

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Golden Star Enterprises Ltd.

2803 Philadelphia Pike
Suite B #565
Claymont, DE 19703

Company Telephone: 1-888-680-8033
Company Website: www.goldenstarenterprisesltd.com
Company E-Mail: info@goldenstarenterprisesltd.com

SIC Code: 2999

Quarterly Report For the Six Month Period Ending: September 30, 2021 (the "Reporting Period")

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

96,111,202

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

96,022,213

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

67,843,334

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

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.

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.

September 13, 1993, Incorporated as Power Direct, Inc.
January 31, 2000, name changed to 2U Online.com
October 8, 2003, name changed to Golden Spirit Minerals Ltd.
October 19, 2004, name changed to Golden Spirit Mining Ltd.
July 18, 2005, name changed to Golden Spirit Gaming Ltd.
June 30, 2006, name changed to Golden Spirit Enterprises Ltd.
November 29, 2011, name changed to Terralene Fuels Corporation
July 15, 2013, name changed to Golden Star Enterprises Ltd.

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

The Company's state of incorporation during the past five years is Delaware under the name Golden Star Enterprises Ltd.

Current Standing: Active

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

N/A

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

On October 27, 2020, the Company entered into an acquisition agreement with the shareholders of Enigmai Ltd., an enterprise software company established in 2009 which offers clients a workforce management system solution, whereby the Company acquired 100% of the issued and outstanding shares of Enigmai Ltd in exchange for 20,000,000 restricted common shares of the Company. The Company further agreed to pay a finder's fee of 2,000,000 shares to third parties. The transaction closed effective October 31, 2020 and the Company administratively issued the shares on November 24, 2020, making Enigmai Ltd. a wholly owned subsidiary of the Company.

On November 4, 2020, the then Board of Directors and officers resigned and Eliav Kling and Louis Shefsky were appointed to the Board of Directors and as officers of the Company thus effecting a change in control of the Company.

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

2803 Philadelphia Pike, Suite B #565, Claymont, DE 19703

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: ☐

4 Ehud Manor, Kfar Yona, 4037003, Israel

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:

N/A

2) Security Information

Trading symbol: GSPT
Exact title and class of securities outstanding: Common Stock
CUSIP: 38119W 20 6
Par or stated value: \$0.0001

Total shares authorized: 500,000,000 as of date: November 8, 2021
Total shares outstanding: 96,111,202 as of date: November 8, 2021
Number of shares in the Public Float²: 15,838,185 as of date: November 8, 2021
Total number of shareholders of record: 164 as of date: November 8, 2021

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

N/A

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?³ 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**.

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: <u>Opening Balance</u> Date <u>December 31, 2019</u> Common: <u>20,160,926</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>10/27/2020</u>	<u>New Issuance</u>	<u>5,555,556*</u>	<u>Common</u>	<u>\$0.0065</u>	<u>Yes</u>	<u>Ilya Aharon</u>	<u>Debt Settlement</u>	<u>Restricted</u>	<u>Reg S</u>

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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

<u>10/27/2020</u>	<u>New Issuance</u>	<u>1,851,852*</u>	<u>Common</u>	<u>\$0.0065</u>	<u>Yes</u>	<u>Limitless AI, Inc., the individual with investment control is Yoav Kahiri</u>	<u>Debt Settlement</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Adam Robert Littas</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Sam Alexander Senghal</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Ilan Regev</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Itiel Efrat</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Nimrod Elmish</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>2,800,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Doris Yakia</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>800,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Yaron Gal Weis</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Dimitry Solomovich</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Nimrod Moatty</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>8,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Ofir Herzas</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Gilhad Pinhas</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Reg S</u>
<u>12/04/2020</u>	<u>New Issuance</u>	<u>2,250,000</u>	<u>Common</u>	<u>\$0.0145</u>	<u>Yes</u>	<u>Efraim Babayov</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Reg S</u>
<u>12/04/2020</u>	<u>New Issuance</u>	<u>2,400,000</u>	<u>Common</u>	<u>\$0.0145</u>	<u>Yes</u>	<u>Ruben Yakubov</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Reg S</u>
<u>12/04/2020</u>	<u>New Issuance</u>	<u>8,975,000</u>	<u>Common</u>	<u>\$0.0145</u>	<u>Yes</u>	<u>Louis Shefsky</u>	<u>Compensation agreement</u>	<u>Restricted</u>	<u>Reg S</u>
<u>12/04/2020</u>	<u>New Issuance</u>	<u>2,925,000</u>	<u>Common</u>	<u>\$0.0145</u>	<u>Yes</u>	<u>Boaz Kahiri</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Reg S</u>
<u>12/04/2020</u>	<u>New Issuance</u>	<u>1,725,000</u>	<u>Common</u>	<u>\$0.0145</u>	<u>Yes</u>	<u>Michael Pesakhzon</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Reg S</u>
<u>01/01/2021</u>	<u>New Issuance</u>	<u>10,714,286^</u>	<u>Common</u>	<u>\$0.014</u>	<u>No</u>	<u>Eliav Kling</u>	<u>Compensation Agreement</u>	<u>Restricted</u>	<u>Reg S</u>
<u>03/29/2021</u>	<u>New Issuance</u>	<u>304,165</u>	<u>Common</u>	<u>\$0.0493</u>	<u>No</u>	<u>Eitel Muskal</u>	<u>Employment Agreement</u>	<u>Restricted</u>	<u>Reg S</u>
<u>03/29/2021</u>	<u>New Issuance</u>	<u>4,108,400</u>	<u>Common</u>	<u>\$0.007</u>	<u>Yes</u>	<u>Yohanan Aharon</u>	<u>Debt Settlement</u>	<u>Restricted</u>	<u>Reg S</u>

<u>05/15/2021</u>	<u>New Issuance</u>	<u>26,266</u>	<u>Common</u>	<u>\$0.4716</u>	<u>Yes</u>	<u>Eital Muskal</u>	<u>Employment Agreement</u>	<u>Restricted</u>	<u>Reg S</u>
<u>06/15/2021</u>	<u>New Issuance</u>	<u>6,896,552</u>	<u>Common</u>	<u>\$0.0073</u>	<u>Yes</u>	<u>Rosa Shimonov</u>	<u>Debt Settlement</u>	<u>Free Trading</u>	<u>Rule 144</u>
<u>06/15/2021</u>	<u>New Issuance</u>	<u>1,851,473</u>	<u>Common</u>	<u>\$0.0073</u>	<u>Yes</u>	<u>Lilja Hamidullina</u>	<u>Debt Settlement</u>	<u>Restricted</u>	<u>Reg S</u>
	<u>New Issuance</u>	<u>4,277,737</u>						<u>Free Trading</u>	<u>Rule 144</u>
<u>08/15/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$1.45</u>	<u>No</u>	<u>Raz Yaron</u>	<u>Advisory Board Agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>08/15/2021</u>	<u>New Issuance</u>	<u>30,000</u>	<u>Common</u>	<u>\$1.45</u>	<u>No</u>	<u>Tim Cadeau</u>	<u>Advisory Board Agreement</u>	<u>Restricted</u>	<u>Reg S</u>
<u>09/03/2021</u>	<u>New Issuance</u>	<u>8,989</u>	<u>Common</u>	<u>\$1.3335</u>	<u>Yes</u>	<u>Eital Muskal</u>	<u>Employment Agreement</u>	<u>Restricted</u>	<u>Reg S</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>September 30, 2021</u>									
Common: <u>96,111,202*</u>									
Preferred: <u>0</u>									

*A total of 7,407,408 shares included in the table above were administratively issued during the period ended March 31, 2021, but approved for issuance with a contractual date prior to December 31, 2020.

^ A total of 10,714,286 shares included in the table above were administratively issued subsequent to the period ended March 31, 2021, but approved for issuance with a contractual date of January 1, 2021.

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: ☐

Information provided below is as at September 30, 2021

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder (entities must have individual with voting / investment control disclosed).</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
11/16/2020	147,922	147,922	-	11/16/2021	From issuance date, convert at any time in whole or in part at \$0.0073 per share(1)	Ioulia Chpilevakaia Assigned from Andy Chu	Debt
11/16/2020	97,412	97,412	-	11/16/2021	From issuance date, convert at any time in whole or in part at \$0.0073 per share(1)	Rosa Shimonov Assigned from Holm Investments Ltd. B/O Vinicus Dantas	Debt
11/16/2020	74,029	74,029	-	11/16/2021	From issuance date, convert at any time in whole or in part at \$0.0073 per share(1)	Alena Ivanova Assigned from Splash Water Solutions	Debt

						Canada Ltd B/O Keir MacPherson	
11/16/2020	64,080	114,080	-	11/16/2021	From issuance date, convert at any time in whole or in part at \$0.0073 per share(1)	Rosa Shimonov Assigned from May Liu on May 27,2021	Debt
11/16/2020	10,760	10,760	-	11/16/2021	From issuance date, convert at any time in whole or in part at \$0.0073 per share(1)	Ioulia Chpilevakaia Assigned from Asiatic Management Consultants Ltd. – B/O Justin Liu	Debt
11/16/2020	CDN15,000	CDN60,000	-	n/a	Ms. Muskal has the right under her employment agreement to a total of CDN\$60,000 worth of common stock valued at a 10% discount to the market price of the Shares based on the 10 day trading average of the Shares on OTCMarkets at time of payment. Each issuance shall occur quarterly in arrears and will be valued at the CDN to USD conversion rate on the date of issue. During the period ended September 30, 2021, a total of \$45,000 CDN was converted into 339,420 shares.	Eital Muskal	Employee Compensation
March 8, 2021	46,811	45,093	1,718	Each amount deposited under the Loan Treaty shall have a term of 12 months for repayment, and shall bear an interest rate of 8% per annum. (2)	On March 8, 2021, the Company entered into a Loan Treaty Agreement whereby the lender has agreed to provide a loan in the amount of up to \$250,000 in tranches over a period of one year from time to time as agreed between the lender and the Company Each amount deposited shall have a term of 12 months for repayment, and shall bear an interest rate of 8% per annum. At the option of the Lender, the loan amount or any portion thereof is convertible into restricted, unregistered shares of the Common Stock of the Company at a fixed rate of \$0.02 per share	Global Investment Advisors Inc. Controlling shareholder, Ilya Aharon	Convertible debt
March 8, 2021	48,023	46,101	1,922	Each amount deposited under the Loan Treaty shall have a	On March 8, 2021, the Company entered into a Loan Treaty Agreement whereby the lender has agreed to provide a loan in the amount of up to	Limitless A1 Inc. Controlling shareholder, Yoav Kahiri	Convertible Debt

				term of 12 months for repayment, and shall bear an interest rate of 8% per annum. (2)	\$250,000 in tranches over a period of one year from time to time as agreed between the lender and the Company. Each amount deposited shall have a term of 12 months for repayment, and shall bear an interest rate of 8% per annum. At the option of the Lender, the loan amount or any portion thereof is convertible into restricted, unregistered shares of the Common Stock of the Company at a fixed rate of \$0.02 per share		
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Use the space below to provide any additional details, including footnotes to the table above:

- (1) 50% discount to the close of market on the last trading day prior to the date the notes were entered into; i.e. November 13, 2020;
(2) This is comprised of various amounts advanced under the respective Loan treaty up to September 30, 2021, each advance maturing one year from the date of the advance.

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Li Shen
Title: CGA
Relationship to Issuer: Accountant

Appended to this report are the unaudited financial statements for the three and nine months ended September 30, 2021 and 2020, including:

- 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

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 October 27, 2020, the Company entered into an acquisition agreement with the shareholders of Enigmai Ltd., an enterprise software company established in 2009 which offers clients a workforce management system solution, whereby the Company acquired 100% of the issued and outstanding shares of Enigmai Ltd in exchange for 20,000,000

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

restricted common shares of the Company. The Company further agreed to pay a finder's fee of 2,000,000 shares to third parties. The transaction closed effective October 31, 2020 and the Company administratively issued the shares on November 24, 2020, making Enigmai Ltd. a wholly owned subsidiary of the Company.

ENIGMAI Ltd. is based in Israel and was established in early 2009 and has since developed an advanced workforce management system for scheduled environments. Enigmai helps organizations implement their vision, integrating with existing systems and software.

ENIGMAI offers a visible, detailed, aware organizational system, which considers all relevant factors and provides a service appreciated by both managers and employees. The Enigmai solution for workforce management software in scheduled environments contains the following features:

3rd Party Integration Connects with 3rd party systems and aggregates the data.

KPI (Key Performance Indicator) Produces the KPI for employees and uses it to schedule based on employee performance.

Scheduling Our unmatched, state-of-the-art automatic scheduling algorithms compute an enormous amount of parameters to deliver the best possible schedule to your business.

Break Management Allows you to implement break management policies and allows the employees to connect and choose their breaks as they work in real time.

Status Management Shows live statuses of employees, allowing you to track performance closely.

SLA (Service Level Agreement) Keeps track of SLAs and ensures the agreements are met.

The ENIGMAI Business Suite software is a fixed fee software – every client receives the same version. Customers pay a one-time fee for the ENIGMAI Business Suite software, and just 12% annually for maintenance and support. Updates and new versions are included and we charge a small one time set up fee.

During the three months ended March 31, 2021 the Company renewed contracts for the Enigmai Business Suite software with two of its customers for a further term of three years.

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

As of the date of this report the Company has one subsidiary, Enigmai Ltd., based in Israel.

C. Describe the issuers' principal products or services.

Please refer to 5A above.

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 utilizes shared office space at the following locations on a month to month basis:

2803 Philadelphia Pike, Suite B #565, Claymont, DE 19703, which space is provided free of charge by one of our officers for executive management.

Our subsidiary, Enigmai Ltd. occupies shared office facilities 4 Ehud Manor, Kfar Yona, 4037003, Israel, which is provided free of charge by the Company's management.

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

Information below is provided as of September 30, 2021 and based on a total of 96,111,202 shares issued and outstanding as of that date.

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
Louis Shefsky	Director, President, Secretary, Treasurer	Thornhill, Ontario	8,975,000	Common stock	9.3%	
Eliav Kling	CEO, Director	Maple, Ontario	10,714,286	Common Stock	11.2%	
Ofir Herzas	Director of subsidiary, Enigmai Ltd. Owner of 5% or more	Kfar Yona, Israel	8,000,000	Common Stock	8.3%	
Eital Muskal	VP of Strategy and Business Development	Richmond Hill, Ontario	339,420	Common Stock	0.004%	
Lilia Hamidullina	Owners of more than 5%	Moscow, Russia	6,129,210	Common Stock	6.4%	

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.

None

9) Third Party Providers

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

Securities Counsel

Name: Sharon D Mitchell
Firm: SD Mitchell & Associates PLC
Address 1: 829 Harcourt Rd
Address 2: Grosse Point Park, Michigan 48230
Phone: 248-515-6035
Email: sharondmac2013@gmail.com

Accountant or Auditor

Name: Li Shen
Firm: The Accounting Connection
Address 1: 145-251 Midpark Blvd SE
Address 2: Calgary, AB T2X 1S3, Canada
Phone: 403-693-8004
Email: support@theaccountingconnection.com

Investor Relations

None

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: Jacqueline Danforth
Firm: The Ideal Connection
Nature of Services: Compliance Consulting Services
Address 1: 30 North Gould, Suite 5953
Address 2: Sheridan, WY 82801
Phone: 646-831-6244
Email: jd@theidealconnection.com

10) Issuer Certification

I, Eliav Kling certify that:

1. I have reviewed this Quarterly report for the nine months ended September 30, 2021 of Golden Star Enterprises Ltd;
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 17, 2021

/s/ Eliav Kling

Principal Executive Officer

Principal Financial Officer:

I, Louis Shefsky certify that:

1. I have reviewed this Quarterly report for the nine months ended September 30, 2021 of Golden Star Enterprises Ltd;
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 17, 2021

/s/ Louis Shefsky

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

GOLDEN STAR ENTERPRISES LTD.

CONDENSED FINANCIAL STATEMENTS

For the Nine Months ended September 30, 2021 and 2020

(Unaudited)

Prepared by Management

(Stated in US Dollars)

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GOLDEN STAR ENTERPRISES LTD.
Condensed Consolidated Balance Sheets
(Unaudited)

	September 30, 2021	December 31, 2020
ASSETS		
CURRENT ASSETS:		
Cash	\$ 123,914	\$ 3,527
VAT receivable	-	122
Total current assets	<u>123,914</u>	<u>3,649</u>
Available for sale securities	<u>323</u>	<u>323</u>
TOTAL ASSETS	<u>\$ 124,237</u>	<u>\$ 3,972</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 116,133	\$ 73,377
Due to third parties	-	28,758
Due to related parties	56,912	7,700
Deferred revenue	58,946	-
Demand loans	69,000	-
Convertible notes	1,124,658	488,640
Total current liabilities	<u>1,425,649</u>	<u>598,475</u>
TOTAL LIABILITIES	<u>1,425,649</u>	<u>598,475</u>
Commitments and contingencies		
STOCKHOLDERS' DEFICIT		
Common stock, \$0.0001 par value, 500,000,000 shares authorized, 96,111,202 and 67,843,334, issued and outstanding	9,611	6,784
Additional paid-in capital	737,950	179,737
Deferred compensation	(165,520)	(231,666)
Accumulated deficit	(1,882,661)	(548,688)
Accumulated other comprehensive income (loss)	(792)	(670)
Total stockholders' deficit	<u>(1,301,412)</u>	<u>(594,503)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 124,237</u>	<u>\$ 3,972</u>

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

GOLDEN STAR ENTERPRISES LTD.
Condensed Consolidated Statements of Operations and Other Comprehensive Income
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue	\$ <u>10,911</u>	\$ <u>443</u>	\$ <u>32,577</u>	\$ <u>51,624</u>
Operating expenses				
Cost of revenue	653	21,405	1,953	24,946
Professional fees	21,924	-	61,080	535
Consulting fees	84,631	-	339,150	-
General and administrative	<u>62,780</u>	<u>1,172</u>	<u>185,057</u>	<u>3,454</u>
Total operating expenses	<u>169,988</u>	<u>22,577</u>	<u>587,240</u>	<u>28,935</u>
Operating income (loss)	<u>(159,077)</u>	<u>(22,134)</u>	<u>(554,663)</u>	<u>22,689</u>
Other expense				
Loss on debt settlement	-	-	(135,577)	-
Interest expenses	<u>(508,156)</u>	<u>-</u>	<u>(643,733)</u>	<u>-</u>
Total other expense	<u>(508,156)</u>	<u>-</u>	<u>(779,310)</u>	<u>-</u>
Income (Loss)	\$ <u>(667,233)</u>	\$ <u>(22,134)</u>	\$ <u>(1,333,973)</u>	\$ <u>22,689</u>
Other comprehensive income (loss)				
Income (Loss)	\$ (667,233)	\$ (22,134)	\$ (1,333,973)	\$ 22,689
Foreign currency translation adjustment	<u>(199)</u>	<u>415</u>	<u>(122)</u>	<u>231</u>
Comprehensive income (loss)	<u>\$ (667,432)</u>	<u>\$ (21,719)</u>	<u>\$ (1,334,095)</u>	<u>\$ 22,920</u>
Basic net income (loss) per common share	\$ <u>(0.006)</u>	\$ <u>0.001</u>	\$ <u>(0.011)</u>	\$ <u>0.002</u>
Diluted net income (loss) per common share	\$ <u>(0.004)</u>	\$ <u>0.001</u>	\$ <u>(0.007)</u>	\$ <u>0.002</u>
Weighted average shares, basic	<u>96,066,708</u>	<u>20,160,926</u>	<u>87,080,251</u>	<u>20,160,926</u>
Weighted average shares, diluted	<u>154,634,352</u>	<u>20,160,926</u>	<u>145,647,895</u>	<u>20,160,926</u>

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

GOLDEN STAR ENTERPRISES LTD.
Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit)
(Unaudited)

	Common Stock		Additional	Deferred	Accumulated	Accumulated Other Comprehensive	Stockholders'
	Shares	Amount (\$)	Paid-in Capital (\$)	Compensation (\$)	Deficit (\$)	Income (Loss) (\$)	Deficit (\$)
Balance, December 31, 2020	67,843,334	6,784	179,737	(231,666)	(548,688)	(670)	(594,503)
Share issuance from debt conversion	4,108,400	411	163,925	-	-	-	164,336
Share issuance under employment agreement	304,165	30	11,865	-	-	-	11,895
Stock award for executive compensation	10,714,286	1,072	148,928	(150,000)	-	-	-
Deferred compensation expenses	-	-	-	137,462	-	-	137,462
Other comprehensive loss	-	-	-	-	-	50	50
Net Loss	-	-	-	-	(364,035)	-	(364,035)
Balance, March 31, 2021	82,970,185	8,297	504,455	(244,204)	(912,723)	(620)	(644,795)
Share issuance from debt conversion	13,025,762	1,302	93,135	-	-	-	94,437
Share issuance under employment agreement	26,266	3	12,384	-	-	-	12,387
Deferred compensation expenses	-	-	-	114,981	-	-	114,981
Other comprehensive loss	-	-	-	-	-	-27	27
Net Loss	-	-	-	-	(302,506)	-	(302,506)
Balance, June 30, 2021	96,022,213	9,602	609,974	(129,223)	(1,215,229)	(593)	(725,469)
Stock award for advisory compensation	80,000	8	115,992	(116,000)	-	-	-
Share issuance under employment agreement	8,989	1	11,984	-	-	-	11,985
Deferred compensation expenses	-	-	-	79,703	-	-	79,703
Other comprehensive loss	-	-	-	-	-	(199)	(199)
Net Loss	-	-	-	-	(667,432)	-	(667,432)
Balance, September 30, 2021	96,111,202	9,611	737,950	(165,520)	(1,882,661)	(792)	(1,301,412)

	Common Stock		Additional	Deferred	Accumulated	Accumulated Other Comprehensive	Stockholders'
	Shares	Amount (\$)	Paid-in Capital (\$)	Compensation (\$)	Deficit (\$)	Income (Loss) (\$)	Equity (Deficit) (\$)
Balance, December 31, 2019	20,160,926	2,016	(1,776)	-	(4,502)	(263)	(4,525)
Other comprehensive loss	-	-	-	-	-	(225)	(225)
Net Loss	-	-	-	-	29,297	-	29,297
Balance, March 31, 2020	20,160,926	2,016	(1,776)	-	24,795	(488)	24,547
Other comprehensive loss	-	-	-	-	-	41	41
Net Loss	-	-	-	-	15,526	-	15,526
Balance, June 30, 2020	20,160,926	2,016	(1,776)	-	40,321	(447)	40,114
Other comprehensive loss	-	-	-	-	-	415	415
Net Loss	-	-	-	-	(22,134)	-	(22,134)
Balance, September 30, 2020	20,160,926	2,016	(1,776)	-	18,187	(32)	18,395

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

GOLDEN STAR ENTERPRISES LTD.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30,	
	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (1,333,973)	\$ 22,689
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on debt settlement	135,577	-
Amortization of debt discount	639,261	-
Deferred compensation expense	332,147	-
Changes in operating assets and liabilities:		
VAT receivable	121	2,068
Increase (decrease) in unearned revenue	58,946	(19,545)
Increase (decrease) in accounts payable	79,064	(13,694)
Net cash provided by (used in) in operating activities	<u>(88,857)</u>	<u>(8,482)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Advances from related party	53,239	15,603
Repayments to related party	(4,000)	-
Proceeds from demand loans	69,000	-
Proceeds from convertible notes	91,194	-
Net cash provided by financing activities	<u>209,433</u>	<u>15,603</u>
Foreign exchange effect on cash	(189)	572
Net increase (decrease) in cash	120,387	7,693
Cash at beginning of period	3,527	36,142
Cash at the end of the period	<u><u>\$ 123,914</u></u>	<u><u>\$ 43,835</u></u>
Supplemental Disclosure of Cash Flows Information:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Non-cash Investing and Financing Activities:		
Advances from third party settled with convertible notes	\$ 28,758	\$ -
Stock-settled debt liability	\$ 2,253,206	\$ -

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

GOLDEN STAR ENTERPRISES LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2021

Note 1 – Organization and Description of Business

Golden Star Enterprises Ltd., the “Company”) was incorporated on September 13, 1993, in the State of Delaware as Power Direct, Inc. On January 31, 2000 the Company changed its name to 2U Online.com Inc. On October 8, 2003, the Company changed its name to Golden Spirit Minerals Ltd. On October 19, 2004, the Company changed its name to Golden Spirit Mining Ltd. On July 18, 2005, the Company changed its name to Golden Spirit Gaming Ltd.

Effective June 30, 2006, the Company completed a 1 for 18 reverse stock split and changed its name to Golden Spirit Enterprises Ltd. On November 29, 2011, the Company changed its name to Terralene Fuels Corporation.

Effective July 15, 2013, the Company completed a 1 for 40 reverse stock split and changed its name to Golden Star Enterprises Ltd. On March 27, 2015, the Company signed a Licensing Agreement with North American Drones Enterprise Inc. (“NA Drones”), a Nevada company in the drones industry. Subsequently, effective September 30, 2020, the Company has divested this operation.

Effective June 14, 2016, that a majority of the shareholders entitled to vote on such matters, approved a one-for-ten (1:10) reverse split of the Company’s issued and outstanding common stock with \$0.0001 par value per share.

On October 27, 2020, the Company entered into an acquisition agreement with the shareholders of Enigmai Ltd., an operating enterprise software company established in 2009 which offers clients a workforce management system solution, whereby the Company acquired 100% of the issued and outstanding shares of Enigmai Ltd in exchange for 20,000,000 restricted common shares of the Company. The Company further agreed to pay a finder’s fee of 2,000,000 shares to third parties. The transaction closed effective October 31, 2020 and the Company administratively issued the shares on November 24, 2020, making Enigmai Ltd. a wholly owned subsidiary of the Company.

In applying the principles of reverse acquisition accounting, these unaudited condensed consolidated financial statements have been presented as a continuation of the business of Enigmai Ltd. and the Company (the “Group”), as if the Company had always owned Enigmai Ltd. The consolidated share capital of the Group reflects the share capital of the Company, adjusted for movements in the share capital and reserves until the impact of the Share Exchange.

On November 4, 2020, the then Board of Directors and officers resigned and Eliav Kling and Louis Shefsky were appointed to the Board of Directors and as officers of the Company, thus effecting a change in control of the Company.

Going Concern

During the nine months ended September 30, 2021, the Company reported a net loss of \$1,333,973 as compared to income of \$22,689 for the nine months ended September 30, 2020; cash used in operations totaled \$88,857 for the nine months ended September 30, 2021, as compared to cash used in operations of \$8,482 for the nine months ended September 30, 2020. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company's existing business. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The recent COVID-19 pandemic could have an adverse impact on the Company going forward. COVID-19 has caused significant disruptions to the global financial markets, which may severely impact the Company’s ability to raise additional capital and to pursue certain planned business activities. The Company may be required to cease operations if it is unable to finance its’ operations. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report and is highly uncertain and subject to change. Management is actively monitoring the situation but given the daily evolution of the COVID-19 outbreak, the Company is not able to estimate the effects of the COVID-19 outbreak on its operations or financial condition in the next 12 months. There are no assurances that the Company will be able to meet its obligations, raise funds or continue to implement its planned business objectives to obtain profitable operations.

GOLDEN STAR ENTERPRISES LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2021

Note 1 – Organization and Description of Business (continued)

Going Concern (continued)

The unaudited condensed consolidated financial statements reflect all adjustments consisting of normal recurring adjustments, which, in the opinion of management, are necessary for a fair presentation of the results for the periods shown. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States ("GAAP"), and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

Year End

The Company has selected December 31 as its year end.

Principals of Consolidation

The unaudited condensed consolidated financial statements include the accounts of Golden Star Enterprises Ltd. and its 100% controlled subsidiary, Enigmai Ltd. All significant intercompany balances and transactions have been eliminated.

Use of Estimates

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. Significant items subject to estimates and assumptions include timing of recognition of commission revenue on insurance policy renewals and expenses related thereto, along with costs associated with policy acquisition and our allowance for doubtful accounts. Actual results could differ from those estimates.

Cash and Cash Equivalents

For financial accounting purposes, cash and cash equivalents are considered to be all highly liquid investments with a maturity of three (3) months or less at the time of purchase.

Available For Sale Securities

The Company holds marketable equity securities which are available-for-sale and as such, their carrying value is adjusted to market at the end of each reporting period. Unrealized gains and losses on these investments are recorded as a component of accumulated other comprehensive income (loss) and are recorded as a component of net income (loss) when realized. However, if there is a permanent decline in the market value of available-for-sale securities, this permanent market value adjustment is taken into income in the period.

GOLDEN STAR ENTERPRISES LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2021

Note 2 – Summary of Significant Accounting Policies (continued)

Share-based compensation

We account for stock-based compensation in accordance with ASC 718, *Compensation – Stock Compensation*. Under the fair value recognition provision of this guidance, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period and reduced for actual forfeitures in the period they occur. Stock-based compensation is included as consulting expenses in our consolidated statements of operations.

Revenue Recognition

Effective January 1, 2018, the Company adopted ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from software licensing agreements and contracts by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. Customers using the Company's workforce software, the ENIGMAI Business Suite, pay a fixed fee for access to the software suite. Thereafter, customers pay up to 12% of the software cost annually for maintenance and support. Updates and new software versions are included in the maintenance costs. Set up fees and software costs are expensed when the software is operational for each client. Annual maintenance fees are generally charged in advance at the start of each contract year and amortized over the year. During the nine months ended September 30, 2021 the Company recorded an increase of \$58,946 to deferred revenue as compared to a decrease of \$19,545 during the nine months ended September 30, 2020, in respect to customer contracts.

Convertible debt and beneficial conversion features

The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion features.

Stock Settled Debt

In certain instances, the Company will issue convertible notes which contain a provision in which the price of the conversion feature is priced at a fixed discount to the trading price of the Company's common shares as traded in the over-the-counter market. In these instances, the Company records a liability, in addition to the principal amount of the convertible note, as stock-settled debt for the fixed value transferred to the convertible note holder from the fixed discount conversion feature. As of September 30, 2021, and December 31, 2020, the Company had recorded within Convertible Notes, net of discount, the amount of \$1,124,658 and \$488,640 for the value of the stock settled debt for certain convertible notes (see Note 7).

Income taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured at rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. A valuation allowance is recorded when it is not more likely than not that all or a portion of the net deferred tax assets will be realized.

GOLDEN STAR ENTERPRISES LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2021

Note 2 – Summary of Significant Accounting Policies (continued)

Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earning per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. During the nine months ended September 30, 2021, there were a total of 58,567,644 potentially dilutive shares as a result of certain convertible promissory notes and employment contracts at conversion prices between \$0.0073 and \$0.02 per share.

Reclassifications

During the nine months period ended September 30, 2021, a total of \$4,000 previously reported as *Due to related parties* has been reclassified to *Convertible notes* on the Company's Balance sheets.

Recently issued accounting pronouncements

The Company has reviewed other recently issued accounting pronouncements and plans to adopt those that are applicable to it. The Company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

Note 3 – Reverse Acquisition

On October 27, 2020, the Company entered into an acquisition agreement with the shareholders of Enigmai Ltd., an enterprise software company established in 2009 which offers clients a workforce management system solution, whereby the Company acquired 100% of the issued and outstanding shares of Enigmai Ltd in exchange for 20,000,000 restricted common shares of the Company. The Company further agreed to pay a finder's fee of 2,000,000 shares to third parties. The transaction closed effective October 31, 2020 and the Company administratively issued the shares on November 24, 2020, making Enigmai Ltd. a wholly owned subsidiary of the Company.

For accounting purposes, mergers of operating private companies into public companies with limited operations are considered to be capital transactions rather than business combinations. The accounting for the transaction is identical to that resulting from a reverse acquisition, except that goodwill or other intangibles are not recognized. The net assets acquired from this transaction totaled \$(567,347).

The following table sets forth the net assets as of October 31, 2020:

	October 31, 2020
Available for sale securities	\$ 323
Accounts payable	(50,455)
Advances	(517,215)
Net assets	(567,347)
Consideration: 20,000,000 shares	2,000
Additional paid in capital	<u>\$ (569,347)</u>

GOLDEN STAR ENTERPRISES LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2021

Note 4 – Available for Sale Securities

Available for sale securities acquired from merger as at September 30, 2021 and December 31, 2020:

228,283 shares of Wee-Cig International Corp. (“WCIG”)	\$	323
35,187 shares of Bravo Enterprises Ltd.		-
Total	\$	<u>323</u>

The Company holds an additional 4,500,000 unregistered, restricted common shares of Wee-Cig International Corp. in certificate form which shares have a current market value of \$544,500 as at September 30, 2021 based on the closing market price of \$0.121 and \$1,035,000 based on a closing market price of \$0.23 at December 31, 2020, respectively. The shares are currently not considered available for sale. Total market value of all shares of WCIG held by the Company at September 30, 2021 was \$572,122, and at December 31, 2020 was \$1,087,505.

Note 5 – Revenue contracts

During the nine months ended September 30, 2021 the Company renegotiated two revenue contracts as follows:

Revenue contract 1:

On March 3, 2021, the Company entered into a three-year contract for the Enigmai Business Suite commencing January 1, 2021, and terminating December 31, 2023 whereunder the Customer agreed to remit the entire contract amount of 232,213 Israeli Shekels (Approx. US\$71,150) in advance to secure a fixed annual rate for the term of the contract. The contract was paid in May 2021. The Company recorded revenue of \$17,822 in respect to services provided for the nine months period ended September 30, 2021. \$53,987 has been recorded as deferred revenue and will be reflected as revenue in future periods.

Revenue contract 2:

On February 14, 2021, the Company entered into a three-year contract for the Enigmai Business Suite commencing January 1, 2021 and terminating December 31, 2023 whereunder the Customer agreed to annual payments in advance of 64,000 Israeli Shekels (Approx. US\$19,600) in year one and 72,000 Israeli Shekels (Approx. US\$22,100) in each of years two and three of the contract. The first year fee under contract was paid in May 2021. The Company recorded revenue of \$14,735 in respect to services provided for the nine months period ended September 30, 2021. \$4,959 has been recorded as deferred revenue and will be reflected as revenue in future periods.

Note 6– Deferred Compensation

On December 1, 2020, the Company entered into a series of consulting agreements with certain consultants and Company management pursuant to which the Company issued a total of 18,275,000 unregistered, restricted shares of common stock, valued at \$264,988.

On January 1, 2021 the Company and its CEO and director, Eliav Kling entered into a compensation agreement for a term of one year, ending December 31, 2021, pursuant to which the Company agreed to compensation of \$150,000 in the form of 10,714,286 unregistered, restricted shares of common stock, based on the fair market value of the stock on the date of the agreement or \$0.014 per share.

On August 15, 2021 the Company entered into a series of advisory agreements with certain consultants pursuant to which the Company issued a total of 80,000 unregistered, restricted shares of common stock, valued at \$116,000.

During the three and nine months ended September 30, 2021, \$79,703 and \$332,147 was expensed, respectively. As of September 30, 2021 and December 31, 2020, the unamortized portion of the deferred compensation agreements totaled \$165,519 and \$231,666, respectively.

GOLDEN STAR ENTERPRISES LTD.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2021

Note 7 – Debt

Loan Treaty Agreement

On March 8, 2021, the Company entered into two Loan Treaty Agreements with two third parties (“Treaty Agreement”) whereby each lender has agreed to provide a loan in the amount of up to \$250,000 in tranches over a period of one year from time to time as agreed between the lender and the Company. Each amount deposited shall have a term of 12 months for repayment, and shall bear an interest rate of 8% per annum. In addition, at the option of the Lender, the loan amount or any portion thereof is convertible into restricted, unregistered shares of the Common Stock of the Company at a fixed rate of \$0.02 per share, being a 50% discount to the market price of the shares of the Company as published on OTCMarkets as of the date of this Agreement, provided that at no time may the Lender hold more than 9.99% of the outstanding Common Stock of the Company. Each promissory note issued hereunder, or part thereof, may be converted into unrestricted common shares at the one year anniversary of the deposit of the funds to the Company.

During the nine months ended September 30, 2021, the Company received an aggregate amount of \$91,194. The Company recorded \$2,253,206 as the liability on stock settled debt associated with the funding tranches which amount is amortized over the term of the notes.

The carrying value of tranches is as follows:

	September 30, 2021
Principal issued	\$ 91,194
Stock-settled liability	2,253,206
	2,344,400
Unamortized debt discount	(1,613,945)
	<u>\$ 730,455</u>

The interest expenses of tranches are as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2021	2020	2021	2020
Interest expense on notes	\$ 1,739	\$ -	\$ 3,640	\$ -
Amortization of debt discount	482,863	-	639,261	-
Total:	<u>\$ 484,602</u>	<u>\$ -</u>	<u>\$ 642,901</u>	<u>\$ -</u>

Subsequent to the quarter ended September 30, 2021 the two Treaty holders assigned their financing agreements to a third party who consolidated the loan agreements into one Loan Treaty with a total of \$408,806 remaining to fund.

Advances and Convertible Notes

The Company acquired total debt in the form of advances from third parties in the aggregate amount of \$517,398 as a result of the merger.

On November 16, 2020, certain of these third party debt holders entered into convertible notes with the Company in respect to debt totaling \$488,640 whereunder the Holder has the right, in its sole discretion, at any time, with three (3) days written notice, to convert any part of the notes into shares of the Company's common stock at a conversion rate of a 50% discount to the market close on the last trading day prior to the date of the convertible notes; i.e. November 13, 2020 which was \$0.0073 per share. The discount recognized in respect of the beneficial conversion feature on issuance of the aforementioned notes totaled \$488,640, which amount was expensed immediately during the year ended December 31, 2020 as interest expense. As of June 30, 2021 and December 31, 2020, the unamortized balance of the beneficial conversion feature was \$nil and the principal amount payable under the notes was \$488,640. During the nine month period ended September 30, 2021, 13,025,762 shares were issued to settle debt in the amount of \$94,437 reducing the principal balance payable to \$394,203.

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Note 7 – Debt (continued)

Advances and Convertible Notes (continued)

On March 3, 2021, a creditor of the Company who had prior advanced a total of \$28,758 assigned this debt in full to an arms length third party. Concurrently the assignee elected to convert the debt into 4,108,400 shares of common stock at \$0.007 per share. The Company recorded a loss on debt settlement of \$135,577 as a result of this conversion and the debt was extinguished in full.

The carrying value of convertible notes set out above and the aforementioned loan treaty totaled \$2,043,640 and \$488,640 at September 30, 2021 and December 31, 2020, respectively.

Demand loans:

On June 30, 2021 the Company issued a promissory note (the “Note”) to a third party in the principal amount of \$19,000. The Note bears interest at the rate of 8% per annum and is due and payable by the Company upon demand from debtor.

On August 20, 2021 the Company issued a promissory note (the “Note”) to a third party in the principal amount of \$50,000. The Note bears interest at the rate of 8% per annum and is due and payable by the Company upon demand from debtor.

We recorded interest expenses of \$832 for each of the three and nine months ended September 30, 2021, respectively. As of September 30, 2021, the unpaid interest balance under Accounts payable and demand loans was \$8,832 and \$69,000, respectively.

Note 8 – Capital Stock

The Company’s authorized capital is 500,000,000 common shares with a par value of \$0.0001 per share.

On October 27, 2020, a creditor of the Company assigned a total of \$50,000 of outstanding debt payable to two arms length third parties. Concurrently these parties elected to convert the debt into 7,407,408 shares of common stock at \$0.0065 per share. The shares were administratively issued subsequent to December 31, 2020.

On October 31, 2020, a total of 22,000,000 shares were issued pursuant to the acquisition agreement with Enigmai (Note 3) of which 20,000,000 shares were issued to the shareholders of Enigmai and their assigns, and 2,000,000 shares were issued to third parties as finders fees.

On December 1, 2020, 18,275,000 unregistered, restricted shares of common stock were issued to certain consultants pursuant to a series of consulting agreements with the Company, including an officer and director of the Company.

Effective January 1, 2021, 10,714,286 unregistered, restricted shares of common stock were issued by the Company to its CEO and director, Eliav Kling pursuant to an executive compensation agreement (Note 9).

On March 3, 2021, 4,108,400 shares of common stock were issued to settle certain debt (Note 6).

On June 15, 2021, 13,025,762 shares of common stock were issued to settle certain debt (Note 6).

On August 15, 2021, 80,000 unregistered, restricted shares of common stock were issued by the Company to consultants pursuant to advisory agreements (Note 9).

During the nine months period ended September 30, 2021, 339,420 unregistered, restricted shares of common stock were issued to an employee pursuant to an employment agreement (Note 9).

There were 96,111,202 and 67,843,334 shares of common stock issued and outstanding at September 30, 2021 and December 31, 2020, respectively.

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Note 9 – Commitments and Contingencies

On November 15, 2020, the Company entered into an employment agreement with Eital Muskal as VP of Strategy and Business Development for Enigmai Ltd., the Company's wholly owned subsidiary. Under the terms of the employment agreement, Ms. Muskal receives compensation of \$160,000 Canadian dollars per annum (approximately US\$126,000), paid as follows: cash consideration of CDN\$100,000 and CDN\$60,000 in consideration by way of the issuance of shares of the common stock of the Company which shall be paid quarterly, based on a 10% discount to the 10 day average trading price at the time of issuance and using the applicable rate of exchange from Canadian to US dollars at the valuation date. On February 15, 2021, May 15, 2021 and August 15, 2021, 304,165, 26,266 and 8,989 shares were issued in the consideration of CDN\$15,000 (US\$11,895, US\$12,387 and USD\$11,985, respectively, equivalent on issue date).

During the quarter ended September 30, 2021 the Company formed an Advisory Board and entered into Advisory agreements with two independent consultants. The Agreements have a term of two years from August 15, 2021 and provide that the Advisors will provide advice and recommendations regarding the Company's business strategy and corporate development. Under the terms of the agreements the Company issued the advisors a cumulative 80,000 shares of unregistered, restricted common stock in consideration for their services.

Note 10 – Related Party Transactions

On November 4, 2020, the then Board of Directors and officers resigned and Eliav Kling and Louis Shefsky were appointed to the Board of Directors and as officers of the Company, thus effecting a change in control of the Company.

Louis Shefsky

On December 1, 2020, the Company entered into a consulting agreement with Louis Shefsky, director and officer of the Company pursuant to which the Company issued a total of 8,975,000 unregistered, restricted shares of common stock, valued at \$130,138. The term of the contract is from December 1, 2020 to November 30, 2021. During the nine months ended September 30, 2021 and the year ended December 31, 2020 the Company recorded expenses of \$97,605 and \$10,845, respectively, pursuant to the terms of the consulting agreement. A total of \$21,688 and \$119,293 is reflected on the balance sheets under deferred equity compensation at September 30, 2021 and December 31, 2020, respectively.

Eliav Kling

On January 1, 2021 the Company and its CEO and director, Eliav Kling entered into a compensation agreement for a term of one year, ending December 31, 2021, pursuant to which the Company agreed to compensation of \$150,000 in the form of 10,714,286 unregistered, restricted shares of common stock, based on the fair market value of the stock on the date of the agreement or \$0.014 per share. During the nine months ended September 30, 2021, the Company expensed \$112,500 pursuant to the terms of the compensation agreement and the remaining amount of \$37,500 is reflected on the balance sheets under deferred equity compensation at September 30, 2021.

During the fiscal year ended December 31, 2020, Mr. Kling, a director and officer of the Company advanced a total of \$1,372 to the Company for operational expenses. During the nine months ended September 30, 2021, Mr. Kling further advanced a total of \$53,239 to the Company for operational expenses. As at September 30, 2021 and December 31, 2020, Mr. Kling was owed a total of \$54,611 and \$1,372, respectively. The amount is reflected in the financial statements as due to related parties.

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Note 10 – Related Party Transactions (continued)

Ofir Hersaz

As at September 30, 2021 and December 31, 2020, respectively, Mr. Hersaz, a director of the Company's subsidiary and over 9.6% shareholder of the Company, was owed \$2,301 and \$6,327, which amounts are reflected on the financial statements as due to related parties. Mr. Hersaz did not receive any repayments during the most recent three month period, however the local currency equivalent of US\$4,000 in Israeli Shekels previously included in amounts payable to Mr. Hersaz at the year ended December 31, 2020 was reallocated in the current period to Convertible Notes to correct a prior allocation error, reducing amounts payable to Mr. Hersaz.

Note 11 - Subsequent Events

Subsequent to the quarter ended September 30, 2021 the Company agreed to issue a bonus to its VP Business Development and Strategy in the amount of CDN\$10,000 payable by way of issuance of common stock at a discount of 10% to the market price on the date of the agreement. Further, the Company and the consultant agreed to amend the terms of an employment agreement to provide that shares issued as compensation under the terms of the original contract shall be issued at a 15% discount to the 10-day average trading price at the time of issuance during the second one-year employment term, and using the applicable rate of exchange from Canadian to US dollars at the valuation date for a total of CDN\$60,000 in compensation payable in quarterly installments.

The Company has evaluated events for the period from September 30, 2021 through the date of the issuance of these financial statements and determined that there are no additional events requiring disclosure.