

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

ZA Group, Inc.

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Quarterly Report **For the Period Ending: March 31, 2021** **(the "Reporting Period")**

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

272,941,871

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

258,740,224

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

111,652,915

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

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

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

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

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

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

Yes: ☐ No: ☒

1) Name 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.

As of December 17, 2018, the name of the issuer is ZA Group, Inc. (approved by FINRA in July 2019).

From December 8, 2014 to December 17, 2018, the issuer was known as The Automotive Resource Network Holdings, Inc.

From February 18, 2014 to December 8, 2014, the issuer was known as Nationwide Capital Ventures, Inc.

From April 9, 2013 to February 18, 2014, the issuer was known as Covenant Alliance Group, Inc.

From September 28, 2011 to April 9, 2013, the issuer was known as The Automotive Resource Network Holdings, Inc.

From June 4, 2007 to September 28, 2011, the issuer was known as Diversity Group International, Inc.

From October 27, 1997 to June 4, 2007, the issuer was known as SKRCO, 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):

n/a

2) Security Information

Trading symbol:	ZAAG	
Exact title and class of securities outstanding:	Common	
CUSIP:	0752Y105	
Par or stated value:	\$0.0001	
Total shares authorized:	1,000,000,000	as of date 3/31/21
Total shares outstanding:	272,941,871	as of date 3/31/2021
Number of shares in the Public Float ² :	72,131,753	as of date 3/31/2021
Total number of shareholders of record:	215	as of date 3/31/2021

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: stc@stctransfer.com

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

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

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:

On December 4, 2020, with an effective closing date of January 1, 2021, the Company entered into an agreement to purchase a 60% interest in Econic Crop Solutions in exchange for 10,000 shares of the Company's Series F Preferred Stock. Upon completion of the acquisition, on January 1, 2021, Mr. John Morgan continued his role as President of the Company and began taking a salary of \$2,500 per month. Mr. Eno was appointed CEO of Econic Crop Solutions, Inc. and as a director of the Company. In conjunction with the purchase, Mr. Zamil Ahammad, sole shareholder of the Company's Series B and majority shareholder of the Series E Preferred Stock, agreed to and did cancel (i) the one share of Company Series B Preferred Stock; and (ii) 20,000,000 shares of Company Series E Preferred Stock; for 1,000,000 shares of Common Stock; (y) a \$165,000 promissory note; and (z) the right to purchase from the Company the Zen Asian BBQ restaurant; which right was exercised in January 2021.

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

OTC Markets Group Inc.
OTC Pink Basic Disclosure Guidelines (v2.1 December 2019)

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End Opening Balance			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 12/31/2018 Common: 1,652,915 Preferred: 160,521,521									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
10/25/2019	New issuance	100,000,000	Common	0.0001	No	Zamil Ahamad	Acquisition	Restricted	N/A
11/27/2019	New issuance	10,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
3/18/2020	New issuance	4,287,309	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
4/20/2020	Cancellation	(100,000,000)	Common	0.0001	No	Zamil Ahamad	Cancellation	Restricted	N/A
9/01/2020	New issuance	200,000,000	Common	0.0001	No	John Morgan	Services	Restricted	N/A
11/23/20	New issuance	21,400,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt Conversion	Unrestricted	4(a)(2)
11/23/20	New issuance	21,400,000	Common	0.0001	No	Trillium Partners LP – Narine Persaud	Debt Conversion	Unrestricted	4(a)(2)
2/11/21	New issuance	350,000	Common	0.0001	No	Jen Brady	Cash	Restricted	N/A
2/11/21	New issuance	33,333	Common	0.0001	No	Braedan Pearce	Cash	Restricted	N/A
2/12/21	New issuance	300,000	Common	0.0001	No	Troy Rose	Cash	Restricted	N/A
2/16/21	New issuance	350,000	Common	0.0001	No	Tony Carlton	Cash	Restricted	N/A
2/16/21	New issuance	50,000	Common	0.0001	No	Dale Warren	Cash	Restricted	N/A
2/17/21	New issuance	33,333	Common	0.0001	No	Mark Mericucci	Cash	Restricted	N/A
2/18/21	New issuance	300,000	Common	0.0001	No	Sean Judge	Cash	Restricted	N/A
2/18/21	New issuance	390,000	Common	0.0001	No	Jason Milroy	Cash	Restricted	N/A
2/18/21	New issuance	200,000	Common	0.0001	No	Lori Milroy	Cash	Restricted	N/A
2/22/21	New issuance	600,000	Common	0.0001	No	Dave Erickson	Cash	Restricted	N/A
2/22/21	New issuance	50,000	Common	0.0001	No	Nico Koeuoets	Cash	Restricted	N/A
2/22/21	New issuance	50,000	Common	0.0001	No	Benjamin John	Cash	Restricted	N/A
2/24/21	New issuance	100,000	Common	0.0001	No	Ron Wawryko	Cash	Restricted	N/A
2/24/21	New issuance	166,667	Common	0.0001	No	Shannon Buffalo	Cash	Restricted	N/A
2/26/21	New issuance	520,883	Common	0.0001	No	Will MacKinawa	Cash	Restricted	N/A
3/2/21	New issuance	1,000,000	Common	0.0001	No	Zamil Ahammad	Acquisition	Restricted	N/A
3/3/21	New issuance	7,851,323	Common	0.0001	No	Cliff Green	Cash	Restricted	N/A
3/4/21	New issuance	106,108	Common	0.0001	No	Gayle Johnson	Cash	Restricted	N/A
3/10/21	New issuance	1,666,667	Common	0.0001	No	Amber Ripley	Cash	Restricted	N/A
3/15/21	New issuance	83,333	Common	0.0001	No	Louis Rondeau	Cash	Restricted	N/A
Shares Outstanding on Date of This Report: Ending Balance									
Date 3/31/21 Common: 272,941,871 Preferred: 140,531,520									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

Share numbers and Par Value have been adjusted for the reverse split enacted on July 5, 2019 and amended Articles on December 17, 2019 and December 18, 2020 .

Preferred stock totals are shown as a supplement. These shares are not publicly traded.

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.)
4/01/2017	\$67,500	\$67,500	\$32,788	4/01/2018	40% of the FMV or the 20-day VWAP	PBDC LLC (Adrian McKenzie)	Services
4/20/2017	\$7,500	\$15,000	Nil	4/20/2018	35% discount to the 5-trailing VWAP	Milan Saha	Services
7/23/2017	\$48,552	\$48,766	\$22,105	7/23/2018	\$0.00001 per share value	World Market Ventures LLC (Chad Curtis)	Replace prior loan note
7/25/2017	\$6,500	\$6,500	\$3,948	7/25/2018	50% of the average lowest 3 prices in the 10 days prior to conversion	David Failla	Services
8/25/2017	\$2,268	\$2,268	\$806	8/25/2018	50% Of the bid price of trailing 20-day VWAP	Sean Hummel	Services
10/5/20	\$18,290	\$19,604	-	Demand	Not convertible	Bruce Chesney	Loan
10/24/2019	\$60,000	\$60,000	\$7,752	4/24/2020	50% of lowest closing bid price in the 30 days prior to conversion	John Morgan	Services
4/1/20	\$48,552	\$48,766	\$6,862	7/23/2018	\$0.00001 per share value	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Acquired 50% from World Market Ventures
4/23/20	\$20,000	\$20,000	\$1,874	7/23/2020	Not convertible	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan
4/29/20	\$31,809	\$31,809	-	4/29/21	Not convertible	Government of Canada	Loan
12/29/20	\$15,904	\$15,904		12/29/21	Not convertible	Government of Canada	Loan
8/28/20	\$10,000	\$10,000	\$589	3/31/21	Lower of \$.001 or 50% of lowest closing bid price in the 20 days prior to conversion	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan
11/23/2020	\$6,000	\$6,000	\$210	11/30/2021	50% discount to bid	World Market Ventures	Loan

					trailing 20-day VWAP	(Chad Curtis)	
11/23/2020	\$6,000	\$6,000	\$208	11/30/2021	50% discount to bid price trailing 20-day VWAP	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan
12/4/2020	\$5,000	\$5,000	\$185	12/31/2021	50% discount to bid price trailing 20-day VWAP	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan
12/4/2020	\$165,000	\$165,000	\$2,116	11/30/2021	Not convertible	Zamil Ahammad	Purchases of Series B and E preferred stock
1/8/2021	\$20,000	\$20,000	\$449	1/31/2022	50% discount to bid price trailing 20-day VWAP	World Market Ventures (Chad Curtis)	Loan
1/8/2021	\$20,000	\$20,000	\$449	1/31/2022	50% discount to bid price trailing 20-day VWAP	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan
1/28/2021	\$20,000	\$20,000	\$340	1/31/2022	50% discount to bid price trailing 20-day VWAP	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan
2/1/2021	\$12,500	\$12,500	\$199	1/31/2022	50% discount to bid price trailing 20-day VWAP	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan
2/1/2021	\$12,500	\$12,500	\$199	1/31/2022	50% discount to bid price trailing 20-day VWAP	World Market Ventures (Chad Curtis)	Loan
2/24/2021	\$35,000	\$35,000	\$336	2/23/2022	50% discount to bid price trailing 20-day VWAP	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan
3/25/2021	\$60,000	\$60,000	\$99	3/25/2022	50% discount to bid price trailing 20-day VWAP	Trillium Partners LP – Narine Persaud 90 Grove St. Ridgefield, CT 06877	Loan

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

N/a

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: William Gonyer of Will Stephenson Advisory, LLC
Title: Managing Director
Relationship to Issuer: Contract Accounting and Reporting 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.

- . Balance sheet;
- A. Statement of income;
- B. Statement of cash flows;
- C. Statement of Changes in Shareholders' Equity
- D. Financial notes; and
- E. 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.

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.

ZA GROUP, INC.
QUARTERLY REPORT
FOR THE THREE MONTHS ENDED MARCH 31, 2021 and 2020

Index

Consolidated Balance Sheets (Unaudited) as of March 31, 2020 and December 31, 2020	9
Consolidated Statements of Operations (Unaudited) for the Three Months Ended March 31, 2021 and 2020	10
Statements of Changes in Stockholders' Deficit (Unaudited) for the Three Months Ended March 31, 2021 and March 31, 2020	11
Consolidated Statements of Cash Flow (Unaudited) for the Three Months Ended March 31, 2021 and 2020	12
Notes to the Consolidated Financial Statements (Unaudited)	13-22

ZA GROUP, INC.
Consolidated Balance Sheets
(Unaudited)

	March 31, 2021	December 31,
ASSETS		
Current assets		
Cash	\$ 149,008	\$ 19,380
Accounts receivable	34,918	-
Inventory	90,955	-
Prepaid and other expenses	109,299	-
ROU asset – short term	143,887	-
Total current assets	528,067	19,380
Property and equipment, net of depreciation	3,521	-
Goodwill	100,000	-
ROU asset –long term	329,186	-
TOTAL ASSETS	\$ 960,774	\$ 19,380
LIABILITIES AND EQUITY (DEFICIT)		
Current liabilities		
Accounts payable and accrued expenses	\$ 266,892	\$ 164,109
Notes payable, net of discounts	251,003	185,000
Convertible notes payable, net of discounts	828,928	448,928
Derivative liabilities	3,417,297	18,140
Lease liability	143,887	-
Total current liabilities	4,908,007	816,177
Lease liability – long term	329,186	-
TOTAL LIABILITIES	5,237,193	816,177
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock; par value \$0.0001. 300,000,000 shares authorized, 140,533,520 shares issued and outstanding and designated as follows:		
Series A convertible preferred stock: 63,000,000 shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	6,300	6,300
Series C convertible preferred stock: 51,000 shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	5	5
Series D convertible preferred stock: 71,000,000 shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	7,100	7,100
Series E convertible preferred stock: 5,020,520 issued and outstanding at March 31, 2021 and December 31, 2020, respectively	502	502
Preferred stock series F: 12,000 shares issued and outstanding at March 31, 2021 and 0 at December 31, 2020	1	-
Series G convertible preferred stock: 1,450,000 issued and outstanding at March 31, 2021 and December 31, 2020, respectively	145	145
Common stock: \$0.0001 par value, 1,000,000,000 shares authorized; 272,941,871 and 258,740,224 issued and outstanding at March 31, 2021 and December 31, 2020, respectively	27,294	25,874
Additional paid-in capital	9,579,796	9,187,068
Accumulated deficit	(13,813,395)	(10,023,791)
Accumulated other comprehensive loss	(4,050)	-
TOTAL ZA GROUP (DEFICIT)	(4,196,302)	(796,797)
NON-CONTROLLING INTEREST	(80,117)	-
TOTAL EQUITY	(4,276,419)	-
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 960,774	\$ 19,380

See accompanying notes to these consolidated financial statements.

ZA GROUP, INC.
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended March 31,	
	2021	2020
Revenues	\$ 23,691	\$ 201,006
Cost of revenues	<u>60,282</u>	<u>114,879</u>
Gross Profit	(36,591)	86,127
Operating Expenses:		
Compensation	654,741	115,469
Selling, general, and administrative expenses	<u>159,001</u>	<u>18,259</u>
Total Operating Expenses	<u>813,742</u>	<u>133,728</u>
Loss from Operations	(850,333)	(47,601)
Other Income (Expenses):		
Impairment of goodwill	(2,778,816)	-
Change in fair market value of derivatives	6,000	-
Interest and financing costs	<u>(212,449)</u>	<u>(12,939)</u>
Total Other Expenses	<u>(2,985,265)</u>	<u>(12,939)</u>
Loss before provision for income tax	(3,835,598)	(60,540)
Provision for Income Tax	<u>-</u>	<u>-</u>
Net Loss	(3,835,598)	(60,540)
Net loss attributable to non-controlling interest	<u>(45,994)</u>	<u>-</u>
Net loss attributable to ZA Group, Inc.	<u>\$ (3,789,604)</u>	<u>\$ (60,540)</u>
Comprehensive Loss		
Other Comprehensive Loss – net of tax		
Foreign exchange translation loss	<u>(1,423)</u>	<u>-</u>
	<u>\$ (3,837,021)</u>	<u>\$ (60,540)</u>
Basic and Diluted Loss Per Share	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
Weighted Average Number of Common Shares Outstanding:	<u>263,496,310</u>	<u>113,796,570</u>

See accompanying notes to these consolidated financial statements.

ZA GROUP, INC.
Consolidated Statements of Stockholders Deficit
For the Three Months Ended March 31, 2021 and 2020
(Unaudited)

Three months ended March 31, 2021

Common Stock							Accumulated			
Preferred Stock				Other						
		par value \$0.001		Additional Paid-in Capital	Accumulated Deficit	Comprehensive Loss	Non -Controlling Interest	Total Equity		
par value \$0.001										
	Shares	Amount	Shares	Amount						
Balance December 31, 2020	140,521,520	\$ 14,052	258,740,224	\$ 25,874	\$ 9,187,068	\$ (10,023,791)	\$ --	\$ -	\$ (796,797)	
Acquisition of Econic Crop Solutions, Inc:										
Issuance of Series F preferred and common stock compensation	10,000	1	1,000,000	100			(2,627)	(34,123)	(36,649)	
Series F issued for services	2,000	-							-	
Common stock and warrants for cash			13,201,647	1,320	293,716				295,036	
Value of warrants issued with common for cash					99,012				99,012	
Foreign currency translation loss							(1,423)		(1,423)	
Net (loss)			-	-	-	(3,789,604)		(45,994)	(3,835,598)	
Balance March 31, 2021	140,533,520	\$ 14,053	272,941,871	\$ 27,294	\$ 9,579,796	\$ (13,813,395)	\$ (4,050)	\$ (80,117)	\$ (4,276,419)	

Three months ended March 31, 2021

Accumulated										
Common Stock										
Preferred Stock					Other					
		par value \$0.001		Additional Paid-in Capital	Accumulated Deficit	Comprehensive Loss	Non -Controlling Interest	Total Equity		
par value \$0.001		Shares	Amount							
Shares		Amount	Shares	Amount						
Balance December 31, 2020		160,521,520	\$ 16,052	111,652,915	\$ 11,165	\$ 9,354,306	\$ (9,776,055)	\$ --	\$ -	\$ (394,532)
Net (loss)				-	-	-	(60,540)			(60,540)
Balance March 31, 2021		160,521,520	\$ 16,052	111,652,915	\$ 11,165	\$ 9,354,306	\$ (9,836,595)	\$ -	\$ -	\$ (455,072)

See accompanying notes to these consolidated financial statements.

ZA GROUP, INC.
Consolidated Statement of Cash Flow
(Unaudited)

	Three Months Ended March 31,	
	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ (3,835,598)	\$ (60,540)
Adjustments to reconcile net (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	32	18,259
Notes issued for compensation	2,790	-
Debt issued for interest	200,000	-
Stock compensation	100	-
Derivative expense as compensation	567,526	-
Change in fair market value of derivatives	(6,000)	-
Impairment of goodwill	2,779,592	-
Foreign transaction loss	(388)	-
Changes in operating assets and liabilities:		
Accounts receivable	(18,882)	-
Inventory	(16,824)	-
Prepaid expenses and other current assets	(106,531)	-
Accounts payable and accrued expenses	(9,234)	49,904
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(443,417)	7,623
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash acquired in acquisition	4,714	-
Purchase of property and equipment	(3,529)	-
NET CASH PROVIDED BY INVESTING ACTIVITIES	1,185	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	-	5,182
Proceeds from convertible notes payable	180,000	-
Proceeds from common stock	394,048	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	574,048	5,182
EFFECT OF EXCHANGE RATE ON CASH	(2,188)	-
NET INCREASE IN CASH	129,628	12,805
Cash, beginning of year	19,380	580
Cash, end of period	\$ 149,008	\$ 13,385
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid during the Three Months for:		
Income taxes	\$ -	\$ -
Interest	\$ -	\$ -
SUPPLEMENTAL DISCLOSURES OF NON-CASH FINANCING ACTIVITIES		
Common stock cancelled for acquisition	\$ 2,837,631	\$ -

See accompanying notes to these consolidated financial statements.

ZA GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Nature of Business

ZA Group, Inc. (ZAAG or the Company) was incorporated on October 27, 1977, under the laws of the State of Florida, for the purpose of conducting all legal business. The Company is emerging as a holding company targeting the acquisition of undervalued, niche companies with high growth potential, income-producing commercial real estate properties and high return investments all designed to pay a dividend to our shareholders.

Acquisition of ZA BBQ, Inc.

On June 15, 2018, pursuant to an executed acquisition agreement, the Company acquired the outstanding share capital of ZA BBQ, Inc., (“ZA BBQ”), a Florida corporation that owns and operates a restaurant business. The consideration for the business was \$430,000 in total, with this purchase price paid through the issuance of a convertible promissory note to the seller. This promissory note is convertible into shares of common stock issued by the Company, with such conversion option exercisable by the seller at a price per share equivalent to 80% of the average closing price over the 10 days prior to the conversion notice being received.

On December 31, 2020, The Company the subsidiary ZA BBQ’s common stock representing \$269,635 of net property and equipment for forgiveness of \$430,000 of convertible debt.

Acquisition of Econic Crop Solutions, Inc.

On December 4, 2020, with an effective closing date of January 1, 2021, the Company entered into an agreement to purchase a 60% interest in Econic Crop Solutions, Inc. (“Econic”), a Canadian company, in exchange for 10,000 shares of the Company’s Series F Preferred Stock. Upon completion of the acquisition, on January 1, 2021, Mr. John Morgan continued his role as President of the Company and began taking a salary of \$2,500 per month. Mr. Eno was appointed CEO of Econic Crop Solutions, Inc. and as a director of the Company. In conjunction with the purchase, Mr. Zamil Ahammad, sole shareholder of the Company’s Series B and majority shareholder of the Series E Preferred Stock, agreed to and did cancel (i) the one share of Company Series B Preferred Stock; and (ii) 20,000,000 shares of Company Series E Preferred Stock; for 1,000,000 shares of Common Stock; (y) a \$165,000 promissory note; and (z) the right to purchase from the Company the common stock of the subsidiary ZA BBQ; which right was exercised in January 2021.

Note 2 - Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. For the three months ended March 31, 2021, the Company has incurred a net loss of \$3,835,598 and used cash in operations of \$443,417. The working capital deficit, deficit and accumulated deficit was \$4,379,940, \$4,276,419 and \$13,813,395, respectively, at March 31, 2021. It is management’s opinion that these matters raise substantial doubt about the Company’s ability to continue as a going concern for a period of twelve months from the issuance date of this report. The ability of the Company to continue as a going concern is dependent upon management’s ability to further implement its business plan and raise additional capital as needed from the sales of stock or issuance of debt. The Company will begin to raise capital through private placements of common stock and is planning an offering of common stock under Regulation A. Additionally the Company has been implementing cost-cutting measures and restructuring or setting up payment plans with vendors and service providers and has restructured some obligations. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to continue as a going concern.

Note 3 - Significant and Critical Accounting Policies

Management of the Company is responsible for the selection and use of appropriate accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company’s financial condition and results and require management’s most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company’s significant and critical accounting policies and practices are disclosed below as required by the accounting principles generally accepted in the United States of America.

Basis of Presentation/Principles of Consolidation

The consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and include the accounts of the Company and its wholly-owned subsidiary. All material intercompany balances and transactions have been eliminated in consolidation.

Reclassification

Certain prior period amounts have been reclassified for consistency with current year presentation. These reclassifications had no effect on the reported results of operations.

Management estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company considered COVID-19 related impacts to its estimates, as appropriate, within its consolidated financial statements and there may be changes to those estimates in future periods. The Company believes that the accounting estimates are appropriate after giving considerations to the increased uncertainties surrounding the severity and duration of the COVID-19 pandemic. Such estimates and assumptions are subject to inherent uncertainties, actual results could differ materially from those estimates.

Revenue recognition

The Company recognizes revenue pursuant to Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers. This new revenue recognition standard has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company's initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

Our revenues are comprised of the supplying of built and unconstructed indoor farming modules to grow and extract cannabis products for domestic and export markets. These systems include the portable structures that house the production grow pods, the grow pod equipment itself, and finally the product extraction facilities. Econic also supplies and operates the on-site dispensaries which package and sell the end products through on-site sales as well as to export customers.

Cash and Cash Equivalents

Cash includes demand deposits, time deposits, certificates of deposit and short-term liquid investments with an original maturity of three months or less when purchased. Financial instruments that potentially subject the Company to concentration of credit risk consist of cash accounts in a financial institution which, at times, may exceed the Federal and/or Canadian depository insurance coverage of \$250,000 and CDN\$100,000, respectively. The Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation of property and equipment is currently being provided using the straight-line method for financial reporting purposes over an estimated useful life of five years. Expenditures for normal maintenance and repairs are expensed as incurred. The cost of assets sold or abandoned, and the related accumulated depreciation are eliminated from the accounts and any gains or losses are charged or credited to operations in the respective periods. For the three months ended March 31, 2021 and 2019, depreciation expense totaled \$32 and \$0, respectively.

Long-lived assets

In accordance with Accounting Standards Codification (ASC) Topic 360, *Property, Plant, and Equipment*, the Company periodically reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount. During the Three months ended March 31, 2021, goodwill of \$2,778,816 was impaired.

Income taxes

The Company accounts for income taxes under ASC Topic 740 "Income Taxes." Under the asset and liability method of ASC Topic 740, 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 apply to taxable income in the three months in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

Fair Value Measurements

The Company follows the FASB *Fair Value Measurements* standard, as they apply to its financial instruments. This standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements.

Level 1 inputs are quoted market prices available in an active market that the Company has the ability to access at the measurement date. Level 2 inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 3 inputs are pricing inputs that are generally observable inputs and not corroborated by market data. Fair value is defined as 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. The standard establishes a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. Level 1 inputs include quoted market prices for identical assets or liabilities in an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data. The standard requires the utilization of the lowest possible level of input to determine fair value and carrying amounts of current liabilities approximate fair value due to their short-term nature. The Company accounts for certain instruments at fair value using level 3 valuation.

Description	At March, 2021			At December 31, 2020		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Derivative Liability	—	—	\$ 3,417,297	—	—	\$ 18,140

A rollforward of the level 3 valuation financial instruments is as follows:

	<u>Derivative Liabilities</u>
Balance at December 31, 2020	\$ 18,140
Change in fair market value	(6,000)
Derivative effect on the issuance of Series F preferred stock	3,405,157
Balance at March 31, 2021	<u>\$ 3,417,297</u>

The fair market value of the derivative is based on a Binomial (convertible notes) or a Black-Scholes (warrants and preferred stock) models using the number of common shares into which the convertible note or warrant or preferred series F shares can be exchanged, the market price and return volatility of the common stock and an interest rate for similar termed debt.

Derivative Liabilities

The Company has certain financial instruments that are derivatives or contain embedded derivatives. The Company evaluates all its financial instruments to determine if those contracts or any potential embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 810-10-05-4 and 815-40. This accounting treatment requires that the carrying amount of any derivatives be recorded at fair value at issuance and marked-to-market at each balance sheet date. In the event that the fair value is recorded as a liability, as is the case with the Company, the change in the fair value during the period is recorded as either other income or expense. Upon conversion, exercise or repayment, the respective derivative liability is marked to fair value at the conversion, repayment or exercise date and then the related fair value amount is reclassified to other income or expense as part of gain or loss on extinguishment.

The Company points out that in general for notes that have matured the Company will no longer calculate a derivative value. However, should current information about stock price, or volatility of note holder conversion terms change an assessment will be made and any material change in fair market value will be recognized.

Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note issuance date with a charge to interest expense in accordance with ASC 480 - "Distinguishing Liabilities from Equity".

Operating Leases

The Company disposed of its ZA BBQ business in December 2020. The related lease has reverted to the new owner and the Company in association with the Econic acquisition, has a new obligation or rights to the use the facility. The Company adopted ASC 842 using the modified retrospective transition method. In accordance with ASC 842, lease right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The Company's lease does not provide an implicit rate and therefore, the Company uses an incremental borrowing rate based on the information available at the commencement date, including implied traded debt yield and seniority adjustments, to determine the present value of future payments. Lease expense for the minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred.

Net Loss Per Share

Basic loss per share is calculated by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution. As of March 31, 2021, the outstanding principal balance, including accrued interest of the third-party convertible debt, totaled \$525,397 and was convertible into 285,406,919 shares of common stock. As of March 31, 2021, potentially dilutive securities consisted of the following:

	March 31, 2021
Series A, C, D, E, F & G Preferred stock	123,980,521
Warrants from private placement	13,201,647
Third party convertible debt	285,406,919
Total	422,589,087

Stock-based compensation

The Company measures and recognizes compensation expense for all share-based payment awards made to employees and directors, including employee stock options and compensatory stock warrants, based on estimated fair values equaling either the fair value of the shares issued or the value of consideration received, whichever is more readily determinable. Non-cash consideration pertains to services rendered by consultants and others and has been valued at the lesser of the fair value of the Company's common stock at the date of the agreement or the value of the services rendered.

The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of ASC Topic 505-50, " *Equity-Based Payments to Non-Employees*." The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete.

The Company has not adopted a stock option plan.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits

of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Recent Accounting Pronouncements

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

Note 4 - Property Plant and Equipment

Computers and office equipment at March 31, 2021 and December 31, 2020 consist of the following:

	2021	2020
Computers and office equipment	\$ 3,553	\$ -
	3,553	-
Less: Accumulated depreciation	(32)	-
	<u>\$ 3,521</u>	<u>\$ -</u>

On December 31, 2020, The Company exchanged \$269,635 of net property and equipment for forgiveness of \$430,000 of convertible debt.

Note 5 – Related Party Agreement

On December 4, 2020, the Company issued an option to acquire ZA BBQ to its then current CEO. In consideration for the option the former CEO agreed and surrendered 1 share of Series B Preferred stock and 20,000,000 Series E Preferred stock in exchange for a promissory note in the amount of \$165,000. Under the terms of the option, the price for the purchase of ZA BBQ (including assumptions of liabilities) was forgiveness of \$430,000 of a convertible note held by the former CEO.

On October 24, 2019, a convertible note payable in the amount of \$60,000 was issued to John Morgan for services rendered.

The Company has an agreement with its Chief Executive Officer to pay him compensation of \$2,500 per month.

Note 6 – Notes Payable

Loan payable on the books of Econic's for current principal of \$18,290. The note is due on demand and has no interest charged.

Canadian government loans on Econic's books totaling \$47,713, the notes are due on April 5, 2021 and December 29, 2021.

On April 23, 2020, the Company issued a note, payable to Trillium Partners LP for \$20,000, for which \$20,000 was received as cash. The note matured on July 31, 2020, and incurs 10% annual interest. The note principal, and accrued interest balances were \$20,000, and \$1,874 respectively, at March 31, 2021.

On December 4, 2020, the Company purchased 20,000,000 shares of its Series E preferred stock from Zamil Ahammad and the one outstanding share of its Series B preferred stock (control stock), with the issuance of a note, payable to him for \$165,000. The note matures on November 30, 2021, and incurs 4% annual interest through the date of maturity and accrues an additional 1.5% per month up to a maximum 18% interest rate, per annum, through extinguishment of the note. The note principal, and accrued interest balances were \$165,000, and \$2,116 respectively, at March 31, 2021.

Note 7 - Convertible Notes Payable

The following table presents the detail of the convertible notes balances as of March 31, 2021 and December 31, 2020.

	March 31, 2021	December 31, 2020
Convertible notes payable	\$ 447,872	\$ 267,872
Unamortized original issue discount and debt discount	-	(10,000)
Put premiums classified as liabilities (ASC 480)	381,056	191,056
	<u>\$ 828,928</u>	<u>\$ 448,928</u>

From June 30, 2015 through June 30, 2017, the Company issued 9 convertible notes payable to PBDC, LLC for \$7,500 each, aggregating \$67,500, for consulting services. The notes all incur 10% annual interest and can be converted to common stock at a discount of 60% of the lowest closing bid price reported during the 20 trading days preceding the conversion. The note principal, accrued interest and put premiums balances were \$67,500, \$32,788 and \$101,250 respectively, at March 31, 2021.

On April 20, 2017, the Company issued a convertible note payable to Milan Saha for \$7,500, for legal services. The note matured on April 20, 2018, has no interest, with no default interest penalty, and can be converted to common stock at a discount of 35% of the lowest closing bid price reported during the 5 trading days preceding the conversion. The note principal, and put premiums balances were \$7,500, and \$4,038 respectively, at March 31, 2021.

On July 23, 2017, the Company issued a convertible note payable to World Market Ventures LLC ("WMV") for an original balance of \$97,533. The note matured on July 23, 2018, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a fixed price of \$0.00001 per share (subsequently amended to \$0.0005). On April 1, 2020, Trillium Partners LP ("Trillium") acquired 50% of this convertible note under the same terms. The note principal at this date was \$48,766. On November 13, 2020, WMV converted \$214 of note principal for 21,400,000 shares of Company stock. The note principal, and accrued interest balances were \$48,552, and \$22,105 respectively, at March 31, 2021.

On July 25, 2017, the Company issued a convertible note payable to David Failla for \$6,500, for unpaid fees. The note matured on July 25, 2018, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 50% of the average of the three lowest closing bid prices reported during the 10 trading days preceding the conversion. The note principal, accrued interest and put premiums balances were \$6,500, \$3,948 and \$6,500 respectively, at March 31, 2021.

On August 25, 2017, the Company issued a convertible note payable to Sean Hummel for \$2,268, for legal fees. The note matured on August 25, 2018, incurs 9.875% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 50% of the lowest closing bid price reported during the 20 trading days preceding the conversion. The note principal, accrued interest and put premiums balances were \$2,268, \$806 and \$2,268 respectively, at March 31, 2021.

On October 24, 2019, the Company issued a \$60,000, convertible note payable to John Morgan, its CEO for past services. The note has 9% annual interest, matured on April 24, 2020 and is convertible at 50% of the lowest closing bid price during the 30 days prior to conversion. The note principal, accrued interest and put premiums balances were \$60,000, \$7,752 and \$60,000 respectively, at March 31, 2021. Default penalties have been waived by the note holder with the exception of default interest (18%).

On April 1, 2020, Trillium acquired 50% of the July 23, 2017 convertible note of WMV under the same terms. The note principal at this date was \$48,766. On November 13, 2020, Trillium converted \$214 of note principal for 21,400,000 shares of Company stock. The note principal, and accrued interest balances were \$48,552, and \$6,862 respectively, at March 31, 2021.

On August 28, 2020, the Company issued a convertible note payable to Trillium Partners LP for \$10,000. The note has 10% annual interest and matures on March 31, 2021. The note and accrued interest are convertible into common stock and at the lower of: \$.0001 or 50% of the lowest closing bid price in the 20 trading days prior to conversion. Due to the variable conversion pricing feature the note was considered to include a derivative for which a fair market value was calculated at issuance to be \$15,374, of which \$5,374 was charged to derivative expense and \$10,000 to debt discount. Debt discount is being amortized to interest expense over the term of the note and was fully amortized by March 31, 2021. On March 31, 2021, the principal balance is \$10,000, accrued interest is \$589 and the derivative liability is \$12,140.

On November 23, 2020, the Company issued a \$6,000, convertible note payable to WMV for cash. The note has 10% annual interest, matures on November 30, 2021 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$6,000, \$210 and \$6,000 respectively, at March 31, 2021.

On November 24, 2020, the Company issued a \$6,000, convertible note payable to Trillium for cash. The note has 10% annual interest, matures on November 30, 2021 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$6,000, \$208 and \$6,000 respectively, at March 31, 2021.

On December 4, 2020, the Company issued a \$5,000, convertible note payable to Trillium for cash. The note has 10% annual interest, matures on December 31, 2021 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$5,000, \$185 and \$5,000 respectively, at March 31, 2021.

On January 8, 2021, the Company issued a \$20,000, convertible note payable to WMV for cash. The note has 10% annual interest, matures on January 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$20,000, \$449 and \$20,000 respectively, at March 31, 2021.

On January 8, 2021, the Company issued a \$20,000, convertible note payable to Trillium for cash. The note has 10% annual interest, matures on January 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$20,000, \$449 and \$20,000 respectively, at March 31, 2021.

On January 28, 2021, the Company issued a \$20,000, convertible note payable to Trillium for cash. The note has 10% annual interest, matures on January 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$20,000, \$340 and \$20,000 respectively, at March 31, 2021.

On February 1, 2021, the Company issued a \$12,500, convertible note payable to Trillium for cash. The note has 10% annual interest, matures on January 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$12,500, \$199 and \$12,500 respectively, at March 31, 2021.

On February 1, 2021, the Company issued a \$12,500, convertible note payable to WMV for cash. The note has 10% annual interest, matures on January 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$12,500, \$199 and \$12,500 respectively, at March 31, 2021.

On February 24, 2021, the Company issued a \$35,000, convertible note payable to Trillium for cash. The note has 10% annual interest, matures on February 23, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$35,000, \$336 and \$35,000 respectively, at March 31, 2021.

On March 25, 2021, the Company issued a \$60,000, convertible note payable to Trillium for cash. The note has 10% annual interest, matures on March 25, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$60,000, \$99 and \$60,000 respectively, at March 31, 2021.

Note 8 – Stockholders’ Deficit

Preferred Stock

The Company is authorized to issue three hundred million (300,000,000), shares of preferred stock with a par value of \$0.0001 per share, per an amendment to the Company’s Articles of Incorporation, filed with the State of Florida on February 4, 2020; 140,533,520 of which are outstanding at March 31, 2021, and designated as follows:

Series A Convertible Preferred Stock

The Series A share shall have a stated value of \$0.001, have no dividend rights, no liquidation rights and no redemption rights. Each one thousand (1,000) shares of Series A are convertible into one (1) share of Company common stock. Except as provided by law, holders of Series A shall vote together with the holders of Common Shares as a single class.

Series B Preferred Stock

Each issued and outstanding Series B share shall have a stated value of \$0.001. The Series B has no dividend rights, no liquidation rights and no redemption rights. Each share of Series B shall be entitled to 51% voting power of the total voting shares outstanding. Except as provided by law, holders of Series B shall vote together with the holders of Common Shares as a single class.

Series C Preferred Stock

Each one thousand (1,000) shares of Series C is convertible into one (1) share of Company common stock.

Series D Convertible Preferred Stock

The Series D is entitled to dividends, when and if declared by the Board of Directors. The Series D, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series D are convertible into one (1) share of Company common stock. Each share of Series D shall be entitled to ten votes per share. Except as provided by law, holders of Series D shall vote together with the holders of Common Shares as a single class.

Series E Convertible Preferred Stock

The Series E is entitled to dividends, when and if declared by the Board of Directors. The Series E, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series E are convertible into one (1) share of Company common stock. Each share of Series E shall be entitled to ten votes per share. Except as provided by law, holders of Series E shall vote together with the holders of Common Shares as a single class.

During the Three Months ended December 31, 2012, the former Chief Executive Officer of the Company exchanged 68,000,000 shares of Series A for 20,000,000 shares of Series E.

Series F Preferred Stock

The Series F is entitled to dividends, when and if declared by the Board of Directors. The Series F, has a stated value of \$100 per share. Each share of Series F shall be entitled to vote on an as converted basis, as defined in the designation of rights. The Series F has liquidation rights, per share, equal to the stated value plus all accrued and unpaid dividends. Except as provided by law, holders of Series E shall vote together with the holders of Common Shares as a single class.

During the Three Months ended March 31, 2021, the Company issued 10,000,000 shares of Series F for the sixty percent (60%) ownership of Econic and 2,000,000 shares to its Chief Executive Officer for services performed.

Dividends for Series F preferred stock for the three months ended March 31, 2021 total 60 shares of the Series f preferred stock to be issued upon declaration.

Series G Convertible Preferred Stock

The Series G is entitled to dividends, when and if declared by the Board of Directors. The Series G, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series G are convertible into one (1) share of Company common stock. Each share of Series E shall be entitled to ten votes per share. Except as provided by law, holders of Series E shall vote together with the holders of Common Shares as a single class.

Common Stock

At March 31, 2020, the Company is authorized to issue 1,000,000,000 shares of common stock with a par value of \$0.0001, per share per an amendment to the Company's Articles of Incorporation filed with the State of Florida on August 21, 2020.

Reverse Stock Split

On July 5, 2019, the Company effectuated a 1-for-5,000 reverse stock split of its issued and outstanding shares of common stock by filing a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Florida. Accordingly, all share and per share amounts for all periods presented in the accompanying financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split.

Issuance of Common Stock

On March 2, 2021, in association with the acquisition of the 60% interest in Econic, the Company issued Zamil Ahammad, the sole director and officer of the Company's former subsidiary, ZA BBQ, Inc. 1,000,000 shares of its common stock.

From February 11, 2021 through March 31, 2021, the Company issued 13,201,647 shares of common stock and warrants to purchase the same amount for cash of \$399,012 in a private placement, of which \$99,012 was attributable to the warrants

Note 9 – Contingencies and Commitments

COVID-19 Pandemic

The COVID-19 pandemic had an adverse impact on the Company's business, results of operations, financial condition and cash flows from operations during the three months ended March 31, 2021 and is expected to continue to have an adverse impact on its performance in 2021. The Company's wholesale and retail customers also have experienced significant business disruptions as a result of the pandemic. In addition, the pandemic has impacted the Company's supply chain partners, including third-party manufacturers, logistics providers and other vendors. These supply chains may experience future disruptions as a result of either closed factories or factories operating with reduced workforces due to the impact of the pandemic.

Given the uncertainties surrounding the ongoing effects of the COVID-19 pandemic on the Company's future financial condition and results of operations, the Company took certain actions to preserve its liquidity and strengthen its financial flexibility. The Company took certain actions starting in March 2020, some of which are ongoing, to (i) reduce payroll costs, through temporary furloughs, salary and incentive compensation reductions, decreased working hours and hiring freezes, as well as taking advantage of COVID-related government payroll subsidy programs, (ii) eliminate or reduce expenses in all discretionary spending categories, (iii) reduce working capital, with a particular focus on tightly managing its inventories, including reducing and cancelling inventory commitments, redeploying basic inventory items to subsequent seasons and consolidating future seasonal collections, and (iv) reduce capital expenditures.

Legal Matters

On March 4, 2020 a preferred stockholder filed a Federal lawsuit in the Southern District of California related to the stockholder's request for conversion of an investment in 500 shares of one of the Company's series of preferred shares acquired in March 2013. The case was denied by the court in California and refiled at the Southern District of Florida where it awaits being scheduled for a hearing. These shares were alleged issued by prior management and directors when the Company was controlled by another shareholder group. The Company has engaged legal counsel which plans a vigorous defense. Following discovery, the Company will take appropriate action regarding any contingent liabilities.

Lease

Our lease agreements generally do not provide an implicit borrowing rate; therefore, an internal incremental borrowing rate is determined based on information available at lease commencement date for purposes of determining the present value of lease payments. We used the incremental borrowing rate on December 31, 2020 for all leases that commenced prior to that date. In determining this rate, which is used to determine the present value of future lease payments, we estimate the rate of interest we would pay on a collateralized basis, with similar payment terms as the lease and in a similar economic environment.

Lease Positions as of March 31, 2021

ROU lease assets and lease liabilities for our operating leases are recorded on the balance sheet as follows:

	March 31, 2021
Assets	
Right of use asset – short term	\$ 143,887
Right of use asset – long term	329,186
Total right of use asset	<u>\$ 473,073</u>
Liabilities	
Operating lease liabilities – short term	\$ 143,887
Operating lease liabilities – long term	329,186
Total lease liability	<u>\$ 473,073</u>

The future annual minimum lease payments as of March 31, 2021 are as follows:

2021	\$ 107,916
2022	143,887
2023	143,887
2024	77,383
Total future minimum lease payments	\$ 473,073

Agreements

The Company has an agreement with its Chief Executive Officer to pay him compensation of \$2,500 per month.

Note 10 - Subsequent Events

Issuances of Common Stock

Private Placements

On April 6, 2021, the Company issued 666,667 shares of common stock and warrants for the same amount for \$20,000 to a private investor.

Conversion of Convertible Notes Payable

From May 8, to August 7, 2021, the Company issued 68,194,000 shares of its common stock in conversion of \$24,682 of principal on the convertible note restated and assigned to World Market Ventures, LLC. The shares were issued at contracted prices (37,194,000 prices at original amount of \$0.00001 and 31,000,000 prices at \$0.0005 the amount as amended in July 2021).

From May 7, to July 16, 2021, the Company issued 50,300,000 shares of its common stock in conversion of \$15,813 of principal on the convertible note assigned to Trillium Partners LP. The shares were issued at contracted prices (18,800,000 prices at original amount of \$0.00001 and 31,500,000 prices at \$0.0005 the amount as amended in July 2021).

Issuance of Convertible Debt

On May 4, 2021, the Company issued a \$30,000, convertible note payable to WMV for cash. The note has 10% annual interest, matures on May 4, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion.

On May 20, 2021, the Company issued a \$16,500, convertible note payable to Trillium for cash. The note has 12% annual interest, matures on May 20, 2022 and is convertible at a fixed price of \$0.001 per share.

On June 24, 2021, the Company issued a \$110,000, convertible note payable to Trillium for cash. The note has 12% annual interest, matures on June 24, 2022 and is convertible at a fixed price of \$0.001 per share.

We evaluated subsequent events after the balance sheet date through the date the financial statements were issued. Except for the aforementioned we did not identify any additional material events or transactions occurring during this subsequent event reporting period that required further recognition or disclosure in these financial statements.

5) Issuer's Business, Products and Services

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

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

The issuer is newly emerging as a holding company targeting the acquisition of undervalued, niche companies with high growth potential, income-producing commercial real estate properties and high-return investments all designed to pay a dividend to shareholders.

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

Through its 60% owned subsidiary, Econic Crop Solutions, Inc., a Canadian corporation, engaged in a rapidly expanding network of joint venture operations with First Nations communities. More specifically, it builds and supplies indoor farming modules to grow and extract cannabis products for domestic and export markets. These systems include the portable structures that house the production grow pods, the grow pod equipment itself, and finally the product extraction facilities. Finally, Econic also supplies and operates the on-site dispensaries which package and sell the end products through on-site sales as well as to export customers.

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.

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

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases. The issuer's subsidiary, Econic leases two units at a cost of CAN \$15,776 per month on a lease that terminates on January 1, 2025.

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 or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Jonathan Morgan	CEO/Director	10823 Tamiami Trail North. Naples, FL 34108	200,000,000 2,000	Common Preferred Series F	92.6% 17%	-
Ying Lan	Director	10823 Tamiami Trail North, Naples, FL 34108	Nil	Common	n/a	-
Wade Eno	President Econic	Unit 1 7607 Edgar Industrial Drive Red Deer, Alberta T4P 3R2	10,000	Preferred Series F	83%	

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: Jeff Turner
Firm: JDT Legal, PLLC
Address 1: 897 W Baxter Dr, South Jordan
Address 2: Utah, 84095
Phone: (801) 810-4465
Email:

jeff@jdt-legal.com

Accountant or Auditor

Name: William Gonyer
Firm: Will Stephenson Advisory LLC
Address 697 Sport Hill Road
Easton, CT 06612
(203) 702-1820

Investor Relations

Name: n/a
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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: n/a
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

Name: _____

n/a

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, John Morgan certify that:

1. I have reviewed this quarterly disclosure statement of ZA Group, 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.

September 21, 2021 [Date]

/s/ John Morgan [CEO's Signature]

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

Principal Accounting 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, John Morgan certify that:

1. I have reviewed this quarterly disclosure statement of ZA Group, 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.

September 21, 2021 [Date]

/s/ John Morgan [CEO's Signature]

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