Disclosure Statement Pursuant to Pink Basic Disclosure Guidelines

MEDX Holdings, Inc.

A Wyoming Corporation

1621 Central Avenue
Cheyenne, WY 82001

(737) 777-0420
www.medxholdings.co
hans@dazedinc.com
6552

Annual Report
For period ending: December 31, 2021
(the "**Reporting Period**")

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 690,499,016

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 675,499,016

As of December 31, 2020, the number of shares outstanding of our Common Stock was: 143,499,016

Indicate by a 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 [X]

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

Yes [ ] No [X]

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

Yes [ ] No [X]

[1] 'Change of Control' shall mean any events resulting in:

(i) any 'person' (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the 'beneficial owner' (as defined in Rule 13(d)-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

MEDX Holdings, Inc. as of 12/15/2015
Cantor Group, Inc as of 08/12/2015
Disaboom Inc as of 11/12/2006
Disaboo, Inc. as of 09/05/2006

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

The issuer's state of incorporation is Wyoming as of December 28, 2015.
The issuer was previously incorporated in Delaware from September 5, 2006 to December 28, 2015.
The issuer's standing in the State of Wyoming is active.

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

None

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

None

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

1621 Central Avenue, Cheyenne, WY 82001

The address(es) of the issuer's principal place of business:
Check box if principal executive office and principal place of business are the same address: [X]

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

Yes [ ] No [X]

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

None

2. **Security Information**

Trading symbol:	MEDH		
Exact title and class of securities outstanding:	Common Stock		
CUSIP:	58403T107		
Par or stated value:	$0.001		
Total shares authorized:	1,000,000,000	as of date	12/31/2021
Total shares outstanding:	690,499,016	as of date	12/31/2021
Number of shares in the Public Float[2]:	474,948,701	as of date	12/31/2021
Total number of shareholders of record:	233	as of date	12/31/2021

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

Trading symbol:	MEDH		
Exact title and class of securities outstanding:	Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	180,000,000	as of date	12/31/2021
Total shares outstanding:	86,950,000	as of date	12/31/2021

Transfer Agent

Name: EQ Shareowner Services
Phone: (303) 282-4800
Email karen.naughton@equiniti.com
Address: One Glenwood Ave., Suite 1001, Raleigh, NC 27603

Is the Transfer Agent registered under the Exchange Act?[3] Yes [X] No [ ]

3. **Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to aquire such securities, issued for services. Using the tabular format below, please descibe these events.

A. Changes to the Number of Outstanding Shares

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

[2] 'Public Float' shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Shares Outstanding as of the Second Most Recent Fiscal Year End Date: 12/31/2019 Opening balance: Common: 63,499,016 Preferred: 6,950,000			*Right-click the rows below and select 'insert' to add rows as needed						
Date of Transaction	Transaction Type (eg. new issuance, cancelletion, shares returned to treasury)	Number of Shares Issued (or Cancelled)	Class of Securities	Value of Shares Issued ($/share) at issuance	Were the shares issued at a discount to market price at time of issuance (Y/N)	Individual / Entity shares were issued to (entities must have individual with voting / investment control disclosed)	Reason for share issuance (eg. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing	Exemption or Registration Type
6/29/2020	New issuance	5,000,000	Common	$ 0.001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
7/1/2020	New issuance	60,000,000	Common	$ 0.001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
7/27/2020	New issuance	5,000,000	Common	$ 0.001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
11/29/2020	New issuance	10,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
1/4/2021	New issuance	10,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
1/26/2021	New issuance	10,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
2/3/2021	New issuance	10,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
2/9/2021	New issuance	10,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
2/17/2021	New issuance	10,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
2/26/2021	New issuance	10,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
3/4/2021	New issuance	20,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
3/16/2021	New issuance	20,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
3/29/2021	New issuance	20,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
4/18/2021	New issuance	30,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
5/24/2021	New issuance	45,000,000	Common	$ 0.0001	N	Northwoods Elite (Richard Kilchelsky)	Debt Conversion	Unrestricted	144
7/1/2021	New issuance	209,500,000	Common	$ 0.0002	N	Capitol Capital Corp (Mark Miller)	Debt Conversion	Unrestricted	144

7/20/2021	New issuance	45,000,000	Common	$ 0.0002	N	Capitol Capital Corp (Mark Miller)	Debt Conversion	Unrestricted	144
8/6/2021	New issuance	22,500,000	Common	$ 0.0002	N	Capitol Capital Corp (Mark Miller)	Debt Conversion	Unrestricted	144
8/27/2021	New issuance	60,000,000	Common	$ 0.0002	N	Capitol Capital Corp (Mark Miller)	Debt Conversion	Unrestricted	144
8/31/2021	New issuance	60,000,000	Series D Preferred	$ 0.0001	N	Hans Enriquez	Acquisition	Restricted	None
8/31/2021	New issuance	10,000,000	Series E Preferred	$ 0.25	N	Hans Enriquez	Acquisition	Restricted	None
8/31/2021	New issuance	10,000,000	Series F Preferred	$ 0.25	N	Hans Enriquez	Acquisition	Restricted	None
10/20/2021	New issuance	15,000,000	Common	$ 0.0001	N	Capitol Capital Corp (Mark Miller)	Debt Conversion	Unrestricted	144
Shares Outstanding as of Date of This Report Date Ending balance: 12/31/2021 Common: 675,499,016 Preferred: 86,950,000									

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

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

B. Debt Securities, including Promissory and Convertible Notes

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

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

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

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

4, **Financial Statements**

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

☒ US GAAP

☐ IFRS

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

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

Name:	Hans Enriquez
Title:	CEO
Relationship to Issuer:	President

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

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

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

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

Financial statements are incorporated herein

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

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

The purpose of this section is to provide a clear description of the issuer’s current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations. (If the issuer does not have current operations, state 'no operations').

Commercial real estate development

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

The Company operates through its subsidiaries, Smart Brand Digital LLC, Dazed Inc., Counterculture Brands, Inc. and Craft Herbs LLC.

C. Describe the issuers’ principal products or services.

Commercial real estate development.

[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.

6. **Issuer's Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

Corporate office: MedX Holdings, Inc., 1621 Central Avenue, Cheyenne, WY 82001

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

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

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

Name of Officer, Director or Conrol Person	Affiliation with Company (eg. Officer Title / Director/Owner of more than 5%)	Residential Address (City / State only)	Number of shares owned	Share type/class	Ownership percentage of class outstanding	Note
Hans Enriquez	Director/CEO/CFO	Austin, TX	50,000	Series C Preferred	100.0%	CEO as of 06/05/2020
Hans Enriquez	Director/CEO/CFO	Austin, TX	4,000,000	Series B Preferred	100.0%	CEO as of 06/05/2020
Hans Enriquez	Director/CEO/CFO	Austin, TX	60,000,000	Series D Preferred	100.0%	CEO as of 06/05/2020
Hans Enriquez	Director/CEO/CFO	Austin, TX	10,000,000	Series E Preferred	100.0%	CEO as of 06/05/2020
Hans Enriquez	Director/CEO/CFO	Austin, TX	10,000,000	Series F Preferred	100.0%	CEO as of 06/05/2020

8. **Legal/Disciplinary History**

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

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

   None

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

   None

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

   None

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

   None

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

None

9. Third Party Providers

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

Securities Counsel

Name: Jonathan Leinwand
Firm: Jonathan Leinwand, Esq
Address1: 20900 NE 30th Ave, 8th Floor
Address2: Aventura, FL 33180
Phone: (954) 903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: ______
Firm: ______
Address1: ______
Phone: ______
Email: ______

Investor Relations

Name: ______
Firm: ______
Address1: ______
Phone: ______
Email: ______

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

Name: Erwin Vahlsing, Jr
Firm: XBRL Associates, Inc.
Nature of Services: Consult on financials and disclosures
Address1: PO Box 19652, Johnston, RI 02919
Phone: (401) 648-0802
Email: evahlsing@xbrlassociates.com

10. **Issuer Certification**

Principal Executive Officer

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

The certifications shall follow the format below:

I, Hans Enriquez, certify that:

1. I have reviewed this Annual Report of MEDX Holdings, 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.

4/29/2022

/s/ Hans Enriquez (CEO's Signature)

Principal Financial Officer

I, Hans Enriquez, certify that:

1. I have reviewed this Annual Report of MEDX Holdings, 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.

4/29/2022

/s/ Hans Enriquez (CFO's Signature)

MEDX HOLDINGS, INC.
(MEDH)

ANNUAL REPORT
FOR THE YEAR ENDING DECEMBER 31, 2021

April 29, 2022

1621 Central Avenue
Cheyenne
WY 82001

MEDX HOLDINGS, INC.
ANNUAL REPORT
FOR THE YEAR ENDING DECEMBER 31, 2021
(Unaudited)

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MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited Financial Statements
Balance Sheet

	Notes	As at December 31, 2021	As at December 31, 2020
ASSETS			
Current assets			
Cash and cash equivalents	2	$ -	$ -
Accounts receivable, net	2	-	-
Inventory		-	-
Other current assets		-	-
Total current assets		-	-
Fixed assets			
Property, plant & equipment	5	37,500	37,500
Accumulated depreciation	5	(30,000)	(22,500)
Goodwill	6	10,002,000	996,000
Other intangible assets	6	200	200
Accumulated amortization	6	(200)	-
TOTAL ASSETS		$ 10,009,500	$ 1,011,200
LIABILITIES & STOCKHOLDERS' EQUITY			
Current liabilities			
Accounts payable, trade		$ -	$ -
Accrued expenses		26,000	-
Loans & notes payable, s/t or current	7	-	96,242
Derivative liability	9	-	769,936
Total current liabilities		26,000	866,178
Other long-term liabilities	9	4,000,000	-
TOTAL LIABILITIES		$ 4,026,000	$ 866,178
STOCKHOLDERS' EQUITY			
Preferred stock:			
Preferred stock Series A: par value $0.001, 50,000,000 authorized and 2,900,000 issued and outstanding at December 31, 2021 and December 31, 2020	8	2,900	2,900
Preferred stock Series B: par value $0.001, 40,000,000 authorized and 4,000,000 issued and outstanding at December 31, 2021 and December 31, 2020	8	4,000	4,000
Preferred stock Series C: par value $0.01, 10,000,000 authorized and 50,000 issued and outstanding at December 31, 2021 and December 31, 2020	8	500	500
Preferred stock Series D: par value $0.0001, 60,000,000 and nil authorized and 60,000,000 and nil issued and outstanding at December 31, 2021 and December 31, 2020 respectively	8	6,000	-
Preferred stock Series E: par value $0.25, 10,000,000 and nil authorized and 10,000,000 and nil issued and outstanding at December 31, 2021 and December 31, 2020 respectively	8	2,500,000	-
Preferred stock Series F: par value $0.25, 10,000,000 and nil authorized and 10,000,000 and nil issued and outstanding at December 31, 2021 and December 31, 2020 respectively	8	2,500,000	-
Common stock: par value $0.001, 1,000,000,000 authorized and 690,499,016 and 143,499,016 issued and outstanding at December 31, 2021 and December 31, 2020 respectively	8	667,199	120,199
Additional paid-in capital		2,761,684	3,218,784
Accumulated deficit		(2,458,783)	(3,201,361)
TOTAL STOCKHOLDERS' EQUITY		5,983,500	145,022
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		$ 10,009,500	$ 1,011,200

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited Financial Statements
Statement of Operations

	For the Year Ending December 31, 2021	2020
Revenues	$ -	$ -
Cost of goods sold	-	-
Gross profit	-	-
Operating expenses		
Selling, general & administrative expenses	23,030	61,046
Bad debt provision	-	-
Depreciation & amortization	7,700	7,500
Total operating expenses	30,730	68,546
Net operating income (loss)	(30,730)	(68,546)
Other income (expenses)		
Bank charges	3,372	(8,585)
Amortization of debt discount	-	(82,651)
Gain (loss) on revaluation of derivative liability	769,936	(190,363)
Other income (expenditure) net	-	(2,441,195)
Net income (loss) before income taxes	$ 742,578	$ (2,791,340)
Provision for corporation taxes	-	-
Net income (loss)	742,578	$ (2,791,340)
Net income (loss) per share	$ 0.00	$ (0.03)
Weighted average shares outstanding	423,624,016	92,249,016

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited Financial Statements
Statement of Changes in Stockholders' Equity

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Surplus (Deficit)	Total
	Number	Value	Number	Value			
Balance b/f as at January 1, 2020	6,950,000	$ 7,400	63,499,016	$ 40,199	$ 2,236,284	$ (410,021)	$ 1,873,862
Preferred stock issued for acquisition	4,000,000	4,000	-	-	996,000	-	1,000,000
Preferred stock canceled on disposal	(4,000,000)	(4,000)	-	-	-	-	(4,000)
Common stock issued to repay debt	-	-	80,000,000	80,000	(13,500)	-	66,500
Net loss, year ending December 31, 2020	-	-	-	-	-	(2,791,340)	(2,791,340)
Balance b/f January 1, 2021	6,950,000	$ 7,400	143,499,016	$ 120,199	$ 3,218,784	$ (3,201,361)	$ 145,022
Preferred stock issued for acquisition	80,000,000	5,006,000	-	-	-	-	5,006,000
Common stock issued to repay debt	-	-	547,000,000	547,000	(457,100)	-	89,900
Net income, year ending December 31, 2021	-	-	-	-	-	742,578	742,578
Balance c/f as at December 31, 2021	86,950,000	$ 5,013,400	690,499,016	$ 667,199	$ 2,761,684	$ (2,458,783)	$ 5,983,500

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited Financial Statements
Statement of Cash Flow

	For the Year Ending December 31, 2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 742,578	$ (2,791,340)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	7,700	7,500
Amortization of debt discount	-	82,651
(Gain) loss on revaluation of derivative liability	(769,936)	190,363
Minority interest	-	-
Financing costs	(3,372)	8,585
Changes in operating assets and liabilities:		
Accounts receivable	-	-
Accounts payable and other current liabilities	4,026,000	(15,574)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	4,002,970	(2,517,815)
CASH FLOWS FROM INVESTING ACTIVITIES		
Sale (purchase) of tangible assets	-	-
Sale (purchase) of intangible assets	(9,006,000)	(996,000)
NET CASH (USED IN) INVESTING ACTIVITIES	(9,006,000)	(996,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of equity	5,095,900	1,065,500
Proceeds from (repayment of) debt instruments	(96,242)	6,849
Financing costs	3,372	(8,585)
NET CASH PROVIDED BY FINANCING ACTIVITIES	5,003,030	1,063,764
NET INCREASE (DECREASE) IN CASH	-	(2,450,051)
Cash, beginning of year	-	2,450,051
Cash, end of year	$ -	$ -
SUPPLEMENTAL DISCLOSURES		
Supplemental schedules of non-cash investing and financing activities		
Conversion of debt to common or preferred stock	$ 89,900	$ 1,000

See accompanying notes to these condensed consolidated unaudited financial statements.

NOTE 1. NATURE AND BACKGROUND OF BUSINESS

The accompanying consolidated financial statements include MEDX Holdings, Inc. (the 'Company', 'we' or 'us'), a Wyoming corporation, its wholly-owned subsidiaries and any majority controlled interests.

Originally a development business, the Company has now become a holding company focused on acquiring businesses throughout the United States which have proven track records to maximize return on investment. Through its subsidiaries, the Company acquires real estate and develops and builds residential and commercial properties for immediate sale or long-term cash flow.

The Company was originally incorporated in Colorado on September 5, 2006 as Disaboo, Inc., with the name changed to Disaboom, Inc. on November 12, 2006 and Cantor Group, Inc. on August 12, 2015. The Company was redomiciled to Wyoming on December 28, 2015 and changed its name to MedX Holdings, Inc. on the same day.

On December 19, 2019, there was a change of control of the Company, whereby Mark Miller resigned as director and CEO and Jason Black became the controling shareholder and interim President through the assignment of a convertible loan note for $70,000 to Mark Miller, the issuance of 50,000 series C preferred shares and the cancellation of 93,117,200 shares of common stock.

On December 21, 2019, Jeremy Amsden was appointed as the Company's CEO.

On February 24, 2020, the Company initiated the acquisition of Bio Hydro LLC as a wholly owned subsidiary, through the issuance of 4,000,000 series B preferred shares. Simultaneous with the transfer, the Company completed the divestment of its subsidiaries, MJ Builders of MN and DDG Properties. Bio Hydro LLC is engaged in the development of real estate in Arizona to procure pharmaceutical grade water wells in Arizona's saturated zone, Maricopa County.

On June 5, 2020, Jeremy Amsden resigned as the Company's CEO and as a director due to an injury and was replaced by Hans Enriquez.

On January 12, 2021, Jason Black transferred 50,000 shares of Preferred Stock Series C to Hans Enriquez, effectively transferring control of the Company. The transfer of stock was in return for a three year lease to be used for industrial hemp farming and processing.

On February 17, 2021, the Company determined that the acquisition of Bio Hydro LLC would not be completed and canceled the outstanding shares of preferred stock Series B. The Company agreed in principle to acquire Smart Brand Digital LLC from Hans Enriquez, with the acquisition to be closed later in 2021.

The Company completed the acquisitions of Smart Brand Digital LLC, Dazed, Inc., Counterculture Brands, Inc. and Craft Herbs LLC, all from Hans Enrqiquez, the Company's CEO, all in August 2021.

At no point in its history has the Company been classified as a shell by any governmental agency.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared for MEDX Holdings, Inc. in accordance with accounting principles generally accepted in the United States of America (US GAAP), with all numbers shown in US Dollars.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included. The financial statements include acquired subsidiaries, as discussed below, and include all consolidation entries required to include those subsidiaries.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates

Cash and Cash Equivalents

For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as at December 31, 2021 or 2020.

Income Taxes

Income taxes are provided in accordance with the FASB Accounting Standards (ASC 740), Accounting for Income Tax. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Any deferred tax expense (benefit) resulting from the net change during the year is shown as deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it was more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Basic and Diluted Net Income (Loss) Per Share

Net income (loss) per unit is calculated in accordance with Codification topic 260, "Earnings per Share" for the periods presented. Basic net loss per share is computed using the weighted average number of common shares outstanding. Diluted loss per share has not been presented because the shares of common stock equivalents have not been included in the per share calculations as such inclusion would be anti-dilutive. Diluted earnings per share is based on the assumption that all dilutive stock options, warrants and convertible debt are converted or exercised applying the treasury stock method. Under this method, options, warrants and convertible debt are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase shares of common stock at the average market price during the period. Options, warrants and/or convertible debt will have a dilutive effect during periods of net profit only when the average market price of the units during the period exceeds the exercise or conversion price of the items.

Stock Based Compensation

Codification topic 718 "Stock Compensation" requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred. The Company has not yet adopted a stock option plan and all share-based transactions and share based compensation has been expensed in accordance with the codification guidance.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities". Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instruments are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments when it has determined that the embedded conversion options should not be bifurcated from their host instruments in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying shares of common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares of common stock based upon the differences between the fair value of the underlying shares at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event not within the entity's control could require net cash settlement, then the contract shall be classified as an asset or a liability.

Fair Value of Financial Instruments

We adopted the guidance of ASC-820 for fair value instruments, which clarifies the definition of fair value, prescribes methods for determining fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value, as follows:

Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2 Inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3 Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The carrying amounts for cash, accounts receivable, accounts payable and accrued expenses, and loans payable approximate their fair value based on the short-term maturity of these instruments. We did not identify any assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with the accounting guidance as at December 31, 2021 or 2020.

ASC 825-10 "Financial Instruments" allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. We elected to apply the fair value option to outstanding instruments.

Derivative Liabilities

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common stock. The Company assessed that it had derivative liabilities as at December 31, 2021 and 2020, as detailed in Note 11, Derivative Liabilities.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirement of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Impact of New Accounting Standards
The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

NOTE 3. GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Currently, the Company does not have significant cash or other material assets, nor does it have operations or a source of revenue sufficient to cover its operation costs and allow it to continue as a going concern.

The Company has a limited operating history and had a cumulative net loss from inception to December 31, 2021 of $2,458,783. The Company has a working capital deficit of $26,000 as at December 31, 2021.

These financial statements for the year ending December 31, 2021 have been prepared assuming the Company will continue as a going concern, which is dependent upon the Company's ability to generate future profits and/or obtain necessary financing to meet its obligations as they come due.

The management has committed to an aggressive growth plan for the Company. The Company's future operations are dependent upon external funding and its ability to execute its business plan, realize sales and control expenses. Management believes that sufficient funding will be available from additional borrowings and private placements to meet its business objectives including anticipated cash needs for working capital, for a reasonable period of time. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its business operation, or if obtained, upon terms favorable to the Company.

NOTE 4. ACQUISITIONS AND DISPOSALS

The Company has made various acquisitions and disposals over several years:

MJ Builders of MN, LLC ("MJ") and DDG Properties, LLC ("DDG")
On January 15, 2018, the Company acquired MJ Builders of MN, LLC ("MJ") and DDG Properties LLC ("DDG") as wholly-owned subsidiaries. MJ serves as a licensed contractor in the state of Minnesota. In addition to building custom homes, MJ also owns several rental properties, as does DDG, both residential and commercial, all of which were leased at the point of acquisition, creating both a hard asset and ongoing revenue stream for the Company's shareholders. The CEO of MJ also became the CEO, President and controlling shareholder of the Company on completion of the acquisition.

The purchase price for MJ and DDG was $1,000,000, satisfied through the issuance of 4,000,000 shares of series B Preferred Stock valued at $0.25 per share, with the acquisition price broken down as follows:

Subsidiary	Allocation
Cash on hand	-
Current assets	-
Fixed assets	411,311
Current liabilities	(411,311)
Goodwill	1,000,000
Total	**$ 1,000,000**

The assets and liabilities acquired totaled nil, with the balance of the purchase price of $1,000,000 allocated to Goodwill.

In October 2019, the Company sold all rental properties owned by MJ and DDG and repaid all loans related to these properties. The Goodwill related to the original acquisitions was written off as part of the transaction.

On February 24, 2020, the Company disposed of both MJ and DDG in full. The 4,000,000 series B Preferred Stock, valued at $0.25 per share, that were issued for the acquisition, were returned to the Company.

Also on February 24, 2020, the Company agrred to acquire Bio Hydro LLC for $1,000,000, to be satisfied through the issuance of 4,000,000 shares of series B Preferred Stock valued at $0.25 per share.

On February 17, 2021, the Company's board of directors recognized that it would not close the acquisition of Bio Hydro LLC and decided instead to approve the acquisition of Smart Brands Digital LLC, a Texas limited liability company, as a wholly-owned subsidiary, from Mr Hans Enriquez, the Company's CEO, with the consideration to be 4,000,000 shares of series B Preferred Stock. The acquisition was to be completed later in 2021.

On August 6, 2021, the Company acquired Dazed, Inc., a Company then owned by Mr. Hans Enriquez, the Company's CEO, in exchange for 60,000,000 shares of Series D Preferred Stock, equivalent to 600,000,000 shares of Common Stock and $4,000,000 in deferred cash payments.

On August 20, 2021, the Company issued the 4,000,000 shares of Preferred Stock Series B, with a value of $0.25 per share, to Mr. Hans Enriquez, to complete the acquisition of Smart Brands Digital LLC.

On September 9, 2021, the Company issued the newly-created 10,000,000 shares of Series E Preferred Stock, with a value of $0.25 per share, to Hans Enriquez, the Company's CEO, in exchange for the acquisition of Counterculture Brands, Inc.

On September 9, 2021, the Company issued the newly-created 10,000,000 shares of Series F Preferred Stock, with a value of $0.25 per share, to Hans Enriquez, the Company's CEO< in exchange for the acquisition of Craft Herbs LLC.

NOTE 5. FIXED ASSETS

The Company holds fixed assets with values at December 31, 2021 and 2020 as follows:

Asset	Useful Life (years)	December 31, 2021	December 31, 2020
Fixed assets	5	$ 37,500	$ 37,500
Accumulated depreciation		(30,000)	(22,500)
Total		**$ 7,500**	**$ 15,000**

During the year ending December 31, 2021, a total of $7,700 was charged to the Statement of Operations for depreciation.

NOTE 6. INTANGIBLE ASSETS

Based on the acquisition and disposal activity detailed in Note 4, the Company retained the following intangible assets as at December 31, 2021 and 2020:

Asset	Description	December 31, 2021	December 31, 2020
Goodwill	Goodwill created through acquisition	$ 10,002,000	$ 996,000
Intangible assets	Design costs	200	200
Goodwill	Accumulated amortization	(200)	-
Total		**$ 10,002,000**	**$ 996,200**

The Company acquired MJ Properties of MN, LLC and DDG Properties, LLC in January 2018, creating $1,000,000 of Goodwill through these transactions. The Company also capitalized its reorganization costs connected with these transactions

On the sale of all of the Company's rental properties in October 2019, the Company extinguished the Goodwill created through the original transaction, as well as the capitalized reorganization costs.

On February 24, 2020, the Company agreed to acquire Bio Hydro LLC for $1,000,000 in total, with $996,000 of this represented by Goodwill. However, this transaction did not close and the Company instead acquired Smart Brand Digital LLC on the same terms, with the acquisition being completed in August 2021.

In August 2021, the Company completed the acquisitions of Dazed, Inc, Counterculture Brands, Inc, and Craft Herbs LLC, creating goodwill of $4,006,000, $2,500,000 and $2,500,000 respectively, to add to the $996,000 allocated againast Smart Brand Digital LLC.

Goodwill is not amortized, but is tested on an annual basis for impairment and the value of the goodwill written down accordingly if the value is below the carrying value in the financial statements.

There was no impairment test carried out during the period ending December 31, 2021.

NOTE 7. LOANS AND NOTES PAYABLE

The Company had no loans or notes payable as at December 31, 2021 and 2020.

Description		Principal Amount	Date of Loan Note	Maturity Date		December 31, 2021		December 31, 2020
Loan from Northwoods Elite, 12 months, 20% interest	$	18,500	10/21/2019	10/21/2020	$	-	$	20,805
Loan from Mark Miller, 12 months, 8% interest		70,000	12/19/2019	12/19/2020		-		75,437
Total					$	-	$	96,242
Long-term total					$	-	$	-
Short-term total					$	-	$	96,242

Loans and Notes Amortization		Amount Due
Due within 12 months	$	-
Due within 24 months		-
Due within 36 months		-
Due within 48 months		-
Due after 48 months		-
Total	$	-

NOTE 8. CAPITAL STOCK

As at December 31, 2021 and 2020, the Company was authorized to issue Preferred Stock and Common Stock as detailed below.

Preferred Stock

At December 31, 2021 the Company had authorized Preferred Stock in six designation totaling 180,000,000 shares:

Preferred Stock Series A

The Company is authorized to issue 50,000,000 shares of Series A, with a par value of $0.001 per share. As at January 1, 2019, the Company had 400,000 shares of Series A preferred stock issued and outstanding.

On November 26, 2019, the Company issued 2,500,000 shares of Series A preferred stock in return for consulting services taking the total number of outstanding shares to 2,900,000.

At December 31, 2021 the Company had 2,900,000 shares of Preferred Stock Series A issued and outstanding.

Preferred Stock Series B

The Company is authorized to issue 40,000,000 shares of Series B, with a par value of $0.001 per share. As at January 1, 2019, the Company had no shares of Series B preferred stock issued or outstanding.

On January 15, 2018, the Company issued 4,000,000 shares of Series B preferred stock at $0.25 each as part of a transaction to acquire MJ Builders of MN, LLC and DDG Properties, LLC. This took the total number of shares of Series B preferred stock outstanding to 4,000,000.

On February 25, 2020, the Company canceled 4,000,000 shares of Series B preferred stock, valued at $0.25 when they were returned as part of the disposal of MJ Builders of MN, LLC.

On February 25, 2020, the Company issued 4,000,000 shares of Series B preferred stock at $0.25 each as part of a transaction to acquire Bio Hydro, LLC. This took the total number of shares of Series B preferred stock outstanding to 4,000,000.

Preferred Stock Series C

The Company is authorized to issue 10,000,000 shares of Series C, with a par value of $0.01 per share. As at January 1, 2019, the Company had no shares of Series C preferred stock issued and outstanding.

On December 19, 2019, the Company issued 50,000 shares of Series C preferred stock at $0.01 each as part of a transaction whereby Mark Miller acquired control of the Company. This took the total number of shares of Series C preferred stock outstanding to 50,000.

On January 12, 2021, Hans Enriquez acquired the 50,000 shares of Series C preferred stock as part of a transaction whereby Mr. Enriquez acquired control of the Company.

Preferred Stock Series D

At a board meeting in August 2021, the Company is designated and is authorized to issue 60,000,000 shares of Series D preferred stock, with a par value of $0.0001 per share.

	All 60,000,000 shares of Series D preferred stock were issued to Hans Enrique in August 2021 to complete the acquisition of Dazed, Inc.
Preferred Stock Series E	At a board meeting in August 2021, the Company designated and is authorized to issue 10,000,000 shares of Series E preferred stock, with a par value of $0.25 per share. All 10,000,000 shares of Series E preferred stock were issued to Hans Enrique in August 2021 to complete the acquisition of Counterculture Brands, Inc.
Preferred Stock Series F	At a board meeting in August 2021, the Company designated and is authorized to issue 10,000,000 shares of Series F preferred stock, with a par value of $0.25 per share. All 10,000,000 shares of Series F preferred stock were issued to Hans Enrique in August 2021 to complete the acquisition of Craft Herbs LLC.

As at December 31, 2021, the Company had a total of 86,950,000 shares of Preferred Stock issued and outstanding.

Common Stock

On February 13, 2014, May 2, 2013 and August 31, 2012, the Company affected one-for-one hundred, one-for-fifty and one-for-seventy reverse stock splits, respectively, collectively referred to as the Stock Splits. Unless otherwise noted, all impacted amounts included in the consolidated financial statements and notes thereto have been retroactively adjusted for the Stock Splits. Unless otherwise noted, impacted amounts include shares of common stock authorized and outstanding, share issuances and cancellations, shares underlying preferred stock, convertible notes, warrants and stock options, shares reserved conversion prices of convertible securities, exercise prices of warrants and options, and loss per share.

As at December 31, 2021, the Company is authorized to issue up to 1,000,000,000 shares of Common Stock with par value of $0.001 per share.

As at January 1, 2020, the Company had 63,499,016 shares of Common Stock issued and outstanding.

On March 10, 2018 the Company issued 98,117,200 shares of Common Stock to an investor for investment of $245,293, or $.0025 per share.

On April 19, 2018 the Company issued 10,000,000 shares of Common Stock to a debt holder for debt conversion of $3,000, or $.0003 per share.

On December 4, 2018 the Company issued 11,000,000 shares of Common Stock to a debt holder for debt conversion of $3,300, or $.0003 per share.

On June 2, 2019 the Company issued 13,000,000 shares of Common Stock to a debt holder for debt conversion of $2,600, or $.0002 per share.

On June 29, 2020 the Company issued 5,000,000 shares of Common Stock to a debt holder for debt conversion of $5,000, or $.001 per share.

On July 1, 2020 the Company issued 60,000,000 shares of Common Stock to a debt holder for debt conversion of $60,000, or $.001 per share.

On July 27, 2020 the Company issued 5,000,000 shares of Common Stock to a debt holder for debt conversion of $5,000, or $.001 per share.

On November 29, 2020 the Company issued 10,000,000 shares of Common Stock to a debt holder for debt conversion of $1,000, or $.0001 per share.

On January 4, 2021 the Company issued 10,000,000 shares of Common Stock to a debt holder for debt conversion of $1,000, or $.0001 per share.

On January 26, 2021 the Company issued 10,000,000 shares of Common Stock to a debt holder for debt conversion of $1,000, or $.0001 per share.

On February 3, 2021 the Company issued 10,000,000 shares of Common Stock to a debt holder for debt conversion of $1,000, or $.0001 per share.

On February 9, 2021 the Company issued 10,000,000 shares of Common Stock to a debt holder for debt conversion of $1,000, or $.0001 per share.

On February 17, 2021 the Company issued 10,000,000 shares of Common Stock to a debt holder for debt conversion of $1,000, or $.0001 per share.

On February 26, 2021 the Company issued 10,000,000 shares of Common Stock to a debt holder for debt conversion of $1,000, or $.0001 per share.

On March 4, 2021 the Company issued 20,000,000 shares of Common Stock to a debt holder for debt conversion of $2,000, or $.0001 per share.

On March 16, 2021 the Company issued 20,000,000 shares of Common Stock to a debt holder for debt conversion of $2,000, or $.0001 per share.

On March 29, 2021 the Company issued 20,000,000 shares of Common Stock to a debt holder for debt conversion of $2,000, or $.0001 per share.

On April 18, 2021 the Company issued 30,000,000 shares of Common Stock to a debt holder for debt conversion of $3,000, or $.0001 per share.

On May 24, 2021 the Company issued 45,000,000 shares of Common Stock to a debt holder for debt conversion of $4,500, or $.0001 per share.

On July 1, 2021 the Company issued 209,500,000 shares of Common Stock to a debt holder for debt conversion of $41,900, or $.0002 per share.

On July 20, 2021 the Company issued 45,000,000 shares of Common Stock to a debt holder for debt conversion of $9,000, or $.0002 per share.

On August 6, 2021 the Company issued 22,500,000 shares of Common Stock to a debt holder for debt conversion of $4,500, or $.0002 per share.

On August 27, 2021 the Company issued 60,000,000 shares of Common Stock to a debt holder for debt conversion of $12,000, or $.0002 per share.

On October 20, 2021 the Company issued 15,000,000 shares of Common Stock to a debt holder for debt conversion of $3,000, or $.0002 per share.

As at December 31, 2021, there were 690,499,016 shares of Common Stock issued and outstanding.

NOTE 9. DERIVATIVE LIABILITIES

The Company applies the provisions of ASC Topic 815-40, Contracts in Entity's Own Equity ("ASC Topic 815-40"), under which convertible instruments, which contain terms that protect holders from declines in the stock price (reset provisions), may not be exempt from derivative accounting treatment. As a result, embedded conversion options in convertible debt are recorded as a liability and are revalued at fair value at each reporting date. If the fair value of the note exceeds the face value of the related debt, the excess is recorded as change in fair value in operations on the issuance date.

The Company identified embedded derivatives related to the Convertible Loan Notes issued in October and December 2019 totaling $85,500. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Notes and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Notes, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

Dividend yield	0.00%
Volatility	66.07-71.26%
Risk-free rate	1.60-1.74%

The initial fair value of the embedded debt derivative was $546,665. This amount was allocated as a debt discount up to the proceeds of the notes of $88,500, to be amortized over the life of the Convertible Loan Notes. The remaining balance of $458,165 was charged to operations as a loss on change in fair value of the derivative liability in the year ending December 31, 2019.

The fair value of the embedded debt derivative was reviewed at December 31, 2019, using the following inputs:

Dividend yield	0.00%
Volatility	65.93%
Risk-free rate	1.68%

The fair value of the embedded debt derivative at December 31, 2019 was $579,573, an increase in the valuation of the embedded debt derivative of $32,908 for the period.

The Company identified embedded derivatives related to the Convertible Promissory Note issued in January 2020, for $7,000, with these embedded derivatives including certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Notes and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Notes, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

Dividend yield	0.00%
Volatility	66.11%
Risk-free rate	1.67%

The initial fair value of the embedded debt derivative was $36,921. This amount was allocated as a debt discount up to the proceeds of the note of $7,000, to be amortized over the life of the Convertible Loan Notes. The remaining balance of $29,921 was charged to operations as a loss on change in fair value of the derivative liability.

The fair value of the embedded debt derivative was reviewed at December 31, 2020, using the following inputs:

Dividend yield	0.00%
Volatility	70.82%
Risk-free rate	0.93%

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities for the year ended December 31, 2020:

	December 31, 2020	December 31, 2019
Balance, beginning of period	$ 579,573	$ -
Additions	36,921	546,665
Mark-to-market at modification date	153,442	32,908
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, December 31, 2020	$ 769,936	$ 579,573
Net loss due to change in fair value for the year included in statement of operations	$ (153,442)	$ (32,908)

This mark-to-market increase of $153,442 for the year was charged to the statement of operations as a loss on change in value of derivative liability of $190,363.

At December 31, 2021, the underlying loans had been repaid in full, expunging the derivative liability.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities as at December 31, 2021:

	December 31, 2021	December 31, 2020
Balance, beginning of period	$ 769,936	$ 579,573
Additions	-	36,921
Mark-to-market at modification date	(769,936)	153,442
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, December 31, 2021	$ -	$ 769,936
Net gain due to change in fair value for the year included in statement of operations	$ 769,936	$ (153,442)

This mark-to-market decrease of $769,936 for the year ending December 31, 2021 was charged to the statement of operations as a gain on change in value of derivative liabilities.

NOTE 10. INCOME TAXES

The Company uses the assets and liability method of accounting for income taxes pursuant to SFAS No. 109 "Accounting for Income Taxes". Under the assets and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes." Specifically, the pronouncement prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken from year ended December 31, 2015 tax return onwards. The interpretation also provides guidance on the related derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. The Company adopted this interpretation effective on inception.

For the year ended December 31, 2021, the Company had available for US federal income tax purposes net operating loss carryovers of $2,458,783, all of which will expire by 2041.

The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized.

	December 31, 2021	December 31, 2020
Statutory federal income tax rate	21.00%	21.00%
Statutory state income tax rate	0.00%	0.00%
Valuation allowance	(21.00%)	(21.00%)
Effective tax rate	0.00%	0.00%

Deferred income taxes result from temporary differences in the recognition of income and expenses for financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax assets result principally from the following:

Deferred Tax Assets (Gross Values)		December 31, 2021		December 31, 2020
Net operating loss carry forward	$	(2,458,783)	$	(2,431,425)
Less valuation allowance		2,458,783		2,431,425
Net deferred tax asset	$	-	$	-

NOTE 11. SUBSEQUENT EVENTS
The Company believes there are no significant events to report subsequent to December 31, 2021.

On October 20, 2021, the Company issued a further 15,000,000 shares of common stock to the holder of an existing loan note. This completed the conversion of the loan note in full, leaving the Company with no outstanding loan notes or convertible debt.