

AMERICAN GREEN



AMERICAN GREEN, INC

Consolidated Quarterly Financial Statements

(Unaudited)

For the six months ended
December 31, 2021, and 2020

AMERICAN GREEN, INC.

Consolidated Balance Sheet at December 31, 2021 (Unaudited)

ASSETS

CURRENT ASSETS:

Cash	\$	441,144
Receivables		21,605
Inventory		6,235
Prepaid insurance		52,300
Total current assets		<u>521,284</u>

OTHER ASSETS:

Equipment smart machines		478,944
less accumulated depreciation		(101,450)
Investments		450,000
Leasehold improvements & grow equipment		4,374,892
less accumulated depreciation		(796,750)
Furniture and fixtures		25,639
Patents		93,665
Deposits		21,986
Note receivable		48,000
Other assets		250,000
Total assets	\$	<u>5,366,210</u>

LIABILITIES

CURRENT

Accounts payable and accrued expenses	\$	1,123,696
Loans from shareholders		2,360,021
Debentures payable and accrued interest		12,072,421
Unissued share liability		390,000
Total current liabilities		<u>15,946,138</u>

LONG TERM

Acquisition Debt		530,064
Total Liabilities		<u>16,476,202</u>

Minority interest		40,000
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STOCKHOLDERS' DEFICIT

Common stock		366,507
Additional paid-in capital		34,591,390
Accumulated (deficit)		(46,107,889)
Total stockholders' deficit		<u>(11,149,992)</u>

Total liabilities and stockholders' deficit	\$	<u>5,366,210</u>
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See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC.

Consolidated Statements of Operations (Unaudited)

	For the three months ended December 31,		For the six months ended December 31,	
	2021	2020	2021	2020
SALES REVENUE				
Machine sales	\$ 9,400	\$ 0	\$ 9,400	\$ 297,850
Online store sales	24,755	27,364	49,803	72,546
Management revenue	530,298	422,999	960,380	892,265
Total sales revenue	<u>564,453</u>	<u>450,363</u>	<u>1,019,583</u>	<u>1,262,661</u>
COST OF SALES				
Machine costs	5,000	0	5,000	297,688
Online store costs	13,800	16,227	27,250	31,727
Management costs	194,896	119,764	390,738	255,417
Total cost of sales	<u>213,696</u>	<u>135,991</u>	<u>422,988</u>	<u>584,832</u>
GROSS PROFIT	350,757	314,372	596,595	677,829
OPERATING EXPENSES				
General and administrative	11,103	33,930	20,081	110,465
Sales and marketing	15,821	0	15,821	0
Salaries & payroll taxes	210,313	106,275	338,934	198,204
Staff consultants	100,094	85,218	215,380	164,931
Outside consultants	57,015	28,025	125,671	35,025
Legal and accounting	21,598	33,620	59,029	61,786
Officer & Director compensation	51,000	54,000	102,000	99,000
Shareholder communication	0	3,900	8,817	5,150
Rent and utilities	101,856	82,105	233,251	187,750
Repairs and maintenance	0	0	25,319	0
Depreciation and amortization	73,531	73,531	147,062	147,062
Total operating expenses	<u>642,331</u>	<u>500,604</u>	<u>1,291,365</u>	<u>1,009,373</u>
(Loss) from operations	(291,574)	(186,232)	(694,770)	(331,544)
Interest expense	(201,515)	(254,484)	(398,806)	(399,796)
Abandoned projects	0	1,044,500	0	1,044,500
Net profit (loss)	<u>\$ (493,089)</u>	<u>\$ 603,784</u>	<u>\$ (1,093,576)</u>	<u>\$ 313,160</u>

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC.

Consolidated Statements of Changes in Stockholders Deficit (Unaudited)

	Preferred Shares	Amount	Common Shares	Amount	Paid-In Capital	Accumulated (Deficit)	Total
Balance at June 30, 2019	2,780,000	\$0	30,238,198,575	\$30,238,198	\$1,154,858	(\$39,652,690)	(\$8,259,634)
Shares issued for debentures before the reverse			1,889,630,000	\$1,889,630	(\$1,686,467)		203,163
Shares issued for debt to shareholders before reverse			461,598,897	\$461,599	(\$210,599)		251,000
Reverse stock split -September 23, 2019			(32,521,254,232)	(\$32,521,254)	\$32,521,254		0
Shares issued for debentures after the reverse			912,428,489	\$912,428	\$354,210		1,266,638
Shares issued on debt for services			15,995,680	\$15,996	\$104,004		120,000
Net (loss) for the year ended Jun. 30, 2020						(\$4,666,207)	(4,666,207)
Balance at June 30, 2020	2,780,000	\$0	996,597,409	\$996,597	\$32,237,260	(\$44,318,897)	(\$11,085,040)
Balance at June 30, 2020	2,780,000	\$0	996,597,409	\$996,597	\$32,237,260	(\$44,318,897)	(\$11,085,040)
Shares for director and officer services			51,131,851	\$51,131	\$44,869		96,000
Shares issued for debentures, principal & accrued interest	0	0	2,143,374,436	2,143,375	(799,720)	0	1,343,655
Amended par value on February 8, 2021, to \$.0001				(2,871,993)	2,871,993		0
Net (loss) for the year ended Jun. 30, 2021						(695,416)	(695,416)
Balance at June 30, 2021	2,780,000	\$0	3,191,103,696	\$319,110	\$34,354,402	(\$45,014,313)	(\$10,340,801)
Balance at June 30, 2021	2,780,000	\$0	3,191,103,696	\$319,110	\$34,354,402	(\$45,014,313)	(\$10,340,801)
Shares issued for debentures, principal & accrued interest			473,975,000	\$47,397	\$236,988		284,385
Net (loss) for the six months ended Dec. 31, 2021						(\$1,093,576)	(1,093,576)
Balance at December 31, 2021	2,780,000	\$0	3,665,078,696	\$366,507	\$34,591,390	(\$46,107,889)	(\$11,149,992)

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC.

Consolidated Statements of Cash Flows (Unaudited)

	For the three months ended December 31,		For the six months ended December 31,	
	2021	2020	2021	2020
OPERATING ACTIVITIES				
Net income (loss) for the period	\$ (493,089)	\$ 603,784	\$ (1,093,576)	\$ 313,160
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:				
Abandoned land & improvements-Nipton	0	(1,044,500)	0	(1,044,500)
Depreciation & amortization	73,531	73,531	147,062	147,062
Changes in assets and liabilities				
(Incr)/decr -accounts receivable	(2,402)	(10,644)	(2,402)	(37,851)
(Incr)/decr - Inventory	(4,200)	(2,200)	9,250	(5,700)
(Incr)/decr - Prepaid Insurance	(52,300)	0	(52,300)	0
Incr/(decr) in accounts payable	438,072	66,363	404,900	(96,530)
Incr/(decr) in accrued interest	357,777	213,758	408,513	399,796
Incr/(decr) in debentures payable	(287,499)	0	(140,944)	0
Incr/(decr) - loans from shareholders	39,400	(46,000)	85,400	86,000
Net cash (used in) provided by operating activities	69,290	(145,908)	(234,097)	(238,563)
INVESTING ACTIVITIES				
Purchase of equipment for Virginia operation	(381,500)	0	(381,500)	0
Net cash (used in) provided by investing activities	(381,500)	0	(381,500)	0
FINANCING ACTIVITIES				
Issuance of debentures for cash	237,500	175,000	499,100	263,475
Unissued preferred shares for cash	390,000		390,000	
Acquisition liabilities	0	0	0	(20,000)
Net cash (used in) provided by financing activities	627,500	175,000	889,100	243,475
INCREASE (DECREASE) IN CASH	315,290	29,092	273,503	4,912
CASH, BEGINNING OF PERIOD	125,854	57,738	167,641	81,918
CASH, END OF PERIOD	\$ 441,144	\$ 86,830	\$ 441,144	\$ 86,830

NON-CASH TRANSACTIONS IN COMMON SHARES

Common shares issued for debentures and interest	\$ 104,219	\$ 614,534	\$ 284,385	\$ 792,259
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See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC.

Notes to Unaudited Consolidated Financial Statements For the six months ended December 31, 2021, and 2020 (Unaudited)

NOTE 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES

The Company

The Company was formed on December 10, 1998, as the result of a Plan and Agreement of Reorganization in Nevada between Ti-Mail, Inc. and Whitney Corporation and became known as Desert Winds Entertainment, Inc. During 2000 the Company changed its name to SunnComm, Inc., during 2002 to SunnComm Technologies, Inc., and during 2004 to SunnComm International Inc. On June 14, 2007, the Company changed its name from SunnComm Technologies Inc. to The Amergence Group, Inc. On March 8, 2011, the Company changed its name to Altitude Organic Corporation. On January 6, 2012, the Company changed its name to Tranzbyte Corporation and on May 9, 2014, changed its name to American Green Inc. On May 10, 2016, the Company re-domesticated to Wyoming as American Green Inc.

The Company is managing a cultivation facility in Phoenix Arizona for medical marijuana, owns proprietary dispensing machines and has an online sales operation for CBD products and apparel.

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position for the periods presented. Significant adjustments may be required upon the financial statements being audited to be in conformity with Generally Accepted Accounting Principles.

Going Concern

The Company operates in an industry that is subject to rapid change. The Company's operations will be subject to significant risk and uncertainties including financial, operational, technological, regulatory and other risks, including the potential risk of business failure.

The ability of the Company to continue as a going concern is dependent on the successful execution of Management's plans, which include sales of its products, further implementation of its business plan and continuing to raise funds through debt or equity financings. The Company will likely need to rely upon debt or equity financing in order to ensure the continuing existence of the business.

The accompanying unaudited 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.

Principles of Consolidation

The Company's consolidated financial statements include the assets, liabilities and operating results of the Company and its majority owned subsidiary named CannAwake Corporation. Minority interest is recorded for other shareholder interests in CannAwake Corporation.

Use of Estimates

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position.

Cash & Cash Equivalents

The company's policy is to consider cash and cash equivalents to consist of checking accounts, money market accounts or certificates of deposit having maturity dates of 180 days or less.

Financial Instruments

Financial instruments consist primarily of cash, security deposits and obligations under accounts payable and accrued expenses. The carrying amounts of cash, accounts receivable, security deposits, accounts payable and accrued expenses approximate fair value because of the short-term maturity of those instruments.

Income Taxes

The Company records its federal and state income tax liability as it is incurred. The company has accumulated net operating losses and does not have any outstanding income tax liabilities.

NOTE 2. INVESTMENTS

At May 24, 2010, the company entered into a Joint Venture Production Agreement with PanPacific International Limited, "PanPacific", whereby it would receive 50% of the profits in three scheduled concerts with internationally known artists to be performed in Hong Kong, and other agreed-upon joint enterprises, for 60 million restricted common shares valued at \$2,400,000. On August 9, 2010, PanPacific and the company formed a Nevada corporation and named it PanPacific International, Inc., "Pan International". PanPacific contributed its business operation allowing Tranzbyte to establish a presence and capabilities in Hong Kong, Macao, and China mainland enabling the company to consider future joint ventures to be identified and its advertising network for 75% ownership and the company received 25% for its prior capital investment of 60 million common shares. During December 2010, the company issued a restricted stock dividend to its shareholders comprised of 80% of its holdings, which was 20% of Pan International's total outstanding common shares. The company reduced its investment in Pan International by 80% to 480,000 shares for the dividend. The company owns 10 million shares of Pan International representing 5% of Pan International's total outstanding common shares with a cost basis of \$480,000 and valued at \$400,000 after impairment.

On December 8, 2016, the Company invested \$50,000 in MediaTechnics Corporation in a class of preferred shares.

During September 2017 the Company formed a wholly owned subsidiary named Nipton Inc. and during March 2018 transferred all of the Nipton Assets and attached liabilities to Nipton Inc. On April 4, 2018, the Company sold all of Nipton Inc. to CannAwake Corporation for 160,000 shares of the CannAwake's Series A Convertible Preferred Stock resulting in the Company having approximately 84% voting control of CannAwake. On November 19, 2019, the Nipton township property, held by CannAwake's wholly owned subsidiary, Nipton, Inc. ("Nipton"), was foreclosed upon in a trustee's sale due to defaults in the payments provided for in the property's purchase agreement payment schedule for the balance of the purchase price for the property. Accordingly, Nipton no longer has title to the Nipton township property. American Green has consolidated the assets and liabilities of CannAwake less the minority interest in the financial statements.

NOTE 3. LEASEHOLD IMPROVEMENTS

Leasehold improvements will be amortized over the remaining life of the lease and its extension periods for the cultivation facility when it is put into productive use.

NOTE 4. PATENTS

On August 6, 2014, the Company acquired the patent rights to technology supporting the Zazz Vending Machine. The patents will start being amortized when the Zazz machines are placed in service.

NOTE 5. DEPOSITS

Security Deposits

The Company has security deposits outstanding on lease space rentals.

NOTE 6. DEBENTURES PAYABLE

Outstanding Debentures

Date of Note Issuance	Principal Amount at Issuance (\$)	Principal Outstanding (\$)	Interest Accrued Outstanding (\$)	Principal & interest outstanding Balance (\$)	Maturity Date	Noteholder	Reason for Issuance	Conversion Terms
09/30/14	127,177	61,177	35,466	96,643	10/01/15	Note 3A	Working Capital	See Note 1
06/30/15	226,966	226,966	147,606	374,572	06/30/16	Note 3A	Working Capital	See Note 1
06/30/15	120,000	120,000	78,041	198,041	06/30/16	Albert Golusin	Working Capital	See Note 1
05/31/16	107,500	107,500	60,016	167,516	06/01/17	Note 3B	Working Capital	See Note 1
06/30/16	17,500	17,500	9,627	27,127	07/01/17	Note 3A	Working Capital	See Note 1
08/31/16	42,000	42,000	25,600	67,600	09/01/17	Note 3B	Working Capital	See Note 1
09/30/16	98,000	98,000	51,450	149,450	10/01/17	Note 3B	Working Capital	See Note 1
10/31/16	36,000	36,000	18,589	54,589	11/01/17	Note 3B	Working Capital	See Note 1
11/30/16	50,000	50,000	25,408	75,408	12/01/17	Note 3B	Working Capital	See Note 1
12/31/16	50,000	50,000	24,983	74,983	01/01/18	Note 3B	Working Capital	See Note 1
01/31/17	32,000	32,000	15,717	47,717	02/01/18	Note 3B	Working Capital	See Note 1
02/28/17	350,000	350,000	169,223	519,223	03/01/18	Note 3A	Working Capital	See Note 1
04/30/17	40,000	40,000	23,333	63,333	05/01/18	Note 3B	Working Capital	See Note 1

05/31/17	50,000	50,000	22,914	72,914	06/01/18	Note 3B	Working Capital	See Note 1
07/30/17	100,000	100,000	44,185	144,185	07/31/18	Note 3B	Working Capital	See Note 1
08/31/17	285,000	285,000	123,428	408,428	09/01/18	Note 3B	Working Capital	See Note 1
09/13/17	2,200,000	1,066,750	-	1,066,750	09/14/18	Note 3C	Acquisition	See Note 2
09/30/17	200,000	200,000	84,973	284,973	10/01/18	Note 3B	Working Capital	See Note 1
10/30/17	165,000	110,000	33,000	143,000	10/31/18	Note 3F	Working Capital	See Note 1
11/15/17	140,000	140,000	57,716	197,716	11/16/18	Note 3D	Working Capital	See Note 1
11/30/17	80,000	80,000	32,652	112,652	12/01/18	Note 3D	Working Capital	See Note 1
11/30/17	80,000	80,000	32,652	112,652	12/01/18	Note 3B	Working Capital	See Note 1
12/15/17	125,000	125,000	50,505	175,505	12/16/18	Note 3D	Working Capital	See Note 1
12/15/17	125,000	125,000	50,505	175,505	12/16/18	Note 3B	Working Capital	See Note 1
12/31/17	250,000	250,000	99,914	349,914	01/01/19	Note 3D	Working Capital	See Note 1
01/02/18	250,000	250,000	99,914	349,914	01/01/19	Note 3B	Working Capital	See Note 1
01/12/18	450,000	450,000	178,366	628,366	01/13/19	Note 3D	Working Capital	See Note 1
01/16/18	110,000	110,000	43,480	153,480	01/17/19	Note 3B	Working Capital	See Note 1
01/31/18	175,000	175,000	68,454	243,454	02/01/19	Note 3D	Working Capital	See Note 1
01/31/18	175,000	175,000	68,454	243,454	02/01/19	Note 3B	Working Capital	See Note 1
02/15/18	125,000	125,000	48,348	173,348	02/16/19	Note 3D	Working Capital	See Note 1
02/16/18	125,000	125,000	48,382	173,382	02/17/19	Note 3B	Working Capital	See Note 1
02/28/18	150,000	150,000	57,524	207,524	03/01/19	Note 3B	Working Capital	See Note 1
03/01/18	100,000	100,000	38,322	138,322	03/02/19	Note 3D	Working Capital	See Note 1
03/15/18	120,000	120,000	45,526	165,526	03/16/19	Note 3B	Working Capital	See Note 1
03/15/18	120,000	120,000	45,526	165,526	03/16/19	Note 3D	Working Capital	See Note 1
03/28/18	120,000	120,000	45,066	165,066	03/29/19	Note 3B	Working Capital	See Note 1
03/29/18	120,000	120,000	45,099	165,099	03/30/19	Note 3D	Working Capital	See Note 1
04/30/18	310,000	310,000	113,702	423,702	05/01/19	Note 3B	Working Capital	See Note 1
04/30/18	150,000	150,000	55,017	205,017	05/01/19	Note 3D	Working Capital	See Note 1
05/31/18	170,000	170,000	60,909	230,909	06/01/19	Note 3B	Working Capital	See Note 1
06/30/18	350,000	350,000	122,524	472,524	07/01/19	Note 3B	Working Capital	See Note 1
06/30/18	50,000	50,000	17,503	67,503	07/01/19	Note 3D	Working Capital	See Note 1
07/15/18	150,000	150,000	51,894	201,894	07/16/19	Note 3B	Working Capital	See Note 1
11/23/18	35,000	35,000	10,852	45,852	11/24/19	Note 3D	Working Capital	See Note 1
12/11/18	40,000	40,000	12,205	52,205	12/12/19	Sean Prophet	Working Capital	See Note 1
12/18/18	8,500	8,500	2,578	11,078	12/19/19	Note 3A	Working Capital	See Note 1
12/31/18	55,000	55,000	16,481	71,481	01/01/20	Note 3D	Working Capital	See Note 1
03/04/19	108,000	108,000	30,499	138,499	03/04/20	Note 3A	Working Capital	See Note 1
03/08/19	69,300	69,300	19,666	88,966	03/07/20	Albert Golusin	Working Capital	See Note 1
01/15/19	16,500	16,500	4,878	21,378	01/16/20	Note 3B	Working Capital	See Note 1
11/30/19	77,550	77,550	16,157	93,707	11/29/20	Note 3A	Working Capital	See Note 1
12/31/19	139,500	139,500	27,900	167,400	12/30/20	Note 3A	Working Capital	See Note 1
12/31/19	14,800	14,800	2,960	17,760	12/30/20	Note 3B	Working Capital	See Note 1
03/31/20	84,750	84,750	14,832	99,582	03/30/21	Note 3B	Working Capital	See Note 1
03/31/20	59,000	59,000	10,325	69,325	03/30/21	Albert Golusin	Working Capital	See Note 1
06/30/20	91,500	91,500	13,726	105,226	06/29/21	Albert Golusin	Working Capital	See Note 1
06/30/20	38,000	38,000	5,700	43,700	06/29/21	Note 3A	Working Capital	See Note 1
06/30/20	54,715	54,715	8,208	62,923	06/29/21	Note 3B	Working Capital	See Note 1
09/30/20	48,475	48,475	6,060	54,535	09/29/21	Note 3B	Working Capital	See Note 1
12/31/20	88,500	88,500	8,852	97,352	12/30/21	Albert Golusin	Working Capital	See Note 1
12/31/20	76,500	76,500	7,651	84,151	12/30/21	Note 3A	Working Capital	See Note 1
03/31/21	154,500	154,500	11,589	166,089	03/30/22	Albert Golusin	Working Capital	See Note 1
03/31/21	143,500	143,500	10,764	154,264	03/30/22	Note 3A	Working Capital	See Note 1
06/30/21	105,500	105,500	5,276	110,776	06/30/22	Albert Golusin	Working Capital	See Note 1
06/30/21	72,500	72,500	3,626	76,126	06/30/22	Note 3A	Working Capital	See Note 1
09/30/21	175,050	175,050	4,376	179,426	09/30/22	Albert Golusin	Working Capital	See Note 1
09/30/21	86,550	86,550	2,164	88,714	09/30/22	Note 3A	Working Capital	See Note 1
12/31/21	142,750	142,750	-	142,750	12/30/22	Albert Golusin	Working Capital	See Note 1
12/31/21	94,750	94,750	-	94,750	12/30/22	Note 3A	Working Capital	See Note 1
			<u>\$9,243,583</u>	<u>\$2,828,838</u>	<u>12,072,421</u>			

Note 1: These Debentures convert at 50% of lowest price in the 52 weeks preceding any demand for conversion. Holder is prohibited from demanding any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion.

Note 2: This Debenture converts at 50% of lowest price in 90 days preceding any demand for conversion. Holder is prohibited from demanding any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion.

Note 3A: Sunrise Communications LLC is the Holder and controlled through voting and investment control by Jillian Sanburg-Jacobs.

Note 3B: 10th Planet Partners LP is the Holder and controlled through voting and investment control by Morgan Sanburg-Jacobs.

Note 3C: Mammoth Corporation is the Holder and controlled through voting and investment control by Brad Hare.

Note 3D: X Finance LP is the Holder and controlled through voting and investment control by Albert Golusin.

Note 3E: Libra AGI is the Holder and controlled through voting and investment control by Sean Daly.

Note 3F: Information Investments LLC is the Holder and controlled through voting and investment by Albert Golusin.

NOTE 7. LOANS FROM SHAREHOLDERS

Amounts owed to directors, officers or other consultants for services that are also shareholders are accrued as loans from shareholders.

NOTE 8. UNISSUED STOCK LIABILITY

On December 24, the company executed subscription agreements with two shareholders in the amount of \$390,000 in exchange for shares of a to-be-designated class of Preferred Stock ("New Class") which has been recorded as an unissued stock liability.

These funds were used to purchase high-efficiency LED Grow Lights for use at the Company's Sweet Virginia grow facility.

In order to issue shares of the New Class, the Company must a) amend the Certificate of Designation of its Class A Convertible Preferred Stock ("Class A Stock") to allow for the issuance and ranking of the New Class (which requires the affirmative vote of 80% of the holders of the voting power of the issued Class A Stock); b) file a Certificate of Designation for the New Class; and c) amend its Articles of Incorporation ("Articles") to list the New Class. Wyoming law does not require a vote of the holders of Common Stock to amend the Articles to amend a Certificate of Designation, nor is it required to designate a new class or series of preferred stock, as this power is granted to the Board in the Articles.

The Company expects to complete these tasks in the third quarter of this fiscal year.

NOTE 9. STOCKHOLDERS EQUITY

Preferred Stock

On January 20, 2012, David Gwyther obtained 6,500,000 Preferred Series B shares from the prior owner. The Preferred Series B shares held by the Company's Chairman; David Gwyther had voting control of the Company with 1,000 votes for each preferred share held. Each Preferred B share can convert into 20 shares of common stock.

On September 13, 2016, the Company issued 1,400,000 Preferred Series B shares to two non-affiliates for \$16,800.

On June 1, 2017, the Company amended its articles and designated 6,000,000 Preferred Series C class of shares that it sold. A total of 3 million shares were sold to both directors of the Company for \$36,000 and 3 million shares were sold to two non-affiliates for \$36,000. Each Preferred C share has 1,000 votes and can convert into 20 shares of common stock.

At March 31, 2018 the Company had authorized 30,000,000 preferred shares with 13,900,000 preferred shares outstanding at \$.001 par and can issue shares of preferred stock in such classes and with such preferences as may be determined by the board of directors or the bylaws of the Company.

On May 30, 2019, the Company amended its Class A Convertible Preferred Stock Certificate of Designation, increasing the number of authorized shares of Class A Stock to 10,000,000 and granting each share 22,500 votes at any shareholder meeting where matters might be put to a vote of the Common Stock shareholders.

On May 31, 2019, the Company agreed to exchange all of its outstanding Class B & Class C Preferred Stock for Class A Stock.

On March 27, 2020, the Company amended its Class A Convertible Preferred Stock ("Class A Stock") Certificate of Designation, decreasing the number of votes each share of Class A Stock votes can vote at any shareholder meeting where matters might be put to a vote of the Common Stock shareholders from 22,500 to 2,250.

At December 31, 2021 the total outstanding Preferred Shares are 2,780,000 class A Preferred. The Company is authorized to issue a total of 30,000,000 preferred shares.

Common Stock

At June 30, 2019 the Company had 60,000,000,000 authorized common shares and 30,238,198,575 common shares outstanding.

On September 23, 2019, the Company announced that it had executed a reverse stock split with a ratio of 1 common share for 500 common shares. These financial statements have not adjusted the share amounts for the stock reverse. Subsequent financial statements will reflect the reverse stock split.

On May 20, 2020, the Company increased its authorized common shares to 1,470,000,000.

On August 20, 2020, the Company increased its authorized common shares to 1,965,000,000.

On December 8, 2020, the Company increased its authorized common shares to 2,850,000,000.

On February 8, 2021, the Company increased its authorized common shares to 4,850,000,000.

During the quarter ended September 30, 2019, the Company issued 1,889,630,000 common shares. One debenture was retired that had \$80,000 of principal and \$8,663 of accrued interest by issuing 888,663,000 common shares to its Holder. A partial payment on a debenture held by a separate unaffiliated Holder was made by issuing 1,003,000,000 common shares to pay \$114,500 of principal. Also, during the quarter, the Company issued 48,553,534 common shares to an officer for past services valued at 35,000 and 413,047,363 common shares to directors for past services valued at \$216,000. All shares issued during the quarter were prior to the reverse stock split on September 23, 2019.

On September 23, 2019, the Company announced that it had executed a reverse stock split with a ratio of 1 common share for 500 common shares. Disclosures of common share issuance amounts after September 23, 2019, will be after the reverse stock split. All disclosures of share issuances are on a post split basis after September 23, 2019.

During the quarter ended December 31, 2019, the Company issued 66,571,370 common shares. One debenture was retired that had \$26,000 of principal and \$2,600 of accrued interest by issuing 1,368,421 common shares to its Holder. Partial payments were made to three unaffiliated debenture holders totaling 65,189,170 common shares to pay \$321,868 of principal and \$68,030 of interest. Also, during the quarter, the Company issued 13,779 common shares to certain shareholders so that after the reverse split so they could still own one common share.

During the quarter ended March 31, 2020, the Company issued 307,923,175 common shares. One debenture was retired that had \$56,000 of principal and \$21,020 of accrued interest by issuing 31,297,745 common shares to its Holder. Partial payments were made to three unaffiliated debenture holders totaling 276,625,430 common shares to pay \$363,617 of principal and \$28,970 of interest.

During the quarter ended June 30, 2020, the Company issued 553,929,624 common shares. A total of 537,933,944 common shares reduced debentures and accrued interest by \$411,033 and 15,995,680 common shares were issued to reduce shareholder debt by \$120,000 for accrued officer and director compensation.

During the quarter ended September 30, 2020, the Company issued 229,049,435 common shares to four holders to reduce their debenture and accrued interest by \$177,725.

During the quarter ended December 31, 2020, the Company paid off three debentures with remaining outstanding principal balances of \$223,208 and \$27,076 of accrued interest totaling \$250,284 by issuing 390,331,667 common shares.

During the quarter ended March 31, 2021, the Company issued 51,131,851 common shares valued at \$96,000 to directors and officers for their services thru December 31, 2020. Also, during the quarter, the Company issued an additional 918,993,334 common shares for debenture conversions from four different holders resulting in the paying \$445,916 in principal and \$105,480 in accrued interest.

During the quarter ended September 30, 2021, the Company paid off two debentures with remaining outstanding principal balances of \$114,493 and \$5,673 of accrued interest totaling \$120,166 by issuing 200,380,667 common shares.

During the quarter ended December 31, 2021, the Company paid off one debenture with a remaining outstanding principal balance of \$40,000 and \$4,219 of accrued interest totaling \$44,219 by issuing 73,698,333 common shares. The Company also paid down a debenture by \$60,000 by issuing 100,000,000 common shares.

At December 31, 2021, the Company had 4,850,000,000 common shares authorized and 3,665,078,696 common shares issued and outstanding.