

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Metrospaces, Inc.**

195 Montague Street FL14, Brooklyn, NY 11201

786-599-5876

www.metrospaces.com

investors@metrospaces.com

6719

### **Quarterly Report**

**For the Period Ending: June 30, 2021**

As of June 30, 2021, the number of shares outstanding of our Common Stock was: 12,704,924,130

As of March 31, 2021, the number of shares outstanding of our Common Stock was: 10,065,469,380

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 9,347,210,713

As of December 31, 2019, the number of shares outstanding of our Common Stock was: 9,347,210,713

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:

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

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

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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.

Metrospaces, Inc. from October 31 2012 through current date (August 16, 2021).  
Strata Capital Corp. from December 11, 2007 through October 31, 2012  
Cyberoad.com Corp. from inception until December 11, 2007

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):

Delaware - 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:

195 Montague Street, FL 14, Brooklyn, NY 11201

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:

195 Montague Street, FL 14, Brooklyn, NY 11201

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: MSPC  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 59266V304  
Par or stated value: \$0.000001

Total shares authorized: 23,600,000,000 as of date: June 30, 2021  
Total shares outstanding: 14,038,869,255 as of date: August 5, 2021  
Number of shares in the Public Float<sup>2</sup>: 14,037,815,089 as of date: August 5, 2021  
Total number of shareholders of record: 205 as of date: August 5, 2021

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

Trading symbol:  
Exact title and class of securities outstanding:  
CUSIP:  
Par or stated value:

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<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.

Total shares authorized: \_\_\_\_\_ as of date:  
 Total shares outstanding: \_\_\_\_\_ as of date:

Transfer Agent

Name: Empire Stock Transfer  
 Phone: (702) 818-5898  
 Email: [info@empirestock.com](mailto:info@empirestock.com)  
 Address: 1859 Whitney Mesa Dr., Henderson, NV 89014

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:

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 12/31/18 Common: 7,532,971,713 Preferred B: 1,200,000 <u>Preferred C: 0</u> <u>Preferred D: 2,000</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	Restricted or Unrestricted as of this filing.	Exempt on or Registration Type.
<u>1/3/19</u>	<u>Issuance</u>	<u>467,737.00</u> <u>0</u>	<u>Common</u>	<u>\$140.32</u> <u>1</u>	<u>Yes</u>	<u>LG Capital/Joseph Lerman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>1/2/19</u>	<u>Issuance</u>	<u>200,000.00</u> <u>0</u>	<u>Common</u>	<u>\$80,000</u>	<u>Yes</u>	<u>Apollo Capital/Yohan Naraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>1/7/19</u>	<u>Issuance</u>	<u>158,333.33</u> <u>3</u>	<u>Common</u>	<u>\$47.500</u>	<u>Yes</u>	<u>Apollo Capital/Yohan Naraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>

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

<u>1/16/19</u>	<u>Issuance</u>	<u>171,500.00</u> <u>0</u>	<u>Common</u>	<u>\$34,300</u>	<u>Yes</u>	<u>Apollo</u> <u>Capital/Yohan</u> <u>Naraine</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>1/22/19</u>	<u>Issuance</u>	<u>206,666.66</u> <u>7</u>	<u>Common</u>	<u>\$41,333</u>	<u>Yes</u>	<u>Apollo</u> <u>Capital/Yohan</u> <u>Naraine</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>1/29/19</u>	<u>Issuance</u>	<u>190,000.00</u> <u>0</u>	<u>Common</u>	<u>\$38,000</u>	<u>Yes</u>	<u>Apollo</u> <u>Capital/Yohan</u> <u>Naraine</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>3/8/19</u>	<u>Issuance</u>	<u>216,666.66</u> <u>7</u>	<u>Common</u>	<u>\$32,500</u>	<u>Yes</u>	<u>Apollo</u> <u>Capital/Yohan</u> <u>Naraine</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>3/21/19</u>	<u>Issuance</u>	<u>203,333.33</u> <u>3</u>	<u>Common</u>	<u>\$40,667</u>	<u>Yes</u>	<u>Apollo</u> <u>Capital/Yohan</u> <u>Naraine</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>3/24/21</u>	<u>Issuance</u>	<u>718,258.66</u> <u>7</u>	<u>Common</u>	<u>\$43,096</u>	<u>Yes</u>	<u>J.P. Carey</u> <u>Enterprises/Jos</u> <u>eph Canouse</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>4/3/21</u>	<u>Issuance</u>	<u>554,961.25</u> <u>0</u>	<u>Common</u>	<u>\$22,198</u>	<u>Yes</u>	<u>Adar Bays.</u> <u>LLC/Aryeh</u> <u>Goldstein</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>5/20/21</u>	<u>Issuance</u>	<u>497,812.00</u> <u>0</u>	<u>Common</u>	<u>\$19,912</u> <u>.48</u>	<u>Yes</u>	<u>Adar Bays.</u> <u>LLC/Aryeh</u> <u>Goldstein</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>5/24/21</u>	<u>Issuance</u>	<u>100,000.00</u> <u>0</u>	<u>Common</u>	<u>\$24,000</u> <u>.00</u>	<u>Yes</u>	<u>EMA Financial</u> <u>LLC/Felicia</u> <u>Preston</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>5/26/21</u>	<u>Issuance</u>	<u>526,693.00</u> <u>0</u>	<u>Common</u>	<u>\$21,065</u> <u>.56</u>	<u>Yes</u>	<u>Adar Bays.</u> <u>LLC/Aryeh</u> <u>Goldstein</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>6/15/21</u>	<u>Issuance</u>	<u>528,753.00</u> <u>0</u>	<u>Common</u>	<u>\$21,150</u> <u>.15</u>	<u>Yes</u>	<u>Adar Bays.</u> <u>LLC/Aryeh</u> <u>Goldstein</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>6/21/21</u>	<u>Issuance</u>	<u>118,699.50</u> <u>0</u>	<u>Common</u>	<u>\$4,747.</u> <u>98</u>	<u>Yes</u>	<u>Adar Bays.</u> <u>LLC/Aryeh</u> <u>Goldstein</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>6/23/21</u>	<u>Issuance</u>	<u>72,536.000</u>	<u>Common</u>	<u>\$2,901.</u> <u>44</u>	<u>Yes</u>	<u>Adar Bays.</u> <u>LLC/Aryeh</u> <u>Goldstein</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestricted</u>	<u>Rule</u> <u>144</u>
<u>6/15/21</u>	<u>Issuance</u>	<u>100,000.00</u> <u>0</u>	<u>Common</u>	<u>\$18,000</u> <u>.00</u>	<u>Yes</u>	<u>EMA Financial</u> <u>LLC/Felicia</u> <u>Preston</u>	<u>Debt</u> <u>conversion</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestr</u> <u>icted</u>
<u>5/26/21</u>	<u>Issuance</u>	<u>140,000.00</u> <u>0</u>	<u>Common</u>	<u>\$35,000</u> <u>.00</u>	<u>Yes</u>	<u>JanBella Group.</u> <u>LLC/William</u> <u>Alessi</u>	<u>Services</u>	<u>Debt</u> <u>conversion</u>	<u>Unrestr</u> <u>icted</u>
Shares Outstanding on Date of This Report:									
Ending Balance Ending									
Balance:									
Date <u>6/30/21</u> Common: 12,704,924,130									
Preferred B: 1,200,000									

Preferred C: 45,354

Preferred D: 2,000

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

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

## B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
2/15/2015	4,949	45,393.00	1,903	2/16/2016	58% of the lowest closing bid price during the 15 trading days including the day of conversion	Richard Astrom	Loan
2/26/2015	58	8,000.00	3,322	2/27/2016	58% of the lowest closing bid price during the 15 trading days including the day of conversion	Blackbridge/Alex Dillon	Loan
2/6/2015	65,105	42,000.00	13,044	2/6/2016	30% of lowest trading price in 30 trading days ending with last day prior to conversion.	Apollo/Yohan Naraine	Loan
5/29/2015	8,841	25,000.00	-	5/28/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
7/8/2015	3,431	10,000.00	3,994	7/8/2016	2.5% of the average of the daily closing price for 3	Sugar Daddy #1/Richard Astrom	Loan

					consecutive trading days		
7/28/2015	16,000	16,000.00	15,411	7/28/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
8/11/2015	8,000	8,000.00	7,647	8/11/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
8/25/2015	17,600	17,600.00	16,695	8/25/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
9/24/2015	6,000	6,000.00	5,600	9/24/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
10/23/2015	12,000	12,000.00	10,791	10/23/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
11/3/2015	4,500	4,500.00	4,120	11/3/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
11/19/2015	13,000	13,000.00	11,799	11/19/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
11/24/2015	2,000	2,000.00	1,806	11/24/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy #1/Richard Astrom	Loan
3/23/2015	29,000	29,000.00	29,776	3/22/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Dixie Assets #1/Richard Astrom	Loan

4/8/2015	37,000	37,000.00	37,793	4/7/2016	2.5% of the average of the daily closing price for 3 consecutive trading days	Dixie Assets #1/Richard Astrom	Loan
4/17/2015	21,936	21,936.00	20,408	4/16/2017	2.5% of the average of the daily closing price for 3 consecutive trading days	Dixie Assets #1/Richard Astrom	Loan
7/28/2015	25,000	25,000.00	18,242	1/28/2017	50% of the lowest trading price during the 30 trading days ending with the day prior to conversion.	Apollo #2/ Yohan Naraine	Loan
2/19/2016	30,000	30,000.00	19,971	8/19/2016	40% of lowest trading price in 30 trading days ending with last day prior to conversion.	Apollo Capital Corp./Yohan Naraine	Loan
3/3/2016	16,000	16,000.00	13,657	3/3/2017	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy Inc./Richard Astrom	Loan
3/3/2016	21,000	21,000.00	17,925	3/3/2017	2.5% of the average of the daily closing price for 3 consecutive trading days	Dixie Assets Management/Richard Astrom	Loan
1/27/2016	4,440	4,440.00	3,861	1/27/2017	2.5% of the average of the daily closing price for 3 consecutive trading days	Sugar Daddy Inc./Richard Astrom	Loan
3/3/2016	4,000	4,000.00	3,414	3/3/2017	2.5% of the average of the daily closing price for 3 consecutive trading days	Dixie Assets Management/Richard Astrom	Loan
3/15/2016	16,735	16,735.00	14,150	3/15/2017	2.5% of the average of the daily closing price for 3 consecutive trading days	Dixie Assets Management/Richard Astrom	Loan

4/28/2017	31,000	31,000.00	24,256	10/28/2017	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
6/16/2017	9,084	9,084.33	5,443	6/16/2018	40% of lowest trading price in 30 trading days ending with last day prior to conversion.	Dixie Assets Management/Richard Astrom	Loan
8/4/2017	66,000	66,000.00	54,546	2/4/2018	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
10/12/2017	20,000	20,000.00	15,411	4/12/2018	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
12/1/2017	68,200	68,200.00	50,649	6/1/2018	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
2/26/2018	280,167	280,166.67	##### #	8/26/2018	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
4/4/2018	163,333	163,333.33	88,814	10/4/2018	60% of the lowest sale price during the 30 trading days prior to conversion	Apollo Capital Corp./Yohan Naraine	Loan
3/6/2018	35,000	35,000.00	11,071	3/6/2019	60% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Blackridge Capital/Alex Dillon	Loan
7/13/2018	72,222	72,222.23	46,885	12/12/2018	60% of the lowest sale price during the 30 trading days prior to conversion	M2B Funding/Danny Kordash	Loan



8/31/2018	14,332	33,600.00	4,565	8/31/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	LG Capital Funding/Joseph Lerman	Loan
9/6/2018	11,000	11,000.00	6,305	3/6/2019	60% of the lowest sale price during the 30 trading days prior to conversion	M2B Funding/Danny Kordash	Loan
12/18/2018	33,333	33,333.33	17,165	6/18/2019	60% of the lowest sale price during the 30 trading days prior to conversion	M2B Funding/Danny Kordash	Loan
11/30/2018	33,333	33,333.33	13,065	11/30/2019	60% of the lowest sale price during the 30 trading days prior to conversion	M2B Funding/Danny Kordash	Loan
12/12/2018	33,333	33,333.33	17,165	6/12/2019	60% of the lowest sale price during the 30 trading days prior to conversion	M2B Funding/Danny Kordash	Loan
12/27/2018	38,889	38,888.88	17,259	6/27/2019	60% of the lowest sale price during the 30 trading days prior to conversion	M2B Funding/Danny Kordash	Loan
10/4/2018	40,000	40,000.00	10,086	10/4/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Tri-Bridge Ventures LLC/Daniel Schmidt	Loan
1/29/2015	15,500	25,000.00	10,980	7/31/2015	50% of the lowest trading price during the 30 trading days ending with the day prior to conversion.	Tarpon Bay Partners/ Henry Sargent	Loan
6/3/2016	15,000	15,000.00	16,628	6/3/2017	50% of the lowest trading price during the 20 trading days ending with the day	LG Capital/Joseph Lerman	Loan

					prior to conversion.		
5/11/2016	8,500	8,500.00	6,915	5/11/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	LG Capital/Joseph Lerman	Loan
8/1/2016	69,000	69,000.00	70,486	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Eduardo Cabrera	Loan
8/1/2016	2,000	2,000.00	2,043	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Edward Cabrera	Loan
8/1/2016	4,000	4,000.00	4,086	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Juan Ramirez	Loan
8/1/2016	4,000	4,000.00	4,086	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Metaxas Georgatos	Loan
5/11/2016	6,500	6,500.00	5,288	5/11/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Richard S. Astrom	Loan
1/6/2016	9,000	9,000.00	7,971	1/6/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Sugar Daddy Inc./Richard Astrom	Loan

5/11/2016	9,440	9,440.00	7,679	5/11/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Sugar Daddy Inc./Richard Astrom	Loan
8/1/2016	1,000	1,000.00	1,021	8/1/2017	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Wellington Shields/Edward Carrera	Loan
10/4/2019	14,000	14,000.00	3,216	10/4/2020	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	LG Capital/Joseph Lerman	Loan
1/15/2019	33,600	33,600.00	9,623	1/15/2020	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	LG Capital/Joseph Lerman	Loan
3/7/2019	11,111	11,111.11	5,100	9/4/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
8/21/2019	13,333	13,333.33	5,077	12/21/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
4/8/2019	22,222	22,222.22	9,705	10/8/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
1/3/2019	33,333	33,333.33	16,792	7/3/2019	50% of the lowest trading price during the 20 trading days ending	M2B Funding/Danny Kordash	Loan

					with the day prior to conversion.		
1/10/2019	3,889	38,888.88	10,422	7/10/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
1/17/2019	50,000	50,000.00	24,630	7/17/2019	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	M2B Funding/Danny Kordash	Loan
3/5/2021	22,173	22,172.63	190	3/5/2022	The lower of \$0.000675 or 55% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	JP Carey Enterprises/ Joseph Canouse	Loan
3/31/21	120,000	150,000	0	3/31/22	n/a	WILSON MORENO FELIZ	Loan
4/8/21	100,000	100,000	0	4/8/22	n/a	JP Carey Enterprises/ Joseph Canouse	Loan

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

None.

#### 4) Financial Statements

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

- U.S. GAAP  
 IFRS

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

Name: **Steven M. Plumb**

<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.

Title: President, Clear Financial Solutions, Inc.  
Relationship to Issuer: Consultant

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

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

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

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

**Metrospace, Inc.**  
**Quarter to Date Financial**  
**Statements**  
**Three and Six Months Ending June**  
**30, 2021**

**METROSPACES, INC.**  
**Consolidated Balance Sheets**

	June 30, 2021	December 31, 2020
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 388,669	-
Notes receivable	50,000	-
Note receivable – related party	280,000	-
Accrued interest receivable	18,855	-
Prepaid and other current assets	13,300	3,300
Total Current Assets	<u>750,824</u>	<u>3,300</u>
Investment in marketable securities	503,271	209,830
Property, plant and equipment	199,500	-
TOTAL ASSETS	<u>1,453,595</u>	<u>213,130</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities		
Accounts payable	\$ 3,400	\$ 7,508
Accrued expenses	399,777	374,195
Accrued dividend payable	667,917	615,417
Accrued interest	1,089,683	1,043,903
Sales deposit	1,501	1,501
Notes payable	220,000	-
Note payable – related parties	58,102	53,202
Derivative liability	1,297,192	11,017,206
Total Current Liabilities	<u>3,737,572</u>	<u>13,112,932</u>
Convertible notes payable, net discount of	<u>1,693,424</u>	<u>1,697,708</u>
TOTAL LIABILITIES	<u>5,430,996</u>	<u>14,810,640</u>
Stockholders' Deficit		
Preferred stock, \$0.000001 par value, 8,000,000 authorized	-	-
Series B Preferred Stock, \$0.000001 par value, 2,000,000 shares authorized, 1,200,000 issued	1	1
Series C Preferred Stock, \$0.000001 par value, 100,000 shares authorized, 45,354 shares issued	-	-
Series D Preferred Stock, \$0.000001 par value, 400,000 shares authorized, 0 shares issued	-	-
Common Stock, \$0.000001 par value, 13,000,000,000 shares authorized, 12,704,924,130 and 9,347,210,713 shares issued and outstanding June 30, 2021 and December 31, 2020, respectively	10,211	9,493
Additional paid in capital	7,408,356	7,252,229
Accumulated deficit	<u>(11,398,695)</u>	<u>(21,859,233)</u>
Total Stockholders' Deficit	<u>(3,977,401)</u>	<u>(14,597,510)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 1,453,595</u>	<u>\$ 213,130</u>

See accompanying notes to financial statements.

**METROSPACES, INC.**  
**Consolidated Statements of Income**

	Three Months Ending June 30,		Six Months Ending June 30,	
	2021	2020	2021	2020
Revenue, net of discounts	\$ -	\$ -	\$ -	\$ -
Cost of revenue	-	-	-	-
Gross profit	-	-	-	-
Operating Expenses				
General and administrative expenses	115,635	9,040	186,920	18,817
Total operating expenses	115,635	9,040	186,920	18,817
Operating Income / (Loss)	(115,635)	(9,040)	(186,920)	(18,817)
Other Income (expense)				
Interest income	17,892	-	18,854	-
Interest expense	(98,107)	(48,798)	(194,895)	(113,217)
Gain (loss) on change in fair value of derivative	9,762,038	-	9,720,014	190,078
Gain (loss) on extinguishment of debt	-	-	-	1,787,245
Change in fair market value of marketable securities	(182,345)	-	293,441	-
Gain on sale of marketable securities	-	-	460,044	-
Other	350,000	-	350,000	-
Total other income (expense)	9,849,478	(48,798)	10,647,458	1,864,106
Net Income (loss)	9,733,843	(57,838)	10,460,538	1,845,289
Preferred stock dividend	(26,250)	(26,250)	(52,500)	(52,500)
Net income (loss) attributable to common shareholders	\$ 9,707,593	\$ (84,088)	\$ 10,408,038	\$ 1,792,789
Net loss per common share - basic and diluted	\$ 0.00	\$ (0.00)	\$ 0.00	\$ 0.00

See accompanying notes to financial statements.



**METROSPACES, INC.**  
**Consolidated Statements of Cash Flows**

**Six Months Ended June 30, 2021 and 2020**

	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income (Loss)	\$ 10,460,538	\$ 1,845,289
Adjustments to reconcile net loss to net cash provided by (used) in operating activities:		
(Gain) on debt extinguishment	-	(1,787,245)
(Gain) loss on change in fair value of derivative	(9,720,014)	(190,078)
Change in value of marketable securities	(753,486)	-
(Increase) decrease in operating assets:		
Accrued interest	(18,855)	-
Note receivable	(330,000)	-
Prepaid expenses	(10,000)	-
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	110,379	132,034
Net Cash Generated by Operating Activities	(261,468)	-
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property	(150,000)	-
Capitalized software development costs	(49,500)	-
Proceeds from sale of marketable securities	460,045	-
Net Cash provided by Investing Activities	260,545	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from note payable	220,000	-
Proceeds from related party notes	4,900	-
Proceeds from convertible notes payable	164,692	-
Net Cash Provided by Financing Activities	389,592	-
Net increase (decrease) in cash and cash equivalents	388,669	-
Cash and cash equivalents, beginning of period	-	-
Cash and cash equivalents, end of period	\$ 388,669	\$ -
<b>Supplemental cash flow information</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
<b>Non-cash transactions:</b>		
Conversion of convertible debt into common stock	\$ 168,976	\$ -

See accompanying notes to financial statements.

**METROSPACES, INC.**  
**Consolidated Statements of Equity**

	Series B Preferred Stock		Series C Preferred Stock		Series D Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	
<b>Balance, December 31, 2020</b>	1,200,000	\$ 1	45,354	\$ 0	2,000	\$0	9,347,210,713	\$ 9,493	\$ 7,252,229	(21,030,869)	(13,769,146)
Preferred stock dividend									\$ (26,250)		\$ (26,250)
Issuance of common stock upon conversion of convertible debt							718,258,667	718	42,377		43,095
Net income										\$ 256,283	\$ 256,283
<b>Balance, March 31, 2021</b>	1,200,000	\$ 1	100,000	\$ 0	2,000	\$0	10,065,469,380	\$ 10,211	\$7,268,356	\$ (20,774,586)	\$ (13,496,018)
Preferred stock dividend									\$ (26,250)		\$ (26,250)
Issuance of common stock upon conversion of convertible debt							2,639,454,750	\$2,639	166,337	-	168,976
Net income										9,733,843	9,733,843
<b>Balance, June 30, 2021</b>	1,200,000	\$ 1	100,000	\$ 0	2,000	\$0	12,704,924,130	\$12,850	\$7,408,443	\$ (11,398,695)	\$ (3,977,401)

See accompanying notes to financial statements.

**METROSPACES, INC.**  
**Notes to Consolidated Financial**  
**Statements December 31, 2020**

**Note 1 -Nature of the Business**

**Business**

**Business**

Metrospaces, Inc. (the “Company”) was incorporated as “Strata Capital Corporation” on December 10, 2007, under the laws of the State of Delaware. The Company has historically been a luxury hotel and residential developer. However, it always focused on higher-yield opportunities, in particular opportunities where IT can create huge improvements in efficiency and operating income. In that sense, on June 2017, the Company acquired 51% of the ownership units of Etelix in exchange for a \$2 million promissory note. Etelix is a Miami-based carrier-grade telco provider that ran a small data center. In June 2018, Etelix was merged into what is today, IQSTel, Inc. and as a consequence, the Company’s ownership dropped below 51% and therefore Etelix was deconsolidated. Effective September 15, 2018, the Company no longer has any ownership interest in Ikal Wine and Lodge.

In March 2020, the Company exchanged the balance of the unpaid promissory of about \$1.7 million, keeping 1,050,725 common shares. Additionally, the company has an option to acquire an additional 2.5 million shares and has agreements to acquire an even higher amount of shares, as certain value added-events are realized between the company and IQSTel, Inc..

The company has shifted its business focus and business plan from a traditional luxury hotel and residential developer to a Prop-tech company. The Company believes that new blockchain, IoT and AI solutions can be applied to the real estate industry in a fundamentally transformative way. One of the initial focus of the Company is to use IT to improve operating, marketing and maintenance efficiencies. To enter these new service offerings, the company will launch a series of new business lines. The first launch will be a co-living platform focus on secondary cities such as Philadelphia, Jacksonville, Houston and others, as well as special international tourist destinations such as The Dominican Republic. The company has a beta platform that will be launched by middle of 3<sup>rd</sup> quarter of 2021 and will bear the brand MetroHouse. On March 23, 2021 the Company entered an agreement to acquire a 3-bedroom villa in Infinity View Villas in Loma Linda, The Dominican Republic which will be one of it’s first markets. Part of this agreement give the company the option to increase its investment and become a co-developer partner. Additionally, the Company has entered into an LOI to acquire a 3000 ft<sup>2</sup> lot lot located in Fishtown, Philadelphia. Additionally, the Company has entered into a JV Agreement with a group of property owner to develop 2 additional properties owned by the, which the Company expects to have fully operational within 9 months. The company intends to open at least 4-5 cities before end of 2021, with a total of no less than 150 beds within those cities.

The second business launch will be a blockchain-certified signature verification service aimed at realtors and other real estate professionals. This will be part of a bigger launch that will follow where the company will roll-out a blockchain market place to tokenize real estate assets and mortgages. This platform is in the beginning stages and will likely launch end of 2021.

In March 2020, the Company exchanged approximately 84% of its holdings in Etelix in settlement of a convertible note payable.

The Company rents one facility comprised of approximately 750 square feet office space located at 195

Montague Street in Brooklyn, New York. The Company's senior executive team and administrative staff work at this office. The rent per month is \$750.

## **Note 2 – Significant accounting policies**

### *Use of Estimates*

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

### *Cash and Cash Equivalents*

The Company considers all highly liquid investments with original maturity of three months or less to be cash equivalents.

### *Real Property*

Real property is stated at cost less accumulated depreciation. Depreciation is provided for on a straight-line basis over the useful lives of the assets. Expenditures for additions and improvements are capitalized; repairs and maintenance are expensed as incurred.

### *Investments in marketable securities*

Investments in marketable securities are accounted for using the equity method or cost basis depending upon the level of ownership and/or the Company's ability to exercise significant influence over the operating and financial policies of the investee. When the equity method is used, investments are recorded at original cost and adjusted periodically to recognize the Company's proportionate share of the investees' net income or losses after the date of investment. When net losses from an investment accounted for under the equity method exceed its carrying amount, the investment balance is reduced to zero and additional losses are not provided for. The Company resumes accounting for the investment under the equity method if the entity subsequently reports net income and the Company's share of that net income exceeds the share of net losses not recognized during the period the equity method was suspended. Investments are written down only when there is clear evidence that a decline in value that is other than temporary has occurred.

### *Business Combinations*

The Company allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired users, acquired technology and trade names from a market participant perspective, useful lives and discount rates.

Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

### *Long-Lived Assets, Including Goodwill and Other Acquired Intangible Assets*

The Company evaluates the recoverability of property and equipment and finite-lived intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may

not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any significant impairment charge during the years presented.

The Company reviews goodwill for impairment at least annually or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. The Company has elected to first assess the qualitative factors to determine whether it is more likely than not that the fair value of our single reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment under Accounting Standards Update (ASU) No. 2011-08, *Goodwill and Other (Topic 350): Testing Goodwill for Impairment*, issued by the Financial Accounting Standards Board (FASB). If it is determined that it is more likely than not that its fair value is less than its carrying amount, then the two-step goodwill impairment test is performed. The first step, identifying a potential impairment, compares the fair value of the reporting unit with its carrying amount. If the carrying amount exceeds its fair value, the second step would need to be performed; otherwise, no further step is required. The second step, measuring the impairment loss, compares the implied fair value of the goodwill with the carrying amount of the goodwill. Any excess of the goodwill carrying amount over the applied fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value.

In addition to the recoverability assessment, the Company routinely reviews the remaining estimated useful lives of property and equipment and finite-lived intangible assets. If we reduce the estimated useful life assumption for any asset, the remaining unamortized balance would be amortized or depreciated over the revised estimated useful life.

#### *Revenue Recognition*

The Company follows the guidance of the Accounting Standards Codification (“ASC”) Topic 605, *Revenue Recognition*. We record revenue when persuasive evidence of an arrangement exists, product delivery has occurred, the selling price to the customer is fixed or determinable and collectability of the revenue is reasonably assured.

The Company generally recognizes revenue from grape sales upon delivery to the customer. The Company does not have any allowance for returns because grapes are accepted upon delivery.

#### *Income Taxes*

The Company uses the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, *Income Taxes*. Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity’s financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

#### *Fair Value Measurement*

The Company adopted the provisions of ASC Topic 820, *Fair Value Measurements and Disclosures*, which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

The estimated fair value of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments. The carrying amounts of our short and long term credit obligations approximate fair value because the effective yields on these obligations, which include contractual interest rates taken together with other features such as concurrent issuances of warrants and/or embedded conversion options, are comparable to rates of returns for instruments of similar credit risk.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 — quoted prices in active markets for identical assets or liabilities

Level 2 — quoted prices for similar assets and liabilities in active markets or inputs

that are observable Level 3 — inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The derivative liability in connection with the conversion feature of the convertible debt, classified as a Level 3 liability, is the only financial liability measured at fair value on a recurring basis.

#### *Convertible Instruments*

The Company evaluates and account for conversion options embedded in convertible instruments in accordance with ASC 815.

#### *Derivatives and Hedging Activities.*

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when we have determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: We record when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

The Company accounts for the conversion of convertible debt when a conversion option has been bifurcated using the general extinguishment standards. The debt and equity linked derivatives are removed at their carrying amounts and the shares issued are measured at their then-current fair value, with any difference recorded as a gain or loss on extinguishment of the two separate accounting liabilities.

### Note 3 – Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has generated no revenues during the three and six months ended June 30, 2021 and has an accumulated deficit of \$11,428,695. The continuation of the Company as a going concern is dependent upon, among other things, continued economic growth from its majority-owned telco company and financial support from its stockholders and continued attainment of profitable operations. These factors, among others, raise some doubt regarding the Company's ability to continue as a going concern. There is no assurance that the Company will be able to continue to generate and grow revenues in the future. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to continue as a going concern.

Management plans to alleviate the going concern issues through future equity and debt financing opportunities currently being pursued.

### Note 4 – Note receivable

In May 2021, the Company entered into a securities purchase agreement with a publicly traded company to purchase a convertible note payable issued by the Company. The note bears interest at 5% and is convertible in to the issuer's common stock at a 65% discount from the market price of the issuer's common stock. The note is due May 4, 2022.

### Note 5 – Note receivable – Related Party

In March 2021, the Company entered into a securities purchase agreement with an affiliate of the chief executive officer of the Company to purchase a note in the amount of \$390,000 bearing interest at 18% with a maturity date of September 25, 2021. The balance on the note at June 30, 2021 is \$280,000.

### Note 6 – Notes Payable – Related Parties

The officers of the Company have advanced funds to the Company from time to time. These advances are non-interest bearing, unsecured, and payable upon demand. The balance of the note payable – related party was \$58,102 at June 30, 2021 and December 31, 2020.

### Note 7 – Convertible Notes Payable

At June 30, 2021, convertible notes payable consisted of the following:

Loan Holder	Prin face Amount	Issue Date	Mat Date	Int Rate
Astrom	\$ 4,949	2/15/2015	2/15/2016	3%
Blackbridge	58	2/26/2015	2/26/2016	3%
Sugar Daddy #3	3,431	7/8/2015	7/8/2016	10%
Sugar Daddy	8,841	5/29/15	5/28/16	10%
Apollo Capital Corp.	65,105	2/6/15	2/6/16	8%
Sugar Daddy #4	16,000	7/28/2015	7/28/2016	10%
Sugar Daddy #5	8,000	8/11/2015	8/11/2016	10%
Sugar Daddy #6	17,600	8/25/2015	8/25/2016	10%
Sugar Daddy #7	6,000	9/24/2015	9/24/2016	10%

Sugar Daddy #8	12,000	10/23/2015	10/23/2016	10%
Sugar Daddy #9	4,500	11/3/2015	11/3/2016	10%
Sugar Daddy #10	13,000	11/19/2015	11/19/2016	10%
Sugar Daddy #11	2,000	11/24/2015	11/24/2016	10%
Dixie Assets #1	29,000	3/23/2015	3/23/2016	10%
Dixie Assets #2	37,000	4/8/2015	4/8/2016	10%
Dixie Assets Management, Inc. #3	21,936	4/17/2015	4/17/2016	10%
Apollo Capital Corp.	30,000	2/19/16	8/19/16	12%
Sugar Daddy #12	16,000	3/3/2016	3/3/2017	10%
Dixie Assets #5	21,000	3/3/2016	3/3/2017	10%
Sugar Daddy #13	4,440	1/27/2016	1/27/2017	10%
Dixie Assets #6	4,000	3/3/2016	3/3/2017	10%
Dixie Assets #7	16,735	3/15/2016	3/15/2017	10%
Apollo Capital Corp.	31,000	4/28/17	10/28/17	12%
Sugar Daddy, Inc	9,084	6/16/2017	6/16/2018	10%
Apollo Capital Corp.	66,000	8/4/17	2/4/18	12%
Apollo Capital Corp.	20,000	10/12/17	4/12/18	12%
Apollo Capital Corp.	68,200	12/1/17	6/1/18	12%
Apollo Capital Corp.	280,167	2/26/18	8/26/18	12%
Apollo Capital Corp.	163,333	4/4/2018	4/4/2019	12%
Blackridge Capital	35,000	3/6/2018	3/6/2019	10%
Apollo Capital Corp	52,173	3/20/2018	3/20/2019	5%
M2B Corp	72,222	7/18/2018	7/18/2019	12%
LG Capital Funding	14,332	8/31/2018	8/31/2019	8%
M2B Corp	11,000	9/6/2018	9/6/2019	12%
M2B Funding Corp	33,333	12/18/2018	12/18/2019	12%
M2B Funding Corp	33,333	11/30/2018	11/30/2019	12%
M2B Funding Corp	33,333	12/12/2018	12/12/2019	12%
M2B Funding Corp	38,889	12/27/2018	12/27/2019	12%
Tri-Bridge Ventures LLC	40,000	10/4/2018	10/4/2019	10%
Tarpon Bay Partners	15,500	1/29/2015	1/29/2019	10%
LG Capital	15,000	6/3/2016	6/3/2017	8%
Deboise Inc.	8,500	5/11/2016	5/11/2017	10%
Eduardo Cabrera	69,000	8/1/2016	8/1/2017	5%
Eduardo Cabrera	2,000	8/1/2016	8/1/2017	5%
Juan Ramirez	4,000	8/1/2016	8/1/2017	5%
Metaxas Georgatos	4,000	8/1/2016	8/1/2017	5%
Richard S. Astrom	6,500	5/11/2016	5/11/2017	10%
Sugar Daddy Inc.	9,000	1/6/2016	1/6/2017	10%
Sugar Daddy Inc.	9,440	5/11/2016	5/11/2017	10%
Wellington Shields	1,000	8/1/2016	8/1/2017	5%
LG Capital	14,000	10/4/2019	10/4/2020	8%



LG Capital	33,600	1/15/2019	1/15/2020	8%
M2B Funding Corp	11,111	3/7/2019	3/7/2020	12%
M2B Funding Corp	13,333	8/21/2019	8/21/2020	12%
M2B Funding Corp	22,222	4/8/2019	4/8/2020	12%
M2B Funding Corp	33,333	1/3/2019	1/3/2020	12%
M2B Funding Corp	3,889	1/10/2019	1/10/2020	12%
M2B Funding Corp	50,000	1/17/2019	1/17/2020	12%
Total	\$1,693,424			

The convertible promissory notes listed above were issued in exchange for investment proceeds (cash investment).

#### **Note 8 – Notes Payable**

In March 2021, the Company purchased an apartment building in exchange for a note payable in the amount of \$150,000, payable in tranches over the next six months. The balance on the note at June 30, 2021 is \$120,000.

In June 2021, an investor advanced the Company \$100,000. The advance does not bear interest and is due upon demand. The balance on the advance at June 30, 2021 is \$100,000.

#### **Note 9 – Stockholders Equity**

##### *Common stock*

The Company is authorized to issue 10,000,000,000 shares of common stock, par value of \$0.000001 per share. 12,704,924,130 and 9,347,210,713 shares are issued and outstanding as of June 30, 2021 and December 31, 2020.

##### *Series A Preferred Stock*

The Company is authorized to issue 8,000,000 shares of Series A preferred stock at a par value of \$0.000001 per share. As of June 30, 2021 and December 31, 2020, no shares of Series A Preferred stock were issued and outstanding.

##### *Series B Preferred Stock*

The Board of Directors of the Company has designated 2,000,000 shares of preferred stock as Series B PIK Convertible Preferred Stock (“Series B Preferred Stock”).

As of June 30, 2021 and December 31, 2020, 1,200,000 shares of Series B Preferred Stock were issued and outstanding.

##### *Series C Preferred Stock*

The Board of Directors of the Company has designated 100,000 shares of preferred stock as Series C PIK Convertible Preferred Stock (“Series C Preferred Stock”).

As of June 30, 2021 and December 31, 2020, 45,354 shares of series C preferred stock were issued and outstanding.

##### *Series D Preferred Stock*

The Board of Directors of the Company has designated 400,000 shares of preferred stock as Series D Convertible Preferred Stock (“Series C Preferred Stock”).

As of June 30, 2021 and December 31, 2020, 2,000 shares of series D preferred stock were issued and outstanding.

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

## 5) Issuer's Business, Products and Services

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

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

Metrospaces, Inc. (the "Company") has historically been a real estate investor, developer and operator. The Company was originally incorporated as Strata Capital Corporation ("STC") on December 10, 2007 under the laws of the State of Delaware; however, on October 6, 2012, the Company changed its name to Metrospaces, Inc. ("MSPC"). As a real estate investor and operator, the Company has historically been involved in real estate development, acquisition and repositioning of luxury residential and hotels. Additionally, the focus had been to invest in operating companies with a strong real estate component to them such as data centers, and other operating business where real estate provides an important part of the balance sheet and/or income statement. In that sense, we currently own 1,050,725 in IQSTel, Inc., a Miami-based telecom operator with telco value added services and a colocation service. Additionally, we have options to acquire another 2.5 million shares. Our intention is to continue to grow IQSTel, Inc by organic means and acquisitions of data centers and other telco providers that will drive the data center business and be synergetic with IQSTel, Inc. As a meaningful shareholder of IQST, we will continue to support the company in the financing, acquisition and growth strategy. Additionally, the company will slowly and opportunistically liquidate part of its position in IQST to fund new acquisitions and projects looking to replicate the strong success the Company has had so far in IQST. In March 2020, the Company exchanged the balance of the unpaid promissory of about \$1.7 million, keeping 1,050,725 common shares. Additionally, the company has an option to acquire an additional 2.5 million shares and has agreements to acquire an even higher amount of shares, as certain value added-events are realized between the company and IQSTel, Inc..

The company has begun a transformation of its business plan from a traditional luxury hotel and residential developer to a Prop-tech ("Prop-tech") company. The Company believes that new blockchain, IoT and AI solutions can be applied to the real estate industry in a fundamentally transformative way. One of the initial focus of the Company is to use IT to improve operating, marketing and and maintenance efficiencies. To enter these new service offerings, the company will launch a series of new business lines. The first launch will be a co-living platform focus on secondary cities such as Philadelphia, Jacksonville, Houston and others, as well as special international tourist destinations such as The Dominican Republic. The company has a beta platform that will be launched by middle of 3<sup>rd</sup> quarter of 2021 and will bear the brand MetroHouse. On March 23, 2021 the Company entered an agreement has acquired a 3-bedroom villa in The Dominican Republic which will be one of it's first markets. Additionally, the Company has entered into an LOI to acquire a 3000 ft2 lot lot located in Fishtown, Philadelphia. Additionally, the Company has entered into a JV Agreement with a group of property owner to develop 2 additional properties owned by the, which the Company expects to have fully operational within 9 months. The company intends to open at least 4-5 cities before end of 2021, with a total of no less than 150 beds within those cities.

The second business launch will be a blockchain-certified signature verification service aimed at realtors and other real estate professionals. This will be part of a bigger launch that will follow where the company will roll-

out a blockchain market place to tokenize real estate assets and mortgages. This platform is in the beginning stages and will likely launch end of 2021.

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

None

C. Describe the issuers' principal products or services.

Investment Vehicle

## 6) Issuer's Facilities

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

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

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

The Company rents one facility comprising approximately 750 square feet office space located at 195 Montague Street in Brooklyn, New York. The Company's senior executive team and administrative staff work at this office. The rent per month is \$750. This facility is suitable for the Company's business as a private equity firm.

## 7) Company Insiders (Officers, Directors, and Control Persons)

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note

<u>Daniel Silva</u>	<u>/Director/Owner of more than 5%)</u>		<u>600,000</u>	<u>Series B Preferred Shares</u>	<u>50%</u>	
<u>Oscar Brito</u>	<u>Director/Owner of more than 5%</u>	<u>NY, NY</u>	<u>150,000</u>	<u>Series B Preferred Shares</u>	<u>12.50%</u>	
<u>GBS Capital Partners/Oscar Brito</u>	<u>Owner of more than 5%</u>	<u>NY, NY</u>	<u>450,000</u>	<u>Series B Preferred Shares</u>	<u>37.5%</u>	

**8) Legal/Disciplinary History**

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

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

None

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

None

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

None

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

None

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

## 9) Third Party Providers

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

### Securities Counsel

Name: Lance Brunson  
Firm: Bruson Chandler & Jones, PLLC  
Address 1: 175 S. Main Steet, 14<sup>th</sup> FL  
Address 2: Salt Lake City, UT 84111  
Phone: 801-303-5737  
Email: lance@bcjlaw.com

### Accountant or Auditor

Name: Steven M Plumb  
Firm: Clear Financial Solutions, Inc.  
Address 1: 710 N. Post Oak Rd, Ste. 515, Houston, TX 77024  
Address 2:  
Phone: 713-780-0806  
Email: Steven@clearfinancial.com

### Investor Relations

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

### Other Service Providers

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

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

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Oscar Brito certify that:

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

August 13, 2021

/s/ Oscar Briot

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

*Principal Financial Officer:*

I, Oscar Brito certify that:

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

August 13, 2021

/s/ Oscar Brito

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