPERATIONS BEFORE BENEFIT (PROVISION) FOR INCOME TAXES	18,465	4,828
BENEFIT (PROVISION) FOR INCOME TAXES FOR 2022 PAID IN 2023	(415)	-
BENEFIT (PROVISION) FOR INCOME TAXES FOR 2023	<u>(767)</u>	<u>-</u>
NET INCOME	<u>\$ 17,283</u>	<u>\$ 4,828</u>
NET INCOME PER SHARE		
Basic and diluted	\$ (0.000)	\$ (0.000)
SHARES USED IN CALCULATION OF NET EARNINGS PER SHARE		
Basic and diluted	1,075,665,990	1,075,665,990

See notes to financial statements.

**VENTANA BIOTECH, INC.**  
**STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**YEARS ENDED DECEMBER 31, 2023 AND 2022**

	<u>2023</u>	<u>2022</u>
<b>Cash flows from operating activities:</b>		
Net income	\$ 17,283	\$ 4,828
Adjustments to reconcile net income to net cash provided by operating activities:		
Discount on note payable – officer	10,300	13,225
Changes in assets and liabilities		
Accounts Receivable	838	(838)
Accounts payable and accrued expenses	(1,798)	(10,260)
Net cash provided by operating activities	<u>26,623</u>	<u>6,955</u>
<b>Cash flows from investing activities:</b>		
Cash received in acquisition of LaunchPad Café, Ltd.	-	-
Cash repaid LaunchPad Café, Ltd.	-	-
Net cash provided by investing activities	<u>-</u>	<u>-</u>
<b>Cash flows from financing activities:</b>		
Proceeds from exercise of warrants	-	-
Proceeds from issuance of common stock	-	-
Proceeds from officer	-	-
Net cash provided by financing activities	<u>-</u>	<u>-</u>
<b>NET INCREASE IN CASH</b>	<u>26,623</u>	<u>6,955</u>
Cash - beginning of period	<u>7,280</u>	<u>325</u>
Cash - end of period	<u>\$ 33,903</u>	<u>\$ 7,280</u>
<b>SUPPLEMENTAL DISCLOSURES:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ 415	\$ -
<b>NON-CASH ACTIVITIES:</b>		
Common shares issued for accounts payable	\$ -	\$ -

See notes to financial statements.

**VENTANA BIOTECH, INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT (UNAUDITED)**  
**YEARS ENDED DECEMBER 31, 2023 AND 2022**

	Preferred		Common		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balances at December 31, 2021	1	\$ -	1,075,665,990	\$107,567	\$74,560	\$(276,462)	\$(94,335)
Net income for the period	-	-	-	-	-	4,828	4,828
Balances at December 31, 2022	1	\$ -	1,075,665,990	\$107,567	\$74,560	\$(271,634)	\$(89,507)
Net income for the period	-	-	-	-	-	17,283	17,283
Balances at December 31, 2023	1	\$ -	1,075,665,990	\$107,567	\$ 74,560	\$(254,351)	\$ (72,224)

See notes to financial statements.

**VENTANA BIOTECH, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2023**

**NOTE 1 - NATURE OF OPERATIONS**

**Nature of Operations**

Ventana Biotech, Inc. (the “Company”) was incorporated in the State of Nevada on February 25, 2008. The Company was a development stage company and was dormant for over ten years until a Certificate of Reinstatement/Revival was filed with the State of Nevada on October 7, 2020. On October 19, 2020, the State of Nevada formally approved the revival. The Company, on June 17, 2021, acquired LaunchPad Café, Ltd. in a reverse merger transaction, a Colorado financial consulting company formed July 21, 2020.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

These financial statements are presented as unaudited and in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America. The Company believes that these financial statements present fairly, in all material respects, the financial position of the Company and the results of its operations and cash flows for the periods presented.

**Use of Estimates**

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the period in which they are determined to be necessary.

**NOTE 3 – REVENUE**

For the year ended December 31, 2023, the Company earned \$31,845 as the servicing agent for loans made by Palm Tree Partners, LLC, an affiliate of the President of the Company. The Company was entitled to one-time fees totaling \$31,845.

**NOTE 4 - STOCKHOLDERS' DEFICIT**

On October 20, 2020, the Company amended their Certificate of Incorporation and filed a Certificate of Designation to create a Series A Super Voting Preferred Stock from the previously designated Preferred Stock which was approved on October 20, 2020. The Company authorized 1 share to be designated as Series A Super Voting Preferred Stock and issued this one share on October 20, 2020. The Series A Super Voting Preferred Stock has a voting preference that entitles the holder thereof to vote or consent on all matters, equal to the number of votes that all issued

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**NOTE 4 – STOCKHOLDERS’ DEFICIT (CONTINUED)**

and outstanding shares of common stock and all other securities of the Company are entitled to, as of any such date of determination, on a fully diluted basis, plus 10,000,000 votes. The holder of the Series A Super Voting Preferred Stock shall vote together with the holders of common stock as a single class.

On June 18, 2021, the Company amended their Certificate of Incorporation to increase their authorized common shares to 3,000,000,000 and changed the par value to \$0.0001.

During the year ended December 31, 2021, the Company issued 107,566,599 shares of common stock to convert \$1,000 in accounts payable to the former President of the Company, and 860,532,792 shares of common stock to acquire LaunchPad Café, Ltd. in a reverse merger on June 17, 2021.

There were no common stock transactions for the year ended December 31, 2022. During the year ended December 31, 2023, the Board approved the lifting of the restricted legend on 53,780,000 shares of common stock.

During the year ended December 31, 2021, the Company granted Stephen Replin 372,800,000 warrants for a two-year period with an exercise price of \$0.0003 for paying certain outstanding payables of the Company at closing. The entire balance of the note payable - officer was reflected as a debt discount and fully amortized on July 1, 2021. These warrants have been extended by the Board of Directors and now expire December 31, 2026.

There were no other stock options or warrants outstanding as of December 31, 2022, or December 31, 2023.

**NOTE 5 – ACCRUED EXPENSES**

As of December 31, 2023, the following are accrued liabilities of the Company at the end of the year and hence included in expenses on the Statement of Operations and as accounts payable on the Balance Sheets.

- (i) The amount of \$300 is owed to its stock transfer agency for normal and ordinary stock transfer services as of December 31, 2023.
- (ii) The amount of \$767 is owed for federal income taxes for the tax year ended December 31, 2023. There is no Colorado state income tax due for the tax year ended December 31, 2023.

**NOTE 6 – NOTE PAYABLE - OFFICER**

On June 21, 2021, Stephen Replin, who acquired control of the Company, personally paid some past due expenses totaling \$74,560. This amount is non-interest bearing and is due on demand. This balance has increased to \$105,060 and \$94,760, as of December 31, 2023, and December 31, 2022, respectively.

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**NOTE 7 – REVERSE MERGER WITH LAUNCHPAD CAFÉ, LTD.**

On June 17, 2021, the Company acquired LaunchPad Café, Ltd. in a reverse merger transaction. LaunchPad Café, Ltd. was formed July 21, 2020, and conducted no business through the date of the reverse merger into the Company. The value of the transaction was \$200 which was the cash received to start-up the company in 2020. The Company issued 860,532,792 shares for the acquisition which represents 80% of the total issued shares of the Company. The Company received \$200 in cash.

As the acquisition of LaunchPad Café, Ltd. resulted in the owners of LaunchPad Café, Ltd. gaining control over the combined entity after the transaction, and the shareholders of Ventana Biotech, Inc. continuing only as passive investors, the transaction is usually not considered a business combination because the accounting acquiree (Ventana Biotech, Inc.) does not meet the definition of a business under the ASC.

Instead, these types of transactions are considered to be capital transactions of the legal acquiree (LaunchPad) and are equivalent to the issuance of shares by LaunchPad for the net monetary assets of Ventana Biotech, Inc. accompanied by a recapitalization. As a result of the recapitalization, the historical numbers presented are those of LaunchPad Café, Ltd.

Under generally accepted accounting principles of the United States, any excess of the fair value of the shares issued by LaunchPad Café, Ltd. over the value of the net monetary assets of Ventana Biotech, Inc. is recognized as a reduction of equity.

**NOTE 8 – SUBSEQUENT EVENTS**

Management has considered subsequent events reviewed through February 15, 2024. There were no subsequent events that required recognition or disclosure.