Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Image Protect, Inc.

1141 N. El Camino Real, Suite 203, San Clemente, CA. 92672

949-361-3959 ext. 101

www.imageprotect.com
larry.adams@imageprotect.com

7372

Annual Report
For the Period Ending: 12/31/2020
(the "Reporting Period")

As of 12/31/2020, the number of shares outstanding of our Common Stock was:

2,529,359,629

As of 09/30/20, the number of shares outstanding of our Common Stock was:

2,529,359,629

As of 12/31/2019 our last year end, the number of shares outstanding of our Common Stock was:

2,134,359,629

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 Control[1] of the company has occurred over this reporting period:

[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

Yes: ☐ No: ☒

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

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

Image Technology Laboratories, Inc. Dec. 1, 2015

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

December 5, 1997, Delaware, active

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

NA

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

On July 22, 2019 the Company amended its articles to increase the number of authoried common stock to 3,750,000,000.

The address(es) of the issuer's principal executive office:

1141 N. El Camino Real, Suite 203, San Clemente, CA. 92672

The address(es) of the issuer's principal place of business:
Check box if principal executive office and principal place of business are the same address: ☒

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

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:	IMTL
Exact title and class of securities outstanding:	Common
CUSIP:	130342108
Par or stated value:	.01

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.

Total shares authorized: 3,750,000,000 as of date: 12/31/20
Total shares outstanding: 2,529,359,629 as of date: 12/31/20
Number of shares in the Public Float[2]: 287,859,629 as of date: 12/31/20
Total number of shareholders of record: 171 as of date12/31/20
Additional class of securities (if any):

Trading symbol: NA
Exact title and class of securities outstanding: Preferred Stock
CUSIP: NA
Par or stated value: NA
Total shares authorized: 5,000,000 as of date: 12/31/20
Total shares outstanding: 1,500,000 as of date: 12/31/20
Transfer Agent
Olde Monmouth Stock Transfer

Phone: 732-872-2727
Email: jeff@oldemonmouth.com

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

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: Opening Balance Date 1/1/2018 Common: 521,859,629 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**	**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.**

[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.

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

2/21/19	New issuance	3,000,000	common	.01	no	ADAR ALEF LLC Ari Goldstein	Additional funds	unrestricted	Reg A
3/07/19	New issuance	5,000,000	common	.01	no	GPL Ventures LLC Alex Dillon	Additional Funds	unrestricted	Reg A
3/08/19	New issuance	5,000,000	common	.01	no	Tri-Bridge Ventures LLC John Forsythe	Additional funds	unrestricted	Reg A
3/08/19	New issuance	20,000,000	common	.01	no	GPL Ventures LLC Alex Dillon	Additional funds	unrestricted	Reg A
3/27/19	New issuance	4,000,000	common	.01	no	ADAR ALEF LLC Ari Goldstein	Additional funds	unrestricted	Reg A
04/02/2019	New issuance	30,000,000	Common	NA	Yes	Jonathan Thomas	Note repayment	Restricted	restricted
04/04/2019	New issuance	20,000,000	Common	$0.005	No	GPL Ventures – Alexander Dillon	Additional funds	Free Trading	Reg A
04/29/20019	New issuance	20,000,000	Common	$.005	No	GPL Ventures – Alexander Dillon	Additional funds	Free Trading	Reg A
04/29/2019	New issuance	15,000,000	Common	$0.005	No	GPL Ventures – Alexander Dillon	Additional funds	Free Trading	Reg A
04/29/19	New Issuance	50,0000,000	Common	NA	NO	Lawrence Adams	Consulting fees	Restricted	Restricted
04/29/2019	New issuance	50,000,000	Common	NA	No	Jonathan Thomas	Compensation	Restricted	Restricted
05/02/2019	New issuance	5,000,000	Common	$0.005	No	TriBridge Ventures – John Forsythe III	Additional funds	Free trading	Reg A
05/02/2019	New issuance	15,000,000	Common	$0.005	No	GPL Ventures - Alexander Dillon	Additional funds	Free Trading	Reg A
05/22/2019	New issuance	25,000,000	Common	$0.005	No	GPL Ventures – Alexander Dillon	Additional funds	Free Trading	Reg A
06/12/2019	New issuance	4,000,000	Common	$0.005	No	Highgarden Capital Growth – Craig Coaches	Additional funds	Free Trading	Reg A

7/18/19	New Issuance	12,500,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
7/24/19	New Issuance	6,250,000	Common	$0.0008	YES	Highgarden Capital Growth – Craig Coaches	Additional Funds	Free Trading	Reg A
07/29/19	New Issuance	150,000,000	Common	$0.0027	NO	Lawrence Adams	Consulting fees	Restricted	Restricted
7/29/19	New Issuance	150,000,000	Common	$0.0027	NO	Jonathan Thomas	Compensation	Restricted	Restricted
7/30/19	New Issuance	75,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additonal Funds	Free Trading	Reg A
7/30/19	New Issuance	37,500,000	Common	$0.0008	YES	TriBridge Ventures – John Forsythe III	Additional Funds	Free Trading	Reg A
8/2/19	New Issuance	50,000,000	Common	$0.0008	YES	Highgarden Capital Growth – Craig Coaches	Additional Funds	Free Trading	Reg A
8/2/19	New Issuance	62,500,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
8/13/19	New Issuance	100,000,000	Common	$0.0008	YES	Tiger Trout Captial – Alan Masey	Additional Funds	Free Trading	Reg A
8/15/19	New Issuance	25,000,000	Common	$0.0008	YES	Bergamo Consulting LLC – Craig Bergamo	Additional Funds	Free Trading	Reg A
8/16/19	New Issuance	18,750,000	Common	$0.0008	YES	Highgarden Capital Growth – Craig Coaches	Additional Funds	Free Trading	Reg A
8/29/19	New Issuance	31,250,000	Common	$0.0008	YES	ADAR ALEF LLC - Ari Goldstein	Additional Funds	Free Trading	Reg A
9/3/19	New Issuance	31,250,000	Common	$0.0008	YES	Bergamo Consulting LLC – Craig Bergamo	Additional Funds	Free Trading	Reg A
9/3/19	New Issuance	31,250,000	Common	$0.0008	YES	Highgarden Capital Growth – Craig Coaches	Additional Funds	Free Trading	Reg A
9/9/19	New Issuance	31,250,000	Common	$0.0008	YES	Essex Global Investment Corp – Ben Conde	Additional Funds	Free Trading	Reg A
9/18/19	New Issuance	31,250,000	Common	$0.0008	YES	ADAR ALEF LLC - Ari Goldstein	Additional Funds	Free Trading	Reg A

9/19/19	New Issuance	31,250,000	Common	$0.0008	YES	Bergamo Consulting LLC – Craig Bergamo	Additional Funds	Free Trading	Reg A
9/24/19	New Issuance	37,500,000	Common	$0.0008	YES	TriBridge Ventures – John Forsythe III	Additional Funds	Free Trading	Reg A
9/24/19	New Issuance	150,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
9/27/19	New Issuance	31,250,000	Common	$0.0008	YES	Highgarden Capital Growth – Craig Coaches	Additional Funds	Free Trading	Reg A
10/04/19	New Issuance	125,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
10/09/19	New Issuance	50,000,000	Common	$0.0008	YES	Citta Alta Capital LLC – Craig Coaches	Additional Funds	Free Trading	Reg A
10/23/19	New Issuance	125,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
11/14/19	New Issuance	25,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
11/14/19	New Issuance	37,500,000	Common	$0.0008	YES	TriBridge Ventures – John Forsythe III	Additional Funds	Free Trading	Reg A
11/15/19	New Issuance	31,250,000	Common	$0.0008	YES	ADAR ALEF LLC - Ari Goldstein	Additional Funds	Free Trading	Reg A
12/13/19	New Issuance	125,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
01/10/20	New Issuance	125,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
02/05/20	New Issuance	125,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
04/01/20	New Issuance	145,000,000	Common	$0.0008	YES	GPL Ventures – Alexander Dillon	Additional Funds	Free Trading	Reg A
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date 12/31/2020 Common: 2,529,359,629 Preferred: 1,500,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 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: ☐

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
12/1/15	$110,000	$60,000	NA	12/1/16	NA	Blackbridge Capital-Alex Dillon	Loan
12/31/15	$10,000	$10,000	NA	12/31/16	NA	Blackbridge Capital-Alex Dillon	Loan
1/6/16	$2,500	$2,500	NA	1/6/17	NA	Blackbridge Capital-Alex Dillon	Loan
04/29/16	$25,000	$25,000	NA	04/29/17	NA	Blackbridge Capital-Alex Dillon	Loan
05/20/16	$2,500	$2,500	NA	05/20/17	NA	Blackbridge Capital-Alex Dillon	Loan
05/03/17	$25,000	$25,000	NA	05/03/18	NA	Blackbridge Capital-Alex Dillon	Loan
05/22/17	$36,500	$36,500	NA	05/22/18	NA	Blackbridge Capital-Alex Dillon	Loan
05/22/17	$37,500	$37,500	NA	05/22/18	NA	Blackbridge Capital-Alex Dillon	Loan
02/01/18	$30,000	$30,000	NA	02/01/19	NA	Blackbridge Captial Growth Fund LLC – Alex Dillon	Loan
02/26/18	$65,000	$65,000	NA	02/26/19	NA	Blackbridge Captial Growth Fund LLC – Alex Dillon	Loan
09/10/19	$50,000	$50,000	NA	09/10/20	NA	Fidelis Capital – Anthony Lotto	Loan
10/26/16	$50,000	$50,000	NA	10/26/17	NA	Grey Fox Investments – Brady Crosswell	Loan

12/7/16	$25,000	$25,000	NA	12/7/17	NA	Olivier Dareaux	Loan
2/5/16	$30,000	$30,000	NA	2/5/17	NA	Pinz Capital International – Michael Pinz	Loan
2/7/16	$30,000	$30,000	NA	2/7/17	NA	Valerie Saunders	Loan
10/18/19	$50,000	$50,000	NA	10/18/20	NA	Tiger Trout Capital – Alan Masey	Loan
12/31/18	$70,000	$20,000	NA	12/31/19	NA	GPL Ventures LLC – Alex Dillon	Loan
1/25/17	$25,000	$25,000	NA	1/25/18	NA	Doris Lin	Loan
1/28/17	$10,000	$10,000	NA	1/28/18	NA	Jesus Carvajal	Loan
10/2/2020	$250,000	$250,000	NA	9/8/2021	50% discount of the lowest price 10 days prior to conversion	MadMat Holding LLC – Richard Cucciniello	Loan

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

____

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: **Richard Edelson**
Title: **Accountant**
Relationship to Issuer: **None**

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 Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

[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.

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.

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

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")

Image Protect, Inc. has developed a web application that monitors the global internet to seek and collect evidence for illegally used visual content. The web application crawls the internet to identify use and sends notices to infringers or their hosting company (ISP)

B. Please list any subsidiaries, parents, or affiliated companies.

None

C. Describe the issuers' principal products or services.

Software IP global graphic infringement

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 and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, 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 issuer leases a five year lease which expires 3/31/2022, 1500 sq. ft. office space, first floor

7) Company Insiders (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% of more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Lawrence Adams	CEO, Director	Rumson, NJ	250,000,000	common	15.47%	
Jonathan Thomas	Chief Technology Officer	San Clemente, CA	277,793,319	common	17.81%	
Matthew Goldman	CO-CEO	San Clemente, CA	15,000,000	common	1.02%	

No

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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);

No

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;

No

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

No

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.

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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: William Robinson Eilers
Firm: Eilers Law Group
Address 1: 149 South Lexington Ave, Ashville, NC 28801
Address 2: _____
Phone: 786-273-9152
Email: wreilers@eilerslawgroup.com

Accountant or Auditor

Name: Richard Edelson
Firm: Get OTC Current
Address 1: 10 Lawrence Road, Kings Park, NY 11754
Address 2: _____
Phone: 631-672-7181
Email: rich@getotccurrent.com

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, broker-dealer(s), 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: _____

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Lawrence Adams certify that:

1. I have reviewed this Annual disclosure statement of Image Protect, 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.

3/2/2021 [Date]

Lawrence Adams [CEO's Signature]

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

Principal Financial Officer:

I, Lawrence Adams certify that:

1. I have reviewed this Annual disclosure statement of Image Protect 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.

3/2/2021 [Date]

Lawrence Adams [CFO's Signature]

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

IMAGE PROTECT INC.
BALANCE SHEET
(Unaudited)

	December 31, 2020	December 31, 2019
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 12,011	$ 6,927
Accounts receivable, net	667,905	667,905
Due from related party	136,150	136,242
Prepaid expense and other current asset	5,062	5,062
Total current assets	821,128	816,136
OTHER ASSETS:		
Website development cost, net	2,561	2,561
Security deposit	1,747	1,747
TOTAL ASSETS	$ 825,436	$ 820,444
LIABILITES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	$ 346,318	$ 371,824
Accrued interest	102,980	102,980
Accounts payable and accrued liabilities - related party	237,040	237,040
Bank line of credit	60,693	62,243
Convertible notes payable	534,378	285,878
Advances from related party	31,882	30,826
Subscriptions payable	10,000	10,000
Derivative liabilites	790,729	790,729
	-	
Total Current Liabilites	2,114,020	1,891,520
	-	
	-	
TOTAL LIABILITES	2,114,020	1,891,520
STOCKHOLDERS'S DEFICIT:		
Preferred stock ($0.01 par value; 5,000,000 shares authorized)		
Series C perferred stock - $0.01 pjar value;		
1,500,000 shares authorized; 1,500,000 issued and outstanding		
at September 30, 2020 and Setpember 30, 2019	15,000	15,000
Common stock, ($.01 par value; 3,750,000,000 shares authorized;		
2,529,359,629 issued and outstanding at December 31, 2020 and 2,134,359,629 at December 31, 2019	6,713,034	6,613,034
Unearned compensation	(810,000)	(810,000)
Additional paid-in capital	(2,367,596)	(2,367,596)
Accumulated deficit	(4,839,022)	(4,521,514)
TOTAL STOCKHOLDERS' DEFICIT	(1,288,584)	(1,071,076)
TOTAL LIABILITES AND STOCKHOLDERS' DEFICIT	$ 825,436	$ 820,444

The accompanying notes are an intergral part of these unaudited financial statements.

IMAGE PROTECT INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended December 31, 2020	December 31, 2019
NET REVENUES		
Revenues from infringement protection and monitoring services	$ 7,688	$ 102,074
Total net revenues	7,868	102,074
COST AND OPERATING EXPENSES		
Direct cost of revenues	-	89,963
Professional and consulting fees	-	372,785
Technology services	-	77,332
General and administrative	313,552	1,505,352
TOTAL COST AND OPERATING EXPENSES	313,552	2,045,432
Accrued interest		
INCOME/(LOSS) FROM OPERATIONS	(305,684)	(1,943,358)
Income/(Loss) before provision for income taxes	(305,684)	(1,943,358)
Provision for income taxes		-
NET INCOME/(LOSS)	$ (305,684)	$ (1,943,358)

The accompanying notes are an intergral part of these unaudited financial statements.

IMAGE PROTECT INC.
STATEMENT OF STOCKHOLDERS' DEFICIENCY

	Series C Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Number of Shares	Amount	Number of Shares	Amount			
Balance at December 31, 2017	1,500,000	15,000	125,855,188	764,368	(433,344)	(2,453,190)	(2,107,166)
Issuance of Common stock	-	-	13,337,774	276,999	172,414	-	449,413
Net loss for the quarter ended March 31, 2018	-	-	-	-	-	(285,246)	(285,246)
Balance at March 31, 2018	1,500,000	15,000	139,192,962	1,041,367	(260,930)	(2,738,436)	(1,942,999)
Issuance of Common stock	-	-	3,333,334	33,333	16,667	-	50,000
Net profit for the quarter ended June 30, 2018	-	-	-	-	-	130,764	130,764
Balance at June 30, 2018	1,500,000	15,000	142,526,296	1,074,700	(244,263)	(2,607,672)	(1,762,556)
Net loss for the quarter ended September, 2018						(52,565)	(52,565)
Balance at September 30, 2018	1,500,000	15,000	142,526,296	1,074,700	(244,263)	(2,660,237)	(1,814,799)
Issuance of Common stock			108,333,333	133,333	66,667		200,000
Net loss for the year ended December 31, 2018						(124,646)	(124,646)
Balance at December 31, 2018	1,500,000	15,000	250,859,629	1,208,033	(177,596)	(2,578,157)	(1,532,719)
Issuance of Common Stock	-	-	37,000,000	185,000	-	-	185,000
Net Loss for the quarter ended March 31, 2019						(124,111)	(124,111)
Balance at March 31, 2019	1,500,000	15,000	287,859,629	1,393,033	(177,596)	(2,702,268)	(1,471,830)
Issuance of Common Stock			234,000,000	1,170,000	-	-	1,170,000
Net loss for the quarter ended June 30, 2019						(922,705)	(922,705)
Balance at June 30, 2019	1,500,000	15,000	521,859,629	2,563,033	(177,596)	(3,624,973)	(1,226,035)
Issuance of Common Stock	-	-	1,612,500,000	3,635,001	(2,190,000)	-	1,445,001
Unearned compensation	-	-	-	(810,000)	-	-	(810,000)
Net loss September 30, 2019						(489,318)	(489,318)
Balance at December 30, 2019	1,500,000	15,000	2,134,359,629	5,388,034	(2,367,596)	(4,114,291)	(1,078,853)
Issuance of Common Stock	-	-	250,000,000	1,325,000	(810,000)		515,000
Net loss adjustment March 31, 2020						(500,948)	(500,948)
Balance at March 31, 2020	1,500,000	15,000	2,384,359,629	6,713,034	(3,177,596)	(4,615,239)	(1,064,801)
Issuance of Common Stock	-	-	145,000,000				
Net loss June 30, 2020						(2,105)	(2,105)
Balance June 30, 2020	1,500,000	15,000	2,529,359,629	6,713,034	(3,177,596)	(4,617,344)	(1,066,906)
Net Loss September 30, 2020	-	-	-	-	-	(1,257)	(1,257)
Balance September 30, 2020	1,500,000	15,000	2,529,359,629	6,713,034	(3,177,596)	(4,618,601)	(1,068,163)
Net Loss December 31, 2020						(220,420)	(220,420)
Balance December 31, 2020	1,500,000	15,000	2,529,359,629	6,713,034	(3,177,596)	(4,839,021)	(1,288,583)

IMAGE PROTECT INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended December 31, 2020	For the Years Ended December 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (305,684)	$ (1,943,358)
Adjustments to reconcile net loss to net cash used in operating activities:		
Unearned compensation	-	(810,000)
Changes in operating assets and liabilities:		
Accounts receivable		(13,219)
Accounts payable and accrued liabilities	(11,640)	-
Accounts payable and accrued liabilities-related party	(27,148)	(27,129)
Net cash used in operating activities	(344,472)	(2,793,706)
CASH FLOWS FROM FINANCING ACTIVITIES		
Notes payable	248,500	(37,725)
Proceeds from sale of common stock	100,000	18,835,000
Discount on issuance of common stock	-	(13,430,000)
Proceeds/repayments from issuance of convertible notes payable	-	-
Paid in capital		(2,190,000)
Repayments from issuance of notes payable-related party	1,056	(394,932)
Net cash provided by financing activities	349,556	2,782,343
NET INCREASE IN CASH AND CASH EQUIVALENTS	5,084	(11,363)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	6,927	18,290
CASH AND CASH EQUIVALENTS - END OF PERIOD	$ 12,011	$ 6,927
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for :		
Interest	$ -	$ -
Income taxes	$ -	$ -

IMAGE PROTECT INC.
FINANCIAL STATEMENTS
DECEMBER 31, 2020
UNAUDITED

NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS

Image Protect, Inc. (the "Company") (formerly Image Technology Laboratories, Inc.) was incorporated on December 5, 1997 and commenced operations on January 1, 1998. On December 1, 2015, the Company merged with Clear Art, Inc. ("Clear Arts"), in a transaction treated as a reverse acquisition, and the business of Clear Arts became the business of the Company. The Company has developed a web application that monitors the global Internet to seek and collect evidence for illegally used visual content. The web application crawls the internet to identify illegal use and sends notices to identified infringers or their hosting company (ISP).

On December 1, 2015, Clear Arts, Inc. (doing business as Image Protect), a private California corporation which is the historical business, entered into an Agreement and Plan of Merger (the "Merger Agreement") with the Company and all of the stockholders of Clear Arts (the "Clear Arts Shareholders") whereby the Company agreed to acquire all of the issued and outstanding capital stock of Clear Arts in exchange for 44,601,962 shares of the Company's common stock. On December 3, 2015, the merger was filed with the state of Delaware and Clear Arts merged with and into the Company and the separate corporate existence of Clear Art ceased and after the closing, the Company is the surviving entity pursuant to the Merger Agreement. The number of shares issued represented approximately 70.0% of the issued and outstanding common stock immediately after the consummation of the Merger Agreement. In addition, Mr. Jonathan Thomas who was the President and a stockholder of Clear Arts, was appointed to the Board of Directors and was engaged as President and COO of the Company. Mr. Jonathan Thomas received 37,733,000 shares out of the total 44,601,962 shares of the Company's common stock per the terms of the Merger Agreement.

As a result of the controlling financial interest of the former stockholders of Clear Arts, for financial statement reporting purposes, the business combination between the Company and Clear Arts has been treated as a reverse acquisition with Clear Arts deemed the accounting acquirer and the Company deemed the accounting acquiree under the acquisition method of accounting in accordance with FASB Accounting Standards Codification ("ASC") Section 805-10-55. The reverse acquisition is deemed a capital transaction and the net assets of Clear Arts (the accounting acquirer) are carried forward to the Company (the legal acquirer and the reporting entity) at their carrying value before the acquisition. The acquisition process utilizes the capital structure of the Company and the assets and liabilities of Clear Arts which are recorded at historical cost. The equity at closing is the historical equity of Clear Arts retroactively restated to reflect the number of shares issued by the Company in the transaction.

NOTE 2 – BASIS OF PRESENTATION, GOING CONCERN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying financial statements are unaudited, but in the opinion of management of the Company, contain all adjustments, which include normal recurring adjustments, necessary to present fairly the financial position at Septemeber 30, 2020, and the results of operations and cash flows for the year ended Septemeber 30, 2020. Certain information and footnote disclosures normally included in the unaudited financial statements that have been prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although management of the Company believes that the disclosures contained in these unaudited condensed financial statements are adequate to make the information presented therein not misleading.

Going concern

These unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business.

As reflected in the accompanying unaudited financial statements, the Company had a net loss of approximately $93,725 for the quarter ended September 30, 2020, and net cash used by operations of approximately $1,257 for the quarter ended September 30, 2020 and an accumulated deficit, stockholders' deficit and working capital deficit of $4,618,602, $1,068,164 and $1,069,109, respectively, Septembner 30, 2020,. These matters raise substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon achieving profitable operations and/or obtaining additional financing. The unaudited financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company plans to raise capital through the sale of equity or debt instruments to implement its business plan. There is no assurance these plans will be realized.

NOTE 2 – BASIS OF PRESENTATION, GOING CONCERN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of estimates

The preparation of the unaudited financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Significant estimates during the six months December 31, 2018 include the useful lives of website development cost, allowance for doubtful accounts and contractual allowances, collection of accounts receivable, beneficial conversion of convertible notes payable, the valuation of derivative liabilities and the valuation of stock-based compensation.

Fair value of financial instruments and fair value measurements

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The Company classifies assets and liabilities recorded at fair value under the fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. The fair value measurements are classified under the following hierarchy:

- Level 1—Observable inputs that reflect quoted market prices (unadjusted) for identical assets and liabilities in active markets;

- Level 2—Observable inputs, other than quoted market prices, that are either directly or indirectly observable in the marketplace for identical or similar assets and liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets and liabilities; and

- Level 3—Unobservable inputs that are supported by little or no market activity that is significant to the fair value of assets or liabilities.

The carrying amounts of the Company’s financial assets and liabilities, such as cash, accounts receivable, prepaid expenses and other current assets, accounts payable and accrued expenses approximate their fair values because of the short maturity of these instruments.

The Company’s convertible notes payable and loan payable approximate the fair value of such instruments based upon management’s best estimate of interest rates that would be available to the Company for similar financial arrangements at Septemeber 30, 2020.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

ASC 825-10 “*Financial Instruments*”, allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding instruments.

Fair Value of Financial Assets and Liabilities Measured on a Recurring Basis

Level 3 Financial Liabilities - Derivative Liability on Conversion Feature

The Company uses Level 3 of the fair value hierarchy to measure the fair value of the derivative liabilities and revalues its derivative liability on the conversion feature at every reporting period and recognizes gains or losses in the statements of operations that are attributable to the change in the fair value of the derivative liabilities.

NOTE 2 – BASIS OF PRESENTATION, GOING CONCERN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

The following table presents the derivative financial instruments, measured and recorded at fair value on the Company's unaudited balance sheets on a recurring basis, and their level within the fair value hierarchy as of:

December 31, 2019	Amount	Level 1	Level 2	Level 3
Derivative liability - Embedded conversion	$ 790,723	$ -	$ -	$ 790,723
December 31, 2020				
Derivative liability - Embedded conversion	$ 412,520	$ -	$ -	$ 412,520

Cash and cash equivalents

Cash and cash equivalents consist of cash and short-term highly liquid investments purchased with original maturities of three months or less. There were no cash equivalents at March 31,.

Accounts receivable

Accounts receivable are presented net of an allowance for doubtful accounts and contractual allowance. The Company maintains allowance for doubtful accounts and contractual allowance for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowance when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balance, the Company considers many factors, including the age of the balance, a customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. Account balances deemed to be uncollectible are charged to bad debt expense and included in the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Due to the nature of the industry in which the Company operates, certain estimates are required to record net revenues and accounts receivable at their net realizable value. Accounts receivable are reported at the estimated net realizable amounts from settlement fees for services rendered. The Company performs periodic analyses to assess the accounts receivable balances. The Company records an allowance for doubtful accounts and contractual allowance (to reduce gross billed charges to a contractual or estimated net realizable value) based on management's assessment of historical and expected estimated collectability of the accounts such that the recorded amounts reflect estimated net realizable value. Upon determination that an account is uncollectible, the account is written-off and charged to the allowance for doubtful accounts. The Company's allowance for doubtful accounts and contractual allowance are a reduction to accounts receivable on the Company's financial position. The Company fully reserves through its contractual allowances amounts that have not been written off because the collection process has not been exhausted. The Company adjusts the historical collection analysis for recoveries, if any, on an ongoing basis. During the year ended March 31,, the Company recorded contractual allowances of $0.

Property, plant and equipment

Property and equipment are carried at cost. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. The Company examines the possibility of decreases in the value of fixed assets when events or changes in circumstances reflect the fact that their recorded value may not be recoverable. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets.

(continued)

Revenue recognition

The Company follows ASC 605-10 "Revenue Recognition" and recognizes revenue when all the conditions for revenue recognition are met: (i) persuasive evidence of an arrangement exists, (ii) collection of the fee is probable, (iii) the sales price is fixed and determinable and (iv) services have been rendered. Revenue is derived from subscription fees and the recovery of photo infringement settlement fees. The Company collects settlement fees for commercial and editorial uses from operating companies. The Company provides infringement protection and monitoring services to copyright owners under which copyright owners retain the Company to identify and collect settlement payments from Internet users who have infringed on their copyrights. Revenue is recognized when the Company collects a settlement fee or upon entering into a settlement agreement which acts as a waiver to the infringement against the copyright owner. Fee-for-service revenue is reported net of contractual allowances.

The Company reports its revenue at gross amounts in accordance with ASC 605-45 "Principal Agent Considerations" because it is responsible for fulfillment of the service, has substantial latitude in setting price, assumes the credit risk and it is responsible for the payment of all obligations incurred for legal and debt collection fees. The Company bears the credit risks if it does not collect the settlement fees and will be responsible to pay for fees including, but not limited to, court filing fees, collection fees, travel costs, deposition reporter, video, and transcript fees, expert fees and expenses, investigation costs, messenger and process service fees, computer-assisted legal research fees, document duplication and/or imaging expenses, electronic-data vendor fees, and any fees or costs that a court may order to pay to a party or third party.

Cost of Revenue

Cost of revenues mainly includes payments to copyright holders of a percentage of the revenue the Company collects in accordance with our agreements with the copyright owner. Cost of revenues also include expenses incurred in connection with the Company's copyrights enforcement activities, such as legal and debt collection fees.

Research and development

Expenditures for research and product development costs are expensed as incurred. The Company did not incur any research and development during the year ended Septemeber 30, 2020

Stock-based compensation

Stock-based compensation is accounted for based on the requirements of the Share-Based Payment Topic of ASC 718 which requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). The ASC also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award.

Pursuant to ASC Topic 505-50, for share-based payments to consultants and other third-parties, compensation expense is determined at the "measurement date." The expense is recognized over the service period of the award. Until the measurement date is reached, the total amount of compensation expense remains uncertain. The Company initially records compensation expense based on the fair value of the award at the reporting date.

Derivative Liabilities

The Company follows the provisions of ASC Topic No. 815-40, "Derivatives and Hedging - Contracts in an Entity's Own Stock", for the embedded conversion options that were accounted for as derivative liabilities at the date of issuance and adjusted to fair value through earnings at each reporting date. In accordance with ASC 815, the Company has bifurcated the conversion feature of the convertible notes, along with any free-standing derivative instruments and recorded derivative liabilities on their issuance date. The Company uses the Black-Scholes model to value the derivative liabilities.

NOTE 2 – BASIS OF PRESENTATION, GOING CONCERN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

The Company accounts for income taxes pursuant to the provision of ASC 740-10, "Accounting for Income Taxes" which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

The Company follows the provision of the ASC 740-10 related to Accounting for Uncertain Income Tax Position. When tax returns are filed, it is highly certain that some positions taken would be situated upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is most likely that not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all highly certain of being upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits.

The Company has adopted ASC 740-10-25 Definition of Settlement, which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion and examination by a taxing authority without being legally extinguished. For tax position considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely that not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open. The federal and state income tax returns of the Company are subject to examination by the IRS and state taxing authorities, generally for three years after they were filed.

Software development costs

The Company recognizes the costs associated with developing a website in accordance with ASC Topic 350–50 "Website Costs". Costs incurred to develop internal-use software, including website development costs, during the preliminary project stage are expensed as incurred. Internal-use software development costs are capitalized during the application development stage, which is after: (i) the preliminary project stage is completed; and (ii) management authorizes and commits to funding the project and it is probable the project will be completed and used to perform the function intended. Capitalization ceases at the point the software project is substantially complete and ready for its intended use, and after all substantial testing is completed. Upgrades and enhancements are capitalized if it is probable that those expenditures will result in additional functionality. Amortization is provided for on a straight-line basis over the expected useful life of three years of the internal-use software development costs and related upgrades and enhancements. When existing software is replaced with new software, the unamortized costs of the old software are expensed when the new software is ready for its intended use. The Company place its website into service in June 2014.

NOTE 2 – BASIS OF PRESENTATION, GOING CONCERN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basic and diluted earnings per share

Net loss per common share is calculated in accordance with ASC Topic 260, "Earnings Per Share". Basic loss per share is computed by dividing net loss available to common stockholder, adjusted for preferred dividends, by the weighted average number of shares of Common Stock outstanding during the period. The computation of diluted net loss per share does not include anti-dilutive common stock equivalents in the weighted average shares outstanding.

Related parties

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

Recent accounting pronouncements

From time to time, the FASB or other standards setting bodies will issue new accounting pronouncements. Updates to the FASB ASC are communicated through issuance of an Accounting Standards Update ("ASU").

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). ASU 2014-09 outlines a new, single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. This new revenue recognition model provides a five-step analysis in determining when and how revenue is recognized. The new model will require revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration a company expects to receive in exchange for those goods or services. ASU 2014-09 is effective for public entities for annual reporting periods beginning after December 15, 2016 and interim periods within those periods. Early adoption is not permitted. The FASB has approved a one-year deferral of the effective date with the option to early adopt using the original effective date. Entities may use either a full retrospective or a modified retrospective approach to adopt ASU 2014-09. The Company is currently assessing the impact that adopting this new accounting guidance will have on its financial statements and footnote disclosures.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

NOTE 3 – LOAN PAYABLE

On December 1, 2015, following the closing of the Merger Agreement (see Note 1), the Company assumed a working capital loan agreement with a financial institution for borrowings of up to $75,000. Outstanding borrowings bear interest monthly at 1% above the prime rate and is due on demand. The principal amount outstanding under this agreement was $62,243 at December 31, 2018.

NOTE 4 – NOTES PAYABLE

Convertible notes payable

Convertible notes payable consisted of the following:

		Septemeber 30, 2020 (Unaudited)
Principal amount	$	842.500
Less: unamortized debt discount		(308,122)
Convertible notes payable, net	$	534,378

NOTE 5 – NOTES PAYABLE (continued)

On December 1, 2015, following the closing of the Merger Agreement (see Note 1), the Company assumed convertible notes payable for a total of $110,000 with a remaining balance of $77,064 of debt discount. These convertible notes payable as of March 31, 2018 consisted of the following:

- 5% Convertible Promissory Note in the principal amount for borrowings of up to $50,000. The 5% convertible promissory note and all accrued interest were due on April 15, 2016. The maturity date of this note had been extended to October 15, 2016. The maturity date was extended again to December 31, 2017. The principal on this note shall bear interest at the rate of five percent (5%) per annum from the issuance date thereof until the note is paid. The note holder is entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 50% of the lowest trading price during forty (40) trading days, commencing on the first trading day following delivery and clearing of the conversion notice. In the event the price of the Company's common stock falls below $0.01 at any time after the issuance date, the conversion price for all conversions shall be automatically adjusted to the lesser of (i) $0.0001, or (ii) 50% of the lowest trading price during the valuation period. The Company assumed $10,000 of this convertible note on the date of merger. On December 15, 2015, the Company received additional proceeds in connection with this note of $10,000. Between March 2016, and May 2016, the Company received additional proceeds in connection with this note for an aggregate amount of $5,000. The outstanding principal for this convertible note was $25,000, which represents the total proceeds received at March 31, 2018.

- 2% Convertible Promissory Note in the principal amount of $50,000 in connection with a Consulting Agreement dated October 16, 2015 (see Note 7). The 2% convertible promissory note and all accrued interest were due on May 16, 2016. The maturity date of this note was extended to October 15, 2016. The principal on this note shall bear interest at the rate of two percent (2%) per annum from the issuance date thereof until the note is paid. The note holder is entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 87.5% of the lowest trading price during the forty (40) trading days, commencing on the first trading day following delivery and clearing of the conversion notice. Accordingly, the 2% convertible note was not considered to be conventional debt and the embedded conversion feature was required to be bifurcated from the debt host and accounted for as a derivative liability. The outstanding principal for this convertible note was $50,000 at March 31, 2018. In March 2017, the Company issued 4,670,984 share of its common stock for the conversion of this convertible notes payable principal amount of $50,000 and accrued interest of $ 1,381 pursuant to the conversion terms of the notes.

- 5% Convertible Promissory Note in the principal amount of $50,000 in connection with a Securities Purchase Agreement dated October 16, 2015 (see Note 7). The 5% convertible promissory note and all accrued interest were due on April 16, 2016. The maturity date of this note had been extended to October 15, 2016. The maturity date was extended again to December 31, 2017. The principal on this note shall bear interest at the rate of five percent (5%) per annum from the issuance date thereof until the note is paid. The note holder is entitled, at its option, at any time after the issuance of this note, to convert all or any lesser portion of the outstanding principal amount and accrued but unpaid interest into the Company's common stock at a conversion price for each share of common stock equal to a price which is 60% of the lowest trading price during the twenty (20) trading days, commencing on the first trading day following delivery and clearing of the conversion notice. The Company determined that the conversion feature of the 5% convertible promissory note represents an embedded derivative since the note is convertible into a variable number of shares. The outstanding principal for this convertible note was $50,000 at March 31, 2018.

- 10% Convertible Promissory Note of $30,000 dated in March 2016, due on March 2017, with an unrelated entity. Under the terms of the note, the Company received $25,000 and was charged an original issue discount of $5,000. The original issue discount has been recorded as debt discount. This note may not be prepaid in whole or in part. Any amount of principal or interest on this note, which is not paid when due, shall bear interest at the rate of fifteen percent (15%) per annum from the due date thereof until the same is paid. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 30% of the lowest trading price during the 20 days prior to the date of the conversion notice. The note holder may exchange the notes as subscription payment toward purchase of shares offered for resale or other type of offering as defined in the convertible note agreement. In the event that note holder elects to exchange the note for purchase of shares from the qualified offering, said shares shall be issued free of restrictive legend and will be deemed qualified shares. At the time of conversion the Company will grant two registered shares for every dollar invested. The Company's exchanged shares shall be automatically registered in the offering. The outstanding principal for this convertible note was $30,000 at March 31, 2018.

NOTE 5 – NOTES PAYABLE (continued)

- In April 2016, the Company issued a 7% convertible promissory note payable of $25,000, due on February 25, 2017, with an unrelated entity. Under the terms of the note, the Company received $22,500 and was charged with legal fees of $2,500 in connection with the issuance of this note. This note may not be prepaid in whole or in part. Any amount of principal or interest on this note, which is not paid when due, shall bear interest at the rate of fifteen percent (15%) per annum from the due date thereof until the same is paid. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to the average lowest trading price of the Company's common stock for the previous 10 days prior to the date of the conversion notice. The note holder may exchange the notes as subscription payment toward purchase of shares offered for resale or other type of offering as defined in the convertible note agreement. In the event that note holder elects to exchange the note for purchase of shares from the qualified offering, said shares shall be issued free of restrictive legend and will be deemed qualified shares. At the time of conversion, the Company will grant two registered shares for every dollar invested. The conversion price, however is subject to full ratchet anti-dilution in the event that the Company issues any securities at a per share price lower that the conversion price in effect.

- In October 2016, the Company issued a 8% convertible promissory note payable of $50,000, due on October 24, 2017, with an unrelated entity. This note may not be prepaid in whole or in part. Any amount of principal or interest on this note, which is not paid when due, shall bear interest at the rate of fifteen percent (15%) per annum from the due date thereof until the same is paid. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 55% of the average lowest trading price during the 10 days prior to the date of the conversion notice. The note holder may exchange the notes as subscription payment toward purchase of shares offered for resale or other type of offering as defined in the convertible note agreement. The note holder may exchange this note, in whole or in part, as a subscription payment toward purchase of shares offered for resale per registration statement whereby the principal and interest of this note may be converted into shares of the offering at 50% of the offering price. The conversion price, however is subject to full ratchet anti-dilution in the event that the Company issues any securities at a per share price lower that the conversion price in effect.

- In November 2016, the Company issued a 8% convertible promissory note payable of $10,000, due on October 24, 2017, with an unrelated entity. This note may be prepaid in full at a redemption premium of 20% of the principal amount of this note. Any amount of principal or interest on this note, which is not paid when due, shall bear interest at the rate of 20% per annum from the due date thereof until the same is paid. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 55% of the volume weighted average trading price during the 20 days prior to the date of the conversion notice.

- In November 2016, the Company issued a 8% convertible promissory note payable of $30,000, due on November 22, 2017, with an unrelated entity. This note may be prepaid in full at a redemption premium of 20% of the principal amount of this note. Any amount of principal or interest on this note, which is not paid when due, shall bear interest at the rate of 20% per annum from the due date thereof until the same is paid. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 55% of the volume weighted average trading price during the 20 days prior to the date of the conversion notice.

- In December 2016, the Company issued a 8% convertible promissory note payable of $25,000, due on December 6, 2017, with an unrelated entity. This note may be prepaid in full at a redemption premium of 20% of the principal amount of this note. Any amount of principal or interest on this note, which is not paid when due, shall bear interest at the rate of 20% per annum from the due date thereof until the same is paid. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 55% of the volume weighted average trading price during the 20 days prior to the date of the conversion notice.

- In January 2017, the Company issued a 7% convertible promissory note payable of $10,000, due on December 21, 2017, with an unrelated entity. This note may be prepaid in full at a redemption premium of 20% of the principal amount of this note. Any amount of principal or interest on this note, which is not paid when due, shall bear interest at the rate of 15% per annum from the due date thereof until the same is paid. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 50% of the volume weighted average trading price during the 10 days prior to the date of the conversion notice. If, at any time, the Company issues any convertible securities or rights to purchase stock, warrants, securities or other property to all record holder of any class of common stock, then the note holder will be entitled to acquire upon the terms applicable to such purchase rights.

NOTE 5 – NOTES PAYABLE (continued)

- In January 2017, the Company issued an 8% convertible promissory note payable of $25,000, due on January 19, 2018, with an unrelated entity. This note may be prepaid in full at a redemption premium of 20% of the principal amount of this note. The Company shall be charged liquidated damages of $500 per day per event of default pursuant to this note agreement. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 55% of the volume weighted average trading price during the 10 days prior to the date of the conversion notice.

- In May 2017, the Company issued a 5% convertible promissory note payable of $25,000, due on May 1, 2018, with an unrelated entity. The Company shall be charged liquidated damages of $500 per day per event of default pursuant to this note agreement. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to the the lesser of (a) Eighty Percent (80%) of the lowest Trading Price the during twenty trading days prior to the day the holder requests conversion or (b) $0.015, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice.

- In January 2018, the Company issued a 5% convertible promissory note payable of $60,000, due on January 29, 2019, with an unrelated entity. The Company shall be charged liquidated damages of $500 per day per event of default pursuant to this note agreement. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 90% of the lowest trading price during the 20 days prior to the date of the conversion notice. As of March 31, 2018 only $30,000 of this note has been funded.

- In May 2017, the Company issued an 8% convertible promissory note payable of $37,500 with a purchase price of $36,500, due on May 18, 2018, with an unrelated entity. The Company shall be charged liquidated damages of $500 per day per event of default pursuant to this note agreement. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 80% of the lowest trading price during the 20 days prior to the date of the conversion notice.

- In May 2017, the Company issued an 8% convertible promissory note payable of $37,500 with a purchase price of $36,500, due on May 18, 2018, with an unrelated entity. The Company shall be charged liquidated damages of $500 per day per event of default pursuant to this note agreement. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 80% of the lowest trading price during the 20 days prior to the date of the conversion notice. This note is in addition to the note described above.

- In February 2018, the Company issued a 5% convertible promissory note payable of $65,000, due on February 21, 2019, with an unrelated entity. The Company shall be charged liquidated damages of $500 per day per event of default pursuant to this note agreement. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 90% of the lowest trading price during the 20 days prior to the date of the conversion notice.

- 10% Convertible Promissory Note of $70,000 dated in December 27, 2018, due on December 27, 2019, GPL Ventures LLC. Under the terms of the note, the Company received $70,000. This note may not be prepaid in whole or in part. Any amount of principal or interest on this note, which is not paid when due, shall bear interest at the rate of fifteen percent (10%) per annum from the due date thereof until the same is paid. At the option of the note holder, the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to to the lesser of a) $0.01 or b) Ninety Percent (90%) of the lowest Trading Price (defined below) during the Valuation Period (defined below), and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price.

- In October 2, 2020 , the Company issued a 8% convertible promissory note payable of $250,000, due on September 8, 2021, with an unrelated entity the Company may repay the note by issuing the Company's common stock based upon the conversion term equal to 50% of the volume weighted average trading price during the 10 days prior to the date of the conversion notice. If, at any time, the Company issues any convertible securities or rights to purchase stock, warrants, securities or other property to all record holder of any class of common stock, then the note holder will be entitled to acquire upon the terms applicable to such purchase rights.

The Company evaluated whether or not the convertible promissory notes contain embedded conversion features, which meet the definition of derivatives under ASC 815 and related interpretations. The Company determined that the terms of the notes discussed above include variable conversion prices based on the closing trading prices of the Company's common stock which cause the embedded conversion options to be accounted for as derivative liabilities. In accordance with ASC 815, the Company has bifurcated the conversion feature of the convertible notes and recorded derivative liabilities on their issuance date and adjusted to fair value through earnings at each reporting date. The Company uses the Black-Scholes option pricing model to value the derivative liabilities.

The note issued during the year ended Septemeber 30, 2020 were discounted in the amount of $35,000 based on the valuations and the Company recognized an initial derivative expense of $22,522 upon initial recording of the derivative liabilities. The total debt discount from the valuation of the derivatives are being amortized over the terms of the note. These derivative liabilities are then revalued on each reporting date. The gain (loss) resulting from the decrease (increase) in fair value of these convertible instruments was $8,055 and $209,072 for the three months ended March 31, 2017 and 2016 respectively. During the three months ended March 31, 2017, the Company reclassified $46,126 to paid-in capital due to the conversion of convertible note into common stock. At March 31, 2018, the Company had recorded derivative liability of $884,665.

Non-convertible notes payable

In July 2016, the Company issued a 15% promissory note payable of $50,000 with an unrelated entity. The maturity date is the earlier of a) 12 months from the date of issuance or b) the date on which this note is accelerated due to an occurrence of an event that constitutes a default as defined in the promissory note agreement. At any time this note remains outstanding, upon 3 business day written notice to the lender, the Company has the right to prepay the principal and accrued but unpaid interest due under the note at a premium of 150%.

In May 2016, the Company issued a 9% promissory note payable for borrowings up to $16,000 with an affiliated company managed by the CEO of the Company. The maturity date is the earlier of a) December 30, 2016 or b) the date on which this note is accelerated due to an occurrence of an event that constitutes a default as defined in the promissory note agreement. During the three months ended March 31, 2017, the Company received $14,600 from the CEO for working capital purposes. The outstanding principal for this note payable – related party was $41,506 at March 31, 2018.

NOTE 6 – STOCKHOLDERS' DEFICIT

Preferred stock

The Company is authorized to issue 5,000,000 shares of its $0.01 par value preferred stock, of which, 1,500 shares are designated as Series B Convertible Preferred Stock, and 1,500,000 shares are designated as Series C Preferred Stock. At Septemeber 30, 2020, 1,500,000 and none shares of Series C Preferred Stock were issued and outstanding.

Each shares of the Series C Preferred Stock entitles the holder to 1 vote on all matters submitted to a vote of the Company's stockholders. The holders of the Series C Preferred Stock do not have any conversion rights and redemption provision.

Common stock

On July 22, 2019 the Company amended its articles to increase its authorized shares to 3,750,000,000 shares of its $0.01 par value common stock. As of March 31, there were 1,615,609,629 shares of common stock issued and outstanding.

Options and Warrants

As of March 31, the Company had no options and warrants issued and outstanding since the Company did not grant any options under the Company's option plan.

NOTE 7 – CONCENTRATIONS AND COMMITMENTS

Commitments

Consulting agreements

In September 2015, the Company entered into a consulting agreement with Seaside Advisors LLC, an affiliated company managed by the CEO of the Company. Pursuant to the consulting agreement, the consultant shall provide strategic planning, business development, and consulting services relating to potential acquisition and mergers. The Company pays fees of $5,000 per month as compensation for the services per the terms of agreement. Additionally, the Company pays reimbursement for out of pocket expenses subject to the Company's approval. The term of the agreement is for 12 months unless otherwise extended by both parties. Accrued consulting fees to such related party consultant as of March 31, 2018 $10,000, and were reflected as accounts payable and accrued liabilities – related party in the accompanying unaudited balance sheets.

Securities purchase agreements

On October 16, 2015, the Company entered into a Securities Purchase Agreement with a third party investor for the purchase of $1,000,000 worth of shares of common stock. Upon execution of this agreement, the Company shall pay to the investor a commitment fee of $50,000 through the issuance of a 5% convertible promissory note (see Note 5) and $50,000 worth of restricted shares of common stock (the "Commitment Shares") which is calculated by dividing $50,000 by 90% of the lowest trading price of the common stock during the 10 days prior to the execution of this agreement. As of March 31, 2018, the Company has not issued the Commitment Shares and consequently, the Company recorded $55,556, which represents the value of the Commitment Shares in accrued expenses at March 31, 2018. Such investor is also a party in a consulting agreement dated on October 16, 2015 as discussed above.

NOTE 8 – RELATED PARTY TRANSACTIONS

Advances from related party

During year 2014, the Company's President and COO, Mr. Jonathan Thomas, provided advances to the Company for working capital purposes for a total of $94,947 and the Company repaid $50,587. During year 2015, the Company's President and COO provided advances to the Company for working capital purposes for a total of $148,262 and the Company repaid $156,535. In September 2015, the Company issued an 8% unsecured promissory note to Mr. Thomas for the unpaid balance of the advances which shall be due on September 1, 2017. The note shall bear interest at the rate of eight percent (8%) per annum. During the three months ended March 31, 2017, the Company's President and COO provided advances to the Company for working capital purposes for a total of $19,690 and the Company repaid $42,208. At March 31, 2017 and December 31, 2016, these advances from related party amounted to $41,507.

Consulting agreements

In September 2015, the Company entered into a consulting agreement with Seaside Advisors LLC, an affiliated company managed by the CEO of the Company. Pursuant to the consulting agreement, the consultant shall provide strategic planning, business development, and consulting services relating to potential acquisition and mergers (see Note 7).

NOTE 8 – RELATED PARTY TRANSACTIONS (continued)

Transaction with an affiliated company

From time to time the Company enters into transactions with Lived In Images, Inc. ("Lived In Images"), an affiliated company owned by the President and COO of the Company, including:

NOTE 9 – THREATENED LITIGATION

On August 15, 2018 the Company received a letter from a competitor claiming the Company engaged in copyright infringement.

The Company has engaged a law firm on this matter and believes this is a frivolous claim and will oppose the action

vigourously.