

# **Disclosure Statement Pursuant to the Pink Sheet Disclosure Guidelines**

## **Turnkey Capital, Inc.**

29970 Technology Drive, #205E  
Murrieta, California 92563

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(949) 612-2777

<http://turnkeycapitalinc.com>

[gary@aedansafe.net](mailto:gary@aedansafe.net)

CIK 000 1567503

## **Annual Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

121,580,727 as of December 31, 2023

64,715,177 as of December 31, 2022

### **Shell Status**

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

Yes: ☒ No: ☐

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in 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.

**Description of Change of Control** - On or about July 31, 2023, the Company entered into an Asset Purchase Agreement ("Agreement") whereby the Company purchased a secured cloud-based technology application described in full below (the "Asset") from Aedan Looking Glass, Inc, a Wyoming corporation ("Aedan"). Pursuant to this Agreement, the Company issued to Aedan the following equity securities: 18,525,000 shares of Common Stock and a newly designated block of Series "B" Preferred Stock which would provide Aedan with Common Stock voting control of the Company. The Asset was further defined in the Agreement as a mobile security application powered by artificial intelligence that detects known and unknown threats and prevents application hijacking (U.S. Copyright: TX000921856 – Issued on January 1, 2023. As part of this transaction, the Company named various officers and directors to take over management control of the Company.

**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.

TurnKey Capital, Inc. (the "Company," "we," "our," or "us") was incorporated under the laws of the State of Nevada under the name of Vanell, Corp. on September 7, 2012 ("Inception"). The Company changed its name to Train Travel Holdings, Inc. on March 20, 2014 and to TurnKey Capital, Inc. on January 15, 2016 as a result of changes in its line of business.

Formerly = Train Travel Holdings, Inc. until 2-2016

Formerly = Vanell Corp. until 4-2014

Current State and Date of Incorporation or Registration: State of Nevada

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Not Applicable

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:

29970 Technology Drive, #205E, Murrieta, California 92563

Address of the issuer's principal place of business:

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

29970 Technology Drive, #205E, Murrieta, California 92563

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:

Not Applicable

## 2) Security Information

### **Transfer Agent**

Name: ClearTrust, LLC  
Phone: 813-235-4490  
Email: [info@ClearTrustTransfer.com](mailto:info@ClearTrustTransfer.com)  
Address: 16540 Pointe Villa Drive, Suite 205, Lutz, Florida 33558

### **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>TKCI</u>   |
| Exact title and class of securities outstanding: | <u>Common</u>   |
| CUSIP:   | <u>9004T206</u>   |
| Par or stated value:                             | <u>\$0.001</u>  |
| Total shares authorized:                         | <u>750,000,000</u> as of date: <u>December 31, 2023</u> |
| Total shares outstanding:                        | <u>121,630,727</u> as of date: <u>December 31, 2023</u> |
| Total number of shareholders of record:          | <u>250</u> as of date: <u>December 31, 2023</u>         |

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

### **Other 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 security       | : | <u>Preferred Stock, Series "B"</u>            |
| Par or stated value:                    |   | <u>\$0.001</u>                                |
| Total shares authorized:                |   | <u>1</u> as of date: <u>December 31, 2023</u> |
| Total shares outstanding:               |   | <u>1</u> as of date: <u>December 31, 2023</u> |
| Total number of shareholders of record: |   | <u>1</u> as of date: <u>December 31, 2023</u> |

**Designation of Security:** Each holder of 1 shares of Series "B" Preferred Stock ("Qualified Holder") shall convert, at any time, shall convert into the number of shares of Common Stock as shall be 60% of the Company's Common Stock on a fully diluted basis. Any Qualified Holder of the Series "B" Preferred Stock shall vote together with the Company's Common Stockholders in the same number as the number of shares of Common Stock that would be issued upon conversion of the same (e.g., 60%). The Series "B" Preferred Stock does not have any rights of redemption and is not entitled to receive any dividends to be issued by the Company.

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

Not Applicable

**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.**

The Common Stock of the Company is eligible for dividends and has full voting rights on all corporate matters, but it does not contain any rights or privileges with regards to preemptive rights.

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

Each holder of 1 shares of Series "B" Preferred Stock ("Qualified Holder") shall convert, at any time, shall convert into the number of shares of Common Stock as shall be 60% of the Company's Common Stock on a fully diluted basis. Any Qualified Holder of the Series "B" Preferred Stock shall vote together with the Company's Common Stockholders in the same number as the number of shares of Common Stock that would be issued upon conversion of the same (e.g., 60%). The Series "B" Preferred Stock does not have any rights of redemption and is not entitled to receive any dividends to be issued by the Company.

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

Each holder of 1 shares of Series "B" Preferred Stock ("Qualified Holder") shall convert, at any time, shall convert into the number of shares of Common Stock as shall be 60% of the Company's Common Stock on a fully diluted basis. Any Qualified Holder of the Series "B" Preferred Stock shall vote together with the Company's Common Stockholders in the same number as the number of shares of Common Stock that would be issued upon conversion of the same (e.g., 60%). The Series "B" Preferred Stock does not have any rights of redemption and is not entitled to receive any dividends to be issued by the Company.

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> : |  |  | *Right-click the rows below and select "Insert" to add rows as needed. |   |  |  |  |   |                                 |
|---|--|--|--|---|--|--|--|---|---------------------------------|
| Date <u>December 31, 2020</u>               |  |  |  |   |  |  |  |   |                                 |
| Common: <u>61,368,927</u>                   |  |  |  |   |  |  |  |   |                                 |
| Preferred (Series "A"): <u>600,000</u>      |  |  |  |   |  |  |  |   |                                 |
| 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.<br><br>***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. |
| <u>05/03/2021</u>                           | <u>New Issuance</u>  | <u>625,000</u>                         | <u>Common</u>  | <u>\$0.08</u>                                     | <u>Yes</u>   | <u>Merril &amp; Deborah E. Hicks JTWROS</u>  | <u>Consulting</u>  | <u>Restricted</u>                             | <u>Section 4(a)(2)</u>          |
| <u>05/03/2021</u>                           | <u>New Issuance</u>  | <u>250,000</u>                         | <u>Common</u>  | <u>\$0.08</u>                                     | <u>Yes</u>   | <u>Joseph Bistriz</u>  | <u>Consulting</u>  | <u>Restricted</u>                             | <u>Section 4(a)(2)</u>          |
| <u>05/03/2021</u>                           | <u>New Issuance</u>  | <u>187,500</u>                         | <u>Common</u>  | <u>\$0.08</u>                                     | <u>Yes</u>   | <u>Michael Bauschka</u>  | <u>Consulting</u>  | <u>Restricted</u>                             | <u>Section 4(a)(2)</u>          |
| <u>05/03/2021</u>                           | <u>New Issuance</u>  | <u>446,250</u>                         | <u>Common</u>  | <u>\$0.08</u>                                     | <u>Yes</u>   | <u>Daniel Barnhill</u>   | <u>Consulting</u>  | <u>Restricted</u>                             | <u>Section 4(a)(2)</u>          |
| <u>05/04/2021</u>                           | <u>New Issuance</u>  | <u>100,000</u>                         | <u>Common</u>  | <u>\$0.08</u>                                     | <u>Yes</u>   | <u>MACS of Texas, LLC (Clifton R. McDonnell)</u>   | <u>Consulting</u>  | <u>Restricted</u>                             | <u>Section 4(a)(2)</u>          |
| <u>5/4/2021</u>                             | <u>New Issuance</u>  | <u>250,000</u>                         | <u>Common</u>  | <u>\$0.08</u>                                     | <u>Yes</u>   | <u>Sintich, LLC (Steven Fecko)</u>   | <u>Consulting</u>  | <u>Restricted</u>                             | <u>Section 4(a)(2)</u>          |
| <u>05/04/2021</u>                           | <u>New Issuance</u>  | <u>46,250</u>                          | <u>Common</u>  | <u>\$0.08</u>                                     | <u>Yes</u>   | <u>J&amp;B Portfolio Management,</u>   | <u>Consulting</u>  | <u>Restricted</u>                             | <u>Section 4(a)(2)</u>          |

|                   |                     |                  |               |                |            |  |                   |                   |                        |
|-------------------|---------------------|------------------|---------------|----------------|------------|--|-------------------|-------------------|------------------------|
|                   |                     |                  |               |                |            | <u>LLC (Steven Bauschka)</u>                       |                   |                   |                        |
| <u>05/04/2021</u> | <u>New Issuance</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.08</u>  | <u>Yes</u> | <u>Michael Slycord &amp; Kendra Slycord JTWROS</u> | <u>Consulting</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/19/2021</u> | <u>New Issuance</u> | <u>31,250</u>    | <u>Common</u> | <u>\$0.08</u>  | <u>Yes</u> | <u>Leslie McCloud</u>                              | <u>Consulting</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>03/21/2022</u> | <u>New Issuance</u> | <u>463,000</u>   | <u>Common</u> | <u>\$0.08</u>  | <u>No</u>  | <u>Paula Pieroni</u>                               | <u>Cash</u>       | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>03/21/2022</u> | <u>New Issuance</u> | <u>12,000</u>    | <u>Common</u> | <u>\$0.08</u>  | <u>No</u>  | <u>Michael Sullivan</u>                            | <u>Cash</u>       | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>03/21/2022</u> | <u>New Issuance</u> | <u>25,000</u>    | <u>Common</u> | <u>\$0.08</u>  | <u>No</u>  | <u>Michael Power</u>                               | <u>Cash</u>       | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>03/30/2022</u> | <u>New Issuance</u> | <u>635,000</u>   | <u>Common</u> | <u>\$0.08</u>  | <u>No</u>  | <u>Kenneth R. Best</u>                             | <u>Cash</u>       | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>10/04/2022</u> | <u>New Issuance</u> | <u>75,000</u>    | <u>Common</u> | <u>\$0.08</u>  | <u>No</u>  | <u>Jack Theulen</u>                                | <u>Cash</u>       | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>06/6/2023</u>  | <u>New Issuance</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Richard Paull</u>                               | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Frederic Birks</u>                              | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>400,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>William M. Apple</u>                            | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>510,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Michael Nelson</u>                              | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>877,500</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Joseph McElmeel Jr. Trust</u>                   | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>100,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Daniel A. Calitri</u>                           | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>675,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>David Scott Gray</u>                            | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>283,500</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>John N. Oertel</u>                              | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Steven Gass</u>                                 | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>4,000,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Michael Swartz</u>                              | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Eddie Solar</u>                                 | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u>  | <u>Ben Frosch</u>                                  | <u>Services</u>   | <u>Restricted</u> | <u>Section 4(a)(2)</u> |

|                   |                     |                   |                                   |                |           |  |                 |                   |                        |
|-------------------|---------------------|-------------------|-----------------------------------|----------------|-----------|--|-----------------|-------------------|------------------------|
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>250,000</u>    | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Barbara McDonald</u>                              | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>1,000,000</u>  | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Larry Rutstein</u>                                | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>1,500,000</u>  | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>John Marino</u>                                   | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>60,000</u>     | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Ann Resig</u>                                     | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/20/2023</u> | <u>New Issuance</u> | <u>1,500,000</u>  | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Larry I Coe<br/>TTEE US DTD<br/>03/23/2004</u>    | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/31/2023</u> | <u>New Issuance</u> | <u>117,000</u>    | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Nissan Benjamin</u>                               | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>07/31/2023</u> | <u>New Issuance</u> | <u>25,000</u>     | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Daniel A. Calitri</u>                             | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/8/2023</u>  | <u>New Issuance</u> | <u>18,525,000</u> | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Aedan Looking Glass, Inc.<br/>(Gary Griffes)</u>  | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/08/2023</u> | <u>Cancellation</u> | <u>(600,000)</u>  | <u>Preferred<br/>(Series "A")</u> | <u>\$0.001</u> | <u>No</u> | <u>TBG Holdings Corporation<br/>(Tim Hart)</u>       | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/08/2023</u> | <u>New Issuance</u> | <u>1</u>          | <u>Preferred<br/>(Series "B")</u> | <u>\$0.001</u> | <u>No</u> | <u>Aedan Looking Glass, Inc.<br/>(Gary Griffes)</u>  | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>5,000,000</u>  | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Melvin Long</u>                                   | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>1,480,500</u>  | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Garth Walker &amp;<br/>Jean Walker<br/>JTWROS</u> | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>100,000</u>    | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Michael Pizzuto</u>                               | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>1,500,000</u>  | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>John R. Gildea</u>                                | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>375,000</u>    | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Ellis A. Ellis</u>                                | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>250,000</u>    | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>William Hendrick Jr.</u>                          | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>1,500,000</u>  | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Kevin Maloney</u>                                 | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>312,500</u>    | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Daniel Barnhill</u>                               | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>48,550</u>     | <u>Common</u>                     | <u>\$0.001</u> | <u>No</u> | <u>Glenn M. Gardner Jr.</u>                          | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |

|                   |                     |                  |               |                |           |  |                 |                   |                        |
|-------------------|---------------------|------------------|---------------|----------------|-----------|--|-----------------|-------------------|------------------------|
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>48,500</u>    | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Gertrude Gardner, Inc. (Gertrude Gardner)</u> | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>937,500</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Forge Trust Company FBO Marion Lloyd</u>      | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>27,500</u>    | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Marion Lloyd</u>                              | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>150,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Martin Wesstrom</u>                           | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>62,500</u>    | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Emile Wanich and Rhonda Wanich JTWROS</u>     | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>62,500</u>    | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Stacy Statkus</u>                             | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>John Bauschka</u>                             | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Michael Bauschka</u>                          | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>187,500</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Paul Bauschka</u>                             | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>08/10/2023</u> | <u>New Issuance</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Curtis Boxley &amp; Julie Boxley JTWROS</u>   | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>5,000,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Eric Fitzgerald</u>                           | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Gary Griffes</u>                              | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Andreas Zill</u>                              | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Sharon Wrice</u>                              | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Russel Ward</u>                               | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Debra Block</u>                               | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>100,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Megan Verma</u>                               | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Kurt Huwig</u>                                | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Dawnte Bailey</u>                             | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |



|                   |                     |                |               |                |           |                              |                 |                   |                        |
|-------------------|---------------------|----------------|---------------|----------------|-----------|------------------------------|-----------------|-------------------|------------------------|
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>50,000</u>  | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Charis Black</u>          | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>250,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Jason Ellis</u>           | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>50,000</u>  | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Shane Ryan-Rosenzweig</u> | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>50,000</u>  | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Aidan Amini-Nejad</u>     | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>200,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Nicolas Alainz</u>        | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>200,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Christopher Cheeney</u>   | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>50,000</u>  | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Charles Kraslavsky</u>    | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Frederick Birks</u>       | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |
| <u>11/16/2023</u> | <u>New Issuance</u> | <u>100,000</u> | <u>Common</u> | <u>\$0.001</u> | <u>No</u> | <u>Christine Hyjek</u>       | <u>Services</u> | <u>Restricted</u> | <u>Section 4(a)(2)</u> |

Shares Outstanding on Date of This Report:

Ending Balance:

Date December 31, 2023

Common: 121,630,727

Preferred (Series "A"): 0

Preferred (Series "B"): 1

**\*\*\*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:

Not Applicable

## 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)

| <b>Date of Note Issuance</b> | <b>Outstanding Balance (\$)</b> | <b>Principal Amount at Issuance (\$)</b> | <b>Interest Accrued (\$)</b> | <b>Maturity Date</b> | <b>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</b> | <b>Name of Noteholder.</b><br><br>*** You must disclose the control person(s) for any entities listed. | <b>Reason for Issuance (e.g. Loan, Services, etc.)</b> |
|------------------------------|---------------------------------|--|------------------------------|----------------------|---|--|--|
| _____                        | _____                           | _____                                    | _____                        | _____                | _____   | _____  | _____  |
| _____                        | _____                           | _____                                    | _____                        | _____                | _____   | _____  | _____  |

|       |       |       |       |       |       |       |       |
|-------|-------|-------|-------|-------|-------|-------|-------|
| _____ | _____ | _____ | _____ | _____ | _____ | _____ | _____ |
|-------|-------|-------|-------|-------|-------|-------|-------|

\*\*\*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:

Not Applicable

#### 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 has created an Advanced Adaptive Intelligence platform, dedicated to developing and deploying security solutions and cutting-edge technologies to safeguard America's national security and protect consumers worldwide. The company's Adaptive Intelligence solutions are designed to adapt to various devices and applications, providing tailor-made security experiences for each user.

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

None

C. Describe the issuers' principal products or services.

The Company's product is the Aedan Security application, a unique Adaptive Intelligent powered security solution designed to protect data, defend privacy, and optimize performance of the user's devices. The application is fully developed and was initially launched on Android Mobile Devices. The Company has recently focused on upgrading the application with a more refined User Interface and enhanced features, with plans to relaunch this new version on both Android and iOS Devices in the coming months. With an Aedan Security Adaptive Intelligence Subscription, users will gain access to the full suite of Aedan platform's capabilities.

#### 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.

The Company has a long-term lease for office space at 29970 Technology Drive, #205E, Murrietta, California 92563 which costs \$599.63 per month.

#### 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>TBG Holdings Corporation</u>                       | <u>Control Stockholder/Consultant</u>                                       | <u>2929 East Commercial Boulevard, PHD, Ft. Lauderdale, Florida 33308</u> | <u>39,179,318</u>      | <u>Common Stock</u>                | <u>32.21%</u>                             | <u>Neil Swartz and Timothy Hart</u>              |
| Aedan Looking Glass, Inc.                             | <u>Control Shareholder</u>  | <u>29970 Technology Drive, Suite 205F, Murrieta, California 92563</u>     | <u>18,525,000</u>      | <u>Common Stock</u>                | <u>15.23%</u>                             | <u>Gary E. Griffes</u>                           |
| Aedan Looking Glass, Inc.                             | <u>Control Shareholder <sup>1</sup></u>                                     | <u>29970 Technology Drive, Suite 205F, Murrieta, California 92563</u>     | <u>1</u>               | <u>Preferred Stock, Series "B"</u> | <u>100.00%</u>                            | <u>Gary E. Griffes</u>                           |
| Gary E. Griffies                                      | <u>Current President and Director</u>                                       | <u>3007 Lake Manatee Court, Cape Floral, Florida 33909</u>                | <u>500,000</u>         | <u>Common Stock</u>                | <u>0.81%</u>                              | <u>Not Applicable</u>                            |
| Russel Ward   | <u>Current Secretary and Director</u>                                       | <u>1167 West Buxton Road, Rialto, California 92337</u>                    | <u>500,000</u>         | <u>Common Stock</u>                | <u>0.41%</u>                              | <u>Not Applicable</u>                            |
| Andreas Zill  | <u>Current Director</u>   | <u>1986 Orange Avenue, Costa Mesa, California 92627</u>                   | <u>1,000,000</u>       | <u>Common Stock</u>                | <u>0.82%</u>                              | <u>Not Applicable</u>                            |
| Kurt Huwig  | <u>Current Director</u>   | <u>29970 Technology Drive, Murietta, California 92653</u>                 | <u>500,000</u>         | <u>Common Stock</u>                | <u>0.41%</u>                              | <u>Not Applicable</u>                            |

|               |                         |   |                |                         |              |                       |
|---------------|-------------------------|---|----------------|-------------------------|--------------|-----------------------|
| Dawnte Bailey | <u>Current Director</u> | <u>19176<br/>Stagecoach<br/>Lane, Riverside,<br/>California 92508</u> | <u>500,000</u> | <u>Common<br/>Stock</u> | <u>0.41%</u> | <u>Not Applicable</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;

Timothy S. Hart, Neil B. Swartz and TBG Holdings Corporation (Florida) are the subject of an SEC administrative and civil inquiry in the state of Florida pending in United States District Court for the Southern District of Florida. This matter relates to activities in connection with an unrelated public company "MediXall" that appear to have no tangible connection to the Company. According to SEC litigation releases the matter appears to have settled (Link: <https://www.sec.gov/litigation/litreleases/2022/lr25504.htm>).

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;

Timothy S. Hart, Neil B. Swartz and TBG Holdings Corporation are the subject of an SEC administrative and civil inquiry in the state of Florida pending in United States District Court for the Southern District of Florida. This matter relates to activities in connection with an unrelated public company "MediXall" that appear to have no tangible connection to the Company. According to SEC litigation releases the matter appears to have settled (Link: <https://www.sec.gov/litigation/litreleases/2022/lr25504.htm>).

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.

Timothy S. Hart, Neil B. Swartz and TBG Holdings Corporation are the subject of an SEC administrative and civil inquiry in the state of Florida pending in United States District Court for the Southern District of Florida. This matter relates to activities in connection with an unrelated public company "MediXall" that appear to have no tangible connection to the Company. According to SEC litigation releases the matter appears to have settled (Link: <https://www.sec.gov/litigation/litreleases/2022/lr25504.htm>).

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 as of the date of this filing

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## 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: John E. Dolkart, Jr., Esq. (Dolkart Law PC)  
Address 1: 100 Pine Street, Suite 250  
Address 2: San Francisco, California 94111  
Phone: (415) 707-2717  
Email: john@DolkartLaw.com

### Accountant or Auditor

Name: Debra Block  
Firm: \_\_\_\_\_  
Address 1: 29970 Technology Drive #205E  
Address 2: Murietta, California 92563  
Phone: (951) 970-9729  
Email: debra@AedanSafe.com

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### *All other means of Investor Communication:*

X (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) Disclosure & Financial Information

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

Name: John E. Dolkart, Esq.  
Title: Attorney  
Relationship to Issuer: Securities Counsel for the Issuer

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: Derba Block  
Title: Bookkeeper  
Relationship to Issuer: None

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> Debra Block is a professional business consultant who specializes in the analysis and preparation of financial statements and notes thereto for business entities. Ms. Block is the former owner and operator of Artic Rig Mat Company which is a heavy equipment company for the oil and gas industry based in Prudhoe Bay, Alaska. Ms. Block graduated from the Dominican University of California (San Rafael, California) with a Bachelor of Arts (Business Administration with a focus International Business) and continued her education at UNLV (1996-2015) in the areas of Human Resource Law, Corporate Discipline and Discharge Nevada Court Mediation, Torts and Contract Law, Ethics, and Fair Housing and Federal Discrimination Law.

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

### **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.

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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.

## 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 Annual Report or Annual Report.

The certifications shall follow the format below:

I, Gary Griffes certify that:

1. I have reviewed this Disclosure Statement for Turnkey Capital, 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.

March 29, 2024

/s/ Gary Griffes  
President

### *Principal Financial Officer:*

I, Gary Griffes certify that:

1. I have reviewed this Disclosure Statement for Turnkey Capital, 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.

March 29, 2024

/s/ Gary Griffes  
President



## Consolidated Balance Sheets

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

| Consolidated Statements of Operations  |                                   |  |  |                          |              |
|--|-----------------------------------|--|--|--------------------------|--------------|
|  |                                   |  |  |                          |              |
|  |                                   |  |  | Years Ended December 31, |              |
|  |                                   |  |  | 2023                     | 2022         |
| <b>Operating Expenses</b>  |                                   |  |  |                          |              |
|  | General and administrative        |  |  | 21,701                   | 2,244        |
|  | Professional fees - related party |  |  | 61,500                   | 286,429      |
|  | Legal and professional            |  |  | 42,850                   | 7,482        |
|  | Total operating expenses          |  |  | 126,051                  | 296,155      |
| <b>Loss from operations</b>  |                                   |  |  | (126,051)                | (296,155)    |
| <b>Other income (loss)</b>   |                                   |  |  | 842,431                  | -            |
| <b>Loss before income taxes</b>  |                                   |  |  | 716,380                  | (296,155)    |
| <b>Provision for income taxes</b>  |                                   |  |  | -                        | -            |
| <b>Net income (loss)</b>   |                                   |  |  | 716,380                  | \$ (296,155) |
| <b>Net loss per common share basic and diluted</b>   |                                   |  |  | \$ 0.007                 | \$ (0.003)   |
| <b>Weighted average common shares outstanding basic and</b>  |                                   |  |  | 109,970,458              | 108,788,799  |
| (The accompanying notes are an integral part of these condensed consolidated financial statements) |                                   |  |  |                          |              |

| TurnKey Capital, Inc. and Subsidiaries   |                          |        |                   |           |              |                |                |
|--|--------------------------|--------|-------------------|-----------|--------------|----------------|----------------|
| Consolidated Statement Stockholders' Deficit   |                          |        |                   |           |              |                |                |
|  | Series A Preferred Stock |        | Common Stock      |           | Additional   |                | Total          |
|  | \$0.001 Par Value        |        | \$0.001 Par Value |           | Paid-In      | Accumulated    | Stockholders'  |
|  | Shares                   | Amount | Shares            | Amount    | Capital      | Deficit        | Deficit        |
| Balance at December 31, 2021   | 600,000                  | \$ 600 | 108,788,799       | \$108,789 | \$ 4,186,714 | \$ (5,011,521) | \$ (715,418)   |
| Net loss   | -                        | -      | -                 | -         | -            | (296,155)      | (296,155)      |
| Balance at December 31, 2022   | 600,000                  | \$ 600 | 108,788,799       | 108,789   | \$ 4,186,714 | \$ (5,307,676) | \$ (1,011,573) |
|  |                          |        |                   |           |              |                |                |
| Balance at December 31, 2022   | 600,000                  | \$ 600 | 108,788,799       | \$108,789 | \$ 4,186,714 | \$ (5,307,676) | \$ (1,011,573) |
| Issuance of shares to purchase Adaptive Intelligence Tech assets                         | -                        | -      | 18,525,000        | 18,525    | 1,461,128    | -              | 1,479,653      |
| Shares retired as part of A  | (600,000)                | (600)  | (30,822,572)      | (30,823)  | 30,823       | -              | (600)          |
| Shares issued for services   | -                        | -      | 25,139,500        | 25,140    | -            | -              | 25,140         |
| Net income   | -                        | -      | -                 | -         | -            | 716,380        | 716,380        |
| Balance at December 31, 2023   | -                        | \$ -   | -                 | \$121,631 | \$ 5,678,665 | \$ (4,591,296) | \$ 1,209,000   |
|  |                          |        |                   |           |              |                |                |
| (The accompanying notes are an integral part of these consolidated financial statements) |                          |        |                   |           |              |                |                |

| TurnKey Capital, Inc. and Subsidiaries   |  |                          |  |               |
|--|--|--------------------------|--|---------------|
| Condensed Consolidated Statements of Cash Flows  |  |                          |  |               |
|  |  |                          |  |               |
|  |  | Years Ended December 31, |  |               |
|  |  | 2023                     |  | 2022          |
| <b>Cash flows from operating activities:</b>   |  |                          |  |               |
| Net loss   |  | \$ 716,380               |  | \$ (296,155)  |
| Adjustments to reconcile net loss to net cash used in operating activities:                        |  |                          |  |               |
| Decrease in equity investment - related party  |  | 1,000                    |  | -             |
| Increase in Investment in Adaptive Intelligence Tech assets  |  | (1,480,000)              |  |               |
| Decrease in preferred stock - part of investment in Adaptive Intelligence Tech assets              |  | (600)                    |  |               |
| Changes in assets and liabilities:   |  |                          |  |               |
| Increase in accounts receivable - related parties  |  | 489,896                  |  | 291,500       |
| Short term loan payable  |  | 5,760                    |  | -             |
| Increase (decrease) in accounts payable - related parties  |  | (1,237,487)              |  | -             |
| Net cash used in operating activities  |  | (1,505,051)              |  | (4,655)       |
|  |  |                          |  |               |
| <b>Net increase (decrease) in cash</b>   |  | (258)                    |  | (4,655)       |
| <b>Cash at beginning of period</b>   |  | 258                      |  | 4,913         |
| <b>Cash at end of period</b>   |  | <u>\$ -</u>              |  | <u>\$ 258</u> |
|  |  |                          |  |               |
| <b>Supplemental disclosures of cash flow information</b>   |  |                          |  |               |
| <b>Cash paid during the period for:</b>  |  |                          |  |               |
| Taxes paid   |  | <u>\$ -</u>              |  | <u>\$ -</u>   |
| Interest paid  |  | <u>\$ -</u>              |  | <u>\$ -</u>   |
|  |  |                          |  |               |
| (The accompanying notes are an integral part of these condensed consolidated financial statements) |  |                          |  |               |

**TURNKEY CAPITAL, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**

**NOTE 1 - ORGANIZATION AND GOING CONCERN**

**Organization and Description of Business**

TurnKey Capital, Inc. (the “Company,” “we,” “our,” or “us”) was incorporated under the laws of the State of Nevada under the name of Vanell, Corp. on September 7, 2012 (“Inception”). The Company changed its name to Train Travel Holdings, Inc. on March 20, 2014 and to TurnKey Capital, Inc. on January 15, 2016 as a result of changes in its line of business.

Our wholly owned subsidiary is EGG Health Hub, Inc. The Company does not have any paid employees however, the officers and directors continue to work to further the Company’s business objectives.

**Going Concern**

The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern. As of December 31, 2023, the Company had \$0 of cash and an accumulated deficit of \$4,591,296 and further losses are anticipated in the development of its business, raising substantial doubt about the Company’s ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company developing profitable operations in the future and/or, obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. There is no assurance that these events will be satisfactorily completed. We expect TBG to continue to provide support services and advances until sufficient capital is raised. The advances are due on demand and are non-interest bearing. The condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Subsequent Events**

Management has evaluated events occurring subsequent to the consolidated balance sheet date, through March 25, 2024, which is the date the condensed consolidated financial statements were issued, determining no events require disclosure in these consolidated financial statement.

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

**Basis of Presentation**

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The accounting and reporting practices of the Company conform to accounting principles generally accepted in the United States of America (“GAAP”). The following summarizes the more significant of these policies and practices.

**Accounting Estimates**

The preparation of financial statements in conformity with 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 condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates.

**Cash**

The Company maintains a cash balance at one financial institution which is covered by the Federal Deposit Insurance Corporation.

**TURNKEY CAPITAL, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

**Income Taxes**

The Company accounts for income taxes using the liability method prescribed by GAAP. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. The Company records a valuation allowance to offset the deferred tax assets if, based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized as income or loss in the period that includes the enactment date.

Pursuant to accounting standards related to the accounting for uncertainty in income taxes, the evaluation of a tax position is a two-step process. The first step is to determine whether it is more likely than not that a tax position will be sustained upon examination, including the resolution of any related appeals or litigation based on the technical merits of that position. The second step is to measure a tax position that meets the more-likely-than-not threshold to determine the amount of benefit to be recognized in the financial statements. A tax position is measured at the largest amount of benefit that is greater than 50% likelihood of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent period in which the threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not criteria should be de-recognized in the first subsequent financial reporting period in which the threshold is no longer met. The accounting standard also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures and transition.

The Company assessed its earning history, trends and estimates of future earnings and determined that the deferred tax asset could not be realized as of December 31, 2023. Accordingly, a valuation allowance was recorded against the net deferred tax asset.

**Fair Value Measurement**

The Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The Company utilizes a three-tier hierarchy which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows:

Level 1. Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access. The Company has no assets or liabilities valued with Level 1 inputs.

Level 2. Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities. The Company has no assets or liabilities valued with Level 2 inputs.

Level 3. Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The Company has no assets or liabilities valued with Level 3 inputs.

**Fair Value of Financial Instruments**

The carrying value of cash, accounts payable, accrued liabilities and related party advances approximates their fair values because of the short-term nature of these instruments and their liquidity. Management is of the opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

**TURNKEY CAPITAL, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**

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

**Revenue Recognition**

The Company has adopted Accounting Standards Updated ("ASU") ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"). The adoption had no impact to the reported results. The Company recognizes revenue in accordance with ASC 606, the core principle of which is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to receive in exchange for those goods or services. To achieve this core principle, five basic criteria must be met before revenue can be recognized: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to performance obligations in the contract; and (5) recognize revenue when or as the Company satisfies a performance obligation.

**Stock-Based Compensation**

Stock-based compensation and payments are accounted for at fair value and expensed over the service period. To date, the Company has not adopted a stock option plan and has not granted any stock options.

**Income (Loss) Per Share**

The computation of basic loss per share ("LPS") is based on the weighted-average number of shares of common stock that were outstanding during the period, including shares of common stock that are issuable at the end of the reporting period. The computation of diluted LPS is based on the number of basic weighted-average shares of common stock outstanding plus the number of common shares that would be issued assuming the exercise of all potentially dilutive common shares of common stock outstanding using the treasury stock method. The computation of diluted net loss per share does not assume conversion, exercise or contingent issuance of securities that would have an antidilutive effect on loss per share. Therefore, when calculating LPS if the Company experienced a loss, there is no inclusion of dilutive securities as their inclusion in the LPS calculation is antidilutive.

Following is the computation of basic and diluted net loss per share:

|   | <u>Years Ended December 31,</u> |                    |
|---|---------------------------------|--------------------|
|   | <u>2023</u>                     | <u>2022</u>        |
| <b>Income (loss) before income taxes</b>                            | 716,380                         | (296,155)          |
| <b>Provision for income taxes</b>                                   | -                               | -                  |
| <b>Net income (loss)</b>  | <u>716,380</u>                  | <u>(296,155)</u>   |
| <b>Net income (loss) per common share basic and diluted</b>         | <u>\$ 0.009</u>                 | <u>\$ (0.003)</u>  |
| <b>Weighted average common shares outstanding basic and diluted</b> | <u>109,970,458</u>              | <u>108,788,799</u> |

**TURNKEY CAPITAL, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

Potentially dilutive securities not included in the calculation of diluted net loss per share attributable to common stockholders because to do so would be anti-dilutive are as follows (in common stock equivalent shares):

|                               |   |         |
|-------------------------------|---|---------|
| Preferred stock (convertible) | - | 291,000 |
|-------------------------------|---|---------|

**Reclassifications**

Certain amounts in the condensed consolidated financial statements were reclassified to allow for consistent presentation for the months presented.

**NOTE 3 – RELATED PARTY TRANSACTIONS**

Amounts due to related parties at December 31, 2023 and 2022 are detailed below:

|                                       | <b>September<br/>30,<br/>2023</b> | <b>December<br/>31,<br/>2022</b> |
|---------------------------------------|-----------------------------------|----------------------------------|
| Accounts receivable - related parties | \$ - <sup>(2)</sup>               | \$ 489,896 <sup>(2)</sup>        |
| Accounts payable - related parties    | \$ 65,240 <sup>(1)</sup>          | \$ 1,302,727 <sup>(1)</sup>      |

<sup>(1)</sup>The accounts payable – related parties represent (a) amounts owed to R3 Accounting for accounting related services and are payable on demand and (b) amounts owed to TBG for advances, management and consulting services such as corporate strategic planning and financial strategy and are payable on demand. The TBG agreement was terminated on September 30, 2022.

<sup>(2)</sup>The accounts receivable – related parties represent (a) amounts due from Medixall Group, Inc and its subsidiaries.

During the years ended December 31, 2023, the Company incurred \$0 of expenses related to TBG management fees and \$30,000 of accounting fees owed to R3 Accounting. During the year ended December 31, 2022, the Company incurred \$75,000 of expense related to TBG management fees and \$15,000 of accounting fees owed to R3 Accounting.

**NOTE 4 – ADVANCES PAYABLE**

During 2015, the Company received proceeds of \$200,000 that were contingent upon completion of a business transaction. During 2016, it became clear that the transaction would not be consummated. As of September 30, 2023, the liability is still unpaid. The advances payable have no stated maturity and bear no interest.

**NOTE 5– PREFERRED STOCK**

On July 31, 2023, the Company issued 1 share of Series B preferred stock to Aedan Looking Glass Inc. giving Aeden Looking Glass Inc. voting control for the Company (See Note 7)



**TURNKEY CAPITAL, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 5– PREFERRED STOCK - Continued**

As of December 31, 2022, the 600,000 outstanding preferred shares are convertible into 291,000 common shares. The preferred shares are held by Timothy Hart, CFO, and Neil Swartz, CEO, who are also members of the Company’s board of directors. The preferred shares do not pay dividends. The number of votes for the preferred shares shall be the same as the number of shares of common shares that would be issued upon conversion. In connection with the acquisition of Adaptive Intelligence technology assets of ALG Intelligence the preferred stock was retired,

**NOTE 6 – INCOME TAXES**

A reconciliation of income taxes at the statutory income tax rate to actual income taxes is as follows:

|                                     | <b>2023</b> |               | <b>2022</b> |               |
|-------------------------------------|-------------|---------------|-------------|---------------|
|                                     | <b>Rate</b> | <b>Amount</b> | <b>Rate</b> | <b>Amount</b> |
| Tax benefit at US statutory rate    | 21%         | \$ 150,440    | 21%         | \$ (431,641)  |
| State taxes, net of federal benefit | 5%          | 35,189        | 5%          | \$ (102,772)  |
| Change in valuation allowance       | (26)%       | (186,289)     | (26)%       | 534,413       |
|                                     | —           | \$ —          | —           | \$ —          |

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and liabilities consisted of the following:

|                                 | <b>At December 31,</b> |                |
|---------------------------------|------------------------|----------------|
|                                 | <b>2023</b>            | <b>2022</b>    |
| Net operating loss carryforward | \$ (964,172)           | \$ (1,202,765) |
| Valuation allowance             | 964,172                | 1,202,765      |
| Total net deferred tax assets   | \$ —                   | \$ —           |

As of December 31, 2023, the Company had a net operating loss carry forward for income tax reporting purposes of approximately \$4.60 million. These carryforwards will begin to expire in 2037. During the years ended December 31, 2023 and 2022, the Company assessed its earnings history and trend over the past year and its estimate of future earnings, and determined that it was more likely than not that the deferred tax assets would not be realized in the near term. Accordingly, a valuation allowance was recorded and maintained against the net deferred tax asset for the amount not expected to be realized in the future. The Company is no longer subject to examination by taxing authorities for the years before 2020.

**NOTE 7 – ACQUISITIONS AND LOSS ON DISPOSITION OF INVESTMENTS**

On January 1, 2021, the Company entered into acquisition agreements with Affordable Solar Solutions, Inc., and Natural Water Resources, Inc. Pursuant to the agreements Affordable Solar Solutions, Inc., and Natural Water Resources, Inc. will exchange all of its issued and outstanding shares of common stock for shares of the Company’s common stock on a one-for-one basis, which will constitute 2,000,000 shares of Affordable Solar Solutions, Inc., and 1,500,000 shares of Natural Water Resources, Inc. In addition, the Company acquired property in Pine Ridge Estates and part of that transaction required the Company to issue 588,000 shares of its common stock.

On December 15, 2021, the Company severed ties with Alan Tucker, the then president of the Company. Mr. Tucker no longer serves as an officer of the Company. With that termination the Company also terminated its agreements with Affordable Solar Solutions, Inc., Natural Water Resources, Inc. and Pine Ridge Estates. In addition, the investment in the Panama land deal was deemed worthless. This divestiture resulted in a loss of \$1,079,261. The 4,088,000 shares of common stock that were issued as part of these acquisitions were retired and are no longer outstanding.

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**NOTE 7 – ACQUISITIONS AND LOSS ON DISPOSITION OF INVESTMENTS - Continued**

On July 31, 2023, the Company signed an asset purchase agreement with Aedan Looking Glass Inc, (“ALG”) whereby the Company acquired 100% of the Adaptive Intelligence technology assets of ALG Intelligence at the initial closing of the transaction valued at \$1,480,00. With this acquisition, the Company intends to focus on the development and deployment of their cutting-edge Adaptive Intelligence powered security solutions and educational technologies. With a mission to provide Adaptive Intelligence in all areas of life, ALG Intelligence is dedicated to safeguarding America's national security and protecting consumers worldwide. The agreement required issuance to ALG of 18,525,000 common shares and a share of Series B preferred stock giving ALG voting control.

Concurrent with this transaction TBG Holdings entered a transaction purchasing EGG Health Hub, Inc., the equity investment – related party and \$489,896 of related party receivables in exchange for \$1,317,727 related party liabilities, 30,526,960 shares of common stock and 600 shares of Series A Preferred Stock. The Company realized a \$752,345 gain on the transaction.