

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Ilustrato Pictures International, Inc.

26 Broadway, Suite 934

New York, NY 10004

N/A

mailto:info@ilus-group.com

2434

Quarterly Report

For the Period Ending: March 31, 2022

(the "Reporting Period")

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

1,313,530,699

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

1,243,530,699

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

1,243,530,699

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 Control⁵ of the company has occurred over this reporting period:

Yes: ☐

No: ☒

⁵ "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 the Company's assets.

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

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

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

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

We were incorporated as a Superior Venture Corp. on April 27, 2010, in the State of Nevada for the purpose of selling wine varietals. On November 9, 2012, we entered into the Exchange Agreement with the Illustrato Pictures Ltd., a British Columbia corporation (Illustrato BC"), whereby we acquired all the issued and outstanding common stock of Illustrato BC. On November 30, 2012, Illustrato BC transferred all its assets and liabilities to Illustrato Pictures Limited, our wholly owned subsidiary in Hong Kong ("Illustrato HK"). On November 30, 2012, we changed the name to Illustrato Pictures International, 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):

April 27, 2010, Nevada, active standing

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

N/A

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

Jan 26th, 2021, Acquired Firebug Group
March 25th, 2021, Acquired The Vehicle Converters LLC
April 13th, 2021, Acquired Bright Concept Detection and Protection System LLC
February 11th, 2022 Final shares transferred for acquisition of Bull Head Products Inc.
March 31st, 2022, Georgia Fire & Rescue Supply LLC is in the process of final document completion (Share purchase agreement signed)

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

26 Broadway, Suite 934
New York, NY 10004

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: ☐

Office 1105, 11th Floor,
Marina Plaza Bldg.
Dubai, UAE

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:

None

2) Security Information

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>COMMON</u>	
CUSIP:	<u>452372105</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>2,000,000,000</u>	as of date: <u>March 31, 2022</u>
Total shares outstanding:	<u>1,313,530,699</u>	as of date: <u>March 31, 2022</u>
Number of shares in the Public Float ⁶ :	<u>1,094,097,366</u>	as of date: <u>March 31, 2022</u>
Total number of shareholders of record:	<u>32</u>	as of date: <u>March 31, 2022</u>

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

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock – Class A</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>March 31, 2022</u>
Total shares outstanding:	<u>10,000,000</u>	as of date: <u>March 31, 2022</u>
Number of shares in the Public Float ⁷ :	<u>0</u>	as of date: <u>March 31, 2022</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>March 31, 2022</u>

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock – Class B</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>March 31, 2022</u>
Total shares outstanding:	<u>2,200,000</u>	as of date: <u>March 31, 2022</u>
Number of shares in the Public Float ⁸ :	<u>0</u>	as of date: <u>March 31, 2022</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>March 31, 2022</u>

⁶ "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.

⁷ "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.

⁸ "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.

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock – Class C</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>March 31, 2022</u>
Total shares outstanding:	<u>0</u>	as of date: <u>March 31, 2022</u>
Number of shares in the Public Float ⁹ :	<u>0</u>	as of date: <u>March 31, 2022</u>
Total number of shareholders of record:	<u>0</u>	as of date: <u>March 31, 2022</u>

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock – Class D</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>60,741,000</u>	as of date: <u>March 31, 2022</u>
Total shares outstanding:	<u>60,741,000</u>	as of date: <u>March 31, 2022</u>
Number of shares in the Public Float ¹⁰ :	<u>0</u>	as of date: <u>March 31, 2022</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>March 31, 2022</u>

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock – Class E</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000</u>	as of date: <u>March 31, 2022</u>
Total shares outstanding:	<u>3,172,175</u>	as of date: <u>March 31, 2022</u>
Number of shares in the Public Float ¹¹ :	<u>0</u>	as of date: <u>March 31, 2022</u>
Total number of shareholders of record:	<u>2</u>	as of date: <u>March 31, 2022</u>

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock – Class F</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>50,000,000</u>	as of date: <u>March 31, 2022</u>
Total shares outstanding:	<u>5,800,000</u>	as of date: <u>March 31, 2022</u>

⁹ "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.

¹⁰ "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.

¹¹ "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.

Number of shares in the Public Float¹²: 0 as of date: March 31, 2022
Total number of shareholders of record: 4 as of date: March 31, 2022

Transfer Agent

Name: Securities Transfer Corporation
Phone: 469-633-0101
Email: Darren Zheng <dzheng@stcttransfer.com>
Address: 2901 N. Dallas Parkway, Suite 380
Plano, Texas 75093

Is the Transfer Agent registered under the Exchange Act?¹³ 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.

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>12.31.19</u> Common: <u>767,297,366</u> Preferred: <u>10,000,000</u>			*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.
<u>03/19/2020</u>	<u>New Issue</u>	<u>60,741,000</u>	<u>Preferred Class D</u>	<u>\$60,741</u>	<u>NA</u>	<u>Larson Elmore</u>	<u>Compensation</u>	<u>NA</u>	<u>03/19/2020</u>

¹² "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.

¹³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

06/04/2020	New Issue	672,175	Preferred Class E	\$672,175	NA	BrohF Holdings Limited – Hamza Nasko	Share Exchange – merger	Restricted	Restricted
06/04/2020	New Issue	2,500,000	Preferred Class E	\$2,500,000	NA	Belart Trade & Holdings – Artem Belov	Share Exchange – merger	Restricted	Restricted
<u>1/27/2021</u>	New Issue	<u>76,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>2/3/2021</u>	New Issue	<u>84,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>2/11/2021</u>	New Issue	<u>84,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>2/19/2021</u>	New Issue	<u>20,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>3/17/2021</u>	New Issue	<u>20,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>3/26/2021</u>	New Issue	<u>50,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>3/29/2021</u>	New Issue	<u>20,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>4/20/2021</u>	New Issue	<u>10,000,000</u>	<u>Common</u>		<u>N/A</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>4/28/2021</u>	New Issue	<u>10,000,000</u>	<u>Common</u>		<u>N/A</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>5/14/2021</u>	New Issue	<u>46,000,000</u>	<u>Common</u>		<u>N/A</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>5/14/2021</u>	New Issue	<u>34,000,000</u>	<u>Common</u>		<u>N/A</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>09/10/2021</u>	Transfer	<u>1,850,000</u>	<u>Pref B</u>		<u>N/A</u>	<u>FB Technologies Global Inc. Nick Link</u>	<u>Transfer</u>	<u>Restricted</u>	
<u>30/9/21</u>	Transfer	<u>350,000</u>	<u>Pref B</u>		<u>N/A</u>	<u>FB Technologies Global Inc. Nick Link</u>	<u>Transfer</u>	<u>Restricted</u>	
<u>09/20/2021</u>	Conversion	<u>1,000,000</u>	<u>Pref F</u>		<u>N/A</u>	<u>Cicero Transact Group Inc Michael Woloshin</u>	<u>Conversion</u>	<u>Restricted</u>	
<u>09/14/2021</u>	New Issue	<u>1,500,000</u>	<u>Pref F</u>		<u>N/A</u>	<u>Louise Bennett</u>	<u>Staff Compensation</u>	<u>Restricted</u>	
<u>09/14/2021</u>	New Issue	<u>2,500,000</u>	<u>Pref F</u>	<u>\$.0048</u>	<u>Yes</u>	<u>James Gibbons</u>	<u>Purchase</u>	<u>Restricted</u>	
<u>09/14/2021</u>	New Issue	<u>1,050,000</u>	<u>Pref F</u>		<u>N/A</u>	<u>John-Paul Backwell</u>	<u>Staff Compensation</u>	<u>Restricted</u>	
<u>09/20/2021</u>	New Issue	<u>3,333,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Lawrence Gillet</u>	<u>Purchase</u>	<u>Restricted</u>	
<u>09/21/2021</u>	New Issue	<u>700,000</u>	<u>Common</u>	<u>\$0.0714</u>	<u>Yes</u>	<u>AES Capital Management LLC Eli Safdieh</u>	<u>Purchase</u>	<u>Restricted</u>	

<u>09/21/2021</u>	New Issue	<u>700,000</u>	<u>Common</u>	<u>\$0.0714</u>	<u>Yes</u>	<u>Arin LLC Adam Ringer</u>	<u>Purchase</u>	<u>Restricted</u>	
<u>09/23/2021</u>	New Issue	<u>2,500,000</u>	<u>Common</u>	<u>\$.002</u>	<u>Yes</u>	<u>Benjamin Scott Richards</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/23/2021</u>	New Issue	<u>2,500,000</u>	<u>Common</u>	<u>\$.002</u>	<u>Yes</u>	<u>Fernando Parker</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>5,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>Yes</u>	<u>Mohamed Suhail Abdool Hamid</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>6,000,000</u>	<u>Common</u>	<u>\$.0008</u>	<u>Yes</u>	<u>Riefqah Abrahams</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>5,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>Yes</u>	<u>Zander Boshoff</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>6,000,000</u>	<u>Common</u>	<u>\$.0008</u>	<u>Yes</u>	<u>Albertus Willem Burger</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>2,500,000</u>	<u>Common</u>	<u>\$.001</u>	<u>Yes</u>	<u>Nicolas Bernd Jonischkeit</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>5,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>Yes</u>	<u>Kyle Kotze</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>5,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>Yes</u>	<u>Chantelle l'Anson-Sparks</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>2,500,000</u>	<u>Common</u>		<u>N/A</u>	<u>Jason Brown</u>	<u>Services</u>	<u>Restricted</u>	
<u>09/14/2021</u>	New Issue	<u>10,000,000</u>	<u>Common</u>		<u>N/A</u>	<u>Louise Bennett</u>	<u>Staff Compensation</u>	<u>Restricted</u>	
<u>09/14/2021</u>	New Issue	<u>5,000,000</u>	<u>Common</u>	<u>\$.001</u>	<u>Yes</u>	<u>Trygve Slette</u>	<u>Purchase</u>	<u>Restricted</u>	<u>Purchased in Jan 21 but only issued Q3 2021</u>
<u>09/14/2021</u>	New Issue	<u>500,000</u>	<u>Common</u>		<u>N/A</u>	<u>Cameron Cox</u>	<u>Services</u>	<u>Restricted</u>	
<u>10/04/2021</u>	Conversion	<u>25,000,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Cicero Transact Group Inc Michael Woloshin</u>	<u>Conversion from Pref Shares</u>	<u>Free Trading</u>	
<u>12/16/2021</u>	New Issuance	<u>75,000,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Conversion</u>	<u>Free Trading</u>	

<u>02/07/22</u>	New Issuance	<u>20,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Discover Growth Fund, John Burke</u>	<u>Commitment Shares</u>	<u>Restricted</u>	
<u>02/16/22</u>	New Issuance	<u>50,000,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Luki Ventures Inc. Alex Blondel</u>	<u>Debt Purchase</u>	<u>Free Trading</u>	
Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance:</u> Date <u>03.31.2022</u> Common: <u>1,313,530,699</u> Preferred: <u>81,913,175</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended December 31, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018, through December 31, 2020, pursuant to the tabular format above.

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

NA

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>04/06/21</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>\$30,000.00</u>	<u>04/05/23</u>	<u>25% below the average past 10-day share price. 2 Year repayable Note.</u>	<u>RB Capital Partners Inc. – Brett Rosen</u>	<u>Loan</u>
<u>04/28/21</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>\$27,500.00</u>	<u>04/27/23</u>	<u>25% below the average past 10-day share price. 2 Year repayable Note.</u>	<u>GPL Ventures LLC – Alexander Dillon</u>	<u>Loan</u>
<u>06/14/21</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>\$25,000.00</u>	<u>06/13/23</u>	<u>25% below the average past 10-day share price. 2 Year repayable Note.</u>	<u>GPL Ventures LLC – Alexander Dillon</u>	<u>Loan</u>
<u>09/10/21</u>	<u>\$375,000</u>	<u>\$375,000</u>	<u>\$18,750.00</u>	<u>03/10/23</u>	<u>35% below the average past 15-day share price. 1.5 Year repayable Note.</u>	<u>AES Capital Management LLC – Eli Safdieh</u>	<u>Loan</u>
<u>01/28/22</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>\$4,315.07</u>	<u>01/27/24</u>	<u>Fixed Price \$0.20 2 Year repayable Note</u>	<u>RB Capital Partners Inc. – Brett Rosen</u>	<u>Loan</u>

<u>02/04/22</u>	<u>\$2,000,000</u>	<u>\$2,000,000</u>	<u>\$36,821.92</u>	<u>02/04/23</u>	<u>35% below the average past 15-day share price. 1 Year repayable Note.</u>	<u>Discover Growth Fund LLC – John Burke</u>	<u>Loan</u>

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

4) Financial Statements

The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

The financial statements for this reporting period were prepared by (name of individual)¹⁴:

Name: Caren Currier
Title: NA
Relationship to Issuer: Consultant

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

- C. Balance sheet.
- D. Statement of income.
- E. Statement of cash flows.
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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

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

Financial statement information is considered current until the due date for the subsequent report (as set forth in the

¹⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

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

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

The Company is a New York based M & A company that consisting of several wholly owned subsidiary companies.

On the 26th of January 2020 the company completed its merger purchase agreement with Firebug Group, the first tranche of shares was issued in May 2020 as already reflected in this report and the final small tranche of preference shares which need to be issued will be issued in Q3 2022.

Please list any subsidiaries, parents, or affiliated companies.

Firebug Group

The Vehicle Converters LLC

Bright Concept Detection and Protection Systems LLC

Bull Head Products Inc.

Describe the issuers' principal products or services.

The Company is a mergers and acquisitions company, which focuses on acquiring businesses in the technology, engineering, and manufacturing sector.

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.

The company operates a leased factory offices both in Dubai and the UK. Both leases are on a 12 month rolling leases. The company holds approximately \$1.1M of inventory between the UK, US and Dubai facilities. It also holds \$1.7m of fixed assets and approximately \$15m of other current assets including Bank Accounts, Receivables, Deposits, Prepayments, Loans, shares in non-subsidiary public companies etc. Other assets include long term investments of \$16.9m, IP \$1.3m, and marketing assets of \$29K.

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
FB Technologies Global, Inc, - Nicolas Link	Owner	Wilmington Delaware	140,000,000	Common stock	10.66%	Transfer of shares as a result of merger
FB Technologies Global, Inc, - Nicolas Link	Owner	Wilmington Delaware	10,000,000 60,741,000	Preferred A Preferred D	100% 100%	Transfer of shares as a result of merger
FB Technologies Global, Inc, - Nicolas Link	Owner	Wilmington Delaware	2,200,000	Preferred B	100%	Transfer from Common
Brohf Holdings Ltd	Owner of more than 5%	Paphos, Cyprus	672,175	Preferred E	21.19%	Transfer of shares as a result of merger
Belart Trade & Holdings GmbH	Owner of more than 5%	Vienna, Austria	2,500,000	Preferred E	78.81%	Transfer of shares as a result of merger
Cicero Transact Group	Owner of more than 5%	Ossining New York	750,000	Preferred F	12.93.%	Purchase
Louise Bennett	Officer	Doncaster United Kingdom	1,500,000	Preferred F	25.86%	Management Compensation
James Gibbons	Owner of more than 5%	Dubai, UAE	2,500,000	Preferred F	43.10%	Purchase
John-Paul Backwell	Officer	Cheshire United Kingdom	1,050,000	Preferred F	18.10%	Management Compensation
_____	_____	_____	_____	_____	_____	_____

8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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.

GPL Ventures LLC - is currently undergoing litigation with the Securities Exchange (SEC). This however has no involvement with Illustrato Pictures International Inc, and we are not fully aware of the details of this action.

Ambrose & Keith – Illustrato Pictures International Inc has applied to the court to have 40,000,000 shares with Ambrose & Keith cancelled as they were issued in error in 2018 as the deal never completed. We have been awarded default judgement and are waiting on the order to allow the cancellation of the shares at the TA.

Black Ice Advisors LLC – Illustrato Pictures International Inc and Black Ice Advisors LLC are undergoing legal action against each other for the claim of historic notes which were converted, and Black Ice Advisors LLC's claim is of another note which Illustrato Pictures has in dispute.

9) Third Party Providers

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

Securities Counsel

Name: Joseph Lucosky
Firm: Lucosky Brookman LLP
Address 1: 111 Broadway, Suite 807
Address 2: New York, NY 10006
Phone: (212) 417-8160
Email: info@lucbro.com

Accountant or Auditor

Name: Caren Currier
Firm:
Address 1: 2313 Hollyhill Lane
Address 2:
Phone: 626.429.2780
Email: carenlarsen@hotmail.com

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, Nicolas Link certify that:

1. I have reviewed this Quarterly disclosure statement of Ilustrato Pictures International Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial 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.

05/16/2022 [Date]

/s/ Nicolas Link [CEO's Signature]

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

Principal Financial Officer:

I, Nicolas Link certify that:

1. I have reviewed this Quarterly disclosure statement of Ilustrato Pictures International Inc,
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial 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.

05/16/2022 [Date]

/s/ Nicolas Link [CEO's Signature]

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

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Accrual Basis

Illustrato Pictures International, Inc.
Balance Sheet Prev Year Comparison
As of March 31, 2022

	Mar 31, 22	Mar 31, 21
ASSETS		
Current Assets		
Checking/Savings	479,129.34	99,339.09
Other Current Assets	15,376,145.26	3,081,614.47
Total Current Assets	15,855,274.59	3,180,953.56
Fixed Assets	1,624,826.22	108,638.84
Other Assets	16,901,622.25	16,583,346.27
TOTAL ASSETS	34,381,723.17	19,872,938.67
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities	15,479,412.85	4,273,436.27
Total Liabilities	15,479,412.85	4,273,436.27
Equity	18,902,310.32	15,599,502.40
TOTAL LIABILITIES & EQU...	34,381,723.17	19,872,938.67

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Accrual Basis

Ilustrato Pictures International, Inc.
Profit & Loss Prev Year Comparison
January through March 2022

	Jan - Mar 22	Jan - Mar 21
Ordinary Income/Expense		
Income	3,013,522.27	508,078.49
Cost of Goods Sold	1,154,441.41	299,174.71
Gross Profit	1,859,080.86	208,903.78
Expense	1,222,445.00	135,156.31
Net Ordinary Income	636,635.86	73,747.47
Other Income/Expense	0.00	12,026,143.28
Net Income	636,635.86	12,099,890.75

Ilustrato Pictures International, Inc.
Statement of Cash Flows
January through March 2022

	<u>Jan - Mar 22</u>
OPERATING ACTIVITIES	
Net Income	636,635.86
Adjustments to reconcile Net Income to net cash provided by operations:	
Net cash provided by Operating Activities	271,902.22
INVESTING ACTIVITIES	-164,186.57
FINANCING ACTIVITIES	<u>194,745.44</u>
Net cash increase for period	302,461.09
Cash at beginning of period	<u>176,668.25</u>
Cash at end of period	<u><u>479,129.34</u></u>

Ilustrato Pictures International Inc.
Shareholders' Equity (Deficiency)
(Unaudited)

	Common Stock		Preferred Stock - Class A		Preferred Stock - Class B		Preferred Stock - Class C		Preferred Stock - Class D		Preferred Stock - Class E		Preferred Stock - Class F		Add'l Paid in Capital	Accumulated Deficit	Total Stockholders' Equity/(Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance December 31, 2020	767,530,699	1,183,282	10,000,000	10,000	-	-	-	-	60,741,000	60,741	3,175,172	3,172	-	-	2,846,812	(899,110)	3,204,897
Shares Issued to Officer	354,000,000															190,775	190,775
Net Gain/(loss) for quarter ended March 31, 2021																12,099,891	12,099,892
Balance March 31, 2021	1,121,530,699	1,183,282	10,000,000	10,000	-	-	-	-	60,741,000	60,741	3,175,172	3,172	-	-	2,846,812	11,391,556	15,495,564
Shares Issued to Officer	100,000,000	38,015															38,015
Net Gain/(loss) for quarter ended June 30, 2021																544,588	544,588
Balance June 30, 2021	1,221,530,699	1,221,297	10,000,000	10,000	-	-	-	-	60,741,000	60,741	3,175,172	3,172	-	-	2,846,812	11,936,144	16,078,167
Shares Issued	(78,000,000)												6,050,000	6,050		801,076	807,126
Net Gain/(loss) for quarter ended Sept 30, 2021													6,050,000	6,050			
Balance September 30, 2021	1,143,530,699	1,221,297	10,000,000	10,000	-	-	-	-	60,741,000	60,741	3,175,172	3,172	6,050,000	6,050	2,846,812	12,737,220	16,885,293
Shares Issued	100,000,000	22,233			2,200,000	2,200							(250,000)	(250)	(25,500)	1,186,922	1,185,636
Net Gain/(loss) for quarter ended December 31, 2021		-															
Balance December 31, 2021	1,243,530,699	1,243,530	10,000,000	10,000	2,200,000	2,200	-	-	60,741,000	60,741	3,175,172	3,172	5,800,000	5,800	2,821,312	13,924,142	18,070,929
Shares Issued	70,000,000	70,000															70,000
Net Gain/(loss) for quarter ended March 31, 2022		-													124,746	636,636	761,382
Balance March 31, 2022	1,313,530,699	1,313,530	10,000,000	10,000	4,400,000	4,400	-	-	60,741,000	60,741	3,175,172	3,172	5,800,000	5,800	2,946,058	14,560,778	18,902,311

Illustrato Pictures International Inc.
Notes to Financial Statements
Period Ended, March 31, 2022 (Unaudited)

Note 1. Organization, History and Business

We were incorporated as a Superior Venture Corp. on April 27, 2010, in the State of Nevada for the purpose of selling wine varietals. On November 9, 2012, we entered into an Exchange Agreement with the Illustrato Pictures Ltd., a British Columbia corporation (Illustrato BC"), whereby we acquired all of the issued and outstanding common stock of Illustrato BC. On November 30, 2012, Illustrato BC transferred all of its assets and liabilities to Illustrato Pictures Limited, our wholly owned subsidiary in Hong Kong ("Illustrato HK"). On November 30, 2012, we changed the name to Illustrato Pictures International, Inc.

On April 1, 2016, Barton Hollow, together with the newly elected director of the issuer, caused the Issuer to enter into a letter of Intent to merger with Cache Cabinetry, LLC, and Arizona limited liability company. Pursuant to the Letter of Intent, the parties thereto would endeavor to arrive at, and enter into, a definitive merger agreement providing for the Merger. As an inducement to the members of Cache Cabinetry, LLC to enter into the Letter of Intent and thereafter transact, the Issuer caused to be issued to the members 360,000,000 shares of its common stock. Subsequently, on April 6, 2016, the Issuer and Cache Cabinetry, LLC entered into a definitive agreement and Plan of Merger (the "Merger Agreement"). Concomitant therewith, the stockholders of the Issuer elected Derrick McWilliams, the President of Cache Cabinetry, LLC Chief Executive Officer of the Issuer, who along with Barton Hollow, ratified and approved the Merger Agreement and Merger.

The Merger closed on June 3, 2016. The merger is designed as a reverse subsidiary merger pursuant to Section 368(a)(2)(E) of the Internal Revenue Code. That is, upon closing, Cache Cabinetry LLC will merge into a newly created subsidiary of the Issuer with the members of Cache Cabinetry, LLC receiving shares of the common stock of the Issuer as consideration therefor. Upon closing of the Merger, Cache Cabinetry, LLC will be the surviving corporation in its merger with the wholly owned subsidiary of the Issuer, therefore has become the wholly owned operating subsidiary of the Issuer.

On November 9th, 2018, the Company entered into a Term Sheet for Plan of Merger and Control with Larson Elmore.

On May 18, 2020, the Company entered into a definitive agreement and Plan of Merger with FB Technologies Global, Inc, the shareholders of FB Technologies Global, Inc. were issued 3,172,175 shares of Series E Preferred Stock for their shares 360,000,000 common shares, 60,741,000 Preference D and 10,000,000 Preference A Shares. A final tranche of preference shares subject to performance to be issued in Quarter 3 of 2022. The merger consummated during the 1st quarter of 2021.

Note 2. Summary of Significant Accounting Policies

Revenue Recognition

The company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the sale price is fixed or determinable, (iii) collectability is reasonable assured and (iv) goods have been shipped and/or services rendered.

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 receivables are charged off against the allowances 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 stocks, 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 account 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 statements of operation 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 "forfeiture" 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 expenses 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.

Earnings (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 shareholders by the weighted average number of shares available. Diluted earnings (loss) per shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except the denominator is increased to include the number of additional shares that would have been outstanding if the potential shares had been issued and if the additional shares were dilutive.

Diluted earnings (loss) per share have not been presented since there are no dilutive securities.

Organization and Offering Cost

The Company has a policy to expense organization and offering cost as incurred.

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.

Fair Value of Financial Instruments

The company's financial instruments consist of cash and cash equivalents, accounts receivable, and notes payable. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

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 assumption that affect the reported amount of assets and liabilities and disclosure of 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 segment

ASC 280, "*Segment Reporting*" requires use of the "*management approach*" model for segments 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 September 30, 2017.

Income Taxes

The Company accounts for income tax positions in accordance with Accounting Standards Codification Topic 740, "Income Taxes" ("ASC Topic 740"). This standard prescribes a recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There was no material impact on the Company's financial position or results of operations as a result of the application of this standard.

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 report, the Company

undertakes a study to determine the consequences of the change to its financial statements and assures that there is proper control in place to ascertain that the Company's financials properly reflect the change. The Company currently does not have any recent accounting pronouncement that they are studying, and feel may be applicable.

Note 3. Notes Payable

On April 4, 2021, ILUS entered into a Note Payable of \$500,000 with GPL Ventures LLC – Alexander Dillon, with a two-year term as outlined in above note payables table. Repayable any time prior to maturity. Convertible at 25% below the average 10-day share price. In January 2022 this note was purchased by RB Capital Partners.

On April 28, 2021, ILUS entered into a Note Payable of \$500,000 with GPL Ventures LLC – Alexander Dillon, with a two-year term as outlined in above note payables table. Repayable any time prior to maturity. Convertible at 25% below the average 10-day share price.

On June 14, 2021, ILUS entered into a Note Payable of \$500,000 with GPL Ventures LLC – Alexander Dillon, with a two-year term as outlined in above note payables table. Repayable any time prior to maturity. Convertible at 25% below the average 10-day share price.

On Sept 10, 2021, ILUS entered into a Note Payable of \$370,000 with AES Capital Management LLC, with a One and half year term as outlined in above note payables table. Repayable any time prior to maturity. Convertible at 35% below the average 15-day share price.

On Jan 28, 2022, ILUS entered into a Note payable of \$500,000 with RB Capital Partners, with a two year term as outlined in above note payables table. Repayable at any time prior to maturity. Convertible at a fixed price of \$0.20.

On February 04, 2022, ILUS entered into a Note payable of £2,000,000 with Discover Growth Fund LLC, with a One year term as outlined in above note payables table. Repayable at any time prior to maturity. Convertible at 35% below the average 15 day share price.

Note 4. Related Party Transactions

During quarter ended September 30, 2021, FB Technologies Global Inc converted 220,000,000 common stocks into 2,200,000 Class B Preferred stock.

Note 5. Shareholders' Equity

In August 2019 the Company's Amended its Articles of Incorporation to authorize it to issue up to two billion (2,000,000,000) shares, of which all shares are common stock, with a par value of one-tenth of one cent (\$0.001) per share. The Company also created the following preferred shares with a par value of \$0.001 to be designated Class A, B and C.

Class A – 10,000,000 preferred shares that convert at 3 common shares for every 1 preferred class A share and voting rights of 500 common shares for every 1 preferred class A share. All 10,000,000 preferred class A shares have been issued to the Company's CEO.

Class B – 10,000,000 preferred shares that convert at 3 common shares for every 1 preferred class B common share.

Class C – 10,000,000 preferred shares that convert at 2 common shares for every 1 preferred class C common share with voting rights of 100 common shares for every 1 preferred class C share.

On February 14, 2020, the Company designated Class D— 60,741,000 preferred shares; par value \$0.001 that convert at 500 common shares for every 1 preferred class D common share with voting rights of 500 common shares for every 1 preferred class D share.

On May 28, 2020, the Company designated preferred Class E shares - 5,000,000 preferred shares; par value \$0.001; non-cumulative. Dividends are 6% a year commencing a year after issuance. Dividends to be paid annually. Redeemable at \$1.00 per share, 2.25% must be redeemed per quarter, commencing one year after issuance, and shall be redeemed at 130% premium to the redemption value. The shares do not have voting rights.

On August 26, 2021, the company amended Class B Shares to 100,000,000 shares with par value \$0.001 that convert at 100 common shares for every 1 preferred Class B Share with voting rights of 100 common shares for every 1 preferred class B share. Dividends to be paid according to the company's dividend policy agreed by the board from time to time.

On July 20, 2021, the Company designed preferred Class F shares – 50,000,000 preferred shares; par value \$0.001 that convert at 100 common shares for every 1 preferred class F share with no voting rights and no dividends.

As of March 31, 2022, there are 1,313,530,699 shares of the Company's common stock issued and outstanding.

Note 6. Warrants

COMMON SHARE PURCHASE WARRANT was issued to Discover Growth Fund, LLC, of the \$2,000,000.00 convertible promissory note of even date herewith (the "Note"), , Holder is entitled, upon the terms and subject to the limitations on exercise and the conditions hereinafter set forth, at any time on or after the date of issuance hereof, to purchase from the Company, 20,000,000 of the Company's common shares (the "Warrant Shares") (whereby such number may be adjusted from time to time pursuant to the terms and conditions of this Warrant) at the Exercise Price of \$0.275, per share then in effect.

Note 7. Commitment and Contingencies

All shares issued are issued pursuant to an exemption provided by Section 4(2), and that all shares are restricted.

Commitments:

Contingencies:

None as of our balances sheet date.

Note 8. Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, liquidation of liabilities, the continued ability to raise capital as and when required, in the normal course of business.

Note 9. Subsequent Events:

None