

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

RENEWABLE ENERGY & POWER, INC.

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BROOKLYN, NEW YORK

11201

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SIC Code: 3640

QUARTERLY REPORT

FOR THE PERIOD ENDING SEPTEMBER 30, 2021

(the “Reporting Period”)

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

17,959,755,081

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

13,447,810,998

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

3,592,839,863

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: ☒ (Double-click and select “Default Value” to check)

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:

Yes: ☐

No: ☒

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)-three months 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.

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

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

Renewable Energy & Power, Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

The Company was incorporated in the State of Nevada on October 15, 2012. The Company is currently active with the State of Nevada.

The Company's name was changed to Leaf of Life Holdings Limited on January 1, 2020. The name was changed back to Renewable Energy & Power, Inc during 2020.

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

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

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

55 Washington Street, Suite 703 Brooklyn, New York 11201

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

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

Yes: ☐ No: ☒

2) Security Information

Trading symbol:	<u>RBNW</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>75972U307</u>
Par or stated value:	<u>\$0.001</u>

Total shares authorized:	50,000,000,000	as of date: <u>9.30.21</u>
Total shares outstanding:	<u>17,959,755,081</u>	as of date: <u>9.30.21</u>
Number of shares in the Public Float ² :	<u>17,934,708,081</u>	as of date: <u>9.30.21</u>
Total number of shareholders of record:	<u>32</u>	as of date: <u>9.30.21</u>

Transfer Agent

Name: Clear Trust, LLC
Phone: 813.235.4490
Email: inbox@cleartrusttransfer.com
Address : 16540 Pointe Village Drive, Suite 205, Lutz, FL, 33558

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

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.

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of <u>January 1, 2018</u>	<u>Opening Balance:</u> Common: 11,189,342 Preferred A: 0 Preferred B 77,790	
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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?
<u>1/17/19</u>	<u>New Issue</u>	<u>1,500,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Essex Global Investment Corp. Benjamin Conde	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>1/17/19</u>	<u>New Issue</u>	<u>800,000</u>	<u>Common Stock</u>	<u>\$0.0069</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>1/20/19</u>	<u>New Issue</u>	<u>26,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>No</u>	Multichip Display, Inc.- Charlotte Bugna	<u>Debt</u>	<u>Restricted Control Shares</u>	<u>Rule 144</u>
<u>1/31/19</u>	<u>New Issue</u>	<u>614,754</u>	<u>Common Stock</u>	<u>\$0.0061</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>1/31/19</u>	<u>New Issue</u>	<u>1,250,000</u>	<u>Common Stock</u>	<u>\$0.0064</u>	<u>Yes</u>	Jabro Funding Corp.- Lawrence Rothberg	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>2/14/19</u>	<u>New Issue</u>	<u>1,875,000</u>	<u>Common Stock</u>	<u>\$0.0036</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>4/16/19</u>	<u>New Issue</u>	<u>2,185,714</u>	<u>Common Stock</u>	<u>\$0.0014</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/21/19</u>	<u>Cancellation</u>	<u>(5,000,000)</u>	<u>Series A Preferred</u>	<u>\$.001</u>	<u>No</u>	Former Officers	<u>Control shares surrendered</u>	<u>N/A</u>	<u>N/A</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>38,506</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Karen Berend	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>

<u>8/23/19</u>	<u>New Issue</u>	<u>16,919</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	David Berend	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>16,919</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Sarah Malaquis	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>3,112</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Steve Berend	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>2,334</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Linda Redlishy	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/26/19</u>	<u>New Issue</u>	<u>2,500,000</u>	<u>Series A Preferred</u>	<u>\$.001</u>	<u>No</u>	Karen Berend	<u>Change in control</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/26/19</u>	<u>New Issue</u>	<u>2,500,000</u>	<u>Series A Preferred</u>	<u>\$.001</u>	<u>No</u>	David Berend	<u>Change in control</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/26/19</u>	<u>New Issue</u>	<u>5,000</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Livingston Asset Management LLC - Narine Persaud	<u>Services</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/30/19</u>	<u>New Issue</u>	<u>4,526,316</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/30/19</u>	<u>New Issue</u>	<u>2,300,000</u>	<u>Common Stock</u>	<u>\$0.002</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/4/19</u>	<u>New Issue</u>	<u>2,263,158</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/5/19</u>	<u>New Issue</u>	<u>1,789,474</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/12/19</u>	<u>New Issue</u>	<u>2,730,000</u>	<u>Common Stock</u>	<u>\$0.002</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/24/19</u>	<u>New Issue</u>	<u>2,860,000</u>	<u>Common Stock</u>	<u>\$0.002</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>10/7/19</u>	<u>New Issue</u>	<u>3,000,000</u>	<u>Common Stock</u>	<u>\$0.0023</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>10/17/19</u>	<u>New Issue</u>	<u>3,150,000</u>	<u>Common Stock</u>	<u>\$0.003</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/1/19</u>	<u>New Issue</u>	<u>3,316,907</u>	<u>Common Stock</u>	<u>\$0.0021</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/8/19</u>	<u>New Issue</u>	<u>3,277,778</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>

<u>11/8/19</u>	<u>New Issue</u>	<u>3,415,178</u>	<u>Common Stock</u>	<u>\$0.0011</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/11/19</u>	<u>New Issue</u>	<u>3,803,571</u>	<u>Common Stock</u>	<u>\$0.0011</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/11/19</u>	<u>New Issue</u>	<u>3,222,222</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/12/19</u>	<u>New Issue</u>	<u>4,151,785</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/12/19</u>	<u>New Issue</u>	<u>4,111,111</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/13/19</u>	<u>New Issue</u>	<u>4,111,111</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/13/19</u>	<u>New Issue</u>	<u>4,732,142</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/14/19</u>	<u>New Issue</u>	<u>4,111,111</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/14/19</u>	<u>New Issue</u>	<u>5,210,526</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/15/19</u>	<u>New Issue</u>	<u>5,446,428</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/15/19</u>	<u>New Issue</u>	<u>5,210,526</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/18/19</u>	<u>New Issue</u>	<u>1,247,368</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/19/19</u>	<u>New Issue</u>	<u>1,894,737</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/19/19</u>	<u>New Issue</u>	<u>6,026,785</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/19/19</u>	<u>New Issue</u>	<u>11,877,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>

<u>11/19/19</u>	<u>New Issue</u>	<u>6,000,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/21/19</u>	<u>New Issue</u>	<u>7,053,571</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/21/19</u>	<u>New Issue</u>	<u>6,000,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/22/19</u>	<u>New Issue</u>	<u>6,000,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/26/19</u>	<u>New Issue</u>	<u>7,678,571</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/26/19</u>	<u>New Issue</u>	<u>4,436,842</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>12/3/19</u>	<u>New Issue</u>	<u>8,320,000</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>12/9/19</u>	<u>New Issue</u>	<u>10,511,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/12/19</u>	<u>New Issue</u>	<u>9,293,600</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>12/16/19</u>	<u>New Issue</u>	<u>5,621,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Trillium Partners LP - Narian Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/17/19</u>	<u>New Issue</u>	<u>9,777,590</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Exercise of Warrants</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>12/20/19</u>	<u>New Issue</u>	<u>8,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>1/6/20</u>	<u>New Issue</u>	<u>10,901,251</u>	<u>Common Stock</u>	<u>\$0.00098</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Exercise of Warrants</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>1/7/20</u>	<u>New Issue</u>	<u>10,511,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>1/23/20</u>	<u>New Issue</u>	<u>17,957,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>

<u>1/29/20</u>	<u>New Issue</u>	<u>6,000,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>2/14/20</u>	<u>New Issue</u>	<u>33,140,034</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>3/12/20</u>	<u>New Issue</u>	<u>27,065,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>4/1/20</u>	<u>Cancellation</u>	<u>(24,753,133)</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>N/A</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>N/A</u>	<u>N/A</u>
<u>4/9/20</u>	<u>New Issue</u>	<u>23,747,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>4/22/20</u>	<u>New Issue</u>	<u>18,127,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>4/30/20</u>	<u>New Issue</u>	<u>24,820,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>5/14/20</u>	<u>New Issue</u>	<u>28,121,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>5/15/20</u>	<u>New Issue</u>	<u>18,125,000</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>5/18/20</u>	<u>New Issue</u>	<u>19,583,333</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>5/19/20</u>	<u>New Issue</u>	<u>19,583,333</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>5/21/20</u>	<u>New Issue</u>	<u>20,625,000</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>5/22/20</u>	<u>New Issue</u>	<u>39,122,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>5/22/20</u>	<u>New Issue</u>	<u>20,625,000</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>5/26/20</u>	<u>New Issue</u>	<u>20,625,000</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>5/28/20</u>	<u>New Issue</u>	<u>20,625,000</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>

<u>6/1/20</u>	<u>New Issue</u>	<u>31,224,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/3/20</u>	<u>New Issue</u>	<u>16,509,995</u>	<u>Common Stock</u>	<u>\$.0012</u>	<u>Yes</u>	Crown Bridge Partners LLC– Seth Ahdoot	<u>Exercise of Warrants</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/3/20</u>	<u>New Issue</u>	<u>30,208,333</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/5/20</u>	<u>New Issue</u>	<u>30,185,185</u>	<u>Common Stock</u>	<u>\$.00054</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/8/20</u>	<u>New Issue</u>	<u>50,128,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/9/20</u>	<u>New Issue</u>	<u>30,185,185</u>	<u>Common Stock</u>	<u>\$.00054</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/11/20</u>	<u>New Issue</u>	<u>30,136,986</u>	<u>Common Stock</u>	<u>\$.00073</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/15/20</u>	<u>New Issue</u>	<u>39,529,412</u>	<u>Common Stock</u>	<u>\$.00085</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/16/20</u>	<u>New Issue</u>	<u>61,545,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/18/20</u>	<u>New Issue</u>	<u>16,902,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/18/20</u>	<u>New Issue</u>	<u>39,529,412</u>	<u>Common Stock</u>	<u>\$.00085</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/22/20</u>	<u>New Issue</u>	<u>39,518,072</u>	<u>Common Stock</u>	<u>\$.00083</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/25/20</u>	<u>New Issue</u>	<u>78,447,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/25/20</u>	<u>New Issue</u>	<u>32,759,494</u>	<u>Common Stock</u>	<u>\$.00079</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/26/20</u>	<u>New Issue</u>	<u>39,466,667</u>	<u>Common Stock</u>	<u>\$.00075</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/20/20</u>	<u>New Issue</u>	<u>78,572,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/2/20</u>	<u>New Issue</u>	<u>60,735,294</u>	<u>Common Stock</u>	<u>\$.00068</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>

<u>7/8/20</u>	<u>New Issue</u>	<u>60,806,452</u>	<u>Common Stock</u>	<u>\$.00062</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>7/9/20</u>	<u>New Issue</u>	<u>77,816,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/13/20</u>	<u>New Issue</u>	<u>42,994,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/16/20</u>	<u>New Issue</u>	<u>54,437,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/17/20</u>	<u>New Issue</u>	<u>73,578,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/23/20</u>	<u>New Issue</u>	<u>71,007,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/30/20</u>	<u>New Issue</u>	<u>78,963,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>8/11/20</u>	<u>New Issue</u>	<u>95,310,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>10/21/20</u>	<u>New Issue</u>	<u>181,513,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>10/29/20</u>	<u>New Issue</u>	<u>139,470,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>11/11/20</u>	<u>New Issue</u>	<u>178,615,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>11/19/20</u>	<u>New Issue</u>	<u>150,936,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>11/25/20</u>	<u>New Issue</u>	<u>230,936,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/10/20</u>	<u>New Issue</u>	<u>268,713,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>

<u>12/21/20</u>	<u>New Issue</u>	<u>295,295,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/28/20</u>	<u>New Issue</u>	<u>300,000,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>1/7/21</u>	<u>New Issue</u>	<u>354,881,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>1/12/21</u>	<u>New Issue</u>	<u>389,295,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>1/19/21</u>	<u>New Issue</u>	<u>373,126,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>1/20/21</u>	<u>New Issue</u>	<u>56,088,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>1/22/21</u>	<u>New Issue</u>	<u>428,643,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>1/28/21</u>	<u>New Issue</u>	<u>148,643,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>1/29/21</u>	<u>New Issue</u>	<u>365,030,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>2/4/21</u>	<u>New Issue</u>	<u>464,588,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>2/9/21</u>	<u>New Issue</u>	<u>389,054,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>2/12/21</u>	<u>New Issue</u>	<u>221,584,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>2/17/21</u>	<u>New Issue</u>	<u>209,054,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>3/8/21</u>	<u>New Issue</u>	<u>387,978,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>4/16/21</u>	<u>New Issue</u>	<u>62,500,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Henry Sargent	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>4/28/21</u>	<u>New Issue</u>	<u>75,000,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Henry Sargent	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>5/4/21</u>	<u>New Issue</u>	<u>549,385,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>5/5/21</u>	<u>New Issue</u>	<u>194,586,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>5/7/21</u>	<u>New Issue</u>	<u>75,000,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Henry Sargent	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>5/17/21</u>	<u>New Issue</u>	<u>125,000,000</u>	<u>Common Stock</u>	<u>\$.00044</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>

<u>5/18/21</u>	<u>New Issue</u>	<u>663,580,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>5/18/21</u>	<u>New Issue</u>	<u>125,000,000</u>	<u>Common Stock</u>	<u>\$.00041</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>5/18/21</u>	<u>New Issue</u>	<u>125,000,000</u>	<u>Common Stock</u>	<u>\$.00041</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>5/21/21</u>	<u>New Issue</u>	<u>763,405,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>5/26/21</u>	<u>New Issue</u>	<u>1,010,139,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>6/9/21</u>	<u>New Issue</u>	<u>506,129,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>6/9/21</u>	<u>New Issue</u>	<u>506,295,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>6/23/21</u>	<u>New Issue</u>	<u>606,366,500</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>8/2/21</u>	<u>New Issue</u>	<u>629,117,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>8/13/21</u>	<u>New Issue</u>	<u>1,000,000,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	J.P. Carey Joseph Canouse	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>8/16/21</u>	<u>New Issue</u>	<u>625,000,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>9/1/21</u>	<u>New Issue</u>	<u>569,837,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>9/14/21</u>	<u>New Issue</u>	<u>100,000,000</u>	<u>Common Stock</u>	<u>\$0.00044</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/20/21</u>	<u>New Issue</u>	<u>450,000,000</u>	<u>Common Stock</u>	<u>\$0.00041</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/28/21</u>	<u>New Issue</u>	<u>269,467,083</u>	<u>Common Stock</u>	<u>\$0.00041</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/28/21</u>	<u>New Issue</u>	<u>868,523,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Cash</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>

Number of Shares outstanding as of <u>September 30, 2021</u>	<u>Ending Balance:</u> Common: 17,959,755,081 Preferred A: 5,000,000 Preferred B: 99,740	
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Footnotes to table above: None

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 (\$) As of September 31, 2021	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.)
3/3/16	\$8,476	\$70,000	\$13,438	3/3/17	The lower of 50% of the lowest price in the 25 days prior to conversion or \$.001	Essex Global Investment Corp.- Benjamin Conde 8 Concord Rd Fairfield, NJ 07004	Cash loan
11/30/17	\$23,000	\$25,000	\$10,667	11/30/18	The lower of 50% of the lowest price in the 25 days prior to conversion or \$.001	MultiChip Display, Inc. – Charlotte Bugna 3395 W. Cheyenne Ave. #111 N. Las Vegas, NV 89032	Cash loan
3/15/18	Note 2 Default penalty added \$49,500	\$33,000	\$17,789	12/20/18	58% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
5/7/18	Note 2 Default penalty added \$21,000	\$14,000	\$7,943	2/14/19	58% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
7/25/18	Note 2 Default penalty added \$37,500	\$25,000	\$13,249	4/30/19	58% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
10/16/18	Note 2 Default penalty added \$36,750	\$25,000	\$8,969	7/18/19	55% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
11/30/18	Note 1 Default penalty added \$30,000	\$25,000	\$9,791	8/31/19	58% of the lowest closing bid during the 20 days prior to conversion	Redstart Holdings Corp. - Gregg Solomon 1188 Willis Ave. Albertson, NY 11587	Cash loan and Default penalty
12/21/18	Note 2 Default penalty added \$45,000	\$25,000	\$14,010	9/21/19	55% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
6/30/19	\$974,754	\$1,108,707	\$0	7/1/49	N/A	Karen Berend	Cash loan
6/30/19	\$105,959	\$217,054	\$0	7/1/49	N/A	David Berend	Cash loan
9/1/19	\$25,000	\$25,000	\$5,205	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
10/1/19	\$53,000	\$53,000	\$11,927	6/30/20	58% of the lowest closing bid during the 20 days prior to conversion	Redstart Holdings Corp. - Gregg Solomon 1188 Willis Ave. Albertson, NY 11587	Cash loan
10/1/19	\$25,000	\$25,000	\$5,000	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
11/1/19	\$25,000	\$25,000	\$4,788	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services

12/1/19	\$25,000	\$25,000	\$4,582	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
12/1/19	\$53,000	\$53,000	\$10,864	8/31/20	58% of the lowest closing bid during the 20 days prior to conversion	Redstart Holdings Corp. - Gregg Solomon 1188 Willis Ave. Albertson, NY 11587	Cash loan
1/1/20	\$25,000	\$25,000	\$4,370	9/30/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
2/1/20	\$25,000	\$25,000	\$4,164	10/30/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
3/1/20	\$25,000	\$25,000	\$3,966	11/30/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
4/1/20	\$25,000	\$25,000	\$3,753	12/30/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
4/20/20	\$10,000	\$10,000	\$344	10/31/21	Economic Injury Disaster Loan	US Government	Pandemic Relief
5/1/20	\$25,000	\$25,000	\$3,548	1/30/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
5/16/20	\$150,000	\$150,000	\$7,736	6/8/21	Payroll Protection Program	US Government SBA Guarantee	Pandemic Relief
6/1/20	\$25,000	\$25,000	\$3,336	2/28/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
7/2/20	\$73,000	\$73,000	\$14,220	6/29/21	58% of the lowest closing bid during the 20 days prior to conversion	Redstart Holdings Corp. - Gregg Solomon 1188 Willis Ave. Albertson, NY 11587	Cash loan
10/27/20	\$5,000	\$5,000	\$463	7/31/20	50% of the lowest closing bid during the 20 days prior to conversion	Trillium Partners LP – Narine Persaud 90 Grove St Ridgefield, CT 06877	Cash Loan
11/27/20	\$1,500	\$1,500	\$126	8/31/20	50% of the lowest closing bid during the 20 days prior to conversion	Trillium Partners LP – Narine Persaud 90 Grove St Ridgefield, CT 06877	Cash Loan
2/19/21	\$127,499	\$127,499	\$779	2/19/26	Payroll Protection Program	US Government SBA Guarantee	Pandemic Relief
9/1/21	\$25,000	\$25,000	\$199	5/31/22	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services

Note 1 – On October 18, 2018, Power Up Lending Group assigned all of its outstanding convertible notes to Redstart Holdings Corp. During April 2019, Redstart charged default penalties of 50% of the principal outstanding.

Note 2 – During April 2019, Jabro Funding Corp. charged default penalties of 50% of the principal outstanding.

Note 3 – On March 6, 2020, a federal court approved the Judgement and Stipulation filed by Trillium Partners LP. The judgement provides for the Company to issue shares of common stock to Trillium when requested. Proceeds from sale of the shares will be paid to six creditors which

were owed a total of \$890,214. The Company accounted for the transaction as an assignment of creditor liabilities and recognized a debt put premium as interest expense in the amount of \$890,214.

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 three months or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal three months and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. 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.

Attached Hereto.

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 three months-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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

RENEWABLE ENERGY & POWER, INC.

Index to Condensed Consolidated Financial Statements
(Unaudited)

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RENEWABLE ENERGY & POWER, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, 2021	December 31, 2020
Assets		
Current assets:		
Cash	\$ 642,102	\$ 128,433
Accounts receivable (net of allowance for doubtful accounts)	499,492	60,540
Inventory	35,131	118,189
Total current assets	1,276,725	307,162
Property, and equipment, net of depreciation	794	1,938
Deposits	42,689	42,689
Total Assets	<u>\$ 1,320,208</u>	<u>\$ 351,789</u>
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 785,007	\$ 767,062
Accrued expenses	242,428	339,653
Settlements payable	571,799	58,278
Settlement under 3(a)(10), net of premiums	651,173	1,455,668
Line of credit	117,500	200,000
Short term notes payable to officers	139,062	105,751
Short term notes payable	10,000	130,007
Convertible notes payable, net of premiums and discounts	1,178,430	1,843,096
Derivative liability	64,389	80,770
Total current liabilities	3,759,788	4,980,285
Notes payable, net of short-term portion	150,000	210,003
Notes payable to officers, net of short-term portion	951,651	1,098,676
	<u>1,101,651</u>	<u>1,308,679</u>
Total liabilities	4,861,439	6,288,964
Commitments and contingencies		
Stockholders' deficit:		
Preferred Series A Shares, \$0.001 par value; 10,000,000 authorized; 5,000,000 issued and outstanding at September 30, 2021 and December 31, 2020, respectively.	5,000	5,000
Preferred Series B Shares, \$0.001 par value; 100,000 authorized; 99,740 issued and outstanding at September 30, 2021 and December 31, 2020, respectively.	100	100
Common stock, \$0.001 par value; 50,000,000,000 shares authorized; 17,959,755,081 shares issued and outstanding at September 30, 2021 and 3,580,339,863 shares at December 31, 2020, respectively.	17,959,756	3,580,341
Additional paid in capital	(14,911,552)	(3,418,158)
Accumulated deficit	(6,594,535)	(6,104,458)
Total stockholders' deficit	(3,541,231)	(5,937,175)
Total Liabilities and Stockholders' Deficit	<u>\$ 1,320,208</u>	<u>\$ 351,789</u>

The accompanying notes are an integral part of the condensed consolidated financial statements

RENEWABLE ENERGY & POWER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three and Nine Months Ended September 30, 2021 and 2020
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenues	\$ 629,740	\$ 105,816	\$ 664,275	\$ 682,254
Cost of revenues	541,095	149,373	647,191	366,540
Gross profit	88,645	(43,557)	17,084	315,714
Operating expenses:				
Compensation	122,788	77,875	371,363	281,462
General and administrative	182,505	166,200	577,098	698,193
Total expenses	307,993	244,075	948,461	979,655
Loss from operations	(219,348)	(287,632)	(931,377)	(663,941)
Other income (expenses):				
Change in fair market value of derivatives	97,928	(24,654)	16,381	7,735
Derivative expense	-	-	-	(44,204)
Gain (loss) on forgiveness of debt	522,411	-	1,026,353	(23,039)
Settlement of litigation	(314,586)	-	(314,586)	-
Interest expense	(94,675)	(157,493)	(286,848)	(1,603,729)
	211,078	(182,147)	441,300	(1,663,237)
Loss before federal income taxes	(8,270)	(469,779)	(490,077)	(2,327,178)
Federal income taxes	-	-	-	-
Net loss	\$ (8,270)	\$ (469,779)	\$ (490,077)	\$ (2,237,178)
Loss per share, basic and diluted	\$ 0.00	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding	14,949,377,913	1,722,323,883	15,424,579,624	856,449,774

The accompanying notes are an integral part of the condensed consolidated financial statements

RENEWABLE ENERGY & POWER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
For the Three and Nine Months Ended September 30, 2021 and 2020
(Unaudited)

Three and Nine Months Ended September 30, 2021

	Preferred Stock Series A		Preferred Series	Stock B	Common	Stock	Additional	Paid In	Accumulated	Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital		Deficit	(Deficit)
Balance June 30, 2021	5,000,000	\$ 5,000	99,740	\$ 100	13,447,810,998	\$ 13,447,812		\$ (11,216,742)	\$ (6,586,265)	\$ (4,350,095)
Common stock issued for cash	-	-	-	-	3,692,477,000	3,692,477		(2,953,982)	-	738,495
Common stock issued for conversion of notes payable and accrued interest	-	-	-	-	819,467,083	819,467		(754,207)	-	65,260
Premiums reclassified in note conversions	-	-	-	-	-	-		38,379	-	38,379
Return of capital contribution	-	-	-	-	-	-		(25,000)	-	(25,000)
Net loss	-	-	-	-	-	-		-	(8,270)	(8,270)
Balance, September 30, 2021	<u>5,000,000</u>	<u>\$ 5,000</u>	<u>99,740</u>	<u>\$ 100</u>	<u>17,959,755,081</u>	<u>\$ 17,959,756</u>		<u>\$ (14,911,552)</u>	<u>\$ (6,594,535)</u>	<u>\$ (3,541,231)</u>

	Preferred Stock Series A		Preferred Series	Stock B	Common	Stock	Additional	Paid In	Accumulated	Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital		Deficit	(Deficit)
Balance January 1, 2021	5,000,000	\$ 5,000	99,740	\$ 100	3,580,339,863	\$ 3,580,341		\$ (3,418,158)	\$ (6,104,458)	\$ (5,937,175)
Common stock issued for cash	-	-	-	-	12,336,772,500	12,336,772		(9,869,418)	-	2,467,354
Common stock issued for 3(a)(10) settlements	-	-	-	-	762,421,000	762,421		(762,421)	-	-
Settlements under 3(a)(10)	-	-	-	-	-	-		40,631	-	40,631
Common stock issued for conversion of notes payable and accrued interest	-	-	-	-	1,280,221,718	1,280,222		(1,022,302)	-	257,920
Premiums reclassified in note conversions	-	-	-	-	-	-		145,116	-	145,116
Return of capital contribution	-	-	-	-	-	-		(25,000)	-	(25,000)
Net loss	-	-	-	-	-	-		-	(490,077)	(490,077)
Balance, September 30, 2021	<u>5,000,000</u>	<u>\$ 5,000</u>	<u>99,740</u>	<u>\$ 100</u>	<u>17,959,755,081</u>	<u>\$ 17,959,756</u>		<u>\$ (14,911,552)</u>	<u>\$ (6,594,535)</u>	<u>\$ (3,541,231)</u>

Three and Nine Months Ended September 30, 2020

	Preferred Stock Series A		Preferred Series	Stock B	Common	Stock	Additional	Paid In	Accumulated	Stockholders' (Deficit)
	Shares	Amount								
Balance June 30, 2020	5,000,000	\$ 5,000	99,740	\$ 100	1,231,714,834	\$ 1,231,716		\$ (1,265,740)	\$ (5,175,077)	\$ (5,204,001)
Common stock issued for 3(a)(10) settlements	-	-	-	-	494,105,000	494,105		(494,105)	-	-
Common stock issued for conversion of notes payable	-	-	-	-	121,541,746	121,542		27,652	-	121,542
Premiums reclassified in note conversions	-	-	-	-	-	-		14,665	-	14,665
Net loss	-	-	-	-	-	-		-	(469,779)	(469,779)
Balance, September 30, 2020	<u>5,000,000</u>	<u>\$ 5,000</u>	<u>99,740</u>	<u>\$ 100</u>	<u>1,847,361,580</u>	<u>\$ 1,847,363</u>		<u>\$ (1,745,180)</u>	<u>\$ (5,644,856)</u>	<u>\$ (5,537,573)</u>

	Preferred Stock Series A		Preferred Series	Stock B	Common	Stock	Additional	Paid In	Accumulated	Stockholders' (Deficit)
	Shares	Amount								
Balance January 1, 2020	5,000,000	\$ 5,000	82,790	\$ 83	232,318,275	\$ 232,319		\$ (1,481,501)	\$ (3,317,678)	\$ (4,561,777)
Cancellation of common stock	-	-	-	-	(24,753,133)	(24,753)		24,753	-	-
Preferred stock issued for services	-	-	16,950	17	-	-		-	-	17
Common stock issued for exercise of warrants	-	-	-	-	27,411,246	27,411		21,272	-	48,683
Common stock issued for conversion of notes payable	-	-	-	-	605,992,192	605,993		(131,978)	-	474,015
Common stock issued for 3(a)(10) settlements	-	-	-	-	1,006,393,000	1,006,393		(1,006,393)	-	-
Premiums reclassified in note conversions	-	-	-	-	-	-		267,478	-	267,478
3(a)(10) settlements reclassified	-	-	-	-	-	-		561,189	-	561,189
Net loss	-	-	-	-	-	-		-	(2,327,178)	(2,327,178)
Balance, September 30, 2020	<u>5,000,000</u>	<u>\$ 5,000</u>	<u>99,740</u>	<u>\$ 100</u>	<u>1,847,361,580</u>	<u>\$ 1,847,363</u>		<u>\$ (1,745,180)</u>	<u>\$ (5,644,856)</u>	<u>\$ (5,537,573)</u>

The accompanying notes are an integral part of the condensed consolidated financial statements

RENEWABLE ENERGY & POWER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 2021 and 2020
(Unaudited)

	2021	2020
Cash flows from operating activities:		
Net loss	\$ (490,077)	\$ (2,327,178)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,144	2,213
Debt discount, put premiums and loan commitment fees charged to interest	118,704	1,451,683
Forgiveness of debt	(1,026,353)	-
Settlement of litigation	314,586	-
Professional fees paid with debt	245,000	245,000
Professional fees paid with stock	-	84,232
Loss on extinguishment of debt	-	23,039
Change in fair market value of derivatives	(16,381)	(7,735)
Changes in operating assets and liabilities:		
Accounts receivable	(538,952)	95,006
Inventories	83,058	(25,827)
Prepaid expenses	-	63,610
Deposits	-	1,606
Accounts payable and accrued expenses	298,751	(94,823)
Settlements payable	-	15,000
Derivative liability	-	44,204
Net cash used in operating activities	(1,010,520)	(429,970)
Cash flows from financing activities		
Repayment of 3(a)(10) liability	(504,450)	-
Repayment of line of credit	(82,500)	-
Repayment of notes payable officers	(113,714)	(66,467)
Proceeds from notes payable	127,499	339,910
Repayment of notes payable	-	(16,000)
Proceeds from convertible notes payable	-	70,000
Repayment of convertible notes payable	(345,000)	-
Return of capital contribution	(25,000)	-
Proceeds from sale of common stock	2,467,354	-
Net cash provided by financing activities	1,524,189	327,443
Net increase (decrease) in cash	513,669	(102,527)
Cash at beginning of period	128,433	323,756
Cash at end of period	\$ 642,102	\$ 221,229
<u>Supplemental Cash Flow Disclosures</u>		
Interest paid	\$ 54,355	\$ 39,926
Taxes paid	\$ -	\$ -
<u>Supplemental Disclosures of Non-Cash Investing and Financing Activities</u>		
Conversion of convertible debt, put premiums and accrued interest to common stock	\$ 403,036	\$ 474,015
Net debt reclassified from settlements payable to settlements payable under 3(a)(10)	\$ -	\$ 742,490
Net debt reclassified from accounts payable to settlements payable	198,935	\$ 742,490
Net debt reclassified from accrued expenses to convertible notes payable	-	\$ 504,424
Net debt reclassified from settlements payable under 3(a)(10) to additional paid in capital	\$ 40,631	\$ -

The accompanying notes are an integral part of the Condensed Consolidated financial statements

RENEWABLE ENERGY & POWER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Nature of Business

Renewable Energy & Power, Inc. (RBNW or the Company) was incorporated on October 15, 2012, under the laws of the State of Nevada. The Company was engaged in the business of new and retrofit applications for LED lighting and innovative solar electrical generation. The LED products were designed to lower the use of electrical power, lower maintenance costs for users and extend the useful life of lighting fixtures.

Blind Faith Concepts Inc. was incorporated on August 17, 2012 under the laws of the State of New York. Blind Faith Concepts creates innovative footwear that reflects the pop culture, music, and fashion of the era.

Lust for Life Footwear, LLC, ("LFL") was formed on January 31, 2014 under the laws of the State of New York. Lust for Life Footwear also creates innovative footwear that reflects the pop culture, music, and fashion of the era.

Material Agreement

On April 3, 2019, the Company entered into an agreement with Leaf of Life Holdings Limited ("LOLJ"). LOLJ acquired an exclusive license from the Company to sell and market LED Agricultural Grow Lights in the territory of Jamaica and the Caribbean Islands. As part of the transaction, the principals of the Company transferred their collective ownership of 5,000,000 shares of Series A Preferred to Phillip Saunders in exchange for \$40,000, and his becoming the Chief Executive Officer of the Company, with all the former officers resigning and purchasing all assets of the Company by issuing an exclusive license to the Company to sell the LED lighting in the territory of Jamaica and the Caribbean Islands. During the three months ended September 30, 2019 the LOLJ agreement was terminated and the CEO relinquished control of the Company.

Reverse Merger/Acquisition of Blind Faith Concepts and Lust For Life

On August 23, 2019, pursuant to an Omnibus Amendment Agreement between the Company, Lust for Life New York, LLC, a New York limited liability company ("Lust NY"), Blind Faith Concepts, Inc., a New York corporation ("BFC"), the Company purchased 100% of BFC. BFC ownership, as a matter of percentages, was equal to the exact percentages of LFL membership interests. Therefore, on August 23, 2019, owners of BFC representing 100% of the total issued and outstanding shares, were issued, collectively, 77,790 shares of Series B Preferred Stock of the Company ("Series B Preferred"). As a result of the transaction, Blind Faith became a subsidiary of the Company. Lust for Life in turn is a wholly owned subsidiary of Blind Faith.

The Company evaluated the substance of the transaction and found it met the criteria for the accounting and reporting treatment of a reverse acquisition under ASC 805 (Business Combinations)-40-45 (Reverse Acquisition and Other Presentation Matters) and will consolidate the operations of BFC and RBNW and the financial condition from the closing date of the transaction. The historic results of operations will reflect those of BFC. As such, Blind Faith is treated as the acquirer while the Company is treated as the acquired entity for accounting and financial reporting purposes.

Under reverse merger accounting, the comparative historical financial statements of the Company, as the legal acquirer, are those of the accounting acquirer, Blind Faith, the Company's financial statements prior to the closing of the reverse acquisition; reflect only the business of Blind Faith and Lust For Life.

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 nine months ended September 30, 2021, the Company has incurred a net loss of \$490,077 and used cash in operations of \$1,010,520. The working capital deficit, stockholders' deficit and accumulated deficit was \$2,483,063, \$3,541,231 and \$6,594,535, respectively, at September 30, 2021. Furthermore, the Company previously received judgements for its default on its payment obligations under the terms of certain convertible notes and has other significantly past due operating obligations. 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 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.

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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 subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

Management estimates and assumptions

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 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 (new guidance) 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.

Retail sales, recognized at the point of sale, are recorded net of returns and exclude sales tax. Wholesale sales are recorded, net of returns, allowances and discounts, when obligations under the terms of a contract with the purchaser are satisfied. This generally occurs at the time of transfer of control of merchandise. The Company considers several control indicators in its assessment of the timing of the transfer of control, including significant risks and rewards of ownership, physical possession and the Company's right to receive payment. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring merchandise. Reserves for projected merchandise returns, discounts and allowances are determined based on historical experience and current expectations. The Company applies the guidance using the portfolio approach in ASC 606, Revenue from Contracts with Customers, because this methodology would not differ materially from applying the guidance to the individual contracts within the portfolio. The Company excludes sales and similar taxes collected from customers from the measurement of the transaction price for its retail sales.

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. The Company maintains deposits in a financial institution which through the FDIC insures deposits up to \$250,000. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risks from excess deposits. None of the Company's cash is restricted.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount of the receivable recorded, which is the face amount of the receivable net of the allowance for doubtful accounts. As of September 30, 2021, and December 31, 2020, the Company had reserves of \$1,000 and \$6,591, respectively.

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Inventories

Inventories, consisting of finished goods, are stated at average cost using the first-in, first-out (FIFO) valuation method. Inventory was \$35,131 and \$118,189 at September 30, 2021 and December 31, 2020, respectively.

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 to seven 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. At April 3, 2019, in accordance with the agreement with LOLJ, property and equipment with a net book value of \$101,401 was exchanged for a license. Due to the termination of the license agreement following the termination of the agreement, no value was assigned to the license agreement. For the nine months ended September 30, 2021 and 2020, depreciation expense totaled \$1,144 and \$2,213, 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 nine months ended September 30, 2021, there were no impairments.

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.

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Description	At September 30, 2021			At December 31, 2020		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Derivative Liability	—	—	\$ 64,389	—	—	\$ 80,770

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

	Derivative Liabilities
Balance at December 31, 2020	\$ 80,770
Change in fair market value	(16,381)
Derivative effect on the issuance of warrants	-
Reduction of derivative to additional paid in capital on exercise of warrants	-
Balance at September 30, 2021	<u>\$ 64,389</u>

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. The derivative liabilities for matured convertible notes were \$33,863, as of September 30, 2021.

The Crown Bridge Partners warrants (July 11, 2017) for the original number of shares, 166,667, at a market price of \$.30, having market value of \$50,000, was originally charged to additional paid in capital. Following the exercise on December 17, 2019, Crown Bridge Partners was issued 9,777,590 shares of common stock, management now believes that a price adjustment clause in the warrant was triggered due to the Company stock price falling below the contractual floor price of \$.01. An additional exercise on January 6, 2020 yielded the issuance of 10,901,251 shares of common stock. An exercise on June 3, 2020 yielded the issuance of 16,509,995 shares of common stock. Following adjustments for exercises and changes to fair market value, the derivative liability associated with the warrants is \$30,526. Total warrants outstanding and exercisable amount to 187,631,962, as of September 30, 2021.

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 leases its locations, an office, under an operating lease. The lease includes an option that allows the Company to extend the lease term beyond the initial commitment period, subject to terms agreed at lease inception. 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.

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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 September 30, 2021, 187,631,962 warrants are outstanding and exercisable, into 187,631,962 shares of common stock. As of September 30, 2021, the outstanding principal balance, including accrued interest of the third-party convertible debt, totaled \$731,726 and was convertible into 4,757,491,490 shares of common stock. Additionally, the 3(a)(10) obligation was \$402,326 which may be exchanged for 2,682,170,533 shares of common stock. As of September 30, 2021, potentially dilutive securities consisted of the following:

	September 30, 2021	September 30, 2020
Warrants	187,631,962	20,930,237
Convertible debt (including senior debt)	4,757,491,490	1,395,805,073
3(a)(10) obligation	2,682,170,533	1,259,810,370
Total	7,627,293,985	2,676,545,680

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 fair value of the Company's common stock at the date of the agreement.

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.

Advertising

Costs incurred for advertising for the Company are charged to operations as incurred. Advertising expenses for the nine months ended September 30, 2021 and 2020 were \$0 and \$14,091, respectively.

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Recent Accounting Pronouncements

There are no recently issued accounting pronouncements the Company has not yet adopted that will materially impact the Company's consolidated financial statements.

Note 4 - Property Plant and Equipment

Property, plant and equipment at September 30, 2021 and December 31, 2020 consist of the following:

	2021	2020
Manufacturing Equipment	\$ 5,239	\$ 5,239
Furniture and fixtures	3,225	4,329
Leasehold improvements	-	7,500
	8,464	17,068
Less: Accumulated depreciation	(7,670)	(15,130)
	\$ 794	\$ 1,938

Note 5 – Related Party Agreement

The Company has an agreement with its Chief Executive Officer to pay him an annual compensation of \$120,000. The unpaid amount is included in accrued expenses at September 30, 2021.

Note 6 – Settlement Under 3(a)(10)

Debt Settlement Under SEC Rule 3(a)(10) – November 2019

On November 15, 2019, Trillium Partners LP acquired the default judgement received by Labrys Fund LP for \$219,460, derived from the Company's default on the note issued to Labrys. Trillium purchased the default judgement for cash and has since received 129,675,901, shares of common stock, as of September 30, 2021. The share transactions are accounted for as an issuance at par with an equal offset to additional paid in capital until sales proceeds are collected, at which time the liability will be reduced with a credit to additional paid in capital. As of September 30, 2021, the liability has been reduced to \$125,412, following application of proceeds collected from the sales.

Debt Settlement Under SEC Rule 3(a)(10) – March 2020

On March 6, 2020, a federal court approved the Judgement and Stipulation filed by Trillium Partners LP. The judgement provides for the Company to issue shares of common stock to Trillium when requested. Proceeds from sale of the shares will be paid to six creditors which were owed a total of \$890,214. The Company will account for the transaction as an assignment of creditor liabilities and recognize a debt put premium as interest expense in the amount of \$890,214. Trillium previously paid original creditors \$115,750, leaving a balance of \$774,464 of the agreed settlement. During the nine months ended September 30, 2021, Trillium paid \$497,500 to the creditors, leaving a balance of \$276,964.

Note 7 – Line of Credit

On September 22, 2016 the Company signed a revolving note (the "Note") at Signature Bank (the "Bank"). The outstanding balance of this Note is limited to \$200,000 and guaranteed by an officer of the Company. The outstanding balance bears interest at 5% per annum. Interest is payable monthly. The balance outstanding on the revolving note at September 30, 2021 was \$117,500.

Note 8 – Notes Payable

On March 29, 2016, the Company executed a note for \$1,500,000 with the United States Small Business Administration ("SBA") with the following terms and conditions:

- Maturing in March 29, 2026;
- Interest at the prime rate as quoted in the Wall Street Journal plus 2.75% per annum;
Monthly principal and interest is \$16,944 through December 31, 2016 and increases to \$17,073 as of January 1, 2017;

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On July 1, 2019, two officers of the Company, on behalf of the Company, refinanced the note personally. The Company is obligated for its portion of the liability, which commenced on July 1, 2019 and matures on July 1, 2049. The loan bears interest at 7.375%, per annum, through maturity. The note is payable monthly and has a balance remaining of \$1,080,712, as of September 30, 2021,

On June 21, 2018, the Company issued a note, payable to Daniel Ryweck for \$100,000, for which \$100,000 was received as cash. The note matured on September 18, 2018, and incurred 12% annual interest through the date of maturity and now accrues 17% interest rate per annum. Note principal and accrued interest of \$55,085 was reclassified to debt settled under 3(a)(10) on March 6, 2020, in accordance with a federal court approved Judgement and Stipulation filed by Trillium Partners LP. The balance of the 3(a)(10) liability on September 30, 2021 is \$11,135.

On September 4, 2018, the Company issued a note, payable to Point Capital Inc. for \$50,000, for which \$50,000 was received as cash. The note matured on December 4, 2018, and incurred 12% annual interest through the date of maturity and now accrues 17% interest rate per annum. Note principal and accrued interest of \$55,461 was reclassified to debt settled under 3(a)(10) on March 6, 2020, in accordance with a federal court approved Judgement and Stipulation filed by Trillium Partners LP. The balance of the 3(a)(10) liability on September 30, 2021 is \$0.

On September 28, 2018, the Company issued a note, payable to Point Capital Inc. for \$200,000, for which \$200,000 was received as cash. The note matured on September 27, 2020, and incurs 6% annual interest. Note principal and accrued interest of \$221,844 was reclassified to debt settled under 3(a)(10) on March 6, 2020, in accordance with a federal court approved Judgement and Stipulation filed by Trillium Partners LP. The balance of the 3(a)(10) liability on September 30, 2021 is \$142,805.

On April 20, 2020, the Company entered into a loan directly with the Small Business Administration under the Economic Injury Disaster Loan Program for \$10,000. This loan has a maturity of 24 months and an interest rate of 2.375%. Interest accrued on this loan was \$344 at September 30, 2021.

On May 4, 2020, the Company entered into a loan directly with the Small Business Administration under the Paycheck Protection Plan for a total of \$180,010. This loan has a maturity of 24 months and an interest rate of 1%. The loan will be forgiven provided the terms of forgiveness upon submission of a valid application for loan forgiveness. The terms call for LFL to use 75% of the funded amount for payroll costs. LFL has put in place controls designed to ensure compliance with the terms of forgiveness. The amount forgiven will be recognized as gain on debt extinguishment. On June 10, 2021, after fulfilling the terms of the loan, the \$180,010 was forgiven and recognized as forgiveness of debt along with the write off of \$1,662 of interest accrued on the loan.

On June 9, 2020, the Company entered into a Disaster Relief Loan with the Small Business Administration for a total of \$150,000. This loan has a maturity of 30 years and an interest rate of 3.75%. Installment payments, including principal and interest, of \$731 monthly, originally scheduled to begin Twelve (12) months from the date of the promissory note was subsequently extended for another twelve months. The note is secured by all tangible and intangible personal property, including, but not limited to: (a) inventory, (b) equipment, (c) instruments, including promissory notes (d) chattel paper, including tangible chattel paper and electronic chattel paper, (e) documents, (f) letter of credit rights, (g) accounts, including health-care insurance receivables and credit card receivables, (h) deposit accounts, (i) commercial tort claims, (j) general intangibles, including payment intangibles and software and (k) as-extracted collateral as such terms may from time to time be defined in the Uniform Commercial Code. Interest accrued on this loan was \$7,736 at September 30, 2021.

On February 19, 2021, the Company entered into a loan directly with the Small Business Administration under the Paycheck Protection Plan for a total of \$127,499. This loan has a maturity of 24 months and an interest rate of 1%. The loan will be forgiven provided the terms of forgiveness upon submission of a valid application for loan forgiveness. The terms call for LFL to use 75% of the funded amount for payroll costs. LFL has put in place controls designed to ensure compliance with the terms of forgiveness. The amount forgiven will be recognized as gain on debt extinguishment. On August 12, 2021, after fulfilling the terms of the loan, the \$127,499 was forgiven and recognized as forgiveness of debt.

Note 9 - Convertible Notes Payable

MultiChip Display, Inc.

During November of 2017, the Company issued three convertible notes for \$15,000, \$5,000 and \$5,000 to MDI for cash of the same amounts. The notes matured on various dates in November 2018 and are convertible into common shares at the lower of: \$.001 or 50% of the lowest closing bid price during the 25 trading days prior to conversion. The current principal of \$23,000 and accrued interest of \$10,667 are outstanding at September 30, 2021. The Company determined that the conversion features meet the definition of a liability and therefore bifurcated the conversion feature and accounted for it as a separate derivative liability. Since the notes have matured the Company will no longer calculate a derivative value for these notes unless conditions outlined above at Note 3, have changed. The derivative liability associated with these notes remained \$33,863, at September 30, 2021, with the note balances aggregating \$23,000 at September 30, 2021.

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Power Up Lending Group/Redstart Holdings Corp.

On November 30, 2018, the Company issued a convertible note payable to Power Up Lending Group for \$20,000, for which \$20,000 was received as cash. The note matured on August 31, 2019, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. On October 18, 2018 Power Up, assigned their balance of this \$20,000 convertible note and all accrued interest to Redstart under the same terms and conditions as the original note. Due to the note being in default, the balance of unconverted principal of \$20,000, was increased by \$10,000 (50% default percentage penalty) and is now \$30,000 at September 30, 2021, with accrued interest and put premiums respectively being \$9,791 and \$27,619.

On September 1, 2019, the Company issued a convertible note payable to Redstart for \$53,000, for which \$50,000 was received as cash. The note matured on May 31, 2020, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. In September 2021, the \$53,000 note, accrued interest of \$12,260 and put premiums of \$38,379 were converted into 819,467,083 shares of Company common stock.

On October 1, 2019, the Company issued a convertible note payable to Redstart for \$53,000, for which \$50,000 was received as cash. The note matured on June 30, 2020, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 58% 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 \$53,000, \$11,927 and \$38,379 respectively, at September 30, 2021.

On December 1, 2019, the Company issued a convertible note payable to Redstart for \$53,000, for which \$50,000 was received as cash. The note matured on August 31, 2020, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 49% 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 \$53,000, \$10,964 and \$38,379 respectively, at September 30, 2021.

On June 29, 2020, the Company issued a convertible note payable to Redstart for \$73,000, for which \$70,000 was received as cash. The note matured on June 29, 2021, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 49% 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 \$73,000, \$14,220 and \$70,137 respectively, at September 30, 2021.

Jabro Funding Corp.

On March 15, 2018, the Company issued a convertible note payable to Jabro for \$33,000, for which \$33,000 was received as cash. The note matured on December 30, 2018, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$33,000, was increased by \$16,500 (50% default percentage penalty) and is now \$49,500 at September 30, 2021, with accrued interest and put premiums being \$17,789 and \$23,897, at September 30, 2021, respectively.

On May 7, 2018, the Company issued a convertible note payable to Jabro for \$14,000, for which \$4,000 was received as cash and \$10,000 was paid directly to a vendor in satisfaction of accounts payable. The note matured on February 14, 2019, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$14,000, was increased by \$7,000 (50% default percentage penalty) and is now \$21,000 at September 30, 2021, with accrued interest and put premiums being \$7,943 and \$10,138, at September 30, 2021, respectively.

On July 25, 2018, the Company issued a convertible note payable to Jabro for \$25,000, for which \$25,000 was received as cash. The note matured on April 30, 2019, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$25,000, was increased by \$12,500 (50% default percentage penalty) and is now \$37,500 at September 30, 2021, with accrued interest and put premiums being \$13,249 and \$18,103, at September 30, 2021, respectively.

On October 16, 2018, the Company issued a convertible note payable to Jabro for \$25,000, for which \$24,500 was received as cash. The note matured on July 18, 2019, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$24,500, was increased by \$12,250 (50% default percentage penalty) and is now \$36,750 at September 30, 2021, with accrued interest and put premiums being \$8,969 and \$30,555, at September 30, 2021, respectively.

On December 20, 2018 the Company issued a convertible note payable to Jabro for \$30,000, with a maturity date of September 19, 2019, with 12% annual interest. The note is convertible at 55% of the lowest market price on the twenty days preceding conversion. Due to the note being in default, the balance of unconverted principal of \$30,000, was increased by \$15,000 (50% default percentage penalty) and is now \$45,000 at September 30, 2021, with accrued interest and put premiums being \$14,010 and \$36,667, at September 30, 2021, respectively.

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Essex

During the three months ended December 31, 2016 the Company issued a convertible note payable to Essex which had a principal balance of \$39,476 with accrued interest of \$9,561 as of December 31, 2017. Note principal of \$29,500 was converted to common stock during the three months ended December 31, 2018. On January 17, 2019, \$1,500 of the Note principal was converted to common stock and put premiums of \$1,500 were recorded as additional paid in capital. The note principal, accrued interest and put premiums balances were \$8,476, \$13,438 and \$8,476, respectively at September 30, 2021.

All notes issued (with exception of the MDI notes) above which had derivative liabilities associated following conversions through June 30, 2018 were reclassified as stock settled debt in accordance with ASC 480 - "Distinguishing Liabilities from Equity". The Company has reclassified the derivative liability at its fixed monetary amount by measuring and recording a premium using the contractual stock price discount with a charge to interest expense in accordance with ASC 480.

Notes Issued in 2019

On May 16, 2019, the Company issued a convertible note payable to Geneva Roth Remark Holdings, Inc. for \$128,000, which was received as cash. The note matured on March 16, 2020, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$128,000, was increased by \$128,000 (100% default percentage penalty) and became \$256,000 on the date of default. On June 26, 2020, \$29,600 of the note principal was converted to common stock and put premiums of \$21,435 were recorded as additional paid in capital. On July 2, 2020, and July 8, 2020, \$79,000 of the note principal was converted to common stock and put premiums of \$57,207 were recorded as additional paid in capital. On May 17, 2021, and May 18, 2021, the remaining balance of \$147,400 of note principal and accrued interest of \$45,259 was converted to common stock and the balance of put premiums of \$106,738 were recorded as additional paid in capital.

Livingston Asset Management

On August 22, 2019, the Company issued a convertible note payable to Livingston Asset Management ("LAM") for \$100,000. The note has 10% annual interest, matured on May 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note was issued for future service related to debt restructure such as the 3(a)(10) discussed above. On June 23, 2021, the note was repaid in full.

On September 1, 2019, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on May 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$5,205 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On October 1, 2019, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on June 30, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$5,000 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On November 1, 2019, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on July 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$4,788 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On December 1, 2019, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on August 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$4,582 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On January 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on September 30, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$4,370 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On February 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on October 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$4,164 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

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On March 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on November 30, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$3,966 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On April 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on December 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$3,753 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On May 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on January 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$3,548 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On June 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on February 28, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$3,336 and \$10,714 respectively, at September 30, 2021. There is no default interest penalty and acceleration of the note due to the default being waived from the maturity date through December 31, 2021.

On July 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on March 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On August 12, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$2,486 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On August 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on April 30, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On August 12, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$2,280 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On September 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on May 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On August 12, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$2,068 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On October 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on September 30, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On August 12, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$1,863 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On November 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on July 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On August 12, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$1,644 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On December 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on August 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$1,445 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On January 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on September 30, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$1,233 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On February 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on October 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$1,021 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

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On March 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on November 30, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021, the note principal was repaid. Accrued interest and put premiums balances of \$829 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On April 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on December 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021 note principal, accrued interest and put premiums balances of \$25,000, \$616 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On May 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on January 31, 2022 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021 note principal, accrued interest and put premiums balances of \$25,000, \$411 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On June 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on February 28, 2022 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021 note principal, accrued interest and put premiums balances of \$25,000, \$199 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On July 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on March 31, 2022 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021 note principal and put premiums balances of \$25,000 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On August 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on April 30, 2022 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On September 10, 2021 note principal and put premiums balances of \$25,000 and \$10,714 were forgiven and recorded as gain on debt extinguishment.

On September 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on May 31, 2022 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$199 and \$10,714 respectively, at September 30, 2021.

Trillium Partners LP

On August 23, 2019, the Company issued a convertible note payable to Trillium Partners LP for \$60,000. The note includes: \$50,000, cash, \$10,000 of original issue discount (OID), has 10% annual interest, matures on May 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On October 9, 2019 and December 9, 2019, \$44,950 of principal was repaid. \$44,950 of put premium was recognized as with a credit to interest income. The note principal, of \$15,050, was fully repaid during the three months ended March 31, 2021.

On October 27, 2020, the Company issued a convertible note payable to Trillium Partners LP for \$5,000. The note includes: \$4,000, cash, \$1,000 of original issue discount (OID), has 10% annual interest, matures on July 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, \$463 and \$5,000 respectively, at September 30, 2021.

On November 27, 2020, the Company issued a convertible note payable to Trillium Partners LP for \$1,500. The note includes: \$1,500, cash, has 10% annual interest, matures on August 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 \$1,500, \$126 and \$1,500 respectively, at September 30, 2021.

Notes Issued in 2021

On May 12, 2021, the Company issued a \$20,000, convertible note payable for professional fees to Matheau Stout, ESQ. The note has 12% annual interest, matures on May 12, 2022 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 \$20,000, \$927 and \$20,000 respectively, at September 30, 2021.

All notes issued above issued to Trillium, and LAM are classified as stock settled debt in accordance with ASC 480 - "Distinguishing Liabilities from Equity". The Company has calculated the related put premiums and recorded a premium using the contractual stock price discount with a charge to interest expense in accordance with ASC 480.

The carrying value of all convertible notes to third parties at September 30, 2021 and December 31, 2020 was comprised of:

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	September 30, 2021	December 31, 2020
Convertible notes payable	\$ 731,726	\$ 1,157,126
Unamortized original issue discount and debt discount	-	(2,278)
Put premiums classified as liabilities (ASC 480)	446,704	688,248
	<u>\$ 1,178,430</u>	<u>\$ 1,843,096</u>

Note 10 – Stockholders’ Deficit

Preferred Stock

The Company is authorized to issue 10,000,000, shares of preferred stock with super voting rights, 5,000,000 of which were issued and have votes equal to 100.1% of all outstanding shares.

On October 26, 2017, the Board of Directors designated shares of preferred stock as Series A. Each issued and outstanding Series A share shall be entitled to the number of votes equal to the result of: (i) the number of Common Shares issued and outstanding at the time of such vote multiplied by 1.01; divided by (ii) the total number of Preferred Shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Preferred Shares shall vote together with the holders of Common Shares as a single class.

The Company approved by unanimous consent, the authorization of 100,000 shares of Series B Convertible Preferred Stock. Each share of Series B Preferred Stock shall have a par value of \$0.001 per share and a liquidation value of \$100 per share.

(a) Holders of Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, and the Company at the rate per share (as a percentage of the Stated Value per share) equal to five percent (5%) per annum on the Stated Value, payable in additional shares of Series B Preferred Stock. The party that holds the Series B Preferred Stock on an applicable record date for any dividend payment will be entitled to receive such dividend payment and any other accrued and unpaid dividends which accrued prior to such dividend payment date, without regard to any sale or disposition of such Series B Preferred Stock subsequent to the applicable record date but prior to the applicable dividend payment date.

(b) So long as any shares of Series B Preferred Stock remain outstanding, neither the Company nor any subsidiary thereof shall, without the consent of the Holders of eighty percent (80%) of the shares of Series B Preferred Stock then outstanding (the “Requisite Holders), redeem, repurchase or otherwise acquire directly or indirectly any Junior Securities (as defined in Section 7), nor shall the Company directly or indirectly pay or declare any dividend or make any distribution upon, nor shall any distribution be made in respect of, any Junior Securities, nor shall any monies be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of any Junior Securities.

Each holder of the Series B Preferred Stock shall have the right to vote on any matter that may from time to time be submitted to the Company’s shareholders for a vote, on an as converted basis, either by written consent or by proxy. So long as any shares of Series B Preferred Stock are outstanding, the Company shall not and shall cause its subsidiaries not to, without the affirmative vote of the Requisite Holders, (a) alter or change adversely the powers, preferences or rights given to the Series B Preferred Stock, (b) alter or amend this Certificate of Designation, (c) amend its certificate of incorporation, bylaws or other charter documents so as to affect adversely any rights of any Holders of the Series B

Preferred Stock, (d) increase the authorized or designated number of shares of Series B Preferred Stock, (e) apart from shares issued as a dividend pursuant to Section 2 (a), issue any additional shares of Series B Preferred Stock (including the reissuance of any shares of Series B Preferred Stock converted for Common Stock) or (f) enter into any agreement with respect to the foregoing.

On August 26, 2019, Mr. Huss cancelled all 5,000,000 shares of the Series A Preferred; and on August 26, 2019, the Board of Directors issued 5,000,000 shares of Series A Preferred stock to Karen Berend and David Berend, 2,500,000 to each, as compensation and 5,000 preferred series B shares were issued to Livingston Asset Management LLC, for services. Both issuances were made in accordance with Section 4(a)(2) of the Securities Act of 1933.

On January 7, 2020, the Company issued 16,950, shares of Series B preferred shares as follows:

3,160 shares to Alpha Capital Anstalt, a Liechtenstein based hedge fund that is registered with the SEC;
530 shares to Douglas Polinsky, an individual;
1,260 shares to Daniel Ryweck, an individual;
10,420 shares to Uppercut Brands, Inc. a publicly listed Delaware company domiciled in New Jersey.
1,580 shares to Barry and Majorie Zolot, individuals.

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Common Stock

The Company is authorized to issue 50,000,000,000 shares of common stock with a par value of \$.001. The Company had 17,959,755,081 and 3,580,339,863 of \$.001 par value common stock outstanding at September 30, 2021 and December 31, 2020, respectively.

Securities Offerings Under Regulation A of the 1933 Securities Act

On December 17 2020, the Company received authorization from the SEC to offer 10,000,000,000 shares of common at price of \$0.0002 per share.

On July 26, 2021, the Company received authorization from the SEC to offer 20,000,000,000 shares of common at price of \$0.0002 per share.

Common Stock Issued for Cash Under Reg A Offering

December 17, 2020 Offering:

In the first quarter of 2021 the Company issued 3,025,543,000 shares of common stock to Trillium Partners LP under the terms of the Reg. A offering. The Company received \$605,109 in cash.

In the second quarter of 2021, the Company issued 5,618,752,500 shares of common stock under the terms of the Reg. A offering. The Company received \$1,123,750 in cash.

July 26, 2021 Offering:

In the third quarter of 2021, the Company issued 3,692,477,000 shares of common stock under the terms of the Reg. A offering. The Company received \$738,495 in cash.

Warrants Issued for Financing Commitment

The Crown Bridge Partners warrants (July 11, 2017) for the original number of shares 166,667, at a market price of \$.30, having market value of \$50,000, was originally charged to additional paid in capital. Following the exercise on December 17, 2019, Crown Bridge Partners was issued 9,777,590 shares of common stock, management now believes that a price adjustment clause in the warrant was triggered due to the Company stock price falling below the contractual floor price of \$.01. The Company recognized a derivative liability charging other income and losses for the change in fair market value. An additional exercise on January 6, 2020 and June 3, 2020 yielded the issuance of 10,901,251 and 16,509,995 shares of common stock, respectively and additional fair market value changes to \$30,526, and total warrants outstanding and exercisable amount to 187,631,962, as of September 30, 2021.

Common Stock Issued for Conversion of Debt

From May 15, 2020 through June 25, 2020, the Company issued 411,843,745 shares of common stock to Geneva Roth Remark Holdings (Geneva) in exchange for principal and accrued interest of \$262,080 in conversion of the Geneva note issued on April 8, 2019. The shares were valued at \$444,573. Put premiums totaling \$182,493, were reclassified to additional paid in capital.

On June 29, 2020, the Company issued 39,466,667 shares of common stock to Geneva in exchange for principal of \$29,600 in conversion of a portion of the Geneva note issued on May 16, 2019. The shares were valued at \$51,035. Put premiums totaling \$21,435, were reclassified to additional paid in capital.

In May 2021, the Company issued 460,754,635 shares of common stock to Geneva Roth Remark Holdings (Geneva) in exchange for principal and accrued interest of \$192,659 in conversion of the Geneva note issued on May 16, 2019. Put premiums totaling \$106,737, were reclassified to additional paid in capital.

On September 1, 2019, the Company issued 819,467,083 shares of common stock to Redstart in exchange for principal and accrued interest of \$65,260 in conversion of the note issued on September 1, 2019 Put premiums totaling \$38,379, were reclassified to additional paid in capital.

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Common Stock Issued for 3(a)(10) settlement

Trillium submitted payments totaling \$100,350, to original creditors during the three months ended December 31, 2020. An additional \$75,866 in fees were charged by third parties. In total \$561,189, was credited to additional paid in capital during the period.

Between January 12 and January 19, 2021, the Company issued 762,421,000 shares of common stock to Trillium Partners LP under the terms of the court ordered 3(a)10 settlement. Upon issuance the shares issued accounted for as common stock issued with an offsetting debit to additional paid in capital. When the shares are sold additional paid in capital is credited for the amount allocated to former debt holders.

During the quarter, the Company returned \$25,000 of capital contributions made to Blind Faith prior to their acquisition.

Note 11 –Contingencies and Commitments

The Company has assessed all material known financial exposures as they have been asserted and made provisions for them as described in footnote 5.

Impact of COVID-19 Pandemic

In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. In response, federal, state, local, and foreign governments implemented various guidelines and restrictions in an attempt to control the spread and mitigate the impact of COVID-19.

As of the date of this filing, there continue to be widespread concerns regarding the ongoing impacts and disruptions caused by the COVID-19 pandemic in the regions in which we operate. The extent to which the COVID-19 pandemic will impact our business, financial condition, and results of operations in the future is highly uncertain and will be affected by a number of factors. These include the duration and extent of the COVID-19 pandemic, the scope of mandated or recommended containment and mitigation measures, the extent, duration and execution of government stabilization and recovery efforts, and the timing and success of vaccine distribution programs.

Office space lease

The Company leased office space from 55 Washington Street LLC with the term commencing August 10, 2020 and ending August 9, 2021, at a monthly rate of \$3,443.

Agreements

In August 2019, the Company entered into a financial service's advisory agreement with Livingston Asset Management, LLC ("LAM"), whereby LAM provides ongoing general financial and strategic consultation, assistance with accounting and financial reporting and debt restructure services. The agreement provides for a monthly fee of \$25,000, payable in the form of a convertible note to be issued on the first day of each month.

Vendor Dispute

The Company has been in an ongoing discussion with a vendor over the number of credits applied to inventory purchases. The Company expects to resolve this matter to the satisfaction of the parties involved.

Litigation

On October 19, 2018, a vendor filed a complaint against the wholly owned subsidiaries of the Company with the Superior Court of New Jersey, Law Division, seeking payment for merchandise. The Company has previously recognized costs of \$178,935, which remain unpaid in accounts payable. The Company has retained an attorney who is currently working to address the complaint.

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Note 12 - Subsequent Events

Common Stock Issued for Convertible Debt

On October 12 and 14, 2021, the Company issued a total of 823,557,083 shares of common stock in exchange for all principal, default penalties and accrued interest relating to the October 1, 2019 convertible note payable acquired (assignment) by Redstart Holdings Corp.

Amendment of Advisory Agreement

The agreement under which, the Company issues convertible notes each month for services relating to restructuring, accounting and financial reporting is in the process of amendment to be cash based for discounted amount.

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")

Currently, the Company is engaged in retail and wholesale sale of footwear for the urban culture. The Lust for Life brand employs a website with traffic driven by online marketing tools and techniques. The Company derives the majority of its sales through its wholesale channel.

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

Blind Faith Concepts, Inc. and Lust For Life Footwear, L.L.C. are both subsidiaries. All business contact information is included in this report

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

Currently, the Company is engaged in retail and wholesale sale of footwear for the urban culture.

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 Company leased office space from 55 Washington Street LLC with the term commencing September 1, 2020 and ending August 31, 2021, at a base monthly rate of \$3,443, common charges are estimated to be approximately \$70 per month and tenant credits total \$6,886. The lease has been renewed and extended through August 31, 2023 under similar terms.

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

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

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned (1) (1a)	Share type/class	Ownership Percentage of Class Outstanding	Note
Karen Berend	Officer >5%	New York, NY	2,500,000 38,506	Series A Preferred Series B Preferred	50% 47%	Restricted stock
David Berend	Officer >5%	Palisades, NY	2,500,000 33,838	Series A Preferred Series B Preferred	50% 20%	Restricted stock
Livingston Asset Management LLC	>5%	Naples, FL	5,000	Series B Preferred	6%	Restricted stock

Note: Each issued and outstanding Series A Preferred share shall be entitled to the number of votes equal to the result of: (i) the number of common shares issued and outstanding at the time of such vote, multiplied by 1.01; divided by (ii) the total number of Series A Preferred shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series A Preferred shares shall vote together with the holders of common stock as a single class.

Each holder of Series B Preferred stock is entitled to vote on any matters posed to stockholders. The number of common share equivalent votes is based on the conversion ratio of 1,840, shares of common stock for each share of Series B Preferred stock.

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: William Robinson Eilers
Firm: Eilers Law Group, PA
Address 1: 149 South Lexington Avenue
Asheville, NC 28801
Phone: (786) 273-9152
Email: wreilers@eilerslawgroup.com

Accountant or Auditor

Name: William Gonyer
Firm: Will Stephenson Advisory LLC
Address 1: 697 Sport Hill Road
Easton CT, 06612
Phone: (203) 702-1820
Email: wgonyer@gmail.com

Investor Relations Consultant

N/A

Other Service Providers

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

None

10) Issuer Certification

Principal Executive Officer:

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

I, Conrad Huss certify that:

1. I have reviewed this Quarterly Disclosure Statement of Renewable Energy & Power, 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.

November 8, 2021

/s/ Conrad Huss]

Principal Financial Officer:

I, Conrad Huss certify that:

1. I have reviewed this Quarterly Disclosure Statement of Renewable Energy & Power, 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.

November 8, 2021

/s/ Conrad Huss]