

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

NUTRANOMICS, INC.

A Wyoming Corporation
605 PORTLAND AVENUE SUITE 154
GLADSTONE, OREGON
97027
(866) 561-6679
Website: www.nutranomics.com
Email: ir@nutranomics.com
SIC Code: 2020

Quarterly Report

For the Period Ending: January 31, 2022
(the "Reporting Period")

As of January 31, 2022 the number of shares outstanding of our Common Stock was:

9,507,140,045

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

6,890,641,220

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

5,913,816,410

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

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

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.

The exact name of the company is Nutranomics, Inc.

Health Education Corporation d/b/a NutraNomics, (the predecessor company) was incorporated under the laws of the State of Delaware on February 14, 1996. The predecessor company reincorporated in Utah on January 5, 1998 and terminated its legal entity status in Utah on December 31, 2013.

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):

A Wyoming Corporation since September 11, 2019. Status – Good Standing

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:

Our principal executive offices are located 605 Portland Avenue Suite 154, Gladstone, OR 97027 the telephone number is (866) 561-6679.

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

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

Not applicable

2) Security Information

Trading symbol: NNRX
Exact title and class of securities outstanding: Common Stock
CUSIP: 6706H108

Par or stated value: .001

Total shares authorized: 60,000,000,000 as of date: September 3, 2021
Total shares outstanding: 9,507,140,045 as of date January:31, 2022
Number of shares in the Public Float²: 9,610,488,905 as of date: January 31, 2022
Total number of shareholders of record: 38 as of date: January 31, 2022

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

Not applicable

Transfer Agent

Name: Action Stock Transfer, Inc.
Phone: (801) 274-1088
Email: action@actionstocktransfer.com
Address: 2469 E. Fort Union Blvd.
Salt Lake City, UT 81121

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: ☐

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.

Number of Shares outstanding as of July 31, 2019	Opening Balance: Common: <u>2,161,787,677</u> Preferred: <u>1,000,000</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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>8/2/19</u>	<u>Issuance</u>	<u>59,523,810</u>	<u>Common</u>	<u>.00021</u>	<u>Yes</u>	<u>KBM Curt Kramer</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>8/29/19</u>	<u>Issuance</u>	<u>83,558,412</u>	<u>Common</u>	<u>.00017</u>	<u>Yes</u>	<u>KBM Curt Kramer</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>9/3/19</u>	<u>Issuance</u>	<u>47,058,824</u>	<u>Common</u>	<u>.00017</u>	<u>Yes</u>	<u>Vis Vires Group Curt Kramer</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>9/25/19</u>	<u>Issuance</u>	<u>117,647,059</u>	<u>Common</u>	<u>.00017</u>	<u>Yes</u>	<u>Vis Vires Group Curt Kramer</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>9/27/19</u>	<u>Issuance</u>	<u>70,666,667</u>	<u>Common</u>	<u>.00012</u>	<u>Yes</u>	<u>Trillium Partners LP – Stephen Hicks</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>10/2/19</u>	<u>Issuance</u>	<u>62,500,000</u>	<u>Common</u>	<u>.00012</u>	<u>Yes</u>	<u>Vis Vires Group Curt Kramer</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>10/23/19</u>	<u>Issuance</u>	<u>167,303,000</u>	<u>Common</u>	<u>.00015</u>	<u>Yes</u>	<u>Vis Vires Group Curt Kramer</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>1/16/20</u>	<u>Issuance</u>	<u>56,000,000</u>	<u>Common</u>	<u>.00005</u>	<u>Yes</u>	<u>Trillium Partners LP – Stephen Hicks</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>1/22/20</u>	<u>Issuance</u>	<u>116,824,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Livingston Asset Management LLC – Stephen Hicks</u>	<u>Debt settlement under Sec 3(a)(10)</u>	<u>Unrestricted</u>	<u>Rule 144 3(a)(10)</u>
<u>2/3/20</u>	<u>Issuance</u>	<u>216,194,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Livingston Asset Management LLC – Stephen Hicks</u>	<u>Debt settlement under Sec 3(a)(10)</u>	<u>Unrestricted</u>	<u>Rule 144 3(a)(10)</u>
<u>2/24/20</u>	<u>Cancellation</u>	<u>(27,300,000)</u>	<u>Common</u>	<u>N/A</u>	<u>Yes</u>	<u>Trillium Partners LP – Stephen Hicks</u>	<u>Correction of prior conversion</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>2/25/20</u>	<u>Issuance</u>	<u>162,000,000</u>	<u>Common</u>	<u>.00005</u>	<u>Yes</u>	<u>Trillium Partners LP – Stephen Hicks</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>3/20/20</u>	<u>Issuance</u>	<u>129,339,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Livingston Asset Management</u>	<u>Debt settlement</u>	<u>Unrestricted</u>	<u>Rule 144 3(a)(10)</u>

						LLC – Stephen Hicks	<u>under Sec 3(a)(10)</u>		
<u>3/25/20</u>	<u>Issuance</u>	<u>148,492,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	Livingston Asset Management LLC – Stephen Hicks	<u>Debt settlement under Sec 3(a)(10)</u>	<u>Unrestricted</u>	<u>Rule 144 3(a)(10)</u>
<u>5/6/20</u>	<u>Issuance</u>	<u>244,368,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	Livingston Asset Management LLC – Stephen Hicks	<u>Debt settlement under Sec 3(a)(10)</u>	<u>Unrestricted</u>	<u>Rule 144 3(a)(10)</u>
<u>6/15/20</u>	<u>Issuance</u>	<u>301,071,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	Livingston Asset Management LLC – Stephen Hicks	<u>Debt settlement under Sec 3(a)(10)</u>	<u>Unrestricted</u>	<u>Rule 144 3(a)(10)</u>
<u>4/28/21</u>	<u>Issuance</u>	<u>399,231,280</u>	<u>Common</u>	<u>.00002</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/21/21</u>	<u>Issuance</u>	<u>80,597,250</u>	<u>Common</u>	<u>.0004</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/21/21</u>	<u>Issuance</u>	<u>72,602,444</u>	<u>Common</u>	<u>.00045</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/21/21</u>	<u>Issuance</u>	<u>73,059,067</u>	<u>Common</u>	<u>.00045</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/21/21</u>	<u>Issuance</u>	<u>73,530,889</u>	<u>Common</u>	<u>.00044</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/21/21</u>	<u>Issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>.0004</u>	<u>Yes</u>	Trillium Partners LP – Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/21/21</u>	<u>Issuance</u>	<u>65,500,000</u>	<u>Common</u>	<u>.0004</u>	<u>Yes</u>	Trillium Partners LP – Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>93,013,314</u>	<u>Common</u>	<u>.00035</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>92,426,229</u>	<u>Common</u>	<u>.00035</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>91,819,571</u>	<u>Common</u>	<u>.00035</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>39,990,800</u>	<u>Common</u>	<u>.00008</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>16,213,700</u>	<u>Common</u>	<u>0.0003</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>21,054,433</u>	<u>Common</u>	<u>0.0003</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>54,037,733</u>	<u>Common</u>	<u>0.00023</u>	<u>Yes</u>	Oscaleta Partners LLC Stephen Hicks	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>

<u>5/27/21</u>	<u>Issuance</u>	<u>26,180,914</u>	<u>Common</u>	<u>0.00035</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>17,775,400</u>	<u>Common</u>	<u>0.00035</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>5/27/21</u>	<u>Issuance</u>	<u>23,039,733</u>	<u>Common</u>	<u>0.00030</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>6/25/21</u>	<u>Issuance</u>	<u>91,780,429</u>	<u>Common</u>	<u>0.00035</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>7/7/21</u>	<u>Issuance</u>	<u>80,033,900</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>7/7/21</u>	<u>Issuance</u>	<u>79,503,075</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>7/7/21</u>	<u>Issuance</u>	<u>78,989,375</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>7/7/21</u>	<u>Issuance</u>	<u>78,458,550</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>7/7/21</u>	<u>Issuance</u>	<u>77,944,875</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>7/7/21</u>	<u>Issuance</u>	<u>77,859,250</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>8/10/21</u>	<u>Issuance</u>	<u>77,859,250</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>10/7/21</u>	<u>Issuance</u>	<u>142,300,840</u>	<u>Common</u>	<u>0.00025</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>10/7/21</u>	<u>Issuance</u>	<u>143,122,720</u>	<u>Common</u>	<u>0.00025</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>10/20/21</u>	<u>Issuance</u>	<u>301,042,000</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Trillium Partners LP</u> <u>Stephen Hicks</u>	<u>Cash - Subscription</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>10/26/21</u>	<u>Issuance</u>	<u>312,500,000</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>Trillium Partners LP</u> <u>Stephen Hicks</u>	<u>Cash - Subscription</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>11/2/21</u>	<u>Issuance</u>	<u>300,000,000</u>	<u>Common</u>	<u>0.0004</u>	<u>Yes</u>	<u>JP Carey</u> <u>Joseph Canouse</u>	<u>Cash - Subscription</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>11/15/21</u>	<u>Issuance</u>	<u>115,807,640</u>	<u>Common</u>	<u>0.00025</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>11/15/21</u>	<u>Issuance</u>	<u>114,985,720</u>	<u>Common</u>	<u>0.00025</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>11/15/21</u>	<u>Issuance</u>	<u>114,163,800</u>	<u>Common</u>	<u>0.00025</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>12/1/21</u>	<u>Issuance</u>	<u>285,135,600</u>	<u>Common</u>	<u>0.0001</u>	<u>Yes</u>	<u>Oscleta Partners LLC</u> <u>Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>

<u>12/2/21</u>	<u>Issuance</u>	<u>326,625,000</u>	<u>Common</u>	<u>0.00008</u>	<u>Yes</u>	<u>Trillium Partners LP Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>1/10/22</u>	<u>Issuance</u>	<u>229,360,067</u>	<u>Common</u>	<u>0.00015</u>	<u>Yes</u>	<u>Livingston Asset Management, LLC Stephen Hicks</u>	<u>Conversion of notes</u>	<u>Unrestricted</u>	<u>3(a)(9)</u>
<u>1/13/22</u>	<u>Issuance</u>	<u>413,068,000</u>	<u>Common</u>	<u>0.00032</u>	<u>No</u>	<u>Trillium Partners LP Stephen Hicks</u>	<u>Cash - Subscription</u>	<u>Unrestricted</u>	<u>Reg A</u>
<u>1/26/22</u>	<u>Issuance</u>	<u>328,228,000</u>	<u>Common</u>	<u>0.00032</u>	<u>No</u>	<u>Trillium Partners LP Stephen Hicks</u>	<u>Cash - Subscription</u>	<u>Unrestricted</u>	<u>Reg A</u>
Shares Outstanding on <u>January 31, 2022</u>	Ending Balance: Common: <u>9,507,140,045</u> Preferred: <u>1,000,000</u>								

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

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

<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</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
<u>9/27/13</u>	<u>250,000</u>	<u>250,000</u>	<u>202,466</u>	<u>9/27/15</u>	<u>The average of the trading price for the day prior to conversion notice.</u>	<u>Evolution Capital Partners Scott Debo</u>	<u>Loan</u>
<u>10/18/13</u>	<u>68,850</u>	<u>125,000</u>	<u>73,144</u>	<u>10/18/15</u>	<u>The average of the trading price for the day prior to conversion notice.</u>	<u>Evolution Capital Partners Scott Debo</u>	<u>Loan</u>
<u>11/22/13</u>	<u>150,000</u>	<u>150,000</u>	<u>119,178</u>	<u>10/22/15</u>	<u>The average of the trading price for the day prior to conversion notice.</u>	<u>Evolution Capital Partners Scott Debo</u>	<u>Loan</u>
<u>6/2/15</u>	<u>22,483</u>	<u>27,500</u>	<u>29,387</u>	<u>3/2/16</u>	<u>58% of the lowest traded price in the 10 days preceding conversion</u>	<u>Firehole River Capital LLC Steve Maese</u>	<u>Loan</u>
<u>9/15/15</u>	<u>89,382</u>	<u>299,382</u>	<u>N/A</u>	<u>3/15/16</u>	<u>100% of the closing bid price on the day prior to conversion.</u>	<u>Michael Doron</u>	<u>Services</u>
<u>12/18/15</u>	<u>45,000</u>	<u>45,000</u>	<u>N/A</u>	<u>7/18/16</u>	<u>42% discount to the average of the prior ten days' closing price.</u>	<u>Lance Brunson - Attorney</u>	<u>Services</u>

<u>3/18/18</u>	<u>20,000</u>	<u>20,000</u>	<u>7,726</u>	<u>3/19/19</u>	<u>50% discount of lowest bid price in 30 days prior to conversion</u>	<u>Michael Doron</u>	<u>Loan</u>
<u>10/15/18</u>	<u>10,000</u>	<u>10,000</u>	<u>3,047</u>	<u>10/15/20</u>	<u>Stock price day prior to conversion</u>	<u>James Dickson</u>	<u>Loan</u>
<u>12/19/18</u>	<u>20,000</u>	<u>20,000</u>	<u>6,477</u>	<u>12/20/20</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Michael Doron</u>	<u>Loan</u>
<u>2/8/19</u>	<u>30,000</u>	<u>30,000</u>	<u>8,942</u>	<u>2/8/20</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Michael Doron</u>	<u>Loan</u>
<u>6/7/19</u>	<u>20,000</u>	<u>20,000</u>	<u>5,293</u>	<u>6/6/20</u>	<u>60% discount of lowest bid price in 20 days prior to conversion</u>	<u>Michael Doron</u>	<u>Loan</u>
<u>7/15/19</u>	<u>15,000</u>	<u>15,000</u>	<u>3,826</u>	<u>7/14/20</u>	<u>60% discount of lowest bid price in 20 days prior to conversion</u>	<u>Michael Doron</u>	<u>Loan</u>
<u>2/7/20</u>	<u>20,000</u>	<u>20,000</u>	<u>3,759</u>	<u>2/7/21</u>	<u>60% discount of lowest bid price in 20 days prior to conversion</u>	<u>Michael Doron</u>	<u>Loan</u>
<u>5/3/21</u>	<u>45,000</u>	<u>45,000</u>	<u>3,366</u>	<u>10/31/21</u>	<u>\$0.0002</u>	<u>Livingston Asset Management LLC – Stephen Hicks</u>	<u>Loan</u>
<u>6/25/21</u>	<u>33,000</u>	<u>33,000</u>	<u>1,989</u>	<u>12/26/21</u>	<u>\$0.0002</u>	<u>Livingston Asset Management LLC – Stephen Hicks</u>	<u>Loan</u>
<u>7/22/21</u>	<u>33,000</u>	<u>33,000</u>	<u>2,495</u>	<u>7/22/22</u>	<u>\$0.0002</u>	<u>Livingston Asset Management LLC – Stephen Hicks</u>	<u>Loan</u>
<u>8/1/21</u>	<u>15,000</u>	<u>15,000</u>	<u>760</u>	<u>4/30/22</u>	<u>50% discount of lowest bid price in 30 days prior to conversion</u>	<u>Oscleta Partners LLC Stephen Hicks</u>	<u>Services</u>
<u>9/1/21</u>	<u>15,000</u>	<u>15,000</u>	<u>629</u>	<u>5/31/22</u>	<u>50% discount of lowest bid price in 30 days prior to conversion</u>	<u>Oscleta Partners LLC Stephen Hicks</u>	<u>Services</u>
<u>10/1/21</u>	<u>15,000</u>	<u>15,000</u>	<u>505</u>	<u>6/30/22</u>	<u>50% discount of lowest bid price in 30 days prior to conversion</u>	<u>Oscleta Partners LLC Stephen Hicks</u>	<u>Services</u>
<u>11/1/21</u>	<u>15,000</u>	<u>15,000</u>	<u>378</u>	<u>7/31/22</u>	<u>50% discount of the lowest bid price in 30 days prior to conversion</u>	<u>Oscleta Partners LLC – Stephen Hicks</u>	<u>Services</u>
<u>12/1/21</u>	<u>15,000</u>	<u>15,000</u>	<u>251</u>	<u>8/31/22</u>	<u>50% discount of the lowest bid price in 30 days prior to conversion</u>	<u>Frondeur Partners LLC – William Gonyer</u>	<u>Services</u>
<u>1/1/22</u>	<u>15,000</u>	<u>15,000</u>	<u>123</u>	<u>9/30/22</u>	<u>50% discount of the lowest bid price in 30 days prior to conversion</u>	<u>Frondeur Partners LLC – William Gonyer</u>	<u>Services</u>
<u>1/21/22</u>	<u>117,818</u>	<u>117,818</u>	<u>387</u>	<u>9/30/22</u>	<u>\$0.0001</u>	<u>Trillium Partners LP – Stephen Hicks</u>	<u>Loan</u>
<u>1/28/22</u>	<u>220,000</u>	<u>200,000</u>	<u>181</u>	<u>9/30/22</u>	<u>\$0.0001</u>	<u>Trillium Partners LP – Stephen Hicks</u>	<u>Loan</u>

Accrued interest calculated through July 31, 2021; notes issued subsequent to that date have not been included in calculated interest nor in the financial statements included in this report.

Note 1 – During the year ended July 31, 2021, the Company and its agent agreed to end the arrangement under the 3(a)(10) settlement and reclassified the related liabilities as promissory notes or accounts payable.

Note 2 – During the year ended July 31, 2021, the Company entered into an agreement with Geoffrey T. Bazegian to increase principal to \$35,500 and to issue 62,500,000 shares of common stock for payment defaults.

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: William E. Gonyer
Title: Managing member, Will Stephenson Advisory LLC
Relationship to Issuer: Contract Service Provider

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

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

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

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

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

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.

Financial Statements:

<u>Condensed Balance Sheets as of January 31, 2022 and July 31, 2021 (Unaudited)</u>	11
<u>Condensed Statements of Operations for the Three and Six Months Ended January 31, 2022 and 2021 (Unaudited)</u>	12
<u>Condensed Statements of Changes in Stockholders' Deficit for the Three and Six Months Ended January 31, 2022 and 2020 (Unaudited)</u>	13-14
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<u>Notes to Condensed Financial Statements (Unaudited)</u>	17-27

NUTRANOMICS, INC.
CONDENSED BALANCE SHEETS
(Unaudited)

	January 31, 2022	July 31, 2021
ASSETS		
CURRENT ASSETS		
Cash	\$ 178,248	\$ 28,522
Prepaid expenses	-	25,000
Total Current Assets	178,248	53,522
 Advances to acquisition target	 500,000	 -
Total Assets	\$ 678,248	\$ 53,522
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 1,635,436	\$ 1,762,232
Convertible notes payable, net of discount and premiums	1,499,691	1,522,307
Note payable	219,999	274,999
Note derivative liability	261,181	261,181
Settlement reserves	1,329,846	1,210,241
Total Current Liabilities	4,946,153	5,030,960
 Total Liabilities	 4,946,153	 5,030,960
STOCKHOLDERS' DEFICIT		
Preferred stock; par value of \$.001, 25,000,000 shares authorized; 1,000,000 and 1,000,000 shares issued and outstanding at January 31, 2022 and July 31, 2021, respectively	1,000	1,000
Common stock; par value of \$.001, 60,000,000,000 shares authorized; 9,507,140,045 and 5,913,816,410 shares issued and outstanding at January 31, 2022 and July 31, 2021, respectively	9,507,138	5,913,814
Additional paid in capital	(2,025,780)	438,933
Accumulated deficit	(11,750,263)	(11,331,185)
Total Stockholders' Deficit	(4,267,905)	(4,977,438)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 678,248	\$ 53,522

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

CONDENSED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2022 AND 2021
(Unaudited)

	For the Three Months Ended January 31,		For the Six Months Ended January 31,	
	2022	2021	2022	2021
REVENUES	\$ -	\$ -	\$ -	\$ -
COST OF SALES	-	-	-	-
GROSS PROFIT	-	-	-	-
OPERATING EXPENSES				
General and administrative	26,444	1,636	96,769	3,884
Professional fees	77,495	7,500	80,885	16,000
Salaries and wages	60,000	60,000	120,000	120,000
Total Operating Expenses	163,939	69,136	297,654	139,884
OPERATING (LOSS)	(163,939)	(69,136)	(297,654)	(139,884)
OTHER INCOME (EXPENSE)				
Derivative expense	-	-	(47,259)	(30,001)
Fair market value gain	47,259		47,259	
Gain on debt extinguishment	25,000		33,334	
Interest expense	(68,441)	(35,316)	(154,758)	(80,714)
Total Other Income (Expense)	3,818	(35,316)	(121,424)	(110,715)
NET (LOSS) BEFORE INCOME TAXES	(160,121)	(104,452)	(419,078)	(250,599)
Provision for income taxes	-	-	-	-
NET (LOSS)	\$ (160,121)	\$ (104,452)	\$ (419,078)	\$ (250,599)
BASIC AND DILUTED LOSS PER SHARE	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING				
Weighted Average Shares Outstanding - Basic and Diluted	8,158,123,619	4,177,033,449	7,096,476,112	4,177,033,449

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

NUTRANOMICS, INC.
CONDENSED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2022 AND 2021
(Unaudited)

For the Three and Six Months Ended January 31, 2022

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholders' (Deficit)
	Shares	Amount	Shares	Amount			
Balance, July 31, 2021	1,000,000	\$ 1,000	5,913,816,410	\$ 5,913,814	\$ 438,933	\$ (11,331,185)	\$ (4,977,438)
Common stock for conversion of convertible note principal	-	-	363,282,810	363,283	(181,673)	-	181,610
Common stock issued for cash	-	-	613,542,000	613,542	(368,125)	-	245,417
Net loss for the three months ended October 31, 2021	-	-	-	-	-	(258,957)	(258,957)
Balance October 31, 2021	1,000,000	1,000	6,890,641,220	6,890,639	(110,865)	(11,590,142)	(4,809,368)
Common stock for conversion of convertible note principal	-	-	1,575,202,825	1,575,203	(1,230,834)	-	344,369
Common stock issued for cash	-	-	1,041,296,000	1,041,296	(684,081)	-	357,215
Net loss for the three months ended January 31, 2022						(160,121)	(160,121)
Balance January 31, 2022	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>9,507,140,045</u>	<u>\$ 9,507,138</u>	<u>\$ (2,025,780)</u>	<u>\$ (11,750,263)</u>	<u>\$ (4,267,905)</u>

For the Three and Six Months Ended January 31, 2021

	<u>Preferred Stock</u>		<u>Common Stock</u>		Additional Paid in Capital	Accumulated Deficit	Total Stockholders' (Deficit)
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance, July 31, 2020	1,000,000	\$ 1,000	4,117,033,449	\$ 4,117,031	\$ 1,196,495	\$ (12,372,638)	\$ (7,058,112)
Net loss for the three months ended October 31, 2020	-	-	-	-	-	(146,147)	(146,147)
Balance October 31, 2020	1,000,000	1,000	4,117,033,449	4,117,031	1,196,495	(12,518,785)	(7,204,259)
Net loss for the three months ended January 31, 2021	-	-	-	-	-	(104,452)	(104,452)
	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>4,117,033,449</u>	<u>\$ 4,117,031</u>	<u>\$ 1,196,495</u>	<u>\$ (12,623,247)</u>	<u>\$ (7,308,711)</u>

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

NUTRANOMICS, INC.
CONDENSED STATEMENTS OF CASH FLOWS FOR THE SIX MONTHS ENDED JANUARY 31, 2022
AND 2021
(Unaudited)

The Six Months Ended:

January 31,

2022

2021

OPERATING ACTIVITIES

Net (Loss)	\$ (419,078)	\$ (250,599)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Initial derivative expense	47,259	30,001
Interest expense for note premium	90,000	-
Fair market value gain on derivative liability	(47,259)	-
Amortization of debt discount	3,414	-
Short-term notes issued for professional fees and expenses	90,000	-
Stock based expenses	16,855	-
Gain on extinguishment of debt	(33,334)	-
Changes in operating assets and liabilities:		
Other current assets	25,000	-
Accounts payable and accrued expenses	16,919	216,982
Net Cash (Used in) Operating Activities	(210,224)	(2,248)

INVESTING ACTIVITIES

Advances to acquisition target	(500,000)	-
Net Cash Used in Investing Activities	(500,000)	-

FINANCING ACTIVITIES

Proceeds from stock issuance	602,632	-
Repayments of loans and notes	(60,500)	-
Proceeds from officer loans	-	2,273
Proceeds from convertible notes issued	317,818	-
Net Cash Provided by Financing Activities	859,950	2,273

Net (Decrease) Increase in Cash	149,726	(1,343)
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Cash, Beginning of Period	28,522	1,343
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Cash, End of Period	\$ 178,248	\$ -
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Supplemental Disclosures of Cash Flow Information:

Cash paid during the period for:

Interest	\$ -	\$ -
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Non-cash Investing and Financing activities:		
Common stock for conversion of convertible note principal	\$ 167,842	\$ -
Reclassification to additional paid in capital for put premium (conversion of notes)	\$ 298,227	\$ -
Conversion of accrued interest (conversion of notes)	\$ 43,055	\$ -
Services fees paid with common shares (conversion of notes)	\$ 16,855	\$ -
Reclassification of note to convertible note due to assignment	\$ -	\$ 10,000

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

NUTRANOMICS, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

NOTE 1- NATURE OF OPERATIONS

Corporate History

Health Education Corporation d/b/a NutraNomics, (the “Company or Nutranomics”) was incorporated under the laws of the State of Delaware on February 14, 1996. The Company was originally organized to provide education services, books, cassette tapes and public presentations. The Company utilized several revenue generating tools in order to accomplish this goal including Live Blood Analysis, iridology, bone density screening and other self-help methods. In 1998, the Company changed its incorporation to the State of Utah. In 2001, the Company created its own line of nutritional products that quickly became its leading revenue source. The Company filed for the d/b/a. of “NutraNomics” in order to fully prepare and utilize the brand name for expansion. In retail outlets and to its clientele, the Company is now known as Nutranomics. The Company sells co-branded supplements direct to the public, through marketing partners and to third party health practitioners. The Company maintains multiple trademarks, trade names and patents.

Merger

On September 13, 2013, Buka Ventures, Inc. (“Buka”), a Nevada corporation since March 15, 2007 and the Company, executed and delivered a Share Exchange Agreement (the “Share Agreement”) and all required or necessary documentation to complete a merger (collectively, the “Transaction Documents”), whereby Buka became the parent company and Nutranomics became the wholly-owned subsidiary on the closing of the Share Agreement. Prior to the closing of this transaction and pursuant to the Share Exchange Agreement, Buka canceled 25,000,000 of its 46,500,000 issued and outstanding common shares and simultaneously issued 25,005,544 shares of its common stock in exchange for 8,994,800 shares of Nutranomics common stock. The merger was treated as a reverse acquisition and a recapitalization of a public company. Accordingly, the historic financial statements of the Company are the historic financial statements of Nutranomics. Buka’s name was formally changed to “Nutranomics, Inc.” in connection with the transaction. The “Company” hereinafter refers to Nutranomics, Inc., the Nevada parent corporation, or Health Education Corporation d/b/a Nutranomics, the Utah subsidiary corporation, as the context requires (Health Education Corporation d/b/a Nutranomics terminated its legal entity status in Utah on December 31, 2013).

Change of State of Incorporation

On September 9, 2019, the Company filed Articles of Continuance with the Secretary of State of Wyoming, which changed the corporate registration from Nevada to Wyoming in accordance with the resolution of the Company’s board of directors, dated May 23, 2019.

Increase in Authorized Shares of Common Stock

On March 17, 2020, the Wyoming Secretary of State approved the Company’s increase of authorized common stock to 10,000,000,000 shares.

On September 3, 2021, the Wyoming Secretary of State approved the Company’s amendment to its articles of incorporation to increase the authorized shares of common stock to 60,000,000,000.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GOING CONCERN

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for annual financial information and the rules and regulations of the Securities and Exchange Commission (“SEC”) for annual financial information. In the opinion of the Company’s management, the accompanying

NUTRANOMICS, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

financial statements reflect all adjustments, consisting of normal, recurring adjustments, considered necessary for a fair presentation of the financial condition and results for the three months ending ended January 31, 2022

Going Concern

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. For the six months ended January 31, 2022 the Company has net losses of \$419,078 and used cash of \$210,224 in operations. Further, the Company has negative working capital of \$4,767,905, a shareholders' deficit of \$4,267,905 and an accumulated deficit of \$11,750,263 at January 31, 2022 and does not have the requisite liquidity to pay its current obligations. Many of the debt obligations are currently in default. These factors, among others, raise substantial doubt about its ability to continue as a going concern. Management will seek to increase revenues and reduce costs, while raising capital through the sale of its stock. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("US GAAP") 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 revenue and expenses during the reporting period. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ from those estimates.

Derivative Liabilities

In connection with the private placement of certain convertible notes beginning in January 2014, the Company became contingently obligated to issue shares of common stock in lieu of cash to liquidate the notes. The Company values these convertible notes payable using the multinomial lattice method that values the derivative liability within the notes based on a probability weighted discounted cash flow model. The resulting liability is valued at each reporting date and the change in the liability is reflected as change in derivative liability in the statement of operations.

Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the Note date with a charge to interest expense in accordance with ASC 480 - "Distinguishing Liabilities from Equity".

Revenue Recognition

Revenue is derived from wholesale bulk products and retail products sold to resellers and individuals.

Effective October 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers, which is effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance

NUTRANOMICS, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company's initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606. The Company defers recognition of revenue until the performance obligations are fulfilled. Fulfillment is triggered by shipment of the related product to the contracted customer. Allowances for returns and retail incentives are deducted from the revenue to be recognized.

The Company also recognizes revenues from the distribution of its product through trade partners. Related revenues consist of product costs, distribution fees, testing and labeling costs, as well as any associated administrative fees. The Company recognizes these revenues after the product has been shipped from the outsource manufacturer to the trade partner. The Company has contractual obligation to pay the outsource manufacturers, and as a principal in these arrangements the Company includes the total product price as revenue in accordance with applicable accounting guidance. The Company has separately negotiated contractual relationships with its trade partners, and under contracts with these trade partners the Company assumes the credit risk of product produced by the outsource manufacturer and dispensed to the trade partner.

Cost of Sales

The Company includes product costs (i.e. material, direct labor and overhead costs), shipping and handling expense, insurance on inventory, production-related depreciation expense and product license agreement expense in cost of sales.

Net Income/Loss Per Share

Basic loss per share is calculated by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution, as is the case at January 31, 2022. As of January 31, 2022, the outstanding principal balance of convertible notes and accrued interest was \$1,792,785 and was convertible into 9,839,080,270 shares of common stock. It should be noted that contractually the limitations on these notes and warrants limit the number of shares converted to 4.99% or 9.99% of the outstanding shares.

Earnings Per Share

The following table shows the potentially dilutive shares for the three months ended January 31, 2022 and 2021:

	January 31, 2022	January 31, 2021
Third party convertible debt	9,839,080,270	11,096,755,416
Total	9,839,080,270	11,096,755,416

NOTE 3 – COMMIMENTS, CONTINGENCIES AND LEGAL MATTERS

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

NUTRANOMICS, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Letter of Intent to Acquire 100% of the Membership Interest of Three Companies

On January 20, 2022, the Company issued a press release outlining its intention to acquire 100% of DHS Development Inc. and its affiliated companies ("Target"). In exchange, the Company will issue up to 30% of its common stock by issuance of a new class of convertible preferred shares having anti-dilution protection for a fixed term. The transaction will be accounted for as an acquisition whereby the Target will be the Predecessor entity and its operations will be presented as prior year operations in the Successor consolidated financial statements. Due diligence is ongoing and the transaction is expected to close in March 2022. To extent the value of the consideration (new class of convertible preferred stock) exceeds the value of the net assets acquired intangible assets such as goodwill may be recognized.

Given the price of the Company's common stock on January 31, 2022, the acquisition value is \$1,741,160, based on shares outstanding of 9,507,140,045 and potentially dilutive shares arising from convertible notes of 9,839,080,270.

Office Lease

The Company has a month-to-month lease for a sales and marketing office in Gladstone, Oregon. Since the lease term is monthly the Company has determined that the present value of the obligation is equal to the actual cash settlement no present value has been calculated. Additionally, no obligation and future service use assets have been recorded.

Litigation

On August 15, 2019, a default judgement was issued to Typenex Co-Investment, LLC, for \$559,367, arising from the Company's default on the December 2, 2014, Typenex convertible note. The Company has reclassified the convertible note principal and accrued interest balances, along with related derivative balances to settlement reserves. The court also awarded the former note holder legal fees and interest of 22% from the date of the judgement until settled. Management has engaged legal counsel on the matter and has proposed various settlements with Typenex and believes that a settlement will be reached during fiscal 2022. Management will assess the settlement reserve for adequacy once legal fees and interest is specified by the plaintiff.

The plaintiff has filed a motion seeking a court hearing to determine the existence of any assets to satisfy the default judgement.

Inventory Purchase Commitment and Profit-Sharing Arrangement

On September 19, 2019, the Company entered into an agreement to purchase 100,000 pounds of industrial hemp with a CBD content of 14% or greater and THC content of less than .03% with a commercial hemp farm in California. A purchase deposit of \$200,000 was made on September 25, 2019. The full amount of the deposit was recognized as expense as of July 31, 2020, due the vendor's failure to deliver the hemp in accordance with the content terms of the agreement.

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On September 20, 2019, the Company entered into a financing and profit-sharing arrangement with a third party to provide the working capital needed to purchase the hemp described above, from a vendor selected by the profit-sharing party. The arrangement provided \$550,874 for the deposit above on the hemp purchase and financing for transportation and initial processing into CBD.

Repayment of the initial funding and profit sharing was expected once the final processing into CBD was complete and the end product was paid for by the ultimate purchaser. During the year ended July 31, 2020, the Company determined that the hemp vendor could not meet the delivery obligation under the terms of the agreement. As a result, the Company is in the process of either obtaining the hemp or a CBD distillate to fulfill the terms of the agreement with the profit-sharing party, which has been informed of the situation. The Company has discussed various alternatives with the third party to settle the matter; the profit-sharing party recognizes that the terms of the agreement specify that repayment is predicated on finished product sales, however the potential for arbitration is not considered likely but possible and final result is uncertain. The Company is in discussion with party and has recognized the full amount of \$550,874 as a liability recorded in settlement reserves, at January 31, 2022.

Other

The Company believes that it has taken into consideration all material, asserted claims and unasserted potential claims, in establishing settlement reserves, including current and legacy obligations under former management prior to July 2016.

NOTE 4 – PREPAID EXPENSES OTHER CURRENT ASSETS

Prepaid expenses were recorded for services to be rendered in conjunction with management's project to improve financial and operational structure; a note was issued and recorded as payment for these services.

	<u>January 31, 2022</u>	<u>July 31, 2021</u>
Prepaid expenses	\$ -	\$ 25,000

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts Payable and Accrued Expenses consist of the following:

	<u>January 31, 2022</u>	<u>July 31, 2021</u>
Accounts payable	\$ 550,729	\$ 550,729
Accrued interest	497,766	583,813
Other accrued expenses	586,941	627,990
Total	<u>\$ 1,635,436</u>	<u>\$ 1,762,232</u>

NOTE 6 – CONVERTIBLE NOTES PAYABLE

Convertible notes payable consisted of the following:

	<u>October 31, 2021</u>	<u>July 31, 2021</u>
Principal – Convertible notes issued prior to July 2016	\$ 491,333	\$ 491,333
Principal – Convertible notes issued prior to July 2016 under settlement arrangements	89,382	144,382
Reclassified from 3(a)(10) to convertible notes payable	45,000	-
Principal – Convertible notes issued since July 2016	723,442	523,576
Other Convertible notes issued since July 2016	10,000	45,500
Debt discounts	(21,540)	(4,954)
Premiums – Convertible notes issued since July 2016	162,074	322,470
Total – Convertible notes payable, net	<u>\$ 1,499,691</u>	<u>\$ 1,522,307</u>

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Legacy Notes Issued Prior to July 2016 – September 2013 to July 2016

On September 27, 2013, the Company issued a convertible note to an unrelated party for \$250,000 that matured on September 27, 2015. The note bears an interest rate of 10% per annum with a floor of \$.005 per share, and principal is convertible in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at January 31, 2022, was \$250,000.

On October 18, 2013, the Company issued a convertible note to an unrelated party for \$125,000 that matured on October 18, 2015. The note bears an interest rate of 10% per annum with a floor of \$.005 per share, and principal is convertible in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at the maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at January 31, 2022, was \$68,850.

On November 22, 2013, the Company issued a convertible note to an unrelated party for \$150,000 that matured on November 22, 2015. The note bears an interest rate of 10% per annum with a floor of \$.005 per share, and principal is convertible in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at the maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at January 31, 2022, was \$150,000.

On June 2, 2015, the Company entered into a convertible promissory note with Firehole River Capital, LLC for a 12% convertible promissory note with an aggregate principal amount of \$27,500 which together with any unpaid accrued interest was due on March 2, 2015. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option at a variable conversion price calculated as 58% of the Market Price, which means the lowest Trading Price (defined as the closing bid prices) during the 10-trading day period ending on the last complete trading day prior to the conversion date. On July 8, 2015 the Company received cash in the amount of \$17,400, with the remaining \$10,100 being used for legal fees. The Company analyzed the note on the issuance date and determined that the variable conversion price exceeded the authorized number of shares resulting in the need for bifurcation into a separate derivative liability valued at fair market value. The Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be \$31,695. The unconverted principal balance of the note at January 31, 2022, was \$22,483.

On September 14, 2015, at the time of former CEO, Mr. Doron's, resignation, Mr. Doron received a convertible note from the Company in the aggregate principal amount of \$299,382 in satisfaction of his accrued salary and stock payables. This note matured on March 14, 2016 and bears no interest. This convertible note is convertible into shares of common stock at the holder's option at 100% of the closing bid price of such common stock on the trading day immediately preceding the conversion. The Company determined that the variable conversion price exceeded the authorized number of shares resulting in the need for bifurcation into a separate derivative liability valued at fair market value. On October 31, 2015, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be \$4,291 and a discount on the note of \$4,291. On March 23, 2018, Mr. Doron sold \$25,000 of face value of the note to a third party. During the year ended July 31, 2019 Mr. Doron sold an additional \$95,000 of face value of the note to a third party (a settlement arrangement). During the year ended July 31, 2020, Mr. Doron sold an additional \$35,000 of the face value of the note to a third party. The note holder sold and assigned \$55,000 of principal to a third-party investor during the year ended July 31, 2021 and the remaining unconverted balance of the note at January 31, 2022, was \$89,382.

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On December 18, 2015, accounts payable totaling \$45,000 were converted into convertible notes in exchange for a 10% one-time fee. Two \$5,000 notes are past due at January 31, 2016 and are convertible at a 10% discount to the prior day's closing price. The balance (\$35,000) of the notes were due July on 18, 2016 and are convertible at a 42% discount to the average of the ten prior trading days' closing price. \$35,000 of derivative liability was recorded as debt discount upon issuance of the note maturing on July 18, 2016. The unconverted principal balance was \$45,000 at January 31, 2022

Notes Issued During Restructuring Period – July 2016 to Present

On October 24, 2017, the Company issued a convertible note payable for \$50,000 to Livingston Asset Management LLC for certain services to be rendered in conjunction with financial and operational restructuring. The note has an interest rate of 10% and matured on April 30, 2018. The note is subject to customary default provisions for similar notes. The note may be converted into common stock at any time after issuance at a 25% discount to the lowest closing bid price for the stock during the 30 trading days immediately preceding the delivery of conversion notice to the Company. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$33,333 charged to interest expense. The convertible fee note was covered in the 3(a)(10) settlement. The note balance was \$50,000 at January 31, 2022. The notes were reclassified from the 3(a)(10) at the restated principal amount of \$55,246 to convertible notes payable along with the initial premium of \$33,333, during the year ended July 31, 2021. The Company made a cash payment of \$25,000 and the holder converted the remaining principal of \$30,246 along with accrued interest of \$863 during the six months ended January 31, 2022. \$25,000 of gain on debt extinguishment was recognized in conjunction with the cash redemption. Put premiums of \$30,246 were reclassified to additional paid in capital, upon conversion of the note balance.

Six past due convertible fee notes totaling \$150,000 issued to Osceola Partners LLC for each month from November 1, 2017, to April 1, 2018, originally treated as stock settled debt under ASC 480, were covered in the 3(a)(10) settlement. The notes were reclassified from the 3(a)(10) at the restated principal amount of \$162,326 to convertible notes payable along with the original premium of \$150,000 during the year ended July 31, 2021. The note holder converted \$162,326 of principal, \$17,514 of accrued interest and \$7,910 of conversion fees into common stock during the six months ended January 31, 2022.

On March 23, 2018, the Company issued a convertible note payable to an individual investor in the amount of \$20,000; the funds from the note were used for general corporate purposes. The note has an interest rate of 12%, matured on March 19, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid price during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$27,936 was recorded with charges to derivative expense of \$7,936 and to debt discount of \$20,000, which was fully amortized to interest expense as of January 31, 2022 and the note principal balance is \$20,000.

On December 20, 2018, the Company issued a convertible note payable to an individual investor in the amount of \$20,000. The note has an interest rate of 12%, matures on December 20, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid price during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated and recorded. The note principal balance as of January 31, 2022, is \$20,000.

On February 2, 2019, the Company issued a convertible note payable to an individual investor in the amount of \$30,000. The note has an interest rate of 12%, matures on February 2, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid price during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated and recorded. The note principal balance as of January 31, 2022, is \$30,000.

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On June 7, 2019, the Company issued a convertible note payable to an individual investor in the amount of \$20,000. The note has an interest rate of 12%, matures on June 6, 2020 and can be converted into common shares 40% of the lowest bid price during the 20 trading days immediately preceding the date of the conversion notice. The convertible note is accounted for as stock settled debt under ASC 480 and a premium of \$30,000 was charged to interest expense on the issuance date. The note principal balance as of January 31, 2022, is \$20,000.

On July 15, 2019, the Company issued a convertible note payable to an individual investor in the amount of \$15,000. The note has an interest rate of 12%, matures on July 14, 2020 and can be converted into common shares at 40% of the lowest bid price during the 20 trading days immediately preceding the date of the conversion notice. The convertible note is accounted for as stock settled debt under ASC 480 and a premium of \$22,500 was charged to interest expense on the issuance date. The note principal balance as of January 31, 2022, is \$15,000.

On August 1, 2019, the Company issued a convertible note payable for financial services to Osceleta Partners, LLC in the amount of \$25,000. The note has an interest rate of 10%, matures on February 28, 2020 and can be converted into common shares at 50% of the lowest bid price during the 30 trading days immediately preceding the date of the conversion notice. The convertible note will be accounted for as stock settled debt under ASC 480 and a premium of \$25,000 will be charged to interest expense on the issuance date. The note balance as of July 31, 2021, was \$25,000. The note and accrued interest were fully converted into the Company's common stock during the six months ended January 31, 2022.

On February 7, 2020, the Company issued a convertible note to an individual in the amount of \$20,000. The note bears interest at 10% per annum, matures on February 7, 2021 and is convertible into common stock. The conversion price is to be 40% of the lowest closing bid price during the twenty days preceding the conversion notice. Due to the fixed percentage conversion terms, it will be treated as stock settled debt in accordance with ASC 480. The note principal balance as of January 31, 2022, is \$20,000.

On May 3, 2021, the Company issued a convertible note to Livingston Asset Management, LLC in the amount of \$45,000. The note bears interest at 10% per annum, matured on January 31, 2022 and is convertible into common stock at the fixed price of \$0.0002. The Company received \$40,000 in cash and recognized Original Issue Discount of \$5,000 to be amortized to interest expense over the term of the note. At January 31, 2022 the principal balance of the note was \$45,000 and the debt discount was fully amortized.

On June 25, 2021, the Company issued a convertible note to Livingston Asset Management, LLC in the amount of \$33,000. The note bears interest at 10% per annum, matures on December 26, 2021 and is convertible into common stock at the fixed price of \$0.0002. The Company received \$29,000 in cash and recognized Original Issue Discount of \$3,000 to be amortized to interest expense over the term of the note and \$1,000 of legal costs. At January 31, 2022 the balance of the note and unamortized discount was \$33,000 and \$0, respectively.

On July 22, 2021, the Company issued a convertible note to Livingston Asset Management, LLC in the amount of \$33,000. The note bears interest at 10% per annum, matures on July 22, 2022 and is convertible into common stock at the fixed price of \$0.0002. The Company received \$33,000 in cash. At January 31, 2022 the balance of the note was \$33,000.

On September 9, 2021, Trillium Partners LP purchased \$55,000 of the note first issued to the former CEO Michael Doron on September 14, 2015. Following the sale, the original note balance was reduced to \$89,382. The assignment and restatement of terms provides for conversion of the principal into common shares at the lower of \$.0007 or 40% of the lowest closing bid price during the 20 trading days immediately preceding the issuance of a conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value of \$47,259, was calculated and recorded. On December 2, 2021, Trillium fully converted the principal into 715,750,000 of common shares. The derivative liability associated with the principal converted was recognized as a gain on debt extinguishment in conjunction with the conversions.

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On January 21, 2022, the Company issued a convertible note to Trillium Partners LP in the amount of \$117,818. The note bears interest at 12% per annum, matures on September 30, 2022 and is convertible into common stock at the fixed price of \$0.0001. The Company received \$117,818 in cash. At January 31, 2022 the balance of the note and accrued interest were \$117,818 and \$387, respectively.

On January 28, 2022, the Company issued a convertible note to Trillium Partners LP in the amount of \$220,000. The note bears interest at 10% per annum, matures on January 28, 2023 and is convertible into common stock at the fixed price of \$0.0001. The Company received \$200,000 in cash, with \$20,000 of Original Issue Discount to amortized to interest expense over the term of the note. At January 31, 2022 the balance of the note and accrued interest were \$220,000 and \$181, respectively.

Other Convertible Notes

On October 15, 2018 an individual investor was issued a convertible note payable in the amount of \$10,000. The note proceeds were used for general corporate purposes. The note has an interest rate of 10%, matures on October 15, 2020 and can be converted into common shares at fixed price of \$0.0004. The note balance as of January 31, 2022, is \$10,000.

On May 16, 2019, the Company issued a note to an individual for \$25,000; cash used for general corporate purposes. The note calls for monthly principal repayments of \$5,000, beginning July 1, 2019. The payments due have not been made and penalties of \$2,500, will be charged after each 45-day delinquent payment, the payment is to be additional common shares valued at the market price on the 46th day of delinquency. Additionally, a royalty payment of 10% of specific product sales capped at approximately \$3,000 is charged in lieu of interest. The note balance as of July 31, 2021, is \$35,500. The Company and the note holder reached an agreement to settle the penalties due fixing the liability at \$35,500 in return for 62,500,000 shares of common stock. The Company repaid \$35,500 in principal during the six months ended January 31, 2022.

NOTE 7 – DEBT SETTLEMENT UNDER COURT ORDER – 3(a)(10)

On January 3, 2019, a US District Court approved a settlement that covered \$950,769 of notes, convertible notes and amounts owed to various creditors (collectively the “Creditors”). One Creditor withdrew from the settlement leaving \$890,125 in the final settlement pool. Livingston Asset Management, LLC, (“LAM”) under individual agreements with the Creditors, fixed the amount owed and as such there is no further interest due on these liabilities. As a result of the change in obligor amounts formerly classified as notes payable, convertible notes, accrued expenses and accounts payable were reclassified into the 3(a)(10) settlement. During the year ended July 31, 2021, the Company and its agent agreed to end the arrangement under the 3(a)(10) settlement and reclassified the related liabilities as promissory notes or accounts payable.

NOTE 8- DERIVATIVE LIABILITIES

FASB ASC 820 defines fair value, establishes a framework for measuring fair value under U.S. generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under FASB ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, with the first two inputs considered observable and the last input considered unobservable, that may be used to measure fair value as follows:

- ☐ Level one -- Quoted market prices in active markets for identical assets or liabilities;
- ☐ Level two -- Inputs, other than level one inputs, that are either directly or indirectly observable; and
- ☐ Level three -- Unobservable inputs developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

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Determining which category an asset or liability falls within the hierarchy requires significant judgment. The Company evaluates its hierarchy disclosures each quarter and has determined that all derivative liabilities are level three. The Company has one liability measured at fair value on a recurring basis, which consists of a derivative liability on certain convertible notes payable and warrants. As of January 30, 2022, this derivative liability had an estimated fair value of \$261,181. The Company has no assets that are measured at fair value on a recurring basis.

The following table presents information about our derivative liability related to convertible notes, which was our only financial instrument measured at fair value on a recurring basis using significant inputs other than level one inputs that are either directly or indirectly observable (Level 2) as of January 31, 2022:

	Total
Balance at July 31, 2021	261,181
Initial derivative expense	47,259
Elimination of derivative liability upon conversion of note	(47,259)
Balance at January 31, 2022	\$ 261,181

The fair value of this derivative liability was calculated using the multinomial lattice models that values the derivative liability within the notes based on a probability weighted discounted cash flow model. These models are based on future projections of the various potential outcomes. The features in the notes that were analyzed and incorporated into the model included the conversion feature with the reset provisions; redemption provisions; and the default provisions. Assumptions used to calculate the fair value of the derivative liability were as follows:

Expected term in years	0-1
Risk-free interest rates	1.7%
Volatility	235%
Dividend yield	0%

In addition to the assumptions above, the Company also takes into consideration whether or not the Company would participate in another round of financing and if that financing is registered or not and what that stock price would be for the financing at that time. Derivative liabilities for notes that have matured remain at the historic liability amount unless converted into common shares at which time the proportionate principal and derivative liability are decreased. All of the Company's convertible notes having embedded conversion features treated as derivative liabilities have matured and therefore no changes due to fair market valuation have been calculated during the six months ended January 31, 2022.

NOTE 9 – SETTLEMENT RESERVES

Certain liabilities and contingencies have been accrued as expense and are collectively classified as settlement reserves. The balance at January 31, 2022 of \$1,329,846 includes judgement amounts for a former note holder and \$550,874, due to a joint venture partner, which has been reclassified to settlement reserves due to the uncertainty surrounding the ability to procure the commodity for which the funds were advanced. During the six months ended January 31, 2022, management reclassified \$119,605 of accrued interest related to convertible notes so reclassified during prior periods, into Settlement Reserves, additionally settlement negotiations with the former joint venture partner have progressed with a proposed settlement agreement in process.

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NOTE 10- STOCKHOLDERS' DEFICIT

There are 25,000,000 shares of Series A Preferred stock authorized and 1,000,000 outstanding at January 31, 2022.

Increases in Authorized Shares of Common Stock

On March 17, 2020, the Wyoming Secretary of State approved the Company's increase of authorized common stock to 10,000,000,000.

On September 3, 2021, the Wyoming Secretary of State approved the Company's amendment to its articles of incorporation to increase the authorized shares of common stock to 60,000,000,000.

Common Stock and Deficit

At January 31, 2022, and July 31, 2021, there are 9,790,758,045 and 5,913,816,410 shares of common stock, outstanding, respectively.

Issuance of Common Stock for Conversion of Notes Payable

During the six months ended January 31, 2022, 1,575,202,827 shares of common stock were issued in conversions of principal, accrued interest and conversion fees totaling \$206,417. The notes were fully converted, related premium of \$137,953 was reclassified to additional paid in capital and derivative liabilities of \$47,259 were eliminated and recognized as gain on debt extinguishment.

Filing of Regulation 1-A Offering and Qualification

On September 28, 2021 the Regulation 1-A offering was amended to offer 50,000,000,000 shares of common stock at \$0.0004, with the goal of obtaining \$19,975,000 of new financing which will be used as working capital and to repay current debt. On October 13, 2021 the offering was qualified. On January 3, 2022, Form 253G2 was filed which provides for minor changes in the offering. A reduction of the offering price was effected through the filing, which lowered the offering price to \$0.00032.

Share Sales Under Offering

During the six months ended January 31, 2022, 1,654,838,000, shares of common stock were sold to investors for proceeds of \$602,632.

NOTE 11- SUBSEQUENT EVENTS

Share Sales Under Qualified Public Offering

977,120,000, shares of common stock were sold to an investor for proceeds of \$312,679, since January 31, 2022.

Repayment of Convertible Notes

On February 22, 2022, the Company repaid \$200,000 relating to two convertible notes issued in January having a total of \$337,818 in principal. The first note was fully liquidated and the second note principal balance is \$137,818.

Management has reviewed all events and contingencies since January 31, 2022 through the issuance date of the report and found not material events or contingencies of a reportable nature.

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")

Since 1997, the Company has formulated more than 480 nutritional supplements, including formulating vitamin, mineral, herbal, and probiotic supplements. The Company has established an array of complementary services and education programs. To distribute our products, the Company has engaged sales representatives.

The Company uses all-natural, plant-based products and no fillers, and, are one of the few supplement companies to exclusively use carcinogen-free 100%-pure cellulose capsules for our products. Despite these additional expenses, the Company's products are competitively priced to provide value to consumers who are seeking the highest quality products rather than the lowest price.

NutraNomics, Inc. has entered into a Binding Letter of Intent with DHS Development Inc. dba The Plant, of Desert Hot Springs, CA. to acquire the organization's assets, IP and key personnel. The Plant's principals and key management will be an essential component to NutraNomics' growth and critical to its success path in an evolving industry. This acquisition will compliment and define NutraNomics position in premium-grade Processing, Product Diversity and R&D Intelligence. NutraNomics will continue its pursuit in vertical Integration targeting Seed, Science, Processing and Distribution models to incorporate into its holdings. Details of the terms and expectations will follow.

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

None

C. Describe the issuers' principal products or services.

The Company offers a number of nutritional products which incorporate assimilation enhancing ingredients and other proven nutrient enhancement products. The company has currently begun reformulation of the applicable product line to incorporate nano technology delivery in a pre-digestive format in products that would provide benefit from nano focused reformulation.

Wholesale Materials has positioned itself to provide contract services to the agricultural community and the farmer for biomass wholesale offerings. This offering encompasses guidance on market demand strains to maximize value and salability. Genetic services and agriculture strategies will be offered to help experienced farmers transition to the hemp cultivation space in all or portions of their crops

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.

Office facilities are maintained at 605 Portland Avenue Suite 154, Gladstone, OR. The lease is on a month to month basis.

Third party contractors produce, store and deliver products per the Company's specifications.

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

None

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.

The Company's directors serve in such capacity until the first annual meeting of the Company's shareholders and until their successors have been elected and qualified. The Company's officers serve at the discretion of the Company's board of directors, until their death, or until they resign or have been removed from office.

There are no agreements or understandings for any director or officer to resign at the request of another person and none of the directors or officers is acting on behalf of or will act at the direction of any other person. The activities of each director and officer are material to the operation of the Company. No other person's activities are material to the operation of the Company.

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Note 1			Note 2			
<u>Jonathan Bishop</u>	<u>CEO, CFO,</u> <u>Treasurer &</u> <u>Secretary</u> <u>Director</u>	<u>Gladstone, OR</u>	<u>1,000,000</u> <u>Preferred</u> <u>Series A</u>	<u>N/A</u>	<u>100%</u>	<u>Preferred Series A</u> <u>share ownership</u> <u>confers majority</u> <u>voting rights</u>

The Company has engaged the services of several professionals on an independent consulting basis. In order to grow the executive team in a responsible manner while simultaneously growing the business, a series of professionals were utilized at the senior level. Their performance and ability to produce in their specific scope of work has brought forward the right strategy for the right individual into an offer of a permanent management position within the company. In preparation of advancing and investment into our wholesale model the organization will be transitioning Geoff Bazegian to the position of Chief Operations Officer, Geoff's extensive experience in wholesale services both domestically and internationally will play a key role in our future.

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.

There are no such matters to disclose that are not disclosed in footnotes to the financial statements where all known legal matters are discussed.

9) Third Party Providers

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

Securities Counsel

Jeffery Turner
JDT Legal, PLLC
897 W Baxter Drive
South Jordan, UT 84095
Tel: (801) 810-4465
Email: Jeff@jdt-legal.com

Accountant or Auditor

William Gonyer
Will Stephenson Advisory LLC
697 Sport Hill Road
Easton, CT, 06612
Email : wgonyer@gmail.com
Tel: (203) 702-1820

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.

None

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, Jonathan Bishop certify that:

1. I have reviewed this quarterly disclosure statement of Nutranomics, 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.

March 2, 2022

/s/Jonathan Bishop

Jonathan Bishop, Chief Executive Officer

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

Principal Financial Officer:

I, Jonathan Bishop certify that:

1. I have reviewed this quarterly disclosure statement of Nutranomics, 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.

March 2, 2022

/s/Jonathan Bishop

Jonathan Bishop, Chief Financial Officer

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