DISCLOSURE STATEMENT PURSUANT TO THE PINK BASIC DISCLOSURE GUIDELINES

VAPORBRANDS INTERNATIONAL, INC.
A Nevada Corporation

15812 116th Ave. N.E.
Bothell, WA 98011
(Company's Address)

(352) 777.5284
(Company's telephone number)
www.vaporbrandsint.com
(Company's Website)
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(Company's email)
2100 – Tobacco Products
(Company's SIC Code)

ANNUAL REPORT
Amendment No. 1
For the Period Ending December 31, 2021
(the "Reporting Period")

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

331,869,797 shares

As of September 30, 2021, the Date At End of Previous Reporting Period, the number of shares outstanding of our Common Stock was:

228,869,797 shares

As of December 31, 2020, the Most Recent Fiscal Year End Reporting Period, the number of shares outstanding of our Common Stock was:

215,335,137 shares

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 company status has changed since the previous reporting period:

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

EXPLANATORY NOTE

Vaporbrands International, Inc. (the "Company") is filing this Amendment No. 1 for the Annual Report ending on December 31, 2021 for the primary purpose of changing the shares outstanding at March 31, 2022, which was inadvertently reported at 228,869,797 shares outstanding to 331,869,797 shares outstanding and to correct some other minor discrepancies.

PART A GENERAL COMPANY INFORMATION

Item 1. Name of the issuer and its predecessor (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 name of the issuer is VaporBrands International, Inc. ("VaporBrands" or "Company"). We were incorporated in Delaware as Quadrax Corporation on March 6, 1986. We changed our name to TTCM China, Inc. on December 28, 2004. We re-domesticated from Delaware to Nevada on February 28, 2012. We established a subsidiary, VaporBrands International, Inc., which was incorporated on July 9, 2012. We merged with our subsidiary, and changed our name to VaporBrands International, Inc., effective October 19, 2012.

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):

On February 28, 2012 we were established as Nevada corporation. The Company is currently in good standing in the State of Nevada.

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

<u>None</u>

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

During December 2021, Eleanor Hodge, the Company CEO passed away. On December 22, 2021, Florence Montgomery, a director, was appointed CEO and Chairman of the Board of Directors. On February 10, 2022, Barry Henthorn was appointed the Company's CEO and Chairman of the Board of Directors and Florence Montgomery, the Company former CEO and Chairman of the Board of Directors, was appointed the Company's Secretary and Treasurer and will remain a director of the Company. The appointment of Mr. Henthorn was considered a change in control of the Company.

On March 4th 2022, the Company acquired 100% of E-Cite Motors, L.L.C. an innovative electric vehicle manufacturer startup. On March 4th 2022, the Company purchased 100% of Auto Rescue, Repair, and Restoration dba "Acclaimed Auto Repair" an auto repair and restoration company. On March 16th 2022, The Company acquired 100% of the remaining assets of N2A Motors a California based custom auto manufacturer and car factory specializing in designing, engineering and building prototype, concept, and limited production vehicles for OEMs, corporations, movies, and private owners. On March 16th 2022 Gene Langmesser was appointed the Company's COO and appointed to the Board of Directors.

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

15812 116th Ave. N.E., Bothell, WA 98011

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 Company or any of its predecessors ever been in bankruptcy, receivership, or other similar proceeding in the past five years?

Yes:☐ No:☒

Item 2. Security Information.

Trading Symbol:	VAPR
Exact title and class of securities outstanding:	Common Stock
CUSIP:	922105 10 1
Par or Stated Value:	$0.001 par value
Total Shares Authorized:	500,000,000 as of March 31, 2022
Total Shares Outstanding:	331,869,797 as of March 31, 2022
Number of shares in Public Float:	54,064,184 as of March 31, 2022
Total number of shareholders of record:	133 as of March 31, 2022.

Trading Symbol:	
Exact title and class of securities outstanding:	Preferred Stock
CUSIP:	
Par or Stated Value:	$0.001 par value
Total Shares Authorized:	5,000,000 as of March 31, 2022
Total Shares Outstanding:	-0- shares as of March 31, 2022

The name and address of VaporBrand's transfer agent is:

American Stock Transfer & Trust Company, LLC
Attn: Client Service Center, 3rd Floor
6201 15th Avenue
Brooklyn NY 11219
Email: adminl2@astfinancial.com

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

Item 3. Issuance History.

Disclosure under this Item 3 includes, 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.

A. Changes in 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:

Number of Shares Outstanding as of January 1, 2019:	Opening Balance: Common: 92,535,788 Preferred: -0-								
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at issuance	Were the shares issued at a discount to market price at the time of issuance? Yes or No	Individual/Entity Shares were issued to (entities must have individual with voting/investment control disclosed).	Reason for share issuance (e.g., for cash or debit conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
1/23/2019	New Issuance	4,640,000	Common	9,280	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (1)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
4/17/2019	New Issuance	4,822,330	Common	4,822	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (2)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
7/29/2019	New Issuance	146,429	Common	1,025	Yes	Rick Basse Consulting, PLLC (Rick Basse has voting and investment control)	Vendor Payable Conversion (3)	Restricted	Section 4(a) (2)

6/17/2020	New Issuance	5,000,000	Common	11,000	No	Alison M Baird	Acquisition of Oasis Spectrum (4)	Restricted	Section 4(a) (2)
6/17/2020	New Issuance	5,000,000	Common	11,000	No	Barry Henthorn	Acquisition of Oasis Spectrum (5)	Restricted	Section 4(a) (2)
6/17/2020	New Issuance	39,282,000	Common	94,277	Yes	Eleanor Hodge	Director Compensation (6)	Restricted	Section 4(a) (2)
6/17/2020	New Issuance	19,600,000	Common	47,040	Yes	Florence Montgomery	Director Compensation (7)	Restricted	Section 4(a) (2)
6/17/2020	New Issuance	20,000,000	Common	80,000	Yes	Realtime Rentals Inc (Barry Henthorn has voting and investment control)	Marketing/ Advertising /Business/ Product/ Develop-ment (8)	Restricted	Section 4(a) (2)
6/17/2020	New Issuance	8,065,000	Common	19,356	Yes	Rick Basse Consulting, PLLC (Rick Basse has voting and investment control)	Vendor Payable Conversion (9)	Restricted	Section 4(a) (2)
6/17/2020	New Issuance	10,000,000	Common	27,000	Yes	Town And Country Consultants Inc (Chris Kavanaugh has voting and investment control)	Consulting (10)	Restricted	Section 4(a) (2)
7/9/2020	New Issuance	4,940,680	Common	4,941	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (11)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
11/5/2020	New Issuance	1,302,910	Common	1,303	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (12)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
2/10/2021	New Issuance	5,921,640	Common	5,922	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (13)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act
8/30/2021	New Issuance	7,613,020	Common	7,613	Yes	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Debt Conversion (14)	Unrestricted	Sections 3(a)(9) & 4(a)(1) of 1933 Act

Shares Outstanding on December 31, 2021 (15)	Ending Balance: Common: 228,869,797 Preferred: -0-	

Please note the following additional details, including footnotes to the table above:

(1) The total conversion was $9,280 of principal and interest into 4,640,000 shares of the Company's common stock at $0.002 per share to fully satisfy a convertible promissory note dated January 16, 2017.

(2) The total conversion was $4,822 of principal and interest into 4,822,330 shares of the Company's common stock at $0.001 per share to partially satisfy a convertible promissory note dated April 7, 2017.

(3) The total conversion was $1,025 into 146,429 shares of the Company's common stock at $0.007 per share to fully satisfy an accounts payable balance.

(4) On February 18, 2020, the Company signed a Purchase and Sales Agreement to purchase the brand known as Oasis Spectrum. The Company paid the Oasis Spectrum first brand owner 5,000,000 restricted shares of the Company's common stock. The shares were valued at $11,000 or $0.0022 per share. The shares were issue to the owners at June 17, 2020.

(5) On February 18, 2020, the Company signed a Purchase and Sales Agreement to purchase the brand known as Oasis Spectrum. The Company paid the Oasis Spectrum the second brand owner 5,000,000 restricted shares of the Company's common stock. The shares were valued at $11,000 or $0.0022 per share. The shares were issue to the owners at June 17, 2020.

(6) On June 15, 2020, the Company signed an agreement to issue the Company's CEO and director 39,282,000 restricted shares of the Company Stock at a discount of $.001 share to convert $5,682 of unpaid director fees and $33,600 to prepay 24 months of director fees through June 14, 2021. The Company valued the shares at the current market price of $.0024 per share or $94,277.

(7) On June 15, 2020, the Company signed an agreement to issue a director of the Company 19,600,000 restricted shares of the Company Stock at a discount of $.001 share to convert $2,800 of unpaid director fees and $16,800 to prepay 24 months of director fees through June 14, 2021. The Company valued the shares at the current market price of $.0024 per share or $47,040.

(8) On April 10, 2019, the Company signed an agreement with a consultant for accounting services to the Company. The consultant is compensated with cash and paid $35 per hour in restricted shares of the Company's common stock based on 85% of the average closing price of the Company's common stock 5 (five) days prior to date of each invoice. On June 15, 2020, the Company agreed to issue the consultant 8,065,000 restricted shares of the Company Stock at a discount of $.001 per share to convert $2,300 of an accounts payable balance, $3,254 of the Company's common stock to be issued and $2,511 to prepay the preparation of the June 30, 2020 and September 30, 2020 Quarterly Reports. The Company valued the shares at the current market price of $.0024 per share or $19,356.

(9) On May 1, 2020, the Company signed five-month Consulting Agreement for strategic services including product planning, market development, marketing, public relations, acquisitions, mergers and other services. The contract shall continue through October 1, 2020. The consultant shall receive compensation consisting of 10,000,000 restricted shares of the Company's common stock. The shares were valued at of $.0027 per share or $27,000.

(10) On June 17, 2020, the Company signed an agreement to issue 20,000,000 restricted shares of the Company Stock to a marketing and advertising firm to provide services to the Company. The shares were valued at of $.004 per share or $80,000.

(11) On July 13, 2020, the Company issued 4,940,680 unregistered shares of the Company's common stock in exchange for a debt conversion at $0.001 per share to partially settle a convertible notes and accrued interest for $4,941. The note was dated April 7, 2017.

(12) On November 5, 2020, the Company issued 1,302,910 unregistered shares of the Company's common stock in exchange for a debt conversion at $0.001 per share to fully settle a convertible notes and accrued interest for $1,302. The note was dated April 7, 2017.

(13) On February 10, 2021, the Company issued 5,921,640 unregistered shares of the Company's common stock in exchange for a debt conversion at $0.001 per share to fully settle a convertible notes and accrued interest for $5,922. The note was dated July 18, 2017.

(14) On August 29, 2021, the Company issued 7,613,020 unregistered shares of the Company's common stock in exchange for a debt conversion at $0.001 per share to fully settle a convertible notes and accrued interest for $7,613. The note was dated November 2, 2017.

(15) The following sharers were not issued as of December 31, 2021:

- On November 15, 2016 the Company entered into a consulting agreement with James C. Hodge to become the Chief Executive Officer, Chief Financial Officer and Director in exchange for the issuance of 1,500,000 shares of the Company's unregistered common stock. Additionally, the Company agreed to issue Mr. Hodge an additional 250,000 share of the Company's unregistered common stock at the end of each fiscal quarter beginning March 1, 2017. The consulting agreement terminated on April 19, 2018, upon Mr. Hodge leaving the Company for health reasons. Mr. Hodge is owed 500,000 unregistered shares under the subject agreement. On July 2, 2018, Mr. Hodge passed away. The shares were transferred to his wife, Eleanor Hodge. During December 2021, Ms. Hodge passed away and the shares were transferred to her estate. The value of the unissued shares is $9,375 or $0.0188 per share. As of March 31, 2022, these shares have not been issued to her estate.
- On April 10, 2019, the Company signed an agreement with a consultant for accounting services to the Company. The consultant is compensated with cash and paid $35 per hour in unregistered shares of the Company's common stock based on 85% of the average closing price of the Company's common stock 5 (five) days prior to date of each invoice. At December 31, 2021, the consultant earned an additional 100,659 restricted shares of the Company's common stock under the April 10, 2019 agreement. The stock was valued at $1,524 or $0.0151 per share. As of March 31, 2022, the Company has not issued the shares to the consultant.

B. Debt Securities, including Promissory and Convertible Notes.

The chart below lists and describes all outstanding promissory notes, convertible promissory notes and any other debt instrument that may be converted into a class of the issuer's equity securities as of December 31, 2021.

Check this box if there are no outstanding promissory notes, 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	Reason for Issuance (e.g., Loan, Services, etc.)
February 6, 2014	34,770	22,500	12,270	None	N/A	Ron Staubner	Loan
February 6, 2014	49,525	33,500	16,025	None	N/A	Michael Sullivan	Loan
March 5, 2014	42,500	42,500	-	March 5, 2014	N/A	Scott Marshall/Jason Torres/David Naylor	Loan

April 7, 2014	7,311	4,500	2,811	April 7, 2015	N/A	Wendi Haviland	Loan
March 26, 2018	8,428	6,000	2,428	March 26, 2019	Indebtedness convertible to common shares at $0.005 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
June 27, 2018	18,595	14,283	4,312	June 27, 2020	Indebtedness convertible to common shares at $0.0035 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
November 1, 2018	10,088	8,000	2,088	November 1, 2020	Indebtedness convertible to common shares at $0.002 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
March 6, 2019	12,925	10,000	2,925	March 6, 2021	Indebtedness convertible to common shares at $0.0025 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
April 22, 2019	21,753	17,000	4,753	April 22, 2021	Indebtedness convertible to common shares at $0.0025 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
June 7, 2019	10,136	8,000	2,136	June 7, 2021	Indebtedness convertible to common shares at $0.003 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
December 3, 2020	19,639	17,854	1,785	December 3, 2022	Indebtedness convertible to common shares at $0.003 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
March 24, 2021	18,051	17,000	1,051	March 24, 2023	Indebtedness convertible to common shares at $0.0075 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan
October 31, 2021	6,587	6,500	87	October 31, 2023	Indebtedness convertible to common shares at $0.005 per share	Capital Consulting, Inc. (Mark Schaftlein has voting and investment control)	Loan

Please note the following additional details, including footnotes to the table above:

None

Debt securities, including promissory and convertible notes issued after December 31, 2021:

On March 8, 2022, the Company issued a $8,000 convertible promissory note to Capital Consulting, Inc. (Mark Schaftlein has voting and investment control). The convertible note bears interest at 8% and has a maturity date of March 8, 2024 at which time all principal and accrued interest shall be due and payable in full. Prepayment is permitted without penalty. After maturity the interest rate increases to 10%. The convertible note is convertible by the holder, at its election, into shares of the Company's common stock at an exercise price of $.005 per share.

Item 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: Rick Basse, CPA
Title: Owner of Rick Basse Consulting, PLLC
Relationship to Issuer: Accountant engaged by Company

The following financial statements described below are provided and incorporated by this reference for the most recent fiscal year or quarter:

C. Consolidated Balance Sheets;
D. Consolidated Statements of Operations;
E. Statement of Changes in Stockholders' Deficiency;
F. Statement of Cash Flows;
G. Financial Notes; and
H. Audit letter, if audited (the Company was not Audited)

See Exhibit A

Management's Discussion and Analysis or Plan of Operation.

A. <u>Plan of Operation.</u> We are a distributor of specialty CBD oil products. As discussed below in Item 5, we moved away from vaping products to other CBD oils products. With our acquisition of Excite Motors LLC and Rescue, Repair and Restoration Inc. on March 4, 2022, we will move from specialty CBD oil products to the automotive industry. For the years ended December 31, 2021 and 2020, we generated revenues of $40 and -0-, respectively and reported a net loss of $190,851 and $189,430, respectively.

For the foreseeable future, our operating plan is dependent upon both the ability to conserve existing cash resources and the ability to obtain additional capital through equity financing and/or debt financing to provide the necessary funds and cash flow to meet our obligations on a timely basis and to execute our business plan. In the event that we are unable to conserve existing cash resources and/or obtain the additional and necessary capital, the Company may have to cease its operations. This would materially impact the Company's ability to continue as a going concern for a reasonable period of time.

Liquidity and Capital Resources

We generated $40 of revenues for the year ended December 31, 2021. At December 31, 2021, we have an accumulated deficit since inception of $6,545,755. These factors, among others, indicate that the Company might be unable to continue as a going concern for a reasonable period of time.

As of December 31, 2021, we had cash of $100 and a working capital deficit of $291,220. This compares to cash of $100 and a working capital deficit of $182,684 at December 31, 2020.

Based on anticipated operating and administrative expenses, the Company will not have sufficient cash resources to finance its operations except for several months unless we are able to raise additional equity financing and/or debt financing in the immediate future. We have commenced, and will continue to pursue, efforts to raise additional equity financing and/or debt financing from a variety of sources and means. There are no assurances that we will be able to obtain any additional financing and, even if obtained, that such financing will be in a sufficient amount to be able to continue operations for a sufficient period until the Company is able to generate sufficient revenues and become profitable.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Results of Operations for the year ended December 31, 2021 compared to the year ended December 31, 2020:

Overview. VaporBrands International, Inc., is a Nevada corporation, originally formed on March 16, 1986. For the year ended December 31, 2021 and 2020, respectively, we generated $40 and $-0- of revenues. For the years ended December 31, 2021 and 2020, we reported a net loss of $190,851 and $189,430, respectively. The increase in net loss of $1,421 is attributable to the factors discussed below.

Operating Expenses. Our operating expenses were $139,068 and $153,628 for the years ended December 31, 2021 and 2020, respectively. The $14,560 decrease was attributable to approximate $14,000 decrease in stock-based compensation for marketing, advertising, executive compensation and other consultants, an approximate $3,000 decrease in officer/director compensation, offset by an approximate $1,000 increase in other general and administrative expenses and an approximate $1,000 increase in amortization expense.

Other Income (Expense). Our total other expense was $51,811 and $35,802 for the years ended December 31, 2021 and 2020, respectively. The increase of $16,009 was attributable to a $1,294 increase in interest expense from convertible notes payable and related debt discounts as provided by investments from a corporation for the year ended December 31, 2021 compared to the year ended December 31, 2020 and a $14,715 impairment charge from writing off inventory and intangible assets from our specialty CBD oil products business.

Capital Structure and Resources

We had total assets of $11,994 as of December 31, 2021, which consisted of $100 of cash, prepaid expense of $11,894 primarily attributable to stock-based compensation for our director.

We had total liabilities of $309,099 as of December 31, 2021 consisting of accounts payable of $74,589, accrued interest of $52,670, short-term convertible notes payable of $72,955 (net of discount), notes payable of $103,000 and long-term convertible notes payable of $5,885 (net of discount). For further information and details on convertible notes and notes payable which have been issued, see Note 5 (Notes Payable) to the financial statements attached hereto as Exhibit A and information set forth in Item 3 B above.

At December 31, 2021, we had total stockholders' deficiency of $297,105. We have had net losses since inception and had an accumulated deficit of $6,545,755 at December 31, 2021.

We had net cash used by operating activities of $41,354 for the year ended December 31, 2021. Cash of $41,354 was provided by financing activities for the year ended December 31, 2021 as provided by long-term convertible notes payable from a corporation.

PART B BUSINESS INFORMATION

Item 5. Issuer's Business, Products and Services.

A. <u>Summary of the Issuer's Business Operations.</u>

Current Operations

We were a distributor of specialty branded e-cigarettes. Our primary brand was VAMP™, which was developed as a consequence of our entering into an exclusive licensing agreement with Vampire Brands, LLC on February 18, 2014. Prior to developing our own brands of e-cigarettes, we were a marketing and development partner for Vapor Brands, Inc., under a Private Label Manufacturing and Distribution Agreement. Effective June 30, 2013, we terminated our Private Label Manufacturing and Distribution Agreement with Vapor Brands, Inc. and are now instead developing our own brands, including VAMP™.

VaporBrands International, Inc. was attempting to develop CBD oil and its curative properties said to be in the ingredients which make up the CBD. During April 2019, VaporBrands announced launching the first CBD products available appropriately named "Tranquility", "Clarity" and "Relief". These products contained only the highest-grade full spectrum CBD in a smooth Vaping cartridge. The product does not contain any nicotine, or other addictive substances or drugs. The products are intended to give the consumer an alternative to smoking while providing them with the calming effect of the specially formulated CBD blend.

VaporBrands International, Inc. suspended all of its vaping related products effective October 31, 2019 in direct response to new concerns that have been raised as to the safety and appropriateness of the vaping industry as a whole resulting from a rise in vape related illnesses. The departure from anything vaping related will remain in effect indefinitely until vaping products have been determined to not possess any significant health risks.
As a pioneer in the industry, VaporBrands has always held the highest standards possible and none of its products that were being offered since its re-birth have ever contained any nicotine nor THC. VaporBrands has always maintained its mission to be the healthy alternative to smoking and its products contained only the purest CBD in the industry for quality and safety.

During the end of 2019, we began developing out first new product stemming from VaporBrands new healthy initiative is CBD derived Massage Oil and Beard Oil for manicuring and protection of skin under the beard to keep the skin free from drying and itching.

During March 2022, VaporBrands ceased all CBD derived Oil and Beard Oil development.

On March 4, 2022, we purchased Excite Motors LLC for 57,000,000 shares restricted shares of the Company's common stock valued at $313,500 or $0.0055 per share. In addition, on March 4, 2022, we purchased Auto Rescue, Repair, and Restoration Inc. dba "Acclaimed Auto Repair" for 21,000,000 restricted shares of the Company's common stock valued at $115,500 or $0.0055 per share. On March 16th we purchased the remaining assets of N2A Motors for 20,000,000 restricted shares of the Company's common stock valued at $178,000 or $0.0089 per share to assist in the efforts of E-Cite and Acclaimed. We intend to put all its efforts towards the E-Cite Motors and Acclaimed Auto Repair activities. We will continue to develop E-Cites' offerings of electric road legal vehicles. We intend to change its name to one more fitting to its new business after it has received shareholder and regulatory approval.

Unlike competitors Tesla, Polestar, Lucid, VW, Ford, Jaguar, and others, E-cite is not required to meet any of the safety or other costly certifications of a traditional auto manufacturer making the ease and timeline of offering new vehicles to market significantly more favorable. Whereas the initial timeline to be able to deliver a production vehicle to market generally exceeds 3 years and often longer at a very high cost, E-Cite expects to be delivering its first production vehicles for the 2023 model year. That is less than 12 months from inception to the showroom.

This is possible because E-Cites vehicles qualify under the "Low Volume Vehicle Manufacturers Act of 2015" In 2015 Congress enacted a bill into law the directing the NHSTA to establish a program allowing low volume motor vehicle manufacturers to produce a limited number of vehicles annually within a regulatory system that addresses the unique safety and financial issues associated with limited production, and to direct the EPA to allow low volume motor vehicle manufacturers to install engines from vehicles that have been issued certificates of conformity. Although they were given one year to establish this new program it took until January 2021 until the NHSTA issued a final ruling to allow low volume vehicle manufacturing. Under the act car manufacturers are exempt from all the safety standards but they must meet current emissions standards. There are no emissions standards for EV vehicles.

In addition, the Company acquired a 2.2 million dollar facility for its operations.

The facility which E-Cite now occupies and has signed a structured purchase contract for is located at 15812 116th Ave. N.E. Bothell, WA 98011. It is roughly a 4,000 sq ft commercial building that has been a successful auto repair shop under the previous owner for more than 20 years. It contains 4 bays with lifts (including a $30,000 laser alignment lift) a detail bay, office space, customer lobby, a break room/kitchenette, and 2 bathrooms. It also contains two outside paved areas that can be used as is or built on for expansion. Currently, joint use of the office, customer waiting room, and 3 of the bays are leased from E-Cite Motors to Acclaimed Auto. Also included is an upstairs unit that is a 1200 sq ft (approximately) open office with a kitchenette and 3rd bathroom. It is isolated upstairs on its own floor with a separate entrance. The upstairs is leased from E-Cite to an unrelated party for a term of 10 years which increases 5% per year.

E-Cite previously owned 33.33% of AAR, has completed the acquisition, and it now owns 100%.

E-cite intends to use the facility for design, R&D, prototyping, development, and corporate requirements. E-Cites production of parts and assembly of vehicles will be primarily done by a variety of partners.

B. Describe Any Subsidiaries, Parents or Affiliated Companies, If Applicable, and a Description of Their Contact Information for the Business, Officers, Directors, Managers or Control Persons.

We have two subsidiaries purchased on March 4, 2022. The subsidiaries are Excite Motors LLC and Auto Rescue, Repair, Repair, and Restoration dba "Acclaimed Auto Repair" These businesses will be the main operation of VaporBrands.

C. ***Principal Products or Services, and Their Markets*.**

As discussed previously, VaporBrands International, Inc. is heading in a completely new direction from using CBD in vape cartridges and all CBD oil products to the automotive industry with our March 4, 2022 acquisition of Excite Motors LLC ("E-Cite Motors") and Auto Rescue, Repair, Repair, and Restoration dba "Acclaimed Auto Repair".

E-Cite Motors has developed a modular design that will be engineered to allow the production of vehicles utilizing a skateboard style chassis that uses hub electric motors. As the system is fully modular, this allows for configurations ranging from low powered batteries and only a single 100hp motor on up to a high powered 1000hp performance vehicle utilizing AWD 4 250hp motors.

Acclaimed Auto has long-standing success in auto repair and restoration for more than two decades and will continue to operate as it has been as an automotive repair and restoration shop generating revenues until E-Cite needs the space for its operations.

Item 6. Issuer's Facilities.

Description of Corporate Offices

The facility which E-Cite now occupies and has signed a structured purchase contract for is located at 15812 116th Ave. N.E. Bothell, WA 98011. It is roughly a 4,000 sq ft commercial building that has been a successful auto repair shop under the previous owner for more than 20 years. It contains 4 bays with lifts (including a $30,000 laser alignment lift) a detail bay, office space, customer lobby, a break room/kitchenette, and 2 bathrooms. It also contains two outside paved areas that can be used as is or built on for expansion. Currently, joint use of the office, customer waiting room, and 3 of the bays are leased from E-Cite Motors to Acclaimed Auto. Also included is an upstairs unit that is a 1200 sq ft (approximately) open office with a kitchenette and 3rd bathroom. It is isolated upstairs on its own floor with a separate entrance. The upstairs is leased from E-Cite to an unrelated party for a term of 10 years which increases 5% per year.

We believe that our current facilities are adequate for our operations as currently conducted and if additional facilities are required, that we could obtain them at commercially reasonable prices.

PART C MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 7. Officers, Directors and Control Persons.

The table below provides information regarding any person or entity owning 5% of more of any class of the Company's equity securities as of March 31, 2022, as well as any officer, and any director of the Company, regardless of the number of shares owned. Also, if any listed person are corporate shareholders or entities, information is provided as to the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the Note section.

Name of Officer/Director and Control Person	Affiliation with Company (e.g., Officer/Director/Owner of more than 5%)	Residential Address (City/State only)	Number of Shares owned	Share type/class	Ownership Percentage of Class Outstanding (1)	Note
Barry Henthorn	CEO, CFO, Principal Accounting Officer, Secretary, Director	Bothell, WA	94,000,000	Common	41.1%	
Gene Langmesser	COO and Director	Corona, CA	-0-	Common	0.0%	
Eleanor Hodge Estate (2)	Former, CEO, CFO, Principal Accounting Officer, Secretary, Director	Spring Hill, FL	41,578,500	Common	18.2%	
Florence Montgomery	Director	Bothell, WA	19,600,000	Common	8.6%	
Vapor Brands, Inc.	5%+ owner	Los Angeles, CA	27,000,000	Common	11.8%	Savoy Financial Group, Inc. (2)
Balon Bleu Holdings, LLC	5%+ owner	Phoenix, AZ	18,000,000	Common	7.9%	Laughlin Associates Inc. (3)

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

(1) As of March 31, 2022, there were331,869,797 shares of common stock and -0- shares of preferred stock shares issued and outstanding.

(2) Ms., Hodge passed away during December 2021.

(3) Savoy Financial Group, Inc. is the resident agent for the controlling beneficial owners for this entity, Mr. Don Sullivan and Mr. Michael Sullivan. Mr. Don Sullivan and Mr. Michael Sullivan reside in Los Angeles, California.

(4) Laughlin Associates Inc. is the resident agent for the controlling beneficial owner(s) for this entity. The controlling beneficial owner(s) for this entity is unknown.

Item 8. Legal/Disciplinary History.

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

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 incident 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 proceeding known to be contemplated by governmental authorities.

NONE

Item 9. Third Party Providers

1. Securities Counsel: Morgan E Petitti, Esq.
118 W. Streetsboro Road
Suite #317
Hudson, OH 44236
Phone no.: (330)697-8548
Email: petittilaw@gmail.com

2. Accountant: Rick Basse, CPA
Rick Basse Consulting, PLLC
244 Majestic Oak Drive
New Braunfels, Texas 78132
Phone no.: (210) 347-0374
Email: rick.basse@gmail.com

3. Investor Relations Consultant: None

4. Other Service Providers:

The name(s) of other service provider(s), including counsel, advisor(s) or consultant(s) that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services to the Company during the Reporting Period are as follows:

Name: None
Firm:
Nature of Services:
Address:
Phone:
Email:

Item 10. Issuer's Certifications.

I, Barry Henthorn, certify that:

1. I have reviewed the December 31, 2021 Annual Report of VaporBrands International, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statement, 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.

Dated: March 31, 2022.

VAPORBRANDS INTERNATIONAL, INC.

/s/ Barry Henthorn
Barry Henthorn
Chief Executive Officer/
Chief Financial Officer

Exhibit A

VAPORBRANDS INTERNATIONAL, INC.

For the Years Ended December 31, 2021 and 2020

VaporBrands International, Inc.

Consolidated Balance Sheets (Unaudited)

		December 31, 2021		December 31, 2020
Assets				
Current assets:				
Cash	$	100	$	100
Inventory		-		966
Prepaid expenses		11,894		127,601
Total current assets		11,994		128,667
Other assets				
Intangible assets, net of accumulative amortization of $-0- and $4,757 as of December 31, 2021 and 2020, respectively		-		17,243
Total other assets		-		17,243
Total Assets	$	11,994	$	145,910
Liabilities and Stockholders' Deficiency				
Current liabilities:				
Accounts payable	$	74,589	$	97,681
Accrued interest		52,670		43,366
Convertible notes payable, net of discount of $8,182 and $4,979 as of December 31, 2021 and 2020, respectively		72,955		67,304
Notes payable		103,000		103,000
Total current liabilities		303,214		311,351
Long term liabilities:				
Convertible notes payable, net of discount of $17,615 and $-0- as of December 31, 2021 and 2020, respectively		5,885		-
Total long term liabilities		5,885		-
Total liabilities		309,099		311,351
Commitments and contingencies		-		-
Stockholders' Deficiency:				
Preferred stock, $0.001 par value, 5,000,000 shares authorized; -0- shares issued and outstanding at December 31, 2021 and 2020		-		-
Common stock, $0.001 par value, 500,000,000 shares authorized; 228,869,797 and 215,335,137 shares issued and outstanding at December 31, 2021 and 2020, respectively		228,870		215,335
Additional paid-in capital		6,008,881		5,964,753
Common stock to be issued		10,899		9,375
Accumulated deficit		(6,545,755)		(6,354,904)
Total stockholders' deficiency		(297,105)		(165,441)
Total Liabilities and Stockholders' Deficiency	$	11,994	$	145,910

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

VaporBrands International, Inc.

Consolidated Statements of Operations (unaudited)

	For the Years Ended December 31, 2021	For the Years Ended December 31, 2020
Revenue	$ 40	-
Cost of Revenue	12	-
Gross margin	28	-
Operating expenses:		
Stock compensation	$ 116,243	$ 129,639
Officer and director compensation	-	3,165
Amortization expense	5,500	4,757
General and administrative	17,325	16,067
Total operating expenses	139,068	153,628
Net operating income (loss)	(139,040)	(153,628)
Other income (expense):		
Impairment expense	(14,715)	-
Interest expense	(37,096)	(35,802)
Total other income (expense)	(51,811)	(35,802)
Net Income (loss)	$ (190,851)	$ (189,430)
Basic income (loss) per share	$ (0.001)	$ (0.001)
Weighted average number of common shares outstanding - basic	223,157,090	161,136,689

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

VaporBrands International, Inc.

Statement of Changes in Stockholders' Deficiency (Unaudited)

For the years ended December 31, 2021 and 2020

	Common Stock		Additional Paid-In Capital	Common Stock to be Issued	Accumulated Deficit	Total Stockholders' Deficiency
	Shares	Amount				
Balance at December 31, 2019	102,144,547	$ 102,144	$ 5,782,027	$ 2,389	$ (6,165,474)	$ (278,914)
Conversion of notes payable into shares of common stock	6,243,590	6,244	-			6,244
Issuance of common stock for services	35,665,000	35,665	84,931	-	-	120,596
Issuance of common stock for director fees	58,882,000	58,882	82,435	-	-	141,317
Issuance of common stock to acquire Oasis Spectrum	10,000,000	10,000	12,000	-	-	22,000
Conversion of accounts payable into shares of common stock	2,400,000	2,400	3,360	-	-	5,760
Stock based compensation	-	-	-	6,986	-	6,986
Net loss	-	-	-	-	(189,430)	(189,430)
Balance at December 31, 2020	215,335,137	$ 215,335	$ 5,964,753	$ 9,375	$ (6,354,904)	$ (165,441)
Conversion of notes payable into shares of common stock	13,534,660	13,535	-	-	-	13,535
Discount on shares issued for notes payable	-	-	44,128	-	-	44,128
Stock based compensation	-	-	-	1,524	-	1,524
Net loss	-	-	-	-	(190,851)	(190,851)
Balance at December 31, 2021	228,869,797	$ 228,870	$ 6,008,881	$ 10,899	$ (6,545,755)	$ (297,105)

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

VaporBrands International, Inc.

Statements of Cash Flows (Unaudited)

	For the Years Ended December 31, 2021		For the Years Ended December 31, 2020	
Cash flows from operating activities:				
Net loss	$	(190,851)	$	(189,430)
Adjustments to reconcile net loss to net cash used in operating activities:				
Amortization of Intangibles		5,500		4,757
Stock based compensation		116,243		129,639
Impairment expense		14,715		-
Non-cash interest		37,096		35,802
Changes in operating assets and liabilities:				
Inventory		(2,006)		(966)
Prepaid expenses		988		(2,563)
Accounts payable and accrued expenses		(23,039)		(1,213)
Account Payable, related party		-		3,061
Net cash provided by (used) in operating activities		(41,354)		(20,913)
Cash flows from financing activities				
Proceeds from third party advances		-		21,013
Proceeds from convertible notes payable - long term		41,354		-
Net cash provided by financing activities		41,354		21,013
Net increase (decrease) in cash		-		100
Cash - beginning of the year		100		-
Cash - end of the year	$	100	$	100
Supplemental disclosures:				
Interest paid	$	-	$	-
Taxes Paid	$	-	$	-
Supplemental disclosure for non-cash financing activities:				
Discount on Notes Payable	$	44,128	$	-
Shares issued in exchange for settlement of convertible notes and accrued interest	$	13,535	$	6,244
Issuance of common stock to consultants for services	$	-	$	120,596
Issuance of common stock for director fees	$	-	$	141,317
Shares issued in exchange for settlement of accounts payable	$	-	$	5,760
Stock issued for asset purchase of Oasis Spectrum (See Note 2)	$	-	$	22,000

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

Note 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

We were incorporated in Delaware as Quadrax Corporation on March 6, 1986. We changed our name to TTCM China, Inc. (TTCM) on December 28, 2004. We re-domesticated from Delaware to Nevada on February 28, 2012. We established a subsidiary, VaporBrands International, Inc., which was incorporated on July 9, 2012. We merged with our subsidiary, and changed our name to VaporBrands International, Inc., ("Company") effective October 19, 2012. Although the Company has recognized some nominal amount of income since inception, the Company continues to devote substantially all of its efforts on establishing the business.

We are a distributor of specialty CBD oil products. Our primary product was CBD Vaping Cartridges. On October 31, 2019, VaporBrands International, Inc. suspended all of its vaping related products in direct response to new concerns that have been raised as to the safety and appropriateness of the vaping industry as a whole resulting from a rise in vape related illnesses. The departure from anything vaping related will remain in effect indefinitely until vaping products have been determined to not possess any significant health risks. The first new product stemming from VaporBrands new healthy initiative will be announced and available shortly and will focus on health-conscious goods that promote wellness and a positive lifestyle. The Company wrote-off the remaining Vaping inventory as impaired on September 30, 2019.

During December 2021, Eleanor Hodge, the Company CEO passed away. On December 22, 2021, Florence Montgomery, a director, was appointed CEO and Chairman of the Board of Directors.

Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The accompanying consolidated financial statements were prepared in conformity with generally accepted accounting principles in the United States ("US GAAP").

Reclassification
Certain prior year amounts have been reclassified for comparative purposes to conform to the current-year financial statement presentation. These reclassifications had no effect on previously reported results of operations. In addition, certain prior year amounts from the restated amounts have been reclassified for consistency with the current period presentation.

Use of Estimates
The preparation of financial statements in conformity with US GAAP requires management to make certain 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition
Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods and service transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

Cost of Sales

Cost of revenue includes purchases, samples, inventory valuation adjustments; and costs associated with the delivery,

Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and legal counsel assess such contingent liabilities, and such assessment inherently involves judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought.

If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material would be disclosed. Loss contingencies considered to be remote by management are generally not disclosed unless they involve guarantees, in which case the guarantee would be disclosed.

Income Taxes

The Company's policy is to provide for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carryforward period.

The Company is not aware of any uncertain tax position that, if challenged, would have a material effect on the financial statements for the year ended December 31, 2021 or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the consolidated balance sheet. All tax returns for the Company remain open for examination.

The Company has filed all income tax returns in the U.S. federal tax jurisdiction and various state tax jurisdictions through December 31, 2018. The tax years for 2020 to 2014 remain open for examination by federal and/or state tax jurisdictions. The Company is currently not under examination by any other tax jurisdictions for any tax year.

Cash and Equivalents

Cash and equivalents include cash in hand and cash in demand deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

Inventory

Inventories are valued at the lower of cost (determined on a weighted average basis) or market. Management compares the cost of inventories with the market value and allowance is made to write down inventories to market value, if lower. The Company's inventory consists of products available for sale and raw materials. As the Company is moving away from specialty CBD oil products, inventory of $2.972 was written-off as impaired. The inventory balance was $-0- and $966 at December 31, 2021 and 2020.

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and equivalents, restricted cash, accounts receivable, accounts payable, accrued liabilities and short-term debt, the carrying amounts approximate their fair values due to their short maturities. ASC Topic 820, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a six-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The six levels of valuation hierarchy are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement. The Company analyzes all financial instruments with features of both liabilities and equity under ASC 480, "Distinguishing Liabilities from Equity," and ASC 815.

As of December 31, 2021, and December 31, 2020, the Company did not identify any other assets and liabilities that are required to be adjusted to fair value in the accompanying consolidated balance sheet.

Earnings Per Share (EPS)

Basic EPS is computed by dividing income available to common shareholders and equivalents by the weighted average number of common shares and equivalents outstanding for the period. Diluted EPS is computed similar to basic net income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if all the potential common shares, warrants and stock options had been issued and if the additional common shares were dilutive. Diluted EPS is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method for the outstanding options and the if-converted method for the outstanding convertible preferred shares. Under the treasury stock method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Under the if-converted method, convertible outstanding instruments are assumed to be converted into common stock at the beginning of the period (or at the time of issuance, if later). At December 31, 2021, the Company has approximately 40,163,000 potentially dilutive securities. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for periods presented.

Stock-Based Compensation

The Company accounts for share-based compensation in accordance with the fair value recognition provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 718 and No. 505. The Company issues restricted stock to employees and consultants for their services. Cost for these transactions are measured at the fair value of the equity instruments issued at the date of grant. These shares are considered fully vested and the fair market value is recognized as expense in the period granted. The Company recognized consulting or employee compensation expenses and a corresponding increase to additional paid-in-capital related to stock issued for services. For agreements requiring future services, the consulting or employee expense is to be recognized ratably over the requisite service period.

Stock based compensation amounted to $116,243 and $129,639 for the for the years ended December 31, 2021 and 2020, respectively.

Recently Issued Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06**,** Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40)—Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. ASU 2020-06 reduces the number of accounting models for convertible debt instruments and convertible preferred stock. For convertible instruments with conversion features that are not required to be accounted for as derivatives under Topic 815, *Derivatives and Hedging*, or that do not result in substantial premiums accounted for as paid-in capital, the embedded conversion features no longer are separated from the host contract. ASU 2020-06 also removes certain conditions that should be considered in the derivatives scope exception evaluation under Subtopic 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity*, and clarify the scope and certain requirements under Subtopic 815-40. In addition, ASU 2020-06 improves the guidance related to the disclosures and earnings-per-share (EPS) for convertible instruments and contract in entity's own equity. ASU 2020-06 is effective for public business entities that meet the definition of a Securities and Exchange Commission (SEC) filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Board specified that an entity should adopt the guidance as of the beginning of its annual fiscal year. The Company is currently evaluation the impact this ASU will have on its consolidated financial statements.

Management believes recently issued accounting pronouncements will have no impact on the financial statements of the Company.

Note 3 – GOING CONCERN

We cannot provide assurances that the Company will be able to secure sufficient funds to satisfy the cash requirements for the next 12 months. The inability to secure additional funds would have a material adverse effect on the Company. We hope to obtain increased revenues from future sales of products and in the absence of these revenues, we hope to raise funds to meet our working capital needs through offering our securities to a private equity firm which provided capital to our Company during the year ended December 31, 2021. We cannot guarantee that we will be able to obtain sufficient capital from this private equity firm or anyone else in the future, or that such capital, if available, will be obtainable on terms satisfactory to us.

If adequate capital is not available, our officer and director may contribute capital to the Company in the form of debt financing or equity contributions. However, our officer and director is not committed to contribute such funds. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties. There is no assurance that the Company will receive the necessary capital required to fund its acquisition and exploration plans. These consolidated financial statements are presented on the basis that the Company will continue as a going concern. No adjustments have been made to these consolidated financial statements to give effect to valuation adjustments that may be necessary in the event the Company is not able to continue as a going concern. The effect of those adjustments, if any, could be substantial. The Company has incurred $6,545,755 in cumulative losses to date.

Note 4 – ACQUISTIONS/INTANGIBLES

On February 18, 2020, VaporBrands signed a Purchase and Sales Agreement to purchase the brand known as Oasis Spectrum. The Company intends to use the Oasis Spectrum brand to market healthy CBD products. Assets contained in the Oasis Spectrum brand include the logo, the domain name www.oasisspectrum.com, original artwork, supply chain contacts, contacts with buyers and vendors, and other meaningful IP. The Company paid the Oasis Spectrum brand owners 10,000,000 unregistered shares of the Company's common stock. The shares were valued at $22,000 or $0.0022 per share.

The purchase price has been allocated to the net assets acquired based upon their estimated fair values as follows:

Intangible assets – intellectual property, websites, artwork, supply chain contracts and other	$22,000
Total	$22,000

The fair value of the Intangible assets – intellectual property, websites, artwork, supply chain contracts and other was calculated using the net present value of the projected gross profit to be generated over the next 48 months beginning on February 18, 2020 with annual amortization of $5,500.

The Company recorded amortization of intangible assets of $1,375 for the three-months ended December 31, 2021 and 2020 and $4,125 and $3,382 for the year ended December 31, 2021 and 2020, respectively.

As the Company is moving away from specialty CBD oil products, the remaining $11,743 of intangible assets for the brand known as Oasis Spectrum were written-off as impaired at December 31, 2021.

Note 5 – NOTES PAYABLE

		December 31, 2021		December 31, 2020
Convertible Notes Payable (Net of debt discount of $8,182 and $4,979 at December 31, 2021 and 2020, respectively)	$	72,955	$	67,304
Notes Payable		103,000		103,000
Long–Term Convertible Notes Payable (Net of debt discount of 17,615 and $-0- at December 31, 2021 and 2020, respectively)		5,885		-
Totals	$	181,840	$	170,304

As of December 31, 2021, and December 31, 2020, the Company had the following notes payable listed in chronological order:

Description	**December 31, 2021**	**December 31, 2020**
Note payable with interest at 0% per annum due on March 5, 2014. (1)	42,500	42,500
Note payable dated February 6, 2014 with interest at 6% per annum due on demand.	22,500	22,500
Note payable dated February 6, 2014 with interest at 6% per annum due on demand.	33,500	33,500
Note payable dated April 7, 2014 with interest at 8% per annum due on April 7, 2015. (1)	4,500	4,500
Convertible note payable dated April 7, 2017 with interest at 10% per annum due on April 7, 2018. If not paid by April 7, 2018, interest will be 15% per annum. The loan can be converted into common stock at $0.001 per share. (2)	-	-

Convertible note payable July 18, 2017 with interest at 10% per annum due on July 18, 2018. The loan can be converted into common stock at $0.001 per share. (3)	-	4,000
Convertible note payable dated November 2, 2017 with interest at 10% per annum due on November 2, 2018. If not paid by November 2, 2018, interest will be 15% per annum. The loan can be converted into common stock at $0.001 per share. (1)	-	5,000
Short-Term Convertible note payable dated March 26, 2018 with interest at 10% per annum due on March 26, 2019. The loan can be converted into common stock at $0.005 per share. (1) (4)	6,000	6,000
Long-Term Convertible note payable dated June 27, 2018 with interest at 8% per annum due on June 27, 2020. If not paid by June 27, 2020, interest will be 10% per annum. The loan can be converted into common stock at $0.0035 per share. (1) (5)	14,283	14,283
Long-Term Convertible note payable dated November 1, 2018 with interest at 8% per annum due on November 1, 2020. The loan can be converted into common stock at $0.002 per share. (1) (6)	8,000	8,000
Long-Term Convertible note payable dated March 6, 2019 with interest at 8% per annum due on March 6, 2021. The loan can be converted into common stock at $0.0025 per share. (1) (7)	10,000	10,000
Long-Term Convertible note payable dated April 22, 2019 with interest at 10% per annum due on April 22, 2021. The loan can be converted into common stock at $0.0025 per share. (1) (8)	17,000	17,000
Long-Term Convertible note payable dated June 7, 2019 with interest at 10% per annum due on June 7, 2021. The loan can be converted into common stock at $0.003 per share. (1) (9)	8,000	8,000
Long-Term Convertible note payable dated December 3, 2020 with interest at 10% per annum due on December 3, 2022. The loan can be converted into common stock at $0.003 per share. (10)	17,854	-
Long-Term Convertible note payable dated March 24, 2021 with interest at 8% per annum due on March 24, 2023. After maturity, the interest rate increases to 12%. The loan can be converted into common stock at $0.0075 per share. (11)	17,000	-
Long-Term Convertible note payable dated October 31, 2021 with interest at 8% per annum due on October 31, 2023. After maturity, the interest rate increases to 12%. The loan can be converted into common stock at $0.005 per share. (12)	6,500	-
Total	$ 207,637	$ 175,283

(1) At December 31, 2021, notes above with maturity dates ranging from March 5, 2014 through June 7, 2021, totaling $115,283, remain outstanding and in default although the holders have made no demand for settlement of the notes.

(2) On April 10, 2019, the Company issued 4,822,330 shares in exchange for a debt conversion at the price of $0.001 per share to partially settle $2,750 of convertible notes principle and $2,322 of accrued interest for an aggregate of $5,075. On July 13, 2020, the Company issued 4,940,680 unregistered shares of the Company's common stock in exchange for a debt conversion at the price of $0.001 per share to partially settle $4,940 of convertible notes and accrued interest. On November 5, 2020, the Company issued 1,302,910 unregistered shares of the Company's common stock in exchange for a debt conversion at the price of $0.001 per share to fully settle $1,303 of convertible notes and accrued interest.

(3) On February 10, 2021, the Company issued 5,921,640 unregistered shares of the Company's common stock in exchange for a debt conversion at the price of $0.001 per share to fully settle $4,000 of convertible notes principal and $1,922 of accrued interest for an aggregate of $5,921.

(4) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $6,000 and was recorded as a debt discount. The debt discount was amortized through the term of the note.

(5) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $14,283 and was recorded as a debt discount. The debt discount was amortized through the term of the note.

(6) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $8,000 and was recorded as a debt discount. The debt discount was amortized through the term of the note.

(7) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $10,000 and was recorded as a debt discount. The debt discount was amortized through the term of the note.

(8) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $17,000 and was recorded as a debt discount. The debt discount was amortized through the term of the note.

(9) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $8,000 and was recorded as a debt discount. The debt discount was amortized through the term of the note.

(10) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $17,854 and was recorded as a debt discount. The debt discount was amortized through the term of the note.

(11) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $17,000 and was recorded as a debt discount. The debt discount was amortized through the term of the note.

(12) The Company calculated the fair value of the beneficial conversion feature as the difference between the conversion price and the fair market value of the Company's common stock into on the date of issuance. The fair value of the conversion option in connection with the note on the date of issuance aggregated $6,500 and was recorded as a debt discount. The debt discount was amortized through the term of the note

As of December 31, 2021, the total convertible notes payable amounted to $126,201 which includes $21,565 of accrued interest. The conversion price of the notes were fixed and determinable on the date of issuance and as such in accordance with ASC Topic 815 "*Derivatives and Hedging*" ("ASC 815"), the embedded conversion options of the note were not considered derivative liabilities. The beneficial conversion features of certain convertible notes are at a price below fair market value. The Company recorded interest expense on the debt discounts of $23,310 and $24,403 for the years ended December 31, 2021 and 2020, respectively, in the accompanying consolidated statements of operations.

As of December 31, 2021, total notes payable (non–convertible) amounted to $134,106 which includes $31,106 of accrued interest.

Note 6 – STOCKHOLDERS' DEFICIT

Preferred Stock

The Company has authorized 5,000,000 shares of preferred stock with a par value of $.001. There are no shares issued at December 31, 2021.

Common Stock

The Company has authorized 500,000,000 shares of common stock with a par value of $.001. There are 228,869,797 shares issued and outstanding at December 31, 2021.

On April 10, 2019, the Company signed an agreement with a consultant for accounting services to the Company. The consultant is compensated with cash and paid $35 per hour in unregistered shares of the Company's common stock based on 85% of the average closing price of the Company's common stock 5 (five) days prior to date of each invoice. On June 15, 2020, the Company issued the consultant 8,065,000 restricted shares of the Company Stock at a discount of $.001 per share to convert $2,300 of an accounts payable balance, $3,254 of the Company's common stock to be issued and $2,511 to prepay the preparation of the June 30, 2020 and September 30, 2020 Quarterly Reports. The Company valued the shares at the current market price of $.0024 per share or $19,356. At December 31, 2021, the consultant earned an additional 100,659 restricted shares of the Company's common stock under the April 10, 2019 agreement. The stock was valued at $0.0151 per share. As of December 31, 2021, the Company has not issued the additional shares to the consultant.

On February 18, 2020, VaporBrands signed a Purchase and Sales Agreement to purchase the brand known as Oasis Spectrum (See Note 4 – Acquisition/Intangibles). The Company paid the Oasis Spectrum brand owners 10,000,000 unregistered shares of the Company's common stock. The shares were valued at $22,000 or $0.0022 per share. The shares were issued on June 17, 2020 to the owners.

On May 1, 2020, the Company signed five-month Consulting Agreement for strategic services including product planning, market development, marketing, public relations, acquisitions, mergers and other services. The contract shall continue through October 1, 2020. The consultant shall receive compensation consisting of 10,000,000 restricted shares of the Company's common stock. The shares were valued at of $.0027 per share or $27,000.

On June 15, 2020, the Company signed an agreement to issue the Company's CEO and director 39,282,000 restricted shares of the Company Stock at a discount of $.001 share to convert $5,682 of unpaid director fees and $33,600 to prepay 24 months of director fees through June 14, 2021. The Company valued the shares at the current market price of $.0024 per share or $94,277.

On June 15, 2020, the Company signed an agreement to issue a director of the Company 19,600,000 restricted shares of the Company Stock at a discount of $.001 share to convert $2,800 of unpaid director fees and $16,800 to prepay 24 months of director fees through June 14, 2021. The Company valued the shares at the current market price of $.0024 per share or $47,040.

On June 17, 2020, the Company signed an agreement to issue 20,000,000 restricted shares of the Company Stock to a marketing and advertising firm to provide services to the Company. The shares were valued at of $.004 per share or $80,000.

On July 13, 2020, the Company issued 4,940,680 unregistered shares of the Company's common stock in exchange for a debt conversion at the price of $0.001 per share to partially settle $4,940 of principal and accrued interest for a convertible note dated April 7, 2017.

On November 5, 2020, the Company issued 1,302,910 unregistered shares of the Company's common stock in exchange for a debt conversion at the price of $0.001 per share to fully settle $1,303 of principal and accrued interest for a convertible promissory note dated April 7, 2017.

On February 10, 2021, the Company issued 5,921,640 unregistered shares of the Company's common stock in exchange for a debt conversion at the price of $0.001 per share to fully settle $4,000 of principal and accrued interest for a convertible promissory note dated July 18, 2017.

On August 30, 2021, the Company issued 7,613,020 unregistered shares of the Company's common stock in exchange for a debt conversion at the price of $0.001 per share to fully settle $5,000 of principal and accrued interest for a convertible promissory note dated November 2, 2017.

Note 7 – RELATED PARTY TRANSACTIONS

On November 15, 2016 the Company entered into a consulting agreement with James C. Hodge to become the Chief Executive Officer, Chief Financial Officer and Director in exchange for the sum of $400 per month and the issuance of 1,500,000 shares of the Company's unregistered common stock. Additionally, the Company agreed to issue Mr. Hodge an additional 250,000 share of the Company's unregistered common stock at the end of each fiscal quarter beginning March 1, 2017. The consulting agreement terminated on April 19, 2018, upon Mr. Hodge leaving the Company for health reasons. Mr. Hodge is owed 500,000 unregistered shares under the subject agreement. On July 2, 2018, Mr. Hodge passed away. The shares were transferred to his wife, Eleanor Hodge. As of December 31, 2021, these shares have not been issued to Ms. Hodge or her estate. The value of the unissued shares is $9,375 or $0.0188 per share and recorded in common stock to be issued in the accompanying consolidated balance sheet at December 31, 2021 and December 31, 2020.

In addition, Eleanor Hodge was appointed as a Director and Secretary of the Company on April 19, 2018 and has been appointed interim Chief Executive Officer and Chief Financial Officer until such time as the Company identifies and engages a permanent CEO. On June 15, 2020, the Company signed an agreement to issue Ms. Hodge 39,282,000 restricted shares of the Company Stock at a discount of $.001 share to convert $5,682 of unpaid director fees and $33,600 to prepay 24 months of director fees through June 14, 2022. Ms. Hodge passed away during December 2021 and Florence Montgomery, a director of the Company, was appointed the Company's CEO.

On June 15, 2020, the Company signed an agreement to issue Florence Montgomery, a director of the Company, 19,600,000 restricted shares of the Company Stock at a discount of $.001 share to convert $2,800 of unpaid director fees and $16,800 to prepay 24 months of director fees through June 14, 2022.

At December 31, 2021, and 2020, the Company owed (due from) the two directors an aggregate of $-0- and $3,300, respectively, for director fees and other items.

Note 8 – MATERIAL CONTRACTS

On September 18, 2019, the Company signed twelve-month Consulting Agreement for strategic services including product planning, market development, marketing, public relations, acquisitions, mergers and other services. The contract shall continue through October 1, 2020. The consultant shall receive compensation consisting of 10,000,000 restricted shares of the Company's common stock. The shares were valued at of $.0027 per share or $27,000.

On June 17, 2020, the Company signed an agreement to issue 20,000,000 restricted shares of the Company Stock to a marketing and advertising firm to provide services to the Company. The term of the agreement is ten months. The shares were valued at of $.004 per share or $80,000. The agreement has ReelTime Media providing the development of marketing and branding, production of commercials, advertisement copy, and placements of all media as the Agency of Record.

On July 21, 2020 the Company extended and expanded their existing exclusive marketing partnership agreement and Letter of Agency (LOA) with ReelTime Media. The agreement previously provided that ReelTime provides the development of marketing and branding, production of commercials, advertisement copy, and placements of all media as the Agency of Record. In addition, the new agreement that was signed on June 17, 2020, expands ReelTime's role in research and development of its new initial products as well as additional products over the length of the agreement. ReelTime will also develop VaporBrands web presence, E-commerce solutions, packaging, fulfillment, shipping, and other general business matters.

Note 9 - INCOME TAXES

The Company's policy is to provide for deferred income taxes based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates that will be in effect when the differences are expected to reverse. We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carryforward period.

The Company is not aware of any uncertain tax position that, if challenged, would have a material effect on the financial statements for the year ended December 31, 2021 or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the balance sheet. All tax returns for the Company remain open for examination.

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes. The sources and tax effects of the differences for the periods presented are as follows:

	2021	2020
Income tax provision at the federal statutory rate	21%	21%
Effect on operating losses	(21)%	(21)%

The net deferred tax assets consist of the following:

	December 31, 2021	December 31, 2020
Deferred tax asset	$ 1,374,609	$ 1,334,530
Valuation allowance	(1,374,609)	(1,334,530)
Net deferred tax asset	$ -	$ -

Note 10 – SUBSEQUENT EVENTS

On February 10, 2022, Barry Henthorn was appointed the Company's CEO and Chairman of the Board of Directors and Florence Montgomery, the Company former CEO and Chairman of the Board of Directors, was appointed the Company's Secretary and Treasurer and will remain a director of the Company. The appointment of Mr. Henthorn was considered a change in control of the Company. During March 2022, VaporBrands ceased all CBD derived Oil and Beard Oil development.

On March 4, 2022, the Company purchased Excite Motors LLC for 57,000,000 shares restricted shares of the Company's common stock valued at $313,500 or $0.0055 per share. In addition, on March 4, 2022, the Company purchased Auto Rescue, Repair, and Restoration Inc. dba "Acclaimed Auto Repair" for 21,000,000 restricted shares of the Company's common stock valued at $115,500 or $0.0055 per share. On March 16th the Company purchased the remaining assets of N2A Motors for 20,000,000 restricted shares of the Company's common stock valued at $178,000 or $0.0089 per share to assist in the efforts of E-Cite and Acclaimed. The Company intend to put all its efforts towards the E-Cite Motors and Acclaimed Auto Repair activities. The Company will continue to develop E-Cites' offerings of electric road legal vehicles. The Company intend to change its name to one more fitting to its new business after it has received shareholder and regulatory approval. On March 16th 2022 Gene Langmesser was appointed the Company's COO and appointed to the Board of Directors.

In addition, the Company acquired a 2.2 million dollar facility for its operations. The facility which E-Cite now occupies and has signed a structured purchase contract for is located at 15812 116th Ave. N.E. Bothell, WA 98011. It is roughly a 4,000 sq ft commercial building that has been a successful auto repair shop under the previous owner for more than 20 years. It contains 4 bays with lifts (including a $30,000 laser alignment lift) a detail bay, office space, customer lobby, a break room/kitchenette, and 2 bathrooms. It also contains two outside paved areas that can be used as is or built on for expansion. Currently, joint use of the office, customer waiting room, and 3 of the bays are leased from E-Cite Motors to Acclaimed Auto. Also included is an upstairs unit that is a 1200 sq ft (approximately) open office with a kitchenette and 3rd bathroom. It is isolated upstairs on its own floor with a separate entrance. The upstairs is leased from E-Cite to an unrelated party for a term of 10 years which increases 5% per year.
E-Cite previously owned 33.33% of AAR, has completed the acquisition, and it now owns 100%.

On March 8, 2022, the Company issued a $8,000 convertible promissory note to a corporation. The convertible note bears interest at 8% and has a maturity date of March 8, 2024 at which time all principal and accrued interest shall be due and payable in full. Prepayment is permitted without penalty. After maturity, the interest rate increases to 10%. The convertible note is convertible by the holder, at its election, into shares of the Company's common stock at an exercise price of $.005 per share.

The Company evaluated all events or transactions that occurred after December 31, 2021 up through March 31, 2022. During this period, the Company did not have any material recognizable subsequent events.