

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENTS OF OPERATIONS**  
**QUARTER ENDED OCTOBER 31, 2017**  
**(UNAUDITED)**

	July 31, 2017	October 31, 2017
<b>Revenue</b>	<u>\$ 9,132.06</u>	<u>\$ 392.50</u>
<b>Cost of Goods Sold</b>	<u>\$ (3,922.48)</u>	<u>\$ (178.98)</u>
<b>Gross Revenue</b>	<u>\$ 5,209.58</u>	<u>\$ 213.52</u>
<b><u>Operating expenses:</u></b>		
Advertising/Promotional		
Bank Charges	\$ 89.85	\$ 15.00
Entertainment Meals		\$ 826.64
General and administrative	\$ 450.00	
Professional fees	\$ 15,000.00	\$ 1,500.00
Executive Compensation	\$ 8,450.00	\$ 12,000.00
Investor relations		
Selling		
Lease, Office Expense		
Other Miscellaneous Expense	\$ 882.49	\$ 157.25
Supplies & Materials	\$ 44.81	\$ 917.84
Travel	\$ 2,773.60	\$ 1,122.82
Travel Meals		
<b>Total operating expenses</b>	<u>\$ 27,690.75</u>	<u>\$ 16,539.55</u>
Interest		
Impairment loss		
<b>Total expenses</b>	<u>\$ 27,690.75</u>	<u>\$ 16,539.55</u>
<b>Net Profit</b>	<u>\$ (22,481.17)</u>	<u>\$ (16,326.03)</u>

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**BALANCE SHEETS AS OF OCTOBER 31, 2017**  
**(UNAUDITED)**

	July 31, 2017	October 31, 2017
<b><u>Current assets:</u></b>		
Cash and cash equivalents	\$ 62,365.24	\$ 29,186.79
Prepaid expenses	\$ 5,785.00	\$ 5,785.00
Other receivables	\$ 200,000.00	\$ 200,000.00
Other assets	\$ 8,834.77	\$ 16,787.05
Short term loan	\$ 25,000.00	\$ 25,000.00
<b>Total current assets</b>	<b>\$ 301,985.01</b>	<b>\$ 276,758.84</b>
 <b>Mining claims</b>	 <b>\$ 63,500.00</b>	 <b>\$ 63,500.00</b>
<b>Mining assets</b>	<b>\$ 12,500,000.00</b>	<b>\$ 12,500,000.00</b>
 <b>Total assets</b>	 <b>\$ 12,865,485.01</b>	 <b>\$ 12,840,258.84</b>
 <b><u>Liabilities and Shareholders' Deficit</u></b>		
<b><u>Current liabilities:</u></b>		
Notes payable	\$ 626,087.00	\$ 672,288.52
Notes payable Ore Solutions	\$ 750,000.00	\$ 750,000.00
Bank indebtedness		
Accounts payable and accrued liabilities	\$ 43,075.00	\$ 43,075.00
Accrued interest	\$ 458,938.52	\$ 486,474.83
<b>Total liabilities</b>	<b>\$ 1,878,100.52</b>	<b>\$ 1,951,838.35</b>
 <b><u>Shareholders' deficit:</u></b>		
Preferred stock, par value \$.001, 1,000,000 shares authorized, issued and outstanding as of October 31, 2017	10,801,483	10,801,483
Common stock, par value \$.00001, 15 billion shares authorized, 3,242,632,299 shares issued and outstanding as of October 31, 2017	\$ 32,968.75	\$ 32,968.75
Additional paid in capital	\$ 62,500.00	\$ 10,500.00
Accumulated other comprehensive loss	\$ (2,518.00)	
Retained deficit		
 <b>Total shareholders' deficit</b>	 <b>\$ 92,950.75</b>	 <b>\$ 43,468.75</b>
 <b>Total liabilities and shareholders' deficit</b>	 <b>\$ 12,865,485.01</b>	 <b>\$ 12,840,258.84</b>

ALASKA PACIFIC ENERGY CORP. (AN EXPLORATION STAGE COMPANY)  
STATEMENT OF SHAREHOLDERS' (DEFICIT) EQUITY JANUARY 15, 2005 THROUGH October 31, 2017  
UNAUDITED

	Preferred shares		Common shares		Paid in	Share Issuance	Deferred Stock		(Deficit)	
	Number	Amount	Number	Amount	Capital	Costs	Compensation	Loss	Equity	Deficit
<b>Balance at January 31, 2011</b>	-	-	<b>24175857</b>	<b>\$ 24,176.00</b>	<b>\$ 1,519,645.00</b>	<b>\$ (15,000.00)</b>	<b>\$ (291,666.00)</b>	<b>\$ (1,659.00)</b>	<b>\$ (1,300,144.00)</b>	<b>\$ (64,648.00)</b>
Shares issued for mining claims at \$0.001 per share	-	-	30000000	\$ 30,000.00	-	-	-	-	-	-
Shares issued for cash at \$0.00233 per share	-	-	15000000	\$ 15,000.00	\$ 20,000.00	-	-	-	-	-
Shares issued for cash at \$0.00006975 per share	-	-	11111111	\$ 11,111.00	\$ (3,361.00)	-	-	-	-	-
Shares issued for mining claims at \$0.001 per share	-	-	100000000	\$ 100,000.00	-	-	-	-	-	-
Shares issued for service at \$0.001 per share	-	-	115000000	\$ 115,000.00	\$ (103,500.00)	-	-	-	-	-
Amortization of deferred stock compensation	-	-	-	-	-	-	\$ 166,667.00	-	-	-
Accumulated other comprehensive loss	-	-	-	-	-	-	-	\$ (859.00)	-	-
Net loss for the year	=	=	=	=	=	=	=	=	\$ (457,389.00)	=
<b>Balance at January 31, 2012</b>	-	-	<b>295286968</b>	<b>\$ 295,287.00</b>	<b>\$ 1,432,784.00</b>	<b>\$ (15,000.00)</b>	<b>\$ (124,999.00)</b>	<b>\$ (2,518.00)</b>	<b>\$ (1,757,533.00)</b>	<b>\$ (171,979.00)</b>
Shares issued for cash at \$0.00122 per share	-	-	25000000	\$ 25,000.00	\$ 5,500.00	\$ (500.00)	-	-	-	-
Shares issued for cash at \$0.0006308 per share	-	-	32500000	\$ 32,500.00	\$ (12,000.00)	\$ (500.00)	-	-	-	-
Shares issued for cash at \$0.0004302 per share	-	-	31000000	\$ 31,000.00	\$ (18,500.00)	-	-	-	-	-
Shares issued for service at \$0.001 per share	-	-	100000000	\$ 100,000.00	-	-	-	-	-	-
Shares issued for cash at \$0.0003625 per share	-	-	40000000	\$ 40,000.00	\$ (25,000.00)	\$ (500.00)	-	-	-	-
Shares issued for cash at \$0.0005 per share	-	-	50000000	\$ 50,000.00	\$ (25,000.00)	-	-	-	-	-
Shares returned to treasury and cancelled	-	-	-75000000	\$ (75,000.00)	-	-	-	-	-	-
Shares issued for service at \$0.002 per share	-	-	20000000	\$ 40,000.00	\$ (20,000.00)	-	-	-	-	-
Shares issued for cash at \$0.0006154 per share	-	-	65000000	\$ 65,000.00	\$ (25,000.00)	-	-	-	-	-
Shares issued for cash at \$0.0006462 per share	-	-	65000000	\$ 65,000.00	\$ (22,500.00)	\$ (500.00)	-	-	-	-
Shares issued for cash at \$0.0002833 per share	-	-	60000000	\$ 60,000.00	\$ (43,000.00)	-	-	-	-	-
Shares issued for cash at \$0.0001700 per share	-	-	70000000	\$ 70,000.00	\$ (58,100.00)	-	-	-	-	-
Shares issued for cash at \$0.0002786 per share	-	-	70000000	\$ 70,000.00	\$ (50,500.00)	-	-	-	-	-
Issuance of preferred stock	1000000	\$ 1,000.00	-	-	-	-	-	-	-	-
Shares issued for services rendered	-	-	290000000	\$ 2,900.00	-	-	-	-	-	-
Effect of par value change	-	-	-	\$ (860,299.00)	\$ 860,299.00	-	-	-	-	-
Amortizations	-	-	-	-	-	\$ 17,000.00	\$ 124,999.00	-	-	-
Net loss for the year	=	=	=	=	=	=	=	=	\$ (746,295.00)	=
<b>Balance at January 31, 2013</b>	<b>1000000</b>	<b>\$ 1,000.00</b>	<b>1138786968</b>	<b>\$ 11,388.00</b>	<b>\$ 1,998,983.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>\$ (2,503,828.00)</b>	<b>\$ (494,975.00)</b>
Shares issued for debt conversion at \$0.00001 per share	-	-	2021499999	\$ 28,565.00	-	-	-	-	-	-
Shares issued for services at \$0.00001 per share	-	-	990000000	\$ 9,900.00	\$ (800.00)	-	-	-	-	-
Change in outstanding, net	-	-	-577262497	\$ (5,773.00)	\$ 5,773.00	-	-	-	\$ (61,348.00)	-
Net loss for the period	=	=	=	=	=	=	=	=	\$ (2,565,176.00)	\$ 518,658.00
<b>Balance at January 31, 2014</b>	<b>1000000</b>	<b>\$ 1,000.00</b>	<b>3573024470</b>	<b>\$ 44,080.00</b>	<b>\$ 2,003,956.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>\$ (61,348.00)</b>	<b>-</b>
Shares issued for debt conversion at \$0.00001 per share	-	-	1155166666	\$ 14,660.00	-	-	-	-	\$ (2,626,524.00)	\$ 452,769.00
Shares issued for debt conversion at \$0.00001 per share	-	-	4953500101	\$ 38,077.00	-	-	-	-	-	-
Net loss for the period	=	=	=	=	=	=	=	=	=	=
<b>Balance at January 31, 2015</b>	<b>1000000</b>	<b>\$ 1,000.00</b>	<b>10426691237</b>	<b>\$ 171,317.00</b>	<b>\$ 2,003,956.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>\$ (2,579,993.00)</b>	<b>\$ 5,774,050,557.65</b>
<b>Pref B issued</b>	2000000	\$ 5,000,000.00	-	-	-	-	-	-	-	-
<b>Shares issued for services at \$0.00001 per share</b>	-	-	29000000000	\$ 29,000.00	\$ 29,000.00	-	-	-	-	-
<b>Shares issued for debt conversion at \$0.00003333</b>	-	-	121621621	\$ 4,053.65	\$ 4,054.00	-	-	-	-	-
<b>Shares issued for debt conversion at \$0.00001</b>	-	-	2200000000	\$ 2,200.00	\$ 2,200.00	-	-	-	-	-
<b>Balance at October 31, 2016</b>	<b>3000000</b>	<b>\$ 5,001,000.00</b>	<b>5764442684</b>	<b>\$ 60,481.65</b>	<b>\$ 4,128,903.00</b>	<b>-</b>	<b>-</b>	<b>\$ (2,518.00)</b>	<b>\$ (2,579,993.00)</b>	<b>\$ 5,774,050,557.65</b>
<b>Pref B issued</b>	9200	\$ 23,000.00	-	-	-	-	-	-	-	-
<b>Balance at April 30, 2017</b>	<b>3009200</b>	<b>\$ 5,024,000.00</b>	<b>5764442684</b>	<b>\$ 60,481.65</b>	<b>\$ 4,128,903.00</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (2,518.00)</b>	<b>\$ (2,579,993.00)</b>	<b>\$ 5,774,050,557.65</b>
<b>Pref B issued</b>	3380	\$ 8,450.00	-	-	-	-	\$ 8,450.00	-	-	-
<b>Balance at July 31, 2017</b>	<b>3012580</b>	<b>\$ 5,032,450.00</b>	<b>5764442684</b>	<b>\$ 60,481.65</b>	<b>\$ 4,128,903.00</b>	<b>\$ -</b>	<b>\$ 8,450.00</b>	<b>\$ (2,518.00)</b>	<b>\$ (2,579,993.00)</b>	<b>\$ 5,774,050,557.65</b>
<b>Pref B issued</b>	4800	\$ 12,000.00	-	-	-	-	\$ 8,450.00	-	-	-
<b>Balance at October 31, 2017</b>	<b>3017380</b>	<b>\$ 5,044,450.00</b>	<b>5764442684</b>	<b>\$ 60,481.65</b>	<b>\$ 4,128,903.00</b>	<b>\$ -</b>	<b>\$ 16,900.00</b>	<b>\$ (2,518.00)</b>	<b>\$ (2,579,993.00)</b>	<b>\$ 5,774,050,557.65</b>

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**STATEMENTS OF CASH FLOWS**  
**FOR QUARTER ENDING OCTOBER 31, 2017**  
**(UNAUDITED)**

	July 31, 2017	October 31, 2017
<b><u>Cash flow from operating activities:</u></b>		
Total operating expenses	\$ 27,240.75	\$ 16,539.55
<b>Adjustments to reconcile net loss to net cash used in operating activities</b>		
Bad debt		
Impairment loss		
Write down of mining claims		
Shares issued for services rendered	\$ 8,450.00	\$ 12,000.00
Shares issued for debt settlement		
<b><u>Increase (decrease) in:</u></b>		
Prepaid expense	\$ 5,785.00	\$ 5,785.00
<b><u>(Decrease) increase in:</u></b>		
Accrued expenses		
Accounts payable		
<b>Net cash used in operating activities</b>	<b>\$ 13,005.75</b>	<b>\$ (1,245.45)</b>
<b>Cash flow from investing activities</b>		
Cash paid for mining claims		
<b>Net cash used in investing activities</b>		
<b><u>Cash flow from financing activities:</u></b>		
Share issuance costs		
Proceeds from issuance of common stock		
Proceeds from notes payable		
Repayment of notes payable		
<b>Cash provided by financing activities</b>		
Effect of exchange rate changes on cash		
<b>Net increase (decrease) in cash and cash equivalents</b>		
Cash and equivalents at beginning of period		
<b>Cash and equivalents at end of period</b>		
<b><u>Supplemental schedule of non cash transactions:</u></b>		
Interest		
Income taxes		
Effect of par value change		

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31, 2017**  
**(UNAUDITED)**

**1. Basis of Presentation**

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (USGAAP) and the rules and regulations of the United States Securities and Exchange Commission for unaudited financial information.

Alaska Pacific Energy Corp. (the "Company"), was incorporated under the laws of the State of Nevada on January 13, 2005 and is engaged in the acquisition, exploration and development of resource properties together with various consulting services relating to lease acquisitions.

On January 9, 2013 the Company changed its domicile from Nevada to Florida.

In February of 2014 Alaska Pacific Energy Corp. signed an acquisition agreement to acquire the 100% of the common shares of LiteFog Inc. LiteFog Inc. is an online program that was specifically designed for connecting employment-related services to businesses and individuals. Litefog.com provides innovative services that exceed employers' requirements for the jobs of today and the future. The press release can be read here at [www.otciq.com/otciq/member/news?symbol=ASKE](http://www.otciq.com/otciq/member/news?symbol=ASKE). The acquisition was paid in the form of 100 shares of convertible B Anti-Dilutive convertible preferred shares stock to the seller based upon to price per share of \$2.50 (the stock) each share I convertible pursuant to restrictions of rule 144 of the securities and exchange act of 1933, into one hundred thousand (100,000) shares of common stock of the company. This transaction has been subsequently unwound.

The company's move into mining and exploration was based on management's desire to deliver a quality investment opportunity that reflects the changing economic times. The company began exploring domestic oil and/or gas opportunities in January of 2013. The company also offers assessment consulting on mineral rights and correlating lease viability. In February of 2016 the Company acquired a private Iron Ore Holding and Processing Company. The private company subsequently registered in Florida as Ore Solutions Inc. which is now a wholly owned subsidiary of Alaska Pacific Energy Corp. Additionally, in the 3rd Quarter of 2016 the Company consummated a Forward Acquisition of a Hemp Company; Green Seed Innovation Inc. (GSI), as a wholly owned subsidiary. The acquisition included GSI's two subsidiaries, Hemp Dog Cafe Inc and Hemp Heals International Inc.

The Company is an exploration stage mining company and as such does not manufacture or otherwise create any product or offer services. We are considered an exploration or exploratory stage company as we are involved in the examination and investigation of land that we believe may contain valuable minerals for the purpose of discovering the presence of ore, if any, and its extent. There is no assurance that a commercially viable mineral deposit exists on any of the mining properties we are examining, and a great deal of further investigation will be required before a final evaluation as to the economic and legal feasibility for our future exploration is determined. At this time, we have one known reserve listed as a mining claim; as discussed in Resource Properties below. From time to time Alaska Pacific Energy Corp. will acquire additional assets that management feels is in the best interest of the company and its shareholders to better diversify the company going forward.

**2. Going Concern**

The unaudited financial statements, included herein, have been prepared in accordance with USGAAP applicable to a going concern which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company has minimal revenue sources and is dependent on financing to sustain operations and pay for future commitments related to any mineral options and might not have sufficient working capital for the next twelve months. As shown in the accompanying unaudited financial statements, the Company incurred a net loss of \$117,412 for the year ending April 30, 2017 and has an accumulated deficit of \$482,651.00 for the year ending April 30, 2017. In addition, the Company's current assets exceeded its current liabilities by \$11,766,411.00 for the year ending April 30, 2017. In spite of these factors there could still be substantial doubt as to the ability of the Company to continue as a going concern. Realization values may be substantially different from the carrying values as shown in these financial statements should the Company be unable to continue as a going concern. Management is in the process of identifying sources for additional financing to fund the ongoing development of the Company's business. As a result, the accompanying financial statements include adjustments related to the recoverability and classification

of asset carrying amounts but do not include any adjustments related to the classification of liabilities that might result from the outcome of this uncertainty.

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**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31, 2017.**  
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**2. Going Concern – continued**

The Company will require additional funding during the next twelve months to finance the growth of its current operations and achieve its strategic objectives. Management is actively pursuing additional sources of financing sufficient to generate enough cash flow to fund its operations through the next fiscal year; 2018; however, management cannot grant any assurances that such financing will be secured. The Company has hired an outside firm, Artfield Investments R. D. Inc. to prepare a Regulation A Offering application to be submitted to the SEC. The purpose of the offering is to fund an acquisition of CND Metal Solutions for the purpose of becoming the owner of approximately One Hundred Tons of Iron Ore. The Ore is CND's only asset. CND will be acquired by Forward Acquisition. The Ore will then be processed for precious metals. The current Assay of the Ore values the Ore after processing at Two Hundred Thousand Dollars per ton. The cost of processing the ore is estimated at less than Five Million Dollars.

In February of 2016, the Company acquired Ore Solutions which was subsequently domiciled as a Florida Company. The acquisition of Ore Solutions bolstered the Company's Financial Profile. In November of 2016 the Company acquired Green Seed Innovations. Both of these acquisitions were funded through Corporate Preferred B stock.

The Company still intends on raising the cash by way of a Regulation A Offering. The Company is continuing to work with Artfield Investments R. D. Inc. in the preparation of the Reg A application to be submitted to the SEC.

**3. Summary of Significant Accounting Policies**

**Use of Estimates**

The preparation of financial statements in conformity with USGAAP 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 dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates.

**Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand and all highly liquid debt instruments purchased with a maturity of three months or less.

**Exploration and Development Costs**

Exploration costs are charged to operations as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan, which occurs upon completion of a positive economic analysis of the mineral deposit, the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized. Capitalized amounts may be written down if future undiscounted cash flows, including potential sales proceeds, related to mineral property are estimated to be less than the carrying value of the property.

**Stock-Based Compensation**

In December 2004, the Financial Accounting Standards Board (FASB) issued FASB ASC 718 (Prior authoritative literature: SFAS No. 123R, "Share Based Payment"). FASB ASC 718 establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. FASB ASC 718 focuses primarily on accounting for transaction cost relating to share-based payment transactions be recognized in the financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued.

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The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of FASB ASC 505-50 (Prior authoritative literature: EITF 96-18, "Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in conjunction with Selling, Goods,

Services" and EITF 00-18, "Accounting recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees"). The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement.

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**3. Summary of Significant Accounting Policies – continued**

Stock-based compensation related to non-employee is accounted for based on the fair value of the related stock or options or the fair value of the services, whichever is more readily determinable in accordance with FASB ASC 718.

The Company has elected the modified prospective transition method as permitted by the accounting pronouncement and accordingly prior periods have not been restated to reflect the impact of the accounting pronouncement. The modified prospective transition method requires that stock-based compensation expense be recorded for all new and unvested stock options, restricted stock, restricted stock units, and employee stock purchase plan shares that are ultimately expected to vest as the requisite service. Stock-based compensation expense for awards granted prior to January 1, 2006 is based on the grant date fair-value as determined under the pro forma provisions of previous accounting pronouncement. As the Company incorporated on January 13, 2005 and did not grant any stock options, no pro forma information is provided. Resource property acquisition costs are capitalized until the viability of the mineral interest is determined. Capitalized acquisition costs are expensed in the period in which it is determined that the mineral property has no future economic value.

**Resource Properties**

Capitalized amounts may be written down if future cash flows, including potential sales proceeds, related to the property are estimated to be less than the carrying value of the property. Management of the Company reviews the carrying value of each resource property interest periodically, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Reductions in the carrying value of each property would be recorded to the extent the carrying value of the investment exceeds the estimated future net cash flows.

In the event that facts and circumstances indicate that the costs of long-lived assets, other than mining properties, may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to market value or discounted cash flow value is required. Impairment of mining properties is evaluated subject to the full cost ceiling as described under Mining Properties.

At January 31, 2014, the Company realized an impairment loss of \$12,801 related to the capitalized mining claim costs established as of January 31, 2012. As of July 31, 2015, mining claims amounted to \$63,500. The same value of mining claims remained as of the year ending April 30, 2017.

**Foreign Currency Translation**

The Company's former subsidiary functional currency was Canadian dollars. Transactions in other currencies are recorded in Canadian dollars at the rates of exchange prevailing when the transactions occur. Monetary assets and liabilities denominated in other currencies are translated into Canadian dollars at rates of exchange in effect at the balance sheet dates. Exchange gains and losses are recorded in the statements of operations.

At the period end, the subsidiary's assets and liabilities are translated into the U.S. dollars at exchange rates at the balance sheet date, equity accounts are translated at historical exchange rates and revenues and expenses are translated by using the average exchange rates. Accumulated translation adjustments are reported as a separate component of other comprehensive income (loss) in the consolidated statements of stockholders' equity (deficit).

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**NOTES TO FINANCIAL STATEMENTS**  
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**3. Summary of Significant Accounting Policies – continued**

**Income Taxes**

The Company has adopted SC740, "Income Taxes", which requires the Company to recognize deferred tax liabilities and assets for the expected future tax consequence of events that have been recognized in the Company's financial statements or tax returns using the liability method. Under this method, deferred tax liabilities and assets are determined based on the temporary differences between the financial statements and tax bases of assets and liabilities using enacted tax rates in effect in the year in which the differences are expected to reverse.

**Fair Value Measurements and Financial Instruments**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – inputs that are not based on observable market data.

The Company's financial instruments include cash and cash equivalents, other receivables, accounts payable and accrued liabilities, due to related party, promissory note payable and accrued interest. Fair values were assumed to approximate carrying values for these financial instruments due to their short-term nature. Management is of the opinion that the Company is not exposed to significant interest, credit or currency risks arising from these financial instruments.

**4. Notes Payable**

Since inception, the Company issued to its former president a total of \$391,250 in notes payable for services rendered. The notes are unsecured, bear interest at various rates and are due on demand.

In January 2012, the president agreed to the assignment of \$20,000 in principal together with accrued interest thereon to an unrelated third party, Sonny Boyd Williams, LLC, for a purchase price of Two Hundred Dollars (\$200).

In September 2012, the president agreed to the assignment of \$11,250 in principal together with accrued interest thereon to an unrelated third party, Sonny Boyd Williams, LLC, for a purchase price of One Hundred and Twelve Dollars and Fifty Cents (\$112.50).

In September 2012, , the president agreed to the assignment of \$49,000 in principal together with accrued interest thereon to an unrelated third party, Sonny Boyd Williams, LLC, for a purchase price of Three Hundred Dollars (\$300).

In September 2012, , the president agreed to the assignment of \$120,000 in principal together with accrued interest thereon to an unrelated third party, Sonny Boyd Williams, LLC, for a purchase price of Five Hundred Dollars (\$500). In April of 2015 the Company, instructed its Transfer Agent to irrevocably set aside One Billion, One Hundred and Fifty Six Million (1,156,000,000) common shares in favor of Sonny Boyd Williams LLC commensurate with Ninety Seven Thousand Five Hundred and Four Dollars (\$97,504.00) of the One Hundred and Twenty Thousand Dollars (\$120,000.00) assignment discussed in this paragraph.

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31**  
**2017 (UNAUDITED)**

**4. Notes Payable – continued**

In April of 2013, the president agreed to the assignment of \$60,000 in principal together with accrued interest thereon to an unrelated third party, Dale Johnson, for a purchase price of Five Hundred Dollars (\$500).

In June 2014, Dale Johnson assigned Thirty Thousand Dollars (\$30,000) in principal together with accrued interest thereon to an unrelated third party, Michael Zoyes, for a purchase price of Seven Hundred and Fifty Dollars (\$750). In April of 2015 the Company, instructed its Transfer Agent to irrevocably set aside One Billion, Eight Hundred and Forty Four Million (1,844,000,000) common shares in favor of Michael Zoyes commensurate with Eighteen Thousand Four Hundred and Forty Dollars (\$18,440.00) of the Thirty Thousand Dollars (\$30,000) assignment discussed in this paragraph. Zoyes had sold certain parts totaling Eleven Thousand, Five Hundred and Sixty Dollars (\$11,560.00) of the assigned Thirty Thousand Dollars (\$30,000) to various parties, so that as of April 30, 2017 the principal balance owed to Zoyes on this Note is \$18,440.00 and accrued interest of \$17,153.00.

As a result, the amount due the former president of the Company, not including the assignee listed above at April 30, 2017 is a principal balance of \$131,250.00 and accrued interest of \$72,398.00.

As a result, the amount due Dale Johnson at April 30, 2017 is a principal balance of \$30,000.00 and accrued interest of \$9,000.00.

Additionally, as stated above, Sonny Boyd Williams LLC (SBW) acquired \$200,250 of the debt due from the former president together with the accrued interest thereon. Further, in January, February, March, July and October 2013, SBW loaned the Company an additional \$635, \$607, \$635, \$1,497 and \$1,100 respectively for general working capital purposes at the interest rate of 12% compounded daily. As of April 30, 2017 the total principal amount due Sonny Boyd Williams LLC (SBW) was \$182,134 with the accrued interest of \$208,846.00.

In the first and the last quarters of 2013, SBW converted \$7,500 and \$21,065 respectively of the above debt, \$7500 of which was applied to accrued interest, and \$21,065 was applied to the reduction of principle into common stock of the Company. Furthermore, in the first quarter of 2014, SBW converted \$14,660 to clear accrued interest in full and partially on the promissory notes from February 01, 2010 and June 01, 2010 respectively and in the 2<sup>nd</sup> quarter converted \$33,535.

As a result of the above, the amount due SBW as of April 30, 2017 is \$182,134 in principal and \$226,989.00 in accrued interest.

Also, in January 2013 the Company issued a note payable to private investor Green LED Technology Inc. (GLT) in the amount of \$3,425. Additionally in January 2014 the Company issued another note payable to GLT in the amount of \$2,100. The notes are unsecured, bear interest at the rate of 12% per annum, compounded daily and are due on demand. The notes were issued as a result of GLT paying OTCMarkets Invoices on behalf of the Company as well other invoices due from the Company to other vendors. At January 31, 2016, the principal balance due on these notes amounted to \$3,425 and \$2,100 and the accrued interest thereon was \$1,509.75 and \$590.66, respectively. As of October 31, 2016 the total principal from the notes in this paragraph is \$5,525.00 and the accrued interest thereon is \$3,102.00. As of April 30, 2017 the total principal from the notes in this paragraph is \$5,525.00 and the accrued interest thereon is \$3,502.00.

Also, in July 2015 the Company issued a note payable to a private investor, Dr. Stuart Krost (Krost), in the amount of \$37,500.00. The note is unsecured, bears interest at the rate of 12% per annum, compounded monthly and is due on July 29, 2016.

At January 31, 2016, the principal balance due on the note amounted to \$37,500. Additionally, Krost loaned the Company \$5,000 in October of 2015 and \$8,000 In January of 2016. The notes are unsecured, bear interest at the rate of 12% per annum, compounded monthly and are due on October 29th, 2016 and January 29<sup>th</sup>, 2017, respectively. At

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31,**  
**2017 (UNAUDITED)**

October 31, 2016, the principal balance due on these notes amounted to \$50,500 and the accrued interest thereon was \$13,902.00. At April 30, 2017, the principal balance due on these notes amounted to \$50,500 and the accrued interest thereon was \$18,834.00.

#### **4. Notes Payable Continued**

In the Fourth Q of 2015, the CEO loaned the Company \$15,000; \$10,000 was loaned on December 17, 2015 and \$5,000 was loaned on January 5, 2016. The Company issued a Note Payable to Eric Weinberger for \$15,000 on January 5<sup>th</sup>, 2016. The note is unsecured; bears interest at the rate of 12% per annum, and is due on demand.

Subsequently Eric Weinberger has loaned the Company other monies so that at October 31, 2016, the principal balance due amounted to \$43,000 and the accrued interest thereon was \$4,770. Also, in November 16, December 16 and January 17 Weinberger loaned the Company \$550, \$550 and \$550 respectively. As of April 30, 2017 the Company owes Weinberger a principal balance of \$44,650.00 with accrued interest of \$6,203.00.

In addition, during the year of 2013 the Company issued notes payable to another private investor, Michael Zoyes (Zoyes) in the amount of \$850. The notes are unsecured, bear interest at the rate of 12% per annum, compounded daily and are due on demand. Moreover, Zoyes also in 2013 loaned \$6,193 for general working capital purposes 12% per annum, compounded daily. At April 30, 2017, the principal balance due on these notes amounted to \$7,043.00 and the accrued interest thereon was \$3,898.00.00.

Additional \$1,935 was received from the same investor during the first quarter of 2014 at 12% per annum, compounded daily. At April 30, 2017, the principal balance due on this note amounted to \$1,935.00 and the accrued interest thereon was \$787.00.00. As a result as of April 30, 2017 the total principal owed to Michael Zoyes for the immediately previously noted debt as well as the debts listed previously in this report, the total principal is \$27,418.00 with accrued interest of \$21,838.00.

CEO Dominick Falso has been allowing the Company to accrue his CEO Compensation. As of April 30, 2017 The Company owed Falso a total of \$58,500.00 in Principal in addition to \$4,340.00 in accrued interest.

As a result of the above, the total notes payable and accrued interest reflected in the accompanying financial statements as of April 30, 2017 amounted to \$626,087.00 and \$363,104.00, respectively. The notes are unsecured, due on demand, bear interest at various rates from 8% to 18% per annum and are convertible into common stock of the Company.

This is in addition to Notes Payable by the Company's recently acquired Subsidiary Ore Solutions which amounts to Seven Hundred and Fifty Thousand Dollars (\$750,000) with accrued interest in the amount of Ten Thousand, One Hundred and Twenty Five Dollars (\$10,125).

The interest portions of these notes will be updated in the Q4 2017 post.

#### **5. Capital Stock**

The Company has two classes of equity securities: preferred stock at a par value of \$0.001 per share and common stock at par value \$0.00001 per share.

##### **Common Shares**

One class of stock shall be common stock, par value \$0.00001, of which the Corporation shall have the authority to issue Fifteen Billion (15,000,000,000) shares.

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31,**  
**2017 (UNAUDITED)**

**Preferred Shares**

The second class of stock shall be preferred stock, of varying par values, of which the Corporation has the authority to issue 20,000,000 shares; One Million (1,000,000) of which have been designated as Series A Preferred Stock and Ten Million (10,000,000) have been designated as Series B Preferred Stock. Nine Million (9,000,000) have not been designated. No further issuances of any number of Series A Convertible Preferred Stock are allowed without the written consent of the majority of the then issued and outstanding Series A Convertible Preferred Stock. Moreover, Series A Preferred Stock may only be transferred by a Duly Executed Stock Power, signed by the transferring holder; that has a Medallion Guarantee lawfully affixed to it.

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation ; except that no further issuances of any number of Series A Convertible Preferred Stock shall be allowed without the written consent of the majority of the then issued and outstanding Series A Convertible Preferred Stock.

On December 7, 2012 the Company authorized and issued to a single individual, Cortney Talley, 1,000,000 shares of Series A preferred stock. The Series A preferred stock has a 10,000 to 1 voting right per share on all matters submitted to shareholders for a vote. The individual holding the Series A preferred stock represents a control block. On July 29<sup>th</sup>, 2016 Cortney Talley assigned all of her Series A preferred stock (One Million (1,000,000) Shares) effectively transferring control, to Jordan Weinstein.

As of April 30, 2017 the Company has authorized 10,000,000 shares of Series B preferred stock.

**Issued and Outstanding**

As of October 31, 2017 there are 1 million Series A preferred shares issued and outstanding at a value of \$1,000.

As of October 31, 2017 there are Nine Thousand, Two Hundred (9,200) Series B preferred shares issued and outstanding at a value of Twenty Three Thousand Dollars (\$23,000.00).

As of October 31, 2017, the Company was authorized to issue 15 billion shares of common stock at a par value of \$0.0001 and the total issued and outstanding was 3,296,874,723 with a par value of \$ 32,968.00

**6. Recent Accounting Pronouncements**

The Company has reviewed the implemented and proposed accounting pronouncements issued by the various regulatory authorities as of January 31st, 2017 and has determined that the guidance provided therein is either not applicable to the Company nor will they have a significant impact on the financial statements presented herein.

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31,**  
**2017 (UNAUDITED)**

**7. Commitments**

As of January 31st, 2017 and as a result of the changes in control of the Company in December 2012 and in July 2016 the Company has no further commitments or contingencies.

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**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31,**  
**2017 (UNAUDITED)**

**Management's Discussion and Analysis and Plan of Operation**

**Forward Looking Statements**

The foregoing statements and the following Management's Discussion and Analysis and Plan of Operation and comments included herein may contain "forward looking statements" within the meaning of Rule 175 under the Securities Act of 1933, as amended, and Rule 3b-6 under the Securities Act of 1934, as amended, or may be amended, including statements regarding, among other items, business strategies, continued growth in markets, projections, and anticipated trends in business and the industry in which it operates. The words "believe," "expect," "anticipate," "intends," "forecast," "project," and similar expressions identify forward-looking statements. These forward – looking statements are based largely on expectations and are subject to a number of risks and uncertainties, certain of which are beyond management's control. The Company cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward looking statements, including, among other things, reduced or lack of increase in demand for products, competitive pricing pressures, expense management conditions, the successful integration of future acquisitions into the Company's business plan and capital availability. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained herein will in fact transpire or prove to be accurate. We disclaim any intent or obligation to update "forward looking statements."

**1. Revenues and Gross Margin**

The Company had minimal net revenue for the three months ended October 31, 2017.

**2. Operating Expenses**

Operating expenses for the 3 months ended October 31, 2017 were \$16,539.55. The variation in these expenses relates primarily to CEO, Greg Bourque being credited with a weekly salary of \$1,000.00. Mr. Bourque will not be receiving the actual payment for salary until the Company can afford to pay it.

**Interest**

Interest expense for the period ended October 31, 2017 amounted to approximately \$486,474.83.

**3. Net Profit/Loss**

As a result of the above, the Company had a net loss of (\$16,326.03) for the 3 months ending October 31, 2017.

**4. Working Capital**

Cash used in operations provided by financing activities for the period ending October 31, 2017 was \$0.00. This money is the proceeds of various loans made to the company.

**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31,**  
**2017 (UNAUDITED)**

**4. Working Capital - continued**

For the period ended October 31, 2017 there was no effect on cash from investment activities.

**5. Miscellaneous**

The Company affected a 1 to 2500 reverse split on 12/28/2015

The Company spent the majority of 2015 negotiating the Acquisition of CND Metal Solutions for the purpose of becoming the owner of approximately One Hundred Tons of Iron Ore. The Ore is CND's only asset. CND will be acquired by Forward Acquisition. The Ore will then be processed for precious metals. The current Assay of the Ore values the Ore after processing at Two Hundred Thousand Dollars per ton. The cost of processing the ore is estimated at less than Five Million Dollars.

The acquisition will be funded by a combination of Preferred Stock and cash. We intend on raising the cash by way of a Regulation A Offering. The Company has hired Artfield Investments R. D. Inc. to prepare the Reg A application to be submitted to the SEC.

As of this posting the Company has taken the following steps with regard to the development and execution of this project.

- In February of 2015 Jay King was hired as an outside consultant to identify and acquire a project for the company to execute.
- In April of 2015 as we reported by news release the deal had been negotiated to a point where a plan had been agreed upon by the parties with a projected closing date of 1Q of 2016. As the first step of this deal and at the request of CND, Eric Weinberger was to be hired as CEO.
- In June of 2015 Mr. Weinberger was installed as CEO. At this time we released a press release notifying the public of the then current developments.
- In July of 2015 Mr. Weinberger decided that the company would need some structural work before he could close the Ore Acquisition. He also indicated in a July press release that simultaneous with the closing of the Ore deal He thought it would be prudent to prepare the company to become a Business Development Company.
- Mr. Weinberger spent the remainder of 2015 finishing up negotiations with CND Metal Solutions as well as commencing on the restructuring of the company. Also during this period the Company decided that it would raise the cash portion of the price for the Iron Ore by way of a Regulation A offering.
- Mr Weinberger hired Artfield Investments R. D. Inc. to prepare the Reg A application to be submitted to the SEC. Also in July of 2015, Mr. Weinberger secured funding for the retainer to Artfield. The funding was obtained by a long term convertible loan from a private investor, Stuart Krost, in the amount of Thirty Seven Thousand and Five Hundred Dollars (\$37,500.00); the entirety of which was paid on behalf of the Company, directly to Artfield by the investor. Artfield immediately commenced work on the application process.
- As previously stated, Weinberger had to step down temporarily for unrelated personal reasons in February of this year. Before his temporary Absence the Company recapitalized by way of a reverse split. This Corporate Action brought the Price per Share of the Company's Common Stock up to Twenty Five Cents (.25) per share.

The next steps include the actual submission of the Reg A application to the SEC. Artfield anticipates this will occur in Q2 2017. The application will be registering up to twenty million dollars (\$20,000,000) worth of stock, to be used for the purchase of and the processing of the Ore. After processing the value of the processed minerals is expected to be approximately twenty million dollars (\$20,000,000.00). We plan on bringing our financials up to date regarding these events by the end of the second quarter of 2017.



**ALASKA PACIFIC ENERGY CORP.**  
**(AN EXPLORATION STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**CONSOLIDATED as of October 31,**  
**2017 (UNAUDITED)**

The culmination of these efforts resulted in the Company acquiring Ore Solutions Inc. from Jordan Weinstein for Four Thousand, Eight Hundred shares of Series B Preferred Stock. These shares are convertible into One Billion, Two Hundred Thousand Common shares of the Company.

On November 30, 2016 the Company acquired through Forward Acquisition GREEN SEED INNOVATIONS INC, (GSI) a Wyoming Company. The transaction included One Hundred Percent (100%) of GSI including but not limited to GSI's Subsidiaries. The Company paid for the acquisition through the issuance of Twenty Four Hundred shares (2,400) shares of Series B Preferred Stock, par value \$.001, \$2.50 per share (the "Exchange Shares") to Gregory Bourque. These shares are convertible into Six Hundred Million Common shares of the Company.

Subsequent to the transaction GSI received an investment in the amount of Fifty Thousand Dollars (\$54,500). The investor purchased Forty Nine Percent (49%) equity in GSI.

**6. Subsequent Events**

In May and June of 2017 Asher Enterprises converted supposed debt into approximately 1 Billion Shares of Free Trading Stock of the Company. These shares were subsequently sold into the market with negative effect on the PPS and overall health of the stock. These conversions were made without the foreknowledge or permission of the Company. The Company is retaining legal counsel to determine the Company's legal options.

These issuances along with others have increased the Total Issued and Out of common shares to 6,238,743,295 as of June 20<sup>th</sup>, 2017.

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