

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Perpetual Industries Inc.

A Nevada Corporation
5634 Opportunity Blvd, Unit F
Auburn, IN 46706

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www.perpetualindustries.com
info@perpetualindustries.com
3590

Quarterly Report **For the Period Ending: June 30, 2021** (the "Reporting Period")

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

77,823,800

As of March 31, 2021, the number of shares outstanding of our Common Stock was:

72,023,500

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

69,983,500

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name 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.

Perpetual Industries Inc.

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):

January 26, 2005 - Active

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

None

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

N/A

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

5634 Opportunity Blvd, Unit F
Auburn, IN 46706

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:	<u>PRPI</u>
Exact title and class of securities outstanding:	<u>PERPETUAL INDUSTRIES INC. COMMON</u>
CUSIP:	<u>71428B100</u>
Par or stated value:	<u>\$0.001</u>

Total shares authorized:	<u>500,000,000</u>	as of date: <u>December 3, 2020</u>
Total shares outstanding:	<u>77,823,800</u>	as of date: <u>June 30, 2021</u>

A new class of Preferred Stock was created effective Dec 3, 2020. This class of stock is not publicly traded.

Exact title and class of securities outstanding: Preferred Stock

Par or stated value: \$0.0001
Total shares authorized: 100,000,000 as of date: December 3, 2020
Total shares outstanding: 2,000,000 as of date: June 30, 2021

Number of shares in the Public Float²: 19,445,000 as of date: June 30, 2021
Total number of shareholders of record: 203 as of date: June 30, 2021

All additional class(es) of publicly traded securities (if any):

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: Securities Transfer Corporation (STC)
Address: 2901 N. Dallas Parkway, Suite 380, Plano Texas 75093
Phone: (469) 633-0101
Email: dzheng@stctransfer.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: <u>Opening Balance:</u> Date: <u>Dec 31, 2019</u> Common: <u>39,491,400</u> Preferred: <u>0</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)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to (entities must have individual with voting /	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	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.

	returned to treasury)			share) at Issuance	the time of issuance? (Yes/No)	investment control disclosed).	Services Provided		
<u>Sept 15, 2020</u>	<u>New issuance</u>	<u>2,305,280</u>	<u>Common</u>	<u>\$0.05</u>	<u>no</u>	<u>George Finley</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>N/A</u>
<u>Sept 15, 2020</u>	<u>New issuance</u>	<u>13,696,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>no</u>	<u>Osmium Holdings, LLC – Marlin Stutzman</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>N/A</u>
<u>Sept 15, 2020</u>	<u>New issuance</u>	<u>13,174,140</u>	<u>Common</u>	<u>\$0.05</u>	<u>no</u>	<u>Bulldawg Capital LLC – Jason Bontrager</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>N/A</u>
<u>Sept 15, 2020</u>	<u>New issuance</u>	<u>129,340</u>	<u>Common</u>	<u>\$0.05</u>	<u>no</u>	<u>Jesse Taylor</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>N/A</u>
<u>Sept 15, 2020</u>	<u>New issuance</u>	<u>127,340</u>	<u>Common</u>	<u>\$0.05</u>	<u>no</u>	<u>Kristyn Pixley</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>N/A</u>
<u>Oct 19, 2020</u>	<u>New issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>no</u>	<u>North Equities</u>	<u>Compensation</u>	<u>Restricted</u>	<u>N/A</u>
<u>Oct 23, 2020</u>	<u>New issuance</u>	<u>170,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>no</u>	<u>Carl Casper</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>Nov 5, 2020</u>	<u>New issuance</u>	<u>350,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>no</u>	<u>SRAX</u>	<u>Compensation</u>	<u>Restricted</u>	<u>N/A</u>
<u>Dec 8, 2020</u>	<u>New Issuance</u>	<u>340,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Brian Toole</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>Jan 15, 2021</u>	<u>New issuance</u>	<u>170,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>no</u>	<u>Kenneth Wilson</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>Jan 28, 2021</u>	<u>New issuance</u>	<u>170,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>no</u>	<u>Matthew Stutzman</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>Feb 25, 2021</u>	<u>New issuance</u>	<u>1,700,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>no</u>	<u>Lamar Bontrager</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>Mar 31, 2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Preferred Shares Series B</u>	<u>\$0.10</u>	<u>no</u>	<u>Twin Grille Holdings, LLC. (50% Unit Holder of Worldwide Group, LLC)</u> <u>Rod Egan</u>	<u>*Acquisition Purchase of wholly-owned subsidiary</u>	<u>N/A</u> <u>Not publicly traded</u>	<u>N/A</u>
<u>Mar 31, 2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Preferred Shares Series B</u>	<u>\$0.10</u>	<u>no</u>	<u>Junebug Holdings, LLC. (50% Unit Holder of Worldwide Group, LLC)</u> <u>John Kruse</u>	<u>*Acquisition Purchase of wholly-owned subsidiary</u>	<u>N/A</u> <u>Not publicly traded</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>1,693,400</u>	<u>Common</u>	<u>\$0.30</u>	<u>no</u>	<u>Mark Phillabaum</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>833,400</u>	<u>Common</u>	<u>\$0.30</u>	<u>no</u>	<u>Mathew Konkler</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>16,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Andrew Betzing</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>13,900</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Blake R. Mann</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>11,400</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Bobbie Baer</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>

<u>April 8, 2021</u>	<u>New issuance</u>	<u>8,400</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Bradey Gerke</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>20,800</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Charlie Kuhn</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>26,100</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>David Hetzel</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>19,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Haley Arnold</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>20,200</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Joanne Snyder</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>26,400</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Justin Sheehan</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>4,100</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Logan Kruse</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>12,500</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Nicholas Funk</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Bruce Schlaifer</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>15,300</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Tamara Watson</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>11,200</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Taylor Jones</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>15,400</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Terry Knight</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Troy Lefevra</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>22,400</u>	<u>Common</u>	<u>\$0.25</u>	<u>No</u>	<u>Andy Stone</u>	<u>Services provided to Subsidiary</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>170,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Carl Casper</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>April 8, 2021</u>	<u>New issuance</u>	<u>170,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Timothy Jones</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>April 20, 2021</u>	<u>New issuance</u>	<u>295,400</u>	<u>Common</u>	<u>\$0.26</u>	<u>No</u>	<u>Kruse Plaza Conference Center</u>	<u>Facility rent payable</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 20, 2021</u>	<u>New Issuance</u>	<u>24,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Toonvox</u> <u>Brad Belden</u>	<u>Shares payable for share subscription</u>	<u>Restricted</u>	<u>N/A</u>
<u>April 20, 2021</u>	<u>New Issuance</u>	<u>46,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>Toonvox</u> <u>Brad Belden</u>	<u>Shares payable for share subscription</u>	<u>Restricted</u>	<u>N/A</u>
<u>May 3, 2021</u>	<u>New issuance</u>	<u>340,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Brad Gough</u>	<u>506(c)Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>May 13, 2021</u>	<u>New issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Brains Adventure</u> <u>Jamshid Rezaei</u>	<u>Compensation for software app development</u>	<u>Restricted</u>	<u>N/A</u>

<u>May 26, 2021</u>	<u>New issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Jason Stoller</u>	<u>Compensation per software sale agreement</u>	<u>Restricted</u>	<u>N/A</u>
<u>May 26, 2021</u>	<u>New issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Travis LaVine</u>	<u>Compensation per software sale agreement</u>	<u>Restricted</u>	<u>N/A</u>
<u>May 26, 2021</u>	<u>New issuance</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>LaVine Restorations</u> <u>Vivian LaVine</u>	<u>Compensation per software sale agreement</u>	<u>Restricted</u>	<u>N/A</u>
<u>June 29, 2021</u>	<u>New issuance</u>	<u>340,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Chuck Goodrich</u>	<u>506(c) Share subscription</u>	<u>Restricted</u>	<u>Accredited</u>
<u>June 30, 2021</u>	<u>New issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>Trend Designers</u> <u>Evan Witmer</u>	<u>Compensation</u>	<u>Restricted</u>	<u>N/A</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>	<u>Ending Balance:</u>								
<u>Date June 30, 2021</u>	<u>Common:</u>	<u>77,823,800</u>							
	<u>Preferred:</u>	<u>2,000,000</u>							

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 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: ☒

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: William Griffin Thomas (Trip)
Title: CFO
Relationship to Issuer: Chief Financial Officer (CFO) of Perpetual Industries

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.

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.

Quarterly Report – Three Months Ended June 30, 2021 - Filed Aug 16, 2021 on OTCIQ

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")

Perpetual Industries Inc. ("Perpetual") is a Nevada corporation incorporated on January 25, 2005.

Perpetual has headquarters for its operations and research and development with a principal business address at Unit F, 5634 Opportunity Blvd., Auburn, Indiana, USA, 46706. Phone: 702-707-9811.

Perpetual Industries is an incubator for new and innovative ideas. The Company's sophisticated network of experts provide essential components to support innovative ideas that have the potential to impact and advance a wide range of industries on a global scale. Perpetual's team of business people have access to a vast international network of contacts and resources that enable the Company to provide essential components needed to take an idea from the initial stage through to commercialization.

Perpetual is an emerging growth company with an impressive R&D portfolio, income-generating divisions and wholly-owned subsidiary. It is an incubator for innovative new technology. The company focuses on the development of disruptive, energy-efficient technologies and commercialization of products with the potential to impact and advance a wide range of industries on a global scale. The company is simultaneously leveraging its knowledge of energy-efficient technology and expertise in the development of low-cost, green energy solutions for various industries, including artificial intelligence, blockchain mining, graphic rendering, renewable energy, cloud computing and internet of things ("IoT"). All research and development, and other work relating to its subsidiary and core divisions are performed internally at the company's Indiana facility.

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

Worldwide is a boutique auction company that specializes in the sale and acquisition of classic vintage motorcars at auction around the globe. They also offer an extensive range of personalized services to collectors, including private sales, appraisal, collection direction and consultancy, estate planning, and asset management. Worldwide is a leader in the Collector Car Auction industry with an impressive 20 year history and a talented team of experienced people. Worldwide houses a physical and virtual showroom, and a dedicated memorabilia division at its extensive headquarters located in Auburn, Indiana.

C. Describe the issuers' principal products or services.

Perpetual is an emerging growth company with an impressive R&D portfolio, income-generating divisions and wholly-owned subsidiary. It is an incubator for innovative new technology. The company focuses on the development of disruptive, energy-efficient technologies and commercialization of products with the potential to impact and advance a wide range of industries on a global scale. The company is simultaneously leveraging its knowledge of energy-efficient technology and expertise in the development of low-cost, green energy solutions for various industries, including artificial intelligence, blockchain mining, graphic rendering, renewable energy, cloud computing and internet of things ("IoT"). All research and development, and other work relating to its subsidiary and core divisions are performed internally at the company's Indiana facility.

R&D Portfolio:

XYO Mechanical Balancing Technology – This is a core division and key area of focus in the Company that includes research, development, and commercialization of new and innovative energy efficient products that delivers high-performance solutions that overcome challenges and inefficiencies that commonly impact rotating equipment, machinery, and devices.

WindSilo Vertical Axis Wind Turbine (VAWT) – The design of this proprietary turbine is engineered to enable much faster spin speeds and result in greater energy output by incorporating the XYO Technology.

XYO Washing Machine – Planning is underway to development an OEM proprietary domestic washing machine design that integrates XYO Mechanical Balancers to dynamically compensate for variable mass imbalance during the spin cycle.

Green Energy Mining Solution (GEM) - Leveraging expertise and knowledge of environmentally friendly technologies, Perpetual is developing low cost, environmentally responsible energy solutions designed to power large-scale data center and blockchain mining operations. Incorporation of Masternodes, Proof of Stake, Proof of Work, and DApps are all part of our GEM System.

Subsidiaries and Divisions:

Perpetual Industries has recently closed two key acquisitions, which now form powerful synergistic subsidiaries and divisions of the company, increase its footprint across multiple rapidly growing markets and expand its diverse revenue streams. In addition, the company is working on the development of solutions that integrate the powerful capabilities of disruptive blockchain technology.

Worldwide Auctioneers - The Worldwide Group LLC, operating as Worldwide Auctioneers, is a U.S.- based boutique auction firm. This newly acquired division of Perpetual specializes in the sale and acquisition of classic vintage motorcars at auction around the globe. Worldwide has a successful 20-year track record and a talented leadership team focused on offering an extensive range of personalized services to collectors.

AutoGrafic Software System - AutoGrafic is a software-as-a-service ("SaaS") and social application that utilizes cutting-edge technology to host a myriad of capabilities for automotive promotion and preservation. AutoGrafic serves as an additional foundational component of Perpetual Industries' rapidly expanding blockchain division. The application is expected to greatly benefit Worldwide Auctioneers by bringing new innovation and technology to its customers and the overall collector car industry. Perpetual Industries intends to capitalize on this growing marketplace

sector through creating an immersive interactive experience as well as a central hub designed to attract the next generation of car enthusiasts.

Blockchain - Perpetual Industries is developing decentralized applications and in-house blockchain tokens to support growth, sales and loyalty across all of its divisions that include DApps, digital coins, & tokens, loyalty programs, and smart contracts.

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 Company leases 6,000 square feet of office and shop space located at:
5634 Opportunity Boulevard, Suite F, Auburn, Indiana 46706.

The Company entered into a lease agreement commencing on January 1, 2020 through December 31, 2021 with a base rent of \$3,500 per month.

Perpetual Industries leases a facility for its operations and research and development work. All equipment, tools and vehicles are in this location.

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/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>Brent W. Bedford</u>	<u>President & CEO</u>	<u>Calgary AB</u>	<u>11,000,000</u>	<u>Common</u>	<u>14.13%</u>	<u> </u>
<u>Carl Dilley</u>	<u>Director & COO</u>	<u>Seminole, FL</u>	<u>0</u>	<u>N/A</u>	<u>0%</u>	<u> </u>
<u>William Griffin (Trip Thomas)</u>	<u>CFO</u>	<u>Tampa, FL</u>	<u>0</u>	<u>N/A</u>	<u>0%</u>	<u> </u>
<u>Craig Dansereau</u>	<u>Director</u>	<u>Airdrie, AB</u>	<u>510,000</u>	<u>Common</u>	<u>0.66%</u>	<u> </u>
<u>Rod Egan</u>	<u>Director</u>	<u>Kirkland, WA</u>	<u>500,000</u>	<u>Common</u>	<u>0.64%</u>	<u> </u>
<u>Marlin Stutzman</u>	<u>Director</u>	<u>Howe, IN</u>	<u>0</u>	<u>Common</u>	<u>0%</u>	
<u>Thomas Ristow</u>	<u>Director</u>	<u>Cologne, Germany</u>	<u>300,000</u>	<u>Common</u>	<u>0.39%</u>	<u> </u>
<u>Osmium Holdings LLC *</u> <u>Marlin Stutzman</u> <u>John Kruse</u> <u>Jason Bontrager</u>	<u>Owner more than 5%</u>	<u>Howe, IN</u>	<u>17,696,000</u> <u>5,898,667</u> <u>5,898,667</u> <u>5,898,667</u>	<u>Common</u>	<u>22.74%</u> <u>7.58%</u> <u>7.58%</u> <u>7.58%</u>	Three equal Beneficial owners of Osmium Holdings LLC
<u>Bulldawg Capital LLC</u> <u>Jason Bontrager</u>	<u>Owner more than 5%</u>	<u>Bristol, IN</u> <u>Bristol, IN</u>	<u>13,174,140</u>	<u>Common</u>	<u>16.93%</u>	One Beneficial owner of Bulldawg Capital LLC

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: Ms. Arden E. Anderson
Firm: Austin Legal Group, APC
Address 1: 3990 Old Town Ave., Suite A-112
Address 2: San Diego, California 92110
Phone: 619-924-9600
Email: arden@austinlegalgroup.com

Name: Mr. Ravi Latour
Firm: BLG Borden Ladner Gervais
Address 1: Centennial Place Tower, East Tower, 1900-3rd Ave SW
Address 2: Calgary, AB T2P 0R3
Phone: 403-232-9676
Email: RLatour@blg.com

Accountant or Auditor

Name: Iqbal Safdar
Firm: TPS Thayer Certified Public Accountants
Address 1: 1600 Hwy 6, Suite 100
Address 2: Sugar Land, Texas 77478
Phone: 281-552-8430
Email: ISafdar@tpscpas.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: William (Trip) Thomas
Firm: A-Frame Accounting & Advisory Inc.

Nature of Services: Accounting and Financial Statement Preparations
Address 1: 3419 W Gray Court
Address 2: Tampa, Florida 33609
Phone: 813-928-6237
Email: triphomas@aframeaccounting.com

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, Brent W. Bedford certify that:

1. I have reviewed this Quarterly Disclosure Statement of Perpetual Industries 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.

Aug 16, 2021

“/s/ BRENT W. BEDFORD”

Principal Financial Officer:

I, William Griffin Thomas (Trip) certify that:

1. I have reviewed this Quarterly Disclosure Statement of Perpetual Industries 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.

Aug 16, 2021

“/s/ WILLIAM GRIFFIN THOMAS (TRIP)”