

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Quarterly Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier.

Qualification Process:

1. Subscribe to the OTC Disclosure & News Service by submitting an [OTCIQ Order Form](#) (available on www.otciq.com).
2. Upload the following documents through OTCIQ:
 - **Quarterly Reports** for Current Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Quarterly Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Quarterly Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements
 - Audit Letter, if audited
3. If financial statements are not audited by a PCAOB registered firm, provide the following:
 - **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement according to the [instructions](#) on www.otcm Markets.com.
 - **Attorney Letter:** After following the appropriate procedures with a qualified attorney, upload an “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines also does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

4. Verified Profile: Verify the Company Profile through OTCIQ. Profile information includes, but is not limited to, a complete list of officers, directors and service providers, outstanding shares, a business description and contact information.
5. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.
6. Companies will be only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
7. To qualify for Current Information on an ongoing basis, companies must upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45** days of the quarter end
 - Quarterly Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ for a period within the prior 6 months may qualify for the Limited Information Tier.

8. Financial Statements: Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements
 - Audit Letter, if audited
9. Verified Profile: The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors and service providers; outstanding shares; a business description and contact information.

Current Reporting of Material Corporate Events

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/products/disclosure-and-news-service>

- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Other events the issuer considers to be of importance

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Metatron Inc.

160 Greentree Drive Suite 101

Dover, De 19904

—
(302) 861-0431

Metatroninc.com

ir@metatroninc.com

SIC Code 5990

Quarterly Report
For the Period Ending: 03/31/2022(the
“Reporting Period”)

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

9,229,230,856

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

9,229,230,856

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

6,698,870,462

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 of the Company's assets;

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

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

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

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

Metatron Inc. effective as of April 24, 2009. XRG Inc. – January 16, 2002 to April 24, 2009

USA Polymers Inc. – November 17, 2000 to January 16, 2002.

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):

Metatron, Inc. was incorporated on November 17, 2000 under the laws of the State of Delaware as USA Polymers Inc. On July 26, 2001 we filed a certificate of amendment to change our name to XRG Inc, and began operations as a holding company that owned subsidiary interstate trucking companies.

On May 24, 2009 we amended our Articles of Incorporation to change our name to Metatron Inc

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:

160 Greentree Drive Suite 101, Dover, De 19904

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: ☒

160 Greentree Drive Suite 101, Dover, De 19904

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: MRNJ
Exact title and class of securities outstanding: Common Stock
CUSIP: 59141K101
Par or stated value: \$0.001

Total shares authorized: 10,000,000,000 as of date: May 16, 2022
Total shares outstanding: 9,229,230,856 as of date: May 16, 2022
Number of shares in the Public Float: 8,121,026,154 as of date: May 16, 2022
Total number of shareholders of record: as of May 16, 2022: 3,472

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 Company
Phone: 702-361-3033
Email: beth@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act? 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 12/31/19 6,698,870,462 857,169 Common: Preferred: Series B			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation,	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount	Individual/ Entity Shares were issued to (entities must have individual	Reason for share issuance (e.g. for cash or debt conversion) -OR-	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

"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.

⁶ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	shares returned to treasury)			share) at Issuance	to market price at the time of issuance? (Yes/No)	with voting / investment control disclosed).	Nature of Services Provided		
5/15/21	New issuance	500,000,000	Common	\$0.00009	No	Mountain Green/Ral ph Riehl	Acquisition	Restricted	Section 3(a)(9) and Rule 144v
7/9/21	New issuance	169,076,188	Common	\$0.00032	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestrict ed	Section 3(a)(9) and Rule 144v
7/19/21	New issuance	248,757,857	Common	\$0.00021	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestrict ed	Section 3(a)(9) and Rule 144v
8/17/21	New issuance	372,222,222	Common	\$0.00018	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestrict ed	Section 3(a)(9) and Rule 144v
9/21/21	New issuance	273,333,333	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestrict ed	Section 3(a)(9) and Rule 144v
10/19/21	New issuance	254,106,067	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestrict ed	Section 3(a)(9) and Rule 144v
10/21/21	New issuance	347,216,600	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestrict ed	Section 3(a)(9) and Rule 144v
10/21/21	New issuance	865,648,127	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestrict ed	Section 3(a)(9) and Rule 144v
Shares Outstanding on Date of This Report:									
<u>Ending</u> <u>Balance</u>									
<u>Ending Balance:</u>									
Date <u>3/31/22</u>									
Common: 9,229,230,856 Preferred: Series A: 1 Preferred: Series B: 878,256									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 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 September 30, 2020 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
04/21/16	\$ 2,707.00	\$ 22,500.00	2,133	10/20/2016	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
05/17/16	\$ 0.00	\$ 21,500.00	(0)	10/16/2016	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
09/12/16	\$ 0.00	\$ 12,000.00	0	3/12/2017	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
10/14/16	\$ 5,500.00	\$ 15,904.00	5,067	10/14/2017	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
10/21/16	\$ (0.00)	\$ 60,000.00	(0)	10/21/2017	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
11/01/16	\$ -	\$ 20,000.00	-	11/1/2017	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
02/01/16	\$ 34,500.00	\$ 22,000.00	4,989	8/1/2017	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
06/09/17	\$ 34,500.00	\$ 34,500.00	26,295	6/9/2018	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
08/21/17	\$ 40,000.00	\$ 40,000.00	27,698	8/21/2018	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
12/21/17	\$ 49,444.00	\$ 49,444.44	65,318	6/21/2018	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
01/16/18	\$ 11,111.00	\$ 11,111.11	5,278	7/22/2019	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
03/01/19	\$ 28,889.00	\$ 28,888.89	4,322	9/1/2019	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
03/01/19	\$ 29,778.00	\$ 29,777.78	4,454	9/4/2019	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
03/11/19	\$ 33,889.00	\$ 33,888.89	5,070	9/15/2019	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
05/26/20	\$ 18,333.00	\$ 18,333.00	228	1/0/1900	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
01/05/21	\$ 17,500.00	\$ 17,500.00	518	1/4/2022	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
08/04/20	\$ 40,000.00	\$ 40,000.00	1,870	8/4/2030	none	BlueVine PPP Loan Program	Loan

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)

C. Name: **Steven Plumb**
Title: Accountant
Relationship to Issuer: None

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.

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- D. Balance sheet;
- E. Statement of income;
- F. Statement of cash flows;
- G. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- H. Financial notes; and
- I. 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. ("Quarterly 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.

Metatron

Year to Date Financial Statements

Three Months Ending March 31, 2022 and 2021

METATRON
Consolidated Balance Sheets

As of March 31, 2022 and December 31, 2021

(Unaudited)

	March 31, 2022	December 31, 2021
ASSETS		
Current Assets		
Cash and Cash Equivalents	186	186
Receivables	73,097	73,097
Total Current Assets	73,283	73,283
Fixed Assets		
Property & Equipment, Net	-	-
Total Fixed Assets	-	-
Other Assets		
Acquisition of RComm	14,935	14,935
Acquisition of IMobilize	149,750	149,750
Acquisition of Just Data	100,000	100,000
Acquisition of PB Magic	750,000	750,000
Content	<u>154,470</u>	154,470
Total Other Assets	1,169,155	1,169,155
TOTAL ASSETS	<u><u>1,242,437</u></u>	1,242,438
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities:		
Accrued Interest	144,752	144,752
Convertible Notes Payable	287,718	287,718
Total Other Current Liabilities	<u>432,470</u>	432,470
Total Current Liabilities	555,739	555,739
Long Term Liabilities:		
EIDL Loan	40,000	40,000
PPP Loan	18,333	18,333
Total Long Term Liabilities	<u>58,333</u>	58,333
Total Liabilities	490,903	490,903
Equity		
Preferred Stock, Series A, \$0.00001 Par Value, 100 shares authorized, 1 share issued and outstanding as of December 31, 2021 and 2020	100	100
Preferred Stock, Series B \$0.00001 Par Value: 1,000,000 Shares Authorized: 878,256 shares issued and outstanding as of December 31, 2021 and 2020	9	9
Common Stock \$0.001 Par Value: 10,000,000,000 shares authorized, 9,229,230,856 and 6,698,870,462 shares issued and outstanding as of December 31, 2021 and 2020	6,638,609	6,638,609
Paid in capital	2,198,356	2,198,356
Accumulated deficit	<u>(8,085,539)</u>	(8,085,539)
Total shareholder's equity	751,535	751,535
TOTAL LIABILITIES & EQUITY	<u><u>1,242,438</u></u>	<u>1,242,438</u>

Metatron, Inc
Statements of Income
For the Years Ending
December 31, 2021 and 2020
(Unaudited)

	Year Ended	
	2021	2020
Revenues	\$ 3,800	\$ -
Gross margin	<u>3,800</u>	<u>-</u>
Operating Expenses		
General and Administrative Expense	35,335	84,608
Total Operating Expense	<u>35,335</u>	<u>84,608</u>
Operating income (loss)	(31,535)	(84,608)
Other (Income) Expense		
Interest expense	(348,097)	-
Total other expense	<u>(348,097)</u>	<u>-</u>
Net loss	\$ <u>(379,632)</u>	\$ <u>(84,608)</u>
Net Loss Per Common Share	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>
Weighted average number of shares outstanding	<u>7,647,094,081</u>	<u>6,698,870,595</u>

Metatron, Inc

Statement of Stockholders Equity

For the Years Ended December 31, 2021 and 2020(Unaudited)

	Series A Preferred Stock		Series B Preferred Stock		Series D Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Total
Balance, December 31, 2021	1	\$ 100	878,256	\$ 9	-	\$ -	9,229,230,856	\$ 6,638,609	\$ 2,198,356	\$ (8,085,539)	\$ 751,535
Net income										(26,215)	(26,215)
Balance, March 31, 2022	1	\$ 100	878,256	\$ 9	-	\$ -	9,229,230,856	\$ 6,638,609	\$ 2,198,356	\$ (8,111,754)	\$ 725,320

	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Accumulated		
	Shares	Amount	Shares	Amount	Shares	Amount	Paid in capital	Deficit	Total
Balance, December 31, 2020	1	100	878,256	9	6,698,870,462	2,443,537	5,784,354	(7,705,907)	522,083
Net loss	-	-	-	-	-	-	-	(31,751)	(31,751)
Balance, March 31, 2021	1	100	878,256	9	6,698,870,462	2,443,537	5,784,354	(7,737,658)	490,332

Metatron, Inc

Statements of Cash Flows Three Months Ended March 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	\$ (26,215)	\$ (31,751)
Adjustments to Reconcile Net Loss to		
Net Cash Used in Operating Activities		
Depreciation and amortization	-	1,474
Changes in Operating Assets and Liabilities		
Accounts payable and accrued liabilities	9,274	16,236
Net Cash Generated (Used) in Operating Activities	<u>(16,941)</u>	<u>(14,041)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net Cash Provided from Investing Activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable	17,000	17,500
Net Cash Provided from Financing Activities	<u>17,000</u>	<u>17,500</u>
NON-CASH TRANSACTIONS		
Net Non-Cash Transactions	<u>-</u>	<u>-</u>
Net Increase (Decrease) in Cash	59	3,459
Cash Beginning of Period	<u>186</u>	<u>745</u>
Cash - End of Period	<u>\$ 245</u>	<u>\$ 4,204</u>
SUPPLEMENTAL INFORMATION:		
Cash paid for income taxes	\$ <u>-</u>	\$ <u>-</u>
Cash paid for interest	\$ <u>-</u>	\$ <u>-</u>
NON-CASH ACTIVITIES		
Common stock issued upon conversion of convertible NP	\$ <u>-</u>	\$ <u>-</u>

Metatron, Inc
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Three Months Ended March 31, 2022 and 2021

1. Organization and Basis of Presentation

Organization and Combination

Metatron, Inc ("Metatron" or the "Company") was incorporated in the State of Delaware on November 17, 2000. Metatron maintains its principal executive offices in Dover, Delaware, United States.

Basis of Presentation

The Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and the rules and regulations of OTC Markets, Inc. ("OTC").

Business Operations

The Company is a development stage company targeting acquisition opportunities with recurring revenue streams to maximize shareholder value.

Going Concern

The Company's financial statements have been presented on the basis that the Company is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As reflected in the accompanying financial statements, the Company has no assets on hand, has had no operating revenues, and has had no operating cash flows. During the three months ended March 31, 2022, the Company had a net loss of \$26,215 and an accumulated deficit of \$8,111,754 as of March 31, 2022.

As a result, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year of the date that the accompanying financial statements are issued. The ability of the Company to continue as a going concern is dependent upon the Company's ability to raise additional funds and implement its business plan, and to ultimately achieve sustainable operating revenues and profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

If cash resources are insufficient to satisfy the Company's ongoing cash requirements, the Company would be required to obtain funds, if available, although there can be no certainty, from its shareholders or officers.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates. Significant estimates are expected to include those related to assumptions used in calculating accruals for potential liabilities, valuing equity instruments issued for services, and the realization of deferred tax assets.

Income Taxes

The Company accounts for income taxes under an asset and liability approach for financial accounting and reporting for income taxes. Accordingly, the Company recognizes deferred tax assets and liabilities for the expected impact of differences between the financial statements and the tax basis of assets and liabilities.

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company was to determine that it would be able to realize its deferred tax assets in the future in excess of its recorded amount, an adjustment to the deferred tax assets would be credited to operations in the period such determination was made. Alternatively, should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to operations in the period such determination was made.

The Company is subject to U.S. federal income taxes and franchise taxes of the State of Delaware. The Company's operations during the years ended December 31, 2021 and 2020 were nominal.

As the Company's net operating losses in the respective jurisdictions in which it operates have yet to be utilized, all previous tax years remain open to examination by the taxing authorities in which the Company currently operates. The Company had no unrecognized tax benefits as of December 31, 2021 and 2020 and does not anticipate any material amount of unrecognized tax benefits within the next 3 months.

The Company accounts for uncertainties in income tax law under a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns as prescribed by GAAP. The tax effects of a position are recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If the tax position is not considered "more-likely-than-not" to be sustained, then no benefits of the position are recognized. As of December 31, 2021 and 2020, the Company had not recorded any liability for uncertain tax positions. In subsequent periods, any interest and penalties related to uncertain tax positions will be recognized as a component of income tax expense.

Stock-Based Compensation

The Company issues common stock and intends to issue stock options to officers, directors and consultants for services rendered. Options will vest and expire according to terms established at the issuance date of each grant. Stock grants, which are generally time vested, will be measured at the grant date fair value and charged to operations ratably over the vesting period.

The fair value of stock options granted as stock-based compensation will be determined utilizing the Black-Scholes option-pricing model, and can be affected by several variables, the most significant of which are the life of the equity award, the exercise price of the stock option as compared to the fair market value of the common stock on the grant date, and the estimated volatility of the common stock. Estimated volatility will be based on the historical volatility of the Company's common stock over an appropriate calculation period, or, if not available, by reference to the volatility of a representative sample of comparable public companies. The risk-free interest rate will be based on the U.S. Treasury yield curve in effect at the time of grant. The fair market value of the common stock will be determined by reference to the quoted market price of the Company's common stock on the grant date, or, if not available, by reference to an appropriate alternative valuation methodology.

The Company will recognize the fair value of stock-based compensation awards in general and administrative costs or in software development costs, as appropriate, in the Company's consolidated statements of operations. The Company will issue new shares of common stock to satisfy stock option exercises.

As of March 31, 2022, the Company did not have any outstanding stock options.

Earnings (Loss) Per Share

The Company's computation of earnings (loss) per share ("EPS") includes basic and diluted EPS. Basic EPS is measured as the income (loss) attributable to common stockholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible notes payable, convertible preferred stock, warrants and stock options) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the respective periods. Basic and diluted loss per common share is the same for all periods presented because there is no convertible debt, convertible preferred stock, warrants or stock options outstanding.

Fair Value of Financial Instruments

The authoritative guidance with respect to fair value established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels and requires that assets and liabilities carried at fair value be classified and disclosed in one of three categories, as presented below. Disclosure as to transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements, is also required.

Level 1. Observable inputs such as quoted prices in active markets for an identical asset or liability that the Company has the ability to access as of the measurement date. Financial assets and liabilities utilizing Level 1 inputs include active-exchange traded securities and exchange-based derivatives.

Level 2. Inputs, other than quoted prices included within Level 1, which are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, mutual funds, and fair-value hedges.

Level 3. Unobservable inputs in which there is little or no market data for the asset or liability which requires the reporting entity to develop its own assumptions. Financial assets and liabilities utilizing Level 3 inputs include infrequently-traded non-exchange-based derivatives and commingled investment funds and are measured using present value pricing models.

The Company will determine the level in the fair value hierarchy within which each fair value measurement falls in its entirety, based on the lowest level input that is significant to the fair value measurement in its entirety. In determining the appropriate levels, the Company will perform an analysis of the assets and liabilities at each reporting period end.

The carrying value of financial instruments (consisting of cash and accounts payable and accrued expenses) is considered to be representative of their respective fair values due to the short-term nature of those instruments.

Property and Equipment

Property and equipment is recorded at cost. Major improvements are capitalized, while maintenance and repairs that do not improve or extend the useful life of the respective assets are charged to expense as incurred. Gains and losses from disposition of property and equipment are included in income and expense when realized. Depreciation of property and equipment is provided using the straight-line method over an estimated useful life of three years.

The Company recognizes depreciation of property and equipment in general and administrative costs in the

Company's consolidated statement of operations.

Leases

Effective January 1, 2019, the Company adopted Accounting Standards Update 2016-02, Leases (Topic 842) ("ASU 2016-02"), which requires a lessee to record a right-of-use asset and a corresponding lease liability at the inception of the lease initially measured at the present value of the lease payments. ASU 2016-02 requires recognition in the statement of operations of a single lease cost that is calculated as a total cost of the lease allocated over the lease term, generally on a straight-line basis. The Company did not have any leases within the scope of ASU 2016-02 at December 31, 2021.

Recent Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 significantly changes how entities measure credit losses for most financial assets, including accounts and notes receivables. ASU 2016-13 will replace the current "incurred loss" approach with an "expected loss" model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the provisions of ASU 2016-13 as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which ASU 2016-13 is effective. As small business filer, ASU 2016-13 will be effective for the Company for interim and Quarterly reporting periods beginning after December 15, 2022. Management is currently in the process of assessing the impact of adopting ASU-2016-13 on the Company's financial statements and related disclosures.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, and the American Institute of Certified Public Accountants, did not or are not believed by management to have a material impact on the Company's present or future financial statements and related disclosures.

3. Notes payable

Convertible notes payable

Convertible notes payable consists of the following as of March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
Convertible note payable dated April 21, 2016, due October 20, 2016, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	\$ 2,707	\$ 2,707
Convertible note payable dated October 14, 2016, due October 14, 2017, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	5,500	5,500
Convertible note payable dated February 01, 2016, due August 01, 2017, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	34,500	34,500
Convertible note payable dated June 09, 2017, due June 09, 2018, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	34,500	34,500
Convertible note payable dated August 21, 2017, due August 21, 2018, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	40,000	40,000
Convertible note payable dated December 21, 2017, due June 21, 2018, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	49,444	49,444
Convertible note payable dated January 16, 2018, due July 22, 2019, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	11,111	11,111

Convertible note payable dated March 01, 2019, due September 01, 2019, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	28,889	28,889
Convertible note payable dated March 01, 2019, due September 04, 2019, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	29,778	29,778
Convertible note payable dated March 11, 2019, due September 15, 2019, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	38,889	38,889
Convertible note payable dated January 05, 2021, due January 05, 2022, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	17,500	17,500
Total	<u>\$ 270,318</u>	<u>\$ 270,318</u>

Notes payable

On May 26, 2020, the Company obtained a federally guaranteed Payroll Protection Program loan in the amount of \$18,333. The loan bears interest at 1% and is expected to be forgiven prior to maturity in 2022. The balance on the loan was \$18,333 at December 31, 2021 and 2020.

On August 4, 2020, the Company obtained federally guaranteed Economic Injury Disaster Loan in the amount of \$40,000. The loan bears interest at 3.75% interest and is due on August 4, 2030. Installment payments including principal and interest in the amount of \$195 will begin on August 4, 2021. The balance on the loan was \$40,000 at December 31, 2021 and 2020.

4. Stockholders' Equity

Preferred Stock

The Company has authorized a total of 100 shares of preferred stock series A, \$0.00001 par value assigned. 1 share of preferred stock series A is issued and outstanding as of December 31, 2021 and 2020.

The Company has authorized a total of 1,000,000 shares of preferred stock series B, \$0.00001 par value assigned. 878,256 shares of preferred stock series B is issued and outstanding as of December 31, 2021 and 2020.

Common Stock

The Company is authorized to issue up to 10,000,000,000 shares of common stock, par value \$0.001 per share. As of March 31, 2022 and December 31, 2021, the Company had 9,229,230,856 shares of common stock issued and outstanding.

5. Commitments and Contingencies

Legal Contingencies

The Company has no known commitments and contingencies.

Impact of COVID-19 on the Company

The global outbreak of COVID-19 has led to severe disruptions in general economic activities, as businesses and governments have taken broad actions to mitigate this public health crisis. Although the Company has not experienced any significant disruption to its business to date, these conditions could significantly negatively impact the Company's business in the future.

The extent to which the COVID-19 outbreak ultimately impacts the Company's business, future revenues, results of operations and financial condition will depend on future developments, which

are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity and longevity, the actions to curtail the virus and treat its impact (including an effective vaccine), and how quickly and to what extent normal economic and operating conditions can resume. Even after the COVID-19 outbreak has subsided, the Company may be at risk of experiencing a significant impact to its business as a result of the global economic impact, including any economic downturn or recession that has occurred or may occur in the future.

Currently, capital markets have been disrupted by the crisis, as a result of which the availability, amount and type of financing available to the Company in the near future is uncertain and cannot be assured and is largely dependent upon evolving market conditions and other factors.

The Company intends to continue to monitor the situation and may adjust its current business plans as more information and guidance become available.

6. Subsequent Events

The Company performed an evaluation of subsequent events through the date on which these consolidated financial statements were issued. There were no material subsequent events which affected, or could affect, the amounts or disclosures in the financial statements.

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 Quarterly Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

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

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

Company creates and markets mobile applications and websites

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

None

C. Describe the issuers' principal products or services.

Principal products are mobile apps and websites in the Lifestyle market.

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.

We currently rent our corporate domicile on a yearly basis in Dover, Delaware at the cost of \$1,200 per year. Our business is completely operated over the internet, which allows our personnel to work from their homes or other virtual locations as they deem necessary. At this time the Company feels this space adequately meets the needs of the Company.

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
Ralph Riehl	CEO	San Diego, CA	452,820,525	Common	7.85%	_____
Denis Sluka	COO	San Diego, CA	452,820,525	Common	7.85%	_____
Ralph Riehl	CEO	San Diego, CA	402,204	Preferred	45.85%	_____
Denis Sluka	COO	San Diego, CA	402,204	Preferred	45.85%	_____
Ralph Riehl	CEO	San Diego	1	Series A Preferred	100%	

8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

9) Third Party Providers

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

Securities Counsel

Name: Randy Katz
Firm: Clark Hill
Address 1: 555 South Flower Street 24th floor
Address 2: Los Angeles, CA 90071
Phone: (213) 417-5310
Email: rkatz@clarkhill.com

Accountant or Auditor

Name: Steven M Plumb
Firm: Clear Financial Solutions, Inc.
Address 1: 3050 Post Oak Blvd, Ste. 510, Houston, TX 77056
Address 2:
Phone: 713-780-0806
Email: Steven@clearfinancials.com

Investor Relations

Name: Investor Relations
Firm: Metatron Inc.
Address 1: 160 Greentree Drive Suite 101
Address 2: Dover, De 19904
Phone: (302)-861-0431
Email: ir@metatroninc.com

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 Quarterly Report.

The certifications shall follow the format below:

I, Ralph Riehl certify that:

1. I have reviewed this Quarterly report of Metatron 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.

_____ May 16, 2022

/s/ Ralph Riehl

Principal Financial Officer:

I, Denis Sluka certify that:

1. I have reviewed this Quarterly report of Metatron 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.

May 16, 2022

/s/ Denis Sluka

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