

**VIADERMA, INC.**

A Nevada Corporation

4640 Admiralty Way, Suite 500  
Marina Del Rey, CA 90292

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310-374-6111

<http://www.viadermalicensing.com>

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SIC Code: 5122 – Drugs, Drug Proprietaries, and Druggist’ Sundries

**Annual Report (AMENDED)**

**For the Period Ending: December 31, 2019**

(the “Reporting Period”)

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

719,304,721 shares

As of September 30, 2019, the number of shares outstanding of our Common Stock was:

719,304,721 shares

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

678,691,475 shares

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<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

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

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

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

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

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

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

Current since May 6, 2014:	ViaDerma, Inc.
Before May 6, 2014:	Décor Products International, Inc.
Before July 1, 2009:	Murals by Maurice, Inc.

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

ViaDerma, Inc. (the "Company") was incorporated as Murals by Maurice, Inc. in the State of Florida on January 11, 2007 and was in the business of mural painting. On July 1, 2009, the Company changed its name to Décor Products International, Inc. and re-domiciled to the State of Nevada on April 6, 2010. The Company was in the business of mural painting and decorative papers. On May 6, 2014, the Company again changed its name to ViaDerma, Inc. to reflect the Plan of Exchange. Under the name of ViaDerma, Inc., the Company was and is in the business of manufacturing and sales of pharmaceuticals, and specifically topical antibiotics and pain management. The Company is incorporated in Nevada and has its principle place of business in California.

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):

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:

None

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

4640 Admiralty Way, Suite 500  
Marina Del Rey, CA 90292

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:

None

**2) Security Information**

Trading symbol:	<u>VDRM</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>92555K101</u>
Par or stated value:	<u>\$.0001</u>

Total shares authorized: 1,000,000,000 as of date: December 31, 2019  
Total shares outstanding: 719,304,721 as of date: December 31, 2019  
Number of shares in the Public Float<sup>2</sup>: 620,848,535 as of date: December 31, 2019  
Total number of shareholders of record: 78 as of date: December 31, 2019

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

Trading symbol: N/A  
Exact title and class of securities outstanding: Convertible Preferred Stock  
CUSIP: N/A  
Par or stated value: \$.001  
Total shares authorized: 50,000,000 as of date: December 31, 2019  
Total shares outstanding: 31,000,000 as of date: December 31, 2019

#### Transfer Agent

Name: Clear Trust, LLC  
Phone: (813) 235-4490  
Email: inbox@cleartrusttransfer.com  
Address: 16540 Pointe Village Dr. Ste 205 Lutz, FL 33558

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> 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: ☐

Number of Shares outstanding as of January 1, 2018		Opening Balance: Common: <u>467,086,221</u> Preferred: <u>31,000,000</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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

<sup>2</sup> "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.

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

1/17/2018	New	20,000,000	Common	\$0.0120	No	Dr. Chris Ayo Otiko	Daily operation management	Restricted	Rule 144
2/2/2018	New	24,148,500	Common	\$0.0005	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
2/6/2018	New	5,411,754	Common	\$0.0050	Yes	L&H Inc. Linwen Huang	Debt conversion	Unrestricted	Rule 144
3/2/2018	New	10,000,000	Common	\$0.0005	Yes	Green Option Partners, LLC Patrick C Doughty	Debt conversion	Unrestricted	Rule 144
3/7/2018	New	10,000,000	Common	\$0.0135	No	The Brewer Group Inc. Jack Brewer	Marketing	Restricted	Rule 144
3/7/2018	New	8,000,000	Common	\$0.0005	Yes	Mudai Nakagawa	Debt conversion	Unrestricted	Rule 144
3/27/2018	New	20,000,000	Common	\$0.0107	No	Suru Shashi Patel	Marketing	Restricted	Rule 144
4/3/2018	New	2,000,000	Common	\$0.0102	No	Richard Inza	Marketing	Restricted	Rule 144
4/11/2018	New	30,000,000	Common	\$0.0005	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
4/18/2018	New	3,500,000	Common	\$0.0099	No	Five Nine Global Rowen Trollope	Marketing	Restricted	Rule 144
4/25/2018	New	3,175,000	Common	\$0.0040	Yes	Caro Partners LLC Brian John	Debt conversion	Unrestricted	Rule 144
6/13/2018	New	15,000,000	Common	\$0.0021	Yes	Thomas Group Alan Thomas	Debt conversion	Unrestricted	Rule 144
7/13/2018	New	42,000,000	Common	\$0.0005	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
8/6/2018	New	11,850,000	Common	\$0.0014	Yes	Thomas Group Alan Thomas	Debt conversion	Unrestricted	Rule 144
10/11/2018	New	6,520,000	Common	\$0.0010	Yes	L&H Inc. Linwen Huang	Debt conversion	Unrestricted	Rule 144
2/01/2019	New	6,201,667	Common	\$0.0012	Yes	2 Plus 2 LLC Ke Li	Debt conversion	Unrestricted	Rule 144
2/21/2019	New	12,850,000	Common	\$0.0010	Yes	L&H Inc. Linwen Huang	Debt conversion	Unrestricted	Rule 144
3/28/2019	New	10,223,158	Common	\$0.00095	Yes	2 Plus 2 LLC Ke Li	Debt conversion	Unrestricted	Rule 144
3/21/2019	New	11,338,421	Common	\$0.00095	Yes	L&H Inc. Linwen Huang	Debt conversion	Unrestricted	Rule 144
Shares Outstanding on  December 31, 2019:	Ending Balance:  Common: <u>719,304,721</u>  Preferred: <u>31,000,000</u>								

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

\* In or around October 2018, the Company issued 19,000,000 shares of Convertible Preferred Stock, which transaction has been unwound and the 19,000,000 shares of Convertible Preferred Stock were cancelled and returned to the Company.

## B. Debt Securities, Including Promissory and Convertible Notes (Amended)

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	Reason for Issuance (e.g. Loan, Services, etc.)
12/4/2009	\$140,000	\$140,000	\$204,726	12/4/2010	\$0.005 per share or 50% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the Conversion Date.	Precursor Management Inc. Weiheng Cai	Convertible Note
12/4/2009	\$ 40,000	\$40,000	\$ 79,470	12/4/2010	\$1.00 per share	Linear Group Holdings, Inc. Brad Stewart	Convertible Note
3/21/2014	\$ 33,500	\$33,500	\$ 38,528	3/21/2015	\$0.10 per share or 50% discount on the conversion date.	Bespoke Growth Partners, Inc. Mark Peikin	Convertible Note
7/12/2016	\$190,364	Up to \$200,000	\$ 73,663	One year	\$0.0005 per share or 50% of the lowest closing bid price on the primary trading market on which the Company's Common Stock is quoted for the last five trading days immediately prior to but not including the Conversion Date.	Greentree Financial Group Chris Cottone	Convertible Line of Credit
8/4/2016	\$ 47,437	\$60,000	\$ 16,165	8/4/2017	\$0.0005 per share or 50% of the lowest closing bid price on the primary trading market on which the Company's Common Stock is quoted for the last five trading days immediately prior to but not including the Conversion Date.	Greentree Financial Group Chris Cottone	Services Note
4/20/2017	\$ 40,000	\$60,000	\$ 37,530	4/20/2018	\$0.005 per share or 50% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the Conversion Date.	Greentree Financial Group Chris Cottone	Services Note
8/16/2017	\$ 16,000	\$28,000	\$ 2,279	8/16/2018	\$0.001 per share or 50% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the Conversion Date.	L&H, Inc. Linwen Huang	Convertible Note
12/21/2017	\$ 28,000	\$28,000	\$ 18,748	12/21/2018	\$0.001 per share or 50% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the Conversion Date.	L&H, Inc. Linwen Huang	Convertible Note

1/3/2018	\$ 48,000	\$48,000	\$ 28,102	1/3/2019	70% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the Conversion Date.	The Brewer Group Inc. Jack Brewer	Services Note
1/3/2018	\$ 10,000	\$10,000 (a)	\$ 3,441	1/3/2019	40% of the average VWAP on the primary trading market for the last ten (10) trading days immediately prior to but not including the Conversion Date.	The Brewer Group Inc. Jack Brewer	Services Note
3/7/2018	\$ 60,000	\$60,000	\$ 34,035	3/7/2019	\$0.005 per share.	Greentree Financial Group Chris Cottone	Services Note
4/5/2018	\$ 104,643	\$120,000 (a)	\$ 35,178	4/5/2019	50% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the Conversion Date.	The Brewer Group Inc. Jack Brewer	Services Note

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

- (a) Two convertible notes in the amount of \$10,000 dated on January 3, 2018 and in the amount of \$120,000 dated on April 5, 2018 were not disclosed on the Company's annual report for the year ended December 31, 2019. The Company amended the disclosure statement and restated the financial statements for the year ended December 31, 2019.

#### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

B. The restated financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Zia Choe  
Title: Partner  
Relationship to Issuer: Accountant

- Unaudited Condensed Consolidated Balance Sheets as of December 31, 2019 (Restated) and 2018
- Unaudited Condensed Consolidated Statements of Operations for the year ended December 31, 2019 (Restated) and 2018
- Unaudited Condensed Consolidated Statements of Shareholders' Deficit for the years ended December 31, 2019 (restated) and 2018
- Unaudited Condensed Consolidated Statements of Cash Flows for the years ended December 31, 2019 (restated) and 2018
- Notes to Unaudited Condensed Consolidated Financial Statements

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

**VIADERMA INC. AND ITS SUBSIDIARY  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2019  
(UNAUDITED AND RESTATED)**

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To the Board of Directors and  
ViaDerma Inc.

The accompanying consolidated financial statements of ViaDerma Inc. and its subsidiary as of and for the year ended December 31, 2019, were not subjected to an audit, review, or compilation engagement by us and, accordingly, we do not express an opinion, a conclusion, nor provide any assurance on them.

As part of preparing its consolidated financial statements for six months ended June 30, 2021, the Company identified that the Company did not disclose \$10,000 of convertible Brewer Note II and \$120,000 of convertible Brewer Note III (Note 4) on the consolidated financial statements for the year ended December 31, 2019 which was issued on June 29, 2020. Accordingly, the company restated the consolidated financial statements at as and for the year ended December 31, 2019. See Note 12 for restatement of financial results.

/s/ STK FINANCIAL

STK FINANCIA P.C.  
Orange, CA  
August 24, 2021

**VIADERMA, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**AS OF DECEMBER 31, 2019 AND DECEMBER 31, 2018**  
**(UNAUDITED)**

	<b><u>December 31, 2019</u></b>	<b><u>December 31, 2018</u></b>
	(Restated)	
<b>Assets</b>		
Current assets		
Cash	\$ 9,904	\$ 10,020
Accounts receivable	15,626	25,343
Inventory	40,942	18,102
Total current assets	<u>66,472</u>	<u>53,465</u>
Non-current assets		
Furniture and equipment (net of accumulated depreciation of \$4,820 and \$4,820, respectively)	-	-
Patents (net of accumulated amortization of \$167 and \$0, respectively)	2,753	2,950
Total non-current assets	<u>2,753</u>	<u>2,950</u>
Total assets	<u><u>\$ 69,225</u></u>	<u><u>\$ 56,415</u></u>
<b>Liabilities and Stockholders' Deficit</b>		
Current liabilities		
Accounts payable	\$ 53,761	\$ 3,800
Accrued interest payable	571,865	397,283
Accrued expenses	233,978	240,907
Convertible line of credit (net of discount of \$3,699 and \$21,048)	186,665	154,316
Convertible notes payable (net of discount of \$0 and \$41,244)	582,937	564,219
Derivative liabilities	1,290,045	1,346,898
Due to related party	145,832	69,293
Total current liabilities	<u>3,065,083</u>	<u>2,776,716</u>
Stockholders' (deficit)		
Preferred stock (\$.001 par value, 50,000,000 shares authorized; 31,000,000 and 31,000,000 shares issued and outstanding as of December 31, 2019 and December 31, 2018, respectively)	31,000	31,000
Common stock (\$.0001 par value, 1,000,000,000 shares authorized; 719,304,721 and 678,691,475 shares issued and outstanding as of December 31, 2019 and December 31, 2018, respectively)	71,930	67,869
Additional paid in capital	9,303,158	9,193,505
Deferred compensation	-	(210,000)
Accumulated deficit	<u>(12,401,946)</u>	<u>(11,802,675)</u>
Total stockholders' deficit	<u>(2,995,858)</u>	<u>(2,720,301)</u>
Total liabilities and stockholders' deficit	<u><u>\$ 69,225</u></u>	<u><u>\$ 56,415</u></u>

**VIADERMA, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2019 AND 2018**  
**(UNAUDITED)**

	<b>For the Year Ended</b>	
	<b><u>December 31, 2019</u></b>	<b><u>December 31, 2018</u></b>
	(Restated)	
Revenue	\$ 10,395	\$ 45,973
Cost of sales	537	20,994
Gross profit	<u>9,858</u>	<u>24,979</u>
Operating expenses		
Advertising	1,396	745
Bad debt expenses	-	387,344
Depreciation	-	482
Meals and entertainment	14	1,957
Officer compensation	240,000	480,000
Professional fee	31,700	492,332
Rent	27,195	9,028
Stock based compensation	-	393,850
Other selling, general and administrative expenses	47,314	75,640
Total operating expenses	<u>347,619</u>	<u>1,841,378</u>
Loss from operations	\$ (337,761)	\$ (1,816,399)
Other income (expense)		
Amortization of discount to note payable	(73,593)	(377,788)
Change in derivative liabilities expense	(1,038)	(646,007)
Debt forgiveness	527	-
Interest expense	<u>(187,405)</u>	<u>(157,828)</u>
Total expense, net	(261,509)	(1,181,623)
Net loss	<u>\$ (599,270)</u>	<u>\$ (2,998,022)</u>
Basic and fully diluted net loss per common share	**	**
Weighted average common shares outstanding	<u>712,008,442</u>	<u>609,641,068</u>

\*\* Less than \$.01

**VIADERMA, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT)**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
**(UNAUDITED)**

	Preferred Stock		Common Stock		Additional Paid in Capital	Deferred Compensation	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
<b>Balances, December 31, 2017</b>	31,000,000	\$ 31,000	467,086,221	\$ 46,709	\$ 8,095,850	\$ (420,000)	\$ (8,804,652)	\$ (1,051,093)
Intrinsic value of beneficial conversion feature					140,839			140,839
Common stocks issued for partial settlements of convertible notes			156,105,254	15,610	135,506			151,116
Stock based compensation			55,500,000	5,550	651,100	210,000		866,650
Reclassification of derivative liability associated with debt conversion					170,210			170,210
Net loss for the year ended December 31, 2018							(2,998,022)	(2,998,022)
<b>Balances, December 31, 2018</b>	31,000,000	\$ 31,000	678,691,475	\$ 67,869	\$ 9,193,505	\$ (210,000)	\$ (11,802,674)	\$ (2,720,300)
Intrinsic value of beneficial conversion feature					15,000			15,000
Common stocks issued for partial settlements of convertible notes			40,613,246	4,061	36,762			40,823
Stock based compensation						210,000		210,000
Reclassification of derivative liability associated with debt conversion					57,891			57,891
Net loss for the year ended December 31, 2019							(599,270)	(599,270)
<b>Balances, December 31, 2019 (Restated)</b>	31,000,000	\$ 31,000	719,304,721	\$ 71,930	\$ 9,303,158	\$ -	\$ (12,401,944)	\$ (2,995,856)

**VIADERMA, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2019 AND 2018**  
**(UNAUDITED)**

	<b>For the Year Ended</b>	
	<b><u>December 31, 2019</u></b>	<b><u>December 31, 2018</u></b>
	(Restated)	
<b>Cash flows from operating activities</b>		
Net loss	\$ (599,270)	\$ (2,998,022)
Adjustments to reconcile net loss to net cash used in operations:		
Amortization	197	-
Loss on inventories	17,585	-
Depreciation	-	482
Common stock issued for services rendered	210,000	843,850
Convertible notes issued for services rendered	6,000	252,000
Debt forgiveness	(527)	-
Derivative liabilities expense	1,038	776,007
Amortization of discount to note payable	73,593	247,788
Bad debt expenses	-	387,344
Changes in operating assets and liabilities:		
Accounts receivable	9,717	(25,343)
Inventory	(40,425)	4,600
Accounts payable	49,961	-
Accrued interest payable	187,405	157,827
Accrued expenses	(6,929)	215,578
Due to related party	76,539	53,988
Net cash used in operating activities	<u>(15,116)</u>	<u>(83,901)</u>
<b>Cash flows from financing activities</b>		
Proceeds from line of credit	15,000	80,839
Net cash provided by financing activities	<u>15,000</u>	<u>80,839</u>
Net decrease in cash and cash equivalents	(116)	(3,062)
<b>Cash and cash equivalents,</b>		
Beginning of the period	10,020	13,082
End of the period	<u>\$ 9,904</u>	<u>\$ 10,020</u>
<b>Supplemental disclosures of non-cash investing and financing activities:</b>		
Stock issued to settle partial accrued interest	<u>\$ 12,823</u>	<u>\$ 69,507</u>
Stock issued to settle partial convertible notes	<u>\$ 28,000</u>	<u>\$ 81,610</u>
Debt discount issued with convertible notes	<u>\$ 15,000</u>	<u>\$ 188,839</u>
Notes payable issued for accrued expenses	<u>\$ 6,000</u>	<u>\$ 252,000</u>

**ViaDerma Inc. and its Subsidiary**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**December 31, 2019 and 2018**

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**NOTE 1- Description of Business and Basis of Presentation**

**Organization and Description of Business**

ViaDerma, Inc. ("VDRM" or the "Company") was incorporated under the laws of the State of Florida on January 11, 2007 as Murals by Maurice, Inc. On July 1, 2009, the Company changed its name to Décor Products International, Inc. and re-domiciled to the State of Nevada on April 6, 2010. The Company again changed its name to ViaDerma, Inc. on May 6, 2014 to reflect the Plan of Exchange disclosed below. The Company's common shares are quoted on the "Pink Sheets - Other" quotation market under the symbol "VDRM".

On March 21, 2014, a Plan of Exchange (the "Exchange") was executed between and among the Company, ViaDerma II Inc., a Nevada corporation, the majority stockholder of the Company and the majority stockholder of ViaDerma, II Inc. ("ViaDerma Stockholders"), pursuant to which the Company acquired 100% of the Capital Shares of ViaDerma in exchange for an issuance by the Company of 44,000,000 shares of Common Stock to ViaDerma Stockholders, and/or their assigns. The above issuance gave ViaDerma Stockholders and/or their assigns a 'controlling interest' in the Company representing approximately 98.52% of the then issued and outstanding shares of the Company's Common Stock. The transaction resulted in a change in control of the Company. The Company and ViaDerma were hereby reorganized, such that the Company acquired 100% of the Capital Shares of ViaDerma, and ViaDerma, II Inc. became a wholly-owned subsidiary of the Company.

The reorganization between the Company and ViaDerma has been accounted for as a reverse acquisition and recapitalization of the Company whereby ViaDerma, II Inc. is deemed to be the accounting acquirer (legal acquiree) and the Company to be the accounting acquiree (legal acquirer). The accompanying consolidated financial statements are in substance those of ViaDerma, II Inc., with the assets, liabilities, revenues and expenses, of the Company being included effective from the date of stock exchange transaction. The Company is deemed to be a continuation of the business of ViaDerma. Accordingly, the accompanying consolidated financial statements include the following:

- (1) The balance sheet consists of the net assets of the accounting acquirer at historical cost and the net assets of the accounting acquiree at historical cost;
- (2) The financial position, results of operations, and cash flows of the accounting acquirer for all periods presented as if the recapitalization had occurred at the beginning of the earliest period presented and the operations of the accounting acquiree from the date of stock exchange transaction.

The Company and its subsidiary, ViaDerma, II Inc., are hereinafter referred to as (the "Company").

The Company, through its subsidiary, is mainly engaged in the manufacture and sales of pharmaceutical related products in the United States of America.

**Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared by management in accordance with accounting principles generally accepted in the United States ("GAAP"). The condensed consolidated financial statements include the accounts of VDRM and its subsidiary. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

**ViaDerma Inc. and its Subsidiary**  
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**Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and its wholly-owned or controlled operating subsidiary. All significant intercompany balances and transactions have been eliminated upon consolidation.

**NOTE 2- Summary of Significant Accounting Policies**

**Use of Estimates**

The preparation of the condensed consolidated 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 the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and costs and expenses during the reporting period. Actual results could differ from those estimates.

**Risks and Uncertainties**

In December 2019, a novel strain of coronavirus (“COVID-19”) was reported in Wuhan, China. The COVID-19 outbreak in the United States has caused business disruption due to mandated and voluntary closings and restrictions on movement and activities of many wholesale and retail stores. While the disruption is currently expected to be temporary, there is considerable uncertainty around the duration of the closings. Therefore, the Company expects this matter to adversely impact its operating results, and the Company’s ability to collect accounts receivables as the customers face higher liquidity and solvency risk. However, the related financial impact and the magnitude and overall effectiveness of this pandemic duration cannot be reasonably estimated at this time.

**Cash and Cash Equivalents**

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions, and all highly liquid investments with an original maturity of three months or less of the purchase date of such investments. There are no restricted cash and cash equivalents as of December 31, 2019.

**Accounts Receivable and Allowance for Doubtful Account**

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements’ assessment of known requirements, aging of receivables, payment history, the customer’s current credit worthiness and the economic environment.

**Inventories**

Inventories are stated at the lower of cost or net realized value, cost being determined using the first-in first-out (“FIFO”) method. The Company periodically reviews historical sales activities and product expiration dates to

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determine potentially obsolete items and evaluates the impact of any anticipated changes in future demand. During the year ended December 31, 2019 and 2018, the Company wrote off \$17,585 and \$0, respectively, for its expired finished goods inventories and those amounts were reflected in selling, general and administrative expenses. As of December 31, 2019, and 2018, the balance for the inventory was \$ 40,942 and \$18,102, respectively.

**Property and Equipment, Net**

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on a straight-line basis over the following expected useful lives from the date on which they become fully operational and after taking into account their estimated residual values. The estimated useful lives used for consolidated financial statements purposes are:

Machinery and equipment .....	5 years
Furniture and fixture .....	7 years

Maintenance and repairs are charged to expense when incurred, while capital expenditures that enhance the value or materially extended the useful life of the related assets are capitalized and reflected as additions to property and equipment. When assets have been retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the other income (expense) section of the Condensed Consolidated Statement of Operations.

**Intangible Assets, Net**

The Company developed several patents for its products. Costs incurred for submitting the applications to the United States Patent and Trademark Office for these patents have been capitalized. Patent costs are being amortized using the straight-line method over the related 15 year lives. The Company begins amortizing patent costs once a filing receipt is received stating the patent serial number and filing date from the Patent Office.

**Impairment of Long-lived Assets**

In accordance with the provisions of Accounting Standards Codification (“ASC”) Topic 360-10-5, “*Impairment or Disposal of Long-Lived Assets*”, all long-lived assets such as plant and equipment and construction in progress held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is evaluated by a comparison of the carrying amount of assets to estimated discounted net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amounts of the assets exceed the fair value of the assets. There has been no impairment charge for the period presented.

**Leases**

The Company adopted ASU No. 2016-02, “*Leases* (Topic 842),” which, for operating leases, requires a lessee to recognize an operating lease right-of-use asset and an operating lease liability, initially measured at the present



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value of the lease payments, in its balance sheet with terms of more than 12 months. The Company has no long-term lease obligation as of December 31, 2019.

**Convertible Notes Payable**

The Company accounts for convertible notes payable in accordance with the FASB Accounting Standards Codification No. 815, *“Derivatives and Hedging”*, since the conversion feature is not indexed to the Company’s stock and can’t be classified in equity. The Company allocates the proceeds received from convertible notes payable between the liability component and conversion feature component. The conversion feature that is considered embedded derivative liabilities has been recorded at their fair value as its fair value can be separated from the convertible notes and its conversion is independent of the underlying note value. The Company has also recorded the resulting discount on debt related to the conversion feature and is amortizing the discount using the effective interest rate method over the life of the debt instruments.

All interest-related charges are included within other (expense) sections on the Condensed Consolidated Statement of Operations.

**Derivative Liabilities**

The Company accounts for derivative liabilities in accordance with the FASB Accounting Standards Codification No. 815, *“Derivatives and Hedging”*. ASC 815 requires companies to recognize all derivative liabilities in the balance sheet at fair value, and marks it to market at each reporting date with the resulting gains or losses shown in the Statement of Operations.

**Beneficial Conversion Feature**

For conventional convertible debt where the rate of conversion is below market value, the Company recorded a debt discount against the face amount of the respective debt instrument and offset to Additional Paid in Capital. The discount is amortized over the life of the debt. If a conversion of the underlying debt occurs, a proportionate share of the unamortized amounts is immediately expensed.

**Revenue Recognition**

The Company recognizes revenues for sale of an FDA registered topical antibiotic under FASB Accounting Standards Codification Topic 606 *“Revenue from Contracts with Customers”*

The Company applies a five-step approach in determining the amount and timing of revenue to be recognized: (1) identifying the contract with a customer, (2) identifying the performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the performance obligations in the contract and (5) recognizing revenue when the performance obligation is satisfied. Substantially all of the Company’s revenue is recognized at the time control of the products transfers to the customer.

As allowed by a practical expedient in Topic 606, the entity recognizes revenue in the amount to which the entity has a right to invoice. The term between invoicing and when payment is due is not significant.

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**Stock Based Compensation**

The Company recognizes compensation costs to employees under FASB Accounting Standards Codification 718 “*Compensation - Stock Compensation*” (“ASC 718”). Under ASC 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share based compensation arrangements include stock options and warrants. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant.

On January 2019, the Company adopted ASU No. 2018-07 “*Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*.” These amendments expand the scope of Topic 718, Compensation - Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned.

**Net Income (Loss) Per Share**

The Company calculates net income (loss) per share in accordance with ASC Topic 260, “Earnings per Share”. Basic income per share is computed by dividing the net income by the weighted-average number of common shares outstanding during the period. Diluted income per share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents, consisting of shares that might be issued upon exercise of common stock options and conversion of convertible notes. In periods where losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents, because their inclusion will be anti-dilutive.

**Income Taxes**

Income taxes are determined in accordance with ASC Topic 740, “Income Taxes” (“ASC 740”). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to be applied to taxable income in the years in which those temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

For the year ended December 31, 2019, the Company did not have any interest and penalties associated with tax positions. As of December 31, 2019, the Company did not have any significant unrecognized uncertain tax positions.

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**Uncertainty Tax Positions**

The Company did not take any uncertain tax positions and had no adjustments to unrecognized income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the year ended December 31, 2019.

**Fair Value Measurements of Assets and Liabilities**

The Company measures its financial and non-financial assets and liabilities, as well as makes related disclosures, in accordance with FASB ASC No. 820, Fair Value Measurements, which provides guidance with respect to valuation techniques to be utilized in the determination of fair value of assets and liabilities.

The objective of a fair value measurement is to determine the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Accordingly, the fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three tier hierarchy of inputs is summarized in the three broad levels below:

- Level 1 – inputs are unadjusted quoted market prices in active independent markets for identical assets and liabilities
- Level 2 – inputs are directly or indirectly observable estimates from quotes for similar but not identical assets and liabilities, market trades for identical assets not actively traded, or other external independent means
- Level 3 – inputs are unobservable and reflect assumptions on the part of the reporting entity

Our financial instruments include cash, accounts receivable, inventories, accounts payable, accrued liabilities, convertible notes payable, and derivative liabilities.

The carrying values of the Company's cash, accounts receivable, inventories, accounts payable and accrued liabilities approximate their fair value due to their short-term nature.

The Company's convertible notes payable are measured at amortized cost.

The derivative liabilities are stated at their fair value as a level 3 measurement. The Company used the Lattice Bi-nominal Option Pricing Model to determine the fair values of these derivative liabilities. See Note 5 for the Company's assumptions used in determining the fair value of these financial instruments.

**Related Party Transactions**

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal 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; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence

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the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

**Recent Accounting Standards**

*Recently Issued Accounting Pronouncements Not Yet Adopted*

In June 2016, the FASB issued ASU No. 2016-13, “*Measurement of Credit Losses on Financial Instruments*”, which modifies the measurement of expected credit losses of certain financial instruments in Topic 326. The updated standard adopts a current expected credit loss (CECL) model that requires financial institutions to immediately record the full amount of expected credit losses in their loan portfolios, instead of waiting until the losses qualify as “probable.” The FASB expects the shift to the CECL model to produce more timely and relevant information. The ASU is effective for nonpublic companies for fiscal years beginning after December 15, 2020. Earlier application is permitted only for fiscal years beginning after 15 December 2018, including interim periods within those fiscal years.

In January 2017, the FASB issued ASU No. 2017-04, “*Intangibles – Goodwill and Other*”, which simplifies the accounting for goodwill impairments by eliminating step 2, which requires a hypothetical purchase price allocation to measure goodwill impairment, from the goodwill impairment test in Topic 350. A goodwill impairment loss will instead be measured at the amount by which a reporting unit’s carrying amount exceeds its fair value, not to exceed the carrying amount of goodwill. The ASU is effective for nonpublic companies for fiscal years beginning after December 15, 2021.

In August 2018, the FASB issued ASU No. 2018-13, “*Fair Value Measurement*” (Topic 820). This standard modifies disclosure requirements related to fair value measurement and is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted. Implementation on a prospective or retrospective basis varies by specific disclosure requirement. The standard also allows for early adoption of any removed or modified disclosures upon issuance while delaying adoption of the additional disclosures until their effective date. The Company is currently assessing the impact of adopting this standard on its consolidated financial statements.

*Recently Adopted Accounting Pronouncements*

In February 2016, the FASB issued ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): “*Recognition and Measurement of Financial Assets and Financial Liabilities*”, which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The Company adopted ASU 2016-01 from the beginning of January 01, 2019, which did not have a material impact on its consolidated financial statements.

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In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). This guidance revises the accounting related to leases by requiring lessees to recognize a lease liability and a right-of-use asset for all leases. The new lease guidance also simplifies the accounting for sale and leaseback transactions. The Company adopted ASU 2016-02 from the beginning of January 01, 2019, which did not have a material impact on its consolidated financial statements.<sup>9</sup>

In July 2017, the FASB issued ASU No. 2017-11, “*Earnings Per Share*” (Topic 260); “*Distinguishing Liabilities from Equity*” (Topic 480); “*Derivatives and Hedging*” (Topic 815); (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Non-controlling Interests with a Scope Exception”. The Company adopted ASU 2017-11 from the beginning of January 01, 2019, which did not have a material impact on its consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-07 “*Compensation - Stock Compensation*” (Topic 718): *Improvements to Nonemployee Share-Based Payment Accounting*.” These amendments expand the scope of Topic 718, Compensation - Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned. The ASU supersedes Subtopic 505-50, Equity - Equity-Based Payments to Non-Employees. The Company adopted ASU 2018-07 from the beginning of January 01, 2019, which did not have a material impact on its consolidated financial statements.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to the Company and its Subsidiary’ consolidated financial statements.

**NOTE 3- Property and Equipment, Net**

Property and equipment, net consist of the following:

	<b>December 31, 2019</b>
Furniture and equipment	\$ 4,820
Accumulated depreciation	(4,820)
Total property and equipment, net	\$ 0

During the year ended December 31, 2019 and 2018, the Company had depreciation expenses of \$0 and \$482, respectively.

**NOTE 4- Intangible Asset, Net**

Intangible assets consisted of the following:

	<b>December 31, 2019</b>
Patent	\$ 2,950
Accumulated amortization	(197)
Total intangible asset, net	\$ 2,753

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Amortization expense related to intangible asset was \$197 for the year ended December 31, 2019.

**NOTE 5- Convertible Notes Payable (Restated)**

***(A) Convertible Notes Payable - \$180,000***

At December 31, 2019, the carrying value of the convertible notes payable was \$180,000 and the debt discount was fully amortized. No collateral exists on any of the note instruments. All of the note instruments were originally dated December 4, 2009 and carried stated interest rates of 8%. However, see below for discussion of these notes being past due and the revised interest rates thereto.

In accordance with the terms and conditions in Promissory Notes, if the Company defaults in the payment of principal or interest due on the Promissory Notes, the holders of Promissory Notes (the "Holders") shall be entitled to receive and the Company agreed to pay all reasonable costs of collection incurred by Holders, including, without limitation, reasonable attorney's fees for consultation and suit. If any payment due is not made and remains unpaid for ten (10) days, it is in default hereof. Any such payment in default shall bear interest at 18% per annum. Should any payment not be made when due, there shall also be a late charge equal to 5% of the amount of the installment of principal or interest which is paid after the due date. In the event of default hereunder, the entire unpaid balance hereof shall, at the option of the Holders, become due and payable upon demand. All costs and fees (including reasonable fees and disbursements of legal counsel) incurred by the Holders as the result of any default by anyone liable hereunder or as the result of any collection effort by the Holders shall also be due and owing to the Holders. Failure to exercise any right shall not be deemed a waiver of the right to exercise the same at any subsequent date, or event.

On November 15, 2017, the Company and the Note Holder of principal \$140,000 ("PMI Note") entered into an addendum to change the conversion price to \$0.005 per share or 50% of the lowest trading price for the last 20 trading days immediately prior to but not including the Conversion Date, whichever is lower; and the Note Holder should be reimbursed for the conversion cost by adding \$1,500 to the Principal for each note conversion effected by Note Holder. The Addendum has been evaluated with respect to the terms and conditions of the conversion features contained in the Addendum to determine whether they represent embedded or freestanding derivative instruments under the provisions of ASC 815. The Company determined that the conversion features contained in PMI Note of \$140,000 carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in PMI Note is reflected in the Company's balance sheet as a liability.

At December 31, 2019, the carrying value of PMI Note was \$140,000. The Company recorded interest expense of \$28,577 related to PMI Note during the year ended December 31, 2019. PMI Note is currently in default and the accrued interest payable related to PMI Note was \$204,726 as of December 31, 2019.

The conversion terms of the remaining principal \$40,000 were unchanged. The Company recorded the default interest of the note in amount of \$8,165 during the year ended December 31, 2019, and the accrued interest payable of \$79,470 as of December 31, 2019.

***(B) Convertible Notes Payable - \$33,500***

As of December 31, 2019, the principal balance in the 10% convertible promissory note entered into on March 21, 2014 was \$33,500 and accrued interest payable was \$38,528. The Note is currently in default.

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This Note is convertible at the Note Holder's option into the shares of the common stock of the Company at a conversion price of lessor of \$0.10 per share or 50% of the market on the Conversion Date.

The Company determined that the conversion features contained in this Note carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in this Note is reflected in the Company's balance sheet as a liability.

The Company recorded interest expense of \$6,965 related to this Note during the year ended December 31, 2019, and the accrued interest payable of \$38,528 as of December 31, 2019.

***(C) Convertible Notes Payable – Line of Credit***

On July 12, 2016, the Company issued an unrelated third party (the "Note Holder") a 15% promissory note (the "LOC") with 20% prepayment penalty and 20% default charge, pursuant to which the Note Holder agreed to invest total amount up to \$200,000 into the Company for working capital. The LOC is convertible at the Note Holder's option into the shares of the common stock of the Company at a conversion price of the lesser of \$0.0005 per share or 50% discount to market, and the Note Holder should be reimbursed for the conversion cost by adding \$1,000 to the Principal of LOC for each note conversion effected by Note Holder. Since the Company's stock price has not been lower than \$0.001 for the past three years, the Company determined that the conversion features contained in the LOC should carry beneficial conversion feature instead of derivative liabilities.

As of December 31, 2019, the outstanding balance of the LOC was \$186,665, net of debt discount of \$3,699, and \$175,364 was past due. The Company recorded interest expense of \$35,249 related to the LOC during the year ended December 31, 2019, and the accrued interest payable was \$73,663 as of December 31, 2019. The Company recorded amortization of debt discount in amount of total \$32,349 related to the LOC during the year ended December 31, 2019.

***(D) Convertible Notes Payable – 2016 Services***

On August 4, 2016, the Company issued an unrelated third party (the "Note Holder") a 12% promissory note in principal amount of \$60,000 with 20% prepayment penalty and 20% default charge (the "2016 Services Note") for financial services rendered. The 2016 Services Note is convertible at the Note Holder's option into the shares of the common stock of the Company at a conversion price of the lesser of \$0.0005 per share or 50% discount to market, and the Note Holder should be reimbursed for the conversion cost by adding \$1,000 to the Principal of the 2016 Services Note for each note conversion effected by Note Holder. Since the Company's stock price has not been lower than \$0.001 for the past three years, the Company determined that the conversion features contained in the 2016 Services Note should carry beneficial conversion feature instead of derivative liabilities. Accordingly, the intrinsic value of \$60,000 was credited to additional paid in capital at the effective date and was amortized over the life of the 2016 Services Note.

As of December 31, 2019, the outstanding balance of the 2016 Services Note was \$47,437, and the debt discount was amortized in full. The 2016 Services Note is currently in default due to non-payment when semi-annual interest was due. The Company recorded default interest expense of \$9,619 related to the 2016 Services Note during the year ended December 31, 2019, and the accrued interest payable was \$16,165 as of December 31, 2019.

***(E) Convertible Notes Payable – 2017 Services***

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On April 20, 2017, the Company issued an unrelated third party (the “Note Holder”) a 12% promissory note in principal amount of \$60,000 with 20% prepayment penalty and 20% default charge (the “2017 Services Note”) for financial services rendered in 2017. The 2017 Services Note is convertible at the Note Holder’s option into the shares of the common stock of the Company at a conversion price of the lesser of \$0.005 per share or 50% of the market, and the Note Holder should be reimbursed for the conversion cost by adding \$1,500 to the Principal of the 2017 Services Note for each note conversion effected by Note Holder.

The Company determined that the conversion features contained in 2017 Services Note carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in 2017 Services Note is reflected in the Company’s balance sheet as a liability. The fair value of the derivative financial instrument of 2017 Services Note was measured using the Lattice Bi-nominal Option Pricing Model at the inception date of 2017 Services Note and will do so again on each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date. The derivative liabilities will be reclassified into additional paid in capital upon conversion.

On January 21, 2019, a portion of principal and accrued interest in 2017 Services Note in amount of \$2,000 and \$3,942, respectively, plus \$1,500 conversion cost reimbursement were converted into 6,201,667 shares of common stock of the Company at the conversion price of \$0.0012 per share. The derivatives liabilities of \$11,163 due to this conversion were reclassified into additional paid in capital.

On March 13, 2019, a portion of principal and accrued interest in 2017 Services Note in amount of \$8,000 and \$212, respectively, plus \$1,500 conversion cost reimbursement were converted into 10,223,158 shares of common stock of the Company at the conversion price of \$0.00095 per share. The derivatives liabilities of \$16,357 due to this conversion were reclassified into additional paid in capital.

As of December 31, 2019, the outstanding balance of 2017 Services Note was \$40,000, and the debt discount was amortized in full. The 2017 Services Note is currently in default due to non-payment when semi-annual interest was due. The Company recorded default interest expense of \$12,209 related to the 2017 Services Note during the year ended December 31, 2019, and the accrued interest payable was \$37,530 as of December 31, 2019.

***(F) Convertible Notes Payable – 2018 Services***

On March 7, 2018, the Company issued an unrelated third party (the “Note Holder”) a 12% promissory note in principal amount of \$60,000 with 20% prepayment penalty and 20% default charge (the “2018 Services Note”) for financial services rendered. The 2018 Services Note is convertible at the Note Holder’s option into the shares of the common stock of the Company at a conversion price of \$0.005 per share, and the Note Holder should be reimbursed for the conversion cost by adding \$1,500 to the Principal of the 2018 Services Note for each note conversion effected by Note Holder. Since the conversion price is lower than Company’s stock price, the Company determined that the conversion features contained in the 2018 Services Note should carry beneficial conversion feature. Accordingly, the intrinsic value of \$60,000 was credited to additional paid in capital at the effective date and was amortized over the life of the 2018 Services Note.

As of December 31, 2019, the outstanding balance of 2018 Services Note was \$60,000, and the debt discount was amortized in full. The 2018 Services Note is currently in default due to non-payment when semi-annual interest was due. During the year ended December 31, 2019, the Company recorded default interest expense of \$28,055 related to the 2018 Services Note and amortization of debt discounts in amount of \$10,850. The accrued interest payable was \$34,035 as of December 31, 2019.



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***(G) Convertible Notes Payable – L&H (Note I)***

On August 16, 2017, the Company issued L&H Inc., an unrelated third party (the “Note Holder”) a 12% promissory note in principal amount of \$28,000 with Original Issuance Discount of \$3,000, 20% prepayment penalty and 20% default charge (“L&H Note I”) for working capital. L&H Note I is convertible at the Note Holder’s option into the shares of the common stock of the Company at a conversion price of the lesser of \$0.001 per share or 50% discount to market, and the Note Holder should be reimbursed for the conversion cost by adding \$1,500 to the Principal of L&H Note I for each note conversion effected by Note Holder.

The Company determined that the conversion features contained in L&H Note I carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815 during the third quarter of 2018. As a result, the fair value of the derivative financial instrument in L&H Note I is reflected in the Company’s balance sheet as a liability. The fair value of the derivative financial instrument of L&H Note I was measured using the Lattice Bi-nominal Option Pricing Model at the inception date of L&H Note I and will do so again on each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date. The derivative liabilities will be reclassified into additional paid in capital upon conversion.

On February 19, 2019, a portion of principal and accrued interest in L&H Note I in amount of \$3,000 and \$8,350, respectively, plus \$1,500 conversion cost reimbursement were converted into 12,850,000 shares of common stock of the Company at the conversion price of \$0.001 per share. The derivatives liabilities of \$16,705 due to this conversion were reclassified into additional paid in capital.

On March 14, 2019, a portion of principal and accrued interest in L&H Note I in amount of \$9,000 and \$319, respectively, plus \$1,500 conversion cost reimbursement were converted into 11,338,421 shares of common stock of the Company at the conversion price of \$0.00095 per share. The derivatives liabilities of \$13,666 due to this conversion were reclassified into additional paid in capital.

As of December 31, 2019, the outstanding balance of L&H Note I was \$16,000, and the debt discount was amortized in full. L&H Note I is currently in default due to non-payment when semi-annual interest was due. During the year ended December 31, 2019, the Company recorded default interest expense of \$3,425 related to L&H Note I. The accrued interest payable was \$2,279 as of December 31, 2019.

***(H) Convertible Notes Payable – L&H (Note II)***

On December 21, 2017, the Company issued L&H Inc., an unrelated third party (the “Note Holder”) a 15% promissory note in principal amount of \$28,000 with Original Issuance Discount of \$3,000, 20% prepayment penalty and 20% default charge (“L&H Note II”) for working capital. L&H Note II is convertible at the Note Holder’s option into the shares of the common stock of the Company at a conversion price of the lesser of \$0.001 per share or 50% discount to market, and the Note Holder should be reimbursed for the conversion cost by adding \$1,500 to the Principal of L&H Note II for each note conversion effected by Note Holder.

The Company determined that the conversion features contained in L&H Note II carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815 during the third quarter of 2018. As a result, the fair value of the derivative financial instrument in L&H Note II is reflected in the Company’s balance sheet as a liability. The fair value of the derivative financial instrument of L&H Note II was measured using the Lattice Bi-nominal Option Pricing Model at the inception date of L&H Note II and will do so again on each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are

**ViaDerma Inc. and its Subsidiary**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
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recorded as non-operating, non-cash income or expense at each balance sheet date. The derivative liabilities will be reclassified into additional paid in capital upon conversion.

As of December 31, 2019, the outstanding balance of L&H Note II was \$28,000, and the debt discount was amortized in full. L&H Note II is currently in default due to non-payment when semi-annual interest was due. During the year ended December 31, 2019, the Company recorded default interest expense of \$7,835 related to L&H Note II. The accrued interest payable was \$18,748 as of December 31, 2019.

***(I) Convertible Notes Payable – Brewer I***

On January 3, 2018, the Company entered into a services agreement with a consultant for business development and marketing services, pursuant to which the Company agreed to issue the consultant total 20,000,000 shares of common stock of the Company and a convertible promissory note in amount of \$48,000 for services rendered (“Brewer Note I”).

Brewer Note I bears interest at a rate of 10% per annum with 20% default charge and 20% default rate. Brewer Note I is convertible at the Note Holder’s option into the shares of the common stock of the Company at a conversion price of 70% of the market, and the Note Holder should be reimbursed for the conversion cost by adding \$500 to the Principal of Brewer Note I for each note conversion effected by Note Holder.

The Company determined that the conversion features contained in Brewer Note I carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in Brewer Note I is reflected in the Company’s balance sheet as a liability.

As of December 31, 2019, the outstanding balance of Brewer Note I was \$48,000, and the debt discount was amortized in full. Brewer Note I is currently in default due to non-payment when due. During the year ended December 31, 2019, the Company recorded default interest expense of \$23,276 related to the Brewer Note I and amortization of debt discounts in amount of \$394. The accrued interest payable was \$28,102 as of December 31, 2019.

***(J) Convertible Notes Payable – Brewer II (Restated)***

On January 3, 2018, the Company issued an unrelated third party (the “Note Holder”) a 15% promissory note in principal amount of \$10,000 with 20% default charge and 20% default charge (the “Brewer Note II”) for consulting services rendered.

Brewer Note II is convertible at the Note Holder’s option into the shares of the common stock of the Company at a conversion price of 40% of the average volume weighted average price (VWAP) on the primary trading market for the last ten (10) trading days immediately prior to but not including the Conversion Date.

The Company determined that the conversion features contained in Brewer Note II carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in Brewer Note II is reflected in the Company’s balance sheet as a liability.

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As of December 31, 2019, the outstanding balance of Brewer Note II was \$10,000, and the debt discount was amortized in full. During the year ended December 31, 2019, the Company recorded default interest expense of \$1,970 related to the Brewer Note II and the accrued interest payable was \$3,441 as of December 31, 2019.

***(K) Convertible Notes Payable – Brewer III (Restated)***

On April 5, 2018, the Company issued an unrelated third party (the “Note Holder”) a 15% promissory note in principal amount of \$120,000 with 20% default charge and 20% default charge (the “Brewer Note III”) for consulting services rendered.

Brewer Note III is convertible at the Note Holder’s option into the shares of the common stock of the Company at a conversion price of 50% of the lowest trading price for the last twenty (20) trading days immediately prior to but not including the Conversion Date. The Note Holder should be reimbursed for the conversion cost by adding \$1,500 to the Principal of Brewer Note III for each note conversion effected by Note Holder.

The Company determined that the conversion features contained in Brewer Note II carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in Brewer Note III is reflected in the Company’s balance sheet as a liability.

As of December 31, 2019, the outstanding balance of Brewer Note III was \$120,000, and the debt discount was amortized in full. During the year ended December 31, 2019, the Company recorded default interest expense of \$22,060 and amortization on the debt discount of \$30,000 related to the Brewer Note III and the accrued interest payable was \$35,178 as of December 31, 2019.

**NOTE 6- Fair Value Measurement \_ Derivative Liabilities (Restated)**

Notes that are convertible at a discount to market are considered embedded derivatives.

The Company’s convertible note has been evaluated with respect to the terms and conditions of the conversion features contained in the note to determine whether they represent embedded or freestanding derivative instruments under the provisions of ASC 815. The Company determined that the conversion features contained in the convertible note carrying value represent a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in the note is reflected in the Company’s balance sheet as a liability. The fair value of the derivative financial instrument of the convertible note was measured using the Lattice Bi-nominal Option Model at the inception date of the note and will do so again on each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date. The derivative liabilities will be reclassified into additional paid in capital upon conversion.

As of December 31, 2019, the Company’s derivative liabilities are embedded derivatives associated with the Company’s convertible notes payable in Note 4. The Company measured the fair value of the derivative liabilities as \$1,290,045 on December 31, 2019 and recorded changes in derivative liabilities in the amount of \$1,038 during the year ended December 31, 2019.

For the year ended December 31, 2019, the Company reclassified \$57,891 of derivative liabilities into additional paid in capital due to the several conversions of a portion of principal and the accrued interest in the in the

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amount of \$22,000 and \$12,823, respectively, plus \$6,000 of conversion fees into 40,613,246 shares of common stock.

The valuation of the derivative liabilities to the convertible debt was arrived at through the use of the Lattice Bi-nominal Option Model using the following assumptions:

	<b>December 31, 2019</b>
Volatility	154.86% - 182.68 %
Risk-free interest rate	2.56% - 2.63 %
Expected term (year)	0.1-1

The following is a schedule of convertible notes payable from December 31, 2018 to December 31, 2019.

Note #	Issuance	Maturity	Principal & Accrued Interest 12/31/2018	Fair Value 12/31/2018	Conversion	Market to Market Changes	Fair Value 12/31/2019 (Restated)
A	12/4/2009	12/4/2010	\$316,149	\$605,952	-	\$26,046	\$631,998
B	3/21/2014	3/21/2015	65,063	98,716	-	(2,677)	96,039
D	4/20/2017	4/20/2018	79,475	152,327	(17,154)	6,966	142,139
F	8/16/2017	8/16/2018	35,523	81,703	(23,669)	(24,522)	33,512
	8/17/2017	8/17/2018	527	1,212	-	(1,212)	-
G	12/21/2017	12/21/2018	38,913	89,500	-	(3,795)	85,705
H	1/3/2018	1/3/2019	52,827	37,734	-	52,866	90,600
I	1/3/2018	1/3/2019	11,471	24,611	-	706	25,317
J	4/5/2018	4/5/2019	133,118	255,143	-	(70,408)	184,735
			<b>\$733,066</b>	<b>\$1,346,898</b>	<b>\$(40,823)</b>	<b>\$(16,030)</b>	<b>\$1,290,045</b>

**NOTE 7- Shareholders' Equity**

As of December 31, 2019, the Company had 1,000,000,000 shares of common stock authorized, \$0.0001 par value, of which 719,304,721 shares issued and outstanding, and had 50,000,000 shares of preferred stock authorized, \$0.001 par value, of which 31,000,000 shares issued and outstanding. Each share of preferred stock has conversion ratio and voting right of 10:1.

In or around October 2018, the Company issued 19,000,000 shares of Convertible Preferred Stock, which transaction has been unwound and the 19,000,000 shares of Convertible Preferred Stock were cancelled and returned to the Company on June 25, 2019.

On January 21, 2019, a portion of principal and accrued interest in 2017 Services Note in amount of \$2,000 and \$3,942, respectively, plus \$1,500 conversion cost reimbursement were converted into 6,201,667 shares of common stock of the Company at the conversion price of \$0.0012 per share.

On February 19, 2019, a portion of principal and accrued interest in L&H Note I in amount of \$3,000 and \$8,350, respectively, plus \$1,500 conversion cost reimbursement were converted into 12,850,000 shares of common stock of the Company at the conversion price of \$0.001 per share.

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On March 13, 2019, a portion of principal and accrued interest in 2017 Services Note in amount of \$8,000 and \$212, respectively, plus \$1,500 conversion cost reimbursement were converted into 10,223,158 shares of common stock of the Company at the conversion price of \$0.00095 per share.

On March 14, 2019, a portion of principal and accrued interest in L&H Note I in amount of \$9,000 and \$319, respectively, plus \$1,500 conversion cost reimbursement were converted into 11,338,421 shares of common stock of the Company at the conversion price of \$0.00095 per share.

**NOTE 8- Commitment and Contingencies**

On January 3, 2018, the Company entered into a services agreement with a consultant for business development and marketing services, pursuant to which the Company agreed to issue the consultant total 20,000,000 shares of common stock of the Company. As of December 31, 2019, the Company recorded \$135,000 as accrued expenses.

On March 8, 2019, the Company entered into a services agreement with a consultant for management consulting services, pursuant to which the Company agreed to issue the consultant total 1,000,000 shares of common stock of the Company. As of December 31, 2019, the Company recorded \$1,650 as accrued expenses.

**NOTE 9- Related Party Transactions**

As of December 31, 2019, the Company had due to related party in amount of \$145,832, which was borrowed from Dr. Chris Otiko for daily operating expenses. The borrowing was not evidenced by promissory note, but rather was oral agreement between Dr. Chris Otiko and the Company, and due on demand.

**NOTE 10- Officer Compensation**

On January 1, 2017, the Company entered into an employment agreement with Dr. Chris A. Otiko, the Company's President, pursuant to which the Company agreed to compensate Dr. Otiko for his contribution and work as the Company's President for a period of three years in amount of \$30,000 per year in cash, plus one-time payment of 30,000,000 shares of Preferred Stock of Company, 20,000,000 shares of which are subject to be cancelled if Dr. Otiko resigns from his position of the Company before December 31, 2019. This employment agreement was expired on December 31, 2019.

Based on the price of \$.021 per share for the Preferred Stock, which was determined by the market price of common stock at \$.0021 per share on the grant date multiplied by the conversion ratio of 1:10, the fair value of the issuance of Preferred Stock was \$630,000. Accordingly, the Company booked the stock based compensation pro rata within the relative service period. For the year ended December 31, 2019, the Company recognized \$210,000 to the consolidated statements of operations. There was no deferred compensation amounting as of December 31, 2019.

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**NOTE 11- Going Concern**

The accompanying condensed consolidated financial statements have been prepared using the going concern basis of accounting, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

As of December 31, 2019, the Company was in default on the repayment of certain convertible notes and promissory notes with an aggregate principal amount of \$628,301, which are immediately due and payable. The continuation of the Company as a going concern through December 31, 2019 is dependent upon the continuing financial support from its stockholders or negotiation of repayment term. Management believes the existing shareholders will provide the additional cash to meet the Company's obligations as they become due.

These factors raise substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets and liabilities that may result in the Company not being able to continue as a going concern.

**NOTE 12- Restatement of Financial Results**

As part of preparing the Company's financial statements for six months ended June 30, 2021, the Company identified that the Company did not disclose \$10,000 of convertible Brewer Note II and \$120,000 of convertible Brewer Note III (Note 4) issued in 2018 on the previously issued consolidated financial statements. The company amended and restated the consolidated financial statements for the years ended December 31, 2018, 2019, 2020 and for the three months ended March 31, 2021.

The following table sets forth all the accounts in the original amounts and restated amounts as at and for the year ended December 31, 2019.

<b>As of December 31, 2019</b>	<b>Original</b>	<b>Adjustment</b>	<b>Restated</b>
Accrued interest payable	\$533,246	\$38,619	\$571,865
Convertible notes payable, net	\$452,937	\$130,000	\$582,937
Derivative liabilities	\$512,476	\$777,569	\$1,290,045
Accumulated deficit	(\$11,455,758)	(\$946,188)	(\$12,401,946)
<b>For the year ended December 31, 2019</b>	<b>Original</b>	<b>Adjustment</b>	<b>Restated</b>
Interest expense	\$163,375	\$24,030	\$187,405
Amortization on debt discount	\$43,593	\$30,000	\$73,593
Changes in derivative liabilities	\$(8,925)	\$9,963	\$1,038
Impact the statement of operations	\$198,043	\$63,993	\$262,036

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**NOTE 13- Subsequent Events**

In accordance with ASC Topic 855-10 “Subsequent Events”, the Company has evaluated its operations subsequent to March 31, 2020 to the date these consolidated financial statements were issued, and determined that there were subsequent events or transactions the required recognition or disclosure in the these consolidated financial statements.

On February 20, 2020, a portion of principal and accrued interest in 2016 Service Note in amount of \$27,437 and \$13,389, respectively, plus \$1,000 conversion cost reimbursement were converted into 28,845,518 shares of common stock of the Company at the conversion price of \$0.0014 per share.

On March 8, 2020, the Company entered into a twelve-month service agreement with a consultant for management consulting services, pursuant to which the Company agreed to issue the consultant a total of 1,000,000 shares of common stock of the Company.

On April 16, 2020, a portion of principal and accrued interest in 2016 Service Note in amount of \$20,000 and \$678, respectively, plus \$1,000 conversion cost reimbursement were converted into 39,414,545 shares of common stock of the Company at the conversion price of \$0.00055 per share.

## 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")

ViaDerma, Inc.'s lead product is an FDA registered topical antibiotic called that will be sold under the brand name Vitastem™. The Company also has products in development in the following fields; anti-aging skin care, pain management, hair-loss, and toenail fungus. The products are based on a patent pending delivery system technology that allows for rapid mass transfer of the pharmaceutical active ingredient across the skin and into the body to provide immediate localized therapy. Detailed product information is available online by accessing the Government website, DailyMed.

The Company utilizes a specific Trade Secret Formulation System in the manufacture of all the products.

On January 31, 2014, the Company purchased an exclusive license (the "License") on the patent pending technology from Dr. Howard Phillips represented by US Patent application #20130190274. The Company amended the License on January 20, 2017 such that it is now a non-exclusive distribution and licensing agreement.

Apart from the technology licensed from Dr. Howard Phillips, the Company is currently using a second-generation transdermal technology to manufacture and develop its products. This technology was exclusively licensed from a related party. During 2016, provisional patents were been filed on this technology. The Company received provisional patent #62757891 'ENHANCED ANTIBIOTIC AND DRUG DELIVERY FOR AQUEOUS TOPICAL APPLICATIONS FOR HUMAN AND VETERINARY USES' for this technology. The Company believes the newer technology has additional benefits and plans to incorporate this topical delivery system into most, if not all, of its future products.

In June 2017, the Company received notification that its newer product Prolayed (15ml), was also registered with the FDA.

In addition, the Company is in the early development stage of a medical cannabis product containing cannabidiol ("CBD") that can be absorbed through the skin with our proprietary transdermal delivery system. A provisional patent application using the combination of CBD and THC with the delivery system was filed in 2017 (Provisional Patent # 62466209). The use of CBD is aimed at the reduction of inflammation and for the treatment of several diseases, such as, nicotine addiction, fibromyalgia, Cohn's disease, schizophrenia, migraine headaches, pain management for cancer and Multiple Sclerosis.

The Company has filed with the Food and Drug Administration (FDA) for a new over the counter or OTC version of a "Premature Ejaculation Drug". The new "OTC Drug" received FDA registration during the second quarter of 2017 (NDC:69006-010-00) and the Company's name of the new drug will portray prolonged endurance. The Company's recent testing of the drug has shown to be successful in retarding the onset of ejaculation during sexual intercourse.

The Company's products are sold to local medical practitioners, and patients in clinics primarily in the Los Angeles, California area; however, the Company is moving towards a wholesale distributor model and launch the online sales at amazon.com in the second quarter of 2018. The Company's primary goal during 2018 has been to commercially manufacture the product on a larger scale and seek wholesale distribution partners that will carry and sell the product. The Company is presently using a manufacturing partner on the East Coast of the United States. During November 2017, the Company received its first finished order of Vitastem (bottle sizes range from 5ml to 15ml). The Company, along with its wholesale partners, will attempt to sell and distribute the product in several key areas during the next quarter.

In addition to the primary plan of developing and selling new products to the market, the Company is exploring the possibility of licensing the technology to other pharmaceutical companies. As of the date of this filing, the Company has entered into two licensing and distribution agreements as follows:

On January 1, 2017, the Company entered into a licensing and distribution agreement with Biogenx, Inc. for the purpose of commercializing and distributing a topical antibiotic product to be branded VitaStem. On August 1, 2018, Biogenx, Inc. changed its legal entity name as Viaderma Distribution, Inc. The product will carry the Company's tetracycline-based technology. This product will be separately registered with the FDA. Pursuant to the agreement, the Company will receive 50% of gross profit from sales of Vitastem. For purposes of the agreement, gross profit is defined as total revenues less cost of production, distribution and marketing. In addition ViaDerma will receive an additional 5% of gross sales as a licensing fee. The agreement will terminate on December 31, 2022 unless



extended by both parties. Viaderma Distribution, Inc. (Formerly Biogenx, Inc.) has the right to terminate the agreement early with two month notice if it deems the arrangement to not be financially viable.

On January 1, 2017, the Company entered into a licensing and distribution agreement with Vage Nigeria, Ltd. for the purpose of commercializing and distributing a topical antibiotic product to be branded Dermafix. The product will carry the Company's tetracycline-based technology. This product will be separately registered with the FDA. Pursuant to the agreement, the Company will receive 50% of the net sales from Dermafix. For purposes of the agreement, net sales is defined as total revenues less cost of production, distribution and marketing (which includes taxes, discounts, allowances, credits for returns, rebates, import duties and other governmental charges, freight and transportation). The agreement will terminate on December 31, 2022 unless extended by both parties. Vage Nigeria, Ltd. has the right to terminate the agreement early with two month notice if it deems the arrangement to not be financially viable.

On January 1, 2018, the Company entered into a licensing agreement with SSP Asset Management Corp., an organization incorporated under the laws of Alberta, Canada ("SSP"). The license granted SSP the right to use the Company's transdermal technology for use within certain products. The Company will receive Fifty Percent (50%) of the net profits of any products sold by SSP. The term of the license is 25 years and is exclusive for a minimum of two years on any new products developed by SSP. The Company also issued 20 million restricted common shares to the shareholders of SSP to assist in the development of the new products.

We announced on February 7, 2018 that the complaint filed by Steven J. Keough in a South Dakota Federal Court, has been dismissed without prejudice. The complaint alleged certain technical issues dating back to 2011. We have filed provisional patents on several products, and their pending status has already gone through a screening process by the USPTO. Our legal counsel vigorously defended this civil legal action to protect our shareholders and our patent pending product line. We continue to aggressively defend any legal action that will affect our progress.

On November 2019, the Company discarded the remaining finished goods inventories which were expired and received its second finished goods of Vitastem with increased bottle sizes of 15ml and 55ml.

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

None

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

Currently, the products are sold to local medical practitioners, and patients in clinics primarily in the Los Angeles, California area and launch online sales at amazon.com in the second quarter of 2018. The Company's primary goal during 2018 has been to commercially manufacture the product on a larger scale and seek wholesale distribution partners that will carry and sell the product. The Company is presently using a manufacturing partner on the East Coast of the United States. During November 2017, the Company received its first finished order of Vitastem (bottle sizes range from 5ml to 15ml). On November 2019, the Company discarded the remaining inventories which were expired and received its second finished goods of Vitastem with increased bottle sizes of 15ml and 55ml. The Company, along with its wholesale partners, will attempt to sell and distribute the product in several Middle Eastern countries.

The company is in the early development stage of a medical cannabis product (CBD) that can be absorbed through the skin with our proprietary transdermal delivery system. A provisional patent application using the combination of CBD and THC with the delivery system was filed in 2017. The use of CBD is aimed at the reduction of inflammation and for the treatment of several diseases, such as, nicotine addiction, fibromyalgia, Cohn's disease, schizophrenia, migraine headaches, pain management for cancer and Multiple Sclerosis.

In addition, the Company has filed with the Food and Drug Administration (FDA) for a new over the counter or OTC version of a "Premature Ejaculation Drug". The new "OTC Drug" received FDA registration during the second quarter of 2017 (NDC: 69006-010-00) and the Company's name of the new drug will portray prolonged endurance. The Company's recent testing of the drug has proved to be successful in retarding the onset of ejaculation during sexual intercourse.

## 6) Issuer's Facilities

Our contracted manufacturer has an FDA and CGMP compliant facility, which is fully registered to produce OTC pharmaceuticals, and passed the most recent FDA audit. Our contracted manufacturer has over 50 years of combined experience in product development, formulating, batching, filling and packaging. We do not have ownership or control of this property.

Our official business mailing address is 4640 Admiralty Way, Suite 500, Marina Del Rey, California 90292.

## 7) Officers, Directors, and Control Persons

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and 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
Dr. Chris Ayo Otiko	President, Chief Executive Officer and Director	4640 Admiralty Way, Ste. 500, Marina Del Rey, CA 90292	56,230,708	Common Stock	7.82%	
Dr. Chris Ayo Otiko	President, Chief Executive Officer and Director	4640 Admiralty Way, Ste. 500, Marina Del Rey, CA 90292	30,000,000	Preferred Stock	96.77%	

## 8) Legal/Disciplinary History

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

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

None

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

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

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

None

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

None

## 9) Third Party Providers

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

### Securities Counsel

Name: Harold H. Martin  
Firm: Law Offices of Harold H. Martin, P.A.  
Address 1: 19720 Jetton Road, 3<sup>rd</sup> Floor  
Address 2: Cornelius, NC 28031  
Phone: (704) 605-7968  
Email: harold@martin-pritchett.com

### Accountant

Name: Zia Choe, CPA  
Firm: STK FINANCIAL P.C.  
Address 1: 1100 W Town and Country Rd Suite 1250  
Address 2: Orange, CA 92868  
Phone: (954) 228-5026  
Email: zia@stk.financial

### Investor Relations Consultant

Name: Richard Inza  
Firm: RMJ Consulting, LLC  
Address 1: 2451 SW 126th Way  
Address 2: Miramar, FL 33027  
Phone: (954) 251-0616  
Email: richardinza@gmail.com

### Other Service Providers

None

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Dr. Chris Ayo Otiko certify that:

1. I have reviewed this amended annual disclosure statement for the fiscal year ended December 31, 2019 of VIADERMA, INC.
2. Based on my knowledge, this amended 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 amended disclosure statement; and
3. Based on my knowledge, the restated 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 amended disclosure statement.

August 24, 2021

/s/ Dr. Chris Ayo Otiko

*Principal Financial Officer:*

I, Dr. Chris Ayo Otiko certify that:

1. I have reviewed this amended annual disclosure statement for the fiscal year ended December 31, 2019 of VIADERMA, INC.
2. Based on my knowledge, this amended 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 amended disclosure statement; and
3. Based on my knowledge, the restated 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 amended disclosure statement.

August 24, 2021

/s/ Dr. Chris Ayo Otiko