

AMERICAN GREEN



AMERICAN GREEN, INC

Consolidated Annual Financial Statements
(Unaudited)

For the fiscal years ended
September 30, 2020 and 2019

AMERICAN GREEN, INC.

Consolidated Balance Sheet at September 30, 2020 (Unaudited)

ASSETS

CURRENT ASSETS:

Cash	\$	57,738
Receivables		46,410
Inventory		12,485
Total current assets		<u>116,633</u>

OTHER ASSETS:

Equipment smart machines		483,944
less accumulated depreciation		(61,120)
Investments		450,000
Leasehold improvements		3,993,392
less accumulated depreciation		(469,425)
Furniture and fixtures		25,639
Patents		93,665
Deposits		21,986
Note receivable		48,000
Other assets		250,000
Total assets	\$	<u>4,952,714</u>

LIABILITIES

CURRENT

Accounts payable and accrued expenses	\$	823,812
Loans from shareholders		2,243,621
Debentures payable and accrued interest		11,529,296
Total current liabilities		<u>14,596,729</u>

LONG TERM

Acquisition Debt		530,064
Other liabilities		1,044,500
Total Liabilities		<u>16,171,293</u>
Minority interest		40,000

STOCKHOLDERS' DEFICIT

Common stock		1,225,646
Additional paid-in capital		32,185,936
Accumulated (deficit)		(44,670,161)
Total stockholders' deficit		<u>(11,258,579)</u>
Total liabilities and stockholders' deficit	\$	<u>4,952,714</u>

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC.

Consolidated Statements of Operations (Unaudited)

	For the three months ended September 30,	
	2020	2019
SALES REVENUE		
Machine sales	\$ 297,850	\$ 0
Online store sales	45,182	30,114
Management revenue	469,266	394,187
Joint venture revenues	0	15,750
Total sales revenue	<u>812,298</u>	<u>440,051</u>
COST OF SALES		
Machine costs	297,688	0
Online store costs	15,500	18,429
Management costs	135,653	104,381
Joint venture costs	0	7,561
Total cost of sales	<u>448,841</u>	<u>130,371</u>
GROSS PROFIT	363,457	309,680
OPERATING EXPENSES		
General and administrative	76,535	4,475
Sales and marketing	0	24,028
Salaries	91,929	112,542
Staff consultants	79,713	40,500
Outside consultants	7,000	0
Legal and accounting	28,166	49,910
Officer & Director compensation	45,000	48,000
Travel	0	553
Shareholder communication	1,250	766
Rent and utilities	105,645	142,198
Depreciation and amortization	73,531	73,531
Total operating expenses	<u>508,769</u>	<u>496,503</u>
(Loss) from operations	(145,312)	(186,823)
Interest expense	(205,952)	(201,010)
Net (loss) from Cannawke Corp.	0	0
Minority interest in joint ventures	0	0
Minority interest in Cannawake	0	0
Abandoned projects	0	0
Net (loss)	<u>\$ (351,264)</u>	<u>\$ (387,833)</u>

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC.

Consolidated Statements of Changes in Stockholders Deficit (Unaudited)

	Preferred Shares	Amount	Common Shares	Amount	Paid-In Capital	Accumulated (Deficit)	Total
Balance at June 30, 2018	13,900,000	\$139,000	22,594,484,903	\$22,594,483	\$7,197,403	(\$36,616,459)	(\$6,685,573)
Shares issued for debentures, principal & accrued interest			7,643,713,672	7,643,715	(6,181,545)		1,462,170
Net (loss) for the year ended Jun. 30, 2019						(\$3,036,231)	(3,036,231)
Preferred class B & C exchanged for class A no par	(11,120,000)	(139,000)			139,000		0
Balance at June 30, 2019	2,780,000	\$0	30,238,198,575	\$30,238,198	\$1,154,858	(\$39,652,690)	(\$8,259,634)
Balance at June 30, 2019	2,780,000	\$0	30,238,198,575	\$30,238,198	\$1,154,858	(\$39,652,690)	(\$8,259,634)
Shares issued for debentures before the reverse			1,889,630,000	\$1,889,630	(\$1,686,467)		203,163
Shares issued for debt to shareholders before reverse			461,598,897	\$461,599	(\$210,599)		251,000
Reverse stock split -September 23, 2019			(32,521,254,232)	(\$32,521,254)	\$32,521,254		0
Shares issued for debentures after the reverse			912,428,489	\$912,428	\$354,210		1,266,638
Shares issued on debt for services			15,995,680	\$15,996	\$104,004		120,000
Net (loss) for the year ended Jun. 30, 2020						(\$4,666,207)	(4,666,207)
Balance at June 30, 2020	2,780,000	\$0	996,597,409	\$996,597	\$32,237,260	(\$44,318,897)	(\$11,085,040)
Balance at June 30, 2020	2,780,000	\$0	996,597,409	\$996,597	\$32,237,260	(\$44,318,897)	(\$11,085,040)
Shares issued for debentures, principal & accrued interest	0	0	229,049,435	229,049	(51,324)	0	177,725
Net (loss) for the three months ended Sep. 30, 2020						(351,264)	(351,264)
Balance at September 30, 2020	2,780,000	\$0	1,225,646,844	\$1,225,646	\$32,185,936	(\$44,670,161)	(\$11,258,579)

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC.

Consolidated Statements of Cash Flows (Unaudited)

	For the three months ended Sept 30,	
	2020	2019
OPERATING ACTIVITIES		
Net (loss) for the period	\$ (351,264)	\$ (387,833)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Shares issued - debt & services	0	251,000
Shares issued - debentures & interest	36,108	203,163
Depreciation & amortization	73,531	73,531
Changes in assets and liabilities		
(Incr)/decr -accounts receivable	(27,207)	20,000
(Incr)/decr - Inventory	(3,500)	0
Incr/(decr) in accounts payable	(30,167)	109,052
Incr/(decr) in accrued interest	169,844	192,347
Incr/(decr) - loans from shareholders	40,000	(193,000)
Incr/(decr) - other liabilities	0	0
Net cash (used in) provided by operating activities	(92,655)	268,260
INVESTING ACTIVITIES		
Purchase leasehold improvements	0	(71,881)
Reduction of acquisition debt	(20,000)	0
Net cash (used in) provided by investing activities	(20,000)	(71,881)
FINANCING ACTIVITIES		
Issuance of debentures for cash	88,475	0
Reduction in debentures and accrued interest payable	0	(194,500)
Acquisition liabilities	0	(7,034)
Net cash (used in) provided by financing activities	88,475	(201,534)
INCREASE (DECREASE) IN CASH	(24,180)	(5,155)
CASH, BEGINNING OF PERIOD	81,918	12,641
CASH, END OF PERIOD	\$ 57,738	\$ 7,486

NON-CASH TRANSACTIONS IN COMMON SHARES NONE

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC.

Notes to Unaudited Consolidated Financial Statements For the Fiscal Years Ended September 30, 2020 and 2019 (Unaudited)

NOTE 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES

The Company

The Company was formed on December 10, 1998 as the result of a Plan and Agreement of Reorganization in Nevada between Ti-Mail, Inc. and Whitney Corporation and became known as Desert Winds Entertainment, Inc. During 2000 the Company changed its name to SunnComm, Inc., during 2002 to SunnComm Technologies, Inc., and during 2004 to SunnComm International Inc. On June 14, 2007 the Company changed its name from SunnComm Technologies Inc. to The Amergence Group, Inc. On March 8, 2011 the Company changed its name to Altitude Organic Corporation. On January 6, 2012, the Company changed its name to Tranzbyte Corporation and on May 9, 2014 changed its name to American Green Inc. On May 10, 2016 the Company re-domesticated to Wyoming as American Green Inc.

The Company is managing a cultivation facility in Phoenix Arizona for medical marijuana, owns proprietary dispensing machines and all of the rights to line of health supplements under the label OneBode.

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position for the periods presented. Significant adjustments may be required upon the financial statements being audited to be in conformity with Generally Accepted Accounting Principles.

Going Concern

The Company operates in an industry that is subject to rapid change. The Company's operations will be subject to significant risk and uncertainties including financial, operational, technological, regulatory and other risks, including the potential risk of business failure.

The ability of the Company to continue as a going concern is dependent on the successful execution of Management's plans, which include sales of its products, further implementation of its business plan and continuing to raise funds through debt or equity financings. The Company will likely need to rely upon debt or equity financing in order to ensure the continuing existence of the business.

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

Principles of Consolidation

The Company's consolidated financial statements include the assets, liabilities and operating results of the Company and its majority owned subsidiary named CannAwake Corporation. Minority interest is recorded for other shareholder interests in CannAwake Corporation.

Use of Estimates

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position.

Cash & Cash Equivalents

The company's policy is to consider cash and cash equivalents to consist of checking accounts, money market accounts or certificates of deposit having maturity dates of 180 days or less.

Financial Instruments

Financial instruments consist primarily of cash, security deposits and obligations under accounts payable and accrued expenses. The carrying amounts of cash, accounts receivable, security deposits, accounts payable and accrued expenses approximate fair value because of the short-term maturity of those instruments.

Income Taxes

The Company records its federal and state income tax liability as it is incurred. The company has accumulated net operating losses and does not have any outstanding income tax liabilities.

NOTE 2. INVESTMENTS

At May 24, 2010, the company entered into a Joint Venture Production Agreement with PanPacific International Limited, "PanPacific", whereby it would receive 50% of the profits in three scheduled concerts with internationally known artists to be performed in Hong Kong, and other agreed-upon joint enterprises, for 60 million restricted common shares valued at \$2,400,000. On August 9, 2010, PanPacific and the company formed a Nevada corporation and named it PanPacific International, Inc., "Pan International". PanPacific contributed its business operation allowing Tranzbyte to establish a presence and capabilities in Hong Kong, Macao, and China mainland enabling the company to consider future joint ventures to be identified and its advertising network for 75% ownership and the company received 25% for its prior capital investment of 60 million common shares. During December 2010, the company issued a restricted stock dividend to its shareholders comprised of 80% of its holdings, which was 20% of Pan International's total outstanding common shares. The company reduced its investment in Pan International by 80% to 480,000 shares for the dividend. The company owns 10 million shares of Pan International representing 5% of Pan International's total outstanding common shares with a cost basis of \$480,000 and valued at \$400,000 after impairment.

On December 8, 2016, the Company invested \$50,000 in MediaTechnics Corporation in a class of preferred shares.

During September 2017 the Company formed a wholly owned subsidiary named Nipton Inc. and during March 2018 transferred all of the Nipton Assets and attached liabilities to Nipton Inc. On April 4, 2018 the Company sold all of Nipton Inc. to CannAwake Corporation for 160,000 shares of the CannAwake's Series A Convertible Preferred Stock resulting in the Company having approximately 84% voting control of CannAwake. On November 19, 2019, the Nipton township property, held by CannAwake's wholly-owned subsidiary, Nipton, Inc. ("Nipton"), was foreclosed upon in a trustee's sale due to defaults in the payments provided for in the property's purchase agreement payment schedule for the balance of the purchase price for the property. Accordingly, Nipton no longer has title to the Nipton township property. American Green has consolidated the assets and liabilities of CannAwake less the minority interest in the financial statements.

NOTE 3. LEASEHOLD IMPROVEMENTS

Leasehold improvements will be amortized over the remaining life of the lease and its extension periods for the cultivation facility when it is put into productive use.

NOTE 4. PATENTS

On August 6, 2014, the Company acquired the patent rights to technology supporting the Zazz Vending Machine. The patents will start being amortized when the Zazz machines are placed in service.

NOTE 5. DEPOSITS

Security Deposits

The Company has security deposits outstanding on lease space rentals.

NOTE 6. DEBENTURES PAYABLE

Retired Debentures

On October 31, 2016 the Company issued a debenture for \$10,000 for a cash advance during October of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$167 of interest resulting in the debenture having \$10,000 in principal and \$167 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$10,000 in principal and \$667 of accrued interest outstanding. During the quarter ended September 30, 2017, the debenture holder sold its debt to a non-affiliate that converted the entire debenture into 36,110,000 common shares that paid off \$10,000 of principal and \$833 of accrued interest.

On December 19, 2014 the Company issued a debenture for \$275,000 for five cash advances during the December 2014. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion.

During the quarter ended March 31, 2016 the debenture accrued \$6,875 of interest. During each quarter of 2016 the debenture accrued \$6,875 resulting in the debenture having \$275,000 in principal and \$55,000 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$275,000 in principal and \$68,750 in accrued

interest. At September 30, 2017, the debenture had \$275,000 in principal and \$75,625 in accrued interest. During the quarter ended December 31, 2017 the debenture accrued \$4,583 in accrued interest and the company paid off the entire debenture by issuing 645,832,727 shares of common stock for \$275,000 of principal and \$80,208 of accrued interest.

On March 31, 2016 the Company issued a debenture for \$40,500 for cash advances during March 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued no interest. During the quarter ended June 30, 2016 the debenture accrued \$1,012 in interest resulting in the debenture having \$40,500 in principal and \$1,012 accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$1,012 in interest resulting in the debenture having \$40,500 in principal and \$3,037 accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$40,500 in principal and \$5,062 accrued interest outstanding. At September 30, 2017, the debenture had \$40,500 in principal and \$6,074 accrued interest outstanding. During the quarter ended December 31, 2016 the debenture accrued \$675 of interest and the company paid off the debenture by issuing 85,907,273 common shares for \$40,500 of principal and \$6,749 of accrued interest.

On April 30, 2016 the Company issued a debenture for \$56,000 for cash advances during April 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended June 30, 2016 the debenture accrued \$933 in interest resulting in the debenture having \$56,000 in principal and \$933 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$1,400 in interest resulting in the debenture having At March 31, 2017, the Company had outstanding at December 31, 2016. At June 30, 2017, the Company had \$56,000 in principal and \$6,533 in accrued interest outstanding. At September 30, 2017, the debenture had \$56,000 in principal and \$7,933 in accrued interest outstanding. During the quarter ended December 31, 2017 the debenture accrued \$933 of accrue interest and the company paid off the debenture by issuing 117,938,182 common shares for \$56,000 of principal and \$8,866 of accrued interest.

On August 31, 2016 the Company issued a debenture for \$110,000 for cash advances during August of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. The debenture accrued \$917 in interest during the quarter ended September 30, 2016 and \$2,750 in interest for the quarter ending at December 31, 2016 resulting in the debenture having \$110,000 in principal and \$3,667 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$110,000 in principal and \$9,167 in accrued interest outstanding. At September 30, 2017, the debenture had \$110,000 in principal and \$11,917 in accrued interest outstanding. During the quarter ended December 31, 2017 the debenture accrued \$2,630 of accrued interest and the company paid off the debenture by issuing 226,449,091 common shares for \$110,000 of principal and \$14,547 of accrued interest.

On January 30, 2015 the Company issued a debenture for \$175,000 for three cash advances during the January 2015. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$4,375 of interest. During each quarter in 2016 the debenture accrued \$4,375 of interest resulting in the debenture having \$175,000 in principal and \$33,541 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$175,000 in principal and \$42,291 in accrued interest outstanding. At September 30, 2017, the debenture had \$175,000 in principal and \$46,666 in accrued interest outstanding. At December 31, 2017 the debenture had \$175,000 in principal outstanding and \$51,041 in accrued interest. During the quarter ended March 31, 2018, the Company retired the debenture by issuing 410,983,636 common shares to payoff \$175,000 of principal and \$51,041 of accrued interest.

On June 3, 2015 the Company issued a debenture for \$180,000 for three cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$4,500 of interest. During the quarter ended June 30, 2016 the debenture accrued \$4,500 in interest resulting in the debenture having \$180,000 in principal and \$18,000 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the debenture accrued \$4,500 in interest resulting in the debenture having \$180,000 in principal and \$27,000 in accrued interest outstanding at December 31, 2016. At June 30, 2017 the Company had \$180,000 in principal and \$36,000 in accrued interest outstanding. At September 30, 2017, the debenture had \$180,000 in principal and \$40,500 in accrued interest outstanding. At December 31, 2017 the debenture had \$180,000 in principal outstanding and \$45,000 in accrued

interest. During the quarter ended March 31, 2018, the Company retired the debenture by issuing 415,909,091 common shares to payoff \$180,000 of principal and \$48,750 of accrued interest.

On June 30, 2015 the Company issued a debenture for \$200,000 for three cash advances. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$5,000 of interest. During the quarter ended June 30, 2016 the debenture accrued \$5,000 in interest resulting in the debenture having \$200,000 in principal and \$20,000 in accrued interest outstanding at June 30, 2016. During each quarter during 2016 the debenture accrued \$5,000 in interest resulting in the debenture having \$200,000 in principal and \$30,000 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$200,000 in principal and \$40,000 in accrued interest outstanding. At September 30, 2017, the debenture had \$200,000 in principal and \$45,000 in accrued interest outstanding. At December 31, 2017 the debenture had \$200,000 in principal outstanding and \$50,000 in accrued interest. During the quarter ended March 31, 2018, the Company retired the debenture by issuing 457,576,364 common shares to payoff \$200,000 of principal and \$51,667 of accrued interest.

On August 31, 2015 the Company issued a debenture for \$90,000 for cash advances during August 2015. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the debenture will accrue \$2,250 of interest during each quarter. During the quarter ended March 31, 2016 the debenture accrued \$2,250 of interest. During the quarter ended June 30, 2016 the debenture accrued \$2,250 in interest resulting in the debenture having \$90,000 in principal and \$6,750 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the debenture accrued \$2,250 in interest resulting in the debenture having \$90,000 in principal and \$11,250 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$90,000 in principal and \$15,750 in accrued interest outstanding. At September 30, 2017, the debenture had \$90,000 in principal and \$18,000 in accrued interest outstanding. At December 31, 2017 the debenture had \$90,000 in principal outstanding and \$20,250 in accrued interest. During the quarter ended March 31, 2018, the Company retired the debenture by issuing 203,863,636 common shares to payoff \$90,000 of principal and \$22,125 of accrued interest.

On July 31, 2016 the Company issued a debenture for \$30,000 for cash advances during July of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. The debenture accrued \$500 in interest during the quarter ended September 30, 2016 and \$750 of interest during the quarter ended December 31, 2016 resulting in the debenture having \$30,000 in principal and \$1,250 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$30,000 in principal and \$2,750 in accrued interest outstanding. At September 30, 2017, the debenture had \$30,000 in principal and \$3,500 in accrued interest outstanding. At December 31, 2017 the debenture had \$30,000 in principal outstanding and \$4,250 in accrued interest. During the quarter ended March 31, 2018 the Company paid off the debenture by issuing 62,272,727 common shares for \$30,000 of principal and \$4,250 of accrued interest.

On September 30, 2016 the Company issued a debenture for \$59,100 for cash advances during September of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$1,478 of interest resulting in the debenture having \$59,100 in principal and \$1,478 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$59,100 in principal and \$4,433 of accrued interest outstanding. At September 30, 2017, the debenture had \$59,100 in principal and \$5,911 of accrued interest outstanding. During the quarter ended March 31, 2018 the Company paid off the debenture by issuing 120,889,091 common shares for \$59,100 of principal and \$7,389 of accrued interest.

On October 31, 2016 the Company issued a debenture for \$36,000 for cash advances during October of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$600 of interest resulting in the debenture having \$36,000 in principal and \$600 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$36,000 in principal and \$2,400 of accrued interest. At September 30, 2017, the debenture had \$36,000 in principal and \$3,300 of accrued interest. At December 31, 2017 the debenture had \$36,000 in principal outstanding and \$4,200 in accrued interest. During the quarter ended March 31, 2018 the Company paid off the debenture by issuing 73,363,636 common shares for \$36,000 of principal and \$4,350 of accrued interest.

On November 17, 2016 the Company issued a debenture for \$220,000 for \$200,000 of cash with a \$20,000 discount. The debenture will convert into the company's common stock after November 10, 2017 at 50% of the lowest closing stock price 90 days before the conversion notice through the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2017 the Company retired \$110,000 of principal by issuing 220,000,000 common shares resulting in \$110,000 being outstanding at December 31, 2017. During the quarter ended March 31, 2018 the Company paid off the debenture by issuing 200,000,000 common shares.

On November 30, 2016 the Company issued a debenture for \$65,000 for cash advances during November of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued \$541 of interest resulting in the debenture having \$65,000 in principal and \$541 of accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$65,000 in principal and \$3,791 of accrued interest outstanding. At September 30, 2017, the debenture had \$65,000 in principal and \$5,416 of accrued interest outstanding. At December 31, 2017 the debenture had \$65,000 in principal outstanding and \$7,041 in accrued interest. During the quarter ended March 31, 2018 the Company paid off the debenture by issuing 131,476,364 common shares to retire \$65,000 of principal and 47,312 of accrued interest.

On December 31, 2016 the Company issued a debenture for \$50,000 for cash advances during December of 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended December 31, 2016 the debenture accrued no interest resulting in the debenture having \$50,000 in principal and no accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$50,000 in principal and \$2,500 of accrued interest outstanding. At September 30, 2017, the debenture had \$50,000 in principal and \$3,750 of accrued interest outstanding. At December 31, 2017 the debenture had \$50,000 in principal outstanding and \$5,000 in accrued interest. During the quarter ended March 31, 2018 the Company paid off the debenture by issuing 100,758,182 common shares to retire \$50,000 of principal and \$5,417 of accrued interest.

On January 31, 2017 the Company issued a debenture for \$30,000 for cash advances during January of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$30,000 in principal and \$1,250 of accrued interest outstanding. At September 30, 2017, the debenture had \$30,000 in principal and \$2,000 of accrued interest outstanding. At December 31, 2017 the debenture had \$30,000 in principal outstanding and \$2,750 in accrued interest. During the quarter ended March 31, 2018 the Company paid off the debenture by issuing 60,000,000 common shares for \$30,000 of principal and \$3,000 accrued interest.

On February 15, 2017 the Company issued a debenture for \$280,000 for cash advances during February of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$280,000 in principal and \$9,333 of accrued interest outstanding. At September 30, 2017, the debenture had \$280,000 in principal and \$16,333 of accrued interest outstanding. At December 31, 2017 the debenture had \$280,000 in principal outstanding and \$23,333 in accrued interest. During the quarter ended March 31, 2018 the Company retired the debenture by issuing 557,878,182 common shares for \$280,000 of principal and \$26,833 of accrued interest.

On March 31, 2016 the Company issued a debenture for \$122,398 for cash advances during March 2016. The debenture had been disclosed in prior statements as \$157,398 and was subsequently adjusted due to a disclosure error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued no interest. The debenture accrued \$3,935 of interest in each of the three quarters starting with June 30, 2016 resulting in the debenture having \$157,398 in principal and \$11,805 accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$157,398 in principal and \$19,675 accrued interest outstanding. At September 30, 2017, the debenture had \$157,398 in principal and \$23,610 accrued interest outstanding. At December 31, 2017 the debenture had \$157,398 in principal outstanding and \$27,545 in accrued interest. During the quarter ended March 31, 2018, the Debenture was adjusted to \$122,398 with accrued interest of \$14,464. On April 30, 2018, the Company issued 273,724,000 common shares to the Holder and paid off the balance of debenture comprised of \$122,398 of principal and accrued interest of \$14,464.

On February 28, 2017 the Company issued a debenture for \$30,000 for cash advances during February of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$30,000 in principal and \$500 of accrued interest outstanding. At September 30, 2017, the debenture had \$30,000 in principal and \$1,750 of accrued interest outstanding. At March 31, 2018 the debenture had \$30,000 in principal outstanding and \$3,250 in accrued interest. On April 25, 2018 the Company issued 66,750,000 shares to pay off the debenture comprised of \$30,000 in principal and \$3,375 in accrued interest.

On March 31, 2017 the Company issued a debenture for \$70,000 for cash advances during March of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$70,000 in principal and \$1,750 accrued interest outstanding. At September 30, 2017, the debenture had \$70,000 in principal and \$3,500 accrued interest outstanding. At March 31, 2018 the debenture had \$70,000 in principal outstanding and \$7,000 in accrued interest.

On April 25, 2018 the Company issued 154,600,000 shares to pay off the debenture comprised of \$122,398 in principal and \$14,464 in accrued interest. On November 30, 2015 the Company issued a debenture for \$60,000 for two cash advances during November 2015. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the debenture will accrue \$1,500 of interest during each quarter. During the quarter ended March 31, 2016. During the quarter ended June 30, 2016 the debenture accrued \$500 in interest resulting in the debenture having \$60,000 in principal and \$1,500 in accrued interest outstanding at June 30, 2016. During each quarter ended in 2016 the debenture accrued \$1,500 in interest resulting in the debenture having \$60,000 in principal and \$6,500 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$60,000 in principal and \$9,500 in accrued interest outstanding. At September 30, 2017 the debenture had \$60,000 of principal and \$11,000 accrued interest. At June 30, 2018 the debenture had \$60,000 in principal outstanding and \$15,468 in accrued interest. On July 2, 2018 the Company paid off the \$60,000 of principal and \$15,468 of accrued interest by issuing 150,936,986 common shares.

On December 31, 2015 the Company issued a debenture for \$115,000 for four cash advances during December 2015. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the debenture will accrue \$2,875 of interest during each quarter. During the quarter ended March 31, 2016 the debenture accrued \$2,875 of interest. During the quarter ended June 30, 2016 the debenture accrued \$2,875 in interest resulting in the debenture having \$115,000 in principal and \$5,750 in accrued interest outstanding at June 30, 2016. During each quarter in December 31, 2016 the debenture accrued \$2,875 in interest resulting in the debenture having \$115,000 in principal and \$11,500 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$115,000 in principal and \$17,250 in accrued interest outstanding. At September 30, 2017, the debenture had \$115,000 in principal and \$20,125 in accrued interest outstanding. At June 30, 2018 the debenture had \$115,000 in principal outstanding and \$28,671 in accrued interest. On July 2, 2018 the Company paid off the \$115,000 principal and \$28,671 of accrued interest by issuing 287,342,466 common shares.

On May 31, 2017 the Company issued a debenture for \$130,000 for cash advances during May of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$130,000 in principal and \$1,083 accrued interest outstanding. At September 30, 2017, the debenture had \$130,000 in principal and \$2,166 accrued interest outstanding. At June 30, 2018 the debenture had \$130,000 in principal outstanding and \$13,784 in accrued interest. On June 8, 2018 the Company paid off the \$130,000 of principal and \$13,784 of accrued interest by issuing 287,567,123 common shares to the Holder.

On April 30, 2017 the Company issued a debenture for \$50,000 for cash advances during April of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$50,000 in principal and \$833 accrued interest outstanding. At September 30, 2017, the debenture had \$50,000 in principal and \$1,666 accrued interest outstanding. At June 30, 2018 the debenture had \$50,000 in principal outstanding and \$5,726 in accrued interest. On June 8, 2018 the Company retired the \$50,000 of principal and \$5,726 in accrued interest by issuing 111,452,055 common shares to the Holder.

On June 30, 2017 the Company issued a debenture for \$100,000 for cash advances during June of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. On September 26, 2018 the Company retired the \$100,000 of principal and \$12,500 in accrued interest by issuing 320,237,143 common shares to the Holder.

On September 30, 2015 the Company issued a debenture for \$85,000 for cash advances during September 2015. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since its inception the debenture will accrue \$2,125 of interest during each quarter. During the quarter ended June 30, 2016 the debenture accrued \$2,125 in interest resulting in the debenture having \$85,000 in principal and \$8,500 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 the debenture accrued \$2,125 in interest resulting in the debenture having \$85,000 in principal and \$12,750 in accrued interest outstanding at December 31, 2016. At June 30, 2017 the Company had \$85,000 in principal and \$17,000 in accrued interest outstanding. At September 30, 2017 the debenture had \$85,000 in principal and \$19,125 in accrued interest outstanding. On November 14, 2018 the Company issued 370,273,333 common shares to retire the Debenture consisting of \$85,000 of principal and \$26,082 of accrued interest.

On October 31, 2015 the Company issued two debentures for \$83,000 totaling 166,000 for five cash advances during October 2015. Each debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holders are restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. Since their inception the debentures will accrue a total of \$4,150 of interest during each quarter. During the quarter ended March 31, 2016 the debentures accrued \$4,150 of interest. During the quarter ended June 30, 2016 each debenture accrued \$2,767 in interest resulting in the debentures having \$166,000 in principal and \$11,066 in accrued interest outstanding at June 30, 2016. During each quarter in 2016 each debenture accrued \$2,075 in interest resulting in the debentures totaling \$166,000 in principal and \$19,366 in accrued interest outstanding at December 31, 2016. During the quarter ended June 30, 2017, one of the debentures was paid in full by issuing 313,556,667 common shares resulting in one debenture remaining outstanding with \$83,000 of principal and \$13,833 of accrued interest outstanding. At September 30, 2017 the debenture had \$83,000 of principal and \$15,908 accrued interest. At December 31, 2018 the debenture had \$83,000 in principal outstanding and \$26,283 in accrued interest. On January 8, 2019 the Company issued 728,553,333 common shares to retire the Debenture consisting of \$83,000 of principal and \$26,283 of accrued interest.

On February 28, 2016 the Company issued a debenture for \$122,000 for cash advances during February 2016. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. During the quarter ended March 31, 2016 the debenture accrued \$1,016 of interest. During the quarter ended June 30, 2016 the debenture accrued \$3,050 in interest resulting in the debenture having \$122,000 in principal and \$4,066 in accrued interest outstanding at June 30, 2016. During each subsequent quarter in 2016 the debenture accrued \$3,050 in interest resulting in the debenture having \$122,000 in principal and \$10,166 in accrued interest outstanding at December 31, 2016. At June 30, 2017, the Company had \$122,000 in principal and \$14,933 in accrued interest outstanding. At September 30, 2017, the debenture had \$122,000 in principal and \$19,316 in accrued interest outstanding. At December 31, 2018 the debenture had \$122,000 in principal outstanding and \$34,566 in accrued interest. On March 4, 2019 the Company issued the last of 4 partial conversions totaling 1,427,680,000 common shares during the quarter ended March 31, 2019 that resulted in the payoff of the Debenture comprised of \$122,000 of principal and \$50,768 of accrued interest.

On June 30, 2016 the Company issued a debenture for \$12,000 for cash advances during June 2016. The debenture had not been previously been disclosed because it had been included with a different disclosure but has now been adjusted for the disclosure error. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2018 the debenture had \$12,000 in principal outstanding and \$2,700 in accrued interest. On March 3, 2019 the Company issued 152,087,671 common shares and paid off the Debenture that consisted of \$12,000 of principal and \$3,209 of accrued interest.

On January 31, 2017 the Company issued a debenture for \$13,000 for cash advances during January of 2017. The debenture had not been previously disclosed as a result of a disclosure error. On March 3, 2019 the Company paid off the Debenture by issuing 157,104,110 common shares for retiring \$13,000 of principal and \$2,710 of accrued interest.

On June 30, 2017 the Company issued a debenture for \$35,000 for cash advances during June of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning

over 9.9% of the outstanding common shares of the Company after the conversion. At June 30, 2017, the Company had \$35,000 in principal and no accrued interest outstanding. At September 30, 2017, the debenture had \$35,000 in principal and \$875 accrued interest outstanding. On March 3, 2019 the Company paid off the Debenture by issuing 408,589,041 common shares to retire \$35,000 of principal and \$5,859 of accrued interest.

On July 30, 2017 the Company issued a debenture for \$100,000 for cash advances during July of 2017. The debenture accrues interest at 10% per annum and will convert into the company's common stock at 50% of the lowest closing bid price 12 months before the conversion date. The Holder is restricted from any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion. At September 30, 2017, the debenture had \$100,000 in principal and \$1,667 accrued interest outstanding. At December 31, 2018 the debenture had \$100,000 in principal outstanding and \$14,167 in accrued interest. On January 8, 2019 the Company paid off the Debenture by issuing 762,557,078 common shares to retire \$100,000 of principal and \$14,384 of accrued interest.

On July 13, 2019 the Company issued 886,630,000 common shares before the reverse split to pay off a Debenture originally issued on May 31, 2018 in the amount of \$88,663 comprised of \$80,000 of principal and \$8,663 of accrued interest.

On October 25, 2019, the Company retired an outstanding debenture for 1,368,421 common shares that was originally issued on October 12, 2018 comprised of \$26,000 of principal and \$2,600 in accrued interest.

On February 20, 2020, the Company retired an outstanding debenture for 31,297,745 common shares that was originally issued on April 30, 2016 comprised of \$56,000 of principal and \$21,020 in accrued interest.

On June 5, 2020 the Company retired an outstanding debenture for 60,000,000 common shares valued at \$54,000 comprised of all principal. The debenture was originally issued on January 31, 2016 for \$90,000.

During the quarter ended June 30, 2020 the Company retired a debenture by issuing 53,501,111 common shares valued at \$48,151 comprised of \$47,648 of principal and \$503 of accrued interest. The debenture was originally issued on August 31, 2017 for \$310,000.

During the quarter ended June 30, 2020 the Company paid off a debenture with \$57,667 in cash comprised of \$50,000 of principal and \$7,667 of accrued interest. The debenture was originally issued on December 31, 2018 for \$50,000.

During the quarter ended September 30, 2020 the Company paid off a debenture with \$13,287 in cash comprised of \$2,762 of principal and \$10,525 of accrued interest. The debenture was originally issued on June 30, 2017 for \$215,000.

Outstanding Debentures

Issue Date	Noteholder	Principal (\$)	Outstanding (\$)	Interest Accrued (\$)	Principal & Interest (\$)
09/30/14	Sunrise Communications LLC	127,177	61,177	27,818	88,995
06/30/15	Sunrise Communications LLC	226,966	226,966	119,235	346,201
06/30/15	Albert Golusin	120,000	120,000	63,041	183,041
03/31/16	Sunrise Communications LLC	75,000	51,875	1,297	53,172
05/31/16	10th Planet Partners LP	107,500	107,500	46,577	154,077
06/30/16	Sunrise Communications LLC	17,500	17,500	7,439	24,939
08/31/16	10th Planet Partners LP	48,000	48,000	19,588	67,588
09/30/16	10th Planet Partners LP	89,600	89,600	35,828	125,428
10/31/16	10th Planet Partners LP	36,000	36,000	14,089	50,089
11/30/16	10th Planet Partners LP	50,000	50,000	19,158	69,158
12/31/16	10th Planet Partners LP	50,000	50,000	18,733	68,733
01/31/17	10th Planet Partners LP	32,000	32,000	11,717	43,717
02/28/17	Sunrise Communications LLC	350,000	350,000	125,473	475,473
02/28/17	10th Planet Partners LP	25,000	25,000	8,962	33,962
04/30/17	10th Planet Partners LP	90,000	90,000	30,760	120,760
05/31/17	10th Planet Partners LP	50,000	50,000	16,664	66,664
07/30/17	10th Planet Partners LP	100,000	100,000	31,685	131,685
08/31/17	10th Planet Partners LP	285,000	285,000	87,803	372,803
09/13/17	Mammoth Corporation	2,200,000	1,539,000	-	1,539,000
09/30/17	10th Planet Partners LP	200,000	200,000	59,973	259,973
09/30/17	X Finance LP	125,000	44,000	-	44,000
10/15/17	X Finance LP	160,000	127,333	23,468	150,801
10/20/17	10th Planet Partners LP	160,000	160,000	47,101	207,101
10/30/17	X Finance LP	165,000	110,000	19,250	129,250
10/31/17	10th Planet Partners LP	165,000	165,000	48,076	213,076
11/15/17	X Finance LP	140,000	140,000	40,216	180,216
11/15/17	10th Planet Partners LP	140,000	140,000	40,216	180,216

11/30/17	X Finance LP	80,000	80,000	22,652	102,652
11/30/17	10th Planet Partners LP	80,000	80,000	22,652	102,652
12/15/17	X Finance LP	125,000	125,000	34,880	159,880
12/15/17	10th Planet Partners LP	125,000	125,000	34,880	159,880
12/31/17	X Finance LP	250,000	250,000	68,664	318,664
01/02/18	10th Planet Partners LP	250,000	250,000	68,664	318,664
01/12/18	X Finance LP	450,000	450,000	122,116	572,116
01/16/18	10th Planet Partners LP	110,000	110,000	29,730	139,730
01/31/18	X Finance LP	175,000	175,000	46,579	221,579
01/31/18	10th Planet Partners LP	175,000	175,000	46,579	221,579
02/15/18	X Finance LP	125,000	125,000	32,757	157,757
02/16/18	10th Planet Partners LP	125,000	125,000	32,723	157,723
02/28/18	10th Planet Partners LP	150,000	150,000	38,774	188,774
03/01/18	X Finance LP	100,000	100,000	25,822	125,822
03/15/18	10th Planet Partners LP	120,000	120,000	30,526	150,526
03/15/18	X Finance LP	120,000	120,000	30,526	150,526
03/28/18	10th Planet Partners LP	120,000	120,000	30,099	150,099
03/29/18	X Finance LP	120,000	120,000	30,066	150,066
04/30/18	10th Planet Partners LP	310,000	310,000	74,952	384,952
04/30/18	X Finance LP	150,000	150,000	36,267	186,267
05/31/18	10th Planet Partners LP	170,000	170,000	39,659	209,659
06/30/18	10th Planet Partners LP	350,000	350,000	78,774	428,774
06/30/18	X Finance LP	50,000	50,000	11,253	61,253
07/15/18	10th Planet Partners LP	150,000	150,000	33,144	183,144
11/23/18	X Finance LP	35,000	35,000	6,477	41,477
12/11/18	Sean Prophet	40,000	40,000	7,205	47,205
12/18/18	Sunrise Communications LLC	8,500	8,500	1,517	10,017
12/31/18	X Finance LP	55,000	55,000	9,606	64,606
03/04/19	Sunrise Communications LLC	108,000	108,000	16,999	124,999
02/27/19	Libra AGI	69,300	69,300	11,005	80,305
01/15/19	10th Planet Partners LP	16,500	16,500	2,813	19,313
11/30/19	Albert Golusin	37,000	37,000	3,083	40,083
12/31/19	Albert Golusin	20,000	20,000	1,500	21,500
11/30/19	Sunrise Communications LLC	77,550	77,550	6,463	84,013
12/31/19	Sunrise Communications LLC	139,500	139,500	10,464	149,964
12/31/19	10th Planet Partners LP	32,300	32,300	2,424	34,724
03/31/20	10th Planet Partners LP	84,750	84,750	4,238	88,988
03/31/20	Albert Golusin	59,000	59,000	2,950	61,950
06/30/20	Albert Golusin	91,500	91,500	2,288	93,788
06/30/20	Sunrise Communications LLC	38,000	38,000	950	38,950
06/30/20	10th Planet Partners LP	54,715	54,715	1,368	56,083
09/30/20	X Finance LP	40,000	40,000	-	40,000
09/30/20	10th Planet Partners LP	48,475	48,475	-	48,475
		10,369,833	\$9,451,041	\$2,078,255	\$11,529,296

NOTE 7. LOANS FROM SHAREHOLDERS

Amounts owed to directors, officers or other consultants for services that are also shareholders are accrued as loans from shareholders.

NOTE 8. NOTE 10: STOCKHOLDERS EQUITY

Preferred Stock

On January 20, 2012, David Gwyther obtained 6,500,000 Preferred Series B shares from the prior owner. The Preferred Series B shares held by the Company's Chairman; David Gwyther had voting control of the Company with 1,000 votes for each preferred share held. Each Preferred B share can convert into 20 shares of common stock.

On September 13, 2016 the Company issued 1,400,000 Preferred Series B shares to two non-affiliates for \$16,800.

On June 1, 2017 the Company amended its articles and designated 6,000,000 Preferred Series C class of shares that it sold. A total of 3 million shares were sold to both directors of the Company for \$36,000 and 3 million shares were sold to two non-affiliates for \$36,000. Each Preferred C share has 1,000 votes and can convert into 20 shares of common stock.

At March 31, 2018 the Company had authorized 30,000,000 preferred shares with 13,900,000 preferred shares outstanding at \$.001 par and can issue shares of preferred stock in such classes and with such preferences as may be determined by the board of directors or the bylaws of the Company.

On May 30, 2019 the Company amended its Class A Convertible Preferred Stock ("Class A Stock") Certificate of Designation, increasing the number of authorized shares of Class A Stock to 10,000,000 and granting each share 22,500 votes at any shareholder meeting where matters might be put to a vote of the Common Stock shareholders.

On May 31, 2019 the Company agreed to exchange all of its outstanding Class B & Class C Preferred Stock for Class A Stock to the persons listed below, and in the amounts listed.

	Class Exchanged	Shares Exchanged	Class A Shares Issued
David Gwyther	B	6,500,000	1,300,000
Albert Golusin	B	700,000	140,000
10th Planet Partners LP	B	700,000	140,000
David Gwyther	C	2,000,000	400,000
Libra Fund, LLC	C	1,000,000	200,000
Colleen Manley	C	1,000,000	200,000
Morgan Sanburg-Jacobs	C	2,000,000	400,000
Total		13,900,000	2,780,000

On March 27, 2020, the Company amended its Class A Convertible Preferred Stock ("Class A Stock") Certificate of Designation, decreasing the number of votes each share of Class A Stock votes can vote at any shareholder meeting where matters might be put to a vote of the Common Stock shareholders from 22,500 to 2,250.

At September 30, 2020 the total outstanding Preferred Shares are 2,780,000 class A Preferred. The Company is authorized to issue a total of 30,000,000 preferred shares.

Common Stock

At June 30, 2018 the Company had 25,000,000,000 authorized common shares and 22,594,484,803 common shares outstanding.

On December 19, 2018 the Company increased its authorized common shares to 30,000,000,000.

On June 10, 2019 the Company increased its authorized common shares to 60,000,000,000.

At June 30, 2019 the Company had 60,000,000,000 authorized common shares and 30,238,198,575 common shares outstanding.

On September 23, 2019, the Company announced that it had executed a reverse stock split with a ratio of 1 common share for 500 common shares. These financial statements have not adjusted the share amounts for the stock reverse. Subsequent financial statements will reflect the reverse stock split.

On May 20, 2020 the Company increased its authorized common shares to 1,470,000,000.

On August 20, 2020 the Company increased its authorized common shares to 1,965,000,000.

During the quarter ended September 30, 2017 the Company issued 2,617,360,000 common shares to retire \$698,392 pf principal and \$86,816 of accrued interest to three non-affiliate lenders comprised of; (1) 1,385,593,334 common shares to an accredited individual investor for retiring \$292,000 of principal and \$40,511 of accrued interest and; (2) 1,323,640,000 common shares to a partnership for retiring \$396,392 of principal and \$45,472 of accrued interest and; (3) 36,110,000 common shares to an accredited individual investor for retiring \$10,000 of principal and \$833 of accrued interest.

During the quarter ended December 31, 2017 the Company issued 1,952,597,879 common shares to three non-affiliate debenture holders to retire six debentures comprised of; (1) 810,917,879 common shares to an accredited individual investor for retiring \$308,000 of principal and \$42,849 of accrued interest and; (2) 921,680,000 common shares to a partnership for retiring \$424,423 of principal and \$82,501 of accrued interest and; (3) 220,000,000 common shares to an accredited individual investor for retiring \$110,000 of principal.

During the quarter ended March 31, 2018 the Company issued 32,052,521 common shares valued at \$74,000 to consultants for legal and consulting services, 35,882,673 common shares to a company officer valued at \$52,500 for services and 114,935,673 common shares valued at \$180,000 to directors for past services. It also issued 2,794,970,909 common shares to retire 12 debentures owned by 4 non-affiliates comprised of; (1) 200,000,000 common shares to a corporation for retiring \$110,000 of principal and; (2) 1,441,740,000 common shares to a partnership for retiring \$645,000 of

principal and \$173,583 of accrued interest and; (3) 548,760,000 common shares to an accredited individual investor for retiring \$270,100 of principal and \$31,718 of accrued interest and; (4) 557,878,182 common shares to a partnership for retiring \$280,000 of principal and \$26,833 of accrued interest.

During the quarter ended June 30, 2018 the Company issued 495,074,000 common shares to retire three debentures to two non-affiliates comprised of; (1) 221,350,000 common shares to an accredited individual investor for retiring \$100,000 of principal and \$10,675 of accrued interest and; (2) 273,724,000 common shares to a partnership for retiring \$122,398 of principal and \$14,464 of accrued interest.

During the quarter ended September 30, 2018 the Company issued 837,298,630 common shares to retire four debentures to two non-affiliates comprised of; (1) 438,279,452 common shares to a partnership for retiring \$175,000 of principal and \$44,139 of accrued interest and; (2) 399,019,178 common shares to an accredited individual investor for retiring \$180,000 of principal and \$19,510 of accrued interest.

During the quarter ended December 31, 2018 the Company issued 1,478,843,509 common shares. Two debentures held by two separate unaffiliated Holders were retired that collectively had \$185,000 of principal and \$39,708 of accrued interest by issuing 690,510,476 common shares to the Holders. Partial payments on three debentures held by three separate unaffiliated Holders were made by issuing 788,333,333 common shares to pay \$147,667 of principal and \$33,833 in accrued interest.

During the quarter ended March 31, 2019 the Company issued 4,036,571,233 common shares. Six debentures held by three separate unaffiliated Holders were retired that collectively had \$365,000 of principal and \$176,754 of accrued interest by issuing 3,636,571,233 common shares to the Holders. A partial payment on one debenture held by an unaffiliated Holder was made by issuing 400,000,000 common shares to pay \$40,000 of principal.

During the quarter ended June 30, 2019 the Company issued 1,291,000,000 common shares valued at \$129,100. The shares were issued for partial payments on two debentures held by two separate unaffiliated Holders.

During the quarter ended September 30, 2018 the Company issued 1,889,630,000 common shares. One debenture was retired that had \$80,000 of principal and \$8,663 of accrued interest by issuing 888,663,000 common shares to its Holder. A partial payment on a debenture held by a separate unaffiliated Holder was made by issuing 1,003,000,000 common shares to pay \$114,500 of principal. Also, during the quarter, the Company issued 48,553,534 common shares to an officer for past services valued at 35,000 and 413,047,363 common shares to directors for past services valued at \$216,000. All shares issued during the quarter were prior to the reverse stock split on September 23, 2019.

On September 23, 2019, the Company announced that it had executed a reverse stock split with a ratio of 1 common share for 500 common shares. Disclosures of common share issuance amounts after September 23, 2019 will be after the reverse stock split. All disclosures of share issuances are on a post split basis after September 23, 2019.

During the quarter ended December 31, 2019 the Company issued 66,571,370 common shares. One debenture was retired that had \$26,000 of principal and \$2,600 of accrued interest by issuing 1,368,421 common shares to its Holder. Partial payments were made to three unaffiliated debenture holders totaling 65,189,170 common shares to pay \$321,868 of principal and \$68,030 of interest. Also, during the quarter, the Company issued 13,779 common shares to certain shareholders so that after the reverse split so they could still own one common share.

During the quarter ended March 31, 2020 the Company issued 307,923,175 common shares. One debenture was retired that had \$56,000 of principal and \$21,020 of accrued interest by issuing 31,297,745 common shares to its Holder. Partial payments were made to three unaffiliated debenture holders totaling 276,625,430 common shares to pay \$363,617 of principal and \$28,970 of interest.

During the quarter ended June 30, 2020 the Company issued 553,929,624 common shares. A total of 537,933,944 common shares reduced debentures and accrued interest by \$411,033 and 15,995,680 common shares were issued to reduce shareholder debt by \$120,000 for accrued officer and director compensation.

During the quarter ended September 30, 2020 the Company issued 229,049,435 common shares to four holders to reduce their debenture and accrued interest by \$177,725.

At September 30, 2020, the Company had 1,965,000,000 common shares authorized and 1,225,646,844 common shares issued and outstanding.