

## **CarbonMeta Technologies, Inc.**

13110 NE 177th Place, #145  
Woodinville, WA 98072

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www.carbonmetatech.com  
investor@carbonmetatech.com

# **Annual Report**

**For the period ending 12/31/2023 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

21,986,310,016 as of 8/2/2024 *(Current Reporting Period Date or More Recent Date)*

21,244,083,966 as of 12/31/2024 *(Most Recent Completed Fiscal Year End)*

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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

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

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

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

CarbonMeta Technologies, Inc

Current State and Date of Incorporation or Registration: Delaware

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:

\_\_\_\_\_

Address of the issuer's principal place of business:

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

\_\_\_\_\_

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

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

\_\_\_\_\_

**2) Security Information**

**Transfer Agent**

Name: Empire Stock Transfer Inc.

Phone: (702) 818-5898

Email: info@empirestock.com

Address: 1859 Whitney Mesa Dr., Henderson, NV 89014

**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:	COWI
Exact title and class of securities outstanding:	Common
CUSIP:	14134L103
Par or stated value:	\$0.0001
Total shares authorized:	35,000,000,000 as of date: 12/31/2023
Total shares outstanding:	21,986,310,016 as of date: 07/12/2024
Total number of shareholders of record:	244 as of date: 07/12/2024

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

\_\_\_\_\_

**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:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

*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.**

No Dividend, 1 vote per common share

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

Series B Preferred Stock. Each share of Series B Preferred Stock (i) pays a dividend of 5%, payable at the discretion of the Company in cash or common stock, (ii) is convertible immediately after issuance into the Company's common stock at the lesser of \$15 per share or 75% of the average closing bid prices over the 20 trading days immediately preceding the date of conversion, (iii) has a liquidation preference of \$1.00 per share, and (iv) may be redeemed by the Company at any time up to five years.

Series D Preferred Stock have a stated value of \$1.00, have voting rights equal to 100,000 votes of common stock, are entitled to no dividends due or payable, are non-redeemable, and are convertible into the number of shares of the Company's common stock determined by dividing the stated value by the conversion price, which is defined as 85% of the average closing bid price of the common stock over the twenty trading days immediately preceding the date of conversion, but no less than par value of the common stock

Series E Preferred Stock have a stated value of \$1.00, have no voting rights, are entitled to no dividends due or payable, are non-redeemable, and are convertible into the number of shares of the Company's common stock determined by dividing the stated value by the conversion price, which is defined as 85% of the average closing bid price of the common stock over the twenty trading days immediately preceding the date of conversion, but no less than par value of the common stock

Series F Preferred Stock have a stated value of \$1.00, have no voting rights, are entitled to no dividends due or payable, are non-redeemable, and are convertible into the number of shares of the Company's common stock determined by dividing the stated value by the conversion price, which is defined as 85% of the average closing bid price of the common stock over the twenty trading days immediately preceding the date of conversion, but no less than par value of the common stock

Series G Preferred Stock have a stated value of \$1.00, have voting rights equal to 5,000,000 votes of common stock, are entitled to no dividends due or payable, are non-redeemable, and are convertible into the number of shares of the Company's common stock determined by dividing the stated value by the conversion price, which is defined as 85% of the average closing bid price of the common stock over the twenty trading days immediately preceding the date of conversion, but no less than par value of the common stock

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

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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 as of Second Most Recent Fiscal Year End: 12/31 <u>Opening Balance</u>  Date <u>12/31/2021</u>  Common: 17,792,057,165 Preferred: <u>1,266,233</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/21/2022	Issuance	206,896,552	Common	20,690	No	May Davis Partners Acquisition	Accrued consulting fees	Restricted	Exemption
1/21/2022	Issuance	428,571,428	Common	150,000	No	Lloyd Spencer	Past due compensation	Restricted	Exemption
2/14/2022	Issuance	83,333,334	Common	8,333	No	Salvum Corporation	Joint Product Development Agreement	Restricted	Exemption
2/14/2022	Issuance	30,000,000	Common	3,000	No	Lloyd Spencer	Board compensation	Restricted	Exemption
2/14/2022	Issuance	30,000,000	Common	3,000	No	Mohamed Khalil	Board compensation	Restricted	Exemption
2/14/2022	Issuance	30,000,000	Common	3,000	No	Mark Duiker	Board compensation	Restricted	Exemption
2/14/2022	Issuance	30,000,000	Common	3,000	No	Tiancun Xiao	Board compensation	Restricted	Exemption
2/17/2022	Issuance	160,000,000	Common	16,000	No	Ecomena Limited	License Agreement	Restricted	Exemption
3/7/2022	Issuance	33,000,000	Common	66,000	No	Lloyd Spencer	Convertible note financing	Restricted	S-1
3/21/2022	Issuance	27,500,000	Common	55,000	No	Tangiers Investment Group LLC	Convertible note financing	Restricted	S-1
4/4/2022	Issuance	20,000,000	Common	2,000	No	Bill Elder	Business development services	Restricted	Exemption
5/10/2022	Issuance	16,527,775	Common	33,056	No	MacRab LLC	Convertible note financing	Restricted	S-1
7/14/2022	Issuance	25,000,000	Common	25,000	No	BHP Capital NY Inc	Convertible note financing	Restricted	S-1

7/14/2022	Issuance	25,000,000	Common	25,000	No	Quick Capital LLC	Convertible note financing	Restricted	S-1
8/4/2022	Issuance	25,000,000	Common	25,000	No	RPG Capital Partners Inc	Convertible note financing		S-1
9/12/2022	Issuance	15,000,000	Common	15,000	No	RPG Capital Partners Inc	Convertible note financing	Restricted	S-1
11/7/2022	Issuance	2,500,000	Common	2,500	No	RPG Capital Partners Inc	Convertible note financing	Restricted	S-1
11/3/2022	Issuance	17,000,000	Common	10,000	No	Quick Capital LLC	Convertible note financing	Restricted	S-1
11/16/2022	Issuance	17,000,000	Common	10,000	No	Robert Papiri Defined Benefit Plan	Convertible note financing	Restricted	S-1
11/16/2022	Issuance	17,000,000	Common	10,000	No	Robert Papiri Defined Benefit Plan	Convertible note financing	Restricted	S-1
1/25/2023	Issuance	173,500,000	Common	34,700	No	Lloyd Spencer	Satisfaction of convertible note	Restricted	S-1
2/15/2023	Issuance	155,833,562	Common	31,167	No	BHP Capital NY Inc	Satisfaction of convertible note	Restricted	S-1
3/3/2023	Issuance	200,000,000	Common	20,000	No	New to The Street Group LLC	Production & Broadcasting Agreement	Restricted	Exemption
6/1/2023	Issuance	125,000,000	Common	12,500	No	Quick Capital LLC	Satisfaction of convertible note	Restricted	S-1
6/23/2024	Issuance	549,457,550	Common	109,892	No	Tangiers Investment Group LLC	Satisfaction of convertible note	Restricted	S-1
6/23/2023	Issuance	150,000,000	Common	15,000	No	William David Elder	Settlement of Master Subcontractor Agreement	Restricted	Exemption
6/23/2023	Issuance	199,318,300	Common	39,864	No	Lloyd Spencer	Satisfaction of convertible note	Restricted	S-1
6/26/2023	Issuance	67,000,000	Common	6,700	No	Quick Capital LLC	Satisfaction of convertible note	Restricted	S-1
6/22/2023	Issuance	83,315,050	Common	16,663	No	Tangiers Investment Group LLC	Satisfaction of convertible note	Restricted	S-1
6/22/2023	Issuance	246,773,250	Common	49,355	No	Tangiers Investment Group LLC	Satisfaction of convertible note	Restricted	S-1
8/1/2023	Issuance	2,500,000	Common	250	No	Robert Papiri Defined Benefit Plan	Commitment shares for convertible notes	Restricted	S-1

8/1/2023	Issuance	10,000,000	Common	1,000	No	Robert Papiri Defined Benefit Plan	Commitment shares for convertible notes	Restricted	S-1
8/28/2023	Issuance	250,000,000	Common	25,000	No	Carbon Conversion Group Inc	Joint venture terms	Restricted	Exemption
12/14/2023	Retired	(200,000,000)	Common	(20,000)	No	Suares Capital LLC	Erroneously Issued by Transfer Agent	Restricted	REG-A
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
Date <u>12/31/2023</u>									
Common: 21,044,083,966									
Preferred: <u>1,266,233</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

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## 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.)
2/12/2003	200,024	-	150,024	12/8/2003	\$1.00 per share	Julian Herskowitz 775 Park Avenue Suite #155 Huntington, NY 11768	<u>Loan</u>
2/12/2003	16,287	50,000	16,287	12/8/2003	\$1.00 per share	Tim Burgess 226 Hamilton Rd	<u>Loan</u>

						Athens, GA 30606-5082	
2/13/2003	200,024	50,000	150,024	12/8/2003	\$1.00 per share	Azriel Nagar 1825 8th Street Berkeley, CA 94710	<a href="#">Loan</a>
07/26/10	15,282	7,500	7,782	1/23/11	\$0.015 per share	Richard Wynns 11731 Isle Of Palms Drive Fort Myers Beach, FL 33931	<a href="#">Loan</a>
7/26/2010	110,445	47,509	62,936	1/23/2011	75% of the average of the 3 lowest closing trading prices in prior 10 day trading days prior the applicable conversion date.	Richard Wynns 11731 Isle Of Palms Drive Fort Myers Beach, FL 33931	<a href="#">Loan</a>
7/26/2010	108,074	46,489	61,585	1/23/2011	75% of the average of the 3 lowest closing trading prices in prior 10 day trading days prior the applicable conversion date.	Richard Wynns 11731 Isle Of Palms Drive Fort Myers Beach, FL 33931	<a href="#">Loan</a>
1/12/2010	1,561,849	537,317	1,024,532	11/2/2010	85% of the lowest closing trading price in prior 30 day trading days prior the applicable conversion date or \$0.02 which ever is lower. Per the Note, all calculations must be rounding to the nearest \$0.0001 per share.	Westmount Holdings International Limited Christopher Alf 327 Plaza Real Suite 201 Boca Raton, FL 33432	<a href="#">Assigned from YA Global</a>
1/28/2011	58,998	10,750	48,248	7/28/2011	50% of the lesser of: (i) the closing bid price on the day before conversion or (ii) the average of the 5 trading prices prior to the applicable conversion date. In no case shall the conversion price be less than \$0.0001. There is a ceiling on the conversion rate of \$0.05 per share, but is discounted down based on a forward split.	Barclay Lyons, LLC Todd Violette 2911 Turtle Creek Blvd Suite 300 Dallas, TX 75219	<a href="#">Loan</a>
3/21/2011	307,594	123,936	183,658	3/18/2013	85% of the lowest VWAP, or lowest price in this case, for the prior 30 trading days prior to the applicable conversion date, or \$0.02, whichever is lower. Per the Note, all calculations must be rounding to the nearest \$0.0001 per share.	Redwood Management Gary Rogers 16850 Collins Ave # 112-341  Sunny Isles, FL 33160	<a href="#">Loan</a>
4/2/2011	147,811	6,985	140,826	5/2/2011	The average of the 5 day trading days prior the applicable conversion date. The number of shares issued will be multiplied by 115%.	Blackbridge Capital #1 Alex Dillon 450 7th Avenue 6th Floor New York, NY 10123	<a href="#">Loan</a>
2/21/2014	10,521	5,000	5,521	9/21/2014	The conversion price equals 60% of the lowest trading prices for the common stock during the (30) trading day period prior to the conversion.	Blackbridge Capital #3 Alex Dillon 450 7th Avenue 6th Floor	<a href="#">Loan</a>



						New York, NY 10123	
10/5/2011	128,515	21,962	106,553	3/5/2012	The average of the 5 day trading days prior the applicable conversion date. The number of shares issued will be multiplied by 115%.	Premier IT Solutions Vasu Devalla 801 E. Campbell Road Suite 270 Richardson, TX 75081	<u>Debt Repayment</u>
2/21/2012	73,073	13,000	60,073	3/5/2012	85% of the average of the 5 trading days prior to conversion.	Kelburgh Ltd. Robert Simpson P.O. Box 957 Offshore Incorporations Centre Tortola British Virgin Islands	<u>Assigned from YA Global</u>
8/3/2012	36,028	7,000	29,028	2/3/2013	The average of the 5 day trading days prior the applicable conversion date. The number of shares issued will be multiplied by 115%.	Raphael Cariou #2 3518 Fremont Ave N #252 Seattle, WA 98103	<u>Debt Repayment</u>
3/12/2015	949,417	82,178	867,239	9/12/2015	The average of the 5 day trading days prior the applicable conversion date. The number of shares issued will be multiplied by 115%.	Raphael Cariou #3 3518 Fremont Ave N #252 Seattle, WA 98103	<u>Debt Repayment</u>
3/12/2015	1,066,702	94,178	972,524	9/12/2015	The average of the 5 day trading days prior the applicable conversion date. The number of shares issued will be multiplied by 115%.	Raphael Cariou #4 3518 Fremont Ave N #252 Seattle, WA 98103	<u>Debt Repayment</u>
3/27/2014	205,253	75,000	130,253	3/27/2015	\$0.0010 per share	Tangiers Investment Group #2, Michael Sobeck, 501 W Broadway Suite 800 San Diego CA 92101	Assigned from Zoom Marketing
7/19/2021	140,384	105,000	35,384	7/19/2022	\$0.0010 per share	Tangiers Investment Group #5, Michael Sobeck, 501 W Broadway Suite 800 San Diego CA 92101	Loan
9/8/2021	137,133	105,000	32,133	9/8/2022	\$0.0010 per share	Tangiers Investment Group #6, Michael Sobeck, 501 W Broadway Suite 800 San Diego CA 92101	Loan
3/21/2022	66,193	55,000	11,193	3/21/2023	\$0.0002 per share	Tangiers Investment Group #7, Michael Sobeck, 501 W Broadway Suite 800 San Diego CA 92101	Loan
8/23/2013	132,180	65,000	67,180	1/23/2014	85% of the average of the 3 lowest closing trading price in prior 5 day trading days prior the applicable conversion date.	Zoom Marketing, Nick Copping, 436 Waverley Street Palo Alto CA 94301-1718	Debt Repayment
3/11/2014	101,562	32,000	69,562	3/11/2015	The conversion price equals 50% of the lowest trading prices	LG Capital #1, Eli Alan Safdieh, 1218 Union	Loan

					for the common stock during the (10) trading day period prior to the conversion including the date of conversion.	Street Suite 2 Brooklyn NY 11225	
3/11/2014	76,171	24,000	52,171	3/11/2015	The conversion price equals 50% of the lowest trading prices for the common stock during the (10) trading day period prior to the conversion including the date of conversion.	LG Capital #2, Eli Alan Safdieh, 1218 Union Street Suite 2 Brooklyn NY 11225	Assigned from David Ratzker
1/7/2015	61,371	20,625	40,746	1/7/2016	The conversion price equals 45% of the lowest trading prices for the common stock during the (20) trading day prior trading days including the day upon which a Notice for Conversion is given.	LG Capital #3, Eli Alan Safdieh, 1218 Union Street Suite 2 Brooklyn NY 11225	Loan
4/2/2014	100,500	25,000	75,500	10/1/2014	The conversion price equals 60% of the lowest trading prices for the common stock during the (20) trading day period prior to the conversion or \$0.01 whichever is lower.	Burrington Capital #2, Jason McLane, 295 Madison Avenue 43rd Floor New York NY 10017	Loan
4/3/2014	68,337	26,825	41,512	12/31/2014	The conversion price equals 50% of the average of the 3 lowest trading prices for the common stock during the (30) trading day period prior to the conversion or \$0.02 which ever is lower. Per the Note all calculations must be rounding to the nearest \$0.0001 per share.	Patrick Ferro, 1037 Central Ave. Westfield NJ 07090-1648	Assigned from YA Global
4/8/2014	465,425	200,000	265,425	12/31/2014	The conversion price equals 50% of the lowest trading prices for the common stock during the (30) trading day period prior to the conversion or \$0.02 which ever is lower. Per the Note all calculations must be rounding to the nearest \$0.0001 per share.	Dakota Capital, Jon Cook, Level 18 126 Phillip Street Sydney NSW 2000 Australia	Assigned from YA Global
4/14/2014	52,800	52,800	-	12/31/2014	The conversion price equals 50% of the average of the 3 lowest trading prices for the common stock during the (30) trading day period prior to the conversion or \$0.02 which ever is lower. Per the Note all calculations must be rounding to the nearest \$0.0001 per share.	Barry Liben, 119 West 40th 14th Floor New York NY 10018	Assigned from YA Global
12/10/2014	72,518	20,000	52,518	6/10/2015	The conversion price equals 60% of the lowest trading prices for the common stock during the (20) trading day period prior to the conversion or \$0.01 which ever is lower.	Jared Robert, 1323 N 100 E Lehi UT 84043	Debt Repayment
7/15/2022	2,880	2,500	380	7/15/2023	Fixed Rate \$0.0002	MacRab (Mackey MacFarlane), 738	Loan

						Mandalay Grove Ct. Merritt Island FL 32953	
11/16/2023	11,045	10,000	1,045	11/15/2024	Fixed Rate \$0.0002	Quick Capital LLC (Eilon Natan) #1, 66 West Flagler Street Suite 900 - #2292 Miami FL 33130	Loan
12/11/2023	5,482	5,000	482	12/10/2024	Fixed Rate \$0.0002	Quick Capital LLC (Eilon Natan) #2, 66 West Flagler Street Suite 900 - #2292 Miami FL 33130	Loan
11/1/2022	6,769	5,809	960	11/1/2023	Fixed Rate \$0.0002	Robert Papiri Defined Benefit Plan (Robert Papiri), PO Box 110672 Campbell CA 95008	Loan
7/15/2022	11,520	10,000	1,520	7/15/2023	Fixed Rate \$0.0002	Robert Papiri Defined Benefit Plan (Robert Papiri), PO Box 110672 Campbell CA 95008	Loan
5/10/2022	34,165	33,056	5,963	5/10/2023	Fixed Rate \$0.0002	Robert Papiri Defined Benefit Plan (Robert Papiri), PO Box 110672 Campbell CA 95008	Loan
7/14/2022	20,291	16,864	3,427	7/14/2023	Fixed Rate \$0.0002	Robert Papiri Defined Contribution Plan (Robert Papiri), PO Box 110672 Campbell CA 95008	Loan
7/15/2022	2,880	2,500	380	7/15/2023	Fixed Rate \$0.0002	RPG Capital Partners Inc (Robert Papiri), 304 S Jones Avenue #1856 Las Vegas NV 89107	Loan
8/4/2022	28,647	25,000	3,647	8/4/2023	Fixed Rate \$0.0002	RPG Capital Partners Inc (Robert Papiri), 304 S Jones Avenue #1856 Las Vegas NV 89107	Loan
9/12/2022	16,894	15,000	1,894	9/12/2023	Fixed Rate \$0.0002	RPG Capital Partners Inc (Robert Papiri), 304 S Jones Avenue #1856 Las Vegas NV 89107	Loan
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

**\*\*\*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:

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#### 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")

CarbonMeta is an environmental research and development company specializing in the commercialization of technologies that process organic and industrial waste into valuable, sustainable products. The company's primary emphasis is on developing carbon-negative concrete and building materials, leveraging proprietary processes that sequester carbon dioxide and help mitigate climate change.

CarbonMeta is actively engaged in a pilot project with Saudi Investment Recycling Company (SIRC) to produce carbon-negative concrete products, showcasing its commitment to sustainable construction solutions. Additionally, the company is exploring technologies for extracting high-value metal oxides and rare earth elements from waste streams.

Through strategic partnerships, ongoing research and development, and a focus on economically viable, ecologically sustainable products, CarbonMeta aims to position itself at the forefront of the circular economy and waste upcycling industry, with particular emphasis on applications in construction and renewable energy sectors.

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

Carbon Source (Wyoming Corporation)

CarbonMeta Research Ltd (UK Corporation)

CarbonMeta Technologies Ltd (Kingdom of Saudi Arabia Corporation)

C. Describe the issuers' principal products or services.

Developing and marketing technologies and solutions that can process organic and construction wastes into economically high-value and ecologically sustainable products.

Carbon-negative concrete made from industrial waste products

#### 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 currently leases office space at 20225 144th Ave NE, Woodinville, WA 98072. As of December 31, 2023, the company had \$47,124 in computer equipment, software and other equipment, with accumulated depreciation of \$2,704, for a net property and equipment value of \$44,420.

## 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
Lloyd Spencer	Director, President	Woodinville, WA	751,496,063	Common	3.42%	3.4%
Lloyd Spencer	Director, President	Woodinville, WA	60,000	Series D Preferred	60%	43.8%
Lloyd Spencer	Director, President	Woodinville, WA	25,000	Series G Preferred	100%	912.3%
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

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);

No

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;

No

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;

No

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

No

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.

No

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.

No

- 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:	<u>Gary Blum</u>
Firm:	<u>Law Offices of Gary L. Blum</u>
Address 1:	<u>3278 Wilshire Boulevard, Suite 603</u>
Address 2:	<u>Los Angeles, CA 90010</u>
Phone:	<u>(213) 381-7450</u>
Email:	<u>gblum@gblumlaw.com</u>

#### Accountant or Auditor

Name: Nicholas Kirkendall  
Firm: NKSK Accounting, Ltd  
Address 1: 702 S Sunmeadow Drive  
Address 2: Strafford, MO 65757  
Phone: (417) 233-1859  
Email: nkirkendall@nkskacct.com

#### Investor Relations

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

*All other means of Investor Communication:*

X (Twitter): <https://carbonmeta>  
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: **Lloyd T Spencer**  
Title: **President**  
Relationship to Issuer: **President, Board of Director Chairman**

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: Nicholas Kirkendall

Title: CPA

Relationship to Issuer: Contractor

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

**Mr. Kirkendall is a seasoned CPA specializing in compliance for both public and private companies. His company, NKSK Accounting provides accounting, CPA, tax preparation, tax strategy and IRS representation services**

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.

**Financial Statements are appended to this Disclosure Statement.**

**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, Lloyd Spencer certify that:

1. I have reviewed this Disclosure Statement for CarbonMeta Technologies, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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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.



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.

8/2//2024 [Date]

/s/ Lloyd T Spencer [CEO's Signature]

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

*Principal Financial Officer:*

I, Lloyd T Spencer certify that:

1. I have reviewed this Disclosure Statement for CarbonMeta Technologies, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/2//2024 [Date]

/s/ Lloyd T Spencer [CFO's Signature]

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

# CarbonMeta Technologies

## Consolidated Income Statement

	12/31/2023	12/31/2022
Revenues	\$ 7,600.00	\$ 76,276.00
Cost of Sales	8,199.29	0.00
Gross Profit	(599.29)	76,276.00
Expenses		
General & Administrative		
General & Administrative	55,879.42	118,289.00
Total General & Administrative	55,879.42	118,289.00
Salaries & Wages	153,608.40	150,000.00
Depreciation & Amortization		
Depreciation	11,616.48	15,531.00
Amortization	134,617.68	27,625.00
Total Depreciation & Amortization	146,234.16	43,156.00
Expenses		
Professional Fees	66,112.32	284,502.00
Investor Relations	17,431.68	72,774.00
Consulting	33,350.00	30,125.00
Research & Development	90,056.37	20,193.00
Total Expenses	206,950.37	407,594.00
Selling Expenses	21,307.99	84,462.00
Total Expenses	583,980.34	803,501.00
Income From Operations	(584,579.63)	(727,225.00)
Other Income and Expense		
Gain/Loss on Derivatives	1,009,001.00	2,247,918.00
Interest Expenses	(791,000.36)	(1,113,261.00)
Gain or Loss on Exchange	1,386.39	0.00
Gain or Loss on Debt Settlement	0.00	(7,000.00)
Total Other Income and Expense	219,387.03	1,127,657.00
Income before Taxes	(365,192.60)	400,432.00
Net Income (Loss)	<u>\$ (365,192.60)</u>	<u>\$ 400,432.00</u>

# CarbonMeta Technologies

## Consolidated Balance Sheet

	12/31/2023	12/31/2022
<b>Assets</b>		
Current Assets		
Cash	\$ 1,061.90	\$ 379.00
Accounts Receivable	(9,310.94)	20,525.00
Intercompany	704,400.00	0.00
Inventory	3,157.30	3,157.00
Total Current Assets	<u>699,308.26</u>	<u>24,061.00</u>
Other Assets		
Investments	130,498.05	0.00
Other Assets	0.00	0.00
Total Other Assets	<u>130,498.05</u>	<u>0.00</u>
Property, Plant, and Equipment		
Fixed Assets, Net	17,272.31	28,889.00
Intangible Assets, Net	58,801.46	138,274.00
Total Property, Plant, and Equipment	<u>76,073.77</u>	<u>167,163.00</u>
<b>Total Assets</b>	<u><u>\$ 905,880.08</u></u>	<u><u>\$ 191,224.00</u></u>
<b>Liabilities &amp; Other Equity</b>		
Current Liabilities		
Accounts Payable	\$ 305,253.81	\$ 11,457,444.00
Accrued Liabilities	6,862,366.56	0.00
Total Current Liabilities	<u>7,167,620.37</u>	<u>11,457,444.00</u>
Long Term Liabilities		
Long Term Liabilities	10,877,326.68	13,353,354.00
Total Long Term Liabilities	<u>10,877,326.68</u>	<u>13,353,354.00</u>
Stockholder's Equity		
Stockholder's Equity	(16,773,874.37)	(25,023,731.00)
Accumulated Other Comprehensive Income	0.00	3,725.00
Net Income (Loss)	(365,192.60)	400,432.00
Total Stockholder's Equity	<u>(17,139,066.97)</u>	<u>(24,619,574.00)</u>
<b>Total Liab &amp; OE</b>	<u><u>\$ 905,880.08</u></u>	<u><u>\$ 191,224.00</u></u>

# CarbonMeta Technologies

## Statement of Cash Flows

	12/31/2023	12/31/2022
<b>Cash flows from operating activities</b>		
Net Income (Loss)	(365,193)	400,432
Adjustments to reconcile net income (loss) to net cash flows provided by (used in) operating activities		
Depreciation	11,616	15,531
Amortization	134,618	27,625
Gain/Loss on Derivatives	(1,009,001)	(2,247,918)
Gain or Loss on Exchange	(1,386)	7,000
Amortization of Debt Discounts	-	173,509
Prepaid Consulting Fees	-	30,000
Stock Based Compensation	-	80,000
Exchange Rate effect	-	7,447
(Increase) decrease in:		
Accounts Receivable	29,836	(20,525)
Inventory	-	(3,157)
Increase (decrease) in:		
Accounts Payable	(4,712,550)	1,238,306
<b>Net cash provided by (used in) operating activities</b>	<b>(5,546,867)</b>	<b>(291,750)</b>
Cash flows from investing activities		
Net cash provided by (used in) investing activities	-	-
<b>Cash flows from financing activities</b>		
Proceeds from convertible debt financings	5,517,550	256,556
Proceeds from Notes Payable	30,000	30,000
Payments towards notes payable	-	(5,000)
<b>Net cash provided by (used in) financing activities</b>	<b>5,547,550</b>	<b>281,556</b>
Net increase (decrease) in cash	683	(10,194)
Cash at beginning of year	379	10,573
Cash at end of year	<b>1,062</b>	<b>379</b>
Supplementary Information		