

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GAMEPLAN, INC.

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info@athenabitcoin.com

SIC 6099

Quarterly Report **For the Period Ending: September 30, 2020** **(the "Reporting Period")**

As of October 31, 2020, the number of shares outstanding of our Common Stock was:

4,049,392,879

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

486,171,020

As of December 31, 2017, the number of shares outstanding of our Common Stock was:

165,750,020

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

The Company (publicly traded under the symbol GPLA) was incorporated in Utah on August 26, 1981 under the name Sunbeam Solar, Inc. On December 23, 1991 the Company merged with GamePlan, Inc., a Nevada public corporation. The Company currently retains that name. In January of 2020, the Company completed the acquisition of Athena Bitcoin, Inc. in a share exchange.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated under the name Sunbeam Solar, Inc. On December 23, 1991 the Company merged with GamePlan, Inc., a Nevada public corporation. From 1992 to 1995 GamePlan actively sought gaming opportunities both in Native American and non-Native American venues and had gaming consulting contracts in Wisconsin and Arizona. From 1996 until 2014, the Company was a public shell. From 2014 until March 3, 2015 the Company was a reporting issuer. On January 14, 2020, this reporting period, the Company acquired all the outstanding common stock of Athena Bitcoin, Inc. in a share exchange (the "Share Exchange"). Athena Bitcoin, Inc. was incorporated in Delaware in 2015. The Company is currently in good standing as a Nevada Corporation.

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Trading symbol:	<u>GPLA</u>
Exact title and class of securities outstanding:	<u>Common Stock with Par Value \$0.001</u>
CUSIP:	<u>36465C303</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>5,000,000,000</u> as of date: <u>January 31, 2020</u>
Total shares outstanding:	<u>4,049,392,879</u> as of date: <u>October 31, 2020</u>
Number of shares in the Public Float ² :	<u>2,637,520</u> as of date: <u>January 31, 2020</u>
Total number of shareholders of record:	<u>149</u> as of date: <u>October 31, 2020</u>

All additional class(es) of publicly traded securities (if any): [NONE]

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Transfer Agent

Name: Nevada Agency and Transfer Company
Phone: 775-322-0626
Email: info@natco.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/17</u> Common: <u>165,750,020</u> Preferred:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>12/26/2018</u>	<u>New Issuance</u>	<u>230,000,000</u>	<u>Common</u>	<u>_____</u>	<u>_____</u>	<u>Magellan Capital Partners</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>_____</u>
<u>12/26/2018</u>	<u>New Issuance</u>	<u>45,210,500</u>	<u>Common</u>			<u>Robert G Berry</u>	<u>Debt Conversion</u>	<u>Restricted</u>	
<u>12/26/2018</u>	<u>New Issuance</u>	<u>45,210,500</u>	<u>Common</u>			<u>John T Jenkins</u>	<u>Debt Conversion</u>	<u>Restricted</u>	

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<u>1/14/2020</u>	<u>New Issuance</u>	<u>3,593,644.680</u>	<u>Common</u>	_____	_____	_____	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	_____
<u>08/18/2020</u>	<u>Shares Returned to Treasury</u>	<u>30,422.821</u>	<u>Common</u>						
<u>10/15/2020</u>	<u>Cancellation</u>	<u>30,422,821</u>	<u>Common</u>						
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> <u>Ending Balance:</u>									
Date <u>10/15/2020</u> Common: <u>4,049,392,879</u>									
Preferred: _____									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder (entities must have individual with voting / investment control disclosed).</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
<u>1/31/2020</u>	<u>\$3,000,000</u>	<u>\$3,000,000</u>	<u>\$59,835.62</u>	<u>1/31/2025</u>	<u>The lower of \$0.012/share or 20% Discount to Major Next Financing</u>	<u>KGPLA, LLC</u>	<u>Working Capital</u>
<u>2/4/2020</u>	<u>\$125,000</u>	<u>\$125,000</u>	<u>\$2,493.15</u>	<u>1/31/2025</u>	<u>[same as above]</u>	<u>Swingbridge Crypto III, LLC</u>	<u>Working Capital</u>
<u>1/1/2017</u>	<u>\$6,000</u>	<u>\$6,000</u>	<u>0</u>	<u>10/31/2021</u>	<u>Not convertible</u>	<u>A shareholder</u>	<u>Working Capital</u>
<u>1/3/2017</u>	<u>\$90,000</u>	<u>\$90,000</u>	<u>0</u>	<u>1/2/2022</u>	<u>Not convertible</u>	<u>A shareholder</u>	<u>Working Capital</u>
<u>1/10/2017</u>	<u>\$6,000</u>	<u>\$6,000</u>	<u>0</u>	<u>10/31/2021</u>	<u>Not convertible</u>	<u>A shareholder</u>	<u>Working Capital</u>
<u>1/24/2017</u>	<u>\$15,000</u>	<u>\$15,000</u>	<u>0</u>	<u>10/31/2021</u>	<u>Not convertible</u>	<u>A shareholder</u>	<u>Working Capital</u>
<u>5/30/2017</u>	<u>\$1,490,000</u>	<u>\$1,490,000</u>	<u>0</u>	<u>5/31/2022</u>	<u>Not convertible</u>	<u>Consolidated Futures LLC</u>	<u>Working Capital</u>

<u>1/31/2020</u>	<u>\$1,674,500</u>	<u>\$1,950,000</u>	<u>\$21,661.66</u>	<u>2/1/2021 to 4/30/2021</u>	<u>Not convertible</u>	<u>DV Chain, LLC</u>	<u>Working Capital</u>
<u>7/3/2018</u>	<u>\$94,106</u>	<u>\$99,400</u>	<u>0</u>	<u>8/1/2028</u>	<u>Not convertible</u>	<u>LoanMe, Inc.</u>	<u>Working Capital</u>
<u>4/15/2020</u>	<u>\$156,919</u>	<u>\$156,919</u>	<u>0</u>	<u>5/14/2022</u>	<u>Not convertible</u>	<u>Citizens National Bank (PPP Loan)</u>	<u>Approved PPP Purposes</u>

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

The Promissory Notes from 2017, 2018, the Forgivable PPP Loan, and the DV Chain Note of 1/31/2020 are the obligations of Athena Bitcoin, Inc. The Convertible Debt is an obligation of GamePlan, Inc.

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Parikshat Suri
Title: Chief Financial Officer
Relationship to Issuer: Contractor

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Statement of Changes in Shareholders' Equity
G. Financial notes; and
H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Q2 2020 Consolidated Financial Statements (Unaudited) for GamePlan, Inc.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

The Company, through its subsidiary, Athena Bitcoin, Inc. operates a network of Bitcoin ATM—kiosks for retail customers to purchase and sell digital currency in exchange for paper currency. The Bitcoin ATM are typically located in high-traffic and retail settings such as convenience stores, gas stations, and shopping centers. Athena Bitcoin has a significant presence in ten states (CA, TX, GA, FL, OH, IL, MO, PA, MI, AL) and the territory of Puerto Rico in the United States as well as Colombia and Argentina. Athena Bitcoin also operates an over the counter (OTC) desk for retail investors who wish to purchase or sell large amounts of digital currency. The Company deals in all major digital currencies including Bitcoin, Bitcoin Cash (BCH), Litecoin, and Ethereum. In 2019, and 2020 prior to the acquisition of Athena Bitcoin, Inc in the Share Exchange, the Company had no operations.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

As referenced above, the Company operates through its wholly-owned subsidiary Athena Bitcoin, Inc. Athena Bitcoin, Inc. operates in Argentina as Athena Holdings Company SRL and in Colombia as Athena Holdings Colombia SAS.

- C. Describe the issuers' principal products or services, and their markets

Since 2014, so called Bitcoin ATM have been a convenient and fast way for consumers to quickly purchase and sell Bitcoin and other digital currencies. The consumer can quickly complete a comprehensive and risk adjusted process of KYC/AML due diligence using the machines on-board scanners and cameras. In the workflow for purchasing digital currency, after authenticating the user, the Bitcoin ATM will accept their physical currency and transmit bitcoin to the user's wallet address. The customer does not need to have a specific wallet or smartphone app, as all wallets can be used with Athena's Bitcoin ATM. The Company's US machines will sell any amount of digital currency from as little as \$1 up to several thousand dollars allowing customers to choose exactly how much they wish to spend.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company has two major assets: Bitcoin ATM and Digital Currency. As of 9/30/2020: The Company held Digital Currencies, mostly Bitcoin, valued at \$958,052 (referencing a market value of \$10,788 per Bitcoin). and its fleet of Bitcoin ATM valued at \$1,419,802 less accumulated depreciation of \$808,061. Athena expects to increase the size of the fleet of Bitcoin ATM in the second half of the year as interstate travel restrictions ease and mandatory self-quarantine orders expire.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company,

regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Eric Gravengaard</u>	<u>CEO, Director</u>	<u>Winnetka, IL</u>	<u>1,159,388,277</u>	<u>Common Stock</u>	<u>28.7%</u>	_____
<u>Edward Weinhaus</u>	<u>President, Director</u>	<u>St. Louis, MO</u>	<u>24,714,611</u>	<u>Common Stock</u>	<u>0.6%</u>	<u>Includes beneficial ownership through Liberty Digital Holdings, LLC</u>
<u>Michael Komaransky</u>	<u>Director</u>	<u>Coconut Grove, FL</u>	<u>1,521,141,192</u>	<u>Common Stock</u>	<u>37.7%</u>	<u>Includes beneficial ownership through KGPLA, LLC</u>
<u>Huaxing Lu</u>	<u>Director</u>	<u>Miami, FL</u>	<u>0</u>	_____	_____	_____
<u>Esteban Suarez</u>	<u>Director</u>	<u>Miami, FL</u>	<u>0</u>	_____	_____	_____
<u>Swingbridge LLC</u>	<u>Over 5% Owner</u>	<u>Chicago, IL</u>	<u>227,623,117</u>	<u>Common Stock</u>	<u>5.6%</u>	<u>Managing Member: Tom Kerestes</u>

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of

federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Iwona J. Alami
Firm: Law Ofc Iwona J Alami
Address 1: 620 Newport Center Dr #1100
Address 2: Newport Beach, CA 92660
Phone: 949-200-4626
Email: alamilaw@icloud.com

Accountant or Auditor

Accountant:

Name: Ivan Ivanovich
Firm: Full Stack Finance
Address 1: 1112 Montana Ave #116
Address 2: Santa Monica, CA 90403
Phone: 800-941-0356
Email: info@fullstackfinance.com

Auditor:

Name: Ben Borgers
Firm: BF Borgers CPA PC
Address 1: 5400 West Cedar Ave
Address 2: Lakewood, CO 80226
Phone: 303-953-1454
Email: contact@bfbcpa.us

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Eric L. Gravengaard certify that:

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

11/16/2020 [Date]

/s/Eric Gravengaard [CEO's Signature]

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

Principal Financial Officer:

I, Parikshat Suri certify that:

1. I have reviewed this quarterly disclosure statement of GamePlan, Inc.;

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

11/16/2020 [Date]

/s/Parikshat Suri [CFO's Signature]

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