

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GAMEPLAN, INC.

1332 N HALSTED ST. STE 401, CHICAGO, IL 60642

312-690-4466

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info@athenabitcoin.com

SIC 6099

Annual Report

For the Period Ending: December 31, 2020
(the "Reporting Period")

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

4,049,392,879

As of September 30, 2020, the number of shares outstanding of our Common Stock was:

4,079,815,700

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

4,049,392,879

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:

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.

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.

GamePlan Inc. was a “shell company” (as such term is defined in Rule 12b-2 under the Exchange Act) immediately before the completion of the transactions described below. GamePlan, Inc. was incorporated in the state of Nevada in 1991 for the sole purpose of merging with Sunbeam Solar, Inc., a Utah corporation, which merger occurred as of December 31, 1991. The Articles of Merger were filed in the state of Nevada pursuant to which GamePlan was the surviving entity following the merger. GamePlan was involved in various businesses, including, gaming and other consulting services, prior to becoming a company seeking acquisitions. GamePlan filed form 10-SB with the Securities and Exchange Commission in September 1999 thus becoming a reporting company under section 12(g) of the Securities and Exchange Act of 1934. The Company subsequently filed Form 15 in March, 2015, terminating its reporting status.

On January 14, 2020 the Company entered into a Share Exchange Agreement (the “Agreement”), by and among the Company, Athena Bitcoin, Inc., a Delaware S corporation (“Athena”) founded in 2015, and certain shareholders of Athena. The Agreement provides for the reorganization of Athena Bitcoin, Inc., with and into GamePlan, Inc., resulting in Athena becoming a wholly owned subsidiary of GamePlan. The agreement is for the exchange of 100% shares of the outstanding Common Stock of Athena, for 3,593,644,680 shares of GamePlan common stock (an exchange rate of 1,244.69 shares of GamePlan stock for each share of Athena stock). The closing of the transaction occurred as of January 30, 2020.

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):

GamePlan, Inc. was incorporated in the state of Nevada on 12/26/1991 for the sole purpose of merging with Sunbeam Solar, Inc., a Utah corporation, which merger occurred as of December 31, 1991. The Company is currently in good standing as a Nevada Corporation.

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

No

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 January 14, 2020 the Company entered into a Share Exchange Agreement (the “Agreement”), by and among the Company, Athena Bitcoin, Inc., a Delaware S corporation (“Athena”) founded in 2015, and certain shareholders of Athena. The Agreement provides for the reorganization of Athena Bitcoin, Inc., with and into GamePlan, Inc., resulting in Athena becoming a wholly owned subsidiary of GamePlan. The agreement is for the exchange of 100% shares of the outstanding Common Stock of Athena, for 3,593,644,680 shares of GamePlan common stock (an exchange rate of 1,244.69 shares of GamePlan stock for each share of Athena stock). The closing of the transaction occurred as of January 30, 2020.

The former shareholders of Athena Bitcoin, Inc. acquired control of the Company upon the closing of the share exchange transaction. The exchange was accounted for as a reverse acquisition. Accordingly, for financial statement purposes, Athena Bitcoin, Inc. is considered the accounting acquiror and the related business combination is considered a recapitalization of Athena Bitcoin, Inc. rather than an acquisition by the Company. The historical financial statements prior to the Agreement are those of Athena, except that the historical equity of Athena has been retroactively restated to reflect the number of shares received in the business combination at the exchange rate of 1,244.69 shares of GamePlan common stock for each share of Athena common stock. The historical common stock carrying amount has been adjusted to reflect the revised par value of the outstanding stock and the corresponding offset was reflected in the additional paid-in capital. All share and per share information included in these financial statements have been adjusted to reflect the 1,244.69 to 1 share conversion.

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

1332 N HALSTED ST. STE 401, CHICAGO, IL 60642

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:

N/A

2) Security Information

Trading symbol: GPLA
Exact title and class of securities outstanding: Common Stock with Par Value \$0.001
CUSIP: 36465C303
Par or stated value: \$0.001

Total shares authorized: 4,409,605,000 as of date: December 31, 2020
Total shares outstanding: 4,049,392,879 as of date: December 31, 2020
Number of shares in the Public Float²: 2,637,520 as of date: December 31, 2020
Total number of shareholders of record: 152 as of date: December 31, 2020

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: _____

Transfer Agent

Name: Nevada Agency and Transfer Company
Phone: 775-322-0626
Email: info@natco.com
Address: 50 W Liberty St # 880, Reno, NV 89501

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.

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: Date <u>12/31/18</u> Common: <u>486,171,020</u> Preferred: <u>NONE</u>			*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>1/14/2020</u>	<u>New Issuance</u>	124,469	<u>Common</u>	<u>See note 1 below</u>	No	Alvide, Hernan	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	12,944,801	<u>Common</u>	<u>[same as above]</u>	No	Athena Blockchain, Inc./Hinkes, Andrew*	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	124,469	<u>Common</u>	<u>[same as above]</u>	No	Balliet, Jenny	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	186,704	<u>Common</u>	<u>[same as above]</u>	No	Bergquist, John	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	622,346	<u>Common</u>	<u>[same as above]</u>	No	Davis, Chad	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)

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

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>1/14/2020</u>	<u>New Issuance</u>	<u>15,211,410</u>	<u>Common</u>	<u>See note 1 below</u>	No	<u>DeLuca, Lauren</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>124,469</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Dickover, Katryn</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>14,547,890</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Doermer, Richard</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>30,422,821</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>DV Chain LLC/ See, Garrett*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>124,469</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Flores, Vanessa</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>622,346</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Galeazzi, Dante</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>85,883,774</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Garrison, Lindsay TTEE*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>4,356,423</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Goldenhorn, Matias</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>290,427,804</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Gravengaard, Eric</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>868,960,473</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Gravengaard, Eric L TTEE*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>30,422,821</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Jingu-Mae LLC/ Klein, Todd*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>3,650,745</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Kirkland & Ellis LLP / Ballis, Jon*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)

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>1/14/2020</u>	<u>New Issuance</u>	<u>1,521,141,192</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Komaransky, Mike</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>622,346</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Leon, Michael</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>18,670,385</u>	<u>Common</u>	<u>See note 1 below</u>	No	<u>Liberty Digital Holdings LLC/ Weinhaus, Edward*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>5,335,558</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Loiterstein, Nichole M</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>5,103,239</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Matson, Eric</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>124,469</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Meliendrez, Martin</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>25,551,045</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Millennium Group Inc / Mork, Jonathan*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>248,938</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Patton, Patrick</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>5,335,558</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Ross, Ben</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>2,074,902</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Saiter, Adam</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>12,446,924</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Schwartz, Brian</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>13,338,897</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Schwartz, Dan & Joanne</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)

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>1/14/2020</u>	<u>New Issuance</u>	<u>15,211,410</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>SHC Ventures LLC/Courter, Matthew*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>15,211,410</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Sullivan, Ryan</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>191,454,966</u>	<u>Common</u>	<u>_____</u>	No	<u>Swingbridge Crypto I LLC/ Kerestes, Tom*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>50,271,880</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Swingbridge Crypto II LLC/ Kerestes, Tom*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>177,351,237</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Swingbridge Crypto III LLC/ Kerestes, Tom*</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>124,469</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Ulivieri, Bill</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>169,098,926</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Valentine, Gilbert</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>6,044,226</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Weinhaus, Edward</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>1/14/2020</u>	<u>New Issuance</u>	<u>124,469</u>	<u>Common</u>	<u>[same as above]</u>	No	<u>Wesolowski, Martin</u>	<u>Exchange for shares of Athena Bitcoin, Inc.</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>08/18/2020</u>	<u>Shares Returned to Treasury</u>	<u>30,422,821</u>	<u>Common</u>			<u>DV Chain, LLC / See, Garrett*</u>	<u>Off market purchase by Company</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
<u>10/15/2020</u>	<u>Cancellation</u>	<u>30,422,821</u>	<u>Common</u>			<u>Gameplan, Inc / Gravenaard, Eric*</u>	<u>Cancellation of treasury stock</u>	<u>Restricted</u>	Securities Act Section 4(a)(2)
Shares Outstanding on Date of This Report:									
Ending _____ Balance									
Ending Balance:									
Date <u>12/31/2020</u> Common:									
<u>4,049,392,879</u>									

Preferred: NONE

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:

* Represents control person.

- 1) On January 14, 2020, the Company entered into a Share Exchange Agreement (the "Agreement"), by and among the Company, Athena Bitcoin, Inc., a Delaware corporation ("Athena") founded in 2015, and certain shareholders of Athena. The Agreement provides for the reorganization of Athena Bitcoin, Inc., with and into the Company, resulting in Athena becoming a wholly-owned subsidiary of the Company. The agreement is for the exchange of 100% shares of the outstanding Common Stock of Athena, for 3,593,644,680 shares of GamePlan, Inc. common stock (an exchange rate of 1,244.69 shares of common stock of GamePlan, Inc. for each share of Athena common stock). The closing of the transaction occurred as of January 30, 2020.

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.)
<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 /Michael Komaransky*</u>	<u>Convertible Loan for 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 / Tom Kerestes*</u>	<u>Convertible Loan for 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>Jason Loiterstein</u>	<u>Loan for 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>Lindsay Heidrick Separate Property Trust / Lindsay Garrison TTE*</u>	<u>Loan for 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>Ben Ross</u>	<u>Loan for 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>Daniel and Joanne Schwartz</u>	<u>Loan for 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 /Asher Corson*</u>	<u>Loan for Working Capital</u>
<u>1/31/2020</u>	<u>\$1,349,500</u>	<u>\$1,950,000</u>	<u>\$18,160.21</u>	<u>2/1/2021 to 4/30/2021</u>	<u>Not convertible</u>	<u>DV Chain, LLC / Garrett See*</u>	<u>Loan for Working Capital</u>
<u>7/3/2018</u>	<u>\$88,816</u>	<u>\$99,400</u>	<u>0</u>	<u>8/1/2028</u>	<u>Not convertible</u>	<u>LoanMe, Inc./ Jonathan Williams*</u>	<u>Working Capital</u>

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

* Represents control person.

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: Employee

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

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.

Audited Financial Statements for the 12 months ended December 31st, 2020 were posted to OTCIQ on 04/01/2021. The document name is: Annual Report - 2020 FY Audited Financial Statements.

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.

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")

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

Athena Bitcoin S. de R.L. de C.V. (entity controlled by the Company incorporated in Mexico).
Athena Holdings Colombia SAS (entity controlled by the Company incorporated in Colombia).
Athena Holding Company S.R.L (entity controlled by the Company incorporated in Argentina).
Athena Holdings of PR LLC (entity controlled by the Company incorporated in Puerto Rico).
Athena Holdings El Salvador, S.A. de C.V. (entity control by the Company incorporated in El Salvador).

Describe the issuers' principal products or services.

The Company's Bitcoin ATMs are 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 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.

Please refer to the Company's Consolidated Financial Statements for the year ended December 31, 2020 along with the Notes to Consolidated Financial Statements and in particular Note 18 for events subsequent to the close of those financial statements.

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% or 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
<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>Common Stock</u>	<u>0.0%</u>	
<u>Esteban Suarez</u>	<u>Director</u>	<u>Miami, FL</u>	<u>0</u>	<u>Common Stock</u>	<u>0.0%</u>	
<u>Swingbridge LLC and related entities</u>	<u>Over 5% Owner</u>	<u>Chicago, IL</u>	<u>419,078,083</u>	<u>Common Stock</u>	<u>10.3%</u>	<u>Managing Member: Tom Kerestes*</u>

* Represents control person.

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);

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 #110
Address 2: Newport Beach, CA 92660
Phone: 949-200-4626
Email: iwona@alamilawgroup.com

Accountant or 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, 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, Eric L. Gravengaard certify that:

1. I have reviewed this annual 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.

04/12/2021 [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 annual 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.

04/12/2021 [Date]

/s/Parikshat Suri [CFO's Signature]

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