

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

HEADSUP ENTERTAINMENT INTERNATIONAL INC.

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Email: info@headsupentertainment.com
SIC code:8999

THIRD QUARTER REPORT **For the Period Ending: October 31, 2021**

As of October 31, 2021 the number of shares outstanding of our Common Stock was:

229,089,368

As of July 31, 2021, the number of shares outstanding of our Common Stock was:

228,089,368

As of January 31, 2021, the number of shares outstanding of our Common Stock was:

204,207,657

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:

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.

Yes: No:

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

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

Carlyle Golf Inc, Name changed to: HeadsUp Entertainment International Inc.

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

Carlyle Golf Incorporated in Colorado on Sept. 29, 1992. Name changed to HeadsUp Entertainment International Inc. in Colorado on October 7, 2007. Current status is "Active".

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

None.

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

None.

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

350 East Las Olas Blvd. Ft. Lauderdale, FL 33301

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:

1739 – 246 Stewart Green SW, Calgary, AB T3H 3C8

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:

None.

2) Security Information

| | |
|--|--------------|
| Trading symbol: | HDUP |
| Exact title and class of securities outstanding: | COMMON |
| CUSIP: | 42209Q 103 |
| Par or stated value: | \$0.001_____ |

| | |
|---------------------------|--|
| Total shares authorized: | 500,000,000 as of date: October 31, 2021 |
| Total shares outstanding: | 229,089,368 as of date: October 31, 2021 |

Number of shares in the Public Float²: 70,091,138 as of date: October 31, 2021
 Total number of shareholders of record: 332 as of date: October 31, 2021

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

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

Transfer Agent

Name: Securities Transfer Corp.
 Phone: 469-633-0101
 Email: smith@stctransfer.com
 Address: 2901 N. Dallas Parkway, Suite 380
 Plano, Texas 75093

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.**

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

A. Changes to the Number of Outstanding Shares

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

| Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date Jan 31,2020 Common: 204,207,657 Preferred: | | | *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 | Individual/ Entity Shares were issued to (entities must have individual with voting / investment | Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |

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.

| | | | | | issuance? (Yes/No) | control disclosed). | Services Provided | | |
|--|------------------|-----------|---------------|-----------|-----------------------|------------------------|-------------------------------|-------------------|----------------|
| Sept 10, 2021 | <u>New Issue</u> | 1,000,000 | <u>Common</u> | .05/share | <u>No</u> | <u>Finley Mah</u> | <u>Subscription Agreement</u> | <u>Restricted</u> | <u>4(a)(2)</u> |
| Shares Outstanding on Date of This Report: | | | | | | | | | |
| Ending _____ Balance _____ | | | | | | | | | |
| <u>Ending Balance:</u> | | | | | | | | | |
| Date October 31/21 Common: 229,089,368 | | | | | | | | | |

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|---|--|---|
| Feb 7, 2006 | 703,121 | 290,114 and on-going | 6.5% | On demand | Convertible into Common shares of the publicly trading company at a price no lower than the last 12 month average closing price of the parent company's common shares listed on the OTC pink sheets | Arnold & Lynne Kellner | Funding the on-going operations of the company |
| January 2021 | 78,655 | 65,000 | 0 | On demand | Unsecured, non-interest bearing | Churchill & Lord Capital Partners Bryce Boucher | On-going expenses |
| July 31, 2021 | 1,240,200 | 782,080 | 0 | On demand | Unsecured, non-interest bearing | Douglas Wilson | On-going expenses |
| October 5, 2021 | 190,626 | 89,474 | 0 | On demand | Unsecured, non-interest bearing | Enteractive Media Inc. Kelly Kellner | On-going expenses |

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

4) Financial Statements

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

- U.S. GAAP
 IFRS

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

Name: **Dong Shim**
Title: **Accountant**
Relationship to Issuer: **Shim & Associates LLP is the accounting firm for HeadsUp Entertainment International Inc.**

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

- C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

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

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

Annual Report ending January 31, 2021 posted on May 14, 2021 and 2nd Quarter ending July 31, 2021, posted on September 13, 2021, and 3rd Quarter Report ending October 31, 2021 posted on December 14, 2021

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

5) Issuer's Business, Products and Services

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.

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")

HeadsUp Entertainment International Inc. is a global gaming operator and media company focusing on online gaming, online poker, eSports, sports betting, online lottery, mobile 50/50, charity fundraising platforms and blockchain based payment solutions.

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

HeadsUp Entertainment Inc. is a wholly owned subsidiary incorporated in Canada

C. Describe the issuers' principal products or services.

Technology and software

6) Issuer's Facilities- the Issuer operates virtually

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.

Operations are handled through the Canadian subsidiary (HeadsUp Entertainment Inc.) and are managed virtually

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

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

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

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|---|--|------------------------|------------------|---|----------------|
| Herbert Henry Van Dyke | Owner of more than 5% | 843 Reading Rd, Virginia Beach, VA | 20,000,000 | Common | 8.7% | |
| Kelly Kellner | Owner of more than 5% | 1221-222 Riverfront Ave. SW, Calgary, AB | 19,500,000 | Common | 8.5% | |
| Kathleen Kellner | Owner of more than 5% | 1005-4 th Ave.NE, Calgary,AB | 19,000,000 | Common | 8.3% | |
| 1992689 Alberta Inc. | Owner of more than 5% | 33 Bears paw Meadows Way NW, Calgary, AB | 18,000,000 | Common | 7.8% | Arnold Kellner |
| Lynne Kellner | Owner of more than 5% Officer | 33 Bears paw Meadows Way NW, Calgary,AB | 18,000,000 | Common | 7.8% | |
| Douglas Wilson | Director and CEO | 24270 Meadow Drive, Calgary, AB | 15,000,000 | Common | 6.5% | |
| Mark L. Hutchinson | Director – Business Development | 2428 South Josephine St. Denver, CO | 5,000,000 | Common | 2.1% | |
| | | | | | | |

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: Joel D. Mayersohn
Firm: Dickinson Wright PLLC
Address 1: Ste.1750 – 350 East Las Olas Blvd.
Address 2: Ft. Lauderdale, FL 33301
Phone: 954-991-5426
Email: jmayersohn@dickinson-wright.com

Accountant or Auditor

Name: Dong H. Shim
Firm: Shim & Associates LLP
Address 1: 2665 Renfrew St.
Address 2: Vancouver, B.C. V5M 0A7
Phone: 604-559-3511
Email: dongshim@shimaccounting.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____

Email: _____

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Douglas Wilson certify that:

1. I have reviewed this Quarterly Report of HeadsUp Entertainment International Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: December 13, 2021

 (CEO's Signature)