Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines
ECO INNOVATION GROUP, INC.

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SIC Code: 8742 (Primary); 8748 (Secondary)

Annual Report
For the Period Ending: December 31, 2021
(the "Reporting Period")

As of April 15, 2022, the number of shares outstanding of our Common Stock was: 388,095,683

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 196,912,036

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

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

Eco Innovation Group, Inc. was originally incorporated in the State of Nevada on March 5, 2001 under the name Dig-It Underground, Inc. The issuer's name changed from Dig-It Underground, Inc. to Eco Innovation Group, Inc. on July 18, 2018. The issuer has not operated under any other names during the last 5 years.

The issuer's current standing in Nevada, its state of incorporation, is active.

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

Yes: ☐ No: ☒

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

N/A

2) Security Information

Trading symbol: ECOX

Exact title and class of securities outstanding: Common Stock
CUSIP: 27888Q 102
Par or stated value: $0.001

Total shares authorized:	1,000,000,000	as of date: December 31, 2021
Total shares outstanding:	196,912,036	as of date: December 31, 2021
Number of shares in the Public Float[2]:	109,238,765	as of date: December 31, 2021
Total number of shareholders of record:	72	as of date: December 31, 2021

Transfer Agent

Name: Nevada Agency and Transfer Company
Phone: +1 (775) 322-0626
Email: info@natco.com

Is the Transfer Agent registered under the Exchange Act?[3] Yes: ☒ No: ☐

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

N/A

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

N/A

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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date: December 31, 2020 Common: 135,930,680 Preferred: 30,000,000									
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**

On May 18, 2020, the company issued 8,000,000 shares of common stock to a consultant for $0.098 per share valued at $784,000 for services.

On May 26, 2020, the company issued 25,000,000 shares of common stock to its former Chief Executive Officer John English for the conversion of a $2,451 convertible note.

On June 26, 2020, the company issued 12,500,000 shares of common stock to Pinnacle Consulting Services for $0.099 per share valued at $1,248,750 as compensation for consulting services.

On June 26, 2020, the company issued 10,000,000 shares of common stock to its Chief Executive Officer Julia Otey-Raudes for $0.026 per share valued at $260,000 as compensation for services.

On June 26, 2020, the company issued 25,000,000 shares of common stock to Bellagio IP Trust for $0.026 per share valued at $650,000 in connection with the Master Exclusive Licensing, Marketing, Distribution and Sales Agreement, dated June 16, 2020 between Bellagio IP Trust and Eco Innovation Group, Inc.

On June 26, 2020, the company issued 600,000 shares of common stock to Tabular Investments, LLC for $0.125 per share valued at $75,000 in compensation for services.

On August 14, 2020, the Company issued 4,000,000 shares of common stock to Pinnacle Consulting Services, Inc., for $0.005 per share, in exchange for a cash payment of $20,000.

On November 15, 2020, the Company agreed to issue 2,500,000 shares of common stock to Patrick Laurie for $0.066 per share as compensation for services on the Company's Advisory Board. The Company recognized expense of $165,000 related to the shares, which were issued in January 2021.

On December 17, 2020, the Company agreed to issue 2,500,000 shares of common stock to Demitri Hopkins for $0.008 per share as compensation for services on the Company's Advisory Board. The Company recognized expense of $200,000 related to the shares, which were issued in January 2021. The Company also agreed to compensate the Advisory board member with cash payments of $60,000 per year.

On December 16, 2020, the Company entered into a technology license agreement with Glytech LLC, a company of which Demitri Hopkins is an equity interest holder. The agreement awarded Glytech LLC 15,000,000 shares of common stock upon execution, and an additional 15,000,000 shares upon completion of a working prototype of a new technology product based on the licensed technology by March 31, 2021. Additionally, upon completion of the working prototype, the Company will pay $150,000 of cash, due within six months of the milestone completion. The Company will be a royalty of 10% to Glytech on all net sales of any device incorporating the licensed technology. The initial shares to be awarded were valued at $1,050,000 based on the fair value of the common stock at the agreement date, and were recorded as an indefinite-lived intangible asset. The shares were issued in January 2021.

On January 6, 2021 the Company agreed to issue 5,000,000 shares of common stock to SaraLynn Mandell for $0.067 per share as compensation for services on the Company's Advisory Board. The Company recognized expense of $335,000 related to the shares, which were issued in February 2021. The Company also agreed to compensate the Advisory board member with cash payments of $60,000 per year.

On February 3, 2021, the Company agreed to issue 1,176,471 shares of common stock to SRAX Investor Relations, LLC for $0.08 per share as compensation for services. The Company recognized expense of $100,000 related to the shares, which is the stated value of services to be rendered in compensation under the relevant agreement with SRAX.

On March 1, 2021, the Company entered into a Share Exchange Agreement with Marijuana Company of America, Inc., a Utah corporation quoted on OTC Markets Pink ("MCOA") dated February 26, 2021, to acquire the number of shares of MCOA's common stock, par value $0.001, equal in value to $650,000 based on the closing price for the trading day immediately preceding the effective date, in exchange for the number of shares of Company common stock, par value $0.001, equal in value to $650,000 based on the per-share price of $0.06 (the "Share Exchange Agreement"). For both parties, the Share Exchange Agreement contains a "true-up" provision requiring the issuance of additional common stock in the event that a decline in the market value of either parties' common stock should cause the aggregate value of the stock acquired pursuant to the Share Exchange Agreement to fall below $650,000. The Company issued 10,833,333 shares of its Company stock pursuant to this agreement and holds 41,935,484 shares of MCOA stock. As of December 31, 2021, the Company owed an additional 82,023,810 shares to be issued to MCOA under the terms of the agreement, with the Company recognizing a $866,885 other loss during the year ended December 31, 2021. The additional 82,023,810 shares to be issued are recorded as a share liability on the Company's balance sheet.

On July 19, 2021, the Company issued 850,000 shares of common stock for $0.039 to settled outstanding accounts payable in the amount of $34,000.

On August 26, 2021, the Company agreed to issue 1,500,000 shares of common stock to Iconic Investor Relations, LLC for $0.039 per share as compensation for services. The Company recognized expense of $174,600 related to the shares.

On October 4, 2021, the Company agreed to issue 4,000,000 shares of common stock to StockVest for $0.023 per share as compensation for services. The Company recognized expense of $92,000 related to the shares.

During the year ended December 31, 2021, the Company issued 4,749,999 shares of common stock in exchange for cash proceeds of $50,900.

During the year ended December 31, 2021, 2,675,000 shares of common stock were cancelled by the Company and returned to treasury.

During the year ended December 31, 2021, 5,675,342 shares of common stock were issued by the Company for the conversion of $14,188 in principal and interest of a convertible note.

During the year ended December 31, 2021, the Company issued 5,871,211 shares of common stock for the cashless exercise of the Labry's warrant.

Subsequent to December 31, 2021, the Company has issued a total of 54,369,190 shares of common stock for the conversion of $166,500 of principal and interest on a promissory note made to an accredited investor for full settlement of the loan.

Subsequent to December 31, 2021, the Company issued 18,500,000 shares of common stock for the conversion of $1,722 of principal on the promissory note held by a related party.

Subsequent to December 31, 2021, the Company issued 36,116,379 shares of common stock to an accredited investor in conversion of $83,750 shares of Series C Preferred Stock, including a total of 4,188 in accrued dividends.

Subsequent to December 31, 2021, the Company has sold a total of 34,000,000 issued 68,750 shares of common stock at a fixed price of

Subsequent to December 31, 2021, the Company has sold a total of 34,000,000 shares of common stock at a fixed price of $0.005 per share for a total of $170,000 in cash under the Company's active Regulation A offering, qualified by the SEC on December 16, 2021. There is no assurance that the Company will raise any further funds under the Regulation A offering.

On January 10, 2022, the Company issued 18,500,000 shares of common stock to an accredited investor upon partial conversion of a promissory note wholly convertible into 25,000,000 shares of the Company's common stock.

On January 19, 2022, the Company issued 8,487,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.005 per share of common stock.

On January 26, 2022, the Company issued 7,000,000 shares of common stock to an accredited investor upon conversion of 20,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.003 per share of common stock.

On January 27, 2022, the Company issued 9,556,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.005 per share of common stock.

On February 2, 2022, the Company issued 7,241,379 shares of common stock to an accredited investor upon conversion of 20,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0029 per share of common stock.

On February 8, 2022, the Company issued 12,500,000 shares of common stock to an accredited investor upon conversion of 25,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0021 per share of common stock.

On February 9, 2022, the Company issued 9,825,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.0021 per share of common stock.

On February 14, 2022, the Company issued 14,000,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.0021 per share of common stock.

On February 14, 2022, the Company issued 93,375,000 shares of common stock to an accredited investor upon conversion of 18,750 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0021 per share of common stock.

On February 25, 2022, the Company issued 12,501,190 shares of common stock to an accredited investor in final conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.0021.

On March 14, 2022, the Company issued 12,115,385 shares of common stock to an accredited investor upon conversion of 15,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0013 per share of common stock.

On March 16, 2022, the Company issued 12,115,385 shares of common stock to an accredited investor upon conversion of 15,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0013 per share of common stock.

On March 18, 2022, the Company issued 7,067,308 shares of common stock to an accredited investor upon conversion of 8,750 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0013 per share of common stock.

On March 30, 2022, the Company issued 16,900,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on August 23, 2021, at an applicable conversion price of $0.0025.

On April 1, 2022, the Company issued 68,750 shares of Series C Preferred Stock to an accredited investor pursuant to a stock purchase agreement for consideration of $65,000. The 68,750 shares of Series C Preferred Stock are convertible to shares of common stock at a discount rate of 37% from the average of the two lowest closing bid prices for the Company's common stock during the 15 trading days prior to the conversion. The Company's shares of Series C Preferred Stock rank senior with respect to dividends and right of liquidation to the Company's common stock and junior with respect to dividends and right of liquidation to all existing and future indebtedness of the Company and existing and outstanding preferred stock of the Company. The Company's shares of Series C Preferred Stock have no right to vote and carry an annual dividend of 10% which is cumulative and payable solely upon redemption, liquidation or conversion. The Company has the right to redeem the 68,750 shares of Series C Preferred Stock up to 180 days following the issuance date. As of the date of this annual report, the Company has 167,500 shares of Series C Preferred Stock outstanding.

Shares Outstanding on Date of This Report: Ending Balance Date: April 15, 2022 Ending Balance: Common: 388,095,683 Preferred: 30,000,000	

(1) On October 10, 2019, Heritage Funding, Inc. sold its right to receive forty five million (45,000,000) of its fifty million (50,000,000) share right to Blue Ridge Enterprises, LLC, in exchange for $4,901.96, leaving Heritage Funding, Inc. with the right to receive five million (5,000,000) shares pursuant to the assignment agreement. On October 14, 2019, the conversion requests were made to issue these shares to each respective party.

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

In May 2016, a consultant was awarded the right to receive 100,000,000 shares of common stock. In May 2018, this right was assigned to Heritage Funding, Inc. and John English equally in exchange for $9,9038 to be paid by the Company. The promissory note was convertible into 100,000,000 shares of common stock at a fixed price of $0.0009. In October 2019, Heritage Funding entered into a private transaction to sell the right to 45,000,000 of its 50,000,000 shares to Blue Ridge Enterprises. Also, in October 2019, Blue Ridge Enterprises and Heritage Funding converted principal into 45,000,000 and 5,000,000 shares of common stock, respectively. In May 2020, Robert L. Hymers purchased half of the remaining convertible promissory note and its related conversion rights from John English in a private transaction. In May 2020, John English converted principal of $2,451 into 25,000,000 shares of common stock. The remaining principal balance owed to Robert L. Hymers of $2,451 was convertible into 25,000,000 shares of stock at December 31, 2021. On January 10, 2022, the Company issued 18,500,000 shares of common stock to Hymers upon partial conversion of the principal balance of the promissory note, so that as of the date of this filing, the note is convertible into 6,500,000 shares of common stock.

On December 9, 2019, the Company executed a convertible note with Pinnacle Consulting Services Inc. for $40,000 which matured on June 9, 2020. This note bears interest at 5% per annum, which is convertible into shares of the Company's common stock. The note is convertible at the option of the holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under the note by the Conversion Price, which is a 35% discount of the lowest reported sale price of the common stock for the 15 trading days immediately prior to the date of conversion. Due to the variable conversion feature, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

On May 12, 2020, the Company executed a convertible note with Pinnacle Consulting Services Inc. for $12,500 due on May 12, 2021. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price, which is fixed at $0.0025 per share. On September 16, 2021 the note, along with accrued interest of 1,688, was converted into 5,675,342 shares of common stock

On June 30, 2020, the Company executed a convertible note with Pinnacle Consulting Services Inc. for $21,000 due on June 30, 2021. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price, which is a 35% discount of the lowest reported sale price of the common stock for the 15 trading days immediately prior to the date of conversion. Due to the variable conversion feature, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

On January 20, 2021, the Company entered into a securities purchase agreement with Geneva Roth Remark Holdings, Inc., providing for the issuance of a convertible promissory note in the principal amount of $45,000. The Company received net proceeds of $41,500. The principal balance of the note accrues interest at the rate of 10% per annum and becomes due on January 20, 2022. The note shall be convertible into common shares of the Company at the option of the holder after 180 days from the issue date until its maturity or date of payment of principal and interest, at a conversion price equal to 61% of the lowest trading price of the Company's stock during the 20-day period preceding the day of conversion, representing a discount of 39% to the market. On June 10, 2021, the Company paid off the note in full, in the total amount including outstanding principal, interest, and pre-payment penalties of $65,744, and the current balance is $0.

On March 8, 2021, the Company entered into a securities purchase agreement dated as of March 8, 2021 with Geneva Roth Remark Holdings, Inc., providing for the issuance of a convertible promissory note in the principal amount of $53,500. The Company received net proceeds of $41,500. The principal balance of the note accrues interest at the rate of 10% per annum and becomes due on March 8, 2022. The note shall be convertible into common shares of the Company at the option of the holder after 180 days from the issue date until its maturity or date of payment of principal and interest, at a conversion price equal to 61% of the lowest trading price of the Company's stock during the 20-day period preceding the day of conversion, representing a discount of 39% to the market. On June 10, 2021, the Company paid off the note in full, in the total amount including outstanding principal, interest, and pre-payment penalties of $76,911, and the current balance is $0.

On March 22, 2021, the Company entered into a convertible promissory note agreement with Claudia Villalta for the issuance of a convertible promissory note with a principal balance of $30,000. The note carries a 10% interest rate per annum and is convertible at a fixed price of $0.06 a share into a total of 500,000 common shares. Due to the variable conversion feature on the other notes, this note is tainted with no net share settlement available, the note conversion feature was bifurcated from the note and recorded as a derivative liability. The balance as of December 31, 2021 is $30,000 with accrued interest of $2,334.

On April 22, 2021, the Company entered into a securities purchase agreement with Geneva Roth Remark Holdings, Inc., providing for the issuance of a convertible promissory note in the principal amount of $38,750. The Company received net proceeds of $41,500. The principal balance of the note accrues interest at the rate of 10% per annum and becomes due on April 22, 2022. The note shall be convertible into common shares of the Company at the option of the holder after 180 days from the issue date until its maturity or date of payment of principal and interest, at a conversion price equal to 61% of the lowest trading price of the Company's stock during the 20-day period preceding the day of conversion, representing a discount of 39% to the market. On September 13, 2021, the Company paid off the note in full, in the total amount including outstanding principal, interest, and pre-payment penalties of $56,331, and the current balance is $0.

On April 23, 2021, the Company issued a 10% convertible promissory note in the principal amount of $45,000 pursuant to a securities purchase agreement of the same date to GS Capital Partners, LLC. The Company received $40,500 from the sale of the convertible promissory note after deductions of an original issue discount of $2,000 and investor's attorney fees of $2,500. The convertible promissory note becomes due on April 23, 2022 and carries interest on the principal amount outstanding of 10% per annum. The principal amount of the note is convertible at the holder's option into shares of the Company's common stock at a conversion price equal to 61% of the lowest trading price of the Company's common stock for the twenty prior trading days. During the three months ended June 30, 2021, the Company repaid $35,000 of principal, and on July 21, 2021, the Company paid off the note in full, in the total amount including outstanding principal, interest, and pre-payment penalties of $17,195. Due to the variable conversion feature, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

On June 4, 2021, the Company entered into a securities purchase agreement (the "Labrys SPA") with Labrys Fund, LP ("Labrys"), pursuant to which the Company issued a 12% promissory note (the "Labrys Note") with a maturity date of June 3, 2022 (the "Labrys Maturity Date"), in the principal sum of $1,000,000. Pursuant to the terms of the Labrys Note, the Company agreed to pay to $225,000 (the "Principal Sum") to Labrys and to pay interest on the principal balance at the rate of 12% per annum. The Labrys Note carries an original issue discount ("OID") of $22,500. Accordingly, on the Closing Date (as defined in the Labrys SPA), Labrys paid the purchase price of $202,500 in exchange for the Labrys Note. Labrys may convert the Labrys Note into the Company's common stock (subject to the beneficial ownership limitations of 4.99% in the Labrys Note) at any time at a fixed conversion price equal to $0.023 per share but can be reset if the Company issues instruments at a lower price. The Company paid $14,650 of deferred financing costs which are amortized through the maturity date of the note. During the year ended December 31, 2021 the company made payments of $77,000, reducing the outstanding note balance to $148,000. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

The Company may prepay the Labrys Note at any time prior to the date that an Event of Default (as defined in the Labrys Note) occurs at an amount equal to 100% of the Principal Sum then outstanding plus accrued and unpaid interest (no prepayment premium) plus $750.00 for administrative fees. The Labrys Note contains customary events of default relating to, among other things, payment defaults, breach of representations and warranties, and breach of provisions of the Labrys Note or Labrys SPA.

Upon the occurrence of any Event of Default, the Labrys Note shall become immediately due and payable and the Company shall pay to Labrys, in full satisfaction of its obligations hereunder, an amount equal to the Principal Sum then outstanding plus accrued interest multiplied by 125% (the "Default Amount"). Upon the occurrence of an Event of Default, additional interest will accrue from the date of the Event of Default at the rate equal to the lower of 16% per annum or the highest rate permitted by law.

The Labrys Note requires that we reserve from our authorized and unissued common stock a number of shares equal to the greater of: (a) 16,434,782 shares of our common stock, or (b) the sum of (i) the number of shares of common stock issuable upon conversion of or otherwise pursuant to the Labrys Note and such additional shares of common stock, if any, as are issuable on account of interest on the Note pursuant to the Labrys SPA issuable upon the full conversion of the Labrys Note (assuming no payment of the principal amount or interest) as of any issue date multiplied by (ii) one and a half. We are subject to penalties for failure to timely deliver shares to Labrys following a conversion request.

The Labrys SPA and the Labrys Note contain covenants and restrictions common with this type of debt transaction. Furthermore, we are subject to certain negative covenants under the Labrys SPA and the Labrys Note, which we believe are customary for transactions of this type. At December 31, 2021, we were in compliance with all covenants and restrictions.

In conjunction with the issuance of the Labrys Note, the Company issued a five year warrant exercisable for 6,818,181 shares of common stock at an exercisable price of $0.033 per share subject to anti-dilution and price protection adjustments. The warrants are accounted for as a liability based on the variable number of shares issuable under outstanding convertible debt and the warrants. On September 3, 2021, Labry's elected to exercise the warrant on a cashless basis in exchange for 5,871,211 shares of common stock. The warrant is no longer outstanding, and the related liability has been settled in full.

On August 23, 2021, the Company entered into a securities purchase agreement (the "Blue Lake SPA") with Blue Lake Partners, LLC ("Blue Lake"), pursuant to which the Company issued a 12% promissory note (the "Blue Lake Note") with a maturity date of August 23, 2022 (the "Blue Lake Maturity Date"), in the principal sum of $150,000. Pursuant to the terms of the Blue Lake Note, the Company agreed to pay to $150,000 (the "Principal Sum") to Blue Lake and to pay interest on the principal balance at the rate of 12% per annum. The Blue Lake Note carries an original issue discount ("OID") of $15,000. Accordingly, on the Closing Date (as defined in the Blue Lake SPA), Blue Lake retained an additional $9,450 of legal fees and paid the purchase price of $125,500 in exchange for the Blue Lake Note. Blue Lake may convert the Blue Lake Note into the Company's common stock (subject to the beneficial ownership limitations of 4.99% in the Blue Lake Note) at any time at a fixed conversion price equal to $0.02 per share but can be reset if the Company issues instruments at a lower price. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

The Company may prepay the Blue Lake Note at any time prior to the date that an Event of Default (as defined in the Blue Lake Note) occurs at an amount equal to 100% of the Principal Sum then outstanding plus accrued and unpaid interest (no prepayment premium) plus $7530.00 for administrative fees. The Blue Lake Note contains customary events of default relating to, among other things, payment defaults, breach of representations and warranties, and breach of provisions of the Blue Lake Note or Blue Lake SPA.

Upon the occurrence of any Event of Default, the Blue Lake Note shall become immediately due and payable and the Company shall pay to Blue Lake, in full satisfaction of its obligations hereunder, an amount equal to the Principal Sum then outstanding plus accrued interest multiplied by 125% (the "Default Amount"). Upon the occurrence of an Event of Default, additional interest will accrue from the date of the Event of Default at the rate equal to the lower of 16% per annum or the highest rate permitted by law.

The Blue Lake Note requires that the Company reserve from its authorized and unissued common stock a number of shares equal to the greater of: (a) 11,250,000 shares of our common stock, or (b) the sum of (i) the number of shares of common stock issuable upon conversion of or otherwise pursuant to the Blue Lake Note and such additional shares of common stock, if any, as are issuable on account of interest on the Note pursuant to the Blue Lake SPA issuable upon the full conversion of the Blue Lake Note (assuming no payment of the principal amount or interest) as of any issue date multiplied by (ii) one and a half. The Company is subject to penalties for failure to timely deliver shares to Blue Lake following a conversion request.

The Blue Lake SPA and the Blue Lake Note contain covenants and restrictions common with this type of debt transaction. Furthermore, the Company are subject to certain negative covenants under the Blue Lake SPA and the Blue Lake Note, which we believe are customary for transactions of this type. At December 31, 2021, we were in compliance with all covenants and restrictions.

In conjunction with the issuance of the Blue Lake Note, the Company issued a five year warrant exercisable for 6,000,000 shares of common stock at an exercisable price of $0.025 per share subject to anti-dilution and price protection adjustments. The warrants are accounted for as a liability based on the variable number of shares issuable under outstanding convertible debt and the warrants.

On October 19, 2021, the Company executed a convertible note with Pinnacle Consulting Services Inc., a related party, for $180,000, to settle outstanding consulting fees, due on April 19, 2022. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price of $0.0075 but can be reset if the Company issues instruments at a lower price. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

The Company determined that the conversion options in the certain of the notes discussed above met the definition of a liability in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock. The Company bifurcated the embedded conversion option in the note once the note becomes convertible and account for it as a derivative liability.

During the year ended December 31, 2021, the fair value of new derivative liabilities on the new issuance of debt amounted to $862,279 upon inception, with debt discount of $188,619 recognized and a loss on derivative issuance of $673,660 recognized, included in interest expense on the consolidated statements of operations. The Company recognized a combined loss on the change in fair value of the derivative liability and settlement of derivatives through payment of convertible notes of $1,112,760 during the year ended December 31, 2021. The Black Scholes valuation model included inputs of volatility of between 214% and 602%, a dividend yield of 0%, risk free rate of 0.03%-0.98% and a term of between 0.5 years and one year.

Convertible notes payable are comprised of the following:

		2021		2020
Convertible note payable – Pinnacle Consulting Services	$	245,875	$	78,375
Convertible note payable – Claudia Magdalena Villalta	$	30,000	$	—
Convertible note payable – Labrys	$	148,000	$	—
Convertible notes payable- Blue Lake Holdings	$	150,000	$	—
Total	$	573,875	$	78,375
Less debt discounts	$	(306,583)	$	(28,253)

Net	$	262,417	$	50,122
Less current portion	$	(262,417)	$	(50,122)
Long term portion	$	—	$	—

As of December 31, 2021, there were 119,292,303 shares of common stock that may be issued under the convertible notes payable described above.

As of December 31, 2021, and December 31, 2020, unamortized debt discount was $306,583 and $14,935, respectively. During the year ended December 31, 2021, the Company amortized debt discount of $349,102 to interest expense. Accrued interest on convertible notes was $39,034 as of December 31, 2021.

The Company determined that the conversion options in the certain of the notes discussed above met the definition of a liability in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock. The Company bifurcated the embedded conversion option in the note once the note becomes convertible and account for it as a derivative liability.

During the year ended December 31, 2021, the fair value of new derivative liabilities on the new issuance of debt amounted to $862,279 upon inception, with debt discount of $188,619 recognized and a loss on derivative issuance of $673,660 recognized, included in interest expense on the consolidated statements of operations. The Company recognized a combined loss on the change in fair value of the derivative liability and settlement of derivatives through payment of convertible notes of $1,112,760 during the year ended December 31, 2021. The Black Scholes valuation model included inputs of volatility of between 214% and 602%, a dividend yield of 0%, risk free rate of 0.03%-0.98% and a term of between 0.5 years and one year.

The table below presents the change in the fair value of the derivative liability:

Fair Value as of January 1, 2020	$	60,658
Initial recognition of derivative added as debt discount		21,000
Initial recognition of derivative added as day one loss		—
Loss on change in fair value		10,525
Fair Value as of December 31, 2020		92,183
Initial recognition of derivative added as debt discount		394,288
Initial recognition of derivative added as day one loss		228,706
Settlement of derivative liability as a result of payments		(136,397)
Loss on change in fair value		1,739,485
Fair Value as of December 31, 2021	$	2,328,234

On March 23, 2022, the Company made a promissory note to an accredited investor lender in the principal amount of $55,000, which amount is the $50,000.00 actual amount of the purchase price plus an original issue discount in the amount of $5,000.00. The note carries interest at the rate of ten percent per annum and the principal amount is due on the date six months after the issuance date. The note is convertible into common stock at the conversion price of $0.000098 per share and conversion is subject to a conversion limitation whereby the holder may not convert the note if the issuable conversion shares would result in holder's ownership exceeding 4.99% of the Company's outstanding common stock at the date of conversion.

On March 25, 2022, the Company made a promissory note to an accredited investor lender in the principal amount of $23,000, which amount is the $18,000.00 actual amount of the purchase price plus an original issue discount in the amount of $5,000.00. The note carries interest at the rate of ten percent per annum and the principal amount is due according to the following repayment schedule on April 13, 2022, a $1,000.00 initial payment is due, and on the thirteenth day of the following three months, principal payments of $7,333.34 shall be due until the entire principal amount is paid.

4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)[4]:

Name: **David Stephens**
Title: **Accountant**
Relationship to Issuer: **Accounting Service Provider**

See the attached financial statements at the end of this annual report as Exhibit A.

5) Issuer's Business, Products and Services

DESCRIPTION OF BUSINESS

Financial information contained in this report and in our financial statements is stated in United States dollars and are prepared in accordance with United States generally accepted accounting principles.

In this annual report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to "common shares" refer to the common shares in our capital stock.

As used in this annual report and unless otherwise indicated, the terms "we", "us", "our" and "the Company" mean Eco Innovation Group, Inc.

Business Strategy

Eco Innovation Group, Inc. is a socially responsible and sustainability-focused technology incubator devoted to the commercialization of select intellectual property that, given the right business platform, has the potential to achieve high-value commercial success. Our value creation strategy is a strategic approach to environmental sustainability: we seek innovative socially responsible products and technologies with the potential to create globally important paradigm shifts in energy efficiency and environmental sustainability. Consistent with our strategy, we seek to license, develop and market environmentally sustainable and socially responsible technologies that have compelling market potential.

Market Opportunity

We believe our strategic approach to environmental sustainability and socially responsible technology development offers an attractive value proposition. Environmental sustainability and social responsibility are at the core of a rapidly growing target market recognized for its growth prospects, driven by consumer preference, competitive imperative, regulatory impacts, investor mandates and capital markets. Consumers, both individual and institutional, are core to the change.

According to a report published by Deloitte in February 2020, environmental, social, and governance (ESG) investing is rapidly growing in major global economies and capital markets. As reported by Deloitte, ESG-mandated assets in the United States could grow almost three times as fast as non-ESG-mandated assets to comprise half of all professionally managed investments by 2025, and an estimated 200 new funds in the United States with an ESG investment mandate are expected to launch over the next three years, more than doubling the activity from the previous three years. Also, the Governance and Accountability Institute suggested that 86% of S&P 500 companies published sustainability reports in 2018 – up from 20% in 2011. Studies conducted by NYU Stern and Bank of America reported that consumers are also increasingly looking to align themselves with sustainable companies that serve a greater social purpose.

In our approach to the Company's market opportunity, we not only look for great people with great technology, as part of our nine-step "Evaluation to Market" discipline, we also look to choose scalable technology opportunities and to maximize profit margins

Business Model

[4] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

As a technology incubator, Eco Innovation Group works to bring new technologies to consumers by providing the services needed to manufacture and distribute products incorporating the technology. We provide technology developers with strong commercialization support from concept and product development to marketing and promotion, as described in greater detail below. With a focus on socially responsible and sustainable technologies, we seek out innovative inventors developing technologies with socially responsible benefits in the areas of energy efficiency, carbon emissions reduction, environmentally sustainable housing, green foods, and clean water. We focus specifically on developing sustainable and socially responsible technologies for the U.S. and international markets.

Our services are provided through a nine-step "Evaluation to Market" process, used to identify and develop scalable technology opportunities that will have market potential with the application of strong commercialization support. The Evaluation to Market process consists of the application of our capital and management expertise through our provision of the following services:

1. **Idea Generation**: identifying goods and services that fit our corporate socially responsible and sustainable objectives.

2. **Idea Screening**: working directly with Inventors, Developers and Entrepreneurs to identify products and services for commercialization.

3. **Concept Development and Testing**: working directly with Inventors, Developers and Entrepreneurs to build prototypes and proof of concept for commercialization.

4. **Market Strategy Development**: there are lots of great ideas, but not all pass the market strategy development. The market analysis helps us determine if a product has market potential and also meets our corporate objectives.

5. **Business Analysis**: During this process we identify markets, competition, cost analysis, manufacturing options, logistics and distribution channels.

6. **Technology Licensing**: using our attorneys to protect IP with patents and trademarks as well as licensing agreements.

7. **Product Development**: engineering design, manufacturing prior to market introduction.

8. **Test Marketing/Promotion**: using market analytics to test market and solidify our market projections.

9. **Commercialization**: introducing products to market and realizing revenue.

The Company currently has three product technologies in steps six and seven of the above process: the ***JouleBox*® Power Station**, the ***PowerBooster*™** electric generation technology, and the ***MagnoSpring*™** spring magnetic motor. As part of the application of our capital and management expertise through this nine-step Evaluation to Market process, the Company works closely with our inventors and innovators to develop and test the product concepts and applications, to build application-ready prototypes, to develop the technology marketing strategies, and work with the independent distributors as well as the contract manufacturers to get final products to consumers. While the Company does not create or originate the technologies behind the products, we provide these valuable services to enable the inventors of the technologies to take their innovations from concept to market. The Company has identified and is working directly with several contract manufacturers to allow us to scale manufacturing capacity to meet expected product demand.

By employing a business plan purposefully designed to use leased employees, independent contractors and contract manufacturers to scale production and meet the demands of taking our products to market, the Company believes it will be able to accomplish its goals of delivering products at the lowest cost and greatest efficiency utilizing its limited infrastructure.

Our Technology Agreements

***JouleBox*® Power Station Contract Manufacturing Agreement**

On August 25, 2020, the Company signed a Master Outsourcing Contract Manufacturing Agreement with Eco-Gen Energy, Inc. ("Eco-Gen"), pursuant to which the Company has contracted to manage the production and delivery of Eco-Gen's ***JouleBox*® Power Station**.

The Master Outsourcing Contract Manufacturing Agreement with Eco-Gen is a related party transaction insofar as our CEO and controlling Stockholder, Julia Otey-Raudes, is a director and shareholder of Eco-Gen, and in that the Company's offices are provided to the Company by Eco-Gen in a space located within Eco-Gen's corporate offices. Our CEO and controlling Stockholder, Julia Otey-Raudes, owns 20.66% of Eco-Gen's outstanding voting stock as of the date of this amended Prospectus.

Under the Eco-Gen agreement, the Company has contracted to provide material purchase and management services, supply base management services, final product and component production services, delivery services, inventory management services, and related financial services for the production and delivery of Eco-Gen's ***JouleBox*® Power Station**. Pursuant to an addendum to this Eco-Gen agreement dated August 26, 2020, Eco-Gen is required to advance payment to the Company prior to the Company's performance of these services with relation to Eco-Gen's clients. The Company entered into this addendum to the agreement with Eco-Gen due to the credit risk that the Company perceived with relation to Eco-Gen's clients, upon whose business Eco-Gen, and therefore the Company, are dependent. The Company records Eco-Gen revenue as earned, pursuant to the addendum to the Eco-Gen agreement.

To perform our obligations under the Eco-Gen agreement, the Company will engage contract manufacturers and other independent contractors to perform the services and charge the cost of goods and services through to Eco-Gen with a 15% margin. As the services will be outsourced by the Company using third parties, including (but not limited to) intellectual property legal counsel to register trademarks and patents, engineering and manufacturing firms to design and produce the Company's products, and marketing and advertising firms, the Company plans to manufacture and source products under the Eco-Gen agreement with limited personnel resources.

Eco-Gen is a technology development and intellectual property holding company with no full-time employees. Eco-Gen's management does not possess the time or resources to enter into the outsourcing agreements necessary to commercialize the company's technology on their own, and as such, we understand that our services answer a specific need for Eco-Gen. With no full-time employees, Eco-Gen outsources the majority of its service needs. Our business model and service strategy are intended to meet that need, for Eco-Gen and for all of our customers.

With relation to Eco-Gen's primary contracted technology, the ***JouleBox*® Power Station**, the agreement between the Company and Eco-Gen requires that Eco-Gen pay all Company services in advance and does not require the Company to extend credit to Eco-Gen. As our services for the production of the ***JouleBox*® Power Station** must be pre-paid by Eco-Gen, we anticipate that none of the proceeds of this Offering will be necessary to allow the Company to perform services related to contract manufacturing of the ***JouleBox*® Power Station** under the contract with Eco-Gen. We expect our work with Eco-Gen to be focused primarily on the ***JouleBox*® Power Station** over the next 12 months following the Offering. Eco-Gen has a ten-year operating history and approximately 200 shareholders.

Our business with and anticipated revenue from Eco-Gen is dependent upon our ability to perform under our agreement with Eco-Gen, and dependent on both the functionality of Eco-Gen's ***JouleBox*® Power Station** technology and the ability of Eco-Gen's customers to pay Eco-Gen. According to Eco-Gen, Eco-Gen's primary clients and business are with purchasers who have contracted with Eco-Gen for delivery of Eco-Gen's products, where the Company will provide for the manufacture of those products. As such, our business and anticipated revenue from our agreement with Eco-Gen is completely dependent upon Eco-Gen's business and anticipated revenue from Eco-Gen's customers. Primarily, according to Eco-Gen, Eco-Gen's business is dependent upon two clients who have contracted for the purchase and delivery of Eco-Gen's products: a for-profit municipal enterprise dedicated to regional economic development and wholly owned and funded by a municipality in Puerto Rico, and a green technology distributor located in California, with total assets of $4,396,456, including current assets (cash and inventory) of $2,851,710, and year-to-date net revenues of $1,368,707, as of September 30, 2020. For specific risks related to our business with Eco-Gen, see the risk factor on page 17 titled "*We face risks associated with our business with Eco-Gen Energy, Inc. that could harm our financial condition and results of operations.*"

In relation to our agreement with Eco-Gen, Eco-Gen represents to us that Eco-Gen has received two purchase commitments from the above-mentioned customers related to the ***JouleBox*® Power Station**, for $13,749,875 from the Puerto Rican regional development enterprise, and $6,050,000 from the California green technology distributor, representing total current ***JouleBox*® Power Station** purchase commitments of $19,799,875. The purchase order in the amount of $13,749,875 was made on November 2, 2020, is for a 2 megawatt generator, and calls for a 50% down payment with the purchase order, and the balance due upon delivery of the 2 megawatt ***JouleBox*® Power Station,** with funds held in escrow by a California lawyer acting as escrow agent. The purchase commitment in the amount of $6,050,000 is in the form of a joint venture agreement, dated July 23, 2020, between Eco-Gen and the California green technology distributor, where that distributor will pay for the purchase of the joint venture's ***JouleBox*® Power Station** as its consideration for the joint venture.

Under our agreement with Eco-Gen, these ***JouleBox®* Power Station** purchases will initiate our corresponding provision of services to Eco-Gen under our Master Outsourcing Contract Manufacturing Agreement with Eco-Gen, as we bear responsibility to cause those products to be manufactured for delivery to Eco-Gen's customers. In the third quarter of 2020, Eco-Gen paid the Company $100,000 in cash for services towards fulfillment of these orders, which are service fees considered earned and non-refundable under the Eco-Gen agreement. As of the date of this Prospectus, all services paid for by Eco-Gen have been performed pursuant to the relevant purchase orders.

***Power Booster™* Licensing Agreement**

On June 16, 2020, the Company signed a Master Exclusive Licensing, Marketing, Distribution and Sales Agreement with the Bellagio IP Trust for the ***Power Booster™*** technology, giving the Company the exclusive right to market ***Power Booster™*** products. The ***Power Booster™*** technology utilizes proprietary technologies incorporating electrical magnetism and high-speed switching technology to boost energy output from residential and commercial power systems. The ***Power Booster™*** is based on advanced electronics that allow an electrical system within a home or business to be supplied with 880 watts of electricity and output useful electrical power of 2,200 watts while increasing the Power Factor (PF) and Total Harmonic Distortion (THD).

The Company licensed the ***Power Booster™*** technology based on the Company's belief that the technology has the potential to achieve high-value commercial success. Based on tests performed by the Company and the patent holder, the ***Power Booster™*** technology can achieve up to a 60% saving in energy consumption, depending on multiple factors, including intended usage, quality of existing power source and overall system configuration, over standard generator technology. Actual energy savings will vary depending on overall application and other factors. The Company plans to engage third parties to market products using the ***Power Booster™*** technology in the United States.

The core technology behind the Power Booster™ system is based on an innovative use of high-speed switching that is not currently available the U.S. generator market. The system allows for energy creation in direct proportion to the induction of the magnetic field implemented into the system, thus creating useful electric energy from the magnetic field. The Company plans to administer the marketing of the Power Booster™ system via multiple sales channels, including solar power electrical manufacturers, solar power systems integrators and installers, new homebuilders, and power system distribution companies. Additionally, the increased PF and THD mean that in some installations, when the device is properly installed and configured, the user will need less electricity.

The Exclusive Global Licensing Agreement with the Bellagio IP Trust ("Bellagio")(the "Bellagio Agreement") grants rights to the Company to market the ***Power Booster™*** and other products developed by Bellagio. In exchange for the agreement, the Company has issued Bellagio a restricted stock grant of twenty-five million (25,000,000) restricted common shares in the Company and will pay to Bellagio a royalty of 11% of the net manufacturing price of all ***Power Booster™*** products sold. With the Bellagio Agreement put into place, the Company is in the initial stages of marketing and distributing the Power Booster™ system and has thus far generated no revenue from the product. Since the signing date of the Exclusive Global Licensing Agreement with Bellagio, the impacts of Covid-19 on the 2020 business climate has impeded significant progress by the Company on this initiative. Due to international travel restrictions since March of 2020, the "Development and Manufacturing Agreement" mentioned in the agreement has not been executed yet, and the Company cannot be sure if or when, under the current global climate, that manufacturing agreement will be signed. Additionally, bringing the ***Power Booster™*** technology to market will require significant financial inputs on the Company's part over the next 12 months.

***MagnoSpring™* Licensing Agreement**

On October 26, 2020, the Company signed an Exclusive License Agreement with Fortin & Associates LLC, a Delaware limited liability company ("Fortin"), giving the Company the exclusive worldwide right to make, use, sell, lease, import, export, or otherwise dispose of products utilizing Fortin's magnetic spring mechanical motor technology, including the right to have products using the energy efficient technology made by third party manufacturers. The ***MagnoSpring™*** technology comprises a mechanical motor that produces the rotation of its shaft using a system of magnets and springs. Pursuant to the ***MagnoSpring™*** technology licensing agreement with Fortin, after the completion of an operable prototype that provides proof of concept for the technology, Fortin shall, at the Company's expense, procure patents for the ***MagnoSpring™*** technology. Under the agreement, the Company is responsible for all costs for preparation, filing, prosecution and maintenance of patents for the ***MagnoSpring™*** technology, and shall have final authority over all decisions concerning filing prosecution of patent applications and patents, including the selection of patent attorneys.

As compensation to Fortin for entering into the Exclusive License Agreement for the ***MagnoSpring™*** technology with the Company, we agreed to pay Fortin (or its principals) a restricted stock grant of 6,000,000 shares of the Company's common stock subject to a vesting schedule to be determined in the relevant stock grant agreement. Additionally, the Company will pay a royalty of 10% of the net cost of goods for products using the ***MagnoSpring™*** technology that are manufactured and sold. The ***MagnoSpring™*** technology licensing agreement is a continuing worldwide licensing agreement that according to its terms shall remain in effect during the complete lifetime of all patents for the ***MagnoSpring™*** technology. The Company is currently working with Fortin on the development of a ***MagnoSpring™*** technology prototype, and our work on patenting the ***MagnoSpring™*** technology has begun as of the date of this Prospectus. However, due to the impact of COVID 19 and other factors, the Company cannot be sure if or when the ***MagnoSpring™*** technology will be brought to market and result in revenue for the Company.

PoolCooled™ Licensing Agreement

On June 8, 2021, the Company and Lance E. Nist ("Nist") entered into an exclusive license agreement (the "Exclusive License Agreement"), whereby the Company acquired exclusive right to license and commercialize Nist's proprietary climate control technology, PoolCooled™. Specifically, Nist licensed the Company the exclusive rights to research, develop, make, have made, use, offer to sell, sell, export, and/or import and commercialize, the PoolCooled™ technology, which is a proprietary climate control technology designed to cool residential and commercial buildings by taking cool water from existing swimming pools and looping it through the existing air conditioning system to boost air conditioning equipment efficiency on a per-unit power consumption basis.

The term of the Exclusive License Agreement began June 8, 2021, and will continue as an exclusive license until the expiration of all patents that may be granted for the PoolCooled™ technology. The parties are required under the Exclusive License Agreement to pursue patents for the PoolCooled™ technology, with the Company responsible for the costs of patent filing and maintenance. In consideration for the grant of perpetual global rights to the PoolCooled™ technology, the Company agreed to pay Nist stock compensation in the amount of 5,000,000 restricted shares of Company common stock and perpetual royalties of 10% of the net cost of goods for products sold utilizing the PoolCooled™ technology.

On December 16, 2021, the Company announced the filing of a patent application (Application No. 17/469,834) for the Company's licensed PoolCooled™ Climate Control technology solution.

The Company is active in negotiating additional licensing and joint ventures in the areas of electrical technologies, green energy, energy efficiency, innovative heat exchange technologies designed to reduce heating and cool costs for residential and commercial buildings, pathogen detection and mitigation, and green housing.

Green Construction Division – USA and Canada

Spruce Engineering & Construction, Inc. – Canada

Asset Purchase Agreement

On October 4, 2021, Eco Innovation Group, Inc. (the "Company") entered into an asset purchase agreement (the "Asset Purchase Agreement") with Spruce Construction, Inc., an Alberta Business Corporation ("Spruce Construction") and Timothy Boetzkes ("Boetzkes"), a resident of the Province of Alberta, Canada and the sole shareholder of Spruce Construction, pursuant to which, the Company, Boetzkes and Spruce Construction agreed to to effect an asset purchase agreement for existing construction equipment and form a new Canadian engineering and construction company in Canada.

Under the Asset Purchase Agreement, the Company agreed to pay Boetzkes one million shares of the Company's restricted common stock for substantially all of the assets and business of Spruce Construction, consisting of vehicles, tools and equipment for the construction industry, the Spruce Construction name, and the existing book of construction business of Spruce Construction. Pursuant to the Asset Purchase Agreement, the Company, Boetzkes and Patrick Laurie, the CEO of the Company's Canadian technology subsidiary, ECOIG Canada, have formed a new Alberta Business Corporation to own and deploy the construction assets, named Spruce Engineering & Construction Inc. The Company will own 85% of the voting interests of Spruce Engineering & Construction Inc., with Boetzkes owning 10% and Patrick Laurie 5%.

The closing of the Asset Purchase Agreement was subject to the satisfaction or waiver of customary conditions to closing, as disclosed in the term sheet for the project disclosed by the Company and filed as Exhibit 10.1 in the Company's Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on August 11, 2021.

Lock-Up Leak-Out Agreement

On October 4, 2021, in connection with the Asset Purchase Agreement, Boetzkes entered into a Lock-Up and Leak-Out Agreement with the Company pursuant to which, among other thing, such shareholder agreed to certain restrictions regarding the resale of the common stock issued pursuant to the Asset Purchase Agreement for a period of six months from the date of the Asset Purchase Agreement, as more fully detailed therein.

Shareholders Agreement

On October 4, 2021, in connection with the Asset Purchase Agreement, the Company entered into a shareholders agreement (the "Shareholders Agreement") with Timothy Boetzkes and Patrick Laurie. Under the Shareholders Agreement, Patrick Laurie agreed to serve as the Chief Executive Officer and Timothy Boetzkes agreed to serve as the Chief Operating Officer of Spruce Engineering & Construction Inc. The Shareholders Agreement provides for certain terms of governance, restrictive covenants including confidentiality and noncompetition, and transfer restrictions on the parties' equity with regards to Spruce Engineering & Construction Inc.

Employment Agreements

On October 4, 2021, in connection with the Asset Purchase Agreement, Spruce Engineering & Construction Inc., of which the Company is the 85% voting equity holder, entered into employment agreements (the "Employment Agreements") with Timothy Boetzkes and Patrick Laurie, pursuant to which Patrick Laurie shall serve as the Chief Executive Officer and Timothy Boetzkes shall serve as the Chief Operating Officer of Spruce Engineering & Construction Inc. Ancillary to the Employment Agreements, Boetzkes and Laurie also entered into restricted stock award agreements governing their minority equity stakes in Spruce Engineering & Construction Inc., which provide for a repurchase option allowing Spruce Engineering & Construction Inc. to clawback equity in the event of the employees' for-cause termination.

ECOX Spruce Construction, Inc. – USA

On January 4, 2022, the Company formed a subsidiary, ECOX Spruce Construction, Inc., a California corporation ("ECOX Spruce Construction"). On January 25, 2022, through ECOX Spruce Construction, Inc., the Company entered into a staffing and administrative services agreement (the "Construction Services Agreement") with Blueprint Construction, a licensed California general contractor ("Blueprint Construction") and Edgar E. Aguilar ("Aguilar"), a resident of California and the principal of Blueprint Construction, pursuant to which, Blueprint Construction, Aguilar and ECOX Spruce Construction agreed that ECOX Spruce Construction will oversee the operation of Blueprint's construction business in California. Under the Company's existing LOI with Aguilar, Blueprint Construction will own 20% of the equity interests of ECOX Spruce Construction Inc., and the Company will own 80%.

Under the Construction Services Agreement, the Company agreed to manage all of Blueprint Construction's contracting business on behalf of Blueprint Construction, for a renewable term of one year. Through ECOX Spruce Construction, the Company will provide all necessary corporate administration, shared services, compliance needs, construction staffing placement, general business infrastructure and support necessary for Blueprint's performance under its general contracting and subcontracting projects as Blueprint's exclusive provider of such services. Blueprint's current active projects consist of a subcontracting agreement to renovate U.S. military base facilities, and the renovation of a retail outlet for a major U.S. merchandiser. The Construction Services Agreement provides that ECOX Spruce Construction will receive a management fee equal to twenty percent (20%) of all collected cash revenues from Blueprint's business.

Corporate Information

The Company's shares are quoted on the OTC Markets Pink Sheet tier, under the symbol ECOX. Our executive offices are located at 16525 Sherman Way, Suite C-1, Van Nuys, CA 91406, and our telephone number is (800) 922-4356.

We maintain an internet website, and our internet address is https://www.ecoig.com. The information on our website is not incorporated by reference in this Annual Report or in any other filings we make with the Securities and Exchange Commission ("SEC").

We are an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). As such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. If some investors find our securities less attractive as a result, there may be a less active trading market for our securities and the prices of our securities may be more volatile.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We intend to take advantage of the benefits of this extended transition period.

We will remain an emerging growth company until the earlier of (1) the last day of the fiscal year (a) following the fifth anniversary of the completion of this offering, (b) in which we have total annual gross revenue of at least $1.07 billion, or (c) in which we are deemed to be a large accelerated filer, which means the market value of our ordinary shares that is held by non-affiliates exceeds $700 million as of the prior June 30, and (2) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the prior three-year period. References herein to "emerging growth company" will have the meaning associated with it in the JOBS Act.

Additionally, we are a "smaller reporting company" as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements, and, if their revenues are less than $100 million, not providing an independent registered public accounting firm attestation on internal control over financial reporting. We will remain a smaller reporting company until the last day of the fiscal year in which (1) the market value of our ordinary shares held by non-affiliates exceeds $250 million as of the end of the second fiscal quarter of that year or (2) our annual revenues exceeded $100 million during such completed fiscal year and the market value of our ordinary shares held by non-affiliates exceeds $700 million as of the end of the second fiscal quarter of that year.

Corporate History

Eco Innovation Group, Inc., was originally incorporated on March 5, 2001 as Dig-It Underground, Inc., a Nevada corporation that initially operated as an underground cable contractor. On September 29, 2008, the Company entered into a share exchange agreement with Haydin Group Enterprises ("Haydin"), a sole proprietorship, and concurrently resolved to wind down its cable installation business. By virtue of the share exchange agreement, the Company acquired an interest in Haydin's salon equipment, office equipment, lease assignments for salon locations, reception office equipment, salon stations, and remodeled salon facilities that included upgraded and permitted electrical, plumbing and signage. The Company's business focused on the operation of a string of high-end beauty salons in the Cedar Hill, Texas area.

On September 1, 2011, the Company entered into a share exchange agreement with Get Down Art, LLC, a Nevada limited liability company. The consummation of the share exchange provided the Company with original art and agreements with artists with licensing agreements with businesses. The Company acquired art inventory, accounts receivable, office leasing and build out. The Company resolved to unwind its previous acquisition of Haydin dated September 29, 2008.

On August 30, 2012, the Company acquired Haydin as a wholly owned subsidiary of the Company through a share exchange agreement wherein the Company issued fifty million shares of its common stock in exchange for all of the legal right title and interest in the assets of Haydin, which owned a chain of high-end beauty salons that focused on skin and hair care and nail care. Haydin also promoted sales of beauty supplies and products and sold to other salons in Texas. The Haydin beauty salons retained highly trained experienced cosmetologists who had a long history with the business. Concurrently, the Company discontinued its business with Get Down Art, LLC and resolved to unwind that acquisition.

On January 5, 2016, the Company acquired Expressions Property Limited, LP, a Texas limited partnership and Expressions Chiropractic and Rehab Center, PA in a share exchange agreement. This acquisition allowed the Company to enter into the natural healing and chiropractic business in Cedar Hill and North Richland Hills, Texas

Effective June 30, 2018, the Company resolved and agreed to spin out Haydin Group Enterprises, Expressions Property Limited, LP and Expressions Chiropractic and Rehab Center, PA as private entities and thereby unwinding the share exchange agreements entered into on August 30, 2012 and January 5, 2016, respectively.

The Company was subsequently an innovation incubator platform from 2018 until early 2020 that was devoted to globally important paradigm shifts in technology, sustainable products development, and research, will initially re introduce a more affordable, fire, hurricane and earthquake resilient steel framing system.

On February 28, 2020, our current CEO and controlling Stockholder, Julia Otey-Raudes, took over management and control of the company and transferred all of the IP relating to the Company's old business model back to John English. In the related change of control transaction, Ms. Otey acquired 30,000,000 shares of super-voting Preferred Series A stock on February 28, 2020, and launched the company into a new direction. The Company is now an innovation incubator platform devoted to globally important paradigm shifts in technology, sustainable and carbon negative products development and practical deployment worldwide. ECOX will initially introduce a revolutionary power booster for homes and offices that, when installed as directed, holds the potential to reduce energy consumption, depending on configuration by up to 60% and other energy saving related technologies.

A. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

B. Describe the issuers' principal products or services, and their markets

Eco Innovation Group, Inc. is implementing a technology and energy efficiency-oriented incubator business model where the Company will seek to partner with innovators, inventors and technology holders in the areas of green energy, innovative environmentally sustainable housing, green foods, sanitation/pathogen mitigation, and clean water. The Company's business model is to provide an entrepreneurial ecosystem for these technology innovators by applying capital and management expertise in order to accelerate the introduction of selected technologies into the marketplace.

Management believes there are strong business opportunities for this incubator business model. By licensing or creating joint ventures with the holders of such technologies, both the Company and the parties responsible for the development or licensing of the technologies could benefit. The inventors will be able to concentrate on technology development without the burdens of running the day-to-day details of business operations by offloading such responsibilities to the management team of the Company. In such arrangements, the Company will provide not only business management, but also capital to facilitate or accelerate the introduction of the core technologies to the marketplace.

The Company has signed a licensing, marketing, distribution and sales agreement with the patent holder of an innovative power booster system and plans to begin marketing that product in the coming months. Additional negotiations have been ongoing with the developers of a next generation, energy-saving heat exchange technology that utilizes a swimming pool pump to move the cool water from a pool in a closed loop through a Freon compressor to provide air conditioning to a home or commercial building. While the Company has signed a formal letter of intent, attached hereto, to enter into a formal contract with the technology holders of the pool heat exchange technology, negotiations on a final licensing and/or product marketing arrangement are ongoing and the agreement is not formally in effect.

6) Issuer's Facilities

The issuer does not lease or own any assets, properties or facilities as of the period ended December 31, 2021.

7) Officers, Directors, and Control Persons

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Julia Otey-Raudes (1)	Principal Executive Officer, Director, and Control Person (1)	16525 Sherman Way, Suite C-1 Van Nuys, CA 91406 +1 (747) 224-2453 julia.otey@ecoig.com	30,000,000 (1) 35,000,000	Preferred Stock (1) Common	100% (1) 9.02%	(1)

Bellagio IP Trust	Control Person	Bellagio IP Trust 406 N. Fairview St. Burbank, CA 91505	25,000,000	Common	6.44%	Licia Boaventura, TTEE Email: liciabdelanoe@yahoo.com 310-490-5532

(1) As of April 15, 2022, 30,000,000 shares of Series A Convertible Preferred Stock are authorized, of which 30,000,000 are outstanding. The Company's Series A Convertible Preferred Stock has designated voting rights of 100 votes per share. In a change of control transaction dated February 12, 2020, our current controlling shareholder, chief executive officer, and director, Julia Otey-Raudes, acquired 15,000,000 shares of Series A Convertible Preferred Stock from John English and 15,000,000 shares of Series A Convertible Preferred Stock from Heritage Funding, Inc., becoming the controlling shareholder of the Company and the holder of all of the Company's outstanding preferred stock.

8) Legal/Disciplinary History

A. Please identify whether any of the persons 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);

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

9) Third Party Providers

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

Securities Counsel

Name:	Alan T. Hawkins
Firm:	Independent Law PLLC
Address 1:	2106 NW 4th Pl.
Address 2:	Gainesville, FL 32603
Phone:	+1 (352) 353-4048
Email:	ahawkins@independent.law

Accountant or Auditor

Name:	David Stephens
Firm:	Fresh Notion Group
Address 1:	PO Box 79897
Address 2:	Houston, Texas 77279
Phone:	+1 (281) 435-0929
Email:	dstephens@freshnotiongroup.com

Investor Relations

N/A

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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name:	Robert Hymers
Firm:	Pinnacle Consulting Services
Nature of Services:	Strategic Business Consulting Services
Address 1:	520 South Grand Avenue, Suite 320
Address 2:	Los Angeles, CA 90071
Phone:	+1 (310) 926-3980
Email:	roberthymers@yahoo.com

10) Issuer Certification

Principal Executive Officer:

I, Julia Otey-Raudes, certify that:

1. I have reviewed this annual disclosure statement of Eco Innovation Group, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial

condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 15, 2022

/s/ Julia Otey-Raudes

Principal Financial Officer:

I, Julia Otey-Raudes, certify that:

1. I have reviewed this annual disclosure statement of Eco Innovation Group, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 15, 2022

/s/ Julia Otey-Raudes

EXHIBIT A

ECO INNOVATION GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	December 31, 2021	December 31, 2020
Assets		
Current Assets		
Cash and Cash Equivalents	$ 28,534	$ 84
Accounts Receivable	33,047	
Prepaid Expenses	82,498	—
Total Current Assets	144,079	84
Other Assets		
Furniture and Equipment	41,974	
Intangible Asset	—	1,050,000
Goodwill	103,188	—
Investment	650,000	—
Deposits and other assets	8,000	8,000
Total Other Assets	803,162	1,058,000
Total Assets	$ 947,241	$ 1,058,084
Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities		
Accounts Payable and Accrued Expenses	335,844	223,866
Accounts Payable Relate Party	381,800	—
Convertible Notes Payable, net	262,417	50,122
Notes Payable	127,690	—
Deferred Revenue	181,525	181,525
Warrant Liability	135,525	—
Share Payable Liability	866,885	—
Derivative liabilities	2,328,234	92,183
Convertible Notes Payable Related party	4,875	4,875
Series C Preferred stock liability, net	210,432	—
Related Party Loans	15,000	15,000
Total Current Liabilities	4,850,228	567,571
Total Liabilities	4,850,228	567,571
Stockholders' Equity (Deficit)		
Preferred stock, par value $0.001, authorized 50,000,000 shares,issued and outstanding 30,000,000 shares Series A Preferred	30,000	30,000
Common stock, par value $0.001, authorized 500,000,000 shares, issued and outstanding 191,912,036 and 135,930,680 shares at December 31, 2021 and 2020, respectively	196,911	139,931
Common shares to be issued, 1,000,000 and 20,000,000 as of December 31, 2021 and 2020, respectively	1,000	20,000
Additional paid-in capital	7,864,334	6,260,122
Other comprehensive income	(18)	—
Accumulated deficit	(12,020,809)	(5,959,540)
Total Stockholders' Equity (Deficit) Attributable to Eco Innovation Group stockholders	(3,928,582)	490,513

Noncontrolling interest	25,595	—
Total stockholder's Equity (Deficit)	(3,902,987)	490,513
TOTAL LIABILITIES and Stockholders' Equity (Deficit)	$ 947,241	$ 1,058,084

See the accompanying notes to these consolidated financial statements

ECO INNOVATION GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR YEARS ENDED DECEMBER 31, 2021 AND 2020
(UNAUDITED)

	For the Year Ended	
	December 31 2021	December 31 2020
Revenue	$ 95,880	$ —
Cost of Revenue	52,320	—
Gross Profit	$ 43,560	$ —
Operating Expenses		
General and Administrative	464,822	186,934
Development and Manufacture Expenses	165	757,075
Intangible asset impairment loss	1,050,000	—
Executive Compensation	500,000	260,000
Consulting Fee	770,597	2,635,750
Total Operating Expense	2,785,584	3,839,759
Operating Loss	(2,742,024)	(3,839,759)
Other Income(Expenses)		
Derivative gain (loss)	(1,613,057)	(10,525)
Warrant gain (loss)	(134,417)	—
Share payable expense	(866,885)	—
Interest expense	(701,596)	(46,454)
Total Other Income (Expense)	(3,315,955)	(56,979)
Net loss	$ (6,057,979)	$ (3,896,738)
Net (income) loss attributable to noncontrolling interest	(3,290)	—
Net loss attributable to Eco Innovation Group	$ (6,061,269)	$ (3,896,738)
Currency translation loss	(18)	—
Comprehensive Loss	$ (6,061,287)	$ (3,896,738)
Basic & Diluted Loss per Common Shares	$ (0.04)	$ (0.03)
Weighted Average Common Shares Outstanding - Basic and Diluted	172,958,291	127,676,135

See the accompanying notes to these consolidated financial statements

ECO INNOVATION GROUP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY (DEFICIT)
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(UNAUDITED)

	Preferred Stock A		Common Stock		Common Stock to be issued		Additional Paid-in	Accumulated	Accumulated Other Comprehensive	Total Equity of Eco Innovation	Noncontrolling	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Income	Group	interest	Equity
Balance, December 31, 2019	**30,000,000**	**$ 30,000**	**54,830,680**	**$ 54,831**	**—**	**$ —**	**$ 1,897,521**	$ (2,062,802)	**$ —**	**$ (80,450)**	**$ —**	**$ (80,450)**
Common Stock issued for cash	—	—	4,000,000	4,000	—	—	16,000	—	—	20,000	—	20,000
Common Stock issued for services	—	—	56,100,000	56,100	5,000,000	5,000	3,321,650	—	—	3,382,750	—	3,382,750
Common stock to be issued for license agreement	—	—	—	—	15,000,000	15,000	1,035,000	—	—	1,050,000	—	1,050,000
Common stock to issued for conversion of notes payable	—	—	25,000,000	25,000	—	—	(22,549	—	—	2,451	—	2,451
Beneficial Conversion Feature on convertible notes	—	—	—	—	—	—	12,500	—	—	12,500	—	12,500
Net loss	—	—	—	—	—	—	—	(3,896,738)	—	(3,896,738)	—	(3,896,738)
Balance, December 31, 2020	30,000,000	30,000	139,930,680	139,931	20,000,000	20,000	6,260,122	5,959,540	—	490,513	—	490,513
Common stock to issued for services	—	—	15,500,000	15,500	(5,000,000)	(5,000)	591,100	—	—	601,600		601,600
Common stock for prepaid expenses	—	—	1,176,471	1,176	—	—	98,824	—	—	100,000	—	100,000
Common stock to issued for license agreement	—	—	15,000,000	15,000	(15,000,000)	(15,000)	—	—	—	—	—	—

Common stock issued for cash proceeds	—	—	4,749,999	4,750	—	—	46,150	—	—	50,900	—	50,900
Common stock issued for investment	—	—	10,833,333	10,833	—	—	639,167	—	—	650,000	—	650,000
Common stock issued for acquisition of business	—	—	—	—	1,000,000	1,000	22,000	—	—	23,000	22,305	45,305
Common stock to issued for conversion of notes payable	—	—	5,675,342	5,675	—	—	8,513	—	—	14,188	—	14,188
Common stock issued for settlement of accounts payable	—	—	850,000	850	—	—	33,150	—	—	34,000	—	34,000
Common stock issued for exercise of cashless warrants	—	—	5,871,211	5,871	—	—	(5,871)	—	—	—	—	—
Common stock cancelled	—	—	(2,675,000)	(2,675)	—	—	2,675	—	—	—	—	—
Settlement of warrant liability	—	—	—	—	—	—	168,504	—	—	168,504	—	168,504
Net Loss	—	—	—	—	—	—	—	(6,061,269)	—	(6,061,2)69	3,290	(6,057,269)
Other Comprehensive Loss	—	—	—	—	—	—	—	—	(18)	(18)	—	(18)
Comprehensive Loss	—	—	—	—	—	—	—	(5,837,434)	(18)	(5,837,452)	3,290	(5,834,162)
Balance, December 31, 2021	**30,000,000**	**$ 30,000**	**196,912,036**	**$ 19,691**	**1,000,000**	**$1,000**	**7,864,334**	**$ (12,020,809)**	**$ (18)**	**$ (3,328,582)**	**$ 25,595**	**$ (3,902,987)**

See the accompanying notes to these consolidated financial statements.

ECO INNOVATION GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2021 AND 2020
(UNAUDITED)

	December 31, 2021	December 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (6,057,979)	$ (3,896,738)

Adjustments to reconcile net loss to net cash used by operating activities:		
Derivative (gain) loss	1,613,057	10,525
Warrant (gain) loss	134,417	—
Intangible impairment loss	1,050,000	—
Amortization of debt discount	361,727	43,783
Interest expense on derivative issuance	228,706	—
Share payable expense	866,885	—
Stock based compensation	601,600	3,382,750
Changes in operating assets and liabilities		
Accounts receivable	(2,470)	—
Prepaid expenses	17,502	—
Deferred Revenue	—	181,525
Accounts payable and accrued expenses	327,667	222,069
Accounts payable related party	381,800	—
Net cash used by operating activities	(477,088)	(56,086)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of furniture and equipment	—	—
Purchase of intangible assets	—	—
Net cash provided by investing activities	—	—
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from convertible debenture	510,400	33,500
Repayment of convertible debentures	(259,250)	—
Proceeds from sale of common stock	50,900	20,000
Proceeds from sale of preferred C stock	206,250	—
Repayment of notes payable	(2,744)	—
Proceeds from convertible notes payable, related party	—	2,424
Net cash provided by financing activities	505,556	55,924
Effect of foreign exchange on cash	(18)	—
Change in cash	28,450	(162)
Cash, beginning of year	84	246
Cash, end of year	$ 28,534	$ 84
Supplemental Cash Flow information		
Cash paid for interest	$ 68,932	$ —
Cash paid for income taxes	$ —	$ —
Non-Cash transactions		
Common stock issued for investment	$ 650,000	$ —
Common stock issued for Conversion of notes payable and accrued interest	$ 14,188	$ 2,451
Common stock issued for prepaid expenses	$ 100,000	$ —
Common stock to be issued for license agreement	$ —	$ 1,050,000
Common stock to be issued for business	$ 23,000	$ —
Common stock to be issued for settlement of AP	$ 180,000	$ —
Cashless exercise of warrants	$ 168,504	$ —
Convertible note issued for settlement of AP	$ 180,000	$ —
Discount issued on convertible debt	$ 563,900	$ —

See the accompanying notes to these consolidated financial statements

ECO INNOVATION GROUP, INC.

Notes to the Consolidated Financial Statements

NOTE 1. NATURE OF OPERATIONS

Eco Innovation Group, Inc. (the “Company,” “we,” “our,” or “Eco Innovation Group”), was incorporated in the State of Nevada on March 5, 2001 under the name of Dig-It Underground, Inc. and operated as an underground cable contractor. On September 29, 2008, the Company acquired a partial interest in the high-end beauty salon business of Haydin Group Enterprises of Texas and discontinued its cable installation business. On September 1, 2011, the Company acquired a partial interest in the art licensing and sales business of Get Down Art, LLC, a Nevada limited liability company. On August 30, 2012, the Company acquired the remaining outstanding interests of Haydin Group Enterprises through a share exchange agreement. Concurrently, the Company discontinued its business with Get Down Art, LLC and resolved to unwind that acquisition. On January 5, 2016, the Company entered the natural healing and chiropractic business in Texas by acquiring Expressions Property Limited, LP, a Texas limited partnership, and Expressions Chiropractic and Rehab Center, PA, a Texas professional association, pursuant to share exchange agreements. Effective September 30, 2018, the Company terminated its beauty salon business and natural healing and chiropractic business by terminating and unwinding the shares exchange agreements entered into on August 30, 2012 with Haydin Group Enterprises and January 5, 2016 with Expressions Property Limited and Expressions Chiropractic and Rehab Center. At the same time, the Company began a business line focusing on the development of an affordable fire, hurricane and earthquake resilient steel building framing system. On August 19, 2019, the Company incorporated Steel Hemp Homes Inc. in the state of California as a wholly owned subsidiary to run the steel building frame business as a separate division. On July 1, 2018, the Company approved a reverse split of its common stock in a ratio of 1:1,000; a change of the Company’s corporate name to Eco Innovation Group, Inc.; and the change of the Company’s trading symbol to ECOX. The reverse split of the Company’s common stock was effective August 29, 2018.

On February 28, 2020, our current CEO and controlling Stockholder, Julia Otey-Raudes, took over management and control of the company, initiating a new business plan and winding down the previous business. In the related change of control transaction, Ms. Otey acquired 30,000,000 shares of super-voting Preferred Series A stock on February 28, 2020, which represent all of the authorized and outstanding Series A Preferred Stock and a voting interest of approximately 94% of the Company’s outstanding voting stock.

Under its business plan implemented in February 2020, the Company is an innovation incubator platform devoted to globally important paradigm shifts in technology, sustainable and carbon negative products development and practical deployment worldwide.

On February 20, 2020, the Company increased its authorized common shares to 500,000,000 with a par value of $0.001, on December 21, 2021, the Company increased its authorized common shares to 1,000,000,000 with a par value of $0.001, and on April 1, 2022, the Company increased its authorized common shares to 2,000,000,000 with a par value of $0.0001.

The Company has authorized 50,000,000 shares of Preferred Stock, of which 30,000,000 shares have been designated as Series A Convertible Preferred Stock, with 30,000,000 shares issued and outstanding, and 1,000,000 million shares have been designated as Series C Convertible Preferred Stock, with 167,500 shares issued and outstanding. Holders of Series A Convertible Preferred Stock hold rights to vote on all matter requiring a shareholder vote at 100 common shares vote equivalent for each share of Series A Convertible Preferred Stock held. As of the date of this filing, our CEO, CFO, board chair and sole director, Julia Otey-Raudes, is the sole holder of the 30,000,000 Series A Convertible Preferred Stock outstanding.

On October 4, 2021, Eco Innovation Group, Inc. (the "Company") entered into an asset purchase agreement (the “Asset Purchase Agreement”) with Spruce Construction, Inc., an Alberta Business Corporation (“Spruce Construction”) and Timothy Boetzkes ("Boetzkes"), a resident of the Province of Alberta, Canada and the sole shareholder of Spruce Construction, pursuant to which, the Company, Boetzkes and Spruce Construction agreed to effect an asset purchase agreement for existing construction equipment and form a new Canadian engineering and construction company in Canada, Spruce engineering & Construction Inc. The Company will own 85% of the voting interests of Spruce Engineering & Construction Inc., with Boetzkes owning 10% and Patrick Laurie 5%. See Note 6 – Acquisition for more information.

Under its business plan implemented in February 2020, the Company is an innovation incubator platform devoted to globally important paradigm shifts in technology, sustainable and carbon negative products development and practical deployment worldwide. The Company seeks to license and develop innovative technologies in the sustainable and renewable energy field.

Accounting policies and procedures are listed below. The Company has adopted a December 31 year-end.

Accounting Basis

The Company has prepared the financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less as cash equivalents. As of December 31, 2021, and December 31, 2020, the Company had no cash or cash equivalent balances in excess of federally insured amounts. The Company's policy is to invest excess funds in only well capitalized financial institutions.

Accounts Receivable

Trade receivables are carried at their estimated collectible amounts. Trade credit is generally extended on a short-term basis; thus, trade receivables do not bear interest. Trade accounts receivable are periodically evaluated for collectability based on past credit history with customers and their current financial condition.

Investments, Cost Method

The Company accounts for certain investments using the cost method of accounting when it is determined that the investment provides the Company with little or no influence over the investee. Under the cost method of accounting, the investment is measured at cost, adjusted for observable price changes and impairments, with changes recognized in net income. The investments are subject to qualitative assessment for indicators of impairments.

Earnings per share

Basic Earnings Per Share (EPS) is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted. As of December 31, 2021, the Company had potentially dilutive instruments in the amount of 130,241,025 shares from convertible debt, 57,572,209 from convertible Preferred C shares, and 6,000,000 from outstanding warrants. As of December 31, 2021 all of the outstanding potentially dilutive instruments were anti-dilutive as a result of the Company's net losses.

Business Combination

The Company applies the provisions of the Financial Accounting Standards Board's (the "FASB") Accounting Standards Codification ("ASC") 805, Business Combinations, in accounting for its acquisitions. It requires the Company to recognize separately from goodwill the assets acquired and the liabilities assumed, at the acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the acquisition date fair values of the net assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, its estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations.

Goodwill Impairment

We test goodwill at least annually for impairment at the reporting unit level. We recognize an impairment charge if the carrying amount of a reporting unit exceeds its fair value. When a portion of a reporting unit is disposed, goodwill is allocated to the gain or loss on disposition based on the relative fair values of the business or businesses disposed and the portion of the reporting unit that will be retained. The Company impaired $0 and $0 of goodwill for the year ended December 31, 2021 and 2020.

Long-Lived Assets

The Company's long-lived assets, including intangibles, are reviewed for impairment whenever events or changes in circumstances indicate that the historical cost carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the asset by comparing the undiscounted future net cash flows expected to result from the asset to its carrying value. If the carrying value exceeds the undiscounted future net cash flows of the asset, an impairment loss is measured and recognized. An impairment loss is measured as the difference between the net book value and the fair value of the long-lived asset. During the years ended December 31, 2021 and 2020, the Company evaluated long lived assets for impairment determined no impairment was necessary.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. The Company used a Black Scholes valuation model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within 12 months of the balance sheet date.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted price in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. We measure our investment in marketable securities at fair value on a recurring basis. The Company's trading securities are valued using inputs observable in active markets and are therefore classified as Level 1 within the fair value hierarchy. Investments and derivative liabilities are valued on a recurring basis.

The following summarizes the fair value of assets and liabilities measured on a recurring basis:

	December 31, 2021

	Level 1	Level 2	Level 3	Total
Assets				
Investments	$ —	$ —	$ —	$ —
Liabilities				
Derivative liability	—	—	2,077,222	2,077,222

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Assets				
Investments	$ —	$ —	$ —	$ —
Liabilities				
Derivative liability	—	—	92,183	92,183

Stock- Based Compensation

Stock-based compensation is computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 718. FASB ASC 718 requires all share-based payments to employees be recognized as compensation expense in the consolidated financial statements based on their fair values. Share-based compensation awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable. The expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). As of December 31, 2021, and 2020, the Company has not adopted a Stock Option Plan and has not issued any options.

Property, Plant and Equipment

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets' estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

Income Taxes

The Company accounts for income taxes using the asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. In estimating future tax consequences, the Company generally considers all expected future events other than enactments of changes in the tax law. For deferred tax assets, management evaluates the probability of realizing the future benefits of such assets. The Company establishes valuation allowances for its deferred tax assets when evidence suggests it is unlikely that the assets will be fully realized.

The Company recognizes the tax effects of an uncertain tax position only if it is more likely than not to be sustained based solely on its technical merits as of the reporting date and then only in an amount more likely than not to be sustained upon review by the tax authorities. Income tax positions that previously failed to meet the more likely than not threshold are recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more likely than not threshold are derecognized in the first subsequent financial reporting period in which that threshold is no longer met. The Company classifies potential accrued interest and penalties related to unrecognized tax benefits within the accompanying consolidated statements of operations and comprehensive income (loss) as income tax expense.

Advertising

Advertising costs are expensed when incurred.

Revenue Recognition

Effective January 1, 2018, the Company recognizes revenue in accordance with Accounting Standards Codification 2014- 09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific revenue recognition guidance throughout the Industry Topics of the Accounting Standards Codification. The updated guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also provides for additional disclosures with respect to revenues and cash f lows arising from contracts with customers. The standard will be effective f or the first interim period within annual reporting periods beginning after December 15, 2017, and the Company adopted the standard using the modified retrospective approach effective January 1, 2018.

Under the new revenue standards, the Company recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which it expects to receive in exchange for those goods. The Company recognizes revenues following the five step model prescribed under ASU No. 2014-09: (i) identify contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation. The Company recognized revenue from the sale of consumer products at the time in which the products are delivered pursuant to the contract.

On August 25, 2020, the Company signed a Master Outsourcing Contract Manufacturing Agreement with Eco-Gen, pursuant to which the Company, as Manufacturer, will produce products for Eco-Gen, as Buyer. The Master Outsourcing Contract Manufacturing Agreement with Eco-Gen is a related party transaction insofar as our CEO and controlling Stockholder, Julia Otey-Raudes, is a director of Eco-Gen.

The Company had $95,880 in revenues during the year ended December 31, 2021 and $0 revenue for year ended December 31, 2020.

Other Comprehensive Income (Loss)

Other comprehensive income (loss) includes foreign currency translation gains and losses. The cumulative amount of translation gains and losses are reflected as a separate component of stockholders' equity (deficit) in the consolidated balance sheets, as accumulated other comprehensive income.

NOTE 2. GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying consolidated financial statements, the Company had net losses during the years ended December 31, 2021 and 2020 and an accumulated deficit at December 31, 2021. These factors raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the issuance of these financial statements. Management's plans are to obtain additional financing in the debt and equity markets while it develops its business model. The Company's existence is dependent upon management's ability to develop profitable operations and to obtain additional funding sources. There can be no assurance that the Company's financing efforts will result in profitable operations or the resolution of the Company's liquidity problems. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

NOTE 3. RECENTLY ISSUED ACCOUNTING STANDARDS

Management does not believe that any recently issued but not yet adopted accounting will have a material effect on the Company's results of operation or on the reported amounted of its assets and liabilities upon adoption.

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, which results in fewer embedded conversion features being separately recognized from the host contract as compared with current GAAP. Additionally, ASU 2020-06 affects the diluted earnings per share calculation for instruments that may be settled in cash or shares and for convertible instruments and requires enhanced disclosures about the terms of convertible instruments and contracts in an entity's own equity. ASU 2020-06 allows entities to use a modified or full retrospective transition method and is effective for smaller reporting companies 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 Company is evaluating the impact that this ASU may have on its consolidated financial statements.

NOTE 4. PROVISION FOR INCOME TAXES

Deferred income tax assets and liabilities are determined based on the estimated future tax effects of net operating loss and credit carry forwards and temporary differences between the tax basis of assets and liabilities and their respective financial reporting amounts measured at the current enacted tax rates. The Company records an estimated valuation allowance on its def erred income tax assets if it is not more likely than not that these deferred income tax assets will be realized.

The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. As of December 31, 2021, and December 31, 2020, the Company has not recorded any unrecognized tax benefits.

The components of the Company's net deferred tax assets at December 31 are as follows:

	December 31,	
	2021	2020
Net operating loss carryforward	$ 1,285,000	$ 496,000
Unrealized investment losses	—	—
Deferred tax assets	1,285,000	496,000
Valuation allowance	(1,285,000)	(496,000)
Net deferred tax assets	$ —	$ —

At December 31, 2021 the Company had net operating loss carry forwards of approximately $5,844,000 for federal and state purposes.

The reconciliation of the federal income tax rate and the Company's tax provision (benefit) is as follows:

	Year Ended December 31,	
	2021	2020
Provision (benefit) computed using the statutory rate	$ (1,272,000)	$ (780,000)
Nondeductible expenses	541,000	722,000
Temporary differences	—	—)
Change in valuation allowance	731,000	58,000
Provision income tax (benefit)	$ —	$ —

NOTE 5. STOCKHOLDERS' EQUITY (DEFICIT)

Preferred Stock

The Company has authorized 50,000,000 shares of Preferred Stock, of which 30,000,000 shares have been designated as Series A Convertible Preferred Stock, with 30,000,000 shares issued and outstanding, and 1,000,000 million shares have been designated as Series C Convertible Preferred Stock, with 167 122,500 shares issued and outstanding. Holders of Series A Convertible Preferred Stock hold rights to vote on all matter requiring a shareholder vote at 100 common shares vote equivalent for each share of Series A Convertible Preferred Stock held. As of the date of this filing, our CEO, CFO, board chair and sole director, Julia Otey-Raudes, is the sole holder of the 30,000,000 Series A Convertible Preferred Stock outstanding. The Series C Convertible Preferred Stock, with 1,000,000 shares authorized and 196,912,036 issued and outstanding at December 31, 2021, has no voting rights, has a Stated Value of $1.00 per share, and with a par value of $0.001 per share, is redeemable after issuance by the Company at various increased prices at time intervals up to the 6-month anniversary of issuance and is mandatorily fully redeemable on the 12-month anniversary of issuance. The Series C Preferred Stock is convertible by holder into our common shares, commencing on the 6-month anniversary of issuance at a 37% discount to the public market price.

On July 15, 2021, the Company designated 1,000,000 shares of Series C Convertible Preferred Stock. The Series C Convertible Preferred Stock ranks senior to the common stock with respect to dividends and right of liquidation, and has no voting rights. The Series C Convertible Preferred Stock has a 10% cumulative annual dividend. In the event of default, the dividend rate increases to 22%. The Company may not, with consent of a majority of the holders of Series C Convertible Preferred Stock, alter or changes the rights of the Series C Convertible Preferred Stock, amend the articles of incorporation, create any other class of stock ranking senior to the Series C Convertible Preferred Stock, increase the authorized shares of Series C Convertible Preferred Stock, or liquidate or dissolve the Company. Beginning 180 days from issuance, the Series C Convertible Preferred Stock may be converted into common stock at a price based on 63% of the average of the two lowest trading prices during the 15 days prior to conversion. The Company may redeem the Series C Convertible Preferred Stock during the first 180 days from issuance, subject to early redemption penalties of up to 35%. The Series C Convertible Preferred Stock must be redeemed by the Company 12 months following issuance if not previously redeemed or converted. Based on the terms of the Series C Convertible Preferred Stock, the Company determined that the preferred stock is mandatorily redeemable and will be accounted for as a liability under ASC 480.

During the year ended December 31, 2021, the Company entered into four purchase agreements for Series C Convertible Preferred Stock with an accredited investor. The Company issued a total of 221,250 shares of Series C Convertible Preferred Stock in exchange for gross proceeds of $221,250. The Company paid $15,000 of fees for these agreements, accounted for as deferred finance costs. The Series C Convertible Preferred Stock will mature between July 2022 and November 2022. The Company recognized debt discount of $15,000 and amortized $4,182 to interest expense. As of December 31, 2021, the Company owes $6,760 in accrued dividends, reflected as interest expense, and the carrying value of the Series C Preferred stock was $210,432, net of unamortized discount of $10,818..

Common Stock

The Company has 2,000,000,000 shares of $0.0001 par value common stock authorized.

On May 18, 2020, the company issued 8,000,000 shares of common stock to a consultant for $0.098 per share valued at $784,000 for services.

On May 26, 2020, the company issued 25,000,000 shares of common stock to its former Chief Executive Officer John English for the conversion of a $2,451 convertible note.

On June 26, 2020, the company issued 12,500,000 shares of common stock to Pinnacle Consulting Services for $0.099 per share valued at $1,248,750 as compensation for consulting services.

On June 26, 2020, the company issued 10,000,000 shares of common stock to its Chief Executive Officer Julia Otey-Raudes for $0.026 per share valued at $260,000 as compensation for services.

On June 26, 2020, the company issued 25,000,000 shares of common stock to Bellagio IP Trust for $0.026 per share valued at $650,000 in connection with the Master Exclusive Licensing, Marketing, Distribution and Sales Agreement, dated June 16, 2020 between Bellagio IP Trust and Eco Innovation Group, Inc.

On June 26, 2020, the company issued 600,000 shares of common stock to Tabular Investments, LLC for $0.125 per share valued at $75,000 in compensation for services.

On August 14, 2020, the Company issued 4,000,000 shares of common stock to Pinnacle Consulting Services, Inc., for $0.005 per share, in exchange for a cash payment of $20,000.

On November 15, 2020, the Company agreed to issue 2,500,000 shares of common stock to Patrick Laurie for $0.066 per share as compensation for services on the Company's Advisory Board. The Company recognized expense of $165,000 related to the shares, which were issued in January 2021.

On December 17, 2020, the Company agreed to issue 2,500,000 shares of common stock to Demitri Hopkins for $0.008 per share as compensation for services on the Company's Advisory Board. The Company recognized expense of $200,000 related to the shares, which were issued in January 2021. The Company also agreed to compensate the Advisory board member with cash payments of $60,000 per year.

On December 16, 2020, the Company entered into a technology license agreement with Glytech LLC, a company of which Demitri Hopkins is an equity interest holder. The agreement awarded Glytech LLC 15,000,000 shares of common stock upon execution, and an additional 15,000,000 shares upon completion of a working prototype of a new technology product based on the licensed technology by March 31, 2021. Additionally, upon completion of the working prototype, the Company will pay $150,000 of cash, due within six months of the milestone completion. The Company will be a royalty of 10% to Glytech on all net sales of any device incorporating the licensed technology. The initial shares to be awarded were valued at $1,050,000 based on the fair value of the common stock at the agreement date, and were recorded as an indefinite-lived intangible asset. The shares were issued in January 2021.

On January 6, 2021 the Company agreed to issue 5,000,000 shares of common stock to SaraLynn Mandell for $0.067 per share as compensation for services on the Company's Advisory Board. The Company recognized expense of $335,000 related to the shares, which were issued in February 2021. The Company also agreed to compensate the Advisory board member with cash payments of $60,000 per year.

On February 3, 2021, the Company agreed to issue 1,176,471 shares of common stock to SRAX Investor Relations, LLC for $0.08 per share as compensation for services. The Company recognized expense of $100,000 related to the shares, which is the stated value of services to be rendered in compensation under the relevant agreement with SRAX.

On March 1, 2021, the Company entered into a Share Exchange Agreement with Marijuana Company of America, Inc., a Utah corporation quoted on OTC Markets Pink ("MCOA") dated February 26, 2021, to acquire the number of shares of MCOA's common stock, par value $0.001, equal in value to $650,000 based on the closing price for the trading day immediately preceding the effective date, in exchange for the number of shares of Company common stock, par value $0.001, equal in value to $650,000 based on the per-share price of $0.06 (the "Share Exchange Agreement"). For both parties, the Share Exchange Agreement contains a "true-up" provision requiring the issuance of additional common stock in the event that a decline in the market value of either parties' common stock should cause the aggregate value of the stock acquired pursuant to the Share Exchange Agreement to fall below $650,000. The Company issued 10,833,333 shares of its Company stock pursuant to this agreement and holds 41,935,484 shares of MCOA stock. As of December 31, 2021, the Company owed an additional 82,023,810 shares to be issued to MCOA under the terms of the agreement, with the Company recognizing a $866,885 other loss during the year ended December 31, 2021. The additional 82,023,810 shares to be issued are recorded as a share liability on the Company's balance sheet.

On July 19, 2021, the Company issued 850,000 shares of common stock for $0.039 to settled outstanding accounts payable in the amount of $34,000.

On August 26, 2021, the Company agreed to issue 1,500,000 shares of common stock to Iconic Investor Relations, LLC for $0.039 per share as compensation for services. The Company recognized expense of $174,600 related to the shares.

On October 4, 2021, the Company agreed to issue 4,000,000 shares of common stock to StockVest for $0.023 per share as compensation for services. The Company recognized expense of $92,000 related to the shares.

During the year ended December 31, 2021, the Company issued 4,749,999 shares of common stock in exchange for cash proceeds of $50,900.

During the year ended December 31, 2021, 2,675,000 shares of common stock were cancelled by the Company and returned to treasury.

During the year ended December 31, 2021, 5,675,342 shares of common stock were issued by the Company for the conversion of $14,188 in principal and interest of a convertible note.

During the year ended December 31, 2021, the Company issued 5,871,211 shares of common stock for the cashless exercise of the Labry's warrant.

NOTE 6- ACQUISITION

Asset Purchase Agreement

On October 4, 2021, Eco Innovation Group, Inc. (the "Company") entered into an asset purchase agreement (the "Asset Purchase Agreement") with Spruce Construction, Inc., an Alberta Business Corporation ("Spruce Construction") and Timothy Boetzkes ("Boetzkes"), a resident of the Province of Alberta, Canada and the sole shareholder of Spruce Construction, pursuant to which, the Company, Boetzkes and Spruce Construction agreed to effect an asset purchase agreement for existing construction equipment and form a new Canadian engineering and construction company in Canada.

Under the Asset Purchase Agreement, the Company agreed to pay Boetzkes one million shares of the Company's restricted common stock for substantially all of the assets and business of Spruce Construction, consisting of vehicles, tools and equipment for the construction industry, the Spruce Construction name, and the existing book of construction business of Spruce Construction. Pursuant to the Asset Purchase Agreement, the Company, Boetzkes and Patrick Laurie, the CEO of the Company's Canadian technology subsidiary, ECOIG Canada, have formed a new Alberta Business Corporation to own and deploy the construction assets, named Spruce Engineering & Construction Inc. The Company will own 85% of the voting interests of Spruce Engineering & Construction Inc., with Boetzkes owning 10% and Patrick Laurie 5%.

The closing of the Asset Purchase Agreement was subject to the satisfaction or waiver of customary conditions to closing, as disclosed in the term sheet for the project disclosed by the Company and filed as Exhibit 10.1 in the Company's Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on August 11, 2021. The Company is accounting for the acquisition as a business combination under the guidance of ASC805.

Lock-Up Leak-Out Agreement

On October 4, 2021, in connection with the Asset Purchase Agreement, Boetzkes entered into a Lock-Up and Leak-Out Agreement with the Company pursuant to which, among other thing, such shareholder agreed to certain restrictions regarding the resale of the common stock issued pursuant to the Asset Purchase Agreement for a period of six months from the date of the Asset Purchase Agreement, as more fully detailed therein.

Shareholders Agreement

On October 4, 2021, in connection with the Asset Purchase Agreement, the Company entered into a shareholders agreement (the "Shareholders Agreement") with Timothy Boetzkes and Patrick Laurie. Under the Shareholders Agreement, Patrick Laurie agreed to serve as the Chief Executive Officer and Timothy Boetzkes agreed to serve as the Chief Operating Officer of Spruce Engineering & Construction Inc. The Shareholders Agreement provides for certain terms of governance, restrictive covenants including confidentiality and noncompetition, and transfer restrictions on the parties' equity with regards to Spruce Engineering & Construction Inc.

Employment Agreements

On October 4, 2021, in connection with the Asset Purchase Agreement, Spruce Engineering & Construction Inc., of which the Company is the 85% voting equity holder, entered into employment agreements (the "Employment Agreements") with Timothy Boetzkes and Patrick Laurie, pursuant to which Patrick Laurie shall serve as the Chief Executive Officer and Timothy Boetzkes shall serve as the Chief Operating Officer of Spruce Engineering & Construction Inc. Ancillary to the Employment Agreements, Boetzkes and Laurie also entered into restricted stock award agreements governing their minority equity stakes in Spruce

Engineering & Construction Inc., which provide for a repurchase option allowing Spruce Engineering & Construction Inc. to clawback equity in the event of the employees' for-cause termination.

The acquisition of Spruce Construction is being accounted for as a business combination under ASC 805. The Company is continuing to gather evidence to evaluate what identifiable intangible assets were acquired, such as a customer list, and the fair value of each, and expects to finalize the fair value of the acquired assets within one year of the acquisition date.

The aggregate preliminary fair value of consideration for the Spruce Construction acquisition was as follows:

		Amount
Notes payable issued to seller		103,393
1,000,000 shares of common stock		23,000
Noncontrolling interest		22,000
Total preliminary consideration transferred	$	148,698

During the year ended December 31, 2021, the Company has paid $0 against the note payable.

The following information summarizes the preliminary allocation of the fair values assigned to the assets acquired and liabilities assumed at the acquisition date:

Accounts Receivable	$	30,577
Trucks		41,974
Goodwill		103,188
Vehicle Note Payable		(27,041)
Net assets acquired	$	148,698

As a result of the acquisition, The Company recognized goodwill of $103,188, representing the difference between the value of the acquired business, the assets acquired, and the initial noncontrolling interest of $22,305, representing 15% of the total value of the business that was not acquired by the Company.

NOTE 7- RELATED PARTY TRANSACTIONS

On March 1, 2016, the Company executed two convertible notes of $4,902 each with former executives of the Company. These notes are each convertible into 50,000,000 shares of common stock. These notes are non-interest bearing. On October 14, 2019, one of these notes converted into common stock.

NOTE 8. CONVERTIBLE NOTES

On December 9, 2019, the Company executed a convertible note with Pinnacle Consulting Services Inc. for $40,000 which matured on June 9, 2020. This note bears interest at 5% per annum, which is convertible into shares of the Company's common stock. The note is convertible at the option of the holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under the note by the Conversion Price, which is a 35% discount of the lowest reported sale price of the common stock for the 15 trading days immediately prior to the date of conversion. Due to the variable conversion feature, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

On May 12, 2020, the Company executed a convertible note with Pinnacle Consulting Services Inc. for $12,500 due on May 12, 2021. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price, which is fixed at $0.0025 per share. On September 16, 2021 the note, along with accrued interest of 1,688, was converted into 5,675,342 shares of common stock

On June 30, 2020, the Company executed a convertible note with Pinnacle Consulting Services Inc. for $21,000 due on June 30, 2021. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price, which is a 35% discount of the lowest reported sale price of the common stock for the 15 trading days immediately prior to the date of conversion. Due to the variable conversion feature, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

On January 20, 2021, the Company entered into a securities purchase agreement with Geneva Roth Remark Holdings, Inc., providing for the issuance of a convertible promissory note in the principal amount of $45,000. The Company received net proceeds of $41,500. The principal balance of the note accrues interest at the rate of 10% per annum and becomes due on January 20, 2022. The note shall be convertible into common shares of the Company at the option of the holder after 180 days from the issue date until its maturity or date of payment of principal and interest, at a conversion price equal to 61% of the lowest trading price of the Company's stock during the 20-day period preceding the day of conversion, representing a discount of 39% to the market. On June 10, 2021, the Company paid off the note in full, in the total amount including outstanding principal, interest, and pre-payment penalties of $65,744, and the current balance is $0.

On March 8, 2021, the Company entered into a securities purchase agreement dated as of March 8, 2021 with Geneva Roth Remark Holdings, Inc., providing for the issuance of a convertible promissory note in the principal amount of $53,500. The Company received net proceeds of $41,500. The principal balance of the note accrues interest at the rate of 10% per annum and becomes due on March 8, 2022. The note shall be convertible into common shares of the Company at the option of the holder after 180 days from the issue date until its maturity or date of payment of principal and interest, at a conversion price equal to 61% of the lowest trading price of the Company's stock during the 20-day period preceding the day of conversion, representing a discount of 39% to the market. On June 10, 2021, the Company paid off the note in full, in the total amount including outstanding principal, interest, and pre-payment penalties of $76,911, and the current balance is $0.

On March 22, 2021, the Company entered into a convertible promissory note agreement with Claudia Villalta for the issuance of a convertible promissory note with a principal balance of $30,000. The note carries a 10% interest rate per annum and is convertible at a fixed price of $0.06 a share into a total of 500,000 common shares. Due to the variable conversion feature on the other notes, this note is tainted with no net share settlement available, the note conversion feature was bifurcated from the note and recorded as a derivative liability. The balance as of December 31, 2021 is $30,000 with accrued interest of $2,334.

On April 22, 2021, the Company entered into a securities purchase agreement with Geneva Roth Remark Holdings, Inc., providing for the issuance of a convertible promissory note in the principal amount of $38,750. The Company received net proceeds of $41,500. The principal balance of the note accrues interest at the rate of 10% per annum and becomes due on April 22, 2022. The note shall be convertible into common shares of the Company at the option of the holder after 180 days from the issue date until its maturity or date of payment of principal and interest, at a conversion price equal to 61% of the lowest trading price of the Company's stock during the 20-day period preceding the day of conversion, representing a discount of 39% to the market. On September 13, 2021, the Company paid off the note in full, in the total amount including outstanding principal, interest, and pre-payment penalties of $56,331, and the current balance is $0.

On April 23, 2021, the Company issued a 10% convertible promissory note in the principal amount of $45,000 pursuant to a securities purchase agreement of the same date to GS Capital Partners, LLC. The Company received $40,500 from the sale of the convertible promissory note after deductions of an original issue discount of $2,000 and investor's attorney fees of $2,500. The convertible promissory note becomes due on April 23, 2022 and carries interest on the principal amount outstanding of 10% per annum. The principal amount of the note is convertible at the holder's option into shares of the Company's common stock at a conversion price equal to 61% of the lowest trading price of the Company's common stock for the twenty prior trading days. During the three months ended June 30, 2021, the Company repaid $35,000 of principal, and on July 21, 2021, the Company paid off the note in full, in the total amount including outstanding principal, interest, and pre-payment penalties of $17,195. Due to the variable conversion feature, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

On June 4, 2021, the Company entered into a securities purchase agreement (the "Labrys SPA") with Labrys Fund, LP ("Labrys"), pursuant to which the Company issued a 12% promissory note (the "Labrys Note") with a maturity date of June 3, 2022 (the "Labrys Maturity Date"), in the principal sum of $1,000,000. Pursuant to the terms of the Labrys Note, the Company agreed to pay to $225,000 (the "Principal Sum") to Labrys and to pay interest on the principal balance at the rate of 12% per annum. The Labrys Note carries an original issue discount ("OID") of $22,500. Accordingly, on the Closing Date (as defined in the Labrys SPA), Labrys paid the purchase price of $202,500 in exchange for the Labrys Note. Labrys may convert the Labrys Note into the Company's common stock (subject to the beneficial ownership limitations of 4.99% in the Labrys Note) at any time at a fixed conversion price equal to $0.023 per share but can be reset if the Company issues instruments at a lower price. The Company paid $14,650 of deferred financing costs which are amortized through the maturity date of the note. During the year ended December 31, 2021 the company made payments of $77,000, reducing the outstanding note balance to $148,000. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

The Company may prepay the Labrys Note at any time prior to the date that an Event of Default (as defined in the Labrys Note) occurs at an amount equal to 100% of the Principal Sum then outstanding plus accrued and unpaid interest (no prepayment premium) plus $750.00 for administrative fees. The Labrys Note contains customary events of default relating to, among other things, payment defaults, breach of representations and warranties, and breach of provisions of the Labrys Note or Labrys SPA.

Upon the occurrence of any Event of Default, the Labrys Note shall become immediately due and payable and the Company shall pay to Labrys, in full satisfaction of its obligations hereunder, an amount equal to the Principal Sum then outstanding plus accrued interest multiplied by 125% (the "Default Amount"). Upon the occurrence of an Event of Default, additional interest will accrue from the date of the Event of Default at the rate equal to the lower of 16% per annum or the highest rate permitted by law.

The Labrys Note requires that we reserve from our authorized and unissued common stock a number of shares equal to the greater of: (a) 16,434,782 shares of our common stock, or (b) the sum of (i) the number of shares of common stock issuable upon conversion of or otherwise pursuant to the Labrys Note and such additional shares of common stock, if any, as are issuable on account of interest on the Note pursuant to the Labrys SPA issuable upon the full conversion of the Labrys Note (assuming no payment of the principal amount or interest) as of any issue date multiplied by (ii) one and a half. We are subject to penalties for failure to timely deliver shares to Labrys following a conversion request.

The Labrys SPA and the Labrys Note contain covenants and restrictions common with this type of debt transaction. Furthermore, we are subject to certain negative covenants under the Labrys SPA and the Labrys Note, which we believe are customary for transactions of this type. At December 31, 2021, we were in compliance with all covenants and restrictions.

In conjunction with the issuance of the Labrys Note, the Company issued a five year warrant exercisable for 6,818,181 shares of common stock at an exercisable price of $0.033 per share subject to anti-dilution and price protection adjustments. The warrants are accounted for as a liability based on the variable number of shares issuable under outstanding convertible debt and the warrants. On September 3, 2021, Labry's elected to exercise the warrant on a cashless basis in exchange for 5,871,211 shares of common stock. The warrant is no longer outstanding, and the related liability has been settled in full.

On August 23, 2021, the Company entered into a securities purchase agreement (the "Blue Lake SPA") with Blue Lake Partners, LLC ("Blue Lake"), pursuant to which the Company issued a 12% promissory note (the "Blue Lake Note") with a maturity date of August 23, 2022 (the "Blue Lake Maturity Date"), in the principal sum of $150,000. Pursuant to the terms of the Blue Lake Note, the Company agreed to pay to $150,000 (the "Principal Sum") to Blue Lake and to pay interest on the principal balance at the rate of 12% per annum. The Blue Lake Note carries an original issue discount ("OID") of $15,000. Accordingly, on the Closing Date (as defined in the Blue Lake SPA), Blue Lake retained an additional $9,450 of legal fees and paid the purchase price of $125,500 in exchange for the Blue Lake Note. Blue Lake may convert the Blue Lake Note into the Company's common stock (subject to the beneficial ownership limitations of 4.99% in the Blue Lake Note) at any time at a fixed conversion price equal to $0.02 per share but can be reset if the Company issues instruments at a lower price. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

The Company may prepay the Blue Lake Note at any time prior to the date that an Event of Default (as defined in the Blue Lake Note) occurs at an amount equal to 100% of the Principal Sum then outstanding plus accrued and unpaid interest (no prepayment premium) plus $7530.00 for administrative fees. The Blue Lake Note contains customary events of default relating to, among other things, payment defaults, breach of representations and warranties, and breach of provisions of the Blue Lake Note or Blue Lake SPA.

Upon the occurrence of any Event of Default, the Blue Lake Note shall become immediately due and payable and the Company shall pay to Blue Lake, in full satisfaction of its obligations hereunder, an amount equal to the Principal Sum then outstanding plus accrued interest multiplied by 125% (the "Default Amount"). Upon the occurrence of an Event of Default, additional interest will accrue from the date of the Event of Default at the rate equal to the lower of 16% per annum or the highest rate permitted by law.

The Blue Lake Note requires that the Company reserve from its authorized and unissued common stock a number of shares equal to the greater of: (a) 11,250,000 shares of our common stock, or (b) the sum of (i) the number of shares of common stock issuable upon conversion of or otherwise pursuant to the Blue Lake Note and such additional shares of common stock, if any, as are issuable on account of interest on the Note pursuant to the Blue Lake SPA issuable upon the full conversion of the Blue Lake Note (assuming no payment of the principal amount or interest) as of any issue date multiplied by (ii) one and a half. The Company is subject to penalties for failure to timely deliver shares to Blue Lake following a conversion request.

The Blue Lake SPA and the Blue Lake Note contain covenants and restrictions common with this type of debt transaction. Furthermore, the Company are subject to certain negative covenants under the Blue Lake SPA and the Blue Lake Note, which we believe are customary for transactions of this type. At December 31, 2021, we were in compliance with all covenants and restrictions.

In conjunction with the issuance of the Blue Lake Note, the Company issued a five year warrant exercisable for 6,000,000 shares of common stock at an exercisable price of $0.025 per share subject to anti-dilution and price protection adjustments. The warrants are accounted for as a liability based on the variable number of shares issuable under outstanding convertible debt and the warrants.

On October 19, 2021, the Company executed a convertible note with Pinnacle Consulting Services Inc., a related party, for $180,000, to settle outstanding consulting fees, due on April 19, 2022. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price of $0.0075 but can be reset if the Company issues instruments at a lower price. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

The Company determined that the conversion options in the certain of the notes discussed above met the definition of a liability in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock. The Company bifurcated the embedded conversion option in the note once the note becomes convertible and account for it as a derivative liability.

During the year ended December 31, 2021, the fair value of new derivative liabilities on the new issuance of debt amounted to $862,279 upon inception, with debt discount of $188,619 recognized and a loss on derivative issuance of $673,660 recognized, included in interest expense on the consolidated statements of operations. The Company recognized a combined loss on the change in fair value of the derivative liability and settlement of derivatives through payment of convertible notes of $1,112,760 during the year ended December 31, 2021. The Black Scholes valuation model included inputs of volatility of between 214% and 602%, a dividend yield of 0%, risk free rate of 0.03%-0.98% and a term of between 0.5 years and one year.

Convertible notes payable are comprised of the following:

		2021		2020
Convertible note payable – Pinnacle Consulting Services	$	245,875	$	78,375
Convertible note payable – Claudia Magdalena Villalta	$	30,000	$	—
Convertible note payable – Labrys	$	148,000	$	—
Convertible notes payable- Blue Lake Holdings	$	150,000	$	—
Total	$	573,875	$	78,375
Less debt discounts	$	(306,583)	$	(28,253)
Net	$	262,417	$	50,122
Less current portion	$	(262,417)	$	(50,122)
Long term portion	$	—	$	—

As of December 31, 2021, there were 119,292,303 shares of common stock that may be issued under the convertible notes payable described above.

As of December 31, 2021, and December 31, 2020, unamortized debt discount was $306,583 and $14,935, respectively. During the year ended December 31, 2021, the Company amortized debt discount of $349,102 to interest expense. Accrued interest on convertible notes was $39,034 as of December 31, 2021.

The Company determined that the conversion options in the certain of the notes discussed above met the definition of a liability in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock. The Company bifurcated the embedded conversion option in the note once the note becomes convertible and account for it as a derivative liability.

During the year ended December 31, 2021, the fair value of new derivative liabilities on the new issuance of debt amounted to $862,279 upon inception, with debt discount of $188,619 recognized and a loss on derivative issuance of $673,660 recognized, included in interest expense on the consolidated statements of operations. The Company recognized a combined loss on the change in fair value of the derivative liability and settlement of derivatives through payment of convertible notes of $1,112,760 during the year ended December 31, 2021. The Black Scholes valuation model included inputs of volatility of between 214% and 602%, a dividend yield of 0%, risk free rate of 0.03%-0.98% and a term of between 0.5 years and one year.

The table below presents the change in the fair value of the derivative liability:

Fair Value as of January 1, 2020	$	60,658
Initial recognition of derivative added as debt discount		21,000
Initial recognition of derivative added as day one loss		—
Loss on change in fair value		10,525
Fair Value as of December 31, 2020		92,183
Initial recognition of derivative added as debt discount		394,288
Initial recognition of derivative added as day one loss		228,706
Settlement of derivative liability as a result of payments		(136,397)
Loss on change in fair value		1,739,485
Fair Value as of December 31, 2021	$	2,328,234

NOTE 9. CONVERTIBLE NOTES – RELATED PARTIES

In May 2016, a consultant was awarded the right to receive 100,000,000 shares of common stock. In May 2018, this right was assigned to Heritage Funding, Inc. and John English equally in exchange for $9,9038 to be paid by the Company. The promissory note was convertible into 100,000,000 shares of common stock at a fixed price of $0.0009. In October 2019, Heritage Funding entered into a private transaction to sell the right to 45,000,000 of its 50,000,000 shares to Blue Ridge Enterprises. Also, in October 2019, Blue Ridge Enterprises and Heritage Funding converted principal into 45,000,000 and 5,000,000 shares of common stock, respectively. In May 2020, Robert L. Hymers purchased half of the remaining convertible promissory note and its related conversion rights from John English in a private transaction. In May 2020, John English converted principal of $2,451 into 25,000,000 shares of common stock. The remaining principal balance owed to Robert L. Hymers of $2,451 was convertible into 25,000,000 shares of stock at December 31, 2021. On January 10, 2022, the Company issued 18,500,000 shares of common stock to Hymers upon partial conversion of the principal balance of the promissory note, so that as of the date of this filing, the note is convertible into 6,500,000 shares of common stock.

NOTE 10. SUBSEQUENT EVENTS

Subsequent to December 31, 2021, the Company has issued a total of 54,369,190 shares of common stock for the conversion of $166,500 of principal and interest on a promissory note made to an accredited investor for full settlement of the loan.

Subsequent to December 31, 2021, the Company issued 18,500,000 shares of common stock for the conversion of $1,722 of principal on the promissory note held by a related party.

Subsequent to December 31, 2021, the Company issued 36,116,379 shares of common stock to an accredited investor in conversion of $83,750 shares of Series C Preferred Stock, including a total of 4,188 in accrued dividends.

Subsequent to December 31, 2021, the Company has sold a total of 34,000,000 issued 68,750 shares of common stock at a fixed price of

Subsequent to December 31, 2021, the Company has sold a total of 34,000,000 shares of common stock at a fixed price of $0.005 per share for a total of $170,000 in cash under the Company's active Regulation A offering, qualified by the SEC on December 16, 2021. There is no assurance that the Company will raise any further funds under the Regulation A offering.

In the third fiscal quarter of 2018, the Company incurred a related party payable in the amount of $15,000.00 for a shareholder loan that was never memorialized in writing and pre-dated the Company's change of control in February 2020. As of April 7, 2022, this debt was forgiven by the former related party due to the lack of documentation and the tolling of the applicable statute of limitations.

On January 10, 2022, the Company issued 18,500,000 shares of common stock to an accredited investor upon partial conversion of a promissory note wholly convertible into 25,000,000 shares of the Company's common stock.

On January 19, 2022, the Company issued 8,487,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.005 per share of common stock.

On January 25, 2022, the Company, through its California subsidiary, ECOX Spruce Construction, Inc. ("ECOX Spruce Construction"), entered into a staffing and administrative services agreement (the "Construction Services Agreement") with Blueprint Construction, a licensed California general contractor ("Blueprint Construction") and Edgar E. Aguilar ("Aguilar"), a resident of California and the principal of Blueprint Construction, pursuant to which, Blueprint Construction, Aguilar and ECOX Spruce Construction agreed that ECOX Spruce Construction will oversee the operation of Blueprint's construction business in California. Under the Company's existing LOI with Aguilar, Blueprint Construction will own 20% of the equity interests of ECOX Spruce Construction Inc., and the Company will own 80%. Under the Construction Services Agreement, the Company agreed to manage all of Blueprint Construction's contracting business on behalf of Blueprint Construction, for a renewable term of one year. Through ECOX Spruce Construction, the Company will provide all necessary corporate administration, shared services, compliance needs, construction staffing placement, general business infrastructure and support necessary for Blueprint's performance under its general contracting and subcontracting projects as Blueprint's exclusive provider of such services. Blueprint's current active projects consist of a subcontracting agreement to renovate U.S. military base facilities, with a job value of $136,000. The Construction Services Agreement provides that ECOX Spruce Construction will receive a management fee equal to twenty percent (20%) of all collected cash revenues from Blueprint's business.

On January 26, 2022, the Company issued 7,000,000 shares of common stock to an accredited investor upon conversion of 20,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.003 per share of common stock.

On January 27, 2022, the Company issued 9,556,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.005 per share of common stock.

On February 2, 2022, the Company issued 7,241,379 shares of common stock to an accredited investor upon conversion of 20,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0029 per share of common stock.

On February 8, 2022, the Company issued 12,500,000 shares of common stock to an accredited investor upon conversion of 25,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0021 per share of common stock.

On February 9, 2022, the Company issued 9,825,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.0021 per share of common stock.

On February 14, 2022, the Company issued 14,000,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.0021 per share of common stock.

On February 14, 2022, the Company issued 93,375,000 shares of common stock to an accredited investor upon conversion of 18,750 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0021 per share of common stock.

On February 25, 2022, the Company issued 12,501,190 shares of common stock to an accredited investor in final conversion of a promissory note issued on June 4, 2021, at an applicable conversion price of $0.0021.

On March 14, 2022, the Company issued 12,115,385 shares of common stock to an accredited investor upon conversion of 15,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0013 per share of common stock.

On March 16, 2022, the Company issued 12,115,385 shares of common stock to an accredited investor upon conversion of 15,000 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0013 per share of common stock.

On March 18, 2022, the Company issued 7,067,308 shares of common stock to an accredited investor upon conversion of 8,750 shares of the Company's Series C Preferred Stock, at a conversion price of $0.0013 per share of common stock.

On March 22, 2022, the Company entered into a consulting agreement with Robert L. Hymers, III (Hymers), engaging Hymers to advise the Company with regards to strategy, budgeting and financing, for the period from March 22, 2022 to September 30, 2022. Under the consulting agreement, the Company is obliged to compensate Hymers with a fixed fee of 26,785,714 common shares to be registered in a Form S-8 with the Securities and Exchange Commission, valued at $75,000 based on the Company's common stock closing price of $.0028 on March 22, 2022.

On March 23, 2022, the Company made a promissory note to an accredited investor lender in the principal amount of $55,000, which amount is the $50,000.00 actual amount of the purchase price plus an original issue discount in the amount of $5,000.00. The note carries interest at the rate of ten percent per annum and the principal amount is due on the date six months after the issuance date. The note is convertible into common stock at the conversion price of $0.000098 per share and conversion is subject to a conversion limitation whereby the holder may not convert the note if the issuable conversion shares would result in holder's ownership exceeding 4.99% of the Company's outstanding common stock at the date of conversion.

On March 25, 2022, the Company made a promissory note to an accredited investor lender in the principal amount of $23,000, which amount is the $18,000.00 actual amount of the purchase price plus an original issue discount in the amount of $5,000.00. The note carries interest at the rate of ten percent per annum and the principal amount is due according to the following repayment schedule on April 13, 2022, a $1,000.00 initial payment is due, and on the thirteenth day of the following three months, principal payments of $7,333.34 shall be due until the entire principal amount is paid.

On March 30, 2022, the Company issued 16,900,000 shares of common stock to an accredited investor in partial conversion of a promissory note issued on August 23, 2021, at an applicable conversion price of $0.0025.

On April 1, 2022, the Company issued 68,750 shares of Series C Preferred Stock to an accredited investor pursuant to a stock purchase agreement for consideration of $65,000. The 68,750 shares of Series C Preferred Stock are convertible to shares of common stock at a discount rate of 37% from the average of the two lowest closing bid prices for the Company's common stock during the 15 trading days prior to the conversion. The Company's shares of Series C Preferred Stock rank senior with respect to dividends and right of liquidation to the Company's common stock and junior with respect to dividends and right of liquidation to all existing and future indebtedness of the Company and existing and outstanding preferred stock of the Company. The Company's shares of Series C Preferred Stock have no right to vote and carry an annual dividend of 10% which is cumulative and payable solely upon redemption, liquidation or conversion. The Company has the right to redeem the 68,750 shares of Series C Preferred Stock up to 180 days following the issuance date. As of the date of this annual report, the Company has 167,500 shares of Series C Preferred Stock outstanding.

On April 1, 2022, following approval by the Company's Board of Directors and a majority of the outstanding voting stock of the Company, the Company filed Third Amended and Restated Articles of Incorporation with the State of Nevada reflecting an increase in the Company's authorized common stock from 1,000,000,000 shares at $0.001 par value per share to 2,000,000,000 shares at $0.0001 par value per share, effective April 1, 2022.