

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## **SPO GLOBAL INC.**

27/F Block A Jinan Pharma Valley Shandong 33634 China

86-531-5870-8846  
www.gerpanghealthcare.com  
fengyoulu@gmail.com  
SIC Code 7372

### **Annual Report For the Period Ending: December 31, 2021 (the “Reporting Period”)**

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

**252,973,447**

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

**240,973,447\***

**(Misreported Originally – See Section 3A)**

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

**212,973,447**

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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

*Applied DNA Systems, Inc. 1981-November 1994*  
*Nu-Tech Bio-Med , Inc. November 1994-December 1998*  
*United Diagnostics, Inc. December 1998-May 2005*  
*SPO Medical, Inc. May 2005-October 2013*  
*SPO Global Inc. October 2013-Present*

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):

*Delaware Active*

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

*None*

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

*None*

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

*27/F Block A Jinan Pharma Valley Shandong 33634 China*

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:

**2) Security Information**

Trading symbol:	SPOM
Exact title and class of securities outstanding:	Common
CUSIP:	78468T 107
Par or stated value:	\$.001

Total shares authorized:	400,000,000	as of date: December 31, 2021
Total shares outstanding:	252,973,447	as of date: December 31, 2021
Number of shares in the Public Float :	33,587,299	as of date: December 31, 2021
Total number of shareholders of record:	49	as of date: December 31, 2021

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

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Preferred Stock Class A	
CUSIP:		
Par or stated value:	\$ .001	
Total shares authorized:	1,000,000	as of date: December 31, 2021
Total shares outstanding:	0	as of date: December 31, 2021

#### Transfer Agent

Name: American Stock and Transfer Company  
Phone: (800) 937-5449  
Email: help@astfinancial.com  
Address: 6201 15th Ave. Brooklyn, NY 11219-5411

Is the Transfer Agent registered under the Exchange Act?<sup>2</sup> Yes: ☒ No: ☐

### 3) Issuance History

#### A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End:  <u>Opening Balance</u>  Date <u>12/31/19</u> Common: <u>38,829,614</u> Preferred A : 100 Preferred B: 17,500			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, shares returned to treasury)	Number of Shares  Issued (or cancelled)	Class of Securities	Value of shares issued (share) at Issuance	Were the shares issued at to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt -OR- Nature of Services Provided	Restricted or Unrestricted  as of this filing.	Exemption or  Registration Type.

2-19-2020	Issuance	864,066	Common	.010825	yes	EROP Capital, LLC Vince Sbarra	Debt conversion	Unrestricted	4a1
2-19-2020	Issuance	20,000,000	Common	\$.01	No	Meihua Xu	Services- Merger	Restricted	NA
2-19-2020	Issuance	20,000,000	Common	\$.01	No	Lianjiang Peng	Services- Merger	Restricted	NA
2-19-2020	Issuance	120,000,000	Common	\$.01	No	Lu Fengyou	Services - Merger	Restricted	NA
2-19-2020	Issuance	2,000,000	Common	\$.01	No	Blackbridge Capital Growth Fund LLC (Alexander Dillon)	Debt retirement	Restricted	NA
2-18-2020	Issuance	5,671,179	Common	\$009316	No	EROP Capital LLC (Vince Sbarra)	Debt retirement	Restricted	NA
2-18-2020	Issuance	1,888,880	Common	\$.010825	No	EROP Capital LLC (Vince Sbarra)	Debt retirement	Restricted	NA
2-18-2020	Issuance	2,488,453	Common	\$.010825	No	EROP Capital LLC (Vince Sbarra)	Debt retirement	Restricted	NA
2-18-2020	Issuance	4,606,115	Common	\$.049218	No	Saeb M Jannoun Revocable Trust	Debt retirement	Restricted	NA
2-18-2020	Issuance	4,678,627	Common	\$.03205	No	Trendix Enterprises(Joe Maenza)	Debt retirement	Restricted	NA
2-18-2020	Issuance	349,513	Common	\$.03722	No	Axiom Financial Inc.(Darren Bankston)	Debt retirement	Restricted	NA
2-19-2020	Cancellation	7,275,000	Common			Vino All Spino LLC (Max Boscaino)			NA
2-19-2020	Cancellation	2,425,000	Common			La Vida Dolce LLC (Mahmoud Jrab)			NA
2-19-2020	Cancellation	7,275,000	Common			Vino All Spino LLC (Max Boscaino)			NA
2-19-2020	Cancellation	2,425,000	Common			La Vida Dolce LLC (Mahmoud Jrab)			NA

4-30-20	Issuance	1,000,000	Common	.01	Yes	Street Capital LLC Vince Sbarra	Note Conversion	Restricted	4a1
8-17-20	Issuance	10,000,000	Common	.01	Yes	Yuanweng Zhang	Cash	Restricted	4a1
2-11-21	Issuance	18,000,000	Common			Bluelife  Vivian Blumenthal Bluelife	Debt conversion	Restricted	4a1
08-06-21	Issuance	10,000,000	Common		No	Bluelife  Vivian Blumenthal	Debt conversion	Restricted	4a1
10-26-21	Issuance	11,000,000	Common		No	Bluelife  Vivian Blumenthal	Debt conversion	Restricted	4a1
10-28-21	Issuance	1,000,000	Common		No	Bluelife  Vivian Blumenthal	Debt conversion	Restricted	4a1
January, 2020	Cancellation	(17,500)	Preferred Series B			See Notes below			
Beginning Balance	Adjustment	(3,000)	Common			Unlocated difference from 2018			
Beginning Balance	Adjustment	(100)	Preferred – Series A			Unlocated cancellation of Preferred shares			
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>12.31.21</u> Common: 252,973,447									
Preferred: -0-									

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

*On February 19, 2020, SPO Global completed a reverse merger with Gerpang Healthcare Group (www.gerpanghealthcare.com) (“Gerpang”) in which SPO Global agreed to issue 160,000,000 of restricted common stock of SPO Global in exchange for 100% of the assets of Gerpang so that Gerpang controlled SPO Global upon closing of the merger. The closing occurred February 20, 2020, but the shares were not issued in the Quarter ending March 31, 2020.*

*The merger shares were issued as follow:*

<i>Meihua Xu:</i>	<i>20,000,000</i>
<i>Lianjiang Peng: Secretary</i>	<i>20,000,000</i>
<i>Lu Fengyou CEO</i>	<i>120,000,000</i>

*Blackbridge Capital Growth Fund, LLC and the Company reached a settlement agreement regarding all debt held by Blackbridge Capital and Blackbridge Capital Growth Fund, LP. Under the terms of the settlement, the Company issued 2,000,000 shares to Blackbridge in return for cancellation of all Company debt held by Blackbridge.*

*EROP Capital LLC cancelled \$ 456,656 in principal amount of the convertible notes it held in SPO Global and converted a total of \$721,585 of debt into 10,912,578 shares of SPO Global common stock.*

The Saeb M Jannoun Revocable Trust converted a total of \$268,384.20 of debt issued by SPO Global into 4,606,115 shares of SPO Global common stock

Trendix Enterprises converted a total of \$304,089.08 of SPO Global debt into 4,678,627 shares of SPO Global common stock.

Axiom Financial, Inc. in January 2020 acquired the 17,500 Series B Preferred stock held by Gold Coast Capital for cash consideration. Those shares were canceled. As part of the transaction, Axiom Financial converted a total of \$19,478.75 of SPO Global debt into 349,513 shares of SPO Global common stock.

In reconciling the flow of shares/cancellations from 2016 forward indicated discrepancies in reporting particularly in the fourth quarter of 2018, yielding a decrease of 3,000 common shares. It appears that with the change of ownership in 2020 100 shares of the Preferred Series A stock was cancelled.

## B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
August 12, 2021	103,917	100,000	3,917	08/04/22	10% interest; Conversion @ \$.02 per share	MSB Management, LLC (Jonathan Blumenthal)	Loan
November 5, 2021	6,077	6,000	77	08/04/22	10% interest; Conversion @ \$.02 per share	MSB Management, LLC (Jonathan Blumenthal)	Loan
November 8, 2021	34,501	34,000	501	08/04/22	10% interest; Conversion @ \$.02 per share	MSB Management, LLC (Jonathan Blumenthal)	Loan
November 17, 2021	10,122	10,000	122	08/04/21	10% interest; Conversion @ \$.02 per share	MSB Management, LLC (Jonathan Blumenthal)	Loan

On August 4, 2021, the Company signed a Convertible Note with MSB Management, LLC (Jonathan Blumenthal), for a Convertible Note for a total investment of \$500,000. As of December 31, 2021, the Company had received the first four disbursements subject to that convertible note.

## 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)<sup>3</sup>:

Name: **Tyrus C. Young**  
Title: **Consultant**  
Relationship to Issuer: **Consultant**

- C. Balance Sheets for the periods ended December 31, 2021 and 2020
- D. Statements of Income for the years ended December 31, 2021 and 2020
- E. Statement of Cash Flows for the years ended December 31, 2021 and 2020
- F. Statement of Changes in Stockholders' Equity for the period December 31, 2019 through December 31, 2021
- G. Notes to the Financial Statements

## 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")

*Gerpang S.P.O. GLOBAL, INC, is a holding company whose strategic plan is to interests in emerging young businesses, and provide financing, advice and guidance to assist them in realizing their potential. On February 19, 2020, the Company acquired Gerpang Healthcare Company (www.gerpanghealthcare.com) in exchange for One Hundred Sixty Million (160,000,000) shares of common stock of the Company.*

*GP Healthcare Group is located in Jinan Pharma Valley Industrial Park, High-tech District. It is an innovative technology- based private and high-tech enterprise. The group was founded by School of Pharmaceutical Science of Shandong University Prof. Fengyou Lu. Mr. Lu possesses 24 years of market operating experience in pharmaceutical market in the Greater China region, and has successfully run four foreign-funded enterprises and large private enterprises. The main business scope of the Group includes bio-pharmaceutical R&D, development and sales of medical information software, medical high-tech introduction, production and sales of medical quality supplies, dietary supplement, medicine, as well as agents and sales of medical equipment supplies. There are 120 staff.*

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

*The ownership structure are Shandong Gerpang Dekai Pharmaceutical Co. LTD, Shandong Gerpang Biotechnology Co. LTD, Spurson Medical Group, American Gerpang Biology Co., LTD. The scope of business are Standardized business process management system for stroke hospital chain in North America and Clinical experts recruitment, technology and equipment introduction, medical rehabilitation personnel training.*

*Shandong Gerpang Biotechnology Co., Ltd. was founded in August 2015 with a registered capital of 100 million yuan. The shareholders of the company of 5% or more are: LuFengYou investment 43 million yuan, accounting for 43% of registered capital, Ma Tao investment 15 million yuan, accounting for 15% of registered capital, wen-tao li investment 15 million yuan, accounting for 15% of registered capital, LuHaiYe investment 6 million yuan, accounting for 6% of registered capital, Zheng Yuanwen investment 6 million yuan, accounting for 6% of registered capital, Zhou Zhihu investment 5 million yuan, 5% of the registered capital.*

*Lu Fengyou, Zhou Zhihu and Lu Zuowei are directors of Shandong Gerpang Biotechnology Co., LTD., forming the Board of Directors of Shandong Gengbang Biotechnology Co., LTD., with Lu Fengyou as the chairman and the legal representative of the company. Zheng Yuanwen and Zhang Jiaxiang are the supervisors of Shandong Gengbang Biotechnology Co., LTD., among which Zhang Jiaxiang invests RMB 1 million, accounting for 1% of the registered capital.*

C. Describe the issuers' principal products or services.

*GP Healthcare Group is located in Jinan Pharma Valley Industrial Park, High-tech District. It is an innovative technology- based private and high-tech enterprise. The group was founded by School of Pharmaceutical Science of Shandong University Prof. The main business scope of the Group includes bio-pharmaceutical R&D, development and sales of medical information software, medical high-tech introduction, production and sales of medical quality supplies, dietary supplement, medicine, as well as agents and sales of medical equipment supplies. There are 120 staff.*

**6) Issuer's Facilities**

*Shandong Gerpang Biotechnology Co., Ltd. leases 27 floors of Building A, Pharmacoku, Shandong High-tech Zone, covering an area of 1400 square meters. Office desks and chairs, computers, vehicle equipment and so on amount to 5 million yuan.*

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Fengyou Lu	CEO/Owner	Shandong China	120,000,000	Common	51.96%	
Lianjiang Peng	Secretary/Owner	Toronto Canada	20,000,000	Common	8.66%	
Meihua Xu	Owner	Toronto Canada	20,000,000	Common	8.66%	

**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*

5. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

*None*

## 9) Third Party Providers

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

### Securities Counsel

Name: Ernest M. Stern, Esq.  
Firm: Culhane Meadows PLLC  
Address 1: 1101 Pennsylvania Avenue N. W Suite 300  
Address 2: Washington, DC 20004  
Phone: (301) 910-2030  
Email: [estern@cm.law](mailto:estern@cm.law)

### Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 10) Issuer Certification

*Principal Executive Officer:*

I, Fengyou Lu certify that:

1. I have reviewed this Annual disclosure statement of SPO GLOBAL 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 25, 2022

/s/Fengyou Lu]  
Fengyou Lu, CEO

*Principal Financial Officer:*

I, Fengyou Lu certify that:

1. I have reviewed this Annual disclosure statement of SPO GLOBAL 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 25, 2022

/s/Fengyou Lu]  
Fengyou Lu, CEO

SPO GLOBAL, INC  
Balance Sheets

	<b>ASSETS</b>	
	December 31, 2021 <u>(Unaudited)</u>	December 31, 2020 <u>(Unaudited)</u>
Current Assets		
Cash & cash equivalents	\$ 1,023,355	\$ 557,288
Accounts receivables	2,718,882	1,662,048
Inventory	2,202,399	1,551,378
Note & other receivables	2,008,909	2,261,374
Prepaid expenses	<u>2,390,087</u>	<u>1,825,288</u>
Total Current Assets	<u>10,343,632</u>	<u>7,857,376</u>
Fixed Assets, Net of Accumulated Depreciation	<u>541,565</u>	<u>691,715</u>
Other Assets	<u>-</u>	<u>-</u>
<b>TOTAL ASSETS</b>	<b>\$ <u>10,885,197</u></b>	<b>\$ <u>8,549,091</u></b>

The accompanying notes are an integral part of these financial statements

**LIABILITIES & STOCKHOLDER'S EQUITY**

	December 31, 2021 <u>(Unaudited)</u>	December 31, 2020 <u>(Unaudited)</u>
Current Liabilities		
Accounts Payable	\$ 469,747	\$ 980,652
Convertible notes	<u>154,617</u>	<u>-</u>
Total Current Liabilities	<u>624,364</u>	<u>980,652</u>
 Total Long Term Liabilities	 <u>-</u>	 <u>-</u>
 Total Liabilities	 <u>624,364</u>	 <u>980,652</u>
Stockholder's Equity		
Comon Stock - 400,000,000 shares authorized; Par value of \$.001 per share; 252,973,447 and 542,234,907 shares issued and outstanding at December 31, 2021 and December 31, 2020, respectively	252,974	212,974
Preferred Stock - 2,000,000 shares authorized; Par value of \$.001 per share; 0 and 0 shares issued and outstanding at December 31, 2021 and December 31, 2020, respectively	-	-
Capital in Excess of Par	31,183,535	30,246,579
Retained Earnings - Deficit	<u>(21,175,676)</u>	<u>(22,891,114)</u>
Total Stockholders' Equity	<u>10,260,833</u>	<u>7,568,439</u>
 <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	 \$ <u><u>10,885,197</u></u>	 \$ <u><u>8,549,091</u></u>

The accompanying notes are an integral part of these financial statements

SPO GLOBAL, INC  
Statements of Operations

	For the Years Ended December 31,	
	2021	2020
	(Unaudited)	(Unaudited)
Revenues	\$ 31,766,141	\$ 15,797,068
Cost of Goods Sold	<u>26,285,062</u>	<u>13,261,829</u>
Total Gross Profit	<u>5,481,079</u>	<u>2,535,239</u>
General & Administrative Expense	<u>3,066,241</u>	<u>1,297,076</u>
Net Operating Income	2,414,838	1,238,163
Other Income (Expense)		
Interest income	2,728	485
Depreciation expense	(157,239)	
Currency conversion	121,898	
Interest expense	(4,617)	-
Discontinued Business	<u>-</u>	<u>(962,552)</u>
Total Other Income (Expense)	<u>(37,230)</u>	<u>(962,552)</u>
NET INCOME	\$ <u>2,377,608</u>	\$ <u>275,611</u>

The accompanying notes are an integral part of these financial statements

SPO GLOBAL, INC  
Statements of Cash Flow  
For the Years Ended December 31, 2021 and 2020

	For the Years Ended	
	December 31,	
	2021	2020
	(Unaudited)	(Unaudited)
<b><u>Cash Flows from Operating Activities</u></b>		
Net Profit (Loss)	2,377,608	\$ 275,611
Depreciation of assets	157,239	-
Adjustments to reconcile net loss to net cash		
Accounts Receivable	(1,056,834)	(185,247)
Inventory	(651,021)	79,952
Prepaid expense	(564,799)	(43,646)
Accounts Payable	(258,440)	90,955
Accrued Interest expense	4,617	-
Other Payables	-	372,226
<b>Net cash provided (used) by operating activities</b>	<b>8,370</b>	<b>589,851</b>
<b><u>Cash Flows from Investing Activities</u></b>		
Purchase of Capital Assets	7,089	
Sale of Capital Assets	-	18,033
<b>Net cash provided (used) by investing activities</b>	<b>7,089</b>	<b>18,033</b>
<b><u>Cash Flows from Financing Activities</u></b>		
Payments of Notes and Other payables		(655,268)
Proceeds from Convertible Notes	150,000	
Conversion of Debt to stock	300,608	
Sale of common stock	-	66,675
<b>Net cash provided (used) by financing activities</b>	<b>450,608</b>	<b>(588,593)</b>
Net Increase (Decrease) in Cash	466,067	19,291
Beginning Cash Balance	557,288	537,997
Ending Cash Balance	1,023,355	\$ 557,288

The accompanying notes are an integral part of these financial statements

SPO GLOBAL, INC  
Statement of Changes in Shareholders' Equity  
December 31, 2019 to December 31, 2021

	Common Stock		Preferred Stock		Capital in Excess of Par	Retained Earnings Deficit	Net Shareholders' Equity
	Shares	Par Value	Shares	Par Value			
Balance - December 31, 2019	38,829,614	38,830	17,600	2	15,314,052	(18,208,027)	(2,855,144)
Stock Issued at Merger	160,000,000	160,000			644,889		804,889
Stock Retired at Merger	(19,400,000)	(19,400)			6,265,757	(5,620,868)	625,489
Stock issued for Debt	33,543,833	33,544			8,021,880		8,055,424
Cancellation of Preferred Shares			(17,600)	(2)	2		-
Rounding		1			(1)		-
Net income						937,781	937,781
Balance - December 31, 2020	212,973,447	212,974	-	(0)	30,246,579	(22,891,114)	7,568,439
Prior Period Correction					976,956	(662,170)	314,786
Stock issued for Debt	40,000,000	40,000			(40,000)		-
Net income						2,377,608	2,377,608
Balance - December 31, 2021	<u>252,973,447</u>	<u>252,974</u>	<u>-</u>	<u>(0)</u>	<u>31,183,535</u>	<u>(21,175,676)</u>	<u>10,260,833</u>

The accompanying notes are an integral part of these financial statements

**SPO GLOBAL, INC.**  
**NOTES TO FINANCIALS**  
**December 31, 2021**

**NOTE 1 GENERAL**

Gerpang Healthcare Group, Inc. is a holding company whose strategic plan is to acquire interests in emerging young businesses, and provide financing, advice and guidance to assist them in realizing their potential. The Company is implementing an acquisition roll-up model of acquiring sales, marketing, and manufacturing businesses. Once acquired, the collective groups of companies leverage the low cost and efficient infrastructure that has been created.

On October 3, 2018, Wine on Tap, Inc., a wholly owned subsidiary of SPO GLOBAL, INC. acquired specific assets of Wine Stream Inc., including key personnel and intellectual property, licensing and franchise rights. The acquisition excludes Wine Stream Inc.'s current Florida operations but includes the remaining 49 States.

As part of the acquisition, the Company agreed to issue 10,000,000 shares of common stock upon the closing of the transaction, 10,000,000 shares after 90 days, and 10,000,000 after the completion of the first facility. As of September 30, 2019, 10,000,000 Shares were issued pursuant to the agreement. The Company also assumed \$ 657,327 of debt.

On February 14, 2020 Wine Stream and SPO Global terminated their agreement and the Parties agreed that SPO Global shall cancel the issuance of the 14,550,000 shares of SPO Global common stock issued to Vino Alla Spino LLC and 4,850,000 shares of SPO Global common stock issued to La Vida Dolce LLC. Wine Stream also assumed \$ 517,517 of SPO Global's debt.

Mr. Boscaino resigned on February 17, 2020 from all positions. Mr. Jannoun retained his position and has assisted in the transition and resigned as of February 23, 2020.

On February 19, 2020, SPO Global completed a reverse merger with Gerpang Healthcare Group ((www.gerpanghealthcare.com) ("Gerpang") in which SPO Global issued 160,000,000 of restricted common stock of SPO Global in exchange for 100% of the assets of Gerpang so that Gerpang controlled SPO Global upon closing of the merger. The closing occurred February 20, 2020.

The Company is Incorporated under the laws of the State of Delaware.

**NOTE 2 GOING CONCERN**

The Company's ability to continue operating as a "going concern" is dependent on its ability to increase revenues and raise sufficient additional working capital. These matters raise substantial doubt about the Company's ability to continue as a going concern. The financial statements have been prepared on a going concern basis, which contemplates realization of assets and liquidation of liabilities in the ordinary course of business. The Company plans to raise additional capital as needed. There can be no assurance that this capital will be available and if it is not, the Company may be forced to substantially curtail or cease operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**NOTE 3 SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation:**

The consolidated financial statements include the accounts of SPO and its subsidiaries.

All material inter-company accounts and transactions have been eliminated in consolidation. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.



Financial Statements in U.S. dollars:

The reporting currency of the Company is the U.S. dollar ("dollar"). The dollar is the functional currency of the Company and the Company's U.S. subsidiary. The financial statements of the non-U.S. subsidiaries are translated to U.S. dollars using the methods mandated by ASC 830.

Cash and Cash Equivalents:

The Company considers all highly liquid investments originally purchased with maturities of three months or less to be cash equivalents.

Revenue Recognition:

The Company recognizes revenues when persuasive evidence of an arrangement exists, delivery has occurred or services rendered, the sales price or fee is fixed or determinable, and collectability is reasonably assured.

Research and Development Costs:

Research and development costs are charged to expenses as incurred. The Company's research and development efforts were performed by the Company's former subsidiary, Reflective Solutions Bulgaria Ltd. In June 2018, the subsidiary was closed and future research and development efforts will be performed by outside consultants.

Income Taxes:

The Company accounts for income taxes in accordance with ASC 740-10, "Accounting for Income Taxes" This statement prescribes the use of the liability method whereby deferred tax assets and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value.

Fair Value of Financial Instruments:

ASC 820, "Fair Value Measurements and Disclosures", defines fair value as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. As a basis for considering such assumptions, ASC 820 establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 - Valuations based on quoted prices in active markets for identical assets that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

These financial statements have not been subjected to an audit or review or compilation engagement, and no assurance is provided on them.

Level 2 - Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The fair value of the derivative liabilities are valued based on level 2 of the hierarchy.

The carrying amounts of cash and cash equivalents, short-term loans, and accounts payable approximate their fair value due to the short-term maturities of such instruments.

The carrying amounts of long-term notes payable received in cash are reported at their original amounts.

#### **NOTE 4 CAPITAL TRANSACTIONS**

Preferred A Shares: On February 19, 2020, Dr. Fengyou Lu acquired the Series A Preferred Stock from Winestream Inc. for shares.

Preferred B Shares: On April 25, 2016, the Company sold 10,000 Convertible Preferred B shares for \$10,000. On May 11, 2016, the Company sold 5,000 Convertible Preferred B Shares for \$ 5,000 and on July 28, 2016, the Company sold 2,500 Convertible Preferred B Shares for \$ 2,500. All Preferred B Shares sold in 2016 were acquired by Gold Coast Capital. Axiom Financial Inc. acquired all Preferred B Shares from Gold Coast Capital in January 2020 and canceled those share on February 19,2020,

On July 25, 2018, the Company affected a 1000:1 reverse stock split of the Company's common stock. The Shares outstanding after the reverse stock split was reduced from 4,995,565,708 to 4,995,566. On November 7, 2018, pursuant to an action with the State of Delaware, the authorized shares have been reduced from 5,000,000,000 to 400,000,000.

Blackbridge Capital Growth Fund, LLC and the Company reached a settlement agreement regarding all debt held by Blackbridge Capital and Blackbridge Capital Growth Fund, LP. Under the terms of the settlement, the Company issued 2,000,000 shares to Blackbridge in return for cancellation of all Company debt held by Blackbridge.

EROP Capital LLC cancelled \$ 456,656 in principal amount of the convertible notes it held in SPO Global and converted a total of \$721,585 of debt into 10,912,578 shares of SPO Global common stock.

The Saeb M Jannoun Revocable Trust converted a total of \$268,384.20 of debt issued by SPO Global into 4,606,115 shares of SPO Global common stock.

Trendix Enterprises converted a total of \$304,089.08 of SPO Global debt into 4,678,627 shares of SPO Global common stock.

Axiom Financial, Inc. in January 2020 acquired the 17,500 Series B Preferred stock held by Gold Coast Capital for cash consideration. As part of the transaction, Axiom Financial converted a total of \$19,478.75 of SPO Global debt into 349,513 shares of SPO Global common stock.

During the year ended December 31, 2021, Bluelife converted its debt from the Company through the issuance of 40,000,000 shares alleviating itself of \$300,608 of payables.

#### **NOTE 5 CONVERTIBLE NOTES**

On August 4, 2021, the Company signed a Convertible Note agreement with MSB Management, LLC, in which the lender was to advance \$500,000 to the Company for operating funds of Canadian and US operations. The maturity date of the note is August 4, 2022. The terms of the note include interest to accrue at the rate of 10% per annum, and the conversion rate will be the lesser of \$0.02 or an equitable price adjusted for stock splits, stock dividends or rights offerings. As of December, 2021, the Company had received \$150,000 of the total advances.

#### **NOTE 6 STOCKHOLDER'S EQUITY**

Authorized Shares: The Company's Board of Directors is authorized to issue from time to time up to 2 million shares of preferred stock in one or more series, and to fix for each such series such voting power and such designations, preferences, relative participating or other rights, redemption rights, conversion privileges and such qualifications or restrictions thereof as shall be adopted by the board and set forth in an amendment to the Company's Certificate of Incorporation. Unless a vote of any shareholders is required pursuant to the rights of the holders of preferred stock then outstanding, the board may from time to time increase or decrease (but not below the number of shares of such series outstanding) the number of shares of any series of Preferred Stock after the issuance of shares of that series.

On the April 26, 2016 the company applied to the State of Delaware to designate a Series B Convertible Preferred Stock and the amendment of the Amended and restated Certificate of Incorporation of the company that the total number of shares of all classes of stock that the company shall have the authority to issue is 300,000,000 of which 298,000,000 are shares of common stock, par value \$0.01 per share and 2,000,000 shares are Preferred Stock, par value \$0.01.

The Series B Convertible Preferred Stock shall consist of 1,000,000 shares. The Series B Convertible Preferred shall be senior to the common stock. Each share of Series B Convertible Preferred shall be convertible, at the option of the holder thereof, at any time after three (12) months from the date of issuance, however, the stock will be callable if it trades at \$1.00 or more for ten (10) consecutive days (the "Conversion Date") and will convert into a number of shares of fully paid and non-assessable shares of Common Stock based upon the price per share of the Common stock, determined based on the average of the closing bid price for the Company's common stock for each of the ten (10) consecutive trading days immediately prior to the date the holder gives notice to the Corporation of their intent to convert the Preferred, less a discount of fifty percent (50%) (the "Conversion Ratio").

On July 14, 2016 The State of Delaware approved the amendment of the Amended and restated Certificate of Incorporation of the company that the total number of shares of all classes of stock that the company shall have the authority to issue is 750,000,000 of which 748,000,000 are shares of common stock, par value \$0.001.

On January 30, 2017 the State of Delaware approved the amendment of the Amended and restated Certificate of Incorporation of the that the total number of shares of all classes of stock that the company shall have the authority to issue is 5,000,000,000 of which 4,998,000,000 are shares of common stock, par value \$0.001 per share and 2,000,000 shares are Preferred Stock, par value \$0.0001. All amounts based on the par value have been restated for this change in par value.

#### **NOTE 7 INCOME TAXES**

The net operating loss carryovers may be subject to limitations under Internal Revenue Code due to significant changes in the Company's ownership. The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company it is more likely than not that the benefits will not be realized.

Management does not believe that the Company has any material uncertain tax positions requiring recognition or measurement in accordance with the provisions of ASC 740. The Company's policy is to record interest and penalties on uncertain tax positions, if any, as income tax expense. All tax years for the Company remain subject to future examinations by the applicable taxing authorities.

#### **NOTE 8 COMMITMENTS AND CONTINGENCIES**

The Company would like to disclose that the Company has reached an agreement and Settlement with Blue Life. This agreement hereby settles out all dealing and liabilities with Blue Life.

#### **NOTE 9 SUBSEQUENT EVENTS**

In accordance with FASB ASC Topic 855, Subsequent Events, the Company evaluates events and transactions that occur after the balance sheet date for potential recognition in the financial statements. The effects of all subsequent events that provide additional evidence of conditions that existed at the balance sheet date are recognized in the financial statements as of September 30, 2021. In preparing these financial statements, the Company evaluated the events and transactions that occurred through the date these financial statements were issued.

As of the date of this report the Company identified no events subsequent to the financial statement date that requires disclosure in these statements.