

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

AQUA POWER SYSTEMS INC.

**2180 Park Avenue North
Unit 200
Winter Park, FL 32789**

**Phone Number: (407) 674-9444
Website: www.aquapowersystems.com
e-mail: aquapowersystems@gmail.com**

SIC 4911

**Quarterly Report
For the Three Months Ended September 30, 2021
(the "Reporting Period")**

As of 9/30/2021, the number of shares outstanding of our Common Stock was: 50,146,804

As of 9/30/2020, the number of shares outstanding of our Common Stock was: 59,066,942

As of 3/31/2021, the number of shares outstanding of our Common Stock was: 59,066,942

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 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)-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.

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

We were originally incorporated in Nevada on December 9, 2010, as NC Solar Inc. with the goal of developing solar energy collection farms on commercial and/or industrial buildings located on distressed, blighted and/or underutilized commercial land in North Carolina and other southern states of the United States. On June 6, 2014, Management changed and in August of 2014 we changed our name to Aqua Power Systems Inc.

Aqua Power Systems Inc. has been domiciled in the state of Nevada since December 9, 2010. The Company is in good standing with the state of Nevada.

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

There have been no suspension orders from the Securities and Exchange Commission nor has any recognized regulatory body imposed additional restrictions on the transfer of stock.

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 is presently in various stages of corporate development activities to build shareholder value, but it does not presently have definitive plans to issue dividends or recapitalize, nor has there been any stock split, stock dividend, recapitalization, merger or in the past 12 months.

At the discretion of the Board of Directors and the Majority of Shareholders the aforementioned statements may be subject to change at any time.

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

Aqua Power Systems, Inc.
2180 Park Avenue North
Unit 200
Winter Park, Florida 32789
United States

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 December 1, 2020, the Eight Judicial District Court of Nevada entered an order appointing Small Cap Compliance, LLC as custodian of the Company, authorizing and directing it to, among other things, take any action reasonable, prudent and for the benefit of the Company, including reinstating the Company under Nevada law, appointing officers and convening a meeting of stockholders. Small Cap Compliance, LLC was not a shareholder of the Company on the date that it applied to serve as a custodian of the Company.

On December 7, 2020, Small Cap Compliance, LLC filed the Certificate of Reinstatement for the Company, thereby reinstating the Company, appointed Stephen Carnes as the sole officer and director of the Company, and amended the Company's Certificate of Incorporation to authorize the issuance of one million shares of Series B Preferred Stock.

On March 3, 2021, the Eighth Judicial District Court of Nevada entered an order approving Small Cap Compliance, LLC's actions, without prejudice to the claims of interested parties as to dilution of their interest, terminated Small Cap Compliance, LLC's custodianship of the Company, and discharged Small Cap Compliance as the custodian of the Company.

Effective August 5, 2021, the Eighth Judicial District Court of Clark County, Nevada granted a motion to bar any asserted and unasserted claims against the assets of the Company prior to the date of judgment. In connection with the judgment, management has determined it is appropriate to write-off certain accounts payable, accrued expenses and notes payable due by the Company to third parties with the exception of the payables current management has authorized since its appointment.

During September 2021, as a result of a court order, the Company canceled a total of 9,020,138 shares of its common stock. Specifically, 6,330,138 of these shares (or 10.7% of the total issued and outstanding shares) were held by Silverton SA as disclosed in prior filings, and 2,690,000 of these shares were held by Paramount Trading Company.

Item 2. Security Information

Trading symbol:	APSI
Exact title and class of securities outstanding:	Common Stock
CUSIP:	03790A 105
Par or stated value:	\$0.0001

September 30, 2021

Total shares authorized:	200,000,000
Total shares outstanding:	50,146,804
Number of shares in the Public Float ² :	17,104,180
Total number of shareholders of record:	5

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

Trading symbol:	APSI
Exact title and class of securities outstanding:	Series A Preferred Stock
CUSIP:	03790A 105
Par or stated value:	\$0.001

September 30, 2021

Total shares authorized:	5,000,000
Total shares outstanding:	0
Number of shares in the Public Float ³ :	N/A
Total number of shareholders of record:	N/A

Trading symbol:	APSI
Exact title and class of securities outstanding:	Series B Preferred Stock
CUSIP:	03790A 105
Par or stated value:	\$0.001

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 "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.

September 30, 2021

Total shares authorized: 1,000,000
Total shares outstanding: 500,000
Number of shares in the Public Float⁴: N/A
Total number of shareholders of record: 1

Note: There are a total of 10,000,000 shares of preferred stock authorized, only 6,000,000 shares are currently designated (5 million Series A Preferred Stock – designation filed September 9, 2015, and 1 million Series B Preferred Stock – designation filed December 7, 2020).

Transfer Agent

Name: VStock Transfer, LLC
Phone: (212) 828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Place
Woodmere, NY 11598

Is the Transfer Agent registered under the Exchange Act?⁵ Yes: ☒ No: ☐

Item 3. Issuance History

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:			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance</u>									
Date: 3/31/2019 Common: 59,066,942 Preferred: - 0 -									
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.
12/7/2020	New Issuance	500,000	Pref B	\$0.001	Yes – Issued at Par Value	Small Cap Compliance, LLC* Voting Control is with Ms. Rhonda Keaveney	Services	Restricted	Exempt

⁴ "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.

⁵ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

12/7/2020	Cancellation	500,000	Pref B	\$0.001	Yes – Issued at Par Value	Small Cap Compliance, LLC* Voting Control is with Ms. Rhonda Keaveney	N/A	Restricted	Exempt
12/7/2020	New Issuance	500,000	Pref B	\$0.001	Yes – Issued at Par Value	Mr. Stephen Carnes*	Change of Control	Restricted	Exempt
4/22/2021	New Issuance	100,000	Common	\$2	No	Ms. Wong Hang Nga	Investment – Subscription Agreement	Restricted	Exempt
9/22/2021	Cancellation	(6,330,138)	Common	\$0.0001	Yes – Issued at Par Value	Silverton SA* Voting Control was with Mr. Roger Knox	Investment	Restricted	Exempt
9/24/2021	Cancellation	(2,690,000)	Common	\$0.0001	Yes – Issued at Par Value	Paramount Trading* No control persons can be identified (defunct entity)	Investment	Restricted	Exempt
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date: 9/30/2021									
Common: 50,146,804									
Preferred: 500,000									

Note 1: The 500,000 shares originally issued to Small Cap Compliance, were subsequently canceled and cancelled simultaneously reissued to Stephen Carnes.

Note 2: During September 2021, as a result of a court order, the Company canceled a total of 9,020,138 shares of its common stock. Specifically, 6,330,138 of these shares (or 10.7% of the total issued and outstanding shares) were held by Silverton SA as disclosed in prior filings, and 2,690,000 of these shares were held by Paramount Trading Company.

B. Debt Securities, Including Promissory and Convertible Notes

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.)
12/16/2020	\$5,100	\$5,100	\$0	On Demand	None	Stephen Carnes	Loan

Note: Effective August 5, 2021, the Eighth Judicial District Court of Clark County, Nevada, has granted a motion to bar asserted claims and unasserted claims pursuant to NRS 78.635, NRS 78.675, and NRS 78.685(1), stating that all claimants and creditors of the Company are barred from participating in the distribution of the assets of the Company for claims which arose on or before the date of the order. In connection with the judgment, management has determined it is appropriate to write-off the payables due to prior management and other parties with the exception of the note dated 12/16/2020 to the current CEO, Stephen Carnes in the amount of \$5,100).

Item 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)⁶:

Name: Jim DiPrima
Title: Accountant
Relationship to Issuer: Compensated Consultant

Financial Statements for the three months ended September 30, 2021, have been attached hereto as Exhibit A of this Quarterly Report and are presented as follows:

<u>Report</u>	<u>Page #</u>
Balance Sheet as of September 30, 2021 and March 31, 2021	F-2
Statement of Operations for the six months ended September 30, 2021 and 2020	F-3
Statement of Shareholder's Equity (Deficit) as of September 30, 2021 and 2020	F-4
Statement of Cash Flows for the six months ended September 30., 2021 and 2020	F-5
Notes to the Financial Statements for the six months ended September 30, 2021	F-6

Item 5. Issuer's Business, Products and Services

The Company is a shell company in that it has no or nominal operations with either no or nominal assets. The Company's business purpose is to identify, research and if determined to meet the Company's criteria, acquire an interest in business opportunities available for the Company to leverage. The Company is not restricting its business development criteria to any specific business, industry, or geographical location. The Company may in fact participate in a business venture of virtually any kind or nature.

Item 6. Issuer's Facilities

The Company leases 700 square feet of office space at 2180 Park Avenue North, Unit 200, Winter Park, Florida. Lease terms are \$2,000 per month, on a month-to-month basis.

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

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
Mr. Stephen Carnes	CEO, Director	2180 Park Ave N. Unit 200 Winter Park, FL	500,000	Series B Preferred	100%	Granted custody of the Company
Mr. Tadashi Ishikawa	Former CEO & Director	2-7-17 Omori Honcyo OTA-KU Tokyo, Japan	32,942,624	Common	65.7%	Abandoned the Company

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Item 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);

No.

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;

No.

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

No.

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.

No.

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.

On November 5, 2021, the Company's legal counsel filed a complaint with the courts to cancel a total of 32,942,624 shares of its common stock, representing 65.7% of the current issued and outstanding shares, that were held Mr. Tadashi Ishikawa, the former CEO of the Company.

Item 9. Third Party Providers

Securities Counsel

Name: David L. Hill II, esq.
Firm: Hill Innovative Law, LLC
Address 1: 4140 Roswell Road NE
Address 2: Atlanta, GA 30342
Phone:
Email: colin@hillinnovativelaw.com

Auditor

Name: William Hudgens
Firm: Hudgens CPAs, PLLC
Address 1: 1220 Blalock Road, Suite 300
Address 2: Houston, TX 77055
Phone:
Email: whudgens@hudgetscpas.com

Item 10. Issuer Certification

Principal Executive Officer:

I, Stephen Carnes certify that:

- (1) I have reviewed this quarterly disclosure statement of Aqua Power Systems, Inc. for the six months ended September 30, 2021;
- (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 10, 2021

/s/ Stephen Carnes

CEO, President, Sole Director

Principal Financial Officer:

I, Stephen Carnes certify that:

- (1) I have reviewed this quarterly disclosure statement of Aqua Power Systems, Inc. for the six months ended September 30, 2021;
- (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 10, 2021

/s/ Stephen Carnes

CFO

AQUA POWER SYSTEMS INC.
CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2021 and 2020

	Pages
Consolidated Balance Sheets as of September 30, 2021 and March 31, 2021 (Unaudited)	F-2
Consolidated Statements of Operations for the three and six months ended September 30, 2021 and 2020 (Unaudited)	F-3
Consolidated Statements of Shareholders' Equity for the six months ended September 30, 2021 and 2020 (Unaudited)	F-4
Consolidated Statements of Cash flows for the six months ended September 30, 2021 and 2020 (Unaudited)	F-5
Notes to Unaudited Consolidated Financial Statements	F-6

**AQUA POWER SYSTEMS INC.
CONSOLIDATED BALANCE SHEETS**

	As of September 30, 2021 (Unaudited)	As of March 31, 2021
ASSETS		
Current Assets		
Cash	\$ 149,593	\$ —
Total Current Assets	149,593	—
Total Assets	<u>\$ 149,593</u>	<u>\$ —</u>
LIABILITIES AND STOCKHOLDERS' EQUITY/(DEFICIENCY)		
Current Liabilities		
Accounts payable and accrued expenses, including related party payables of \$12,000 and \$3,000 respectively	\$ 21,000	\$ 40,926
Accrued interest payable convertible notes	-	206,961
Accrued interest related party	-	154,099
Convertible note payable - related party, net	-	263,158
Convertible note, net	-	411,050
Note payable - related party	5,100	21,713
Note payable	-	7,500
Total Liabilities	<u>26,100</u>	<u>1,105,397</u>
Stockholders' Equity (Deficiency)		
Preferred A Stock, \$0.001 par value; 5,000,000 shares authorized, none issued and outstanding	—	—
Preferred B Stock \$0.001 par value 1,000,000 shares authorized, 500,000 issued and outstanding at September 30, 2021 and March 31, 2021	500	500
Common stock, \$0.0001 par value; 200,000,000 shares authorized, 50,146,804 and 59,066,942 issued and outstanding, at September 30, 2021 and March 31, 2020 respectively	5,014	5,906
Additional paid-in capital	207,702	6,810
Accumulated deficit	(89,723)	(1,118,613)
Total Stockholders' Equity (Deficit)	<u>123,493</u>	<u>(1,105,397)</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 149,593</u>	<u>\$ —</u>

See accompanying notes to condensed consolidated financial statement

AQUA POWER SYSTEMS INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,		Six Months Ended September 30,	
	2021	2020	2021	2020
Revenue				
Revenue, net	\$ -	\$ -	\$ -	\$ -
Operating Expenses				
Selling, general and administrative	25,103	-	68,407	-
Total Operating Expenses	25,103	-	68,407	-
Profit (Loss) from Operations	(25,103)	-	(68,407)	-
Other Income (Expense)				
Gain on extinguishment of debt	1,121,407	-	1,121,407	-
Interest expense – related party	(2,743)	(7,011)	(9,304)	(13,946)
Interest expense – other	(4,144)	(10,590)	(14,796)	(21,066)
Total Other Income (Expense)	1,114,520	(17,601)	1,097,307	(35,012)
Provision for Income Taxes	-	-	-	-
NET PROFIT (LOSS)	\$ 1,089,417	\$ (17,601)	\$ 1,028,900	\$ (35,012)
Net Profit (Loss) Per Share: Basic and Diluted	\$ 0.02	\$ (0.00)	\$ 0.02	\$ (0.00)
Weighted Average Number of Shares Outstanding: Basic and Diluted	58,510,007	59,066,942	58,788,474	59,066,942

See accompanying notes to condensed consolidated financial statement

AQUA POWER SYSTEMS INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)
(Unaudited)

For the Six Months Ended September 30, 2021 and 2020

	Series A Preferred		Series B Preferred		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity/ (Deficit) (\$)
	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)	(\$)	(\$)	(\$)
Balance March 31, 2020	–	–	–	–	59,066,942	5,906	7,310	(1,040,681)	(1,027,465)
Net loss	–	–	–	–	–	–	–	(17,410)	(17,410)
Balance June 30, 2020	–	–	–	–	59,066,942	5,906	7,310	(1,058,091)	(1,044,875)
Net loss	–	–	–	–	–	–	–	(17,601)	(17,601)
Balance September 30, 2020	–	–	–	–	59,066,942	5,906	7,310	(1,075,692)	(1,062,476)

	Series A Preferred		Series B Preferred		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity/ (Deficit) (\$)
	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)	(\$)	(\$)	(\$)
Balance March 31, 2021	–	–	500,000	500	59,066,942	5,906	6,810	(1,118,613)	(1,105,397)
Issuance of shares for subscription agreement	–	–	–	–	100,000	10	199,990	–	200,000
Net loss	–	–	–	–	–	–	–	(60,527)	(60,527)
Balance June 30, 2021	–	–	500,000	500	59,166,942	5,916	206,800	(1,179,140)	(965,924)
Cancellation of shares	–	–	–	–	(9,020,138)	(902)	902	–	–
Net loss	–	–	–	–	–	–	–	1,089,417	1,089,417
Balance September 30, 2020	–	–	500,000	500	50,146,804	5,014	207,702	(89,723)	123,493

See accompanying notes to condensed consolidated financial statement

AQUA POWER SYSTEMS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Six Months Ended September 30,	
	2021 (Unaudited)	2020 (Unaudited)
Cash Flows From Operating Activities:		
Net Profit	\$ 1,028,900	\$ (35,012)
Adjustments to reconcile net loss to net cash used in operations		
Gain on extinguishment of debt	(1,121,407)	-
Changes in operating assets and liabilities:		
Increase in accrued interest payable	24,100	35,012
Increase in accounts payable and promissory notes	18,000	-
Net Cash Used In (Provided By) Operating Activities	(50,407)	-
Cash Flows From Investing Activities:		
	-	-
Net Cash Used in Investing Activities	-	-
Cash Flows From Financing Activities:		
Proceeds from common stock sale	200,000	-
Net Cash Provided by Financing Activities	200,000	-
Net Increase (Decrease) in Cash	149,593	-
Cash at Beginning of Period	-	-
Cash at End of Period	\$ 149,593	\$ -
<u>Supplemental disclosure of cash flow information:</u>		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
<u>Supplemental disclosure of non-cash investing and financing activities:</u>		
Beneficial conversion feature	\$ -	\$ -

See accompanying notes to condensed consolidated financial statement

AQUA POWER SYSTEMS, INC
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2021

NOTE 1 – ORGANIZATION AND BUSINESS

Aqua Power Systems, Inc. (APSI), (the "Company") was incorporated in the State of Nevada on December 9, 2010.

On December 1, 2020, the Eight Judicial District Court of Nevada entered an order appointing Small Cap Compliance, LLC as custodian of the Company, authorizing and directing it to, among other things, take any action reasonable, prudent and for the benefit of the Company, including reinstating the Company under Nevada law, appointing officers and convening a meeting of stockholders. Small Cap Compliance, LLC was not a shareholder of the Company on the date that it applied to serve as a custodian of the Company.

On December 7, 2020, Small Cap Compliance, LLC filed the Certificate of Reinstatement for the Company, thereby reinstating the Company, appointed Stephen Carnes as the sole officer and director of the Company, and amended the Company's Certificate of Incorporation to authorize the issuance of up to one million shares of Series B Preferred Stock.

On March 3, 2021, the Eight Judicial District Court of Nevada entered an order approving Small Cap Compliance, LLC's actions, without prejudice to the claims of interested parties as to dilution of their interest, terminated Small Cap Compliance, LLC's custodianship of the Company, and discharged Small Cap Compliance as the custodian of the Company.

The Company is a shell company in that it has no or nominal operations with either no or nominal assets. The Company's business purpose is to identify, research and if determined to meet the Company's criteria, acquire an interest in business opportunities available for the Company to leverage. The Company is not restricting its business development criteria to any specific business, industry, or geographical location. The Company may in fact participate in a business venture of virtually any kind or nature so long that it is in the best interest of the Company and its shareholders in an effort to build long-term shareholder value.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has generated no revenues for the year ending March 31, 2021 and the six months ended September 30, 2021, had a net profit of \$1,028,900 for the six months ended September 30, 2021, and has an accumulated deficit of (\$89,723) and working capital of \$123,493 at September 30, 2021. While favorable currently, the gain on the extinguishment of debt has had a positive impact on the Company. The Company's continuation as a going concern is dependent upon, among other things, its ability to generate revenues and its ability to obtain capital from third parties. No assurance can be given that the Company will be successful in these efforts.

Management plans to identify adequate sources of funding to provide operating capital for continued growth.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) valid transactions are recorded; and (3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principals of Consolidation

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Cash and Cash Equivalents

The Company accounts for cash and cash equivalents under FASB ASC 305, “*Cash and Cash Equivalents*”, and considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815 “Derivatives and Hedging Activities”.

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when it has been determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: The Company records when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

Deferred Income Taxes and Valuation Allowance

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. No deferred tax assets or liabilities were recognized at September 30, 2021.

Financial Instruments

The Company’s balance sheet is limited to organizational startup costs due to the Acquisition was in December 2020. ASC 820, “Fair Value Measurements and Disclosures,” 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.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

The Company does not have any assets or liabilities measured at fair value on a recurring basis.

Long-lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. We did not recognize any impairment losses for any periods presented. As of September 30, 2021, the Company does not have any Long-Lived Assets.

Property and Equipment

The Company follows ASC 360, *Property, Plant, and Equipment*, for its fixed assets. Equipment is stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets (3 years). As of September 30, 2021, the Company did not have any Fixed Assets.

Related Parties

The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions. The Company leases office space from an entity that is controlled by the CEO and a Director of the Company.

Stock-Based Compensation

FASB ASC 718 *Compensation – Stock Compensation*, prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB 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. As of September 30, 2021, the Company did not have any stock-based transactions.

Earnings (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted income (loss) per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and upon the conversion of notes. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 4 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Effective August 5, 2021, the Eighth Judicial District Court of Clark County, Nevada granted a motion to bar any asserted and unasserted claims against the assets of the Company prior to the date of judgment. In connection with the judgment, management has determined it is appropriate to write-off certain accounts payable and accrued expenses due by the Company to third parties with the exception of the payables current management has authorized since its appointment.

NOTE 5 – NOTES PAYABLE

Effective August 5, 2021, the Eighth Judicial District Court of Clark County, Nevada granted a motion to bar any asserted and unasserted claims against the assets of the Company prior to the date of judgment. In connection with the judgment, management has determined it is appropriate to write-off the payables due to prior management and other parties.

Notes Payable - Related Party

On December 16, 2020, the Company issued a demand note in principal amount of \$5,100 to an officer of the Company. The funds were utilized to pay legal expenses on behalf of the Company. The note has no interest obligations.

NOTE 6 – SHAREHOLDERS’ EQUITY

Common Stock

The Company has 200,000,000 authorized common shares with a par value of \$0.0001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought.

On April 22, 2021, the Company issued 100,000 shares of its Common Stock in return for an investment of \$200,000 via a Subscription Agreement.

During September 2021, as a result of a court order, the Company canceled a total of 9,020,138 shares of its common stock. Specifically, 6,330,138 of these shares (or 10.7% of the total issued and outstanding shares) were held by Silverton SA as disclosed in prior filings and canceled on September 22, 2021, and 2,690,000 of these shares were held by Paramount Trading Company and canceled on September 24, 2021.

There were 50,146,804 common shares issued and outstanding at September 30, 2021.

Preferred Stock

The Company is authorized to a total of 10,000,000 shares of preferred stock.

There are 6,000,000 shares currently designated. A designation for 5,000,000 Series A Preferred Stock with a par value of \$0.001 was filed on September 9, 2015, and another designation for 1,000,000 Series B Preferred Stock with a par value of \$0.001 was filed on December 7, 2020.

There are currently no Series A Preferred shares issued and outstanding.

On December 7, 2020, 500,000 Series B Preferred shares were issued to Small Cap Compliance, LLC after the Eighth Judicial District Court of Nevada entered an order appointing Small Cap Compliance, LLC as custodian of the Company, authorizing and directing it to, among other things, take any action reasonable, prudent and for the benefit of the Company, including reinstating the Company under Nevada law, appointing officers and convening a meeting of stockholders. Small Cap Compliance, LLC was not a shareholder of the Company on the date that it applied to serve as a custodian of the Company. On that same day, Small Cap Compliance, LLC filed the Certificate of Reinstatement for the Company, thereby reinstating the Company, appointed Stephen Carnes as the sole officer

and director of the Company, and amended the Company's Certificate of Incorporation to authorize the issuance of up to one million shares of Series B Preferred Stock.

NOTE 7 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these financial statements were available to be issued. Based on our evaluation the following material events have occurred that require further disclosure.

On November 5, 2021, the Company's legal counsel filed a complaint with the courts to cancel a total of 32,942,624 shares of its common stock, representing 65.7% of the current issued and outstanding shares, that were held Mr. Tadashi Ishikawa, the former CEO of the Company.