

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**  
**EDGEMODE CORPORATION F/K/A BUILDABLOCK CORPORATION**

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Devon, United Kingdom PL9 7NX

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ben@thenftmarketplace.io  
SIC CODE: 7374

**Quarterly Report**  
**For the Period Ending: February 28, 2022**  
**(the "Reporting Period")**

As of February 28, 2022, the number of shares outstanding of our Common Stock was:

165,608,379

As of November 30, 2021, the number of shares outstanding of our Common Stock was:

165,608,379

As of November 30, 2020, the number of shares outstanding of our Common Stock was:

165,608,379

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<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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

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

The issuer was incorporated as "Physicians Remote Solutions, Inc." on April 5, 2005. On July 7, 2008, the issuer's name was changed to "HIPSO Multimedia, Inc." On February 24, 2012, the issuer's name was changed to Buildablock Corporation. Finally, on June 30, 2021, the issuer's name was changed to EdgeMode Corporation.

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

The issuer was incorporated in the State of Florida and remains in good standing with the State.

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:

21 Plymstock Road  
Devon, United Kingdom PL9 7NX

The address(es) of the issuer's principal place of business:

*Check box if principal executive office and principal place of business are the same address:* ☐

X

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

Yes: ☒ No: ☐

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

On May 9, 2021, Synergy Management Group, LLC was appointed custodian of the Issuer by order of the Circuit Court of the Eleventh Judicial Circuit, Miami-Dade County, Florida. Cause no. 2020-022548-CA-01. Pursuant to such order, the custodian was charged with, among other matters, reinstating the Issuer's corporate charter. The custodianship proceeding remains open as of the date of this report

## **2) Security Information**

Trading symbol:	<u>BABL</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>12008D108</u>
Par or stated value:	<u>\$0.00001</u>

Total shares authorized:	<u>500,000,000</u>	as of date: <u>February 28, 2022</u>
Total shares outstanding:	<u>165,608,379</u>	as of date: <u>February 28, 2022</u>
Number of shares in the Public Float <sup>2</sup> :	<u>61,840,000</u>	as of date: <u>February 28, 2022</u>
Total number of shareholders of record:	<u>52</u>	as of date: <u>February 28, 2022</u>

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____

#### Transfer Agent

Name: Pacific Stock Transfer  
 Phone: 702.361.3033  
 Email: info@pacificstocktransfer.com  
 Address: 6725 Via Austi Parkway, Ste 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> 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: <u>Opening Balance</u> Date <u>11/30/19</u> Common: <u>165,608,379</u> Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance,	Number of Shares	Class of Securities	Value of shares issued	Were the shares issued at	Individual/ Entity Shares were issued to	Reason for share issuance (e.g. for cash or debt	Restricted or Unrestricted	Exemption or

<sup>2</sup> "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.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	cancellation, shares returned to treasury)	Issued (or cancelled)		(\$/per share) at Issuance	a discount to market price at the time of issuance? (Yes/No)	(entities must have individual with voting / investment control disclosed).	conversion) -OR- Nature of Services Provided	as of this filing.	Registration Type.
<u>5/9/21</u>	<u>New Issue</u>	<u>26</u>	<u>Special 2021 Series A Preferred</u>	<u>\$0.000 1</u>	<u>No</u>	<u>Synergy Management Group, LLC/ Benjamin Berry</u>	<u>Services rendered as custodian of Issuer</u>	<u>Restrict ed</u>	<u>4(a)(1)</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Shares Outstanding on Date of This Report:

Ending \_\_\_\_\_ Balance \_\_\_\_\_

Ending Balance:

Date 2/28/22 Common: 165,608,379

Preferred: 26

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

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

Subsequent Event: On or about June 4, 2021, Synergy Management Group, LLC sold its 26 shares of Special 2021 Series A Preferred Stock to Ben Quick.

## B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>5/15/21</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>\$0</u>	<u>Demanded</u>	<u>The note is convertible at the lesser of (a) the average price at which the Issuer sells its common stock during the sixty (60) days prior to the conversion or (b) the par value of the Issuer's common stock.</u>	<u>Peter Smith</u>	<u>Service</u>
_____	_____	_____	_____	_____	_____	_____	_____

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

#### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: **Ben W. Quick**  
Title: **Chief Executive Officer, President & Secretary**  
Relationship to Issuer: **Officer and Majority Stockholder**

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

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

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

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

**The financial Statements for the Quarter ended February 28, 2022 are attached hereto.**

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

#### 5) Issuer's Business, Products and Services

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

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")

No operations

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

None.

C. Describe the issuers' principal products or services.

None.

## 6) Issuer's Facilities

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

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

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

None.

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Ben W. Quick</u>	Director, Chief Executive Officer, President, Secretary and Majority Stockholder	<u>21 Plymstock Road</u> <u>Devon, United Kingdom PL9 7NX</u>	<u>26</u>	<u>Special 2021 Series A Preferred Stock</u>	<u>100%</u>	<u>Subsequent Event: Acquired on June 4, 2021</u>

_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

## 8) Legal/Disciplinary History

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

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

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.

None.

## 9) Third Party Providers

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

### Securities Counsel

Name: Jonathan Leinwand

Firm: Jonathan D. Leinwand, P.A.  
Address 1: 18305 Biscayne Blvd. Suite 200  
Address 2: Aventura, FL 33160  
Phone: 954-903-7856  
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_



## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Ben W. Quick certify that:

1. I have reviewed this Quarterly Report for the Period Ending February 28, 2022 of Edgemode Corporation;
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.

May 4, 2022 [Date]

/s/ Ben W. Quick [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

### *Principal Financial Officer:*

I, Ben W. Quick certify that:

1. I have reviewed this Quarterly Report for the Period Ending February 28, 2022 of Edgemode Corporation;
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.

May 4, 2022 [Date]

/s/ Ben W. Quick [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

<b>BUILDABLOCK CORPORATION</b>									
<b>(A DEVELOPMENTAL STAGE COMPANY)</b>									
<b>FINANCIAL STATEMENTS</b>									
<b>FOR THE QUARTER ENDED FEBRUARY 28, 2022</b>									
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BUILDABLOCK CORPORATION						
(A DEVELOPMENTAL STAGE COMPANY)						
BALANCE SHEET						
AS OF FEBRUARY 28, 2022						
					February 28, 2022	November 30, 2021
ASSETS						
Current Assets						
	Cash & Cash Equivalents					-
	Accounts Receivable					-
	Total Current Assets:					-
Fixed Assets						
	Fixed Assets (Net)					
	Intellectual Property					-
	Total Fixed Assets:					-
TOTAL ASSETS						-
LIABILITIES & STOCKHOLDER'S EQUITY						
Current Liabilities						
	Accounts Payable				20,400	19,200
	Notes Payable					
	Total Current Liabilities:				20,400	19,200
Long Term Liabilities						
TOTAL LIABILITIES					20,400	19,200
Stockholder's Equity						
	Preferred Stock, par value \$0.01					
	(5,000,000 Auth., 1 Issued as of 11/30/21)				26	26
	Common Stock, par value \$0.00001					
	(500,000,000 Auth. 165,608,379 Issued as of 11/30/21)				1,656	1,656
	Additional Paid-In-Capital				2,402,690	2,402,690
	Accumulated Earnings (Deficit)				(2,424,772)	(2,423,572)
	Total Stockholder's Equity				(20,400)	(19,200)
TOTAL LIABILITIES & STOCKHOLDER'S EQUITY						-
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<b>BUILDABLOCK CORPORATION</b>									
<b>(A DEVELOPMENTAL STAGE COMPANY)</b>									
<b>STATEMENT OF OPERATIONS</b>									
<b>FOR THE QUARTER ENDING FEBRUARY 28, 2022</b>									
							<b>For the Quarter Ending February 28, 2022</b>	<b>For the Year Ending November 30, 2021</b>	
							<b>(\$)</b>	<b>(\$)</b>	
	<b>Revenue</b>							-	
	<b>Operating Expenses</b>						(1,200)	(4,800)	
	<b>Net Income (Loss) From Operations</b>						(1,200)	(4,800)	
	<b>Other Income (Expenses)</b>								
	<b>Net Income (Loss) Before Income Taxes</b>						(1,200)	(4,800)	
	<b>Tax Expense</b>							-	
	<b>Net Income (Loss)</b>						(1,200)	(4,800)	
	<b>Basic &amp; Diluted Gain (Loss) Per Share</b>						(0.000007)	(0.00003)	
	<b>Weighted Average No. of Shares Outstanding</b>						165,608,379	165,608,379	
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<b>BUILDABLOCK CORPORATION</b> <b>(A DEVELOPMENTAL STAGE COMPANY)</b> <b>STATEMENT OF CASH FLOWS</b> <b>FOR THE QUARTER ENDING FEBRUARY 28, 2022</b>									
								For the Quarter Ended February 28, 2022	For the Year Ended November 30, 2021
								(\$)	(\$)
<b>Cash Flows from Operating Activities</b>									
Net Gain (Loss)								(1,200)	(4,800)
Adj. to Reconcile Net Cash Used in Operating Activities								1,200	4,800
<b>Net Cash Used in Operating Activities</b>									-
<b>Cash Flows from Financing Activities</b>									
Proceeds from Sale of Debt Securities									-
Proceeds from Sale of Equity Securities									-
<b>Net Cash Provided by Financing Activities</b>									-
<b>Cash Flows from Investing Activities</b>									
Change in Fixed Assets									
<b>Net Cash Provided by Investing Activities</b>									-
<b>Net Increase (Decrease) In Cash</b>									-
Cash - Beginning of Period									-
Cash - End of Period									-

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<b>BUILDABLOCK CORPORATION</b>								
<b>(A DEVELOPMENTAL STAGE COMPANY)</b>								
<b>STATEMENT OF STOCKHOLDER'S EQUITY</b>								
<b>FOR THE QUARTER ENDING FEBRUARY 28, 2022</b>								
	<u>Common Stock</u>		<u>Preferred Stock</u>		<u>Additional</u>		<u>Accumulated</u>	<u>Total</u>
	<u>No. of Shares</u>	<u>Par Value</u>	<u>No. of Shares</u>	<u>Par Value</u>	<u>Paid In</u>		<u>Deficit</u>	<u>Stockholder's</u>
					<u>Capital</u>			<u>Equity</u>
Balance 11/30/21	165,608,379	\$0.00001	26	\$0.000010	\$2,402,690		(\$2,423,572)	(\$19,200)
Net (Loss), Quarter Ending 2/28/22							(\$1,200)	
Balance 2/28/22	165,608,379	\$0.00001	26	\$0.00001	\$2,402,690		(\$2,424,772)	(\$20,400)
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## **NOTES TO FINANCIAL STATEMENTS**

### **Note 1. Organization, History and Business**

The Company was incorporated as “Physicians Remote Solutions, Inc.” The corporate name was changed in July 2008 to “HIPSO Multimedia, Inc.”, and again February 24, 2012, to “Buildablock Corp.” On June 21, 2021, the Company changed its name to EdgeMode Corporation. The Company currently has no operations.

### **Note 2. Summary of Significant Accounting Policies**

#### **Revenue Recognition**

Revenue is derived from contracts with our consumers. Revenue is recognized in accordance with ASC 605. As such, the Company identifies performance obligations and recognizes revenue over the period through which the Company satisfies these obligations. Any contracts that by nature cannot be broken down by specific performance criteria will recognize revenue on a straight line basis over the contractual term of period of the contract.

#### **Accounts Receivable**

Accounts receivable is reported at the customers’ outstanding balances, less any allowance for doubtful accounts. Interest is not accrued on overdue accounts receivable.

#### **Allowance for Doubtful Accounts**

An allowance for doubtful accounts on accounts receivable is charged to operations in amounts sufficient to maintain the allowance for uncollectible accounts at a level management believes is adequate to cover any probable losses. Management determines the adequacy of the allowance based on historical write-off percentages and information collected from individual customers. Accounts receivable are charged off against the allowance when collectability is determined to be permanently impaired.

#### **Stock Based Compensation**

When applicable, the Company will account for stock-based payments to employees in accordance with ASC 718, "Stock Compensation" ("ASC 718"). Stock-based payments to employees include grants of stock, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant.

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 in the consolidated statement of operations 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.

The Company calculates the fair value of option grants and warrant issuances utilizing the Binomial pricing model. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. ASC 718 requires forfeitures to be estimated at the time stock options are granted and warrants are issued to employees and non-employees, and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered stock option or warrant. The Company estimates forfeiture rates for all unvested awards when calculating the expense for the period. In estimating the forfeiture rate, the Company monitors both stock option and warrant exercises as well as employee termination patterns. The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on a straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

### **Loss per Share**

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share has not been presented since there are no dilutive securities.

### **Cash and Cash Equivalents**

For purpose of the statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

### **Concentration of Credit Risk**

The Company primarily transacts its business with one financial institution. The amount on deposit in that one institution may from time to time exceed the federally-insured limit.

### **Use of Estimates**



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

### **Business segments**

ASC 280, "*Segment Reporting*" requires use of the "*management approach*" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company determined it has one operating segment as of December 31, 2017.

### **Income Taxes**

The Company accounts for its income taxes under the provisions of ASC Topic 740, "Income Taxes." The method of accounting for income taxes under ASC 740 is an asset and liability method. The asset and

#### **Note 2. Summary of Significant Accounting Policies (continued)**

liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

### **Recent Accounting Pronouncements**

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change. The Company currently does not have any recent accounting pronouncements that they are studying and feel may be applicable.

#### **Note 3. Income Taxes**

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and 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 amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities. On an interim basis, the Company has a net operating loss carryover of zero (\$0.00) available to offset future income for income tax reporting purposes.

The Company adopted the provisions of ASC 740-10-50, formerly FIN 48, and “Accounting for Uncertainty in Income Taxes”. The Company had no material unrecognized income tax assets or liabilities as of November 30, 2020.

The Company’s policy regarding income tax interest and penalties is to expense those items as general and administrative expense but to identify them for tax purposes. During the period ending November 30, 2020, there were no income tax, or related interest and penalty items in the income statement, or liabilities on the balance sheet. The Company files income tax returns in the U.S. federal jurisdiction and Delaware state jurisdiction. We are not currently involved in any income tax examinations.

#### **Note 4. Related Party Transactions**

None as of our balance sheet date.

#### **Note 5. Stockholders’ Equity**

##### **Common Stock**

As of February 28, 2022, the Company had 165,608,379 shares of common stock issued and outstanding.

The holders of the Company's common stock are entitled to one vote per share of common stock held.

##### **Preferred Stock**

As of February 28, 2022, the Company had 26 shares of preferred stock issued and outstanding.

#### **Note 6. Commitments and Contingencies**

##### ***Commitments:***

The Company currently has no long-term commitments as of our balance sheet date.

##### ***Contingencies:***

None as of our balance sheet date.

#### **Note 7 – Net Income(Loss) Per Share**

The Company recorded a net loss of \$1,200 or \$0.00007 per share for the period ending February 28, 2022.

#### **Note 8. Notes Payable**

The Company has a promissory note in the principal amount of \$100,000 owned by Peter Smith. The Note does not bear interest and is payable upon demand. The Note is convertible into shares of the Company’s common

stock at the lesser of (a) the average price at which the Issuer sells its common stock during the sixty (60) days prior to the conversion or (b) the par value of the Issuer's common stock.

#### **Note 9. Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has no operating history and has incurred operating losses, and as of February 28, 2022, the Company had a working capital deficit and an accumulated deficit. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirements will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purposes. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

#### **CERTIFICATION**

I, Ben Quick, President hereby certify that I have prepared the accompanying unaudited financial statements and notes hereto, and that these financial statements and accompanying notes present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

/s/ Ben Quick

Ben Quick, President

Dated: May 3, 2022