Pure Harvest Corporate Group, Inc.

7400 E Crestline Cir, Ste 130
Greenwood Village, CO 80111
(800) 924-3716

https://pureharvestgroup.com

info@pureharvestgroup.com

Annual Report

For the period ending December 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

153,442,576 Shares as of 04/09/2025 *(Current Reporting Period Date or More Recent Date)*

153,442,576 Shares 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[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[4] "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.

From June 8, 2020 to Current	Pure Harvest Corporate Group, Inc.
From May 2019 to June 8, 2020	Pure Harvest Cannabis Group
From April 2004 to May 2019	The Pocket Shot Company

Current State and Date of Incorporation or Registration: Colorado April 2004
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

February 2019 - Articles of Amendment filed to change Company name to Pure Harvest Cannabis Group, Inc. and amended Article 12 to clarify actions taken by shareholders without a meeting and requiring minimum of one third of shares entitled to vote constitutes a quorum.

March 2019 – increased authorized shares to: Common shares consist of 250,000,000 common shares, par value $0.01 per share, and authorized 25,000,000 preferred shares, par value $0.01 per share that may be issued in one or more series as determined by the Company's Board of Directors.

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:

7400 E Crestline Cir, Ste 130
Greenwood Village, CO 80111

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

7400 E Crestline Cir, Ste 130
Greenwood Village, CO 80111

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: Mountain Share Transfer, LLC
Phone: 404-474-3110
Email: service@mountainsharetransfer.com
Address: 2030 Powers Ferry Road SE, Suite 212
Atlanta, GA 30339

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:	PHCG	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	74625M101	
Par or stated value:	$0.01	
Total shares authorized:	250,000,000	as of date: December 31, 2024
Total shares outstanding:	153,442,576	as of date: December 31, 2024
Total number of shareholders of record:	191	as of date: December 31, 2024

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

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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:	Series “A” Preferred Stock	
Par or stated value:	$0.01	
Total shares authorized:	40,000	as of date: December 31, 2024
Total shares outstanding:	6,600	as of date: December 31, 2024
Total number of shareholders of record:	1	as of date: December 31, 2024

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

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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.**

   One vote per one share of common stock.

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

   - Issuance price of Series A Preferred is $100 per share;
   - Series A Preferred convert at 10,000:1 into Common Shares;
   - Holders of the Series A Preferred vote on an "as converted" basis,
   - Prior to certain significant votes of the Common Shareholders, a majority of the holders of the Series A Preferred holders must approve of the action.
   - Series A Preferred have an Optional Conversion right at $0.45 per share

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

   See Item 2 above for Series A Preferred shares

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 as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2022 Common: 116,262,132 Preferred: 6,660	*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 (entities must have individual with voting / investment control disclosed).**	**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.**
02/10/2023	New Issuance	3,000,000	Common	$0.02	No	Nobadeer Ventures, LLC (Michael C. Morfit)	Services	Restricted	Rule 144
02/10/2023	New Issuance	1,650,000	Common	$0.2	No	AJB Capital Investments LL (Ari Blaine)	Debt Conversion	Restricted	Rule 144
04/12/2024	New Issuance	6,000,000	Common	$0.01	No	1800 Diagonal fka Sixth Street Lending / Curt Kramer	Debt settlement	Restricted	Rule 144
06/06/2024	New Issuance	6,331,731	Common	$0.01	No	1800 Diagonal fka Sixth Street Lending / Curt Kramer	Debt settlement	Restricted	Rule 144
06/24/2024	New Issuance	6,644,970	Common	$0.01	No	1800 Diagonal fka Sixth Street Lending / Curt Kramer	Debt settlement	Restricted	Rule 144
06/28/2024	New Issuance	6,646,154	Common	$0.01	No	1800 Diagonal fka Sixth Street Lending / Curt Kramer	Debt settlement	Restricted	Rule 144
07/31/2024	New Issuance	7,307,692	Common	$0.01	No	1800 Diagonal fka Sixth Street Lending / Curt Kramer	Debt settlement	Restricted	Rule 144
08/06/2024	New Issuance	5,579,897	Common	$0.01	No	1800 Diagonal fka Sixth Street Lending / Curt Kramer	Debt settlement	Restricted	Rule 144
12/13/2024	Cancellation	(6,000,000)	Common	$0.01	No	Stephen O Bentley Holdings LLC / Stephen Bentley	Voluntary Surrender of shares	Restricted	N/A
Shares Outstanding on Date of This Report: Ending Balance Date 12/31/2024 Common: 153,422,576 Preferred: 6,660									

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

____

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

[☐] Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance ($)	Outstanding Balance ($) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion[5]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
11/2/22	$ 1,244,851	$ 1,568,181	11/2/23	$0.08 per share	-0-	19,602,263	Tim Topp	Debt Restructure
11/2/22	$ 695,806	$ 876,528	11/2/23	$0.08 per share	-0-	10,956,603	Richard O'Shea	Debt Restructure
11/2/22	$ 458,853	$ 578,031	11/2/23	$0.08 per share	-0-	7,225,382	Eric Boivin	Debt Restructure
11/2/22	$ 74,521	$ 93,877	11/2/23	$0.08 per share	-0-	1,173,458	Cornbuck-Aurora (A. Sands)	Debt Restructure
11/2/22	$ 30,249	$ 7,857	11/2/23	$0.08 per share	-0-	476,318	Rebecca Gregarek	Debt Restructure
11/2/22	$ 1,014,997	$ 1,278,622	11/2/23	$0.08 per share	-0-	15,982,773	David Burcham	Debt Restructure
11/2/22	$ 604,970	$ 762,099	11/2/23	$0.08 per share	-0-	9,526,241	Vicki Burcham	Debt Restructure
11/2/22	$ 301,897	$ 380,309	11/2/23	$0.08 per share	-0-	4,753,865	Creditor Group - Legal Fees**	Legal Fees Repayment
12/27/22	$ 791,250	$ 923,551	12/27/23	Lowest close price previous 20 days **if defaulted**	N/A	N/A	AJB Capital (A. Blaine)	Term Note
02/02/23	$ 150,000	$ 151,740	5/2/23	N/A	N/A	N/A	AJB Capital (A. Blaine)	Term Note

Total Outstanding Balance: **$ 6,620,0794** **Total Shares:** **-0-** **69,696,899**

Any additional material details, including footnotes to the table are below:

____

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

[5] The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Currently operating as a business consulting services company

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

Pure Harvest Colorado, subsidiary of PHCG

C. Describe the issuers' principal products or services.

Business management services.

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 operates out of shared office space provided by its CEO and President.

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.

Individual Name (First, Last) or **Entity Name** (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, 5% Control person)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned** (List common, preferred, warrants and options separately)	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
Richard Hawkins	CEO	Hayden Lake, ID	-0-	N/A	-
Eric Boivin	Owner of more than 5%	Arvada, CO	27,750,000	Common	20.7%
Blue Ridge Investments, LLC – Rick O'Shea	Owner of more than 5%	Ft Lauderdale, FL	6,600	Preferred A	16.5%

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to 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, <u>in the past 10 years</u>:

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);

   <u>No</u>

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;

   <u>No</u>

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;

   <u>No</u>

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

   <u>No</u>

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.

   <u>No</u>

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.

   <u>No</u>

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.

   <u>None</u>

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Kenneth Grace
Firm: Lash Wilcox & Grace PL
Address 1: 2202 West Shore Blvd, Ste 200
Address 2: Tampa, FL 33607
Phone: 813-639-4205
Email: LGrace@LashWilcoxandGrace.com

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] _____

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: **Richard Hawkins**
Title: **CEO and CFO**
Relationship to Issuer: **Sole officer and director**

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: **Richard Hawkins**
Title: **CFO**
Relationship to Issuer: **Consultant**
Describe the qualifications of the person or persons who prepared the financial statements:[6]
Business and regulatory consulting with extensive experience in providing consolidated financials

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.

[6] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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, Richard Hawkins certify that:

1. I have reviewed this Disclosure Statement for Pure Harvest. for the Year ended December 31, 2024;

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.

April 9, 2025

/s/ *Richard Hawkins*

CEO's Signature

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

Principal Financial Officer:

I, Richard Hawkins certify that:

1. I have reviewed this Disclosure Statement for Pure Harvest. for the Year ended December 31, 2024;

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.

April 9, 2025

/s/ *Richard Hawkins*

[CFO's Signature

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

Pure Harvest Corporate Group, Inc.
Balance Sheets
(Unaudited)

	December 31, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash	$ 2,890	$ -
Total current assets	2,890	-
Total assets	**$ 2,890**	**$ -**
LIABILITIES AND STOCKHOLDERS (DEFICIT)		
Current liabilities:		
Accounts payable	$ 583,831	$ 590,164
Accrued expenses	2,282,408	1,702,102
Notes payable - current portion	151,740	885,000
Convertible Notes payable (net of debt discount of $-0- and $-0-, respectively)	5,217,396	4,426,146
Total current liabilities	**8,235,375**	**7,603,412**
Total long-term liabilities	**-**	**-**
Total liabilities	**$ 8,235,375**	**$ 7,603,412**
Commitments and contingencies (Note 9)	-	-
Stockholders' deficit		
Preferred Stock - $0.01 par value; authorized - 25,000,000 shares; issued and outstanding - 6,660 and 6,660 shares, as of December 31, 2024 and December 31, 2023, respectively		
Preferred Series A - $0.01 par value, authorized - 40,000 shares; issued and outstanding - 6,660 and 6,660 shares, as of December 31, 2024 and December 31, 2023, respectively	538,842	538,842
Common stock - $0.01 par value, authorized - 250,000,000 shares; issued and outstanding - 153,442,576 and 120,912,132 shares as of December 31, 2024 and December 31, 2023, respectively	1,534,226	1,209,121
Additional paid-in capital	20,413,429	20,658,336
Accumulated deficit	(30,718,981)	(30,009,711)
Total Shareholders' Deficit	**(8,232,485)**	**(7,603,412)**
Total liabilities and stockholders' deficit	**$ 2,890**	**$ -**

See accompanying notes to the unaudited financial statements

Pure Harvest Corporate Group, Inc.
Statements of Income
(Unaudited)

	For the Years Ended	
	December 31, 2024	December 31, 2023
Revenues	$ -	$ 445
Cost of sales	-	-
Gross (loss) profit	-	445
Operating expenses:		
General and administrative including stock-based comp.	35,777	229,528
Total operating expenses	35,777	229,528
Loss from operations	(35,777)	(229,083)
Other (Expense) / Income:		
Interest expense	(593,296)	(539,266)
Loss on change in fair value of derivative liability	-	2,149,776
Debt discount	-	(1,940,322)
Gain (loss) on debt settlements	(80,197)	(1,836,005)
Total other (expenses) income	(673,493)	(2,165,817)
Provision for income taxes	-	-
Net income (loss) applicable to shareholders	$ (709,270)	$ (2,394,900)
Preferred stock dividends	-	-
Net income (loss) applicable to common stockholders	$ (709,270)	$ (2,394,900)
Per share data		
Net Profit (Loss) per share - basic and diluted	$ (0.01)	$ (0.02)
Weighted average number of shares outstanding- basic and diluted	140,649,976	120,389,803

See accompanying notes to the unaudited financial statements

Pure Harvest Corporate Group, Inc.
Statement of Stockholders' Deficit
(Unaudited)

	Preferred Stock - Par $0.01		Common Stock - Par $0.01		Common Stock to be Issued		Additional Paid-In	Accumulated	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	(Equity)
Balance, December 31, 2022	6,660	$ 538,842	116,262,132	$ 1,189,192	250,000	$ 2,500	$ 20,658,508	$ (23,509,934)	$ (1,120,892)
Issuance of common stock for debt modification	-	-	1,650,000	16,500	-	-	(56,500)	-	(40,000)
Issuance of common stock for consulting services	-	-	3,000,000	30,000	-	-	30,000	-	60,000
Cancellation of stock to be issued	-	-	-	-	(250,000)	(2,500)	-	-	(2,500)
Adjustment on divestiture of subsidiary	-	-	-	-	-	-	-	(4,104,878)	(4,104,878)
Current period divestiture adjustment	-	-	-	(26,571)	-	-	26,328		(243)
Net loss	-	-	-	-	-	-	-	(2,394,900)	(2,394,900)
Balance, December 31, 2023	6,660	538,842	120,912,132	1,209,121	-	-	20,658,336	$ (30,009,711)	$ (7,603,412)
Issuance of common stock for debt settlement	-	-	38,510,447	385,105	-	-	(304,907)	-	80,197
Return of shares for cancellation	-	-	(6,000,000)	(60,000)	-	-	60,000	-	-
Net loss	-	-	-	-	-	-	-	(709,270)	(709,270)
Balance, December 31, 2024	6,660	$ 538,842	153,422,579	$ 1,534,226	-	$ -	$ 20,413,429	$ (30,718,981)	$ (8,232,485)

See accompanying notes to the unaudited financial statements

Pure Harvest Corporate Group, Inc.
Statement of Cash Flows
(Unaudited)

	For the Years Ended December 31, 2024	December 31, 2023
Cash flows from operating activities:		
Net loss	$ (709,270)	$ (2,394,900)
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services	-	135,750
Common stock issued for debt conversion	-	(40,000)
Common stock issued for debt settlements	80,197	-
Adjustment of Right of use liability	-	116,543
Debt discount	-	1,940,322
Change in fair value of derivative liability	-	716,592
Amortization of prepaid expenses	-	169,711
Adjustments for debt settlements	-	1,761,523
Current period adjustments to deficit	-	(243)
Changes in operating asset and liability account balances:		
Accounts receivable	-	4,261
Other assets	-	(28,444)
Prepaid expenses	-	(432,263)
Inventory	-	(1,010,575)
Accrued expenses	580,306	509,266
Accounts payable	(6,333)	(151,748)
Total adjustments	654,170	3,690,695
Net cash used in operating activities	(55,100)	1,295,795
Cash flows from investing activities		
Cancellation of loans receivable	-	(2,089,000)
Net cash used in investing activities	-	(2,089,000)
Cash flows from financing activities:		
Proceeds from notes payable	(733,260)	150,000
Proceeds from convertible notes	791,250	-
Net cash provided by financing activities	57,990	150,000
Net increase (decrease) in cash	2,890	(643,205)
Cash at beginning of period	-	643,205
Cash at end of period	$ 2,890	$ -
Supplemental Schedule of Cash Flow Information:		
Cash paid for interest	$ 9,990	$ -
Cash paid for income taxes	$ -	$ -

See accompanying notes to the unaudited financial statements

Pure Harvest Corporate Group, Inc.

Notes to the Financial Statements
For the Year Ended December 31, 2024
(Unaudited)

NOTE 1 DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Pure Harvest Corporate Group, Inc. (the "Company"), formerly Pure Harvest Cannabis Group, Inc., and formerly The Pocket Shot Company, Inc, was formed as a Colorado corporation in April 2004.

On December 31, 2018, the Company acquired all the outstanding common stock of Pure Harvest Cannabis Producers, Inc., ("PHCP") in exchange for 17,906,016 (post-split) shares of the Company's common stock. The transaction was accounted for as a reverse acquisition.

On May 6, 2023, the Company divested Pure Harvest Cannabis Producers, Inc's operations including all related equipment and licenses and exited the cannabis and hemp-CBD industries and shut down all current operations.

The Company is actively working to re-establish other operations that will be less fraught with legal challenges.

The Company changed its name to Pure Harvest Cannabis Group, Inc. in February 2019.

The Company changed its name to Pure Harvest Corporate Group, Inc. on June 8, 2020.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented in United States dollars and have been prepared in accordance with United States generally accepted accounting principles.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all accruals and adjustments (each of which is of a normal, recurring nature) necessary for a fair presentation of the Company's financial position as of December 30, 2024, and the results of its operations for the year then ended.

Going Concern Basis of Accounting

The Company's financial statements are prepared using accounting principles generally accepted in the United States ("U.S. GAAP") applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. As reflected in the financial statements, the Company has an accumulated deficit balance of $30,718,981 as of December 30, 2024, and has suffered significant net losses and negative cash flows from operations and has limited working capital. The Company expects to incur ongoing expenses for the foreseeable future related to development and commercialization of its potential future technologies. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it establishes a revenue stream and becomes profitable. Management's plans to continue as a going concern include raising additional capital through sales of equity securities and borrowing. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. If the Company is not able to obtain the necessary additional financing on a timely basis, the Company will be required to delay, reduce the scope of, or eliminate one or more of the Company's research and development activities or commercialization efforts or perhaps even cease the operation of its business. These factors raise substantial doubt about the Company's ability to continue as a going concern for one year from the date the financials were issued.

The accompanying condensed financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The financial statements do not include any adjustments that might result from this uncertainty.

Uncertainty Due to Geopolitical Events

The ongoing Israel-Hamas war which began in October 2023 has precipitated ongoing conflict between the two parties and has enveloped the Middle East region in unrest. This conflict has extended to the Persian Gulf where increasing attacks on international shipping have caused worldwide concern due to its potential economic impact due to supply chain concerns. These recent events coupled with Russia's invasion of Ukraine, which began in February 2022, resulting in sanctions and other actions against Russia and Belarus, have created uncertainty and disruption in the global economy. Although neither of the aforementioned conflicts have had a material adverse impact on the Company's financial results for the years ended December 30, 2024 and 2023, respectively, at this time the Company is unable to fully assess the aggregate impact that both conflicts will have on its business due to various uncertainties, which include, but are not limited to, the duration of the wars, their effect on the economy, their impact to the business of the Company's, and actions that may be taken by governmental authorities related to these conflicts.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. The Company had no cash equivalents as of December 30, 2024 and December 31, 2023.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk primarily consist of cash. The Company maintains its cash in bank deposits accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk in cash.

Prepaid Expenses

Prepaid expenses consist primarily of short-term prepaid expenditures or deposits that will be amortized within one year.

Leases

The Company determines if an arrangement contains a lease at inception. Leases are included in lease right-of-use ("ROU") assets and lease liabilities on the balance sheet.

Lease ROU assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The operating lease ROU asset includes any lease payments made and initial direct costs incurred and excludes lease incentives. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

The Company has elected as an accounting policy not to apply the recognition requirements in ASC 2016-02, Leases ("ASC 842") to short-term leases. Short-term leases are leases that have a term of 12 months or less and do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. The Company recognizes the lease payments for short-term leases on a straight-line basis over the lease term. As of December 30, 2024 and December 31, 2023, the Company did not have leases that qualified as right of use assets.

Income Taxes

In accordance with FASB ASC Topic 740, Income Taxes ("ASC 740"), the Company recognizes deferred tax assets and liabilities for the expected future tax consequences or events that have been included in our financial statements and/or tax returns. Deferred tax assets and liabilities are based upon the differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities and for loss and credit carryforwards using enacted tax rates expected to be in effect in the years in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company provides reserves for potential payments of tax to various tax authorities related to uncertain tax positions when management determines that it is more likely than not that a loss will be incurred related to these matters and the amount of the loss is reasonably determinable. No tax liabilities were recorded as of December 30, 2024 and December 31, 2023.

Segment Information

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker ("CODM"), or decision-making group, in making decisions on how to allocate resources and assess performance. The Company has one operating segment.

Advertising Costs

Advertising and promotion costs are expensed as incurred. The Company had no material advertising expenses during the periods ending December 30, 2024 and December 31, 2023.

Research and Development

The Company expenses internal and external research and development costs, including costs of funded research and development arrangements, in the period incurred. The Company incurred $-0- in external research and development costs during the years ended December 30, 2024 and December 31, 2023, respectively.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with the guidance of FASB ASC Topic 718, Compensation-Stock Compensation ("ASC 718"), which requires all share-based payments be recognized in the consolidated financial statements based on their fair values. In accordance with ASC 718, the Company has elected to use the Black-Scholes option pricing model to determine the fair value of options granted and recognizes the compensation cost of share-based awards on a straight-line basis over the vesting period of the award.

Net loss per Common Share

Net loss per common share is computed by dividing net loss by the weighted average common shares outstanding during the period as defined by Financial Accounting Standards, ASC Topic 260, "Earnings per Share". Basic earnings per common share ("EPS") calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding during the period. For the periods ended December 30, 2024 and December 31, 2023, dilutive instruments consisted of convertible notes payable, options and warrants to purchase shares of the Company's common stock totaling approximately 125.4 million and 119.9 million shares of common stock, respectively, the effects of which to the net loss are anti-dilutive.

Related Party Transactions

Parties are considered to be related to the Company if the parties that, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. All transactions shall be recorded at fair value of the goods or services exchanged. Property purchased from a related party is recorded at the cost to the related party and any payment to or on behalf of the related party in excess of the cost is reflected as a distribution to the related party.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of December 31, 2024 and 2023, respectively, which consist of convertible instruments and rights to shares of the Company's common stock and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described. There was no derivative liability as of December 30, 2024 and December 31, 2023.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards.

ASC 480 "Distinguishing Liabilities From Equity" provides that instruments convertible predominantly at a fixed rate resulting in a fixed monetary amount due upon conversion with a variable quantity of shares ("stock settled debt") be recorded as a liability at the fixed monetary amount.

ASC 815 "Derivatives and Hedging" generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of "Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity's control or could require net cash settlement, then the contract shall be classified as an asset or a liability.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. The Company provides for depreciation using the straight-line method over the estimated useful lives of the related assets, which range from three to five years. Maintenance and repair costs are expensed as they are incurred while renewals and improvements which extend the useful life of an asset are capitalized. At the time of retirement or disposal of property and equipment, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in the consolidated results of operations.

Impairment of Long-Lived Assets

The carrying value of long-lived assets is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. An impairment loss is recognized when the carrying amount of an asset exceeds the estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition. The amount of the impairment loss to be recorded is calculated by the excess of the asset's carrying value over its fair value. Fair value is generally determined using a discounted cash flow analysis. As of December 30, 2024 and December 31, 2023, there was no impairment of long-lived assets.

Recently Adopted Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") and are adopted by us as of the specified effective date. We believe that the impact of recently adopted and recently issued accounting pronouncements will not have a material impact on our balance sheets, results of operations and cash flows.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments. The guidance in Accounting Standards Update ("ASU") 2016-13 replaces the incurred loss impairment methodology under current GAAP. The new impairment model requires immediate recognition of estimated credit losses expected to occur for most financial assets and certain other instruments. It will apply to trade receivables, loans, and held-to-maturity debt securities. Entities will be required to estimate lifetime expected credit losses. This may result in earlier recognition of credit losses. In November 2019 the FASB issued ASU No. 2019-10, which delays this standard's effective date for SEC smaller reporting companies to the fiscal years beginning on or after December 15, 2022. The Company determined that this update did not have a material impact on the financial statements upon adoption on January 1, 2023.

In August 2017, the FASB issued Accounting Standards Update No. 2017-12, Derivatives and Hedging (Topic 815): The amendments in the update make targeted improvements to the optional hedge accounting model with the objective of improving hedge accounting to better portray the economic results in a Company's financial statements. Prior to the issuance of the amendments in Update 2017-12, companies struggled with achieving fair value hedge accounting for interest rate risk hedges of portfolios of prepayable financial assets. The amendments in this update will apply to all entities that elect to apply the portfolio layer method of hedge accounting in accordance with Topic 815. The amendments in this update are effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years. The Company determined that this update did not have a material impact on the financial statements upon adoption on January 1, 2023. Any new accounting standards, not disclosed above, that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

NOTE 3 – FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement.

NOTE 4 - LEASE AGREEMENTS

The Company currently operates on a month-to-month basis with no required lease.

NOTE 5 - NOTES PAYABLE

Convertible Note Payable

During the year ended December 31, 2019, the Company issued a series of convertible notes with original principal balances of $1,000,000. The convertible notes had original maturity dates ranging from November 1, 2021 to December 1, 2021 and incur interest at 20% per annum. In July 2020, the due date of the convertible notes was extended to November 1, 2023. In April 2021, the convertible notes were further amended to define the timing for quarterly interest payments due under the convertible notes and impose a penalty payable in cash and stock for late interest payments. In connection with this amendment, the Company increased the principal balance by $233,333 of accrued interest and $66,667 classified as an extension fee for the remaining accrued interest of $114,568 for which the payment was extended until early July 2021. The extension fee was recorded as interest expense during the year ended December 31, 2021. As of December 30, 2024, the balance due on the convertible notes was $1,000,000, net a discount of $-0- recorded within convertible notes payable.

In addition, the convertible notes are convertible upon issuance at a fixed price of $0.50 per common share. In connection with the issuance, the Company recorded a beneficial conversion feature of $44,000 resulting in a discount to the convertible notes. The discount is being amortized to interest expense using the straight-line method, due to the short-term nature of the convertible notes, over the term. During the years ended September 30, 2021 and 2020, the Company amortized $28,152 and $13,376, respectively, to interest expense.

Due to the modification below, whereby the remaining discount was extinguished, as of September 30, 2021, no discount remained. The convertible notes include other provisions such as first right of refusal on additional capital raises, authorization of holder to incur debts senior to the convertible notes, etc. Additionally, should the holder exercise the option to exercise a warrant to purchase an additional share of common stock for which the terms are not defined in the agreement, the issuance of the warrant would be a contingency for which the Company has not accounted for. Should warrants be ultimately issued, the Company expects to record the fair value of such as additional interest expense.

On August 31, 2021, the Company and the note holder agreed to settle the balance due under the convertible notes. The Company agreed to make a cash payment to the note holder of $1,000,000 on or before January 4, 2022, and the note holder has the option to elect to receive 2,000,000 shares of the Company's restricted common stock in lieu of the $1,000,000 cash payment. Additionally, the Company issued the note holder 2,000,000 shares of common stock and 6,000,000 warrants to purchase the Company's common stock which expire August 31, 2025. The common stock issued to the noteholder is convertible to the Company's preferred stock, at the noteholder's option, should the Company issue a new class of Preferred Stock. The Company accounted for the transaction as an extinguishment of the convertible note whereby the transaction was recorded as its fair market value. In connection with the extinguishment, the Company recorded an additional interest expense of $940,000 related to the fair market value of the common stock issued and $1,665,000 related to the fair market value of the warrants.

Convertible Note Payable – Up to $4,000,000

In August 2020, the Company entered into an agreement for borrowings up to $4.0 million. Upon closing, the Company received $1,950,000 which provided for a six-month interest reserve. Additional amounts are advanced as varies milestones are reached. The borrowing incurs interest at 15% per annum with principal and outstanding interest due three years from the date of issuance. The Company's assets secure the borrowings. The borrowings have a variety of financial and non-financial covenants for which the Company is in compliance with as of the filing date. In addition, the borrowings are convertible at the lesser of $2.00 or 75% of the average closing price of the Company's common stock for the preceding 30 days. Additionally, for every dollar advanced under the borrowing, the holder receives two shares of common stock. In 2020, the Company issued the holder 4,192,500 shares of common stock in connection with the convertible note. The agreement also includes a variety of other provisions related to inventory sold with specific discounts, markups, etc.

In August 2021, the Company received an additional $500,000 under the terms of the initial agreement. In connection with this tranche, the Company issued 1.0 million shares of common stock. Due to the variable conversion price, the Company recorded derivative liabilities for the conversion feature on the date of issuance. Upon initial valuation, the derivative liabilities value of $395,891, as well as the fair market value of the 1.0 million shares of common stock exceeded the face values of the convertible notes payable by $355,891, which was recorded as a day one loss on derivative liabilities. The variables to value the derivatives on issuance were similar to those disclosed below. As of December 31, 2023, the principal balance due on the convertible notes was $2,474,034, and accrued interest of $350,633, net a discount of $-0- recorded current convertible notes payable.

Convertible Note Payable - $500,000

On November 17, 2020, the Company borrowed $500,000 from an unrelated third party. The note incurs interest at 8% per annum and initially matured on January 31, 2021. See below for discussion regarding the extension of the note. At the option of the lender, the loan and any accrued interest may be converted into shares of the Company's common stock. The number of shares of the Company's common stock which will be issued upon any conversion will be determined by dividing the amount to be converted by the lesser of 75% of the ten-day average closing price of the Company's common stock immediately prior to the date of conversion or $0.50. As of March 31, 2023, the principal balance due on the convertible note was $500,000 and recorded within convertible notes payable.

On January 31, 2021, the holder of the note agreed to extend the due date for the note to April 2, 2021. In consideration for extending the repayment date to April 2, 2021, the Company issued to the note holder 50,000 shares of its common stock and the interest rate of the note was increased to 10% per annum.

On April 16, 2021, the holder of the note agreed to extend the due date for the note to June 18, 2021. In consideration for extending the repayment date, the Company issued to the note holder 100,000 shares of its common stock, 100,000 shares of common stock for accrued interest through execution date and provided the holder with the option to extend the payment to September 15, 2021, for which an additional 150,000 shares of common stock would be provided, if extended. In June 2021, the payment date was extended to September 15, 2021.

Effective September 15, 2021, the holder of the note agreed to extend the due date for the note to October 31, 2021. In consideration for extending the repayment date, the Company issued to the note holder 100,000 shares of its common stock and provided the holder with the option to extend the payment to January 31, 2022, for which an additional 100,000 shares of common stock would be provided, if extended. If the balance of the Note is unpaid on October 31, 2021, the note shall bear interest at a rate of 18% per annum beginning November 1, 2021.

The Company recorded the fair market value of the common stock issued in connection with the above issuances of $233,500 as additional interest expense during the year ended December 31, 2021.

Convertible Note Payable - $830,000

On December 7, 2020, the Company restructured and consolidated various notes from an acquisition. The note was earning 10% annual interest and convertible at a set price of $0.30 per share.

Convertible Note Payable - $500,000

On April 23, 2021, the Company borrowed $500,000 from a related third party. The note was earning 10% annual interest and convertible at a set price of $0.30 per share.

Convertible Notes - $400,000

On July 15, 2021, the Company borrowed a total of $400,000 from two third parties. The loans are evidenced by two convertible promissory notes which bear total interest of $30,000, are convertible at $0.40 per share, and mature on August 20, 2021. In addition, the holders received a total of 76,500 shares of common stock. The Company recorded the value of the common stock issued and a beneficial conversion feature resulting in a $263,000 discount to the convertible promissory notes. The Company amortized the entire discount to interest expense during the year ended December 31, 2021.

Convertible Note Payable - $400,000

On August 26, 2021, the Company completed the sale of a Promissory Note in the principal amount of $400,000 (the "Note") to a third party for a purchase price of $376,000. After payment of the legal fees and finder's fees and closing cost, the sale of the Note resulted in $358,000 in net proceeds to the Company. The Note matures on February 25, 2022, bears interest at a rate of 5% per annum for the first three months and 10% per annum thereafter, and, following an event of default only, is convertible into shares of the Company's common stock at a conversion price equal to the lesser of 90% of the lowest trading price during (i) the 10 trading day period preceding the issuance date of the note, or (ii) the 20 trading day period preceding date of conversion of the Note. The borrowings have a variety of financial and non-financial covenants for which the Company is in compliance with as of the filing date.

Due to the variable conversion price, the Company recorded a derivative liability of $134,485 upon issuance. The derivative liability was valued using similar inputs to those disclosed below. In addition, the holder received 440,000 shares of common stock valued at $202,400 and an on-issuance discount of $24,000. These items resulted in a discount of $360,885 being recorded against the Note. During the year ended December 31, 2021, the Company amortized $321,608 of the discount to interest expense. As of December 31, 2022, a discount of $39,277 remained which is being amortized using the straight-line method over the remaining term.

On December 27, 2022, the Company and Note holder restructured Note terms to defer interest and maturity date to December 27, 2023.

Convertible Note Payable - $25,000

On December 13, 2021, the Company took a short-term bridge loan in the amount of $25,000.00 with a payback of $27,000.00 within 60 days.

Convertible Note Payable - $77,000

On February 9, 2022, the Company completed the sale of a Promissory Note in the principal amount of $77,000 (the "Note") to a third party for a purchase price of $68,750. The Note matures on February 9, 2023, and bears interest at a rate of 12% per annum, all of which was considered due upon issuance of the note. The note has a conversion price equal to the greater of the fixed price of $0.005, and the variable price of a 25% discount to the lowest Trading Price for the Common Stock during the ten (10) Trading Days prior to the Conversion Date.

Convertible Note Payable - $78,750

On March 7, 2022, the Company completed the sale of a Promissory Note in the principal amount of $78,750 (the "Note") to a third party for a purchase price of $78,750. The Note matures on March 7, 2023, and bears interest at a rate of 12% per annum. The note has a variable conversion price equal to a 35% discount to the average of the one (1) lowest Trading Price for the Common Stock during the ten (10) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date.

Convertible Note Payable - $301,897

On November 2, 2022, the Company agreed to reimburse the note holders legal fee expenses for restructuring $3,352,468 principal balance into preferred convertible promissory notes with a 12-month maturity date. The legal fees note is also a convertible preferred promissory note with a maturity date of 90 days after effectiveness of an S-1 registration statement. The note balance is pro rata to each of the note holders restructured principal amount and convertible at $0.08 per share of common stock.

Derivative Liabilities

The derivative liabilities are valued on the date the borrowings become convertible and revalued at each reporting period. During the year ended December 31, 2021, the Company revalued the fair market value of the derivative liabilities at $2,149,776 resulting in a loss of $95,515. The valuation of the derivative liabilities was based upon the following Black-Scholes option pricing model average assumptions: an exercise price of $0.35 our stock price on the date of revalue of $0.33, expected dividend yield of 0%, expected volatility of 108.00%, risk free interest rate of 0.01% and expected term of 0.96 years. As of March 31, 2024, the balance has been written off.

Related Party Convertible Notes Payable

At various times in 2020, the Company borrowed a total of $430,000 from an individual related to a director of the Company and a director of the Company. The loans are evidenced by a promissory note which bear interest at 12% per year and are due and payable at dates ranging from December 10, 2020, to January 10, 2021. The proceeds were used for operations. At the option of the holders, the note principal and any accrued interest may be converted into shares of the Company's common stock. The number of shares of the Company's common stock which will be issued upon any conversion will be determined by dividing the amount to be converted by the lesser of $0.30 or 80% of the ten-day average closing price of the Company's common stock immediately prior to the date of conversion. The holders also have the option to convert $900,000 owed to them from EdenFlo, LLC, as disclosed below, which debt was assumed the Company in connection with the acquisition of EdenFlo, at a price of $0.30 per share for a period of 12 months. Additionally, the holders were issued 215,000 shares of common stock in connection with the notes. On December 7, 2020, the loans were amended whereby the various promissory notes were consolidated into two notes with a maturity date of June 30, 2021, and the variable conversion price was removed. See below for additional accounting impact. On April 23, 2021, the consolidated promissory notes were amended to allow the Company to extend the maturity date of the consolidated notes to December 31, 2021, in exchange for an aggregate of 250,000 shares of common stock and $15,000 added to the principal balance of the note. The shares of common stock were valued at $115,000 and recorded as interest expense during nine months ended September 30, 2021. As of March 31, 2023, the principal balance due on the convertible notes was $1,420,081 and was recorded within related party convertible notes payable.

Due to the variable conversion price, the Company recorded derivative liabilities for the conversion feature on the date of issuance. The derivative liabilities are valued on the date the convertible note payable become convertible and revalued at each reporting period. During the year ended December 31, 2020, the Company recorded initial derivative liabilities of $298,913 based upon the following Black-Scholes option pricing model average assumptions: an exercise price of $0.30 our stock price on the date of grant ranging from $0.40 - $0.49, expected dividend yield of 0%, expected volatility of 103.00%, risk free interest rate of 0.64% and expected terms of 0.5 years. Upon initial valuation, the derivative liabilities, as well as the fair market value of the 215,000 shares of common stock exceeded the face values of the convertible notes payable by $2,940, which was recorded as a day one loss in derivative liability. On December 7, 2020, the derivative liabilities were revalued at $540,475 resulting in a loss of $241,562. The value of the derivatives of $540,475 was recorded as a gain on extinguishment due to the modification of the exercise price. The inputs to value the derivative liabilities were similar to those on the date of issuance.

In connection with the SKM acquisition, the Company assumed four notes payable totaling $275,756 with the former member. The notes are being paid by the Company according to the original terms between the noteholders and SKM.

In connection with the EdenFlo asset acquisition, the Company assumed two notes payable with the former shareholders. Under the terms of the agreements $600,000 is payable on June 1, 2021 and does not incur interest and $300,000 is due on August 1, 2022 and does not incur interest. As disclosed above, both notes were modified to include a conversion feature at a price of $0.30 per share. The modification was treated as an extinguishment of the original note for which a loss on extinguishment of $448,000 was recorded.

In connection with the SKM acquisition, the Company assumed four notes payable totaling $275,756 with the former membership. The notes are being paid by the Company according to the original terms between the noteholders and SKM.

Notes Payable

Note Payable - $173,705

On November 1, 2020, the Company entered into an agreement to convert accounts payable of $173,705 into a note payable. The note incurred interest at 8% per annum and is payable in monthly payments. On September 30, 2021, the Company determined to terminate the note and began discussions with the note holder to affect the termination of the note.

Note Payable – Up to $156,000

On July 26, 2021, the Company, through a subsidiary, obtained a line of credit for its cannabis operations in an amount up to $156,000 which is formalized in a Business Loan and Security Agreement. The line of credit is secured by invoices and accounts receivable and incurs interest at escalating rates based on the time of repayment. The borrowings have a variety of financial and non-financial covenants for which the Company is in compliance with as of the filing date. As of December 31, 2022, the Company's subsidiary had not drawn on the line of credit.

Note Payable - $151,740

On February 2, 2023, the Company signed a Modification Agreement to increase the principal amount of the restructured promissory note by $150,000, increasing the amount granting a security interest in the settlement agreement of the Michigan judgement. Subsequently, on May 15, 2024, the amount was corrected to reflect an increase of $1,740.

NOTE 6 - STOCKHOLDER'S EQUITY

Stock-Based Compensation

The Company has entered into various employment and advisory agreements for which shares of common stock are issued with a variety of vesting provisions. The Company typically determines the fair market value of these awards on the date of grant and expensing that value over the vesting period which mirrors the service period.

In May 2020, the Company entered into two-year employment agreements with Matthew Gregarek, the Company's Chairman and Chief Executive Officer, David Burcham, the Company's President, and Daniel Garza, the Company's former Chief Marketing Officer. Among various other salary and bonus terms, the agreements also provide for the award of shares of the Company's restricted common stock and options to purchase shares of the Company's common stock. Under these agreements, a total of 6,300,000 fully vested shares of common stock were granted upon execution of the agreements. An additional 1,300,000 shares of common stock were awarded with a vesting date of April 1, 2021, 900,000 of which have vested. The agreements also provide for the future grant of 1,300,000 additional shares of common stock should the individuals remain employed following the April 1, 2021 expiration date, 400,000 of which have been cancelled and will not be subject to issuance. During the year ended December 31, 2021, the Company recorded $21,000 as stock-based compensation. The remaining expense outstanding is $18,000 was to be recorded through 2022.
During the year ended December 31, 2020, the Company entered into agreements with consultants for which provided investor awareness, research materials and other services. In addition, during the nine months ended the Company entered into agreements for legal, marketing, consulting, etc. for which 203,357 shares of common stock were issued. During the three months ended June 30, 2022, the Company issued 7,000,000 shares as stock-based compensation. These shares were measured at the FMV as of quarter-end, resulting in a total value of $147,000.

On April 5, 2021, the Company issued 250,000 shares to a third party for assignment of intellectual property, including patents and patent applications, agreed to on January 26, 2021. The common stock was valued at $128,750 which is being amortized over the term of the licensing agreement.

In April 2024, the Company issued 6,000,000 common shares in connection with settlement of prior debt with 1800 Diagonal Lending. The shares were recorded at the market price on the date of issue of $0.005 per share.

In June 2024, the Company issued 6,331,731 common shares at the market price of $0.002 per share on the day of issue; 6,644,970 common shares at the market price of $0.003 per share on the day of issue; and 6,646,154 common shares at the market price of $0.001per share on the day of issue, in connection with settlement of prior debt with 1800 Diagonal Lending.

Options

In May 2020, effective April 1, 2020, the individuals noted above were also granted a total of 5,750,000 options to purchase shares of the Company's common stock. These options vested in tranches at various dates through May 1, 2021, with escalating exercise prices ranging from $0.50 to $7.50 and are exercisable for approximately five years. These options were valued at $1,056,695 using a Black-Scholes Options Pricing Model. The fair value of the options granted in 2022 were estimated using a Black-Scholes Options Pricing Model.

Pure Harvest Corporate Group, Inc.

Notes to the Financial Statements

For the Year Ended December 31, 2024

(Unaudited)

NOTE 7 - RELATED PARTY TRANSACTIONS

See Note 6 for shares and options issued to management under employment contracts. See Note 5 for discussion related to related party convertible notes payable.

NOTE 8 - SUBSEQUENT EVENTS

As of the date of this filing below are the relevant subsequent events:

Effective in March 2025, the Company engaged Richard Hawkins as CEO and President