

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Fernhill Corp.

3773 Howard Hughes Pkwy Suite 500s

Las Vegas, NV 89169

Phone: (775) 400-1180

Website(s): www.fernhillcorp.com

Email: info@fernhillcorp.com

SIC CODE 1040

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 2,237,801,258

As of September 30, 2021 the number of shares outstanding of our Common Stock was 1,930,863,830

As of December 31, 2020 the number of shares outstanding of our Common Stock was 1,564,089,724

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: ☒ (Double-click and select "Default Value" to check)

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: ☐

ALL INFORMATION CONTAINED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF FERNHILL, CORP. A NEVADA CORPORATION (THE "COMPANY") IN ACCORDANCE WITH RULE 15C2-11 AND 10B-5 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 144(C) (2) UNDER THE SECURITIES ACT.

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.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS REPORT.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

INFORMATION CONTAINED IN THIS REPORT MAY CONTAIN FORWARD-LOOKING STATEMENTS, WHICH INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE REFLECTED IN THE FORWARD-LOOKING STATEMENTS. FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY USE OF WORDS "EXPECT", "PROJECT", "MIGHT", "POTENTIAL", AND SIMILAR TERMS. THE COMPANY CAUTIONS READERS THAT ANY FORWARD-LOOKING INFORMATION IS NOT A GUARANTEE OF FUTURE PERFORMANCE AND THAT ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING INFORMATION. FORWARD-LOOKING STATEMENTS INVOLVE A NUMBER OF RISKS, UNCERTAINTIES OR OTHER FACTORS BEYOND THE COMPANY'S CONTROL. THESE FACTORS INCLUDE, BUT ARE NOT LIMITED TO OUR ABILITY TO IMPLEMENT OUR STRATEGIC INITIATIVES, ECONOMIC, POLITICAL AND MARKET CONDITIONS AND PRICE FLUCTUATIONS, GOVERNMENT AND INDUSTRY REGULATION, U.S. AND GLOBAL COMPETITION AND OTHER FACTORS. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENT, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

1) Name 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 Issuer is Fernhill Corp. (The "Company" or "Fernhill"). The Issuer was incorporated in Nevada on April 7, 1997 under the name Alaskan Geodetic Survey Inc., On January 16, 2009, the company filed articles of amendment with the state of Nevada changing the name of the Company to Global Gold Corporation. On November 7, 2011, the Company filed articles of amendment with the state of Nevada changing the name of the Company to Fernhill Corp.

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

The exact name of the Issuer is Fernhill Corp. (The "Company"). The Company's standing is currently 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:

The Company completed two acquisitions during 2021:
PerfectMine.io and Qandlestick, LLC (d/b/a MainBloq) and its related subsidiaries

The address (es) of the issuer's principal executive office:
3773 Howard Hughes Pkwy
Suite 500s
Las Vegas, NV 89169

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 ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

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

N/A

2) Security Information

Trading Symbol: FERN

Exact title and class of securities outstanding: Common Stock

CUSIP: 315219105

Par or Stated Value: .0001

Total shares authorized:	3,000,000,000	as of: December 31, 2021
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Total shares outstanding:	2,237,801,258	as of: December 31, 2021
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Number of Shares in Public Float:	1,062,437,573	as of: December 31, 2021
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Total Number of shareholders of record:	105	
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Additional class of securities (if necessary):

Trading Symbol: FERN

Exact title and class of securities outstanding: Preferred "A" Stock

CUSIP: 315219105

Par or Stated Value: .0001

Total shares authorized:	10,000,000	as of: December 31, 2021
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Total shares outstanding:	1,000,000	as of: December 31, 2021
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Trading Symbol: FERN

Exact title and class of securities outstanding: Preferred "B" Stock

CUSIP: 315219105

Par or Stated Value: .0001

Total shares authorized:	10,000	as of: December 31, 2021
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Total shares outstanding:	0	as of: December 31, 2021
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Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of the preferred "a" stock are entitled to ten thousand to one voting and conversion rights. Holders of common stock do not have cumulative voting rights. Subject to preferences that may be applicable to any outstanding shares of preferred stock, the holders of common stock are entitled to share in dividends, if any, as may be declared from time to time by the board of directors in its discretion from funds legally available therefore. Holders of common stock have no pre-emptive rights to purchase the common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock. The Issuer may issue additional shares of common stock which could dilute its current shareholder's share value.

On June 22, 2021 the Company increased its authorized common stock from 2,000,000,000 to 3,000,000,000 shares. In addition, the Company authorized 10,000 new shares of class B Preferred Stock having a Par Value of \$0.0001 and a stated value of \$100.00 per share, none of which are issued or outstanding.

Transfer Agent

Name: Action Stock Transfer Corporation

Address 1: 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121

Is the Transfer Agent registered under the Exchange Act?² 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: ☐

<div> <div> <u>Shares Outstanding as Second Most Recent Fiscal Year End: 12/31/2019</u> </div> <div> <u>Opening Balance:</u> Common: 1,564,089,724 Preferred: 1,000,000 </div> <div> <u>*Right-click the rows below and select "Insert" to add rows as needed.</u> </div> </div>									
<u>Date of Transaction</u>	<u>Transaction type (e.g. new issuance, cancellation, shares returned to treasury)</u>	<u>Number of Shares Issued (or cancelled)</u>	<u>Class of Securities</u>	<u>Value of shares issued (\$/per share) at Issuance</u>	<u>Were the shares issued at a discount to market price at the time of issuance? (Yes/No)</u>	<u>Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).</u>	<u>Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)</u>	<u>Restricted or Unrestricted as of this filing?</u>	<u>Exemption or Registration Type?</u>
4/08/2019	Issuance	90,000,000	Common	\$.0001	No	Cedat Capital John Milardovic	Debt Conversion	Unrestricted	144 Rule 144 4(a)(2)
5/08/2019	Issuance	130,385,714	Common	\$.0001	No	Tide Pool Todd Violette	Debt Conversion	Unrestricted	Rule 144 4(a)(2)
7/01/2019	Issuance	5,000,000	Common	\$.0001	No	James DiPrima	Compensation	Restricted	
11/26/2019	Issuance	88,708,429	Common	\$.0001	No	Mark Newbauer	Debt Conversion	Unrestricted	Rule 144 4(a)(2)
2/10/2021	Issuance	110,000,000	Common	\$.0001	No	Tidepool Ventures Todd Violette	Debt Conversion	Unrestricted	Rule 144 4(a)(2)
3/9/2021	Issuance	110,639,664	Common	\$.0001	No	Tidepool Ventures Todd Violette	Debt Conversion	Unrestricted	Rule 144 4(a)(2)
5/14/2021	Issuance	110,000,000	Common	\$.0001	No	Marc Lasky	Services	Restricted	

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

5/14/2021	Issuance	10,000,000	Common	\$.0001	No	Chris Kern	Services	Restricted	
8/30/2021	Issuance	26,134,462	Common	\$.0001	Yes	Tidepool Ventures Todd Violette	Debt Conversion	Unrestricted	Rule 144 4(a)(2)
10/12/2021	Issuance	672,416	Common	\$.0001	No	Nathanael Phillip Coonrod	Services	Restricted	
10/14/2021	Issuance	2,725,176	Common	\$.0001	No	Cedat Capital John Milardovic	Debt Conversion	Unrestricted	Rule 144 4(a)(2)
12/10/2021	Issuance	15,474,091	Common	\$.0001	No	Maxim Partners Clifford Teller	Services	Restricted	
12/27/2021	Issuance	91,430,716	Common	\$.0001	No	Ryan Kuiken	Acquisition	Restricted	
12/27/2021	Issuance	91,430,716	Common	\$.0001	No	Marc Deveaux	Acquisition	Restricted	
12/27/2021	Issuance	29,493,780	Common	\$.0001	No	Peter Bordes	Acquisition	Restricted	
12/27/2021	Issuance	26,493,780	Common	\$.0001	No	Trajectory Capital Peter Bordes	Acquisition	Restricted	
12/27/2021	Issuance	14,746,890	Common	\$.0001	No	Clayton D Cowdery Trust Clayton D Cowdery	Acquisition	Restricted	
12/27/2021	Issuance	5,898,759	Common	\$.0001	No	Patrick Egan	Acquisition	Restricted	
12/27/2021	Issuance	2,949,378	Common	\$.0001	No	Robert Caskran	Acquisition	Restricted	
12/27/2021	Issuance	2,949,378	Common	\$.0001	No	Richard A. Kuiken	Acquisition	Restricted	
12/27/2021	Issuance	4,925,461	Common	\$.0001	No	Richard Sethi	Acquisition	Restricted	
12/27/2021	Issuance	2,949,378	Common	\$.0001	No	Robert Moschella	Acquisition	Restricted	
12/27/2021	Issuance	2,949,378	Common	\$.0001	No	Taylor Joseph Ernster	Acquisition	Restricted	
12/27/2021	Issuance	2,949,378	Common	\$.0001	No	Massimiliano Viola	Acquisition	Restricted	
12/27/2021	Issuance	2,949,378	Common	\$.0001	No	Prestige Worldwide Michael Orecchio	Acquisition	Restricted	
12/27/2021	Issuance	1,474,689	Common	\$.0001	No	Nickolai Kravitz	Acquisition	Restricted	
12/27/2021	Issuance	1,474,689	Common	\$.0001	No	Shangwen Wang	Acquisition	Restricted	

Shares Outstanding on the Date of This Report <u>Date 12/31/2021</u>	Ending Balance Common: <u>2,237,801,258</u> Preferred: <u>1,000,000</u>							

Example: A company with a fiscal year end of December 31st, in addressing this item for its year ended December 31, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through December 31, 2019 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 or 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.)
9/30/2015	\$15,100.00	\$38,450.00	\$7,559.10	12/31/2018	Conversion at Par Value	Cedat Capital John Miliardovic	Loan
6/30/2017	\$140,500.00	\$140,500.00	\$99,858.93	6/30/2018	Conversion at 25% discount to market	World Wide Sun LLC Adam Kovacevic	Loan
8/30/2017	\$12,500.00	\$12,500.00	\$8,736.43	06/30/2018	Conversion at 50% discount to market	World Market Ventures Chad Curtis	Loan
08/30/2017	\$12,500.00	\$12,500.00	\$8,736.43	06/30/2018	Conversion at 50% discount to market	PBDC LLC Adrian McKenzie	Loan
3/25/2021	\$15,750.00	\$15,750.00	\$727.52	3/25/2022	Conversion at fixed price of \$0.003 per share	Tide Pool Capital Todd Violette	Loan
07/02/2021	\$2,000.00	\$2,000.00	\$49.86	07/01/2022	Conversion at fixed price of \$0.01	Windstream Partners - Chris Kern	Loan
07/07/2021	\$50,000.00	\$50,000.00	\$1,454.79	07/07/2022	Conversion at fixed price of \$0.004 per share	Adam Kovacevic	Loan

08/15/2021	\$9,356.00	\$9,356.00	\$213.78	08/14/2022	Conversion at fixed price of \$0.0075 per share	Adam Kovacevic	Past Due Balance
09/02/2021	\$50,000.00	\$50,000.00	\$986.30	09/01/2022	Conversion at fixed price of \$0.009 per share	Tide Pool Capital Todd Violette	Loan
11/11/2021	\$25,000.00	\$25,000.00	\$273.97	11/11/2022	Conversion at fixed price of \$0.05	Windstream Partners – Chris Kern	Loan
11/15/2021	\$975,000.00	\$825,000.00	\$5,198.63	11/14/2022	None	Qandlestick, LLC Shareholders (see Section 3a)	Acquisition of Qandlestick
11/15/2021	\$15,000.00	\$15,000.00	\$662.67	10/27/2050	None	U.S. Small Business Administration	EIDL Loan Acquisition of Qandlestick

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)³:

Name: **James DiPrima**
Title: **Acting CFO**
Relationship to Issuer: **Consultant**

Provide the financial statements described below for the Twelve Months ended December 31, 2021. 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.

Included in the Disclosure

³ 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 statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

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")

Fernhill Corp is a developer and acquirer of high performance proprietary software solutions focused on crypto currency mining, digital asset trading and infrastructure applications that are designed to simplify, optimize and automate the blockchain ecosystem. Fernhill is a Signatory Member of the Crypto Climate Accord (CCA).

Fernhill currently operates two SaaS software platforms, PerfectMine.io for digital asset mining operations management and monitoring and MainBloq.io, that provides a non-custody digital asset trading platform for algorithmic trading, smart order routing, wallet rebalancing and risk metrics.

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

1. World Wide Sun, LLC
2. Fernhill Energy, LLC
3. Fernhill Tech, LLC
4. Crypto Mining Corp
5. Qandlestick, LLC (New Jersey) (d/b/a MainBloq)
6. Qandlestick, LLC (Delaware)
7. XSOR, LLC
8. MainBloq LTD

- C. Describe the issuers' principal products or services.

Fernhill Corp is a developer and acquirer of high performance proprietary software solutions focused on crypto currency mining, digital asset trading and infrastructure applications that are designed to simplify, optimize and automate the blockchain ecosystem. Fernhill is a Signatory Member of the Crypto Climate Accord (CCA).

Fernhill acquired and operates two SaaS software platforms, PerfectMine.io for digital asset mining operations management and monitoring and MainBloq.io, which provides a non-custody digital asset trading platform for algorithmic trading, smart order routing, wallet rebalancing and risk metrics.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have

complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

The Company currently leases a virtual office presence from an unaffiliated third party on an annual contract for approximately \$200 per year.

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

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% 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 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
Windstream Partners, LLC Chris Kern	5% Owner and Director	Chandler, AZ	250,000,000	Common	11.17%	
Windstream Partners, LLC Chris Kern	5% Owner and Director	Chandler, AZ	1,000,000	Preferred	100%	
James DiPrima	CFO	Omaha, NE	5,000,000	Common	0.02%	
Marc Lasky	CEO and Director	West Palm Beach, FL	110,000,000	Common	4.92%	
Peter Bordes	Director	New York, NY	29,493,780	Common	1.32%	Acquisition of Qandlestick, LLC
Trajectory Capital, LLC – Peter Bordes	Director	New York, NY	29,493,780	Common	1.32%	Acquisition of Qandlestick, LLC

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

NONE

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

NONE

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

NONE

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

NONE

9) **Third Party Providers**

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

Securities Counsel

Name: Jeff Turner
Firm: JDT Legal, PLLC
Address 1: 897 W Baxter Dr
Address 2: South Jordan, UT 84095
Phone: 801 810 4465

Accountant or Auditor

Name:
Firm: Hudgens CPA, PLLC
Address 1: 1220 Blalock Rd., Suite 300
Address 2: Houston, TX 77055
Phone: 713-429-0724
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: Maxim Group, Inc.
Nature of Services: Investment Banking Services, Capital Formation, Mergers & Acquisitions
Address 1: 300 Park Avenue
Address 2: New York, NY 10022
Phone: 212-895-3500
Email: _____

Name: Chris Kern
Firm: _____
Nature of Services: Business Strategy, Corporate Finance, M&A
Address 1: 4960 S. Gilbert Rd., Suite 1-477
Address 2: Chandler, AZ 85249
Phone: 480-600-8859
Email: _____

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Marc Lasky certify that:

1. I have reviewed the Annual Financial Statements for the Period ended December 31, 2021 of Fernhill Corp.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 30, 2022

/s/ Marc Lasky

Marc Lasky

Chief Executive Officer

Principal Financial Officer:

I, Marc Lasky certify that:

1. I have reviewed the Annual Financial Statements for the Period ended December 31, 2021 of Fernhill Corp.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 30, 2022

/s/ Marc Lasky

Marc Lasky

Chief Financial Officer

Fernhill Corp & Subsidiary
Financial Statements

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Fernhill Corp & Subsidiaries
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash	\$ 31,020	\$ -
Accounts Receivable	19,500	
Inventory	510	510
Total Current Assets	<u>51,030</u>	<u>510</u>
Other Assets		
Intellectual property (Note 4)	8,100,000	
Prepaid assets	2,500	2,500
Fixed Assets-net of depreciation	350,714	35,520
Goodwill-net of amortization (Note 4)	4,032,652	132,653
Total other Assets	<u>12,485,866</u>	<u>170,673</u>
TOTAL ASSETS	<u>\$ 12,536,896</u>	<u>\$ 171,183</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
Current Liabilities		
Accounts Payable	69,158	124,999
Overdraft		120
Accrued Expenses	46,996	
Escrow Payable (Note 4)	150,000	
Advance from Shareholder		
Accrued Interest Payable (Note 5)	128,598	125,131
Due to related party (Note 12)	110,000	38,000
Convertible Notes Payable (Note 9) net of debt discount	332,706	35,850
Agreement Payable (Note 7)	-	40,470
Demand Notes Payable (Note 8)	-	63,371
Debt Assumed with Acquisition (Note 4)	876,000	155,835
Total Current Liabilities	<u>1,713,458</u>	<u>583,776</u>
TOTAL LIABILITIES	<u>1,713,458</u>	<u>583,776</u>
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred Stock, \$.0001 par value, 10,000,000 shares Authorized 1,000,000 Issued and Outstanding at December 31, 2021 and December 31, 2020 respectively.	100	100
Common Stock, \$.0001 par value 2,000,000,000 shares Authorized and 2,237,801,258 Issued and Outstanding at December 31, 2021 and 1,564,089,724 at December 31, 2020 respectively.	223,780	156,409
Additional paid-in-capital	20,572,624	9,368,677
Accumulated deficit	<u>(9,973,067)</u>	<u>(9,937,779)</u>
Total Stockholders' Equity (Deficit)	<u>10,823,438</u>	<u>(412,593)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 12,536,896</u>	<u>\$ 171,183</u>

Fernhill Corp & Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS
For The Twelve Months Ended December 31, 2021 and December 31, 2020
(Unaudited)

	December 31, 2021	December 31, 2020
REVENUES:	\$ 253,670	\$ -
Cost of Revenue	268	-
Gross Profit	253,402	-
OPERATING EXPENSES:		
Advertising and promotion	7,694	-
Internet	4,246	-
Bank Fees	1,649	237
Professional fees	153,427	599
Office expense	19,867	972
General and Administrative	58,124	4,184
Salaries	240,000	-
Stock in lieu of salary	13,615	-
Wages	91,514	
Rent	800	200
Total Operating Expenses	590,936	6,192
Net operating loss	(337,533)	(6,192)
OTHER INCOME (EXPENSE)		
Finance and interest fees	(40,592)	(32,129)
Forgiveness of Debt	82,159	
Other Income	2	1,000
Write off of prior year accounts payable	114,070	-
Total other Income (Expense)	155,639	(31,129)
NET INCOME (LOSS)	\$ (181,894)	\$ (37,321)
Basic and Diluted Loss per Common Share	\$ (0.000067)	\$ (0.000024)
Weighted Average Number of Common Shares Outstanding	2,237,801,258	1,564,089,724

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

Fernhill Corp & Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
For The Twelve Months Ended December 31, 2021 and December 31, 2020
(Unaudited)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (181,894)	\$ (37,321)
Adjustments to reconcile net loss to net cash used		
Derivative Liabilities Expense		
Issuance of common stock for Executive Compensation		
Issuance of common stock for Services	13,615	
Changes in operating assets and liabilities:		
(Increase)/decrease in accounts receivable	(19,500)	
Increase/(decrease) in accrued salaries	-	4,184
Increase/ (decrease) in accounts payable	(55,961)	
Increase/ (decrease) in accrued expenses	46,996	
Increase/ (decrease) in overdraft		120
Increase/ (decrease) in accrued interest payable	(3,452)	32,128
(Increase)/decrease in escrow payable	150,000	-
Net cash used in operating activities	<u>(50,196)</u>	<u>(889)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash provided by (used in) investing activities	(1,202,619)	
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments to Related Parties	72,000	-
Borrowings on debt	902,350	
Proceeds from convertible notes payable	309,485	-
Net cash provided by (used in) financing activities	<u>1,283,835</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalents	<u>31,020</u>	<u>(889)</u>
Cash and cash equivalents - beginning of period	<u>0</u>	<u>889</u>
Cash and cash equivalents - end of period	<u>\$ 31,020</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.
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Fernhill Corp & Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
For The Twelve Months Ended December 31, 2021

	Preferred Shares Shares	Value	Common Stock Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
Balance – December 31, 2018 (Unaudited)	1,000,000	\$ 100	1,249,995,581	\$ 124,999	9,377,548	(9,845,782)	(343,138)
Note Conversion			90,000,000	9,000			9,000
Note Conversion			130,385,714	13,039			13,039
Stock issued for services			5,000,000	500			500
Note Conversion			88,708,724	8,875	-8,871		4
Net Loss December 31, 2019						(56,676)	(54,767)
Balance-December 31, 2019 (Unaudited)	1,000,000	\$ 100	1,564,089,724	\$ 156,409	9,368,677	(9,900,458)	(375,272)
Net Loss December 31, 2020						(37,321)	(37,321)
Balance-December 31, 2020 (Unaudited)	1,000,000	\$ 100	1,564,089,724	\$ 156,409	9,368,677	(9,944,698)	(419,512)
Note Conversion			220,639,644	22,064			22,064
Stock issued for services			136,146,507	13,615			13,615
Stock issued for Acquisition			288,065,745	28,807	10,972,997	153,526	11,155,330
Note Conversion			28,859,638	2,886	230,950		233,386
Net Income December 31, 2021						(181,894)	(181,894)
Balance-December 31, 2021(Unaudited)	1,000,000	\$ 100	2,237,801,258	\$ 223,780	20,572,624	(9,973,066)	10,823,438

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

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Twelve Months Ended December 31, 2021 and 2020
(Unaudited)

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

The interim financial statements of Fernhill Corp (formerly “Global Gold Corporation”) (the “Company”) have been prepared by management and are unaudited. In the opinion of management, these financial statements reflect all adjustments of a normal recurring nature necessary for a fair presentation of the results for the interim periods presented.

Basis of Presentation

The Company has not generated significant revenues from operations. There is no bankruptcy, receivership or similar proceeding against the Company.

These unaudited financial statements are presented in United States dollars and have been prepared in accordance with United States generally accepted accounting principles (“GAAP”).

Certain information of footnotes disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations or cash flows. It is management’s opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial presentation.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a “going concern,” which assume that the Company will continue in operation for at least one year and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Several conditions and events cast doubt about the Company’s ability to continue as a “going concern.” The Company has accumulated a deficit of approximately \$9,933,535 for the period from inception, April 7, 1997, through December 31, 2021, has a liquidity problem and requires additional financing and/or sales in order to finance its business activities on an ongoing basis. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained.

The Company’s ability survive will depend on numerous factors, including, but not limited to, the Company’s receiving continued financial support, completing public equity financing or generating profitable operations in the future.

These financial statements do not reflect adjustments that would be necessary if the Company were unable to continue as a going concern. While management believes that the actions taken or planned will mitigate the adverse conditions and events which raise doubt about the validity of the going concern assumption used in preparing these financial statements, there can be no assurance that these actions will be successful.

If the Company were unable to continue as a going concern, the substantial adjustments would be necessary to carrying values of the assets, the reported amounts of its liabilities, the reported revenue and expenses, and the balance sheet classifications used.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Twelve Months Ended December 31, 2021 and 2020
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers highly liquid financial instruments purchased with a maturity of three month or less to be cash equivalents.

Per Share Data

Net loss per common share is computed by dividing net loss by the weighted average common shares outstanding during the period as defined by Financial Accounting Standards, ASC Topic 260, "Earnings per Share." Basic earnings per common share ("EPS") calculations are determined by dividing net income by the weighted average number of common shares outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

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 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. Actual results could differ significantly from those estimates.

Revenue Recognition

The Company recognizes revenue on an accrual basis. Revenue is general realized or realizable and earned when all of the following criteria are met: 1) persuasive evidence of an arrangement exists between the Company and its customers; 2) services have been rendered; 3) the price to the customer is fixed or determinable; and 4) collectability is reasonably assured.

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 30, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, prepaid expenses and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Level 1: The preferred inputs to valuation efforts are "quoted prices in active markets for identical assets or liabilities," with the caveat that the reporting entity must have access to that market. Information at this level is based on direct observations of transactions involving the same assets and liabilities, not assumptions, and thus offers superior reliability. However, relatively few items, especially physical assets, actually trade in active markets.

Level 2: FASB acknowledged that active markets for identical assets and liabilities are relatively uncommon and, even when they do exist, they may be too thin to provide reliable information. To deal with this shortage of direct data, the board provided a second level of inputs that can be applied in three, situations.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Twelve Months Ended December 31, 2021 and 2020
(Unaudited)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments (continued)

Level 3: If inputs from levels 1 and 2 are not available, FASB acknowledges that fair value measures of many assets and liabilities are less precise. The board describes Level 3 inputs as “unobservable,” and limits their use by saying they “shall be used to measure fair value to the extent that observable inputs are not available.” This category allows “for situations in which there is little, if any, market activity for the asset or liability at the measurement date”. Earlier in the standard, FASB explains that “observable inputs” are gathered from sources other than the reporting company and that they are expected to reflect assumptions made by market participants.

Stock-Based Compensation

The Company records stock based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached by the FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-50.

Recent Accounting Pronouncements

The Company has evaluated recent accounting pronouncements through the filing date and believes that none of them will have a material effect on the Company’s financial statements.

NOTE 4 – PURCHASE AGREEMENT

On September 30, 2017, the Company entered into a purchase agreement pursuant to which the Company purchased 100% of Worldwide Sun LLC (“Worldwide”) from a related party. Worldwide is a developer of solar power technology and various uses of the solar power technology. The terms of the agreement are as follows: The Company assumed a series of promissory notes which Worldwide owes to a related party in the principal amount of \$155,835, and which accrue interest at 8% per annum. The Company has assumed all liability for such promissory notes and has granted a security instrument collateralized by all the assets of the Company.

The Company acquired \$36,901 in fixed assets. The Company further agreed to issue the related party 37,193,942 common shares. The shares were valued at par value for a total of \$3,719. The shares were issued in August 2017. The Company shall make a best effort to raise \$2,000,000 in funds for the operation of Worldwide within 12 months of the agreement. Failing such effort, the related party can unilaterally terminate the agreement by returning any shares received by reason of the agreement and releasing the security for the promissory notes and by the Company returning all trade secrets and related technology of any sort or kind it acquires and transferring back to the related party its membership interests in Worldwide.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Twelve Months Ended December 31, 2021 and 2020
(Unaudited)

NOTE 4 (Continued)

On July 27, 2021, the Company completed the asset acquisition of Crypto Mining Software platform, PerfectMine.io pursuant to a technology asset purchase. The original Letter of Intent was between PerfectMine and Windstream Partners, LLC, an affiliate of Fernhill, which assigned the LOI to the Company and is to be compensated \$8,000 paid as \$4,000 in reimbursable due diligence fees and 400,000 restricted common shares on the basis of \$0.01 per share. The acquisition was made as a deeply discounted technology acquisition of a fully developed digital asset mining operating system which also included remote configuration, management and optimization tools to simplify and automate digital asset mining operations. The purchase was \$50,000 which included due diligence and related fees and expenses.

On November 15, 2021, the Company completed the acquisition of Qandlestick, LLC (New Jersey) (doing business as MainBloq) and its related subsidiaries, Qandlestick, LLC (Delaware), XSOR, LLC (Delaware) and MainBloq, Ltd. (Isle of Man). The subsidiaries were non-operational throughout the year ending December 31, 2021. The total purchase price was \$15,000,000 payable as \$11,000,000 in common shares of the Company, which 294,937,795 shares were issued on the basis of \$ 0.037296 per share; \$975,000 in notes/loans consisting of a \$825,000 Seller's Note, payable in 1 year; and a \$150,000 indemnification escrow account due; \$25,000 cash at closing, and a \$3,000,000 Earn-out payable over a period of 2 years from the date of closing based upon meeting certain revenue benchmarks. In addition, we assumed certain debts of Qandlestick which are to be covered by the indemnification escrow as referred to above. MainBloq is a non-custody digital asset trading SaaS platform that provides algorithmic trading, smart-order routing, wallet rebalancing and risk metrics, principally for financial institutions (banks, hedge funds, crypto exchanges, prop trading firms, etc.) and the like.

Pursuant to the Qandlestick/MainBloq acquisition, we attributed \$8,100,000 of the purchase price to MainBloq's software assets and platform, which are allocated to Other Assets – Intellectual Property of the Company. Fernhill also allocated \$3,900,000 of the purchase price to Good Will, which will be regularly reviewed and adjusted in subsequent reporting periods as deemed necessary. The additional \$3,000,000 in potential Earn-Out Payments will be booked to Good Will at the time that any such Earn-Out is earned and paid. The liabilities that are booked pursuant to the MainBloq acquisition is \$825,000 Sellers Note and \$150,000 Indemnification Escrow payable, in addition to the assumption of third party debt in the amount of \$51,000, including an SBA EIDL loan in the amount of \$15,000.

NOTE 5 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES INCLUDING INTEREST

Pursuant to the convertible notes and loans outstanding as provided for in Note 9, accrued interest in the amount of \$40,465.36 has been allocated for the year ending December 31, 2021.

The Company is reviewing the balance of accounts payable and accrued interest and endeavoring to locate related documents and evidence to support this balance. If the Company is unable to find such support for this balance, the Company may reduce this balance or write off.

NOTE 6 – NOTES PAYABLE RELATED PARTY

In April, 2021, the Company obligation in the amount of \$38,000 due to a related party named Kiran Kurian, was written-off at the lenders discretion. December 31, 2017, the Company issued 35,714,285 shares of common stock in exchange for settlement of \$10,000 of principal.

Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Twelve Months Ended December 31, 2021 and 2020
(Unaudited)

NOTE 7 – AGREEMENT PAYABLE

As of December 31, 2021 Cedat Capital has a note outstanding, which bears an 8% per annum interest rate and is convertible into common shares at par value. During the Year ended December 31, 2018 Cedat Capital added three additional notes in the amount \$19,470. During the year ended December 31, 2017, the Company issued 10,000,000 shares of common stock in exchange for settlement of \$10,000 of principal. This convertible note has been reallocated to Convertible Debt on our balance sheet and is further outlined in Section 3(B) and in Note 9 below.

NOTE 8 – DEMAND NOTES PAYABLE

As of December 31, 2021, the following notes payable are due on demand.

The note below bears an 8% per annum interest rate and is convertible into common shares at par value. During the year ended December, 2017, \$20,000 of the outstanding note was assigned to the holder of the second demand note.

Issue Date	Interest Rate	Original Principal	Current Principal Balance	Accrued Interest	Total Principal and Interest
01/31/2011	8%	\$82,000	\$32,754.27	\$9,225.04	\$41,979.30

During the year ended December 31, 2017, the Company issued 125,000,000 shares of common stock in exchange for settlement of \$10,000 of principal. This note was written off and is being recategorized as a contingent liability as further outlined below.

CONTINGENT LIABILITIES

The Company has determined that it would write down the Flannagan Enterprises Demand Note Payable issued on 1/31/2011 having an original balance of \$82,000 and a current balance of \$41,979.30 as of March 31, 2021. The full amount of \$41,979.30 will be recognized as Other Income on the Company's financial statements and this debt will be held as a contingent liability until otherwise noted.

NOTE 9 – CONVERTIBLE DEBT

As of December 31, 2021 the following convertible notes payable are outstanding. Each of the respective convertible notes terms are provided for below.

Issue Date	Interest Rate	Original Principal	Current Principal Balance	Accrued Interest	Total Principal and Interest
9/30/2015	8%	\$38,450	\$15,100	\$7,559.10	\$22,659.10
6/30/2017	8% & 18%	\$140,500	\$140,500	\$99,858.93	\$240,358.93
8/30/2017	9.875% & 18%	\$12,500	\$12,500	\$8,736.43	\$21,236.43
8/30/2017	9.875% & 18%	\$12,500	\$12,500	\$8,736.43	\$21,236.43
3/25/2021	10%	\$15,750	\$15,750	\$727.52	\$16,447.52
7/2/2021	5%	\$2,000	\$2,000	\$49.86	\$2,049.86
7/7/2021	6%	\$50,000	\$50,000	\$1,454.79	\$51,454.79
8/14/2021	6%	\$9,356	\$9,356	\$213.78	\$9,569.78
9/2/2021	6%	\$50,000	\$50,000	\$986.30	\$50,986.30
11/11/2021	8%	\$25,000	\$25,000	\$273.97	\$25,273.97

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Fernhill Corp & Subsidiaries
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Twelve Months Ended December 31, 2021 and 2020
(Unaudited)

On September 30, 2015 Cedat Capital loaned the Company \$38,450 which bears a 8% interest rate and is convertible into common shares of the Company at a price of par value. During the years 2016 – 2018 payments were made and shares were issued and the current outstanding principal balance due is \$15,100 plus accrued interest.

On June 30, 2017 the Company completed the acquisition of World Wide Sun, which included liabilities of \$165,000 due to Adam Kovacevic having an annual interest rate of 8% per annum and being convertible into common shares of the company at a discount of 25% of the lowest three closing bid prices for the three day period one day prior to the date of the conversion notice. The loans have a term of one year, after which a default interest rate of 18% applies. After receiving additional background documentation on these loans, the principal balance was written down by \$24,500 to \$140,500 whereby the write down was booked to other income of the Company during 2021.

On August 30, 2017 PBDC, LLC loaned the Company \$12,500 which bears an 9.875% per annum interest rate and is convertible into common shares at a 50% discount to the last trading price prior to the date of the conversion notice. The loan has a one-year term, after which a default interest rate of 18% applies.

On August 30, 2017 PBDC, LLC loaned the Company \$12,500 which bears an 9.875% per annum interest rate and is convertible into common shares at a 50% discount to the last trading price prior to the date of the conversion notice. The loan has a one-year term, after which a default interest rate of 18% applies.

On March 9, 2021 and March 25, 2021 the Company received two loans in the amount of \$5,750 and \$10,000 respectively from Tidepool Ventures as convertible notes payable, which bears a 6% per annum interest rate and is convertible into common shares of the Company at a fixed price of \$0.003. The loans were consolidated into one convertible note amounting to \$15,750 and is due in 1 year, or March 24, 2022.

On July 7, 2021, Adam Kovacevic loaned the Company \$50,000 which bears a 6% per annum interest rate and is convertible into common shares of the Company at a fixed price of \$0.004 per share and the loan has a term of one year. On August 14, 2021, a loan was issued to Adam Kovacevic for past due account payable unpaid for several years in the amount of \$9,356 which bears a 6% per annum interest rate and is convertible into common shares at a fixed price of \$0.0075 per share and the loan has a term of one year.

On September 2, 2021 Tidepool Ventures loaned the Company \$50,000 which bears a 6% per annum interest rate and is convertible into common shares of the Company at a fixed price of \$0.009 per share and the loan has a term of one year.

During 2021, Windstream Partners, a company owned by Fernhill's Chairman of the Board, Chris Kern, provided two convertible notes to the Company. On July 2, 2021 - \$2,000 was loaned to Fernhill at a rate of 8% per annum, has a conversion price of \$0.01 per share, and has a term of one (1) year. On November 11, 2021 - \$25,000 was loaned to Fernhill in a convertible note having an interest rate of 5% per annum, a conversion price of \$0.05 per share, and a term of one (1) year.

Fernhill Corp & Subsidiary
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Twelve Months Ended December 31, 2021 and 2020
(Unaudited)

NOTE 10 – STOCKHOLDERS' EQUITY

Common stock:

The Company is authorized to issue 3,010,000,000 shares of stock, with a par value of \$0.0001, of which 10,000,000 are designated as preferred stock. There were 2,237,801,258 common shares issued and outstanding as of December 31, 2021.

During the year ended December 31, 2018, the Company changed the par value used on prior common stock transactions from \$0.001 to \$0.0001. The common stock and additional paid-in capital were adjusted during the quarter to reflect the current par value of \$0.0001 and the December 31, 2016 common stock and additional paid-in capital were restated, accordingly.

Preferred stock

The Company is authorized to issue 10,000,000 shares of preferred stock, with a par value of \$0.0001. On April 18, 2017, the Company issued 1,000,000 restricted Series A preferred shares to a related party.

NOTE 11 – CREATION OF SUBSIDIARIES

On June 26, 2017, the Company announced the integration of two new wholly owned subsidiaries.

The first wholly owned subsidiary, (Fern Energy Inc.) is a Nevada registered corporation that will focus on partnerships and acquisitions in the off-grid energy sector. These potential targets may include, but are not limited to: power management, storage solutions, solar generations, and bio energy.

The subsequent subsidiary (Fern Technology Inc.) is also a Nevada registered corporation that will focus on partnerships and acquisitions in the technology space. Fern Technology Inc. will exploit new innovative products or platforms while being poised for future growth. Note: both of these company's charters have been revoked or permanently revoked by the State of Nevada and are no longer active. As of December 31, 2019, due to inactivity in these initiatives, the Company has not maintained either subsidiary and they are no longer active, however, the Company may still revive both Fer Energy and Fern Technology pursue various business interests.

On July, 20, 2021, the Company announced the formation of a new wholly owned subsidiary. Crypto Mining Corp, a Wyoming registered corporation that will focus on partnerships and acquisitions in the crypto mining sector.

On November 15, 2021, the Company completed the acquisition of Qandlestick, LLC, a New Jersey Limited Liability Company, and its related subsidiaries, Qandlestick, LLC, a Delaware Limited Liability Company, XSOR, LLC a Delaware Limited Liability Company and Mainbloq, Ltd, an Isle of Man Limited Company.

NOTE 12 – RELATED PARTY TRANSACTIONS

During the year ended December 31, 2021, the Company accrued executive compensation payable to its officers and directors, namely Marc Lasky, in the aggregate amount of \$66,000 and Windstream partners, Chris Kern, in the amount of \$44,000.

Fernhill Corp & Subsidiary
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS
For The Nine Months Ended September 30, 2021 and 2020
(Unaudited)

On July 27, 2021, the Company completed the acquisition of the Crypto Mining Software Company, PerfectMine.io pursuant to a technology asset purchase. The original Letter of Intent was between PerfectMine and Windstream Partners, LLC, an affiliate of Fernhill, which assigned the LOI to the Company and shall be compensated \$8,000 payable as \$4,000 in reimbursable due diligence fees and 400,000 restricted common shares on the basis of \$0.01 per share.

During 2021, Windstream Partners, a company owned by Fernhill's Chairman of the Board, Chris Kern, provided two convertible notes to the Company. On July 2, 2021 - \$2,000 was loaned to Fernhill at a rate of 8% per annum, has a conversion price of \$0.01 per share, and has a term of one (1) year. On November 11, 2021 - \$25,000 was loaned to Fernhill in a convertible note having an interest rate of 5% per annum, a conversion price of \$0.05 per share, and a term of one (1) year. These loans are allocated in the Convertible Debt section (see Note 9).

NOTE 13 – SUBSEQUENT EVENTS

On January 6, 2022 Windstream Partners (Chris Kern) loaned the company \$10,000 at 8% interest, with a fixed conversion price of .025 per share.

On February 1, 2022 Chris Dey was added to our Advisory Board with compensation of \$30,000 per year, paid as \$7,500 quarterly in arrears in restricted shares of the Company's common stock for the Services.

On February 8, 2022 Windstream Partners (Chris Kern) loaned the company \$5,500 at 8% interest, with a fixed conversion price of .018 per share.

On March 9, 2022 WorldMarket Ventures Converted aged debt in the amount of \$21,624.79, which included \$12,500 of principal and accrued interest of \$9,124.79, in exchange for 3,861,569 shares.

On March 9, 2022 Windstream Partners (Chris Kern) loaned the company \$15,000 at 8% interest, with a fixed conversion price of \$0.01 per share.

On March 10, 2022 the company engaged PCAOB auditor Hudgens LLC to compete its audits for Fernhill Corp and MainBloq for the years 2020 and 2021.

On March 12, 2022 the Company reimbursed Marc Lasky for various business expenses incurred on behalf of Fernhill in the amount of \$2,000.

As of March 29, 2022 the Company has incurred accounts payable of \$8,653.30 due to Windstream Partners (Chris Kern, the Company's Chairman) for software and website development expenses and hosting services paid on behalf of the Company since January 1, 2022.