Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

APT SYSTEMS INC

505 Montgomery Street, Floor 11, San Francisco, CA 94111

415-200-1105
www.aptsystemsinc.com
info@aptsystemsinc.com

SIC Code 8742

ANNUAL Report
For the Period Ending: January 31, 2022
(the "Reporting Period")

As of year ending January 31, 2022, the number of shares outstanding of our Common Stock was:

2,449,480,426

As of year ending January 31, 2021, the number of shares outstanding of our Common Stock was:

2,208,423,836

As of quarter ending October 31, 2021, the number of shares outstanding of our Common Stock was:

2,449,480,426

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] "Change in Control" shall mean any events resulting in:

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

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.

APT Systems, Inc

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):

APT Systems, Inc. is incorporated in the State of Delaware and has an Active status as of the date of this report.

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:

505 Montgomery Street,
11th Floor
San Francisco, CA
94111

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: ☒

None

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:	APTY
Exact title and class of securities outstanding:	Common Stock
CUSIP:	03834Y 101
Par or stated value:	$0.0001

____

(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.

Total shares authorized: 2,750,000,000 as of date: April 29, 2022
Total shares outstanding: 2,449,480,426 as of date: April 29, 2022
Number of shares in the Public Float[2]: 2,111,124,109 as of date: April 29, 2022
Total number of shareholders of record: 60 shareholders as of date: January 31, 2022

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

Transfer Agent

Name: Pacific Stock Transfer Agent
Phone: (800) 785-7782
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Parkway
Suite 300
Las Vegas, NV 89119

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 01/31/20 Common: 1,180,558,975 Preferred: 1,172,500 (1)			*Right-click the rows below and select "Insert" to add rows as needed.						
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.**

[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.

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

7/01/2020	New Issuance	61,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
7/07/2020	New Issuance	61,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
7/09/2020	New Issuance	61,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
7/10/2020	New Issuance	61,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
7/13/2020	New Issuance	61,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
7/14/2020	New Issuance	61,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
7/20/2020	New Issuance	61,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
8/06/2020	New Issuance	83,333,333	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
8/14/2020	New Issuance	86,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
8/20/2020	New Issuance	91,666,667	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
12/24/2020	New Issuance	96,153,846	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
12/29/2020	New Issuance	96,153,846	Common	$0.0001	No	Power Up Lending Group LTD. - Curt Kramer	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
12/31/2020	New Issuance	83,890,500	Common	$0.0001	No	Power Up Lending	Debt Conversion	Unrestricted	Reg D

						Group LTD. - Curt Kramer	(Convertible Notes)		
5/21/2021	New Issuance	110,000,000	Common	$0.0008	No	Bellridge Capital LP – Robert Klimov	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
6/8/2021	New Issuance	30,238,583	Common	$0.0014	No	Michael Woloshin	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
6/10/2021	New Issuance	77,818,007	Common	$0.0012	No	Cicero Consulting Group LLC – Michael Woloshin	Debt Conversion (Convertible Notes)	Unrestricted	Reg D
6/10/2021	New issuance	8,000,000	Common	$0.0025	Yes	Cicero Consulting Group LLC – Michael Woloshin	Stock issued for cash	Restricted	Section 4(a)(2)
7/15/2021	New issuance	15,000,000	Common	$0.0115	Yes	Regal Consulting, LLC – Robert Morrell	Settlement of Accounts Payable	Unrestricted	Issued under Section 4(a)(2) of the Securities Act, legend removed pursuant to Rule 144
9/14/2021	New issuance	50,000	Preferred – Series C	$1.00	No	Cicero Consulting Group LLC – Michael Woloshin	Stock issued for cash		
12/31/2021	New issuance	30,000	Preferred – Series C	$1.00	No	Cicero Consulting Group LLC – Michael Woloshin	Stock issued for cash		
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date 01/31/22 Common: 2,449,480,426 Preferred: 1,252,500 [(1)]									

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

(1) Consists of the following issued and outstanding shares of the following series of Preferred Stock of our Company:
   a. Series A Preferred Stock 1,000,000
   b. Series B Preferred Stock 65,000
   c. Series C Preferred Stock 187,500

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 ($) (1)	Principal Amount at Issuance ($)	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.)
1/8/14	28,500	50,000	51,701	12/31/16	$0.0001/fixed	Donald Meador	Working Capital
4/23/15	5,000	5,000	2,204	4/23/17	$0.01/fixed	Donald Meador	Working Capital
6/17/15	3,000	3,000	844	9/1/16	N/A (Non-Convertible)	Ray Dove	Working Capital
6/28/15	2,700	2,700	756	9/1/16	N/A (Non-Convertible)	Ray Dove	Working Capital
9/22/15	1,950	1,950	523	12/1/16	N/A (Non-Convertible)	Ray Dove	Working Capital
10/2/15	11,750	11,750	5,181	10/1/17	FV date issued, $0.20	Michael Black	Working Capital
11/23/15	3,000	3,000	780	12/31/18	$9.50/fixed	Cal Dowie	Working Capital
12/8/15	16,121	16,121	4,156	12/31/18	$9.50/fixed	Cal Dowie	Working Capital
1/12/16	1,500	1,500	380	1/31/19	$9.50/fixed	Cal Dowie	Working Capital
3/10/16	2,770	2,770	679	1/31/19	$9.50/fixed	Cal Dowie	Working Capital
3/15/16	2,885	2,885	704	1/31/19	$9.50/fixed	Cal Dowie	Working Capital
6/15/16	7,000	7,000	973	6/15/17	N/A (Non-Convertible)	Chris Dodigovich	Working Capital
8/11/16	3,140	5,500	0	8/11/18	N/A (Non-Convertible)	Pacific Stock Transfer	Working Capital
8/12/16	26,000	26,000	5,809	12/31/17	N/A (Non-Convertible)	Donald Meador	Working Capital
9/21/16	25,909	25,909	5,636	12/31/17	N/A (Non-Convertible)	Donald Meador	Working Capital
11/14/17	33,081	33,081	-	11/14/18	55% of lowest trading price in last 15 days.	John Fife	Working Capital

4/4/18	71,250	83,000	20,972	4/4/19	lowest of $0.006 or 55% of lowest trading price in 12 prior days	Robert Klimov	Working Capital
8/24/18	25,000	25,000	4,860	2/28/19	70% of the lowest trading price the five trading days prior to conversion	Michael Woloshin	Working Capital
8/24/18	25,000	25,000	4,860	2/28/19	70% of the lowest trading price the five trading days prior to conversion	Joe Abram	Working Capital
10/26/18	8,000	8,000	1,452	10/25/19	45% discount of FV	Parker Mitchell	Working Capital
8/24/18	75,000	75,000	14,646	2/24/19	70% of the lowest trading price the five trading days prior to conversion	Michael Woloshin	Working Capital
5/20/19	8,000	8,000	1,363	5/21/20	N/A (Non-Convertible)	Donald Meador– no voting control	Working Capital
5/21/2021	33,000	33,000	467	5/21/22	lowest of $0.006 or 55% of lowest trading price in 12 prior days	Robert Klimov	Working Capital
7/28/2021	27,500	27,500	16	7/28/22	lowest of $0.006 or 55% of lowest trading price in 12 prior days	Robert Klimov	Working Capital

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

(1) As of January 31, 2022.

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 with support from:

Name: **Fresh Notion Financial Services**
Individual Contributors: **Matt Lourie**
Title: **Financial Report Consulting Firm**
Relationship to Issuer: **Independent Service Contractor**

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; attached.
D. Statement of Income; attached.
E. Statement of Cash Flows; attached.
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity) attached.
G. Financial notes; attached.
H. Audit letter, if audited. N/A

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")

APT Systems, Inc. ("APT Systems", "APTY", "we", "us", "our", the "company") is a fintech company that specializes in the creation of financial platforms and innovative stock research tools, including a platform to manage global escrow named "Verifundr, supported by a stablecoin named Spera and an equities trading application (called "Intuitrader"). We have proprietary charting indicators and apps under the brand KenCharts that we intend to expand into tracking cryptocurrencies as well as traditional equities markets. APT Systems recently sold its subsidiary AUREX Trading and Recovery Inc. that was created to facilitate the refining of electronic scrap to recover gold and other precious metals. The scaled back recovery operations are now a division within APT which recovers gold that may be used to partially back the Spera stablecoin. The Company's wholly-owned subsidiary SNAPT Games was created to further facilitate creative financial app development by developing and deploying games. We have acquired and developed games for handheld devices with a view to using some of the gaming technology inside of our trading and charting applications. The management of APT Systems, Inc. works to deliver its financial ecosystem while also strategically looking to acquire other compatible financial businesses and or applications which demonstrate strong growth potential that supports our brand.

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

The Company's active, wholly-owned subsidiary companies include:

- SNAPT Games Inc., a Delaware corporation
- SOLD - AUREX Trading and Recovery Inc., a Delaware corporation.

The Company's non-active, wholly-owned subsidiary companies include:

- RCSP Management Inc

C. Describe the issuers' principal products or services.

As described above, APT Systems was formed to operate as a fintech company, engaging in the creation of innovative trading platforms, financial apps and imagining new visual solutions for charting the financial markets. We are now focused on building a financial ecosystem around escrow services and a trading platform that we are planning to back with a true stablecoin named Spera (SPRA). To further facilitate our business plans for engaging verified participants on the Verifundr escrow platform, we have studied and participated in Know Your Customer (KYC) and Anti-Money Laundering (AML) data managing techniques. We also intend utilizing real time and delayed data networks along with graphic techniques pioneered in the gaming industry for charting tools. Our aim is to provide a trusted ecosystem and true stablecoin to support buyers and sellers transacting while reducing friction and fraud in financial transactions.

The Company has two sources of modest revenue. First, the Company generates revenue by selling and generating in-app purchases from various apps and games on major app platforms. Second, the Company buys, accepts and processes electronic scrap for recovering precious metals. The Company wants to see that computers, phones and other electronic equipment do not end up in landfills. In addition, the Company can accept and help process precious metals on behalf of customers and receives fees based on the value returned to the customer.

In August of 2017, the Company launched a wholly owned Delaware subsidiary named SNAPT Games, Inc. Management admires graphic techniques used in the gaming industry and wants to selectively introduce these to its financial platforms and charting tools. APT Systems acquired its first game app on August 24, 2017 and rebranded it Chick Chick Boom for release on iOS worldwide. In November 2017, the Company formally launched its second game, Hogg Wild inside The Apple App Store. SNAPT Games subsequently acquired and released additional apps on the Apple App Store. The Company has not generated any significant revenues from the release of any SNAPT Games apps to date.

The Company continues to explore open source Blockchain technology for its platforms that include Spera stablecoin, Verifundr escrow and payments. The white paper for Spera is currently being rewritten to incorporate gold as partially backing the stablecoin along with the US Dollar. The Company has previously stated its intent to build an escrow platform and created early technical documents which were used to develop the user experience diagrams. The Company continues to explore how to deliver under the Verifundr brand and the development of associated products. The Company retained additional legal counsel to go over matters regarding the escrow, payments and cryptocurrency platforms, and it was formally announced that William Uchimoto, Esquire joined our team. The Company was also exploring ULEX contract arbitration, being the underpinnings of a contracts legal system and a relationship with StartUpSocieties.com to further research how this might be incorporated into corporate agreements.

The steps remaining for us to begin selling our trading apps and subscriptions are to finalize the programming of platforms and rewriting the existing tested software used in our products, specifically our charting tools and Intuitrader trading platform, then begin sales and marketing campaigns, contact prospective licensees, and deliver our products, which we expect to complete after our initial contact with prospective licensees. Our Intuitrader app would be available to users on a subscription fee plan, and we plan to grant licenses for our app to financial companies and brokerage firms for use by their employees and clients. The goal is to have our product used by both handheld (tablet and Smartphone application users) and web-based clients alongside Verifundr members.

Kencharts for iOS was released at the end of January 2018. The Company had engaged additional developers from Computools to help finish the Android version of Kencharts. It is anticipated that this next app version will be available again after funding is in place for the complete financial ecosystem including Intuitrader. The Company is also exploring a version of Kencharts that will deliver data on cryptoassets for making trading decisions in this arena.

On November 30, 2018, APT created a division to accept and process electronic scrap for recovering precious metals and to see that computers, phones and other electronic equipment did not end up in landfills. In 2021, we sold the subsidiary company named AUREX Trading and Recovery Inc. Management remains optimistic that under new management these operations can continue to impact the environment positively. APT will continue to selectively purchase scrap material for refining and recovering gold to support our stablecoin, Spera (SPRA).

6) Issuer's Facilities

Executive offices with reception are located at 505 Montgomery Street, Floor 11, San Francisco, CA. Due to Covid 19 the majority of work was and is still performed at the homes of contracted workers.

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 Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Glenda Dowie	President, CEO and Officer	Robesonia, PA	72,000,000	Common Stock	3.2%	
Glenda Dowie	President, CEO and Officer	Robesonia, PA	920,000	Series A Preferred Stock	92%	
Carl Hussey	Treasurer, CFO and Officer	Winnipeg, MB Canada	40,000	Series A Preferred Stock	4%	
Joseph Gagnon	Secretary, CFO and Officer	Comptche, CA	40,000	Series A Preferred Stock	4%	

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, <u>in the past 10 years</u>, 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);

   NO

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;

   NO

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

   NO

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.

   NO

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.

Neither the company nor its subsidiary is subject to any court proceeding as a defendant.

9) Third Party Providers

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

<u>Securities Counsel</u>

Name: Paden Hanson
Firm: Pearson Butler LLC
Address: 1802 South Jordan Parkway
Suite 200
South Jordan, UT 84095
Phone: 801-495-4101
Email: paden@pearsonbutler.com

<u>Legal Counsel</u>

Name: William Uchimoto
Firm: W Uchimoto Law
Address: 613 Cascades Court
Berwyn, PA 19312
Phone: 215-990-7416
Email: wwuchimoto@gmail.com

Auditor of Record

Firm:	M&K CPAS, PLLC
Address:	363 N. Sam Houston Parkway E. Suite 650 Houston, TX 77060
Phone:	(832) 242-9950

Other Service Providers

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

Name:	
Firm:	IBN TECH LLC
Nature of Services:	Bookkeeping and Accounting
Address:	1314 E. Las Olas Blvd #1104 Fort Lauderdale, FL 33301
Phone:	1-844-644-8440

Name:	Matt Lourie
Firm:	Fresh Notion Financial Services
Nature of Services:	Financial Reporting Consulting
Address:	PO Box 79897 Houston, TX 77279
Phone:	832-277-7816

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, Glenda Dowie certify that:

1. I have reviewed this annual 10K disclosure statement of APT Systems Inc for year ending January 31, 2022.

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 29, 2022

/s/ Glenda Dowie [CEO's Signature]

Principal Financial Officer:

I, CARL HUSSEY certify that:

1. I have reviewed this annual 10K disclosure statement of APT Systems Inc for year ending January 31, 2022.

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 29, 2021

/s/ Carl Hussey [CFO's Signature]

APT Systems, Inc.

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended January 31, 2022 and 2021

(unaudited)

TABLE OF CONTENTS

APT SYSTEMS, INC.
Consolidated Balance Sheets
(Unaudited)

	January 31, 2022	January 31, 2021
ASSETS		
Current Assets		
Cash and cash equivalents	$ 13,135	$ 83
Prepaid expenses and other current assets	42,336	268
Assets held for sale - current	-	51,541
Total current assets	55,471	51,892
Other Assets		
Software and website, net	62,611	45,236
Assets held for sale	-	1,757
Total other assets	62,611	46,993
Total Assets	**$ 118,082**	**$ 98,885**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$ 284,500	$ 367,833
Accrued officer compensation	303,482	303,482
Convertible notes payable, net	169,708	282,581
Convertible notes payable - related party, current portion	26,276	26,276
Notes payable	77,699	77,699
Loans from related parties	3,463	1,357
Derivative liability	69,997	781,828
Liabilities held for sale	-	103,210
Total current liabilities	935,125	1,944,266
Total Liabilities	935,125	1,944,266
Preferred B 6% Convertible Cumulative stock $0.001 par value, 1,000,000 shares authorized; 65,000 shares issued and outstanding as of January 31, 2022 and 2021, respectively	87,301	83,401
Preferred C 12% Convertible Cumulative stock $0.001 par value, 750,000 shares authorized; 187,500 and 107,500 shares issued and outstanding as of January 31, 2022 and 2021, respectively	252,507	149,221
STOCKHOLDERS' DEFICIT		
Preferred stock, $0.001 par value, 100,000,000 authorized		
Preferred A stock $0.001 par value, 1,000,000 shares designated; 1,000,000 issued and outstanding as of January 31, 2022 and 2021	1,000	1,000
Common stock $0.0001 par value, 2,750,000,000 shares authorized; 2,449,480,426 shares issued and 2,448,593,667 shares outstanding as of January 31, 2022 and 2,208,423,836 shares issued and 2,207,537,087 shares outstanding as of January 31, 2021	244,948	220,842
Additional paid-in capital	4,162,068	3,391,533
Treasury Stock, 886,749 shares at cost as of October 31, 2021 and January 31, 2021	(10,000)	(10,000)
Accumulated deficit	(5,554,867)	(5,681,378)
Total Stockholders' Deficit	(1,156,851)	(2,078,003)
Total liabilities and Stockholders' Deficit	**$ 118,082**	**$ 98,885**

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

APT SYSTEMS, INC.

Consolidated Statements of Operations

(Unaudited)

	Year Ended January 31, 2022	Year Ended January 31, 2021
Revenue	$ 7	$ 10
Operating Expenses		
Amortization	27,625	35,800
General and administrative	106,145	10,559
Total Operating Expenses	133,770	46,359
Net Operating Loss	(133,763)	(46,349)
Other Income (Expense)		
Gain (loss) on change in derivative liability	322,675	(253,659)
Loss on settlement of accounts payable	(101,500)	-
Interest expense and amortization of debt discount	(48,437)	(53,160)
Total Other Income (Expense)	172,738	(306,819)
Net Income (Loss) from continuing operations	38,975	(353,168)
Net loss from discontinued operations	87,536	(33,301)
Net Income (Loss)	126,511	(386,469)
Dividends Applicable to Preferred Stock	(27,186)	(17,295)
Net Income (Loss) Applicable to Common Stockholders	$ 11,789	$ (370,463)
Net Income (Loss) per Common Share continuing operations:		
Basic and diluted	$ 0.00	$ (0.00)
Weighted average number of common shares outstanding:		
Basic	2,324,972,259	1,764,178,385

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

APT SYSTEMS, INC

Statements of Stockholders' Deficit

(Unaudited)

	Preferred B Shares	Preferred B Shares Amount	Preferred C Shares	Preferred C Shares Amount	Preferred A Shares	Preferred A Shares Amount	Common Shares	Common Stock Amount	Treasury Shares	Treasury Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance January 31, 2020	**65,000**	**$ 79,490**	**107,500**	**$ 136,286**	**1,000,000**	**$ 1,000**	**1,180,558,975**	**$ 118,056**	**886,749**	**$ (10,000)**	**$ 3,148,151**	**$ (5,294,909)**	**$ (2,037,702)**
Issuance of common shares for conversion of notes payable	-	-	-	-	-	-	1,027,864,861	102,786	-	-	14,911	-	117,697
Reclassification of derivative liability to additional paid in capital	-	-	-	-	-	-	-	-	-	-	245,317	-	245,317
Dividends of Series B & C preferred stock	-	3,911	-	12,935	-	-	-	-	-	-	(16,846)	-	(16,846)
Net income	-	-	-	-	-	-	-	-	-	-	-	(386,469)	(386,469)
Balance January 31, 2021	**65,000**	**83,401**	**107,500**	**149,221**	**1,000,000**	**1,000**	**2,208,423,836**	**220,842**	**886,749**	**(10,000)**	**3,391,533**	**(5,681,378)**	**(2,078,003)**
Issuance of common shares for cash	-	-	-	-	-	-	8,000,000	800	-	-	19,200	-	20,000
Issuance of preferred shares for cash	-	-	80,000	80,000	-	-	-	-	-	-	-	-	-
Issuance of common shares for conversion of notes payable	-	-	-	-	-	-	218,056,590	21,806	-	-	218,365	-	240,171
Issuance of common shares for settlement of accounts payable	-	-	-	-	-	-	15,000,000	1,500	-	-	171,000	-	172,500
Reclassification of derivative liability to additional paid in capital	-	-	-	-	-	-	-	-	-	-	389,156	-	389,156
Accretion and dividends of Series B & C preferred stock	-	3,900	-	23,286	-	-	-	-	-	-	(27,186)	-	(27,186)
Net loss	-	-	-	-	-	-	-	-	-	-	-	126,511	126,511
Balance January 31, 2022	**65,000**	**$ 87,301**	**187,500**	**$ 252,507**	**1,000,000**	**$ 1,000**	**2,449,480,426**	**$ 244,948**	**886,749**	**$ (10,000)**	**$ 4,162,068**	**$ (5,554,867)**	**$ (1,156,851)**

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

APT SYSTEMS, INC.

Consolidated Statements of Cash Flows

(Unaudited)

	Year Ended January 31, 2022	Year Ended January 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss) from continuing operations	$ 38,975	$ (353,168)
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization expense	27,625	35,800
Gain on change in foreign currency investments	-	(1,027)
Loss on sale of subsidiary	-	-
Gain on change in derivative liability	(322,675)	253,659
Amortization of debt discount	3,377	-
Loss on settlement of accounts payable	101,500	-
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(66,297)	10,150
Accounts payable and accrued expenses	64,540	59,785
Net cash used in operating activities from continuing operations	(152,955)	5,199
Net cash used in operating activities from discontinued operations	(58,212)	(35,726)
Net cash used in operating activities	(211,167)	(30,527)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of subsidiary	100,000	-
Purchase of software	(67,000)	-
Net cash provided by investing activities **from continuing operations**	33,000	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds of loan from related parties	36,219	486
Proceeds from convertible notes and short-term notes payable, net of fees	55,000	-
Proceeds on issuance of preferred shares	80,000	-
Proceeds on issuance of common shares	20,000	-
Net cash provided by financing activities from continuing operations	191,219	486
Net cash provided by financing activities from discontinued operations	-	30,029
Net Cash provided by financing activities	191,219	30,515
Net change in cash and cash equivalents	13,052	(12)
Cash and cash equivalents at beginning of period	83	95
Cash and cash equivalents at end of period	$ 13,135	$ 83
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid for :		
Interest	$ -	$ -
Income Taxes	$ -	$ -
Non-Cash Transactions		
Common stock issued to settle notes payable	$ 240,171	$ 50,800
Common stock issued to settle accounts payable	$ 71,000	$ -
Settlement of loans from related party with other assets	$ 24,229	$ -
Dividend of Series B & C Preferred Stock	$ 27,186	$ 12,612
Settlement of derivative liability upon conversion	$ 389,156	$ 144,597

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

NOTE 1 - NATURE OF OPERATIONS

APT Systems, Inc. (APTY Pink) was created to operate as an emerging growth company to engage in the creation of innovative financial platforms. We are now focused on building a financial ecosystem around escrow that includes smart contracts and a trading service that we plan to back with a true stablecoin named Spera (SPRA). To further facilitate our business plans for verified participants on the Verifundr escrow platform, we have studied and participated in Know Your Customer (KYC) and Anti-Money Laundering (AML) data managing techniques used by large financial institutions to create risk management reports and validate identity claims for persons accessing applications. Regulators require that management actively vet members and we determined we can also provide this service to third parties for additional revenue. We are also developing credentials for verifying and reporting on an accredited investor's status that is useful in fund raising undertakings and then managed in escrow. We intend utilizing real time and delayed data networks; along with graphic techniques pioneered in the gaming industry for charting so that the Intuitrader app solutions can speak to the mobile needs demanded by the next generation of traders. APT Systems recently sold its subsidiary, AUREX Trading and Recovery Inc., that facilitated the refining of electronic scrap to recover gold and other precious metals. The scaled back recovery operation is now a division within APT which produces and holds gold to be used to partially back the Spera stablecoin. The Company's wholly-owned subsidiary SNAPT Games was incorporated to further facilitate our creative mobile app developments to support the Intuitrader platform, which was achieved through developing and deploying games in The App Store.

Our goal is to provide a trusted financial ecosystem that supports buying transactions by individuals and businesses, and to reduce fraud.

In August of 2017, the Company launched a wholly owned Delaware subsidiary SNAPT Games, Inc. SNAPT Games acquired its first game app on August 24, 2017 and rebranded it Chick Chick Boom and then in November, formally launched its second game called Hogg Wild. Later the game Candy Chefs was added to SNAPT's collection. These 3 games are still available to play in The App Store but generate small revenues as the Company has been discussing its lost revenue concerns with Apple Inc and the removal of its wallpaper app. During the quarter ending April 30, 2018, SNAPT Games had acquired a novelty wallpaper app for $36,000. SNAPT Games is currently engaged in legal correspondence with Apple Inc with regards to access to its app which has been improperly ended.

On September 9, 2017, the Company formed and incorporated a second wholly owned subsidiary named RCPS Management, Inc. in Colorado. RCPS Management was to concentrate on the development of payment and escrow systems under the brand Verifundr. We are not actively using this corporation at this time and may keep developments directly under the APT Systems Inc corporate entity.

During the quarter ending January 31, 2019, the Company created a new division to accept and process electronic scrap for recovering precious metals and to help ensure that computers, phones and other electronic equipment did not end up in landfills. At the end of November 2021, this subsidiary was sold for $100,000 and APT was able to keep its metals inventory on-hand as well as retain receivables for refining works in progress. AUREX historic operations including revenue are disclosed in Note 4.

NOTE 2 - GOING CONCERN AND LIQUIDITY

As of January 31, 2022, the Company had cash of $13,135, insufficient revenue to meet its ongoing operating expenses, liabilities of $935,125, accumulated losses of $5,554,867 and a shareholders' deficit of $1,156,851. The Company, has not, as of yet generated significant revenues as its key products are still under development with its subsidiaries now contributing modest revenue.

The financial statements for the year ended January 31, 2022 have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company anticipates future losses in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and, or, obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months with existing cash on hand, loans, loans from directors and, or, the sale of common stock. There is no assurance that this series of events will be satisfactorily completed.

These financial statements do not include any adjustments relating to the recoverability and classification of assets and liabilities that may be necessary if the Company is unable to continue as a going concern.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturity of three months or less to be cash equivalents.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires that management makes 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 period. Actual results could differ from those estimates. Due to uncertainties inherent in the estimation process, it is possible that these estimates could be materially revised within the next year.

Foreign Currency Translation

Gains or losses resulting from foreign currency transactions are included in results of operations.

Financial Instruments

Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability. Accounting Standards Codification ("ASC") 820-10 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. ASC 820 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and must be used to measure fair value whenever available.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs which reflect a reporting entity's own assumptions about the assumptions that market participants would use for pricing an asset or liability. For example, level 3 inputs would relate to forecasts of future earnings and cash flows used in a discounted future cash flows method.

The recorded amounts of financial instruments, including cash equivalents, investments, accounts payable, accrued expenses, note payable and loan from related parties approximate their market values as of January 31, 2022 and 2021 due to the intended short-term maturities of these financial instruments.

Derivative Financial Instruments

Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments and measurement of their fair value for accounting purposes. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt under ASC 470, the Company will continue its evaluation process of these instruments as derivative financial instruments under ASC 815. The Company applies the guidance in ASC 815-40-35-12 to determine the order in which each convertible instrument would be evaluated for derivative classification. The Company's policy is to evaluate for reclassification contracts with the earliest maturity date first.

Once determined, derivative liabilities are adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives.

Principles of Consolidation

The Company prepares its financial statements on the accrual basis of accounting. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, all of which have a fiscal year end of January 31. All intercompany accounts, balances and transactions have been eliminated in the consolidation.

Website

The Company accounts for website development costs in accordance with ACS 350-50 "*Website Development Costs*". Costs incurred to register domain names, integrated databases and add additional functionality are being amortized over 1 – 3 years. Costs incurred in general maintenance of the website or hosting costs are expensed as incurred.

Software

The Company capitalizes certain development costs associated with internal use software incurred during the application development stage. We expense costs associated with preliminary project phase activities, training, maintenance, and any post-implementation period costs as incurred. Capitalization of qualifying application development cost begins when management authorized and commits to funding the project and it is probable that the project will be completed for the function intended. Capitalized internal use software costs are normally amortized over estimated useful lives ranging from 3 to 5 years once the related project has been completed and deployed for customer use. At time the software is considered to have been an indefinite lived asset in which case it is evaluated for impairment at least annually.

Revenue Recognition

On February 1, 2018, we adopted Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers (the "new revenue standard") to all contracts using the modified retrospective method. The adoption of the new revenue standard had no material impact on our condensed consolidated financial statements as it did not require a change in revenue recognition. As such, comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods.

Revenue is recognized based on the following five step model:

- Identification of the contract with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, the Company satisfies a performance obligation

The Company had two sources of revenue. First, the Company generates revenue by selling and generating in-app purchases from various apps and games on major app platforms. Second, the Company accepts and processes electronic scrap for recovering precious metals. Revenue is generally recognized at the point the final value and is sometimes determined by the processing mills under contract. AUREX Trading and Recovery Inc was sold in 2021 -- as a result, operating results and cash flows related to the AUREX operations have been reflected as discontinued operations in the Company's consolidated statements of operations and consolidated statements of cash flows for the periods presented in these statements.

Disaggregation of Revenue

	Year Ended January 31, 2022	Year Ended January 31, 2021
App sales	$ 7	$ 10
Precious metals services and recovery	-	-
Total sales	$ 7	$ 10

Research and Development Costs

Any costs incurred in research and development are listed separately and expensed as incurred.

Deferred Financing Costs

Costs with respect to issue of common stock, warrants, stock options or debt instruments by the Company are initially deferred and ultimately offset against the proceeds from such equity transactions or amortized as debt discount over the term of any debt funding if successful or expensed if the proposed equity or debt transaction is unsuccessful.

Impairment of Long-Lived and Intangible Assets

In the event that facts and circumstances indicated that the cost of long-lived and intangible assets may be impaired, an evaluation of recoverability will be performed. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset were compared to the asset's carrying amount to determine if a write-down to market value or discounted cash flow value is required.

Advertising costs

Advertising costs are expensed as incurred. The Company recorded advertising and promotional costs of $3,560 and $638 for the year ending January 31, 2022 and 2021respectively.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC 740 "*Income Taxes*". Under FASB ASC 740, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized. The provision for income taxes represents the tax expense for the period, if any and the change during the period in deferred tax assets and liabilities. FASB ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. Under FASB ASC 740, the impact of an uncertain tax position on the income tax return may only be recognized at the largest amount that is more likely than not to be sustained upon audit by the relevant taxing authority. At January 31, 2022 and 2021, the Company has no unrecognized tax benefits.

Basic and Diluted Net Income (Loss) per Share

The Company computes net income (loss) per share in accordance with ASC 260, "*Earnings per Share*" which requires presentation of both basic and diluted earnings per share (EPS) on the face of the statement of operations. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of common stock outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common stock outstanding during the period including stock options, using the treasury stock method, and convertible preferred stock, using the if converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common stock if their effect is anti-dilutive. For the years ended January 31, 2021 and 2020, the Company did have potentially dilutive debt instruments that have been excluded from the earnings per share calculation; as such an inclusion would have been anti-dilutive due to the losses incurred in both periods. The debt instruments are convertible at both fixed and variable prices into 1,685,248,835 shares of common stock.

Stock Based Compensation

The Company accounts for employee and non-employee stock awards under ASC 718, whereby equity instruments issued to employees for services are recorded based on the fair value of the instrument issued and recognized over the requisite service period. The Company has adopted a stock option plan, as disclosed in *Note 10 – Stockholders' Deficit* below. During the year ended January 31, 2022 and 2021, no stock options had been issued or outstanding to date.

The Company accounts for stock-based payments to non-employees in accordance with ASC 505-50, "Equity-Based Payments to Non-Employees." Stock-based payments to non-employees include grants of stock, grants of stock options and issuances of warrants that are recognized based on the value of the vested portion of the award over the requisite service period as measured at its then- current fair value as of each financial reporting date.

Trading Investments

The Company's trading investments are reported at fair value, with realized and unrealized gains and losses included in earnings.

In February of 2016, the Company contracted traders as testers as part of the due diligence process to test strategies, indicator reliability and trading platforms within their designated accounts. The contracted traders could use funds for trading securities or derivatives, which mainly consisted of various options, currency pairs and futures. All trading accounts will return to cash after the strategies are monitored over a reasonable period of time. While the Company's business model is not investing, short term investing is required to test elements of the software including connectivity to independent brokers.

	Year Ended January 31, 2022	2021
Beginning balance	$ -	$ 9,123
Realized gains	-	1,027
Redemptions/commissions	-	(10,150)
Investments in trading at fair market value for period	$ -	$ -

Convertible Debt

The Company records a beneficial conversion feature related to the issuance of convertible debts that have conversion features at fixed or adjustable rates. The beneficial conversion feature for the convertible instruments is recognized and measured by allocating a portion of the proceeds as an increase in additional paid-in capital and as a reduction to the carrying amount of the convertible instrument equal to the intrinsic value of the conversion features. The beneficial conversion feature will be accreted by recording additional non-cash interest expense over the expected life of the convertible notes.

Beneficial Conversion Features

If the conversion feature of conventional convertible debt provides for a rate of conversion that is below market value, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 "Debt with Conversion and Other Options." In those circumstances, the convertible debt is recorded net of the discount related to the BCF and the Company amortizes the discount to interest expense over the life of the debt using the effective interest method.

Recently Issued Accounting Pronouncements

The Company does not believe that any recently issued effective pronouncements, or pronouncements issued but not yet effective, if adopted, would have a material effect on the accompanying consolidated financial statements.

NOTE 4 – SALE OF SUBSIDIARY

On November 24, 2021, the Company entered into a Stock Transfer Agreement, whereby the Company sold 100% of the issued and outstanding common stock of AUREX Trading and Recovery, Inc. As consideration for the transaction, the Company received $100,000 in cash.

As a result of this Stock Transfer Agreement, the assets and liabilities of the AUREX operations that were transferred to the buyers of AUREX were as follows:

Cash and Cash equivalents	$ 40
Prepaid expenses and other current assets	917
Fixed assets, net	18,522
Accounts payable and accrued expenses	(17,344)
Loans from related parties	(9,884)
Net assets disposed	(7,749)
Consideration received	100,000
Gain on disposal	$ 107,749

As a result of this Stock Transfer Agreement, the assets and liabilities of the AUREX operations that have been reflected as assets and liabilities held for sale in the Company's consolidated balance sheets as follows:

		As of January 31, 2021
Cash and cash equivalents	$	27,211
Prepaid expenses and other current assets		24,331
Fixed assets, net		1,757
Assets held for sale	$	53,298
Accounts payable and accrued expenses	$	71,890
Loans from related parties		31,320
Liabilities related to assets held for sale	$	103,210

The AUREX Stock Transfer Agreement qualified as a discontinued operation in accordance with U.S. GAAP. As a result, operating results and cash flows related to the AUREX operations have been reflected as discontinued operations in the Company's consolidated statements of operations and consolidated statements of cash flows for the periods presented.

Components of amounts reflected in the Company's consolidated statements of operations related to discontinued operations of AUREX are presented in the following table for the years ended January 31, 2022 and 2021:

		Year Ended January 31 2022		Year Ended January 31 2021
Revenue	$	115,507	$	79,830
Production costs		75,183		63,742
General and administrative		60,537		49,389
Operating loss	$	(20,213)	$	(33,301)
Gain on sale of business		107,749		-
Net income (loss) from discontinued operations	$	87,536	$	(33,301)

NOTE 5 - RELATED PARTY TRANSACTIONS

Accrued officer compensation as of January 31, 2022 and January 31, 2021 was $303,482 related to past services. As of February 1, 2019 the President agreed to no longer have a salary accrued.

On January 22, 2021, an immediate family member advanced the Company $24,229 which is secured in full by the precious metals the Company has title to. The loan was repaid with the transfer of the precious metals to settle the loan balance in full. An additional $25,000 was advanced in March 2021 and was repaid with the transfer of precious metals and cash to settle the loan balance in full. These transactions are included as part of the discontinued operations of the Company.

As of January 31, 2021 and 2020, the Company owed two directors of the Company a total of $3,463 and $1,357, respectively by way of loans. The loans are unsecured, due on demand and interest free.

NOTE 6 – SOFTWARE AND WEBSITE

The Company has software that it uses for the development of certain mobile applications. The Company recorded amortization expense of $27,625 and $37,880 for the periods ended January 31, 2021 and January 31, 2020, respectively. No impairment was recorded for the periods ended January 31, 2022 and January 31, 2021.

	January 31, 2022	January 31, 2021
Charting Software	$ 138,705	$ 138,705
Ken Chart	57,507	57,507
Website	2,080	2,080
Stablecoin build	45,000	-
	243,292	198,292
Accumulated amortization	(180,681)	(153,056)
Net Book Value	$ 62,611	$ 45,236

NOTE 7 - CONVERTIBLE NOTE PAYABLE

Noteholder 1

On January 8, 2014 the Company issued an unsecured convertible note to one investor in the aggregate amount of $50,000. This convertible note accrues interest at the rate of 19% per annum and is convertible at $0.0001. The Company secured an initial extension of the convertible note to January 29, 2015 and subsequently obtained a further extension to December 31, 2016. The note has been reduced to $28,500 through the conversions of part of the debt to unrelated third parties in prior periods.

On April 17, 2015, the Company received $5,000 by way of an unsecured short-term loan from a non-related party for a term of 60 days that was later extended until April 23, 2017. Principal and interest at 8% per annum accrued thereon are due and payable on April 23, 2017 and is further renewable. Also, the lender has the right to convert the principal and accrued interest into shares of the Company's common stock at $0.01 cents.

As of the year ended January 31, 2022, the Company is currently in discussions with the lender to further extend the maturity dates and has been verbally extended to be later written. Until such time, as that is completed, the notes are considered past due.

Noteholder 2

On October 2, 2015, the Company received $12,500 by way of an unsecured short-term loan from a non-related party for a term of one year. Principal and interest at 8% per annum accrued thereon are due and payable on October 1, 2016. Also, the lender has the right to convert the principal and accrued interest into shares of the Company's common stock. The conversion rate is equal to the fair market value of the Company's common stock on the date of issuance or $0.20 per share. This loan has been extended until October 1, 2017. This note is currently in default and Management is working with the lender to resolve the best path to retire this debt.

During the year ending January 31, 2019, the Company repaid $750 of the note in cash. This note has a balance of $11,750 as of January 31, 2022.

Noteholder 3

The Company entered into an agreement on November 14, 2017 for a new convertible note for $155,000. The note is due and payable six months from the issuance date and bears interest at 0% per annum with an original issuance discount of $25,000 plus $5,000 of legal fees due at closing. If the Note is paid off prior to the due date, the Company is required to pay the face amount plus a penalty of 25%. Also noted, after 181 days from the issuance date, the Note is convertible into the shares of the Company's common stock. The conversion rate is equal to 55% of the market price during the previous 15 trading days. During the year ending January 31, 2019, the Company made multiple amendments to extend the maturity, by one month each time. The final amendment made the maturity date of the note January 31, 2019 and is now past due. On May 14, 2018, due to the variable conversion feature the note conversion feature was bifurcated from the note and recorded as a derivative liability. The note holder has converted a total principal balance of $150,919 into shares of common stock during prior periods.

As of January 31, 2022, the note has a remaining balance of $33,081, and is in default.

Noteholder 4

The Company had executed five lending arrangements with a related party, affiliated to the CEO of the Company. The effective dates of the loans are November 24, 2015, December 8, 2015, January 14, 2016, March 10, 2016 and March 15, 2016. The loan amounts are $3,000, $16,121, $1,500, $2,770 and $2,885, respectively, with interest accruing at 5% per annum. Repayment was due in one lump sum due and payable with varying maturity dates on or before January 31, 2019. All of these notes are convertible, at the holder's request, into shares of the Company's common stock at the rate of $9.50 per share.

As of January 31, 2022, the notes have a remaining balance of $26,276 and are in default.

Noteholder 5

The Company entered into an agreement with an accredited investor on April 4, 2018 for a new convertible note for $150,000. The note is due and payable twelve months from the issuance date and bears interest at 8% per annum with an original issuance discount of $15,000 plus $2,500 of legal fees due at closing. If the Note is paid off prior to the due date, the Company is required to pay the face amount plus a penalty up to 50% depending on the timing. Also noted, after 181 days from the issuance date, the Note becomes convertible into the shares of the Company's common stock. The conversion rate is equal to the lower of $0.006 or 55% of the market price during the previous 12 trading days. On October 1, 2018, due to a variable conversion feature the conversion feature was bifurcated from the note and recorded as a derivative liability. In prior periods, the note holder has converted a total principal balance of $102,500 into shares of common stock during prior periods. In addition, due to the default of the note, an additional amount of $23,750 of principal was added to the note.

During the year ended January 31, 2022, the note holder converted a total of $71,250 of principal and $23,689 of accrued interest into 110,000,000 shares of common stock pursuant to multiple conversion dates to settle the note in full. As a result of the conversions, $100,448 of derivative liability was reclassified to additional paid in capital.

As of January 31, 2022 the balance on this note has been settled in full.

The Company entered into an addition agreement with the investor on May 21, 2021 for a new convertible note for $33,000. The note is due and payable twelve months from the issuance date and bears interest at 8% per annum with an original issuance discount of $3,000. If the Note is paid off prior to the due date, the Company is required to pay the face amount plus a penalty up to 50% depending on the timing. Also noted, after 181 days from the issuance date, the Note becomes convertible into the shares of the Company's common stock. The conversion rate is equal to the lower of $0.006 or 55% of the market price during the previous 12 trading days.

As of January 31, 2022 the balance on this note is $33,000

The Company entered into an addition agreement with the investor on July 28, 2021 for a new convertible note for $27,500. The note is due and payable twelve months from the issuance date and bears interest at 8% per annum with an original issuance discount of $2,500. If the Note is paid off prior to the due date, the Company is required to pay the face amount plus a penalty up to 50% depending on the timing. Also noted, after 181 days from the issuance date, the Note becomes convertible into the shares of the Company's common stock. The conversion rate is equal to the lower of $0.006 or 55% of the market price during the previous 12 trading days.

As of January 31, 2022 the balance on this note is $27,500

Noteholder 6

The Company entered into an agreement on August 24, 2018 for a new convertible note for $25,000 and received cash proceeds of $24,000. The original issuance discount was recorded to debt discount and is amortized to interest expense over the life of the loan. The note is due and payable February 24, 2019 and bears interest at 8% per annum with no original issuance discount but includes $1,000 of legal fees due at closing. If the note is paid off prior to the due date, the Company is required to pay the face amount plus a penalty up to 40%. The note becomes convertible 180 days after issuance into the shares of the Company's common stock. The conversion rate is equal to the 70% of the lowest trading price the five trading days prior to conversion. On February 24, 2019, due to a variable conversion feature the conversion feature was bifurcated from the note and recorded as a derivative liability.

The balance on the note as of January 31, 2022 is $25,000, and is currently in default.

Noteholder 7

The Company entered into an agreement on August 24, 2018 for a new convertible note for $25,000 and received cash proceeds of $24,000. The original issuance discount was recorded to debt discount and is amortized to interest expense over the life of the loan. The note is due and payable February 24, 2019 and bears interest at 8% per annum with no original issuance discount but includes $1,000 of legal fees due at closing. If the note is paid off prior to the due date, the Company is required to pay the face amount plus a penalty up to 40%. The note becomes convertible 180 days after issuance into the shares of the Company's common stock. The conversion rate is equal to the 70% of the lowest trading price the five trading days prior to conversion. On February 24, 2019, due to a variable conversion feature the conversion feature was bifurcated from the note and recorded as a derivative liability.

During the year ended January 31, 2022 the note holder converted a total of $25,000 of principal and $11,286 of accrued interest into 30,238,583 shares of common stock pursuant to multiple conversion dates to settle the note in full. As a result of the conversions, $172,550 of derivative liability was reclassified to additional paid in capital.

The balance on the note as of January 31, 2022 has been settled in full.

Noteholder 8

The Company entered into an agreement on October 26, 2018 for a new convertible note for $8,000 and received cash proceeds of $8,000. The note is due and payable October 25, 2019 and bears interest at 8% per annum. The note becomes convertible 180 days after issuance into the shares of the Company's common stock. The conversion rate is equal to the 55% of the trading price on the date of conversion. On October 25, 2019, due to a variable conversion feature the conversion feature was bifurcated from the note and recorded as a derivative liability.

The balance on the note as of January 31, 2022 is $8,000, and the note is currently in default.

Noteholder 9

On August 24, 2018 the company entered into an advertising agreement with Cicero Consulting Group for a combination of payments including $75,000 note and issuance of $75,000 worth of preferred shares. The note is due six months following issuance and carries an interest rate of 8%. The Note becomes convertible 180 days after issuance into the shares of the Company's common stock. The conversion rate is equal to the 70% of the lowest trading price the five trading days prior to conversion. On February 20, 2019, due to a variable conversion feature the conversion feature was bifurcated from the note and recorded as a derivative liability.

During the year ended January 31, 2022 the note holder converted a total of $75,000 of principal and $33,945 of accrued interest into 77,818,007 shares of common stock pursuant to multiple conversion dates to settle the balance in full. As a result of the conversions, $116,158 of derivative liability was reclassified to additional paid in capital.

The balance on the note as of January 31, 2022 has been settled in full.

Summary

The following table summarizes all convertible notes outstanding as of January 31, 2022 and 2021:

Holder	Issue Date	Due Date	Carrying Value January 31, 2022	Carrying Value January 31, 2021
Third Parties				
Noteholder 1a	1/8/2014	Past Due	$ 28,500	$ 28,500
Noteholder 1b	4/23/2015	Past Due	5,000	5,000
Noteholder 2	10/2/2015	Past Due	11,750	11,750
Noteholder 3	11/14/2017	Past Due	33,081	33,081
Noteholder 5a	4/4/2018		-	71,250
Noteholder 5b	5/21/2021	5/21/2022	33,000	-
Noteholder 5c	7/28/2021	7/28/2022	27,500	-
Noteholder 6	8/24/2018	Past Due	25,000	25,000
Noteholder 7	8/24/2018		-	25,000
Noteholder 8	10/26/2018	Past Due	8,000	8,000
Noteholder 9	8/24/2018		-	75,000
Related Parties				
Noteholder 4a	11/23/2015	Past Due	3,000	3,000
Noteholder 4b	12/8/2015	Past Due	16,121	16,121
Noteholder 4c	1/12/2016	Past Due	1,500	1,500
Noteholder 4d	3/10/2016	Past Due	2,770	2,770
Noteholder 4e	3/15/2016	Past Due	2,885	2,885
Total Convertible Notes Payable			198,107	308,857
Less: net discount on convertible notes payable			(2,123)	-
Less, current portion			(195,984)	(308,857)
Long term portion of convertible notes payable			$ -	$ -

NOTE 8 - NOTES PAYABLE

Noteholder 1

On August 12, 2016, we borrowed $26,000 from an investor, being a non-convertible note at 5% interest, as a short-term loan to facilitate cash flow. The loan became due December 31, 2017 and is currently in default.

On September 21, 2016, we borrowed an additional $25,909 from the investor, being a non-convertible note at 5% interest, as a short-term loan to facilitate cash flow. The loan became due December 31, 2017 and is currently in default.

On May 20, 2019, we borrowed an additional $8,000 from the investor, being a non-convertible note at 5% interest, as a short-term loan to facilitate cash flow. The loan became due May 20, 2020 and is currently in default.

Noteholder 2

The Company had executed short-term lending arrangements with a non-related party. The effective dates of the loans are June 22, 2015, June 27, 2015 and September 22, 2015. The loan amounts are $3,000, $2,700 and $1,950, respectively, with interest accruing at 5% per annum. Repayment is in one lump sum due and payable on or before December 4, 2015 through January 31, 2016. The outstanding notes were extended to September and December 2016. The Company is currently in discussions with the lender to further extend the maturity date. Until such time that is completed, the note is considered past due.

Noteholder 3

One of the trader agreements included monthly compensation and to this end, part of the fees were paid in cash and then part of the fees were offset with a non-convertible note for $7,000 that was payable on or before June of 2017. The note was not paid and is now considered past due.

Noteholder 4

The Company entered into a stock transfer agency agreement dated November 19, 2014 with Pacific Stock Transfer. As part of the agreement, amounts owed to the Company's previous stock transfer agent of $7,430 were paid by Pacific Stock Transfer, of which $2,189 is to be repaid to Pacific Stock Transfer by the Company in installments of $250 per month beginning on January 3, 2015. Interest at 5% per annum accrues on the unpaid balance of the loan for each month. As of January 31, 2020 and 2021 the balance due was $3,140. The note was not paid and is now considered past due.

The following table summarizes all notes outstanding as of January 31, 2022 and 2021:

			Carrying Value	
Holder	**Issue Date**	**Due Date**	**January 31, 2022**	**January 31, 2021**
Third Parties				
Noteholder 1a	8/12/2016	Past Due	$ 26,000	$ 26,000
Noteholder 1b	9/21/2016	Past Due	25,909	25,909
Noteholder 1c	5/20/2019	Past Due	8,000	8,000
Noteholder 2a	6/17/2015	Past Due	3,000	3,000
Noteholder 2b	6/28/2015	Past Due	2,700	2,700
Noteholder 2c	9/22/2015	Past Due	1,950	1,950
Noteholder 3	6/15/2016	Past Due	7,000	7,000
Noteholder 4	8/11/2016	Past Due	3,140	3,140
Total Notes Payable			$ 77,699	$ 77,699

NOTE 9 - FAIR VALUE MEASUREMENTS

The Company's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy.

The following table presents information about the Company's liabilities measured at fair value on a recurring basis and the Company's estimated level within the fair value hierarchy of those assets and liabilities as of January 31, 2021 and January 31, 2020:

	Fair value measured at January 31, 2022			
	Total carrying value at January 31, 2022	**Quoted prices in active markets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Liabilities:				
Derivative liabilities	$ 69,997	$ -	$ -	$ 69,997

	Fair value measured at January 31, 2021			
	Total carrying value at January 31, 2021	**Quoted prices in active markets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Liabilities:				
Derivative liabilities	$ 781,828	$ -	$ -	$ 781,828

There were no transfers between Level 1, 2 or 3 during the years ended January 31, 2022 and 2021.

NOTE 10 - DERIVATIVE LIABILITIES

As discussed in *Note 6 – Convertible Notes Payable*, the Company analyzed the conversion features of the agreements for derivative accounting consideration under ASC 815-15 "Derivatives and Hedging" and determined that the embedded conversion features should be classified as a derivative because the exercise price of these convertible notes are subject to a variable conversion rate. The Company has determined that the conversion feature is not considered to be solely indexed to the Company's own stock and is therefore not afforded equity treatment. As a result of the variable conversion feature on this note, the related party notes 5a through 5e disclosed in Note 7 – Convertible Notes Payable were considered tainted. In accordance with AC 815, the Company has bifurcated the conversion feature of the note and recorded a derivative liability.

The embedded derivatives for the notes are carried on the Company's balance sheet at fair value. The derivative liability is marked- to-market each measurement period and any unrealized change in fair value is recorded as a component of the income statement and the associated fair value carrying amount on the balance sheet is adjusted by the change. The Company fair values the embedded derivative using the Black-Scholes option pricing model.

The fair value of the embedded derivatives for the notes were determined using the Black-Scholes option pricing model based on the following assumptions during the fiscal year ending January 31, 2021: (1) dividend yield of 0%, (2) expected volatility ranging from 342% - 853%, (3) risk- free interest rate ranging from .07% – 1.56%, (4) expected life 0.5 of a year, and (5) estimated fair value of the Company's common stock ranging from $0.0001 - $.0010 per share. The fair value of the embedded derivatives for the notes were determined using the Black-Scholes option pricing model based on the following assumptions during the fiscal year ending January 31, 2022: (1) dividend yield of 0%, (2) expected volatility ranging from 138% - 395%, (3) risk- free interest rate ranging from .02% – 0.49%, (4) expected life 0.5 of a year, and (5) estimated fair value of the Company's common stock ranging from $0.0010 - $.0178 per share. The instrument was fair valued on the date it became convertible, each conversion date and the period end date of January 31, 2022.

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

Fair value as of January 31, 2020	$	773,486
Settlement of derivative liability		(245,317)
Loss on change in fair value of derivatives		253,659
Fair value as of January 31, 2021		781,828
Settlement of derivative liability		(389,156)
Gain on change in fair value of derivatives		(322,675)
Fair value as of January 31, 2022	$	69,997

NOTE 11 - COMMITMENTS AND CONTINGENCIES

The Company is required to file its annual and quarterly financial reports with SEDAR in Canada. Due to delays in filing its financial statements and other possible forms, the Company believes it may be subject to certain potentially significant penalties to be levied by the Alberta Securities Commission (ASC). These fines have now been stated to be CDN$10,120 or approximately US$7,500 as advised and invoiced by the ASC and have been accrued into the financial statements as of October 31, 2017. The Company is considering engaging its legal counsel to assist in reducing or eliminating these penalties and requests to file. Further correspondence has been delivered to the ASC after filing the 10-K for January 31, 2016. Management has asked counsel to reach out to the authorities to seek resolution.

The Company had retained TESO Communications as its Investor Relations and Public Relations manager and under the agreement the Company may pay the invoice with cash or by issuing shares against the invoices submitted. The Company's Board of Directors opted to issue shares before the end of the initial agreement period of January 16, 2015. To date, however, such shares have not yet been issued. The agreement represented a cash payment of $25,000 or the issuance of 50,000 restricted common shares at the completion of the agreement which was extended to May 15, 2016. No invoice has been presented to the Company and no shares have been issued to date. It is believed this company is out of business as no further communication has been received.

APT Systems, Inc. agrees to pay Apollo Games, Inc. the amount of $3,500 payable in the combination of $500 cash or check, $1,500 in preferred shares and $1,500 in common restricted shares of APT Systems, Inc within 30 days of completion of this purchase agreement. Apollo Games, Inc. further agrees to provide marketing and administrative support for a period not less than three months from the date of the agreement first written above at the monthly rate of $1,820 beginning on October 1, 2017. Monthly rate to be paid in the combination of 50% common stock and 50% preferred shares of APT Systems or as otherwise mutually agreed by both parties in writing. As of January 31, 2019 all amounts to be settled in shares are recorded in accounts payable as the shares have not been issued.

As of January 31, 2022 and 2021, $26,660 is due and will be settled in either cash or a combination of Series B Preferred Shares and shares of Common Stock.

In June 2018 the Company entered into an agreement with a consultant who is to provide strategic advice. The agreement is for an initial term of six months with a total fee of 15,000,000 shares of common stock. As of January 31, 2021 the shares have not been issued and the Company recorded $71,000 to accounts payable related to this agreement. Subsequent to January 31, 2021 the company issued 15,000,000 the shares to settle the outstanding payable in full.

NOTE 12 - STOCKHOLDERS' DEFICIT

Common Stock

During the year ending January 31, 2020 the Company issued 598,422,087 shares to settle $122,900 in convertible notes payable and accrued interest. During the year ending January 31, 2021 the Company issued 1,122,864,861 shares of common stock to settle $117,697 in convertible notes payable and accrued interest.

On August 22, 2018 the Company sent an Amendment to the APT SYSTEMS 10B-18 STOCK REPURCHASE PLAN. The Company and the broker dealer (Wilson Davis and Co. Inc) agreed to suspend the stock repurchase plan until December 1, 2018 after which the repurchase plan is once again effective. This amendment was voluntarily entered into by both parties. The company intends to return shares currently in the account to Treasury and expect to do so by year end.

During the year ending January 31, 2021, the Company issued 1,122,864,861 shares to settle $117,697 in convertible notes payable and accrued interest. During the year ending January 31, 2022, the Company issued 218,056,590 shares of common stock to settle $240,171 in convertible notes payable and accrued interest.

During the year ended January 31, 2022, the Company issued 15,000,000 shares of common stock valued at $172,500 for the settlement of outstanding payables of $71,000 related to services performed in the year ending January 31, 2019. As a result the Company recorded a loss of 101,500 on the settlement of accounts payable.

During the year ended January 31, 2022, the Company issued 8,000,000 shares to a third party for cash proceeds of $20,000.

Preferred Shares

The Company created Series B preferred shares with a par value of $0.001 and 1,000,000 shares authorized. The Series B Preferred Stock bears dividends (interest) at an annual rate of six percent (6%) payable annually and is convertible into shares of the Company's common stock at a conversion price of 90% of the average closing sale price for the Company's common stock for the two trading days prior to conversion. If insufficient shares are available the Company is required to redeem the shares for cash. The cash redemption price for Series B preferred shares will be face value plus 6% plus accrued dividends. The Series B Preferred Stock may be redeemed by the Company at any time prior to conversion at its face amount plus accrued but unpaid dividends. The Series B Preferred Stock has a liquidation preference equal to the greater of (a) the value of the common shares into which it could be converted or (b) its face amount plus accrued but unpaid dividends. The Series B Preferred Stock is without voting rights except as required by the Delaware General Corporation Law.

The Company created Series C preferred shares with a par value of $0.001 and 750,000 shares authorized. The Series C Preferred Stock bears dividends (interest) at an annual rate of twelve percent (12%) payable annually and is convertible into shares of the Company's common stock following the first anniversary of the issuance, at a conversion price of 70% of the average closing sale price for the Company's common stock for the two trading days prior to conversion. If insufficient shares are available the Company is required to redeem the shares for cash. The cash redemption price for Series C preferred shares will be face value plus 12% plus accrued dividends. The Series C Preferred Stock may be redeemed by the Company at any time prior to conversion at its face amount plus accrued but unpaid dividends. The Series C Preferred Stock has a liquidation preference equal to the greater of (a) the value of the common stock into which it could be converted or (b) its face amount plus accrued but unpaid dividends. The Series C Preferred Stock is without voting rights except as required by the Delaware General Corporation Law.

During the year ended January 31, 2022, the Company issued 80,000 Series C preferred shares to a third party for cash proceeds of $80,000.

For the year ended January 31, 2022 and 2021, total dividends applicable to Series B and C Preferred Stock were $19,391 and $16,846, respectively. The Company did not declare or pay any dividends in fiscal 2022 or 2021. Although no dividends have been declared, the cumulative total of preferred stock dividends due to these stockholders upon declaration was $67,918 as of January 31, 2022.

The carrying value of the Series B preferred shares was $87,301 and $83,401 as of January 31, 2022 and January 31, 2021, respectively. The carrying value of the Series C preferred shares was $252,507 and $149,221 as of January 31, 2022 and January 31, 2021.

The Company evaluated the Series B and C Preferred Stock and concluded that the redemption features qualify for temporary equity presentation in accordance with ASC 480-10-S99.

Stock Options

The Company adopted the 2013 Equity Incentive Plan (the "Plan") on January 31, 2012, reserving 5,500,000 shares for future issuances, of which a maximum of 2,500,000 may be issued as incentive stock options. The Plan provides for the issuance of non- statutory stock options or restricted stock to officers and employees, with an exercise price that is at least equal to the fair market value of the Company's common stock on the date of grant. Vesting terms and the lives of the options are to be determined by the Board of Directors upon grant. As of January 31, 2022 no options have been issued under this Plan.

NOTE 13 - INCOME TAXES

The Company utilizes FASB ASC 740, "Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is recorded when it is "more likely than not" that a deferred tax asset will not be realized.

The Company generated a deferred tax asset through net operating loss carry-forwards. Based upon Management's evaluation, a valuation allowance of 100% has been established due to the uncertainty of the Company's realization of the benefit derived from net operating loss carry-forwards.

Deferred income taxes arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or noncurrent depending on the periods in which the temporary differences are expected to reverse. The Company does not have any uncertain tax positions.

The Company has net operating loss carryforwards of approximately $3,417,000 and $3,322,000 included in the deferred tax asset table below for the years ending January 31, 2021 and 2020, respectively. However, due to limitations of carryover attributes, it is unlikely the company will benefit from these NOL and thus Management has determined a 100% valuation reserved is required. The loss carry-forwards will start to expire in 2031.

For U.S. purposes, the Company has not completed its evaluation of NOL utilization limitations under Internal Revenue Code, as amended (the "Code") Section 382, change of ownership rules. If the Company has had a change in ownership, the NOL's would be limited as to the amount that could be utilized each year, based on the Code.

The Company has not filed all prior year income tax returns, as Management has stated. Due to the Net Operating Losses incurred it is not expected that there is any material Income Taxes due Federally or in State and Local jurisdictions, but any minimum tax payments due are delinquent and penalty and interest on such payments continue to accrue. Management is aware of its obligation to file income tax returns in jurisdictions the Company has Nexus.

In assessing the reliability of the deferred tax assets management considered whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, the projected future taxable income and tax planning strategies in making this assessment. Based on management's analysis, the Company concluded not to retain a deferred tax asset since it is uncertain whether the Company can utilize this asset in future periods. Therefore, the Company has established a full reserve against this asset.

The Company's policy is to recognize interest and/or penalties related to income tax matters in income tax expense. As of January 31, 2022 and 2021, the Company has no accrued interest and penalties related to uncertain tax positions.

The Company is subject to taxation in the U.S. The tax years for 2010 and forward are subject to examination by tax authorities. The

Company is not currently under examination by any tax authority.

Management has evaluated tax positions in accordance with FASB ASC 740, and has not identified any tax positions, other than those discussed above, that require disclosure.

The provision for federal income tax consists of the following for the periods ending:

	January 31, 2022	January 31, 2021
Federal & State income tax benefit attributed to:		
Net loss	$ (24,000)	$ (24,000)
Expenses not currently deductible	59,000	60,000
Valuation allowance	(35,000)	(36,000)
Net benefit	$ -	$ -

The cumulative tax effect at the expected rate of 21% of significant items comprising our net deferred tax amount is as follows:

	January 31, 2022	January 31, 2021
Deferred tax attributed:		
Net operating loss carryover	$ 753,000	$ 718,000
Less: valuation allowance	(753,000)	(718,000)
Net deferred tax asset	$ -	$ -

NOTE 14 - SUBSEQUENT EVENTS

The Company's management reviewed all material events through April 29, 2022, the date these financial statements were available to be issued for subsequent event disclosure consideration.

On February 1, 2022, the Company to issue 25,000 Series C preferred shares to a third party for cash proceeds of $25,000.

On March 10, 2022, the Company issued a convertible promissory note to one of the existing debt holders for $58,850 and received cash proceeds of $53,500. The note is due and payable March 11, 2023 and bears interest at 8% per annum. The note is convertible into shares of the Company's common stock at a conversion rate equal to the lower of $0.008 or 65% of the lowest trading price the fifteen trading days prior to conversion.

Spera (SPRA) stablecoin was launched on MainNet on April 1, 2022 in preparation for selling digital coins to public. This completed step allows Spera to be minted and sent to a Buyer's wallet. The Company announced Prime Trust was appointed as the technology partner to help manage wallets and custodial accounts supporting Spera sales.