

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

(AMENDED)

## **Galenfeha, Inc.**

4362 Mahan Drive  
Tallahassee, FL 32308  
954-494-7934  
<http://www.galenfehainc.com/>  
[mail to:info@galenfehainc.com](mailto:info@galenfehainc.com)

SIC Code6719

### **AMENDED No. 2 to the December 31, 2023 Annual Report**

### **Explanatory Note: To correct non-material errata in the previously amended annual report No.1**

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

#### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

83,825,679 as of December 31, 2023

83,825,679 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;

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.

NONE

Current State and Date of Incorporation or Registration: Nevada 2013.

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

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

NONE

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:

**4362 Mahan Drive**  
**Tallahassee, Florida 32308**

Address of the issuer's principal place of business:

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

SAME

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

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

2). **Security Information**

**Transfer Agent**

Name: Transfer Online, Inc. \_\_\_\_\_

Phone: 503-227-2950

Email: mailto:info@transferonline.com

Address: 512 SE Salmon Street Portland OR 97214 \_\_\_\_\_

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(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.

**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:	GLFH	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	363377102	
Par or stated value:	\$0.001	
Total shares authorized:	150,000,000	as of date: <u>December 31, 2023</u>
Total shares outstanding:	83,825,679	as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>149</u>	as of date: <u>December 31, 2023</u>

**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 A</u>	
CUSIP (if applicable):	<u>NONE</u>	
Par or stated value:	\$0.001	
Total shares authorized:	<u>20,000,000</u>	as of <u>December 31, 2023</u>
Total shares outstanding (if applicable):	<u>19,300,000</u>	as of <u>December 31, 2023</u>
(if applicable):	<u>3</u>	as of <u>December 31, 2023</u>

Exact title and class of the security:	<u>Preferred B</u>	
CUSIP (if applicable):	<u>NONE</u>	
Par or stated value:	\$0.001	
Total shares authorized:	<u>29,000,000</u>	as of <u>December 31, 2023</u>
Total shares outstanding (if applicable):	<u>12,700,000</u>	as of <u>December 31, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of <u>December 31, 2023</u>

Exact title and class of the security:	<u>Preferred C</u>	
CUSIP (if applicable):	<u>NONE</u>	
Par or stated value:	\$0.001	
Total shares authorized:	<u>1,000,000</u>	as of <u>December 31, 2023</u>
Total shares outstanding (if applicable):	<u>1</u>	as of <u>December 31, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of <u>December 31, 2023</u>

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

**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.**

All common shares are entitled to vote on a one vote for one share basis for all corporate votes and elections. The Preferred stock votes with the common stock as a single class Common shares are entitled to dividends approved by the Board of Directors. The Common stock does not have pre-emptive rights

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

**PREFERRED STOCK** The Company's authorized stock consists of 20,000,000 preferred A shares and 29,000,000 preferred B shares with a par value of \$0.001 and 1,000,000 shares of Preferred C, no par value.

Preferred A Series A votes 1:1 with common stock; converts to common on a 1:1 basis; is not subject to splits in order to facilitate mergers, acquisitions, or meeting the requirements of a listed exchange; and cannot be converted to common stock for resale in the open market until a 30 day VWAP of \$3.50 per share has been met in the Company's public trading market.

Preferred B The Series B votes 1:1 with the common stock; is subject to all splits the same as common; converts to common on a 1:1; and cannot be converted to common for resale in the open market until a 30 day VWAP (volume weighted average price) of \$0.45 cents has been met in the Company's public trading market.

Preferred C Series is entitled to vote more than one-half of all votes entitled to be cast by all holders of voting capital stock of the Company on any matters submitted to shareholders so as to ensure the votes entitled to be cast by the holder of the Series C Preferred Stock are equal to a least a majority of the total of all votes entitled to be cast by the Common shareholders.

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

NONE

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

NONE

**3) Issuance History**

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.***

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares 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>12/31/22</u> Common: <u>83,825,679</u> Preferred: Preferred A: 19,300,000 Preferred B: 12,700,000 Preferred C: 1			*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.
<u>08/24/23</u>	<u>* Stock Purchase Agreement Peterson, Darrell</u>	<u>29000001 A,B,C Preferred Cancelled</u>	16.3M Prf. A 12.7M Prf. B 1 Prf. C	<u>\$35000</u>	<u>No</u>	<u>Peterson sold to New Green Holdings, Inc.</u>	<u>Stock Purchase Agreement - Cash</u>	<u>Restrict</u>	<u>Private Securities</u>
08/24/23	<u>* Stock Purchase Agreement New Green Holdings, Inc.</u>	<u>29000001 A,B,C Preferred Issued</u>	16.3M Prf. A 12.7M Prf. B 1 Prf. C	<u>\$35000</u>	<u>No</u>	<u>** New Green Holdings, Inc. bought from Peterson, Darrell</u>  <u>Tracy Anderson is the control person at New Green Holdings, Inc.</u>	<u>Stock Purchase Agreement- Cash</u>	<u>Restricted</u>	<u>Private Securities</u>
Shares Outstanding on Date of This Report: <u>Ending Balance</u> : Date 12/31/23 Common: <u>83,825,679</u> Preferred: Preferred A: 19,300,000 Preferred B: 12,700,000 Preferred C: 1									

**Example:** A company with a fiscal year end of December 31 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:

\* On August 24, 2023, Darrell Peterson, the Company's Sole Officer and Director, entered into a Stock Purchase Agreement with New Green Holdings, Inc., a Florida Corporation controlled by Tracy Anderson. Per terms of the agreement, New Green Holdings, Inc. paid Mr. Peterson \$35,000US for 16,300,000 shares of Series Preferred A, 12,700,000 shares of Series Preferred B, and 1 share of Series Preferred C of Galenfeha, Inc. (GLFH). Tracy

Anderson is the control person at New Green Holdings, Inc., and as a result, the indirect beneficial owner of GLFH. Tracy Anderson is the Executive Chairman of Galenfeha, Inc. (GLFH).

\*\* New Green Holdings, Inc. is the control entity of the issuer.

## 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>N/A</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 purpose of this section is to provide a clear description of the issuer's current operations as of December 31, 2023. In answering this item, please include the following:

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

The Company's business plan is to acquire and operate agricultural technologies and businesses that fit into the disruptive business model of Developing, Scaling, and Financing (DSF) synergistic industries and focused business groups. Galenfeha's management understands how technology and innovation can accentuate its business.

List any subsidiaries, parent company, or affiliated companies.

NONE

- B. Describe the issuers' principal products or services.

The Company is in the business of acquiring and operating agricultural technologies and businesses there too.

## 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 Main office is currently located at 4362 Mahan Drive Tallahassee, FL 32308. The Company does not pay rent at this time.

## 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>Tracy Anderson</u>	<u>Executive Chairman</u>	3350 West Andrews Drive Atlanta, GA 30305	<u>0</u>	<u>all</u>	<u>0</u>	<u>n/a</u>
<u>Archie Lowe</u>	<u>Director/CFO/Secretary</u>	3714 Vermont Road Atlanta, GA 30319	<u>0</u>	<u>all</u>	<u>0</u>	<u>n/a</u>
<u>Travis Cockerham</u>	<u>President</u>	4362 Mahan Drive Tallahassee, FL 32308	<u>0</u>	<u>All</u>	<u>0</u>	<u>n/a</u>
<u>New Green Holdings, Inc.</u>	<u>Control Entity</u>	3350 West Andrews Drive Atlanta, GA 30305	A : 16,800,000 B: 12,700,000 C: 1	<u>Preferred A, B, C</u>	84.6% A 43.8% B .00001% C	<u>Tracy Anderson</u>
<u>Donald Mock</u>	<u>Director</u>	210 Camden Road Northeast Atlanta, GA 30309	<u>0</u>	<u>all</u>	<u>0</u>	<u>n/a</u>
<u>Ryan Tyszkow</u>	<u>Control Person</u>	<u>Palm Beach Gardens Florida</u>	<u>10,659,000 Common</u>	<u>Common</u>	<u>12.7%</u>	<u>N/A</u>
<u>James Ketner</u>	<u>Investor</u>	<u>Ft. Worth Tx</u>	<u>1,450,000</u>	<u>Preferred A</u>	<u>7.5%pfd</u>	<u>N/A</u>
<u>Darrell Peterson</u>	<u>Investor</u>	<u>West Palm Beach</u>	1,000,000 370,000	Class A Pf Common	5.2% 0.5%	<u>N/A</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: Richard Jones Esq.  
Jones & Haley, P.C.  
Address 1: 750 Hammond Drive  
Address 2: Building 12, Suite 100, Atlanta, GA 30328  
Phone: 770-804-0005  
Email: jones@corplaw.net

### Accountant or Auditor

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

### Investor Relations

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

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

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] <http://www.galenfehainc.com/>  
[info@galenfehainc.com](mailto:info@galenfehainc.com)

### 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: Archie Lowe  
Title: CFO  
Relationship to Issuer: Director/CFO/Secretary

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: Archie Lowe  
Title: CFO  
Relationship to Issuer: Director/CFO/Secretary

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

Mr. Lowe has many years of experience in preparing and analyzing financial statements for public and private companies.

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.

**GALENFEHA, INC.**  
**CONSOLIDATED BALANCE SHEET**  
**(UNAUDITED)**  
**Years Ending December 31, 2023 and 2022**

	December 31, 2023	December 31, 2022
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 55	\$ 55
Prepaid Asset	\$ 31,064	\$ -
Total current assets	\$ 31,119	\$ 55
<b>TOTAL ASSETS</b>	<b>\$ 31,119</b>	<b>\$ 55</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	\$ -	\$ 200,000
Due to officer and related parties	\$ 35,638	\$ 11,949
Total current liabilities	\$ 35,638	\$ 211,949
<b>Total liabilities</b>	<b>\$ 35,638</b>	<b>\$ 211,949</b>
<b>STOCKHOLDERS' DEFICIT</b>		
<b>Preferred stock</b>		
Preferred A shares: Authorized: 20,000,000 shares \$0.001 par value; 19,300,000 issued and outstanding	\$ 19,300	\$ 19,300
Preferred B shares: Authorized: 29,000,000 shares \$0.001 par value; 12,700,000 issued and outstanding	\$ 12,700	\$ 12,700
Preferred C shares: Authorized: 1,000,000 shares \$0.001 par value; 1 share issued and outstanding	\$ 1	\$ 1
<b>Common stock</b>		
Authorized: 150,000,000 common shares, \$0.001 par value, 83,825,679 issued and outstanding	\$ 83,825	\$ 83,825
Additional paid-in capital	\$ 3,723,732	\$ 3,723,732
Accumulated deficit	\$ (3,844,077)	\$ (4,051,452)
Total Stockholders' Deficit	\$ (4,519)	\$ (211,894)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFECIT</b>	<b>\$ 31,119</b>	<b>\$ 55</b>

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

**GALENFEHA, INC.**  
**INCOME STATEMENT**  
**(UNAUDITED)**

**For Years Ended December 31, 2023 and 2022**

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>Revenues</b>	\$ 50,000	\$ 50,000
<b>Less: Cost of Sales</b>	\$ -	\$ -
	<u>\$ 50,000</u>	<u>\$ 50,000</u>
<b>Operating Expenses:</b>		
General and administrative	\$ 2,825	\$ -
Professional fees	\$ 6,500	\$ 11,949
Total operating expenses	<u>\$ 9,325</u>	<u>\$ 11,949</u>
<b>Income from operations</b>	<u>\$ 40,675</u>	<u>\$ 38,051</u>
Other (expense) income:		
Benefit of Tax Loss Carryover	\$ -	\$ (38,501)
Gain on Cancellation of Debt	\$ 166,700	\$ -
<b>Total other (expense) income</b>	<u>\$ 166,700</u>	<u>\$ (38,501)</u>
Net income	<u><u>\$ 207,375</u></u>	<u><u>\$ -</u></u>
Net income per share - basic and diluted	<u><u>\$ 0.00</u></u>	<u><u>\$ 0.00</u></u>
Weighted average number of common shares outstanding -basic and diluted	<u><u>83,825,679</u></u>	<u><u>83,825,679</u></u>

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

**GALENFEHA, INC.**  
**Consolidated Statements of Cash Flows**  
**For the Years Ending December 31, 2023 and 2022**  
**(UNAUDITED)**

	<u>December 31,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Adjustments to reconcile net income to net cash Used in operating activities:		
Gain on Cancellation of Debt	\$ (166,700)	\$ -
<b>Changes in operating assets and liabilities:</b>		
Due to (from) related party	\$ 23,689	\$ (11,949)
Prepaid expenses and other current assets	\$ (31,064)	\$ -
Accounts payable and accrued liabilities	\$ (33,300)	\$ (50,000)
<i>Net cash provided by (used in) operating activities</i>	<u>\$ -</u>	<u>\$ (61,949)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Net Tax Benefits	\$ -	\$ 61,949
<i>Net cash provided by investing activities</i>	<u>\$ -</u>	<u>\$ 61,949</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<i>Net cash provided by financing activities</i>	<u>\$ -</u>	<u>\$ -</u>
<b>CHANGE IN CASH AND CASH EQUIVALENTS</b>	\$ -	\$ -
<i>Cash and cash equivalents at beginning of year</i>	\$ <u>55</u>	\$ <u>55</u>
<i>Cash and cash equivalents at end of year</i>	<u><u>\$ 55</u></u>	<u><u>\$ 55</u></u>

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

**GALENFEHA, INC.**  
**Consolidated Statements of Equity (Deficit)**  
**For the Years Ending December 31, 2023 and 2022**  
**(UNAUDITED)**

	Preferred Series A		Preferred Series B		Preferred Series C		Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Total Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance											
01/01/2022	19,300,000	\$19,300	12,700,000	\$12,700	1	\$1	83,825,679	\$83,825	\$3,794,169	\$(3,931,610)	\$(149,945)
Net loss	-	-	-	\$-	-	\$-	-	\$-	-	\$(119,842)	\$-
Balance											
12/31/2022	19,300,000	\$19,300	12,700,000	\$12,700	1	\$1	83,825,679	\$83,825	\$3,723,732	\$(4,051,452)	\$(211,894)

  

	Preferred Series A		Preferred Series B		Preferred Series C		Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Total Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance											
12/31/2022	19,300,000	\$19,300	12,700,000	\$12,700	1	\$1	83,825,679	\$83,825	\$3,723,732	\$(4,051,452)	\$(211,894)
Net Income	-	\$-	-	\$-	-	\$-	-	\$-	-	\$207,375	\$207,375
Balance											
12/31/2023	19,300,000	\$19,300	12,700,000	\$12,700	1	\$-	83,825,679	\$83,825	\$3,723,732	\$(3,844,077)	\$(4,519)

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

## **NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS**

Galenfeha, Inc. is in the business of Hemp cultivation and sales, focusing on developing Hemp products infused with various items. The Company also focuses on developing and acquiring businesses that fit into the disruptive business model of Developing, Scaling, and Financing (DSF) synergistic industries. Galenfeha's management understands the nature of how technology and innovation can accentuate any business opportunity. Galenfeha also believes that the holdings should benefit synergistically from each other and that the ability to have collaboration across varying industries can facilitate the genesis of new ideas and create fertile ground for competitive advantages.

Galenfeha, Inc. was incorporated on March 14, 2013, in the state of Nevada. Our corporate office is Galenfeha, Inc. maintains its executive offices at 4362 Mahan Drive, Tallahassee, FL 32308 and website is [www.galenfehainc.com](http://www.galenfehainc.com); Phone 954-494-7934

## **NOTE 2 - GOING CONCERN**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has negative working capital, negative cash flows from operations and has an accumulated deficit. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon the Company's ability to achieve a level of profitability. The Company intends on financing its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

## **NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at December 31, 2023 and for all periods presented herein, have been made.

### **CASH AND CASH EQUIVALENTS**

All cash, other than held in escrow, is maintained with a major financial institution in the United States. Deposits with this bank may exceed the amount of insurance provided on such deposits. Temporary cash investments with an original maturity of three months or less are considered to be cash equivalents.

### **INVENTORIES**

Inventories are stated at the lower of cost, using an average cost method, or net realizable value.

### **NET INCOME**

Net income (loss) per share is calculated in accordance with FASB ASC 260 topic, "Earnings Per Share." The weighted-average number of common shares outstanding during each period is used to compute basic earning or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding for the period from December 31, 2022 through December 31, 2023.

### **FAIR VALUE ACCOUNTING**

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC 820, fair value is measured based on a three tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The three levels of the fair value hierarchy are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;
- Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

### **SHARE-BASED EXPENSES**

FASB ASC 718 "Compensation- Stock Compensation" describes accounting and reporting standards for all share based payment transactions in which employee services are acquired. Transactions include liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights.

Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

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

### **RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **NOTE 4 – CAPITAL STOCK**

#### **COMMON STOCK**

The authorized common stock, par value \$0.001 is 150,000,000. 83,825,679 are issued and outstanding as of December 31, 2023 and 2022.

#### **PREFERRED STOCK**

The authorized stock of the Company consists of 20,000,000 Preferred Class A shares and 29,000,000 Preferred Class B shares with a par value of \$0.001 and 1,000,000 shares of Preferred Class C shares with a par value of \$0.001

On December 20, 2016, shareholders of the company approved an amendment to the Bylaws for the creation of Preferred stock. The preferred class of stock will consist of two (2) series, Series A, and Series B. All affiliates of the company who purchased stock during the formation of the company and who purchased stock for our financing activities at prices below market will move their common shares into the Series B Preferred stock, effective immediately. The Series B votes 1:1 is subject to all splits the same as common converts back to common 1:1 and cannot be converted back to common for resale in the open market until a 30 day VWAP (Volume Weighted Average Price) of \$0.45 have been met in the Company's public trading market. All future sales of company securities by affiliates will adhere to rules and regulation of the Commission.

Affiliates who purchased stock at offering prices that were current at the time of purchase, and affiliates who make open market purchases and are directly responsible for a merger/acquisition that brings retained earnings to the company, can convert these common shares 1:1 into Series A Preferred stock. Series A votes 1:1 converts back to common 1:1 is not subject to splits in order to facilitate mergers, acquisitions, or meeting the requirements of a listed exchange and cannot be converted back to common for resale in the open market until a 30 day VWAP of \$3.50 per share has been met in the Company's public trading market. All future sales of company securities by affiliates will adhere to rules and regulations of the Commission.



On August 12, 2021 the Company amended the maximum number of Preferred Series B stock to 29,000,000, and authorizes the Issuance of up to 1,000,000 Preferred Series C stock with the following rights:

Series C share votes together with the holders of the common stock and Preferred stock on all matters submitted to a vote of Company shareholders, with the share of Series C Preferred Stock being entitled to one vote more than one-half of all votes entitled to be cast by all holders of voting capital stock of the Company on any matter submitted to shareholders so as to ensure that the votes entitled to be cast by the holder of the Series C Preferred Stock are equal to at least a majority of the total of 1 votes entitled to be cast by the common shareholders.

The Company subsequently approved a change in the preferences for the Preferred C stock on November 25, 2021, whereby in exchange for eliminating the 4 for 1 increase in voting rights of the Series B, the Preferred C will stay in place.

As of December 31, 2023, 19,300,000 shares of the Company's Preferred stock Series Class A were issued and outstanding. As of December 31, 2023, 12,700,000 shares of the Company's Preferred stock Series Class B were issued and outstanding. As of December 31, 2023, there was 1 share issued and outstanding for Preferred Series Class C.

#### **NOTE 5 - SALE OF STOCK**

On August 24, 2023, the previous majority shareholder sold his shares to New Green Holdings, Inc., a Florida Corporation. The sales of share resulted in the previous owner to retain 1,000,000 shares of Preferred A shares. Mr. Tracy Anderson took over as Sole Officer and Director.

#### **NOTE 6 – CHANGE IN CONTROL**

On August 24, 2023, New Green Holdings, Inc., a Florida Corporation became the majority shareholder in the Company. Tracy Anderson is the Chief Executive Officer and Chairman of the Board of New Green Holdings, Inc.

On August 24, 2023, Mr. Darrel Peterson appointed Mr. Tracy Anderson who took over as Sole Officer and Director. Mr. Peterson stepped down in his officer and director roles.

On February 1, 2024, Mr. Tracy Anderson, the sole Officer/Director, Stepped down as Chief Executive Officer and Chief Financial Officer. Mr. Anderson appointed Travis Cockerman as Chief Executive Officer and Archie Lowe as Senior Vice-President and Acting Chief Financial Officer. Tracy Anderson appointed Travis Cockerman, Archie Lowe and Don Mock as Company Directors. Mr. Anderson remains the Executive Chairman of the Company.

#### **NOTE 7 – SUBSEQUENT EVENT**

On May 6, 2024, The Board of Directors Elected Mr. Archie as its Chief Financial Officer.

## 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, Travis Cockerham certify that:

1. I have reviewed this Amended Disclosure Statement for Galenfeha, Inc.;
2. Based on my knowledge, this amended 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 amended disclosure statement.

06/14/24 [Date]

/s/ Travis Cockerham, President

*Principal Financial Officer:*

I, Archie Lowe certify that:

1. I have reviewed this Amended Disclosure Statement for Galenfeha, Inc.;
2. Based on my knowledge, this amended 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 amended disclosure statement.

06/14/2024 [Date]

/s/ Archie Lowe, Chief Financial Officer