

Disclosure Statement Pursuant to the Pink Basic Disclosure  
Guidelines

**Pennexx Foods, Inc.**  
2824 Hamlin Place  
Palm Harbor, FL 34684  
866-928-6409  
www.pennexx.net  
Info@pennexx.net  
SIC 5141

Quarterly Report  
For the Period Ended June 30, 2021  
(the "Reporting Period")

On June 30, 2021, the number of common shares outstanding was: 49,613,411

On March 31, 2021, the number of common shares outstanding was: 49,453,411

On December 31, 2020, the number of common shares outstanding was: 40,297,161

On December 31, 2019, the number of common shares outstanding was: 46,057,322

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

Pinnacle Foods, Inc., a Pennsylvania corporation incorporated July 20, 1999,

Name changed to Pennexx Foods Inc., in March 2002.

The status of the company in Pennsylvania is active.

We have not, and our predecessor has not had any trading suspension orders issued by the SEC concerning since inception.

We have not had any stock split, stock dividend, recapitalization, merger,

acquisition, spin-off, or reorganization that are either anticipated or occurred within the past 12 months.

The address(es) of our principal executive office and principal place of business is 2420 Enterprise Road, Suite 107, Clearwater FL, 33763

The address(es) of the issuer's principal place of business:  
*Check box if the principal executive office and principal place of business are the same address:* {X}

We have not been in bankruptcy, receivership, or any similar proceeding in the past five years?

## 2) Security Information

Trading symbol: PNNX

Exact title and class of securities outstanding: Common CUSIP: 708125109

Par or stated value: \$0.01

Total shares authorized: 50,000,000 at 06/30/21

Total shares outstanding: 49,613,411 at 06/30/21

Number of shares in the Public Float: 20,416,812 at 06/30/21

Total number of shareholders of record: 185 at 06/30/21

Transfer Agent

Name: Standard Registrar and Transfer Co., Inc.

Phone: 801-571-8844

Email: info@standardtransferco.com

Address: 440 East South, Suite 200, Salt Lake City UT 84111

Is the Transfer Agent registered under the Exchange Act? Yes: [X] No: ☐

## 3) Issuance History

### A. Changes to the Number of Outstanding Shares

Date	Transaction	Number	Class	Value	Discount	Issued to	Reason	Restricted.	Exemption.
02/18/20	Issue	900,000	Common	.01	No	T8Partners Will Tynan	Services	Yes	4(a)(2)
07/28/20	Issue	269,231	Common	.01	No	Fritz Valdeus	Cash	Yes	4(a)(2)
07/28/20	Issue	480,769	Common	.01	No	Compass Equity Partners Bret Mayer	Services	Yes	4(a)(2)
07/28/20	Issue	500,000	Common	.01	No	Alex Cook	Services	Yes	4(a)(2)

07/28/20	Issue	250,000	Common	.01	No	Triple 888/ Will Tynan	Services	Yes	4(a)(2)
07/28/20	Cancellation	12,510,161	Common	.01	No	Smithfield foods / long Wan	Cancellation	Yes	N/A
10/20/20	Issue	1,000,000	Common	.01	No	T8Partners Will Tynan	Services	Yes	4(a)(2)
10/29/20	Issue	2,000,000	Common	.01	No	T8Partners Will Tynan	Services	Yes	4(a)(2)
10/29/20	Issue	100,000	Common	.01	No	T8Partners Will Tynan	Services	Yes	4(a)(2)
10/29/20	Issue	1,250,000	Common	.01	No	Christopher C. Harrison	Cash	Yes	4(a)(2)
01/19/21	Issue	2,000,000	Common	.01	No	Sunny Sweet	Payment	Yes	4(a)(2)
01/19/21	Issue	2,000,000	Common	.01	No	Joseph Candito	Payment	Yes	4(a)(2)
01/19/21	Issue	2,000,000	Common	.01	No	Vincent Risalvato	Payment	Yes	4(a)(2)
01/19/21	Issue	1,500,000	Common	.35	No	TC Special Investments LLC /Patricia Ralston	Services	Yes	4(a)(2)
03/10/21	Issue	1,500,000	Common	.2899	No	TC Special Investments LLC /Patricia Ralston	Services	Yes	4(a)(2)
03/10/21	Issue	56,250	Common	.2899	No	George Anthony Bertucelli	Debt conversion	Yes	4(a)(2)
03/10/21	Issue	100,000	Common	.44	No	OTC PR Group Douglas Baker	Services	Yes	4(a)(2)
4/20/21	Issue	160,000	Common	.2690	No	Corporate Ads LLC Hank Zemla	Services	Yes	4(a)(2)

Shares Outstanding at 06/30/21:

Common : 49, 613,411

Preferred:

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

Date	Balance	Principal	Interest Accrued	Maturity Date	Conversion	Noteholder	Reason
11/26/19	119,136	100,000	19,136	12/31/2021	1 year, restricted shares, at \$ 0.20 principal plus interest	Steve Cramer	Loan
12/02/19	118,938	100,000	18,938	12/31/2021	1 year, restricted shares, at \$ 0.20 principal plus interest	Alan Brook	Loan
01/28/20	23,412	20,000	3,412	12/31/2021	1 year, restricted shares, at \$ 0.20 principal plus interest	Bruce Ghiloni	Loan
01/28/20	9,365	8,000	1,365	12/31/2021	1 year, restricted shares, at \$ 0.20 principal plus interest	Rebecca Fitzpatrick	Loan
01/31/20	58,481	50,000	8,481	12/31/2021	1 year, restricted shares, at \$ 0.20 principal plus interest	Securities and Collateral Lending LLC Sean Fitzpatrick	Loan
02/06/20	116,768	100,000	16,768	12/31/2021	1 year, restricted shares, at \$ 0.20 principal plus interest	Tim Frye	Loan
07/22/20	11,127	10,000	1,127	7/22/2021	1 year, restricted shares, at \$ 0.10 principal plus interest	GDD Ventures Gia Garretson	Loan
07/31/20	16,648	15,000	1,648	07/31/21	1 year, restricted shares, at \$ 0.10 principal plus interest	Hunts Road LLC Scott Caputo	Loan
10/26/20	29,030	26,850	2,180	10/26/21	1 year restricted shares at \$ .10 principal plus interest	Will Tynan	Loan
12/08/20	13,711	12,850	861	12/08/21	1 year restricted shares at \$ .10 principal plus interest	Will Tynan	Loan
01/04/21	61,455	60,000	1,455	01/04/22	1 year restricted shares, at \$ .04 principal plus interest	TC Special Investment LLC / Patricia Ralston	Loan

#### **4) Financial Statements**

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

☒ U.S. GAAP

☐ FRS

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

Name: Vincent Risalvato

Title: CEO

Relationship to Issuer: Officer / Director

Index to Financial Statements

Balance sheet

Statement of income

Statement of cash flows

Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

Financial notes

The Annual Financial Statements dated 12/31/20 are incorporated by reference as they are posted at <https://www.otcmarkets.com/s> tock/PNNX/disclosure.

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

A. Pennexx, through its wholly-owned subsidiary Your Social Offers, is a holding company within the Software/Internet Industry that is focused on prepaid debit and credit cards and utilizing artificial intelligence to gather information for targeted marketing.

B. We focus on prepaid debit and credit cards and utilizing artificial intelligence to gather information for targeted marketing.

C. Your Social Offers LLC is a Social Marketing Platform which specializing in a coupon and rewards web site for consumers and a Merchant Platform which enables merchants to seamlessly advertise their business through digital "Word of Mouth" referrals.

#### **6) Issuer's Facilities**

If the issuer leases any assets, properties, or facilities, clearly describe them as above and the terms of their leases. The company had a corporate office lease for \$1,746.67 a month in 2020 as a sublease. Additionally, the company has a two-year direct lease at the same location for \$1,635.00 a month that started in February 2021. Both leases are at 2420 Enterprise Road, Suite 107, Clearwater, FL, 33763.

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

Name	Affiliation	Residential Address	Shares owned	Share class	Percentage
Vincent Risalvato	CEO/ Chairman/ Director	Palm Harbor, FL	2,000,000	Common	4.03%
Joseph Candito	President	Naples, FL	2,000,000	Common	4.03%
Sunny Sweet	Secretary / Director	Tampa, FL	2,000,000	Common	4.03%

## 8) Legal/Disciplinary History

A. None of the persons or entities listed above have, in the past ten 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);
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;
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. Neither we, any subsidiary nor any of our properties is engaged in or subject to any material pending legal proceedings other than ordinary routine litigation incidental to the business.

### **C. Third-Party Providers**

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

Securities Counsel

Jackson L. Morris, Esq.

Office Address – 3116 W. North A Street, Tampa, FL 33609

Mailing Address - 126 21st Avenue SE, St. Petersburg, Florida 33705

Phone: 813-892-5969

Email: [jackson.morris@rule144solution.com](mailto:jackson.morris@rule144solution.com)

Anthony L.G., PLLC

625 N. Flagler Drive, Suite 600

West Palm Beach, FL 33401

Office: 561-514-0936

Fax: 561-514-0832

Email: [RALverio@AnthonyPLLC.com](mailto:RALverio@AnthonyPLLC.com)

[www.anthonypllc.com](http://www.anthonypllc.com)

### **9) Issuer Certification**

*Principal Executive Officer:*

I, Vincent Risalvato, certify that:

1. I have reviewed this Quarterly disclosure statement for the Three Months ended June 30, 2021, of Pennexx Foods Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue information 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 cashflows of the issuer as of, and for, the periods presented in this disclosure statement.

0813/21

/s/Vincent Risalvato

Vincent Risalvato, Chief Executive Officer

*Principal Financial Officer:*

I, Vincent Risalvato, certify that:

1. I have reviewed this Quarterly disclosure statement for the year three months ended June 30, 2021, of Pennexx Foods Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue information 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 cashflows of the issuer as of, and for, the periods presented in this disclosure statement.

08/13/21 [Date]

/s/Vincent Risalvato [CFO's Signature]

Vincent Risalvato, Chief Executive Officer