

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Torque Lifestyle Brands, Inc.

11427 WI70 Frontage Road N.
Wheat Ridge, CO. 80033

1-800-878-4830
www.torquelb.com
invest@torquelb.com
2833

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:

62,971,826

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

20,173,942

As of December 30, 2020 the number of shares outstanding of our Common Stock was:

373,942

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

⁵ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No: ☒

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

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

Commodore International Corporation (AKA Reunite Investments, Inc.), a Colorado corporation ("CDRL" or the "Company"). On May 10, 1999, the Company was incorporated as Tensleep Design, Inc. under the laws of the State of Colorado. On May 10, 2000, the Company amended its Articles of Incorporation and changed its name to Tensleep Technologies, Inc. At this time, the Company had 155,000,000 shares of stock authorized, 150,000,000 common shares and 5,000,000 preferred shares. The preferred shares had no designation of rights or privileges. Tensleep Technologies, Inc., changed its name to Yeahronimo Media Ventures, Inc. On March 7, 2005 and on July 7, 2005 changed its name to Commodore Inc. On September 16, 2005, CDRL changed its name back to Yeahronimo Media Ventures, Inc. and on October 6, 2005 changed its name to Commodore International Corporation. Finally, on June 6, 2009, the Company changed its name to Reunite Investments, Inc., however, CDRL never filed a FINRA corporate action to ratify the change so the Company continues to trade under the name Commodore International Corporation. The Company filed a Form 10-SB in 1998 and 1999 but withdrew the filing both times. CDRL filed the Form a third time in 1999 and the Form became effective in July 1999. The Company filed their last quarterly report on September 30, 2001 and thereafter filed the Form 15-12G, Notice of Termination of Registration, on December 27, 2001. The Company filed a Certificate of Amendment with the Colorado Secretary of State on July 27, 2020 to change its name to Torque Lifestyle Brands, 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):

May 10, 1999, Colorado. The company is in good standing with the state.

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:

The Company filed a Certificate of Amendment with the Colorado Secretary of State on July 27, 2020 to change its name to Torque Lifestyle Brands, Inc. and effect a 1 for 400 reverse stock split. The Company is also applying for a new stock symbol. The Company is seeking FINRA's approval to conduct these corporate actions.

The Company was granted a 3:1 Forward Split by FINRA effective date 7/30/2021.

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

11427 West I-70 Frontage Road North, Wheat Ridge. CO. 80033

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 been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☒ No: ☐

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

On April 14, 2020, the 2nd Judicial District Court in Denver County entered an order appointing Small Cap Compliance, LLC, as custodian for CDRL. On April 15, 2020, Rhonda Keaveney was appointed as interim officer and director.

2) Security Information

Trading symbol:	<u>TQLB</u>	
Exact title and class of securities outstanding:	<u>COMMON STOCK</u>	
CUSIP:	<u>891332 207</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>3,000,000,000</u>	as of date: <u>10/05/2021</u>
Total shares outstanding:	<u>64,571,826</u>	as of date: <u>09/30/2021</u>
Number of shares in the Public Float ⁶ :	<u>11,864,669</u>	as of date: <u>09/30/2021</u>
Total number of shareholders of record:	<u>140</u>	as of date: <u>09/30/2021</u>

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

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____

Transfer Agent

Name: Corporate Stock Transfer (Equiniti Trust Company)
Phone: 303-282-4800
Email: chad.dalton@equiniti.com
Address: 275 MADISON AVENUE 34TH FLOOR NEW YORK NY 10016

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: ☒ No: ☐

3) Issuance History

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

⁶ "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.

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div> Date <u>12/2019</u> Common: <u>149,449,998</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>04/20/2020</u>	<u>New Issue</u>	<u>400</u>	<u>Pref. A</u>	<u>\$40.000</u>	<u>NA</u>	<u>Rhonda Keaveney</u>	<u>Expenses</u>	<u>N/A</u>	<u>N/A</u>
<u>07/13/2020</u>	<u>Transfer/ Sale</u>	<u>400</u>	<u>Pref A</u>	<u>\$40.000</u>	<u>NA</u>	<u>From Rhonda Keaveney to Supplement Grp. (Europe) Ltd. (Controlling Parties: David Lovatt /Leonard Armenta)</u>	<u>Transfer/ Sale</u>	<u>N/A</u>	<u>N/A</u>
<u>01/15/2021</u>	<u>New Issue</u>	<u>15.000.000</u>	<u>Common</u>	<u>\$15.000</u>	<u>Yes</u>	<u>Supplement Grp. (Europe) Ltd. (Controlling Parties: David Lovatt /Leonard Armenta)</u>	<u>Services</u>	<u>Restricted</u>	<u>Restricted</u>
<u>01/21/2021</u>	<u>New Issue</u>	<u>200.000</u>	<u>Common</u>	<u>\$50.000</u>	<u>Yes</u>	<u>Citta Alta Capital: Craig Coaches</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>01/21/2021</u>	<u>New Issue</u>	<u>400.000</u>	<u>Common</u>	<u>\$100.000</u>	<u>Yes</u>	<u>GPL Ventures: Alexander Dillon</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>

<u>02/08/2021</u>	<u>New Issue</u>	<u>200,000</u>	<u>Common</u>	<u>\$50,000</u>	<u>Yes</u>	<u>Citta Alta Capital: Craig Coaches</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>02/19/2021</u>	<u>New Issue</u>	<u>800,000</u>	<u>Common</u>	<u>\$200,000</u>	<u>Yes</u>	<u>GPL Ventures: Alexander Dillon</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>02/26/2021</u>	<u>New Issue</u>	<u>400,000</u>	<u>Common</u>	<u>\$100,000</u>	<u>Yes</u>	<u>Citta Alta Capital: Craig Coaches</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>03/01/2021</u>	<u>New Issue</u>	<u>500,000</u>	<u>Common</u>	<u>\$125,000</u>	<u>Yes</u>	<u>Union Capital: Yankee Borenstein</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>03/23/2021</u>	<u>New Issue</u>	<u>800,000</u>	<u>Common</u>	<u>\$200,000</u>	<u>Yes</u>	<u>GPL Ventures: Alexander Dillon</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>06/04/2021</u>	<u>New Issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$250,000</u>	<u>Yes</u>	<u>GPL Ventures: Alexander Dillon</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>04/08/2021</u>	<u>New Issue</u>	<u>350,000</u>	<u>Common</u>	<u>\$87,500</u>	<u>Yes</u>	<u>Brian Baldinger</u>	<u>Services/Representation</u>	<u>Restricted</u>	<u>Restricted</u>
<u>05/03/2021</u>	<u>New Issue</u>	<u>150,000</u>	<u>Common</u>	<u>\$37,500</u>	<u>Yes</u>	<u>Brian Baldinger</u>	<u>Services/Representation</u>	<u>Restricted</u>	<u>Restricted</u>
<u>07/12/2021</u>	<u>New Issue</u>	<u>1,600,000</u>	<u>Common</u>	<u>\$400,000</u>	<u>Yes</u>	<u>GPL Ventures: Alexander Dillon</u>	<u>Reg A</u>	<u>Unrestricted</u>	<u>Free Trading</u>
<u>8/10/2021</u>	<u>New Issue</u>	<u>450,000</u>	<u>Common</u>	<u>\$13,500</u>	<u>No</u>	<u>Brian Baldinger</u>	<u>Services/Representation</u>	<u>Restricted</u>	<u>Restricted</u>
<u>9/14/2021</u>	<u>New Issue</u>	<u>450,000</u>	<u>Common</u>	<u>\$13,500</u>	<u>No</u>	<u>Brian Baldinger</u>	<u>Services/Representation</u>	<u>Restricted</u>	<u>Restricted</u>
<u>10/14/2021</u>	<u>Cancellation</u>	<u>-1,600,000</u>	<u>Common</u>	<u>\$400,000</u>	<u>-</u>	<u>GPL Ventures: Alexander Dillon</u>	<u>Cancelled</u>	<u>Cancelled</u>	<u>Cancelled</u>
Shares Outstanding on Date of This Report:									
Ending Balance									
Date <u>09/30/2021</u> Common: <u>62,971,826</u>									
Preferred: 1									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>09/30/2020</u>	<u>\$23,477</u>	<u>\$23,477</u>	<u>N/A</u>	<u>10/30/21</u>	<u>None.</u>	<u>David Lovatt</u>	<u>Loan</u>
<u>12/31/2020</u>	<u>\$46,200</u>	<u>\$46,200</u>	<u>N/A</u>	<u>10/20/21</u>	<u>None.</u>	<u>David Lovatt</u>	<u>Loan</u>
<u>07/09/2021</u>	<u>\$400,000</u>	<u>\$400,000</u>	<u>N/A</u>	<u>07/09/22</u>	Conversion Price. Upon any conversion of this Note, the Conversion Price shall be equal to \$0.25, and the Conversion Amount shall be the amount of principal or interest electively converted in the Conversion Notice. The total number of shares due under any conversion notice ("Notice Shares") will be equal to the Conversion Amount divided by the Conversion Price	<u>Alexander Dillon, GPL Ventures LLC</u>	<u>Loan</u>
—	—	—	—	—	—	—	—

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

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)⁸:

Name: David Lovatt
Title: CEO / CFO

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Relationship to Issuer: **CEO**

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

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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

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

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

5) Issuer's Business, Products and Services

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

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

On Jan 08, 2021, Torque's incorporation its subsidiary, American Metabolix, Inc. in the knowledge that it was intending to acquire the assets of American Metabolix from Sensatus Group, LLC.

American Metabolix has various products that it sells to retail stores as well as through its website www.americanmetabolix.com

Subsequently, American Metabolix in created two additional brands : Core Natural Sciences and Storm Lifestyles which are available via their websites: www.corenaturalsciences.com and www.stormlifestyles.com

On Sept 1 2021, American Metabolix, Inc. was sold to a third party also controlled by David Lovatt and Leonard K. Armenta Jr, GenTech Holdings, Inc. in exchange for \$1m in consideration, \$500,000 in cash being paid upon closing and the remainder in notes.

On July 21 2021, Torque and Zero Day Nutrition Company established a JV named Zero Torque Manufacturing, LLC. that is 51% controlled by Torque and 49% controlled by Zero Day Nutrition Company. Torque made an initial investment of \$350,000 in cash and the agreement sees all of the manufacturing work and revenue for one of Zero Day Nutrition Company's affiliated products, Glaxton, to be manufactured in the JV. Revenues from this JV are not reported in this filing as they did not commence until October 2021.

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

Zero Torque Manufacturing, LLC.
American Metabolix, Inc. (Sold Sept 1 2021)

C. Describe the issuers' principal products or services.

Nutritional Supplements products

6) Issuer's Facilities

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

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

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

The Company shares 20,000 square feet of various Warehouse and Office space(s) in Wheat Ridge Colorado and in Austin, Texas.

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>David Lovatt</u>	<u>CEO, owner more than 5% through ownership of Supplement Group</u>	<u>Jacksonville, FL</u>	<u>0</u> <u>Personally</u>	<u>Pref A</u>	<u>50%</u>	<u>Shares issued to Supplement Group where David Lovatt is 50% controlling party</u>

<u>Leonard K. Armenta Jr.</u>	<u>President, owner more than 5% through ownership of Supplement Group</u>	<u>Wheat Ridge, CO</u>	<u>0 Personally</u>	<u>Pref A</u>	<u>50%</u>	<u>Shares issued to Supplement Group where Leonard Armenta is 50% controlling party</u>
<u>Supplement Group (Europe) Ltd</u>	<u>Owner more than 5%</u>	<u>Wheat Ridge, CO</u>	<u>45,000,000</u>	<u>Common</u>	73%	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties

thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

9) Third Party Providers

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

Securities Counsel

Name: Vic Devaeminck
Firm:
Address 1: 100013 N.E. Hazel Dell Avenue
Address 2: Suite 317, Vancouver, WA. 98685
Phone: 503 806 3533
Email: vic@vicdevlaeminck.com

Accountant or Auditor

Name: In House Accountancy
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, David Lovatt, certify that:

1. I have reviewed this Quarterly Report of Torque Lifestyle Brands, 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.

11/11/2021 [Date]

/s/ David Lovatt [CEO's Signature]

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

Principal Financial Officer:

I, David Lovatt certify that:

1. I have reviewed this Quarterly Report of Torque Lifestyle Brands, 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.

11/11/2021 [Date]

/s/ David Lovatt [CFO's Signature]

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

TORQUE LIFESTYLE BRANDS, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	As on September 30, 2021	As on September 30, 2020
Assets		
Current Assets		
Cash and cash equivalents	\$ 141,002	\$ -
Notes and loans receivables	2,146,460	-
Inventory	150,000	-
Total Current Assets	2,437,462	-
Other Assets		
Fixed assets, net	4,792	-
Total Other Assets	4,792	-
Total Assets	\$ 2,442,254	\$ -
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 2,500	\$ -
Notes payable - related party	-	23,477
Notes payable	400,000	
Due to shareholders	427,177	-
Loans payable	50,000	-
Other current liabilities	750	-
Total Current Liabilities	880,427	23,477
Total Liabilities	880,427	23,477
MEMBERS' EQUITY		
Series A convertible preferred stock; 10,000,000 authorized; par value \$0.001		
400,000 and 400,000 issued and outstanding as of September 30, 2021 and		
September 30, 2020, respectively	400	400
Common stock 500,000,000 authorized; par value \$0.001;		
20,173,942 and 149,449,998 shares issued and outstanding at September 30, 2021 and		
September 30, 2020 , respectively	59,322	149,450
Additoinal paid in capital	1,139,082	(78,625)
Retained earnings	363,022	(94,702)
Total stockholders' equity	1,561,826	(23,477)
Total Liabilites and stockholders' equity	\$ 2,442,254	\$ -

The accompanying notes are an integral part of these financial statements.

TORQUE LIFESTYLE BRANDS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended	
	September 30, 2021	September 30, 2020
Revenue	\$ 129,437	\$ -
Cost of revenue	83,996	-
Gross profit	45,441	-
Operating expenses:		
Advertising & marketing	32,121	-
Bank charges & fees	26	-
Contractors	5,340	-
Dues & subscriptions	4,149	-
OTC market fees	-	4,500
Legal & professional services	220,151	16,100
General and administrative	88,010	2,877
Total expenses	349,797	23,477
Other income		
Gain on disposal of subsidiary	1,780,477	-
Net income / loss	\$ 1,476,121	\$ (23,477)

The accompanying notes are an integral part of these financial statements.

TORQUE LIFESTYLE BRANDS, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

For the three months ended
September 30, September 30,
2021 2020

Cash Flows From Operating Activities		
Net income / (loss)	\$ 1,476,121	\$ (23,477)
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on disposal of subsidiary	(1,780,477)	-
Amortization	44,444	-
Accounts receivable (A/R)	28,245	-
Notes and loans receivables	(1,300,000)	-
Inventory	(210,737)	-
Accounts payable (A/P)	(22,569)	-
Other current assets	(179,698)	-
Other current liabilities	141	-
Total adjustments to reconcile net income to net cash provided by operating activities:	(3,420,652)	-
Net cash used in operating activities	(1,944,531)	(23,477)
Cash flows from investing activities		
Proceeds from disposal of subsidiary	1,147,517	-
Net cash used in investing activities	1,147,517	-
Cash flows from financing activities		
Proceeds from notes and loans payable	200,750	-
Notes payable - related party	500,000	23,477
Net cash provided by financing activities	700,750	23,477
Net increase in cash and cash equivalents	(96,264)	-
Cash and cash equivalents at the beginning of the year	237,265	-
Cash and cash equivalents at the end of the year	\$ 141,002	\$ -

The accompanying notes are an integral part of these financial statements.

TORQUE LIFESTYLE BRANDS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Series A Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance, January 1, 2020	-	-	1,121,826	1,122	30,103	(44,404)	(13,179)
Issuance of Series A preferred stock for services	400,000	400	-	-	39,600	-	40,000
Satisfaction of company liability by custodian	-	-	-	-	13,179	-	13,179
Net loss for the six months ended June 30, 2020	-	-	-	-	-	(40,000)	(40,000)
Balance, June 30, 2020	400,000	400	1,121,826	1,122	82,882	(84,404)	-
Net loss for the three months ended, September 30, 2020	-	-	-	-	-	(23,477)	(23,477)
Balance, September 30, 2020	400,000	400	1,121,826	1,122	82,882	(107,881)	(23,477)
Net income for the three months ended, December 31, 2020	-	-	-	-	-	(29,011)	(29,011)
Balance, December 31, 2020	400,000	400	1,121,826	1,122	82,882	(136,892)	(52,488)
Issuance of common stock on January 19, 2021 for services	-	-	45,000,000	45,000	(30,000)	-	15,000
Issuance of common stock for cash	-	-	11,700,000	11,700	962,700	-	974,400
Issuance of common stock on April 8, 2021 and May 3, 2021 for services	-	-	1,500,000	1,500	123,500		125,000
Net loss for the six months ended, June 30, 2021	-	-	-	-	-	(976,207)	(976,207)
Balance, June 30, 2021	400,000	\$ 400	59,321,826	\$ 59,322	\$ 1,139,082	\$ (1,113,099)	\$ 85,705
Net profit for the three months ended, September 30, 2021	-	-	-	-	-	1,476,121	1,476,121
Balance, September 30, 2021	400,000	\$ 400	59,321,826	\$ 59,322	\$ 1,139,082	\$ 363,022	\$ 1,561,826

The accompanying notes are an integral part of these financial statements.

TORQUE LIFESTYLE BRANDS, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2021

Note 1 - Organization and Description of Business

Torque Lifestyle Brands, Inc. (formerly known as Commodore International Corporation, Reunite Investments, Inc., Yeahronimo Media Ventures Inc., Commodore Inc., Tensleep Technologies, Inc. and Tensleep Design, Inc.) (A Colorado Corporation) (the “Company” or “TQLB”) was incorporated under the laws of the state of Colorado on May 10, 1999 as Tensleep Design, Inc.

On November 1, 2019, the Company became Delinquent in Colorado for failure to file the Periodic Report required by Colorado. On April 14, 2020, the 2nd Judicial District Court in Denver County ordered the appointment of “Small Cap Compliance, LLC” as custodian for the Company. Also, on April 14, 2020, the Company filed a Statement Curing Deficiency with Colorado. On April 15, 2020, Rhonda Keaveney was appointed as interim officer and director.

The Company was reinstated on April 19, 2020, and the custodian filed an amendment to the Articles of Incorporation with the Colorado Secretary of State to raise the authorized number of common shares to 500,000,000, par value \$ 0.001, from 150,000,000 and to raise the authorized number of Series A Preferred Stock shares to 10,000,000, par value \$ 0.001, from 5,000,000. On April 20, 2020, the Company issued 400,000 shares of Series A preferred stock to Small Cap Compliance, LLC for services rendered on behalf of the Company.

On July 13, 2020, Small Cap Compliance, LLC entered into a Stock Purchase Agreement with David Lovatt and Leonard Armenta. As a result, the 400,000 shares of Series A preferred stock were transferred (200,000 each to David Lovatt and Leonard Armenta), and a change of control occurred. Rhonda Keaveney resigned her positions as CEO, Treasurer, Secretary, and Director. David Lovatt was appointed CEO and Director and Leonard Armenta was appointed Secretary, Treasurer, and Director.

Torque Lifestyle Brands, Inc. is to become a recognized brand name in the supplements production industry with its headquarters in the United States of America. Its Nutritional Supplements offering is founded in 2020. Torque Nutritional Supplements, a subsidiary of Torque Lifestyle Brands, is set to be a global manufacturing company known for its unique production of nutritional supplements, specifically targeting sportspeople.

Our range of products include Torque Metabolic Enhancer, Torque Source of Protein, Torque Fat burn tablets, and Torque Pre-workout & Recovery, which will be manufactured from natural ingredients in compliance with FDA regulation. Our products will be manufactured for the US market at the initial stage and sold to distribution partners in the nutritional supplements market, big players in the fast-moving consumer goods industry, big box retailers and fitness clubs. The next phase will see us expanding to markets outside the US including United Arab Emirates, Singapore, and South America.

On February 2, 2021, the Company acquired the American Metabolix™ brand of products from Sensatus Group, LLC (See Note 4) and began operations in the Company’s newly formed subsidiary American Metabolix, Inc. which was formed in Colorado on January 8, 2021.

On July 21, 2021, TQLB executed a Limited Liability Company Agreement of Zero Torque Manufacturing, LLC (the “LLC”) with Zero Day Nutrition Company (“Zero Day”). The Agreement provides for the formation of the LLC, with TQLB to make a cash capital contribution to the LLC in the amount of \$ 300,000 (which was paid by TQLB on August 24, 2021) and Zero Day to assign to the LLC

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the existing manufacturing relationships with certain specified customers which the two members (i.e., TQLB and Zero Day) agreed has a gross asset value of the capital contribution of \$ 288,235. After the capital contributions, TQLB is to own 510 units of the LLC and Zero Day is to own 490 units of the LLC. The agreement provides that excess cash is to be distributed to the members at least once each calendar quarter in proportion to their Percentage Interests. The term of the LLC will continue until the occurrence of a certain specified event (such as unanimous vote of the Members or the sale or liquidation of all or substantially all of the assets of the LLC).

On September 1, 2021, TQLB sold all 100 of the issued and outstanding shares of common stock of American Metabolix, Inc. to GenTech Holdings Inc. for \$ 1,300,000 (See Note 4).

Note 2 - Going Concern

The Company is still in its development stage and the extent of the Company's future operating losses and the timing of becoming profitable, if ever, are uncertain. During the three months period ended September 30, 2021, net cash used in operating activities was \$ 1,944,531. These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. However, the management of the Company believes that the Company will remain a going concern in the foreseeable future. The Company will offer noncash consideration and seek equity lines as a means of financing its operations. If the Company is unable to obtain revenue producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The financial statements do not include adjustments to the carrying value of assets and liabilities which might be necessary should the Company not continue in operation.

Note 3 - Summary of Significant Accounting Policies

Basis of Presentation

The consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC").

Principles of Consolidation

The consolidated financial statements of the Company include the accounts of the Company and its joint venture (with 51% ownership) company Zero Torque Manufacturing, LLC. All inter-company balances and transactions have been eliminated in consolidation.

TORQUE LIFESTYLE BRANDS, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2021 AND JUNE 30, 2020 (UNAUDITED) AND
FOR THE YEARS ENDED DECEMBER 31, 2020 AND DECEMBER 31, 2019

Use of Estimates

The preparation of financial statements in conformity with 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 periods. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include all short-term highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less from the date of purchase.

Accounts Receivable

Accounts receivable are non-interest-bearing obligations due under the normal course of business. The management reviews account receivable on a monthly basis to determine if any receivables will be potentially uncollectible. Historical bad debts and current economic trends are used in evaluating the allowance for doubtful accounts. The Company includes any accounts receivable balances that are determined to be uncollectible in its overall allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance. At September 30, 2021, the allowance for doubtful accounts is \$ 0

Inventory

Inventory, consisting of nutritional supplements under the Zero Torque Manufacturing brand name at September 30, 2021, is stated at the lower of cost and net realizable value. Adjustments to reduce the cost of inventory to its net realizable value are made, if required, for estimated excess, obsolescence, or impaired balances.

Revenue Recognition

Revenue is recognized only when all of the following conditions have been met: (i) there is persuasive evidence of an arrangement; (ii) delivery has occurred; (iii) the price or fee is fixed or determinable; and (iv) collectability is reasonably assured.

Income Taxes

The Company accounts for income taxes under ASC 740 "Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements 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 years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in 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.

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Basic and Diluted Earnings (Loss) Per Share

Basic earnings (loss) per common share is computed by dividing the earnings / (loss) for the period by the weighted average number of shares of common stock outstanding during the period.

In computing diluted earnings (loss) per share, basic earnings (loss) per share is adjusted to reflect the potential dilution that could occur upon the exercise of potentially dilutive securities (such as stock options and convertible preferred stock) only if dilutive. Accordingly, in periods of net loss, no potentially dilutive securities are considered.

Fair Value of Financial Instruments

The Company's balance sheet includes certain financial instruments such as cash and cash equivalents, accounts receivable, notes and loans payable, and accounts payable and accrued liabilities. The carrying amounts of current assets and current liabilities approximate their fair values because of the relatively short period of time between the origination of these instruments and their expected realization.

The Company follows FASB Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 – Inputs that are both significant to the fair value measurement and unobservable.

Share Based Expenses

ASC 718 "Compensation - Stock Compensation" prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee

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stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, "Equity - Based Payments to Non-Employees." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

Related Parties

The Company follows ASC 850, Related Party Disclosures, for the identification of related parties and disclosure of related party transactions.

During the three months ended September 30, 2021, the Company sold all 100 of the issued and outstanding shares of common stock of American Metabolix, Inc. to GenTech Holdings Inc. for \$1,300,000 (See Note 4).

Recently Issued Accounting Pronouncements

Certain accounting pronouncements have been issued by the FASB and other standard setting organizations which are not yet effective and therefore have not yet been adopted by the Company. The impact on the Company's financial position and results of operations from adoption of these standards is not expected to be material.

Note 4 – Asset Purchase Agreement and Sale of American Metabolix, Inc.

On January 20, 2021, TQLB executed an Asset Purchase Agreement with Sensatus Group, LLC ("Sensatus") whereby the Company acquired, from Sensatus, certain nutritional supplements inventories called the American Metabolix brand (valued at \$ 200,000) and certain intangible assets (predominantly customer lists) (valued at \$800,000) for a total purchase price of \$1,000,000. These assets were transferred to TQLB's subsidiary American Metabolix, Inc. The Company paid Sensatus a down payment of \$200,000 on February 2, 2021 and issued Sensatus a secured promissory note in the amount of \$ 800,000 repayable in four equal quarterly payments.

On September 1, 2021 (See Note 1), TQLB executed a Share Purchase Agreement with GenTech Holdings, Inc. ("GenTech") whereby TQLB sold all 100 of the issued and outstanding shares of common stock of American Metabolix, Inc. (the "Business") to GenTech for \$1,300,000 to be paid (i) \$500,000 cash, (ii) \$400,000 through GenTech's assumption of \$400,000 of the promissory note in the original principal amount of \$800,000 payable by TQLB to Sensatus which note had a remaining balance due of \$400,000, and (iii) \$400,000 through GenTech's issuance of a \$400,000 promissory note to TQLB repayable in four equal quarterly payments.

TORQUE LIFESTYLE BRANDS, INC.
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Note 5 – Notes and Loans Payable

At September 30, 2021, notes and loans payable consist of:

	<u>September 30</u>	
	<u>2021</u>	<u>2020</u>
Note payable to GPL Ventures, LLC, dated July 19, 2021, non-interest bearing, due in quarterly installments of \$200,000 each. The Note bears interest at a rate of 10% per annum, is due July 9, 2022, and is convertible at the option of the holder into shares of TQLB Common Stock at a conversion price of \$0.0833 (as adjusted) per share.	\$ 400,000	\$ -
Loans payable to Green Light Developments, LLC	15,000	-
Loans payable to Supplement Group (Europe) Ltd, non-interest bearing, due on demand	35,000	-
Total	<u>\$450,000</u>	<u>\$ -</u>

Note 6 – Stockholders' Equity

Preferred stock

On April 20, 2020, the Company issued 400,000 shares of Series A preferred stock to Small Cap Compliance, LLC (the entity that was appointed as custodian for the Company on April 14, 2020) for services rendered to the Company, including for the reinstatement of the Company's charter in Nevada. Each share of Series A preferred stock is convertible, at the option of the Holder, into 7.5 shares (as adjusted) of TQLB common stock. The \$40,000 estimated fair value of the 400,000 shares of Series A preferred stock on April 20, 2020 was expensed as "Reinstatement fees" in the nine months ended September 30, 2020.

Common stock

Stock Splits - Effective August 24, 2020, the Company effectuated a 1 share for 400 shares reverse stock split which reduced the issued and outstanding shares of common stock from 149,449,998 shares to 373,942 shares. Effective July 30, 2021, the Company effectuated a 3-shares for 1 share forward stock split which increased the issued and outstanding shares of common stock from 20,173,942 shares to 60,521,826 shares. The accompanying financial statements have been retroactively adjusted to reflect these stock splits.

On January 19, 2021, the Company issued 45,000,000 (as adjusted) shares of its common stock to Supplement Group (Europe) Ltd. for services rendered. The \$15,000 estimated fair value of the 45,000,000 shares of TQLB common stock on January 19, 2021 was expensed as "Management and Administrative Services Fees to Related Party" in the three months ended March 31, 2021.

From January 21, 2021 to June 4, 2021, the Company sold a total of 11,700,000 (as adjusted) shares of its common stock to investors in a Regulation A offering at a price of 0.0833 (as adjusted) per share for total proceeds of \$974,400.

TORQUE LIFESTYLE BRANDS, INC.
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On April 8, 2021 and May 3, 2021, the company issued a total of 1,500,000 (as adjusted) shares of its common stock to a consultant for services rendered. The \$125,000 estimated fair value of the 1,500,000 shares of TQLB common stock on dates of issuance was expensed as “Consultancy Fees” in the three months ended June 30, 2021.