Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GGtoor.com

GGToor, Inc.,

A Florida Corporation
430 Walker Ln
Thomasville, Georgia 31792
516-375-6649
http://www.sportsvenues.net
john@sportsvenues.net
SIC: 6500

Report for the Quarter ended August 31, 2021

As of August 31, 2021, the number of shares outstanding of our Common Stock was 166,460,271.

As of May 31, 2021, the number of shares outstanding of our Common Stock was 96,460,271.

As of August 31, 2020, the number of shares outstanding of our Common Stock was 69,460,271.

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 of the company has occurred over this reporting period:

Yes: ☐ No: ☑

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

We were incorporated July 28, 2009, with the name of Bella Petrella's Holdings, Inc.

We changed our name on May 14, 2012, to Big Three Restaurants, Inc.

We changed our name on April 14, 2014, to Sports Venues of Florida, Inc.

We changed our name on June 1, 2021, to GGToor, Inc.,

We are an “active” Florida corporation in good standing.

Our principal executive office is located: 430 Walker Lane, Thomasville, Georgia, 31792
Check box if principal executive office and principal place of business are the same address: ☑

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years

Yes: ☐ No: ☑

Neither we nor any predecessors have ever been in bankruptcy, receivership, or any similar proceeding.

2) Security Information

Trading symbol:	BHTR	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	84921A107	
Par or stated value:	$0.01	
Total shares authorized:	937,500,000	At August 31, 2021
Total shares outstanding:	166,460,271	At August 31, 2021
Number of shares in the Public Float:	62,519,537	At August 31, 2021
Total number of shareholders of record:	124	At August 31, 2021

Transfer Agent

Securities Transfer Corporation
Telephone: 469-633-0101
Email: Info@stctransfer.com
Address: 2901 N. Dallas Parkway
Suite 380
Plano, Texas 75093

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

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: None

We have not had within the past 12 months, nor do we anticipate a stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

3) Issuance History

A. Changes to the Number of Outstanding Shares

[Table on following page]

Shares Outstanding as of Second Most Recent Fiscal Year End:

Date 05/31/2020
Common: 67,050,271
Preferred A: 1
Preferred B: 7

Date	Transaction	Number of Shares	Class	Value at Issue	Discount to market at issue	Issued to	Reason for share issuance	Restricted Y/N	Exemption / Registration Type.
05/31/2020	Outstanding	67,050,271	Common		None	Various	Cash	Y	
06/05/2020	New Issue	1,160,000	Common	$0.20	Yes	GPL Ventures LLC	Cash	N	Reg A
06/15/2020	New Issue	700,000	Common	$0.20	Yes	Eagle Equities	Cash	N	Reg A
06/29/2020	New Issue	250,000	Common	$0.20	Yes	GPL Ventures LLC	Cash	N	Reg A
07/30/2020	New Issue	300,000	Common	$0.08	Yes	GPL Ventures LLC	Cash	N	Reg A
10/06/2020	New Issue	1,250,000	Common	$0.04	No	GPL Ventures LLC	Cash	N	Reg A
11/05/2020	New Issue	1,500,000	Common	$0.04	No	GPL Ventures LLC	Cash	N	Reg A
11/19/2020	New Issue	2,500,000	Common	$0.04	No	GPL Ventures LLC	Cash	N	Reg A
11/23/2020	New Issue	500,000	Common	$0.04	No	Luis Arce	SVC	Y	§4(a)(2
11/23/2020	New Issue	1,000,000	Common	$0.04	No	Miguel Angel	SVC	Y	§4(a)(2
12/29/2020	New Issue	3,750,000	Common	$0.04	No	GPL Ventures LLC	Cash	N	Reg A
01/26/2021	New Issue	2,500,000	Common	$0.04	No	GPL Ventures LLC	Cash	N	Reg A
02/11/2021	New Issue	3,125,000	Common	$0.08	No	GPL Ventures LLC	Cash	N	Reg A
03/18/2021	New Issue	1,250,000	Common	$0.125	No	GPL Ventures LLC	Cash	N	Reg A
03/22/2021	New Issue	100,000	Common	$0.04	No	James F. Hurley	SVC	Y	§4(a)(2
03/23/2021	New Issue	25,000	Common	$0.04	No	Richard G. Pumphrey	SVC	Y	§4(a)(2
03/29/2021	New Issue	500,000	Common	$0.04	No	Luis Arce	SVC	Y	§4(a)(2
03/30/2021	New Issue	1,000,000	Common	$0.04	No	Luis Arce	SVC	Y	§4(a)(2
04/15/2021	New Issue	4,000,000	Common	$0.025	No	GPL Ventures LLC	Cash	N	Reg A
05/21/2021	New Issue	4,000,000	Common	$0.025	No	GPL Ventures LLC	Cash	N	Reg A
06/02/2021	New Issue	45,000,000	Common	$0.002	Yes	John V Whitman Jr	Cash	Y	§4(a)(2
06/03/2021	New Issue	4,000,000	Common	$0.025	Yes	GPL Ventures LLC	Cash	N	Reg A
06/23/2021	New Issue	4,000,000	Common	$0.025	Yes	GPL Ventures LLC	Cash	N	Reg A
07/19/2021	New Issue	5,000,000	Common	$0.025	Yes	GPL Ventures LLC	Cash	N	Reg A
07/29/2021	New Issue	6,000,000	Common	$0.025	Yes	GPL Ventures LLC	Cash	N	Reg A
08/04/2021	New Issue	6,000,000	Common	$0.025	Yes	GPL Ventures LLC	Cash	N	Reg A

Shares Outstanding on Date of This Report:

Date 08/31/2021
Common: 166,460,271
Preferred A: 1 (1
Preferred B: 7 (2)

(1) The Series A Preferred Stock has 50,000,000 votes on all matters presented to stockholders for approval, is not convertible, is not entitled to participate in dividends or in liquidation or dissolution. The single share of Preferred A was issued to John V. Whitman Jr.

(2) The Company has committed to issue a Series B Preferred Stock to seven individuals starting in 2014 and ending in 2016. As of the date of this financial disclosure no Series B Preferred stock has been designated or issued. The Company is entering talks with these investors to pay them out in cash in lieu of stock. If the Company is not successful in paying out cash, each Series B Preferred Share is convertible into double the amount of cash invested based on the average closing stock price of the Company's stock on the five trading days prior to conversion.

Alexander Dillon has voting control of GPL Ventures LLC

Yanke Borenstein has voting control of Eagle Equities

B. Debt Securities, Including Promissory and Convertible Notes

Information about issued and 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 is set forth in the following table:

Date	**Outstanding Balance**	**Principal Issue**	**Interest Accrued**	**Maturity Date**	**Conversion Terms**	**Name of Noteholder**	**Reason for Issue**
*01/15/2012	$120,464	$5,200	$115,264	11/16/2013	See * footnote 8	SGI Group, LLC	Working Capital

*03/05/13	$25,367	$10,000	$15,367	12/05/2013	See * footnote 8	SGI Group, LLC	Working Capital
*04/02/2013	$38,038	$15,000	$23,038	11/03/2013	See * footnote 8	SGI Group, LLC	Working Capital
**2/06/2014	$68,319	$43,000	$25,319	12/01/2014	See ** footnote 8	Vera Group, LLC	Working Capital
04/01/2020	$15,000	$15,000	N/A	04/01/2021	Converts into Common @ $0.20 per share	GPL Ventures, LLC	Working Capital
04/30/2020	$295,000	$295,000	N/A	04/30/2021	Converts into Common @ $0.20 per share	GPL Ventures, LLC	Working Capital
05/27/2020	$100,000	$100,000	N/A	05/27/2021	Converts into Common @ $0.20 per share	GPL Ventures, LLC	Working Capital
06/19/2020	$100,000	$100,000	N/A	06/19/2021	Converts into Common @ $0.20 per share	GPL Ventures, LLC	Working Capital

Alexander Dillon has voting control of GPL Ventures LLC
Wayne Coleson has the voting control of Vera Group, LLC
Jay Sova has the voting control of SGI Group, LLC
*Must read footnote 8 to understand the Company's position on these convertible notes
**Must read footnote 8 to understand the Company's position on this note

4) Financial Statements

A. The financial statements have been prepared in accordance with:

☑ U.S. GAAP ☐ IFRS

B. The financial statements for this reporting period were prepared by:

Thomas Bellante
Chief Financial Officer--The financial statements begin on page 10.

5) Issuer's Business, Products and Services

A. At the date of this information statement, the Company has operations in eSports through its subsidiary company, Shadow Gaming, Inc.

GGToor, Inc., is a developmental stage company engaged in the business of eSports, and the development of single use complexes that strictly host eSports events. These venues are high tech, multiple computer station arena's with spectator areas to watch live eSports events. The company, through its wholly owned subsidiary, Shadow Gaming, Inc., has aggressively entered the eSports market. In addition, the company plans on operating several subsidiary companies from high tech data management businesses to product and support businesses.

B. We have one subsidiary titled Shadow Gaming, Inc.
C. Describe the issuers' principal products or services, and their markets.

The Company has made the shift from the development of youth sports and family entertainment complexes to single use complexes that strictly host eSports events. These venues are high tech, multiple computer station arena's with spectator areas to watch live eSports events. The Company's subsidiary, Shadow Gaming, Inc, is in the business of sponsoring eSports tournaments and hosts these online events to players around the entire globe. Shadow Gaming is expanding into other areas such as game development, apparel, player agents, team sponsorships and much more.

6) Issuer's Facilities

We have no facilities, and our business is conducted from property owned by of our chief executive officer.

7) Officers, Directors, and Control Persons

(1)

Name	Affiliation	Address	Shares owned	Title	Percentage
John V. Whitman Jr (1)	CEO	Thomasville, Georgia	96,510,496	Common	57.98%
Thomas Bellante	CFO	Tampa, Florida	None	None	N/A
Jackson L. Morris	Secretary	Tampa, Florida	5,020,000	Common	.03%

Includes 20,000 shares owned by Marsha Whitman, Mr. Whitman's spouse, and 679,496 shares owned by JVW Entertainment, Inc. a company wholly owned by Mr. Whitman. Mr. Whitman also owns one share of Series A Preferred Stock with voting rights equal to 50,000,000 shares giving him voting control of the Company. After this report Mr. Whitman converted 45,000,000 stock warrants into common stock on June 2, 2021. When this issuance is taken into consideration Mr. Whitman at June 2, 2021, had 74% voting control of the Company or a total of 146,140,996 voting shares vs 197,460,271 total as adjusted issued and outstanding on that same date.

8) Legal/Disciplinary History

A. None of our directors, officers or affiliates have, within the last ten years, have had:

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

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;

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

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.

B. Neither we nor our subsidiary is a party to nor is any of our property the subject of any material legal proceedings, other than ordinary routine litigation incidental to the business.

9) Third Party Providers

<u>Securities Counsel</u>

Name: Jackson L. Morris, Esq.
Firm: Attorney at Law
Office Address: 3116 West North A Street, Tampa, Florida
Mailing Address: 126 21st Avenue SE, St. Petersburg, Florida 33705

Phone: 813-892-5969
Email: jackson.morris@rule144solution.com

Accountant or Auditor

Name: Accell Audit & Compliance, P.A.
Firm: Accell Audit & Compliance, P.A.
Address: 3047 Overlook Place, Clearwater, Fl 33760
Phone: 813-440-6380
Email: chiestand@accell-ac.com

10) Issuer Certification

Principal Executive Officer:

I, John V. Whitman Jr., certify that:

1. I have reviewed this disclosure statement for the Quarter ended August 31, 2021, of GGToor, 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, considering 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, 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.

October 05, 2021
/s/ John V. Whitman Jr,
John V. Whitman Jr., Chief Executive Officer

Principal Financial Officer:

I, Thomas Bellante, certify that:

1. I have reviewed this disclosure statement for the Quarter ended August 31, 2021, of GGToor, 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, considering the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement;

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, 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.

October 05, 2021
/s/ Thomas Bellante
Thomas Bellante, Chief Financial Officer
GGToor Inc.,

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GGToor, Inc
(Formerly Sports Venues of Florida, Inc.)
For the Quarters ended August 31, 2021, and 2020

(Unaudited)

Page(s)

Consolidated Financial Statements

GGToor, Inc (Formerly Sports Venues of Florida, Inc.)
Consolidated Balance Sheets
(Unaudited)

	8/31/21	5/31/21
Assets		
Current assets		
Cash	$191,423	$51,855
PayPal Account	2,493	1,458
Adances to Officer	122,500	15,000
Prepaid Expenses	172,968	3,000
Total Current Assets	$489,384	$71,313
Fixed Assets, Net	188,891	141,699
Total Assets	$678,275	$213,012
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts Payable	$0	$0
Accrued Interest Expense	161,169	148,419
Shadow Credit Payable	2,391	2,091
Derivative Liability	26,096	26,096
Convertible Debt	553,687	513,062
Total Current Liabilities	743,343	689,668
Shareholders' Equity		
Series B Preferred Stock, $0.01 Par Value, 9,999,999 Shares Authorized, 7 Shares issued and outstanding in 8/31/21 and 5/31/21	33,000	33,000
Series A Preferred Stock, $0.01 Par Value, 1 Share Authorized, issued and outstanding in 8/31/21 and 5/31/21	10	10
Common Stock, $0.01 Par Value, 937,500,000 Shares Authorized, 166,460,271 and 96,460,271 shares issued and outstanding at 8/31/21 and 5/31/21, respectively	1,664,603	964,603
Additional Paid in Capital	6,278,395	6,253,395
Accumulated deficit	(8,041,076)	(7,727,664)
Total Shareholders' Equity	(65,068)	(476,656)
Total liabilities and shareholders' equity	$ 678,275	$213,012

The accompanying footnotes are an intergral part of these financial statements

GGToor, Inc., (Formerly Sports Venues of Florida, Inc.,)
Consolidated Statements of Operations
(Unaudited)

		Quarter Ended	
		8/31/21	**8/31/20**
Revenue		$18,870	$0
Expenses			
	Employee costs	133,182	74,310
	Equity Compensation		0
	Professsional Fees	16,795	80,931
	General and Administrative	128,930	289,721
Total operating expenses		278,907	444,962
(Loss) from operations		(260,037)	(444,962)
Other Income (Expense)			
	Other Income	0	3,366
	Interest Expense	(53,375)	(129,245)
Total Other Income (Expense)		(53,375)	(125,879)
	Net loss	($313,412)	($570,841)
Basic and diluted Income (loss) per share		($0.00)	($0.01)
Basic and diluted weighted average common shares outstanding		138,532,833	67,573,833

The accompanying footnotes are an integral part of these financial statements

GGToor, Inc., (Formerly Sports Venues of Florida, Inc.,)
Consolidated Statements of Stockholders' Equity

Year Ended May 31, 2021

	Series B Preferred Stock	Series A Preferred Stock	Common Stock	Additional Paid in Capital	Accumulated Deficit	Total
Balances at May 31, 2020	$ 33,000	$ 10	$ 670,503	$ 2,819,718	$(4,128,730)	$ (605,499)
Common stock for services			$31,250	$123,438		$154,688
Warrants for services				$1,811,812		$1,811,812
Sale of common stock			$262,850	$902,750		$1,165,600
Derivative Liability on settled debt				$25,677		$25,677
Beneficial Conversion Feature on Convertible Debt				$560,000		$560,000
Change in Conversion Rights				$10,000		$10,000
Net Loss for the year					($3,598,934)	($3,598,934)
Balances at May 31, 2021	$ 33,000	$ 10	$ 964,603	$ 6,253,395	$(7,727,664)	$ (476,656)
Sale of common stock			$ 250,000	$ 375,000		$ 625,000
Exercise of Options			$ 450,000	$ (350,000)		$ 100,000
Net Loss for the quarter					$ (313,412)	$ (313,412)
Balances at August 31, 2021	$ 33,000	$ 10	$ 1,664,603	$ 6,278,395	$(8,041,076)	$ (65,068)

The accompanying footnotes are an integral part of these financial statements

GGToor, Inc., (Formerly Sports Venues of Florida, Inc.,)

Consolidated Statements of Cash Flow

(Unaudited)

		Quarter Ended	
		8/31/2021	**8/31/2020**
Cash flows from operating activities:			
Net Income (loss)		$ (313,412)	$(570,848)
	Adjustments to reconcile Net Income (loss) to cash		
	Used in operations;		
	Gain on Debt Forgiveness		
	Depreciation	5,123	
	Equity Instriments Issued for Services		
	Change in Value of Derivatives		
	Change in Paypal Account	(1,035)	
	Non-cash Interest Expense	40,625	117,298
	Change in Prepaid Expenses	(169,968)	125,000
	Change in Accounts Payable and accrued expenses	13,050	(13,091)
	Net cash (used by) operating activities	(425,617)	(341,641)
Cash flow from investing activities:			
	Purchases of Fixed Assets	(52,315)	0
	Payments to officers	(7,500)	(2,843)
	Net cash used by investing activities	(59,815)	(2,843)
Cash flow from financing activities:			
	Sale of Common Stock	625,000	244,200
	Payment of Note Payable		(77,253)
	Proceeds from issuance of Convertible notes payable		200,000
	Net cash provided by financing activities	625,000	366,947
	Net (decrease) in cash	139,568	22,463
Cash			
Beginning		51,855	45,005
Ending		$191,423	$ 67,468
Supplementary Cash Flow Information			
Cash paid for interest		$0	$5,325
Derivative Debt Discount due to change in conversion features		$0	$170,000
Reduction of Derivative Liability due to debt payoff		$0	$25,677
Benefical Conversion feature		$0	$560,000
Due From Officer for Excersize of stock options		$100,000	$0

The accompanying footnotes are an integral part of these financial statements

GGToor, Inc.
(Formerly Sports Venues of Florida, Inc.)
Notes to Consolidated Financial statements
(Unaudited)

1. Description of the Business

GGToor, Inc. (Formerly Sports Venues of Florida, Inc.) was initially incorporated in Florida July 28, 2009, as Bella Petrella's Holdings, Inc. The Company file a Registration Statement with the Securities and Exchange Commission, which was declared effective on March 15, 2011, registering 1,868,400 shares of its common stock. In 2012, the Company divested itself of its operating activities and on May 14, 2012, changed its name to Sports Venues of Florida, Inc. Effective June 1, 2021, the Company changed its name to GGToor, Inc., and requested a stock symbol change. On March 31, 2020, a new wholly owned subsidiary was formed, Shadow Gaming, Inc.(Shadow Gaming). GGToor, Inc. and its wholly owned subsidiary, Shadow Gaming is herein referred to as the Company.

On April 21, 2014, the Company changed its authorized shares to 7,500,000,000 shares of common stock and on October 15, 2020 changed its authorized shares to 937,500,000 shares of common stock.

The Company is an emerging leader in the eSports, youth sports, and family sports entertainment markets, a rapidly growing force in the global eSports space. The Company has expanded its Tournament Schedule in calendar Q4 2020 with the launch of its new Open Platform model, where users can establish and manage Shadow Gaming sponsored eSports events, with event organizers working to help boost the revenue stream generated by membership fees, advertising, ambassador program, studios, and the Shadow Gaming proprietary platform.

The Company has suspended its plans to develop youth sports complexes that are family entertainment complexes, but will place all its current efforts in the eSports Events area.

2. Basis of Presentation and Going Concern

Theses consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities and commitments in the normal course of business. Should the Company be unable to continue as a going concern, it may not be able to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company has incurred net losses during the quarter ended August 31, 2021, of $313,412, has accumulated deficits of $8,041,076 and negative shareholders' equity of $65,068 as of August 31, 2021, these factors, among others raise substantial doubt about the Company's being able to continue as a going concern. To continue as a going concern, the Company plans to raise funds through private placements and/or public stock offerings although there can be no assurance that it will be successful in these efforts. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. Summary of Significant Accounting Policies

Principles of consolidation

The consolidated financial statements include the accounts of GGToor, Inc. and its wholly owned subsidiary, Shadow Gaming, Inc. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America 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 consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash

The Corporation's cash consist of deposit accounts with financial institutions.

Fixed Assets

Fixed Assets are recorded at cost for individual assets over the Company's $2,500 capitalization threshold. Depreciation is provided principally on the straight-line method over the estimated assets useful lives, currently approximately 5 to 35 years.

Depreciation expense is included in general and administrative expense in the amounts of $5,123 and zero, respectively, for the quarters ended August 31, 2021, and 2020.

Long-lived assets

Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the related carrying amount may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the excess of the asset's carrying amount over fair value of the assets and long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Income (loss) per common share

Basic income (loss) per common share is calculated by dividing the income (loss) for the period by the weighted-average number of common shares outstanding during the period. Diluted income (loss) per common share is calculated by dividing the applicable earnings or loss by the sum of the weighted average number of common shares outstanding and adjusting for all additional shares that would have been outstanding if potentially dilutive common shares have been issued during the year. There were Zero Common Stock Equivalents at August 31, 2021, and 2020 that were antidilutive and hence not considered in the calculation of loss per share.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for 1) taxes payable or refundable for the current year, and 2) 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 the deferred tax assets will not be realized. A liability (including interest if applicable) is established in the consolidated financial statements to the extent a current benefit has been recognized on a tax return for matters that are considered contingent upon the outcome of an uncertain tax position. Interest and penalties, if any, are included as components of income tax expense and income taxes payable.

The Company accounts for tax contingencies using a comprehensive model of how companies should recognize, measure, present, and disclose tax positions in their consolidated financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

Convertible Debt, Derivative Liability and Beneficial Conversion Feature

The Company account for certain convertible debt instruments in accordance with the guidance contained in Accounting Standards Codification ("ASC") Topic 815, Derivatives and Hedging ("ASC 815") and ASC Topic 480, Distinguishing Liabilities from Equity ("ASC 480"). For conversion options embedded in promissory notes that are not deemed to be indexed to the Company's own stock, we classified such instruments as liabilities at their fair values at the time of issuance and adjusted the instruments to fair value at each reporting period. These liabilities were subject to re-measurement at each balance sheet date until extinguished either through repayment, conversion or exercise, and any change in fair value was recognized in our consolidated statement of operations. The fair values of these derivative and other financial instruments had been estimated using a Black-Scholes model and other valuation techniques.

The Company utilized the following methods to value its derivative liabilities for embedded conversion options that were valued at $26,096 at both August 31, 2021, and 2020. The Company determined the fair value by comparing the discounted conversion price per share (40 % of market price, subject to a floor) multiplied by the number of shares issuable at the balance sheet date to the actual price per share of the Company's common stock multiplied by the number of shares issuable at that date with the difference in value recorded as a liability. There was no change in the value of embedded conversion options in the periods ended August 31, 2021, nor 2020, as there was no change in the conversion price during the periods.

The Company also values beneficial conversion features of its convertible debt based on the difference between the fixed conversion price and the fair market value of the underlying common stock on the date of issuance of the convertible debt. The resulting debt discount, if any, is amortized over the term of the convertible debt using the interest method of amortization.

Fair Value Measurements

The fair value measurement accounting literature provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company can access as of the measurement date.

Level 2 – Inputs to the valuation methodology include: (1) quoted market prices for similar assets or liabilities in active markets, (2) quoted prices for identical or similar assets or liabilities in inactive markets, (3) inputs other than quoted prices that are observable for the asset or liability, and (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Unobservable inputs are those that reflect the Company's own assumptions about the assumptions that market participants would use in pricing the asset developed based on the best information available.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There were no transfers between levels during the quarters ended August 31 2021 nor 2020.

The carrying value of our convertible debt approximates it fair market value since they are short term in nature and bear a market rate of interest.

Share-based payments

All the Company's share-based awards are classified as equity. The Company does not have any liability classified share-based awards. Each warrant or stock option is exercisable for one share of common stock.

Nonemployees – The Company may enter into agreements with nonemployees to make share-based payments in return for services. These payments may be made in the form of common stock or common stock warrants. The Company recognizes expense for fully vested warrants at the time they are granted. For awards with service or performance conditions, the Company generally recognizes expense over the service period or when the performance condition is met; however, there may be circumstances in which it determines that the performance condition is probable before the actual performance condition is achieved. In such circumstances, the amount recognized as expense is the pro rata amount, depending on the estimated progress towards completion of the performance condition. Nonemployee share-based payments are measured at fair value, based on either the fair value of the equity instrument issued or on the fair value of the services received. Typically, it is not practical to value the services received, so the Company determines the fair value of common stock grants based on the price of the common stock on the measurement date (which is the earlier of the date at which a commitment for performance by the counterparty to earn the equity instruments is reached, if there are sufficient disincentives to ensure performance, or the date at which the counterparty's performance is complete), and the fair value of common stock warrants using the Black-Scholes option-pricing model ("Black-Scholes"). The Company uses historical data to estimate the expected price volatility, the expected stock option life and expected forfeiture rate. The risk-free interest rate is based on the United States Treasury yield curve in effect at the time of grant for the estimated life of the stock option. For awards that are recognized when a performance condition is probable, the fair value is estimated at each reporting date. The cost ultimately recognized is the fair value of the equity award on the date the performance condition is achieved. Accordingly, the expense recognized may change between interim reporting dates and the date the performance condition is achieved.

Employees – The Company issues two types of common stock options to employees: 1) fully-vested at the time of grant and 2) market price-based vesting. The Company recognizes expense for fully vested stock options on the date of grant at the estimated fair value of the options using Black-Scholes. The Company recognizes expense for market price-based options at the estimated fair value of the options using the lattice-based option valuation model ("Lattice Model") over the estimated life of the options used in the Lattice Model. The Company uses historical data to estimate the expected price volatility, the expected stock option life and expected forfeiture rate. The risk-free interest rate is based on the United States Treasury yield curve in effect at the time of grant for the estimated life of the stock option.

Modification of share-based payment awards – In the event the Company modifies the terms of a non-vested share-based payment award, it would incur additional expense for the excess of the fair value of the modified share-based payment award, measured at the date of modification, over the fair value of the original share-based payment award. The incremental expense would be recognized ratably over the remaining vesting period.

Cashless exercise – Most of the common stock warrants and stock options may be exercised on a cashless basis. The number of shares of common stock received upon exercising on a cashless basis is based on a) the volume weighted-average price of the common stock for three trading days immediately preceding the exercise date; b) the exercise price of the warrant or option; and c) the number of common shares issuable under the instrument.

Recently issued accounting pronouncements

The FASB and other entities issued new or modifications to, or interpretations of, existing accounting guidance during 2021 and 2020. The Company has considered the new pronouncements that altered accounting principles generally accepted in the United States of America, and other than as disclosed in the notes to the consolidated financial statements, does not believe that any other new or modified principles will have a material impact on the Company's reported consolidated financial position or operations in the near term.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This ASU is a comprehensive new revenue recognition model that is based on the principle that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The ASU also requires additional quantitative and qualitative disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. This ASU is effective for the Company's reporting periods beginning on June 1, 2019. Companies may use either a full retrospective or a modified retrospective approach to adopt this ASU. The effect of the implementation of this new standard has not influenced its consolidated financial position, results of operations, and cash flows.

In February 2016, the FASB issued ASU 2016-02: Leases (Topic 842), to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The new standard is effective for the year ending May 31, 2022, and may be adopted early. The Company has no leases so there is no effect that implementation of the new standard had on its consolidated financial position, results of operations, and cash flows.

On August 5, 2020, the FASB issued Accounting Standards Update No. 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity, to improve financial reporting associated with accounting for convertible instruments and contracts in an entity's own equity. This ASC is effective for our fiscal year beginning after December 15, 2023. The Company is in the process of evaluating the effect this ASU will have on its consolidated financial statements.

4. Fixed Assets

Fixed assets consist of the following at August 31, 2021, and May 31, 2021:

	8/31/21	5/31/21
Building under construction	$ 84,396	$ 57,428
Office furniture and equipment	34,201	8,854
Leasehold Improvements	14,424	14,424
Vehicle	66,500	66,500
	199,521	147,206
Less Accumulated depreciation	(10,630)	(5,507)
Fixed Assets, net	$ 188,891	$ 141,699

5. Convertible Debt

Convertible Debt as of August 31, 2021, and May 31, 2021consist of the following:

	8/31/21	5/31/21
Unsecured Convertible debt in default. Interest 25% , convertible into common stock at 50% to 40 % of Market Price as defined in agreements	$43,687	$43,687
Unsecured Convertible debt, Interest at 10%, due within 1 year from date of issuance, all past due, convertible into common stock at 50% of Market Price as defined in agreements until June 9, 2020, when the conversion price was changed to a fixed $0.20 per share	510,000	510,000
Total Convertible Debt	553,687	553,687
Less Debt Discount	0	40,625
Net Debt	$553,687	$513,062

6. Derivative Liability

Under the terms of some of the Company's Convertible debt, the Company identified derivative instruments arising from embedded conversion features within that debt.

On June 9, 2020, the holder of $360,000 of various convertible debt agreed with the Company to amend the conversion price of that debt from 50% of the lowest trading price during trading days as defined in the agreement to $0.20 per share. This resulted in the elimination of $180,000 of derivative liability, elimination of $170,000 of debit discount and Additional Paid in Capital of $10,000 during the first quarter of fiscal 2020.

Changes in the derivative liability for the quarters ended August 31, 2021, and the year ended May 31,2021 were as follows:

	Fair Value Levels		
	Level 1	Level 2	Level 3
Derivative liabilities at May 31, 2020			238,373
Amendment of Convertible feature			(180,000)
Satisfaction of convertible debt			(32,277)
Derivative Liability at May 31, 2021 and August 31, 2021			$26,096

7. Commitments and contingencies

From time to time, the Company may be subject to legal proceedings and or claims in the normal course of business. Management plans to vigorously defend any allegations under such suits or claims that arise from time to time and believes that the ultimate liability, if any, under any pending matters will not materially affect the financial position or results of operations of the Company.

On January 15, 2020, the Company entered into an agreement for consulting services related to management, strategic planning, and marketing in connection with its business with a third party. The term of the agreement ends December 31, 2020, but it may be terminated by either party with five days notices. The Company has agreed to pay the consultant up to a total of $500,000 in portioned at intervals during the term of the agreement. As of May 31, 2021, $74,445 has been paid on this agreement and the agreement was terminated with both parties consent on July 29, 2021. The Company has satisfied all its financial responsibilities under the terms of the agreement.

SGI Group LLC., holder of various convertible promissory notes from 2013 has filed legal action in New York against the Company. Specifically, the action is a Motion for Summary Judgement in Lieu of a Complaint. This action is a result of the Company writing off the related debt due to the expiration of the Statute of Limitations, Criminal Usury, and other defenses which the Company believes will ultimately allow for a favorable ruling from the court. On Thursday, June 11, 2021, the Judge ruled in favor of the Company and SGI Group, LLC's, motion for Summary Judgement in Lieu of a Complaint was denied. SGI has the right to file a complaint if they choose and it is unknown if they have a desire to pursue this matter further in the court system. The Company and SGI have agreed to court appointed mediation the date nor outcome of which is unknown at the time of this filing. The Company will only recognize this debt if ordered by a court of the proper jurisdiction. This disclosure is in no way an acknowledgement by the Company this debt is owed or viable.

Debt to Vera Group LLC., holder of a convertible promissory note from 2014 was written off in prior periods and this is in no way an acknowledgement by the Company this debt is owed or viable. The Company believes the debt is Criminally Usurious and if challenged in the NY courts would be dismissed. The Company will only recognize this debt if ordered by a court of the proper jurisdiction.

8. Shareholders' Equity

Preferred Stock

The Company has authorized 9,999,999 shares of $0.01 par value Series B Preferred Stock of which 7 shares have been committed to be designated but as of August 31, 2021, these shares have not been designated by the Company and talks are underway to pay each of these investors cash-in-lieu of stock. These 7 shares are reserved and outstanding as of August31, 2021 and May 31, 2021. The 7 Shares outstanding have not yet been designated by the Board of Directors. These shares have no voting, liquidation nor dividends rights and are convertible into common stock at twice the investment in dollars when the Company files a Registration Statement at a price based on the seven-day average stock price as quoted on the OTC Markets prior to filing the Registration Statement.

The Company has authorized 1 share of $0.01 Par Value Series A Preferred Stock of which 1 share is issued and outstanding at August 31, 2021, and May 31, 2021. This share has no conversion, liquidation nor dividend rights and is entitled to 50,000,000 voting rights.

Common Stock

The Company amended its authorized shares of $0.01 par value Common Stock to 937,500,000 from 7,500,000,000 shares on October 15, 2020, of which 166,460,271 and 96,460,271 shares are issued and outstanding at August 31, 2021, and May 31, 2021, respectively. These shares have 1 vote per share.

The Stock Transfer Agent's report shows 172,460,271 shares of Common Stock outstanding as of August 31, 2021, but this report does not show 6,000,000 shares that were returned to the Company in late May 2020 which results in 166,460,271 shares outstanding as of August 31, 2021.

Employee common stock warrants -- Fully-vested upon issuance

The Company issued fully vested common stock warrants with a contractual term of 5 years to an officer in return for services. The following summarizes the activity for common stock warrants that were fully vested upon issuance:

	Number of Warrants	Weighted-average Exercise Price	Weighted-average Remaining Life (Years)	Aggregate Intrinsic Value
Outstanding, May 31, 2020	0	$ -	-	$ -
Granted	45,000,000	0.0022	5.0	1,811,812
Outstanding, May 31, 2021	45,000,000	0.0022	5.0	$1,811,812
Exercised, June 2, 2021	-+(45,000,000)			
Outstanding, August 31, 2021	0			
Exercisable, August 31, 2021				

The following summarizes the Black-Scholes assumptions used to estimate the fair value of fully vested common stock warrants:

	2021
Volatility	194.0%
Risk-free interest rate	0.19%
Expected life (years)	5.0
Dividend yield	--

9 Related Party Transactions

During the quarter ended August 31, 2021, the Company advanced its CEO $7,500 in the form of a non-interest-bearing advance. In addition, during that quarter, the Company's CEO exercised options to purchase 45 million shares of the Company's common stock for $100,000, which was advanced to him by the Company in the form of a non-interest-bearing advance. Interest on these advances has not been imputed as it is immaterial

10 .Income Taxes

The provision for income taxes is zero in each of the periods presented due to the Company's net operating losses carryforwards.

The components of the net deferred tax asset (liability) are as follows:

	8/31/21	5/31/21
Net operating loss carryforward	$2,090,680	$2,009,193
Subtotal	$2,090,680	$2,009,193
Less valuation allowance	(2,090,680)	(2,009,193)
Net deferred tax assets (liabilities)	$ -	$ -

The Company is unaware of any uncertain income tax positions. All tax returns are subject to IRS and State of Florida examination.

The Company estimates that is has net operating loss carryforwards totaling approximately $8,041,000 as of August 31, 2021.

Following is a reconciliation of the applicable federal income tax as computed at the federal statutory tax rate to the actual income taxes reflected in the Statements of Operations for the quarters ended August 31, 2021, and 2020.

	8/31/21	8/31/20
Tax provision at U.S. federal income tax rate	-21%	21%
State income tax provision net of federal	-5%	5%
Valuation allowance	26%	-26%
Provision for income taxes	0%	0%

11 Subsequent Events

Management is required to disclose the date through which it has evaluated subsequent events. The Company has performed an evaluation of subsequent events through 10/5/2021 which is the date the financial statements were issued. The following subsequent events are the only items that are required to be disclosed.

On September 1, 2021 the Company sold 6,000,000 shares of Reg A Common Stock to Suares Capital, LLC in exchange for $150,000 in cash.

On September 24, 2021 the Company sold 8,000,000 shares of Reg A Common Stock to Suares Capital, LLC in exchange for $200,000 in cash

On Se4ptember 24, 2021, the Company's CEO sold back to the Company 6,000,000 shares of common stock for $610,200 of which $122,500 was used to repay advances made to him during the quarter ended August 31, 2021.

On October 1, 2021 the Company sold 8,181,818 shares of Reg A Common Stock to Suares Capital, LLC in exchange for $225,000 in cash.