

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **HPIL Holding**

1720 – 650 West Georgia Street  
Vancouver British Columbia Canada V6B 4N8

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778-819-1956  
www.hpilholding.ca  
SIC: 8742

### **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:

**35,938,343,622 Common shares**

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

**15,768,343,622 Common shares**

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

**15,768,343,622 Common shares**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☒ No: ☐

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**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.

**Current name HPIL Holding, previous name" Trim Holding Group. The name was changed from Trim Holding Group to HPIL Holding on May 21, 2012.**

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

**The current state of incorporation of Wyoming. The Company is in good standing. The Company was previously incorporated in the State of Nevada, and was in incorporated in Nevada from March 5, 2009 to March 22, 2019.**

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:

**1720 – 650 West Georgia Street Vancouver BC Canada V6B 4N8**

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:* ☒

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

Yes: ☒ No: ☐

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

**On April 13, 2020, a shareholder, Haining Zhang, filed a Complaint in the 42nd Circuit Court, Case No. 20-06979-CB-C, Midland County, Michigan, against HPIL Holding for Declaratory Judgment and the Appointment of a Receiver. On October 6, 2020, in the Court of the Honorable Stephen P Carras, a Notice of Receivership was filed, appointing Angela Collette as Receiver; an acceptance of appointment was filed on September 30, 2020.**

**On September 17, 2021, an Order on the Hearing was filed with the Court, whereby the Honorable Stephen P Carras granted Plaintiff's Ray Wong, Chris Phibrick and Frank Dougherty's Motion to Set Aside the Default Judgment and to Intervene as Shareholders on behalf of HPIL Holding.**

## 2) Security Information

Trading symbol:	<b>HPIL</b>	
Exact title and class of securities outstanding:	<b>Common Stock</b>	
CUSIP:	<b>40432Y 109</b>	
Par or stated value:	<b>\$0.001</b>	
Total shares authorized:	<b>60,000,000,000 Common shares</b>	as of date: <b>March 31, 2022</b>
Total shares outstanding:	<b>35,938,343,622 common shares</b>	as of date: <b>March 31, 2022</b>
Number of shares in the Public Float <sup>2</sup> :	<b>14,635,788,262 common shares</b>	as of date: <b>March 31, 2022</b>
Total number of shareholders of record:	<b>449</b>	as of date: <b>March 31, 2022</b>

### Transfer Agent

Name: **Olde Monmouth Stock Transfer Co., Inc.**  
Phone: **(732) 872-2727**  
Email: **matt@oldemonmouth.com**  
Address: **200 memorial Parkway, Atlantic Highlands, NJ 07716**

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

## 3) Issuance History

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

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

### A. Changes to the Number of Outstanding Shares

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

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

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

Shares Outstanding as of the Second Most Recent Fiscal Year End: Date <b>December 31, 2019</b>		<u>Opening Balance</u> Common: <b>4,265,484,988</b>							
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.
10/06/2020	Issue Securities	95,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
10/07/2020	Issue Securities	106,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
10/07/2020	Issue Securities	212,847,700	Common	0.001	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
10/08/2020	Issue Securities	95,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
10/13/2020	Issue Securities	96,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
10/16/2020	Issue Securities	95,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
10/19/2020	Issue Securities	125,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
10/21/2020	Issue Securities	254,007,600	Common	0.001	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
10/22/2020	Issue Securities	128,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
10/27/2020	Issue Securities	126,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
11/03/2020	Issue Securities	126,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
11/05/2020	Issue Securities	126,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
11/10/2020	Issue Securities	174,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
11/23/2020	Issue Securities	174,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
11/23/2020	Issue Securities	300,614, 500	Common	0.001	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
11/30/2020	Issue Securities	174,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
12/04/2020	Issue Securities	30,633,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt

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.
12/07/2020	Issue Securities	174,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
12/08/2020	Issue Securities	40,000,000	Common	0.001	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
12/10/2020	Issue Securities	234,000,000	Common	0.001	No	GPL Ventures, LLC (Alexander Dillon)	Cash	Restricted	Exempt
12/29/2020	Issue Securities	354,320,840	Common	0.001	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
02/11/2021	Issue Securities	250,000,000	Common	0.00001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
04/14/2021	Issue Securities	384,476,440	Common	0.00015	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
04/20/2021	Issue Securities	800,000,000	Common	0.00001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
04/23/2021	Issue Securities	220,762,710	Common	0.00031	No	Power Up Lending Group Ltd (Curt Kramer)	Conversion of Note	Restricted	Exempt
05/11/2021	Issue Securities	300,000,000	Common	0.0005	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
05/11/2021	Issue Securities	112,000,000	Common	0.00001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
05/18/2021	Cancel Securities	(300,000,000)	Common	N/A	N/A	GPL Ventures, LLC (Alexander Dillon)	N/A	N/A	N/A
05/18/2021	Issue Securities	180,000,000	Common	0.0005	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
05/18/2021	Issue Securities	350,000,000	Common	0.00001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
05/24/2021	Issue Securities	300,000,000	Common	0.00005	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
05/26/2021	Issue Securities	75,835,600	Common	0.00005	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
06/07/2021	Issue Securities	700,000,000	Common	0.0001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
06/09/2021	Issue Securities	540,317,840	Common	0.00042	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
06/23/2021	Issue Securities	248,931,500	Common	0.0001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt

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.
06/24/2021	Issue Securities	800,000,000	Common	0.0001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
07/08/2021	Issue Securities	800,000,000	Common	0.0001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
07/19/2021	Issue Securities	507,682,200	Common	0.0001	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
07/27/2021	Issue Securities	20,370,370	Common	0.0012	No	GPL Ventures, LLC (Alexander Dillon)	Conversion of penalties on Convertible Note	Restricted	Exempt
07/28/2021	Issue Securities	81,442,026	Common	0.0008	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
08/04/2021	Issue Securities	85,000,000	Common	0.0008	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
08/11/2021	Issue Securities	195,616,308	Common	0.0008	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
09/22/2021	Issue Securities	60,000,000	Common	0.0033	No	Auctus Fund, LLC (Lou Posner)	Conversion of Note	Restricted	Exempt
10/26/2021	Issue Securities	1,500,000,000	Common	0.0025	No	Kodiak Capital Group LLC (Ryan Hodson)	Cash	Restricted	Exempt
11/09/2021	Issue Securities	50,000,000	Common	\$0.005	No	Triton Funds LP (Ashkan Mapar)	Cash	Restricted	Exempt
01/06/2022	Issue Securities	500,000,000	Common	\$0.001	No	Sandor Miklos	Debt Settlement	Restricted	Reg S
01/24/2022	Issue Securities	375,000,000	Common	\$0.001	No	Valentino Arianna	Humm Token Agreement	Restricted	Reg S
01/24/2022	Issue Securities	375,000,000	Common	\$0.001	No	Khadiar Elayan	Humm Token Agreement	Restricted	Reg S
01/24/2022	Issue Securities	600,000,000	Common	\$0.001	No	Maria Derosé	Humm Token Agreement	Restricted	Reg S
02/18/2022	Issue Securities	8,000,000,000	Common	\$0.0001	Yes	Brown Family Investments Ltd. (Stephen Brown)	Management Agreement	Restricted	Reg S
02/18/2022	Issue Securities	2,000,000,000	Common	\$0.0001	Yes	Lord Ferrox D Tutinean	Management Agreement	Restricted	Reg S
02/18/2022	Issue Securities	1,000,000,000	Common	\$0.0001	Yes	Michael Torrey	Employment Agreement	Restricted	Rule 144

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.
02/18/2022	Issue Securities	6,000,000,000	Common	\$0.0001	Yes	David Postula	Management Agreement	Restricted	Rule 144
02/18/2022	Issue Securities	985,000,000	Common	\$0.0001	Yes	Gurvinder Singh Butter	Debt Settlement	Restricted	Rule 144
02/18/2022	Issue Securities	335,000,000	Common	\$0.0001	Yes	Raveep Singh Basanti	Debt Settlement	Restricted	Rule 144
Shares Outstanding as of date of this Report: Date <b>March 31, 2022</b>		Ending Balance: Common: <b>35,938,343,622</b>							

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

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
9/29/2021	\$689,107	\$650,000	\$39,107	9/28/2022	None	Auctus Fund, LLC (Lou Posner)	Loan
10/1/2021	\$529,753	\$500,000	\$29,753	9/30/2022	None	Auctus Fund, LLC (Lou Posner)	Loan
11/1/2021	\$1,266,288	\$1,260,974	\$5,254	5/1/2022	None	Crank Media (Stephen Brown)	Loan

#### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

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

Name: **Stephen Brown**  
Title: **CFO**  
Relationship to Issuer: **Officer**

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

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

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

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

**The financial statements for the Quarterly Report for the period ending March 31, 2022 are attached.**

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

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

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

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

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



On August 22, 2018, the Company Signed an Asset Purchase Agreement with Ray Wong and My Boca Holdings Inc. to acquire all of the assets and business, including the Proximity Marketing Technology/Software, of MyFlyWiFi, referred to herein as “MFWF”. HPIL Holding will deliver to the Seller Three Hundred and Fifty Million (350,000,000) restricted shares, \$0.0001 par value, of its Common Stock.

As far as the Company can tell, although the Shares were issued to My Boca Holdings, Inc., the Company does not have access to MyFlyWiFi and it is an inactive, administratively dissolved in 2019 (Delinquent Taxes) Wyoming incorporated company.

On October 15, 2018, the Company signed an Asset Purchase Agreement with RodDoc, LLC, Frank Dougherty and Christopher Philbrick to acquire all of the assets and business, including the intellectual property for “spiral banding” of RodDoc, Inc. horizontal directional drilling rod resurfacing business, referred to herein as “RODDOC”. HPIL Holding will deliver to the Seller Three Hundred and Fifty Million (350,000,000) restricted shares, \$0.0001 par value, of its Common Stock.

As far as the Company can tell, although the shares were delivered, the patent is still in Mr. Dougherty’s name and the company ROD DOC is an active and registered company in the state of Florida.

On March 15, 2019, an 8-K was filed with the SEC stating that the following wholly-owned companies of HPIL were incorporated in the state of Wyoming: MyFlyWiFi, Inc.; RodDoc, Inc.; Crypto Currency Engine, Inc.; Karate Games Company, Inc.; Global Live Streaming, Inc.; HPIL Real Estate LLC; and nuUnlimited North America, Inc.

All of the aforementioned “wholly owned subsidiaries” were administratively dissolved by the state of Wyoming on May 5, 2020, due to delinquent taxes, with the exception of ROD DOC, which was administratively dissolved on 6/23/2020 due to delinquent taxes.

On April 17, 2019, the Company filed an 8K regarding the purchase of 278 E Saginaw Rd., Sanford, MI 48657 APN: 110-033-100-420-00. This transaction was never completed, and the property remains titled in the Seller’s name, Mike Rudy.

On May 14, 2021, an application was filed with FINRA regarding changing the name of the Company to Cybernetic Technologies, Ltd. Subsequently, a Press Release was issued on that same day saying FINRA had approved the name change. This news release was incorrect; FINRA had not finished processing the application at that time, and in fact, requested documents that the Company was unable to produce. The FINRA application was withdrawn as to the name change of the Company. Additionally, the Company had filed an amendment with the state of Wyoming changing the name of the Company; pursuant to the withdrawal of the FINRA application, the Company filed an amendment with the state of Wyoming changing the name back to HPIL Holding, Inc.

On September 27, 2021, the Company filed a News Release regarding the acquisition of valuable business assets, IP, technology & technologists, acquiring World Gaming Group; Apogee Dynamics (Apogee D7 EV) NFT Procurement; Medusa Intelligence and ZIPPA.

These were miscategorized and were not acquisitions; they were assets that Stephen Brown brought into the Company, that he designated as divisions. These entities were incorporated for a very short time in British Columbia, Vancouver, Canada and were dissolved voluntarily. They are not now separate incorporated companies, nor subsidiaries of the Company.

On September 28, 2021, the Company filed a News Release regarding the acquisition of NFT Procurement. Again, this was miscategorized and this was actually an asset brought into the Company by Stephen Brown. It is not now, nor has it been, a separate incorporated company, nor a subsidiary of the Company.

On October 4, 2021, the Company filed an 8-K, and on October 5, 2021, the Company published a press release, stating that the Company had entered into a Letter of Intent with Auctus Fund, LLC, whereby Auctus would provide Ten Million Dollars (\$10,000,000) to the Company pursuant to an S-1 Registration Statement with an Equity Line of Credit. In fact, the Company had entered into a term sheet, that although fully executed, the Company and Auctus

Fund LLC never entered into definitive agreements and thus, the Company does not have access to an equity line of credit of \$10,000,000.

On October 7, 2021, the Company published a News Release regarding a Letter of Intent with the representatives of the Michael Czysz estate to develop a proof-of-concept Electric Motorcycle under the Apogee Dynamics Power Management System. The Letter of Intent is attached herein to this Disclosure Statement. Definitive Agreements have not yet been executed as the Estate is still going through various processes. Additionally, the news release misstated that Apogee Dynamics is the parent company of HPIL Holding. Apogee Dynamics is a division of HPIL Holding.

On October 8, 2021, the Company published a News Release stating that its division World Gaming Group had almost finished its ZIPPA platform. The Company decided to expand the platform to make it more robust and is getting closer to finishing the platform. The Company still plans to sponsor a tournament through its World Gaming Group division.

On October 18, 2021, the Company published a News Release regarding the sale of its NFT Procurement, and stating it had entered into a Letter of Intent with Stargaze Entertainment, of which Stephen Brown was an officer (until January 5, 2021). On January 5, 2022, the Agreement, which was between Stephen Brown and Stargaze Entertainment, was rescinded and currently the NFT Procurement, has been categorized as a division of HPIL Holding.

On November 30, 2021, the Company published a News Release stating that Apogee Dynamics, a division of HPIL Holding that it had been selected as a Finalist by Mitsubishi Chemical Advanced Materials for its High-Temperature Carbon-Fiber 3D Printing Challenge from amongst many high-quality submissions from all over the world. Apogee Dynamics did not win the challenge; however, it was an honor to be selected.

On January 6, 2022, the Company issued a total of 500,000,000 shares of common stock to Sandor Miklos in settlement of debt.

On January 24, 2022, the Company issued a total of 1,350,000,000 shares to three individuals relative to an Agreement with co-creator developers of Humm Token.

On February 22, 2022, the Board of Directors resolved to issue the following shares, pursuant to employment/management agreements: Stephen Brown (Brown Family Investments, Ltd) – 8,000,000,000 shares; David Postula – 6,000,000,000 shares; Lord Ferrox D Tutinean – 2,000,000,000 shares; and Michael Torrey – 1,000,000,000 shares.

On February 22, 2022, the Board of Directors resolved to issue the following shares to satisfy debt owed to the following pursuant to loans by same: Gurvinder Singh Butter – 985,000,000 shares; and Ravdeep Singh Basanti – 335,000,000 shares.

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

None.

C. Describe the issuers' principal products or services.

None.

## 6) Issuer's Facilities

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

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

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

**The Issuer leases a 3,000 square foot office at 1720-650 West Georgia Street, Vancouver, British Columbia for \$4,066 per month. The lease is on a month to month basis.**

**The Issuer leases a 4,939 square foot office and warehouse at 22021-22023 70<sup>th</sup> Avenue S., Kent, Washington for \$6,677.05 per month (subject to rent adjustments in months 13 and 25). The lease is for a term of 36 months and was effective on September 15, 2021.**

## 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/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding <sup>(1)</sup>	Note
Stephen Brown	CEO/Director	Vancouver, BC	8,000,000,000	Common Restricted Control	22.26%	Issued 2/22/2022
David Postula	President	Park City, UT	6,000,000,000	Common Restricted Control	16.70%	Issued 2/22/2022
Lord Ferrox D Tutinean	Chief Technical Officer	Vancouver, BC	2,000,000,000	Common Restricted Control	5.57%	Issued 2/22/2022

*(1) Percentages are based on the number of shares issued and outstanding of 37,136,200,765 as of March 31, 2022.*

## 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.

**On April 13, 2020, a shareholder, Haining Zhang, filed a Complaint in the 42nd Circuit Court, Case No. 20-06979-CB-C, Midland County, Michigan, against HPIL Holding for Declaratory Judgment and the Appointment of a Receiver. On October 6, 2020, in the Court of the Honorable Stephen P Carras, a Notice of Receivership was filed, appointing Angela Collette as Receiver; an acceptance of appointment was filed on September 30, 2020.**

**On April 21, 2021, Angela Collette appointed Stephen Brown as CEO and David Postula as President of the Company.**

**On August 5, 2021, Sylvia Meadows filed a civil claim in the Supreme Court of British Columbia, No. VLC S-S-217169 against Crank Media, a publicly trading company, and Stephen Brown, CEO of Crank Media, with regard to failure to pay a debt and issue shares. On 11/12/2021, a Default Judgment was entered with the Court in favor of Sylvia Meadows for damages and costs.**

**On October 17, 2021, an Order on a Hearing to Set Aside the Default Judgment (granted to Haining Zhang) and to Intervene as Shareholders on behalf of HPIL Holding was filed with the Court, whereby the Honorable Stephen P Carras granted Plaintiff's Ray Wong, Chris Philbrick and Frank Dougherty's Motion to Set Aside the Default Judgment and to Intervene as Shareholders on behalf of HPIL Holding was granted.**

**On December 10, 2021, Sandor Miklos and HPIL Holding entered into a Settlement Agreement with regard to Case Number CV-21-00001866-0000 filed in Ontario Superior Court of Justice, under Case Number CV-21-00000135-000, wherein Miklos filed an Application against HPIL Holding to recover on a contract. The Settlement Agreement called for the issuance of 500,000,000 shares of HPIL to Miklos, along with the filing of a registration statement. The 500,000,000 shares were issued on January 6, 2022, to Sandor Miklos. The Company has been unable to file a registration statement to date, as the Company continues to work at getting the Company current.**

**On January 13, 2022, Roots Properties filed a civil claim in the Supreme Court of British Columbia, No. 220186 against Crank Media and Stephen Brown, CEO of Crank Media, with regard to failure to pay a debt and issue shares.**

On January 13, 2022, Roots Properties filed a civil claim in the Supreme Court of British Columbia, No. 2110873 against HPIL Holding and Stephen Brown, CEO of HPIL Holding, with regard to the sale of convertible debt to Plaintiff.

On January 31, 2022, Arthur Brown and Cyrus Driver filed a claim in the Supreme Court of British Columbia, No. S-220698 against Stephen Brown with regard to failure to pay a debt.

On February 7, 2022, A Complaint on Convertible Debt was filed by Roots Properties, Inc. in the Circuit Court of the Twelfth Judicial Circuit Court in Sarasota County, Florida, against HPIL Holdings (f/k/a Cybernetic Technologies, Ltd) and for monies owed to Roots Properties in the amount of \$400,000 by HPIL and Crank Media.

On March 30, 2022, A Motion to Approve Amended Settlement Agreement was filed in the Sarasota County Circuit Court, Case No: 2022-CA-000580-NC regarding the Claim filed on 2/7/2022 with debts remaining in the principal amounts of \$44,000 and \$20,000. HPIL acknowledges debt; however, the Company does not have sufficient funds to pay the debt and as agreed to issue 2,800,000,000 shares under section 3(a)(10) of the Securities Act of 1933. Roots shall not own more than 9.99% of the issued and outstanding shares at any one time. The Company is waiting for the Court to approve the Amended Settlement Agreement. The Settlement Agreement, if approved, will discharge the lawsuits filed against HPIL, Stephen Brown and Crank Media filed in British Columbia. The shares to be issued to Roots Properties will be issued from shares owned by Stephen Brown and will not be issued from treasury.

On April 11, 2022, the Company filed a Complaint in the United States District Court Southern District New York, Case Number 1:22-cv-02959 against GPL Ventures, LLC, Alexander Dillon and Cosmin Panait, seeking \$16,000,000 for multiple alleged violations of Federal Securities and RICO Laws. As of May 2nd, 2022, the Company reached an amicable settlement with GPL Ventures LLC, GPL Management LLC, Alexander Dillon and Cosmin Panait ("GPL, et al"). Pursuant to the settlement, the complaint filed in the United States District Court Southern District of New York, Case Number 22-cv-02959 has now been dismissed.

***Subsequent to the Quarter:***

On April 22, 2022, the Company filed a complaint in the United States District Court Eastern District of New York, Case Number 2:22-cv-02287, against Power Up Lending Group Ltd, Asher Enterprises Inc, Geneva Roth Remark Holdings Inc, Hope Capital Inc, KBM Worldwide Inc, Redstart Holdings Corp, Sixth Street Lending LLC, Vis Vires Group Inc, Curt Kramer and Seth Kramer for multiple alleged violations of Federal Securities and RICO Laws.

**9) Third Party Providers**

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

Securities Counsel

Name: Sharon Mitchell  
Firm: SD Mitchell & Associates, PLC  
Address 1: 829 Harcourt Rd., Grosse Pointe Park, Michigan 48230  
Address 2:  
Phone: 248-515-6035  
Email: sharondmac2013@gmail.com

Accountant or Auditor

Name: N/A – the Company has not engaged any independent auditor.  
Firm: \_\_\_\_\_

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

Investor Relations

**Not applicable**

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.

**SRCO Professional Corporation**

**Chartered Professional Accountants**

Park Place Corporate Centre

15 Wertheim Court, Suite 409, Richmond Hill, ON L4B 3H7

The Company engaged SRCO Professional Corporation ("SRCO") to assist management in preparing/drafting financial statements, based on the information provided by management of the Company, including advising on certain complex US GAAP accounting matters and related disclosures. The ultimate responsibility for the preparation of the financial statements is of the Company's management (CFO/CEO).

**Meraki Corporate Services Inc.**

## 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, **Stephen Brown** certify that:

1. I have reviewed this **quarterly disclosure statement of HPIL Holding**;
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 20, 2022

/s/ Stephen Brown

CEO, Director

### *Principal Financial Officer:*

I, **Stephen Brown** certify that:

1. I have reviewed this **quarterly disclosure statement of HPIL Holding**
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 20, 2022

/s/ Stephen Brown

Chief Financial Officer

Condensed Interim Financial Statements

**HPIL Holding**

For the quarterly periods ended March 31, 2022 and 2021  
(Unaudited – Prepared by Management)

(Expressed in US dollars)

NOTICE OF NO AUDIT/REVIEW OF THE  
MANAGEMENT'S PREPARED FINANCIAL STATEMENTS

The accompanying unaudited condensed interim financial statements of the Company as at and for the quarterly periods ended March 31, 2022 and 2021 have been prepared by and are the responsibility of the Company's management, and these condensed interim financial statements are neither audited nor reviewed by an independent auditor.



# HPIL Holding

## Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

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### Table of contents

Condensed Interim Balance Sheets.....	1
Condensed Interim Statements of Operations and Comprehensive Loss.....	2
Condensed Interim Statements of Stockholders' Equity (Deficiency).....	3
Condensed Interim Statements of Cash Flows.....	4
Notes to Condensed Interim Financial Statements.....	5 – 14

# HPIL Holding

## CONDENSED INTERIM BALANCE SHEETS

(Unaudited – Prepared by Management)

(Expressed in US dollars)

	Note	March 31, 2022 \$	December 31, 2021 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and bank	\$	158,131	—
Due from related parties	5	1,358,632	721,895
Other receivable	8	125,000	—
Prepaid expenses and others		9,473	—
<b>Total current assets</b>	<b>\$</b>	<b>1,651,236</b>	<b>721,895</b>
<b>Non-current assets</b>			
Property and equipment	6	55,247	44,934
Security deposits		72,957	72,957
Operating right of use assets	12	200,698	—
<b>Total assets</b>	<b>\$</b>	<b>1,980,138</b>	<b>839,786</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>			
<b>Current liabilities</b>			
Bank overdraft	\$	—	271,405
Accounts payables and accrued liabilities		101,383	102,698
Due to shareholder	5	402,860	78,413
Promissory notes payable	7	1,218,860	1,184,833
Lease liabilities	12	64,623	—
Convertible notes payable	8	—	381,011
<b>Total current liabilities</b>		<b>1,787,726</b>	<b>2,018,360</b>
Lease liabilities - non current	12	136,887	—
<b>Total liabilities</b>	<b>\$</b>	<b>1,924,613</b>	<b>2,018,360</b>
<b>Stockholders' equity (deficiency)</b>			
Common stock, \$0.0001 par value, 60,000,000,000 shares authorized as at March 31, 2022 and as at December 31, 2021			
Common stock, 35,938,343,622 common shares outstanding as at March 31, 2022, and 15,768,343,622 common shares outstanding as at December 31, 2021			
	9	\$ 3,593,834	1,576,834
Common stock, 493,335,000 common shares to be issued	9	49,334	—
Additional paid-in capital		31,015,814	1,144,298
Other comprehensive income		43,432	8,716
Warrant reserve	9	—	599,515
Accumulated deficit		(34,646,889)	(4,507,937)
<b>Total stockholders' equity (deficiency)</b>		<b>55,525</b>	<b>(1,178,574)</b>
<b>Total liabilities and stockholders' equity (deficiency)</b>	<b>\$</b>	<b>1,980,138</b>	<b>839,786</b>

See accompanying notes

Going concern [Note 3]

Contingencies and commitments [Note 10]

Related party transactions and balances [Note 11]

# HPIL Holding

## CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Unaudited – Prepared by Management)

(Expressed in US dollars)

	Note	For the three months ended March 31, 2022	For the three months ended March 31, 2021
		\$	\$
<b>EXPENSES</b>			
Stock-based compensation	8 & 9	\$ 27,543,335	—
Legal and professional fees		192,739	—
Consulting fees		171,270	—
Salary and wages	11	121,037	—
Interest expenses and penalties	8	34,457	36,935
Rent and lease expense	11	71,071	—
Research and development		191,704	—
Office and general		25,490	—
Depreciation	6	3,818	—
Impairment loss	9	2,295,000	—
<b>Total operating expenses</b>		<b>30,649,921</b>	<b>36,935</b>
Net loss from operations		<b>(30,649,921)</b>	<b>(36,935)</b>
<b>Net loss from operations before other income (expenses)</b>		<b>(30,649,921)</b>	<b>(36,935)</b>
Interest income	5	5,254	—
Gain on settlement of debts	8	506,011	—
Foreign exchange (loss) gain		(296)	—
<b>Net loss from operations before income taxes</b>		<b>(30,138,952)</b>	<b>(36,935)</b>
Income taxes	13	—	—
<b>Net loss for the period</b>		<b>\$ (30,138,952)</b>	<b>(36,935)</b>
Translation adjustment (loss) gain		34,716	—
<b>Comprehensive loss</b>		<b>(30,104,236)</b>	<b>(36,935)</b>
Loss per share, basic and diluted		<b>(0.0013)</b>	<b>(0.0000)</b>
Weighted average number of common shares outstanding		<b>22,839,293,608</b>	<b>4,401,596,099</b>

See accompanying notes

# HPIL Holding

## CONDENSED INTERIM STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIENCY)

(Unaudited – Prepared by Management)

(Expressed in US dollars)

	Common stock		Common Stock to be issued		Additional paid-in capital	Other comprehensive income	Warrant reserve	Accumulated deficit	Total shareholder's equity (deficiency)
	Shares	Amount	Shares	Amount					
		\$		\$	\$	\$	\$	\$	\$
<b>December 31, 2021</b>	<b>15,768,343,622</b>	<b>1,576,834</b>	—	—	<b>1,144,298</b>	<b>8,716</b>	<b>599,515</b>	<b>(4,507,937)</b>	<b>(1,178,574)</b>
Shares for conversion of debts <i>[Note 8]</i>	1,320,000,000	132,000	—	—	1,368,000	—	—	—	1,500,000
Shares for services <i>[Note 9]</i>	17,500,000,000	1,750,000	—	—	25,300,000	—	—	—	27,050,000
Shares for purchase of intangible assets <i>[Note 9]</i>	1,350,000,000	135,000	—	—	2,160,000	—	—	—	2,295,000
Shares to be issued <i>[Note 9]</i>	—	—	493,335,000	49,334	444,001	—	—	—	493,335
Transferred to additional paid-in capital <i>[Note 9]</i>	—	—	—	—	599,515	—	(599,515)	—	—
Translation adjustment (loss) gain	—	—	—	—	—	34,716	—	—	34,716
Net loss	—	—	—	—	—	—	—	(30,138,952)	(30,138,952)
<b>March 31, 2022</b>	<b>35,938,343,622</b>	<b>3,593,834</b>	<b>493,335,000</b>	<b>49,334</b>	<b>31,015,814</b>	<b>43,432</b>	<b>—</b>	<b>(34,646,889)</b>	<b>55,525</b>

	Common stock		Common Stock to be issued		Additional paid-in capital	Other comprehensive income	Warrant reserve	Accumulated deficit	Total shareholder's equity (deficiency)
	Shares	Amount	Shares	Amount					
		\$		\$	\$	\$	\$	\$	\$
<b>December 31, 2020</b>	<b>7,505,908,628</b>	<b>750,591</b>	—	—	<b>933,812</b>	—	—	<b>(2,250,969)</b>	566,566
Shares for conversion of debts <i>[Note 9]</i>	250,000,000	25,000	—	—	—	—	—	—	25,000
Shares for services	—	—	—	—	—	—	—	—	—
Shares to be issued	—	—	—	—	—	—	—	—	—
Shares for purchase of intangible asset	—	—	—	—	—	—	—	—	—
Translation adjustment (loss) gain	—	—	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	—	—	(36,935)	(36,935)
<b>March 31, 2021</b>	<b>7,755,908,628</b>	<b>775,591</b>	—	—	<b>933,812</b>	—	—	<b>(2,287,904)</b>	<b>554,631</b>

See accompanying notes

# HPIL Holding

## CONDENSED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited – Prepared by Management)

(Expressed in US dollars)

	For the three months ended March 31, 2022	For the three months ended March 31, 2021
	\$	\$
<b>OPERATING ACTIVITIES</b>		
Net loss	\$ (30,138,952)	(36,935)
<i>Items not affecting cash</i>		
Stock-based compensation	27,543,335	—
Interest expense and penalties	34,027	36,935
Depreciation	3,818	—
Impairment loss	2,295,000	—
Foreign exchange loss (gain)	296	—
Interest income	(5,254)	—
Gain on settlement of debts	(506,011)	—
<i>Changes in non-cash working capital</i>		
Due from related parties	(631,483)	—
Prepaid expenses and others	(9,473)	—
Due to shareholder	324,447	—
Accounts payables and accrued liabilities	(1,315)	—
<b>Net cash used in operating activities</b>	<b>\$ (1,091,565)</b>	<b>—</b>
<b>INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(13,424)	—
<b>Net cash used in investing activities</b>	<b>\$ (13,424)</b>	<b>—</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from issuance of convertible debts	1,500,000	—
<b>Net cash provided by financing activities</b>	<b>1,500,000</b>	<b>—</b>
<b>Net increase in cash during the period</b>	<b>395,011</b>	<b>—</b>
Translation adjustment	34,525	—
Cash (overdraft), beginning of the period	(271,405)	—
<b>Cash (overdraft), end of the period</b>	<b>\$ 158,131</b>	<b>—</b>

See accompanying notes

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

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### 1. NATURE OF OPERATIONS

HPIL Holding (“HPIL” or the “Company”) is a worldwide diversified company developing projects with cutting edge technology. The Company is mainly involved in the business of producing a revolutionary batteryless power train that will make charging optional and NFT procurement and auctioning. HPIL has entered into world of artificial intelligence and is in the process of completion of building a unique multi-gaming global platform for gamers i.e. “ZIPPA”.

The Company was originally incorporated under the laws of Nevada on May 5, 2009. On March 22, 2019, the Company renounced its state of incorporation in Nevada, and was incorporated in the State of Wyoming.

On April 21, 2021, the name of the Company was changed from HPIL Holding to Cybernetic Technologies Ltd. However, effective from August 2021, the name of Company was changed to HPIL Holding.

The Company operates under the web-site address [www.hpilholding.ca](http://www.hpilholding.ca).

### 2. BASIS OF PRESENTATION AND MEASUREMENT

The accompanying condensed interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements, and should be read in conjunction with the Company’s annual financial statements for the years ended December 31, 2021 and 2020 and their accompanying notes.

The accompanying condensed interim financial statements are expressed in United States dollars (“USD”). In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of financial position and results of operations for the interim periods presented have been reflected herein. Operating results for the interim periods presented herein are not necessarily indicative of the results that may be expected for the year ending December 31, 2022. The Company’s fiscal year-end is December 31.

### 3. GOING CONCERN

The accompanying financial statements have been prepared assuming the Company will continue on going concern basis. As disclosed in the balance sheet, the Company has accumulated losses at each reporting period. The ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. The Company is in the process of launching meta data analytics, tournament platforms for gaming and live auction of 3 NFTs. These activities will result into raising of additional funds required to meet future liabilities and expenses. The Company believes it can satisfy minimum cash requirements for the next twelve months with an equity financing or if needed, loans from shareholders.

There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in these financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

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### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the 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. Areas involving significant estimates and assumptions include deferred income tax assets and related valuation allowance and accruals. Actual results could differ from those estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

#### Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Depreciation is provided at rates calculated to write off the cost of property and equipment, less their estimated residual value, using the straight-line method over the following expected useful lives:

- Plant and machinery – 3 to 5 years
- Furniture and equipment – 5 to 7 years
- Computers – 3 to 5 years

An item of property and equipment is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the statements of loss and comprehensive loss.

Assets in process are transferred to the appropriate asset class when available for use and depreciation of the assets commences at that point of time.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for property and equipment and any changes arising from the assessment are applied by the Company prospectively. Where an item of property and equipment comprises major components with different useful lives, the components are accounted for as separate items of property and equipment. Expenditures incurred to replace a component of an item of property and equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

#### Loss Per Share

The Company has adopted the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 260-10 which provides for calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is computed by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. Diluted earnings per share exclude all potentially dilutive shares if their effect is anti-dilutive. There were no potentially dilutive shares outstanding as at each period end.

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

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### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair Value of Financial Instruments

ASC 820 defines fair value, establishes a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation based on quoted market prices for similar assets and liabilities in active markets.
- Level 3 – Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments or interest rates that are comparable to market rates. These financial instruments include cash and accounts payable. The Company's cash, which is carried at fair value, is classified as a Level 1 financial instrument. The Company's bank accounts are maintained with financial institutions of reputable credit, therefore, bear minimal credit risk.

#### Foreign Currency Transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statements of loss and comprehensive loss.

The results and financial position of an entity that has a functional currency different from the presentation currency is translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position; and
- income and expenses for each statement of loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated as the rate on the dates of the transactions).

Effect of translation differences are accumulated and presented as a component of equity under accumulated other comprehensive (loss) income.



# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

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### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Stock-based Compensation

The Company accounts for share-based payments in accordance with the provision of ASC 718, which requires that all share-based payments issued to acquire goods or services, including grants of employee stock options, be recognized in the statement of operations based on their fair values, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expense related to share-based awards is recognized over the requisite service period, which is generally the vesting period.

The Company accounts for stock-based compensation awards issued to non-employees for services, as prescribed by ASC 718-10, at either the fair value of the services rendered or the instruments issued in exchange for such services, whichever is more readily determinable, using the guidelines in ASC 505-50. The Company issues compensatory shares for services including, but not limited to, executive, management, accounting, operations, corporate communication, financial and administrative consulting services.

#### Debts and Derivative Instruments

The Company accounts for conversion options embedded in convertible notes in accordance with ASC 815. ASC 815 generally requires companies to bifurcate conversion options embedded in convertible notes from their host instruments and to account for them as free-standing derivative financial instruments. ASC 815 provides for an exception to this rule when convertible notes, as host instruments, are deemed to be conventional, as defined by ASC 815-40.

The Company accounts for convertible promissory notes deemed conventional and conversion options embedded in non-conventional convertible notes which qualify as equity under ASC 815, in accordance with the provisions of ASC 470-20, which provides guidance on accounting for convertible securities with beneficial conversion features. Accordingly, the Company records, as a discount to convertible notes, the intrinsic value of such conversion options based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt. All debts are recorded at fair value at inception.

#### Income Taxes

Under ASC 740, "Income Taxes," deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established when it is more likely than not that some or all of the deferred tax assets will not be realized. As of period end, there were no deferred taxes due to the uncertainty of the realization of net operating loss or carry forward prior to expiration.

#### Research and development costs

Research and development costs are generally expensed as incurred. These costs primarily consist of personnel, product development and related expenses.

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

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### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Lease

The Company is the lessee in a lease contract when the Company obtains the right to use the asset. Operating leases are included in the line items right-of-use asset, lease obligation, current, and lease obligation, long-term in the balance sheet.

Right-of-use (“ROU”) asset represents the Company’s right to use an underlying asset for the lease term and lease obligations represent the Company’s obligations to make lease payments arising from the lease, both of which are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. Leases with a lease term of 12 months or less at inception are not recorded on the balance sheet and are expensed on a straight-line basis over the lease term in the statement of operations. The Company determines the lease term by agreement with lessor. As the Company’s lease does not provide implicit interest rate, the Company uses the Company’s incremental borrowing rate based on the information available at commencement date in determining the present value of future payments.

#### Intangible assets

Finite-lived intangible assets are recorded at cost less accumulated amortization and accumulated impairment losses. The estimated useful life and amortization method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives are measured at cost, less any accumulated impairment and are not amortized.

#### Recently Issued Accounting Pronouncements

The Company qualifies as an “emerging growth company” (EGC) under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, management can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The management has elected to take advantage of the benefits of this extended transition period.

In August 2018, the FASB issued ASU 2018-13, “Changes to Disclosure Requirements for Fair Value Measurements”, which will improve the effectiveness of disclosure requirements for recurring and nonrecurring fair value measurements. The standard removes, modifies, and adds certain disclosure requirements, and is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019 (for “emerging growth company” beginning after December 15, 2020). The Company has adopted this standard effective from January 1, 2021 and the adoption of this standard did not have any significant impact on the unaudited interim financial statements.

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

### 5. DUE FROM RELATED PARTIES AND DUE TO A SHAREHOLDER

The due from related parties relates to loan and advances provided by the Company. Due from related parties include \$1,277,725 which bears interest at 5% per annum, whereas the remaining balance is non-interest bearing. These amounts are unsecured and due on demand or within 12 months from date of advance given.

The amount due to a shareholder is non-interest bearing, unsecured and due on demand. The carrying value of the advances approximates the market value due to the short-term maturity of the financial instruments.

### 6. PROPERTY, PLANT AND EQUIPMENT

	Plant and Machinery	Furniture and Equipment	Computers	Total
	\$	\$	\$	\$
<b>Cost</b>				
As at December 31, 2021	10,199	4,011	34,744	48,955
Additions	13,424	—	—	13,424
Foreign exchange	267	45	393	705
As at March 31, 2022	23,890	4,056	35,137	63,084
<b>Depreciation</b>				
As at December 31, 2021	683	119	3,218	4,020
Depreciation	732	200	2,885	3,817
As at March 31, 2022	1,415	319	6,103	7,837
<b>Net book value</b>				
As at December 31, 2021	9,516	3,892	31,526	44,935
As at March 31, 2022	22,475	3,737	29,034	55,247

### 7. PROMISSORY NOTES PAYABLE

In September 2021, the Company issued a secured promissory note to a third party in connection with an advance \$650,000. The promissory note carries interest at 12% per annum with the maturity date being 12 months from the date of issuance.

In October 2021, the Company issued a secured promissory note to a third party in connection with an advance \$500,000. The promissory note carries interest at 12% per annum with the maturity date being 12 months from the date of issuance.

During the period ended March 31, 2022, and 2021, interest accrued relating to above promissory notes amounting to \$34,027 and \$Nil were recorded in the statements of operations under interest and other charges with corresponding credit to promissory notes.

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

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### 8. CONVERTIBLE NOTES PAYABLE

As at March 31, 2022, there were no outstanding convertible notes (December 31, 2021: \$381,011).

#### Activities during three months period ended March 31, 2022

Pursuant to Plaintiff's notice of voluntary dismissal and Settlement and Release Agreement dated May 3, 2022 with a note holder, the Company and the note holder agreed to reach on a settlement whereby the note holder waived all rights on all convertible notes due by the Company including cancellation of 150,000,000 warrants and agreed to pay \$125,000 to the Company in settlement of all disputes and claims, which was received subsequently in May 2022. Though the settlement agreement finalized subsequent to period ended March 31, 2022, however, this has been considered as an adjusting event as settlement agreement finalized before the approval of the financial statements. Accordingly, during the three months period ended, the Company reversed all its convertible notes amounting to \$381,011 along with recording a receivable of \$125,000 from the note holder with a corresponding credit of \$506,011 representing gain on settlement of convertible notes included in the statements of operations of the Company for the three months period ended March 31, 2022.

In February 2022, the Company issued convertible notes amounting to \$1,500,000 to two third party individuals. These convertible notes carried interest rate of 10% per annum with a maturity of 18 months from the closing date. The notes holder had the option to convert 100% of the loan into equity at a price of lower of a fixed price of \$0.0015 or a share price based on 5 trading days average on the date of conversion, at any time from the closing date up to August 1, 2022. The notes holder immediately after the closing converted the loan into equity, and accordingly the Company issued 1,320,000,000 shares of common stock.

### 9. STOCKHOLDERS' EQUITY (DEFICIENCY)

#### Authorized common stock

On May 24, 2021, the Company through a board resolution decreased the authorized capital to 60,000,000,000 shares of common stock with a par value of \$ 0.0001. Prior to the amendment, the authorized capital was 200,000,000,000 shares of common stock with a par value of \$ 0.0001.

#### Issued and Outstanding common stock

As at March 31, 2022, the Company has 35,938,343,622 common shares outstanding (As at December 31, 2021: 15,768,343,622 common shares outstanding).

#### Activities during three months period ended March 31, 2022

Pursuant to Asset Purchase Agreement dated January 15, 2022, the Company issued 1,350,000,000 shares of common stock to a group of individuals in consideration of acquiring certain intangible assets representing intellectual properties held by them. The Company determined the fair value of these intangible assets at \$2,295,000, based on the market price of common stock on the date of issuance, and accordingly recorded intangible assets with a corresponding credit to common stock and additional-paid-in-capital. The Company carried out an impairment analysis and decided to write off these intangible assets immediately after the recognition of the intangible assets.

On January 6, 2022, the Company issued 500,000,000 shares of common stock to one of the consultants in settlement of the dispute and claims against the Company in connection with the claim of certain services provided by the consultant. The Company recognized \$700,000 as stock-based compensation, based on the market price of these common stock on the date of issuance, with corresponding credit to common stock and additional paid-in-capital.

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

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### 9. STOCKHOLDERS' DEFICIENCY (continued)

Pursuant to Board Resolution dated February 10, 2022, during the period ended March 31, 2022, the Company issued 17,000,000,000 shares of common stock to employees and certain executives as management compensation in consideration for their past services. These shares were fair valued at market price on the date of issuances. Accordingly, the Company recognized \$26,350,000 as stock-based compensation included in statement of operations for the period ended March 31, 2022 with corresponding credit to share capital and additional paid in capital.

During February 2022, the Company issued 1,320,000,000 shares of common stock in connection with the conversion of convertible notes as further explained in Note 8.

#### Common stock to be issued

Pursuant to a Settlement Agreement dated March 30, 2022, with a third party in connection with certain debts provided during previous year to the Chief Executive Officer ('CEO') of the Company at his personal capacity. The Board of Directors approved to issue 493,335,000 shares of common stock in settlement of all dispute and claims. The Company recognized \$493,335 as stock-based compensation, based on the market price of these common stock on the date of issuance, with corresponding credit to common stock to be issued. These common stocks were issued by the Company subsequently on May 4, 2022.

#### Warrants

As explained in detail in note 8, pursuant to the settlement agreement the warrants were cancelled and accordingly, the outstanding balance of warrant reserve amounting to \$599,515 was transferred to additional paid-in capital. As further explained, in Note 8, though the warrants were cancelled in May 2022 as a result of settlement agreement, however, the effect of cancellation is considered as an adjusting event for quarter ended March 31, 2022.

### 10. CONTINGENCIES AND COMMITMENTS

#### Contingencies

As at March 31, 2022, there are certain lawsuits against the Company and its directors, officers or affiliates that could have a material effect on the results of the Company's operations. The financial impact cannot be estimated at this time, as the Company believes that the claim is without merit and intends to vigorously defend the matter.

#### Commitments

The Company has a month-to-month arrangement of approximately \$30,000 per month in connection with the use of leased premises of the office building.

### 11. RELATED PARTY TRANSACTIONS AND BALANCES

The Company's transactions with related parties were carried out on normal commercial terms and in the course of the Company's business.

Other than those disclosed elsewhere in the financial statements, the related party transactions and balances are as follows:

During the period ended March 31, 2022, the Company expensed \$71,071 (March 31, 2021 – NIL) towards rent (month to month basis) for usage of office space leased by a related company. During the same period, the Company incurred \$47,386 (March 31, 2021 – NIL) in connection with the remuneration of the Chief Executive Officer which was included in salaries and wages in the statement of operation. Also, the stock-based compensation includes \$12,400,000 (representing fair value of 8,000,000,000 shares of common stock) as management compensation relating to CEO of the Company.

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

(Expressed in US dollars)

### 12. RIGHT-OF-USE ASSETS AND LEASE OBLIGATIONS

The Company has one operating lease primarily for office and administration.

When measuring the lease obligations, the Company discounted lease payments using its incremental borrowing rate. The weighted-average-rate applied is 10%.

	Amount
	\$
Operating lease right-of-use asset - initial recognition	216,548
Amortization	15,850
Balance at March 31, 2022	200,698
Operating lease obligation - initial recognition	216,548
Repayment and interest accretion	15,038
Balance at March 31, 2022	201,510
Current portion of operating lease obligation	64,623
Noncurrent portion of operating lease obligation	136,887

The operating lease expense was \$48,735 for the period ended March 31, 2022 (2021: \$Nil) and included in research and development expenses

The following table represents the contractual undiscounted cash flows for lease obligations as at March 31, 2022.

	\$
Less than one year	80,926
Beyond one year	149,160
Total undiscounted lease obligations	230,086

### 13. INCOME TAXES

#### Income taxes

The Tax Cuts and Jobs Act (the “Act”) enacted on December 22, 2017 reduces the US federal corporate tax rate from 35% to 21% and requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creates new taxes on certain foreign sourced earnings. As of period end, the Company has not completed the accounting for the tax effects of enactment of the Act; however, as described below, it has made a reasonable estimate of the effects on existing deferred tax balances. These amounts are provisional and subject to change.

# HPIL Holding

## Notes to Condensed Interim Financial Statements

For the quarterly periods ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

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### 13. INCOME TAXES (continued)

#### Income taxes (continued)

The provision for income taxes is calculated at US corporate tax rate of approximately 21% (2021: 21%) as follows:

	Three months ended March 31, 2022	Three months ended March 31, 2021
	\$	\$
Net loss from operations before other income and income taxes	(30,649,921)	(36,935)
US tax rate	21%	21%
Expected income tax recovery from net loss	(6,436,483)	(7,756)
Tax effect of expenses not deductible for income tax	5,784,100	—
Change in valuation allowance	652,383	7,756
	—	—

#### Deferred tax assets

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company had net operating loss carry forwards of approximately \$6,154,201 (2021: \$3,558,584) that may be offset against future taxable income from the year by 2040. No tax benefit has been reported in the financial statements since the potential tax benefit is offset by a valuation allowance of the same amount. The Company is taxed in the United States at the Federal level.

### 14. SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events up to May 17, 2022, the financial statements were issued, pursuant to the requirements of ASC Topic 855 and has determined following significant event to report:

During April, the Company issued 1,197,857,143 shares of common stock in connection with conversion of notes and for consulting services.

During May 2022, the Company issued 493,335,000 shares of common stock, which were recorded as common stock to be issued on March 31, 2022 as further explained in Note 8.