

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Ilustrato Pictures International, Inc.

26 Broadway, Suite 934

New York, NY 10004

N/A

mailto:info@ilus-group.com

2434

Quarterly Report

For the Period Ending: June 30, 2022

(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was: 1,271,530,699

As of March 31, 2022, the number of shares outstanding of our Common Stock was: 1,313,530,699

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 1,243,530,699

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

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

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

April 27, 2010, Nevada, active standing

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

N/A

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

Jan 26th, 2021, Acquired Firebug Group
March 25th, 2021, Acquired the Vehicle Converters LLC
April 13th, 2021, Acquired Bright Concept Detection and Protection System LLC
February 11th, 2022, Acquired Bull Head Products Inc.
March 31st, 2022, Acquired Georgia Fire & Rescue Supply LLC
May 28, 2022, Acquired WikiSoft Corp

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

26 Broadway, Suite 934
New York, NY 10004

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

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

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

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

Yes: ☐ No: ☒

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

None

2) Security Information

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>COMMON</u>	
CUSIP:	<u>452372105</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>2,000,000,000</u>	as of date: <u>June 30, 2022</u>
Total shares outstanding:	<u>1,271,530,699</u>	as of date: <u>June 30, 2022</u>
Number of shares in the Public Float ² :	<u>1,172,097,366</u>	as of date: <u>June 30, 2022</u>
Total number of shareholders of record:	<u>33</u>	as of date: <u>June 30, 2022</u>

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

Trading symbol:	<u>ILUS</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock – Class A</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>June 30, 2022</u>
Total shares outstanding:	<u>10,000,000</u>	as of date: <u>June 30, 2022</u>
Number of shares in the Public Float ³ :	<u>0</u>	as of date: <u>June 30, 2022</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>June 30, 2022</u>

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

³ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors, and control persons.

Trading symbol: ILUS
Exact title and class of securities outstanding: Preferred Stock – Class B
CUSIP: N/A
Par or stated value: \$0.001
Total shares authorized: 100,000,000 as of date: June 30, 2022
Total shares outstanding: 3,400,000 as of date: June 30, 2022
Number of shares in the Public Float⁴: 0 as of date: June 30, 2022
Total number of shareholders of record: 1 as of date: June 30, 2022

Trading symbol: ILUS
Exact title and class of securities outstanding: Preferred Stock – Class C
CUSIP: N/A
Par or stated value: \$0.001
Total shares authorized: 10,000,000 as of date: June 30, 2022
Total shares outstanding: 0 as of date: June 30, 2022
Number of shares in the Public Float⁵: 0 as of date: June 30, 2022
Total number of shareholders of record: 0 as of date: June 30, 2022

Trading symbol: ILUS
Exact title and class of securities outstanding: Preferred Stock – Class D
CUSIP: N/A
Par or stated value: \$0.001
Total shares authorized: 60,741,000 as of date: June 30, 2022
Total shares outstanding: 60,741,000 as of date: June 30, 2022
Number of shares in the Public Float⁶: 0 as of date: June 30, 2022
Total number of shareholders of record: 1 as of date: June 30, 2022

Trading symbol: ILUS
Exact title and class of securities outstanding: Preferred Stock – Class E
CUSIP: N/A
Par or stated value: \$0.001
Total shares authorized: 5,000,000 as of date: June 30, 2022
Total shares outstanding: 3,172,175 as of date: June 30, 2022
Number of shares in the Public Float⁷: 0 as of date: June 30, 2022

⁴ "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.

⁵ "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 "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors, and control persons.

⁷ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors, and control persons.

Total number of shareholders of record: 2 as of date: June 30, 2022

Trading symbol: ILUS

Exact title and class of securities outstanding: Preferred Stock – Class F

CUSIP: N/A

Par or stated value: \$0.001

Total shares authorized: 50,000,000 as of date: June 30, 2022

Total shares outstanding: 5,556,750 as of date: June 30, 2022

Number of shares in the Public Float⁸: 0 as of date: June 30, 2022

Total number of shareholders of record: 6 as of date: June 30, 2022

Transfer Agent

Name: Securities Transfer Corporation

Phone: 469-633-0101

Email: Benjamin Chou<bchou@stcttransfer.com>

Address: 2901 N. Dallas Parkway, Suite 380

Plano, Texas 75093

Is the Transfer Agent registered under the Exchange Act?⁹ 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.

⁸ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors, and control persons.

⁹ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End:									
Opening Balance			*Right-click the rows below and select "Insert" to add rows as needed.						
Date: 12.31.2019 Common: <u>767,297,366</u>									
Preferred: <u>10,000,000</u>									
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.
05/29/2020	Transfer	10,000,000	Preferred A		N/A	FB Technologies Global Inc	Transfer	Restricted	
09/10/2021	Transfer	1,850,000	Preferred B		N/A	FB Technologies Global Inc. Nick Link	Transfer	Restricted	
09/30/2021	Transfer	350,000	Preferred B		N/A	FB Technologies Global Inc. Nick Link	Transfer	Restricted	
05/17/2022	Conversion	1,200,000	Preferred B	\$.001	N/A	FB Technologies Global Inc	Converted from common	Restricted	
05/29/2020	New Issue	60,741,000	Preferred Class D		NA	Larson Elmore - FB Technologies Global Inc	Compensation	Restricted	
06/02/2020	New Issue	672,175	Preferred Class E		NA	BrohF Holdings Limited – Hamza Nasko	Share Exchange – merger	Restricted	
06/04/2020	New Issue	2,500,000	Preferred Class E		NA	Belart Trade & Holdings – Artem Belov	Share Exchange – merger	Restricted	
09/14/2021	New Issue	2,500,000	Preferred Class F	\$.0048	Yes	James Gibbons	Purchase	Restricted	
09/14/2021	New Issue	1,500,000	Preferred Class F		N/A	Louise Bennett	Staff Compensation	Restricted	
09/20/2021	Conversion	500,000	Preferred Class F		N/A	Cicero Transact Group Inc	Conversion	Restricted	
04/13/2022	New issue	250	Preferred Class F	\$.001	N/A	Sheila A. Hansen	Compensation	Restricted	
04/13/2022	New issue	6500	Preferred Class F	\$.001	N/A	George Joe Chudina	Compensation	Restricted	
09/14/2021	New Issue	1,050,000	Preferred Class F		N/A	John-Paul Backwell	Staff Compensation	Restricted	
<u>1/27/2021</u>	New Issue	<u>76,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>2/3/2021</u>	New Issue	<u>84,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>2/11/2021</u>	New Issue	<u>84,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	

<u>2/19/2021</u>	New Issue	<u>20,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>3/26/2021</u>	New Issue	<u>50,000,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
<u>3/29/2021</u>	New Issue	<u>13,750,000</u>	<u>Common</u>		<u>NA</u>	<u>GPL Ventures LLC Alexander Dillon</u>	<u>Purchase</u>	<u>Free Trading</u>	
04/14/2021	New Issue	3,750,000	Common	\$0.001	N/A	Brenda Troiano	Purchase	Free Trading Non- Restricted	
09/20/2021	New Issue	3,333,333	Common	\$0.075	Yes	Lawrence Gillet	Purchase	Restricted	
09/21/2021	New Issue	700,000	Common	\$0.0714	Yes	AES Capital Management LLC Eli Safdieh	Purchase	Restricted	
09/21/2021	New Issue	700,000	Common	\$0.0714	Yes	Arin LLC Adam Ringer	Purchase	Restricted	
01/10/2022	New Issue	2,500,000	Common	\$.001	Yes	Mohamed Suhail Abdool Hamid	Purchase	Restricted	
01/14/2022	New Issue	6,000,000	Common	\$.0008	Yes	Riefqah Abrahams	Purchase	Restricted	
01/14/2022	New Issue	3,500,000	Common	\$.0008	Yes	Albertus Willem Burger	Purchase	Restricted	
09/14/2021	New Issue	5,000,000	Common	\$.001	Yes	Zander Boshoff	Purchase	Restricted	
09/14/2021	New Issue	2,500,000	Common	\$.001	Yes	Nicolas Bernd Jonischkeit	Purchase	Restricted	
09/14/2021	New Issue	5,000,000	Common	\$.001	Yes	Kyle Kotze	Purchase	Restricted	
09/14/2021	New Issue	5,000,000	Common	\$.001	Yes	Chantelle l'Anson-Sparks	Purchase	Restricted	
09/14/2021	New Issue	2,500,000	Common	\$0.001	N/A	Jason Brown	Services	Restricted	
09/14/2021	New Issue	10,000,000	Common	\$0.001	N/A	Louise Bennett	Staff Compensation	Restricted	
09/14/2021	New Issue	5,000,000	Common	\$.001	Yes	Trygve Slette	Purchase	Restricted	
09/14/2021	New Issue	500,000	Common		N/A	Cameron Cox	Services	Restricted	
02/14/2022	New Issue	2,500,000	Common	\$.002	Yes	Benjamin Scott Richards	Purchase	Restricted	
02/07/2022	New Issue	20,000,000	Common	\$0.001	Yes	Discover Growth Fund, John Burke	Commitment Shares	Restricted	
05/04/2022	New Issue	53,000,000	Common	\$0.001	N/A	RB Capital	Conversion of Convertible Note	Free Trading	
04/28/2022	New Issue	25,000,000	Common	\$0.001	N/A	Cicero Transact Group Inc	Conversion of Preference stock to common stock	Free Trading	
05/17/2022	Retired	120,000,000	Common	\$0.001	N/A	FB Technologies Global Inc	Converted to Preference Shares	Restricted Shares	
Shares Outstanding as on 30.06.2022									
<u>Ending Balance:</u>									
Date <u>06.30.2022</u> Common Stock: 1,271,530,699									
Preferred Stock: 82,869,925									

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

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

NA

Debt Securities, Including Promissory and Convertible Notes

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
<u>04/28/21</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>35,000</u>	<u>04/27/23</u>	<u>25% below the average past 10-day share price. 2 Year repayable Note.</u>	<u>GPL Ventures LLC – Alexander Dillon</u>	<u>Loan</u>
<u>06/14/21</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>31,250</u>	<u>06/13/23</u>	<u>25% below the average past 10-day share price. 2 Year repayable Note.</u>	<u>GPL Ventures LLC – Alexander Dillon</u>	<u>Loan</u>
<u>09/10/21</u>	<u>\$375,000</u>	<u>\$375,000</u>	<u>18,750</u>	<u>03/10/23</u>	<u>35% below the average past 15-day share price. 1.5 Year repayable Note.</u>	<u>AES Capital Management LLC - Eli Safdieh</u>	<u>Loan</u>
<u>01/28/22</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>30,439</u>	<u>01/27/24</u>	<u>Fixed Price \$0.20 2 Year repayable Note</u>	<u>RB Capital Partners Inc. – Brett Rosen</u>	<u>Loan</u>
<u>02/04/22</u>	<u>\$2,000,000</u>	<u>\$2,000,000</u>	<u>100,000</u>	<u>02/04/23</u>	<u>35% below the average past 15-day share price. 1 Year repayable Note.</u>	<u>Discover Growth Fund LLC – John Burke</u>	<u>Loan</u>
<u>04/26/22</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>37,432</u>	<u>04/25/24</u>	<u>24 Months Repayable Note Shall be convertible into shares of common stock of the Company at the rate of \$0.20 per share</u>	<u>RB Capital Partners Inc.</u>	<u>Loan</u>
<u>05/20/22</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>2,778</u>	<u>05/19/24</u>	<u>24 Months Repayable Note Shall be convertible into shares of common stock of the Company at the rate of \$0.50 per share</u>	<u>RB Capital Partners Inc.</u>	<u>Loan</u>

<u>05/27/22</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>2,291.67</u>	<u>05/26/24</u>	24 Months Repayable Note Shall be convertible into shares of common stock of the Company at the rate of \$0.50 per share	<u>RB Capital Partners Inc.</u>	<u>Loan</u>
<u>06/01/22</u>	<u>\$1,000,000</u>	<u>\$1,000,000</u>	=	<u>05/31/24</u>	24 Months Repayable Note Shall be convertible into shares of common stock of the Company at the rate of \$0.50 per share	<u>RB Capital Partners Inc.</u>	<u>Loan</u>

4) Financial Statements

The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

The financial statements for this reporting period were prepared by (name of individual)¹⁰:

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

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

- C. Balance sheet.³
- 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.

¹⁰ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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:

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

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

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

Please list any subsidiaries, parents, or affiliated companies.

ILUS International UK Ltd	100% Shareholding
FB Fire Technologies Ltd.	100% shareholding
Firebug Mechanical Equipment L.L.C	100% Shareholding
Bright Concept Detection and Protection Systems LLC	75% Shareholding
Bull Head Products Inc	100% Shareholding
Georgia Fire & Rescue	100% Shareholding
Wikisoft Corp	77% shareholding

Describe the issuers' principal products or services.

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

6) Issuer's Facilities

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

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

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

The company operates a leased factory offices both in Dubai and the UK. Both leases are on a 12 month rolling leases. The company holds approximately \$1.4M of inventory between the UK, US, and Dubai facilities. It also holds \$1.7m of fixed assets and approximately \$34m of other current assets including Bank Accounts, Receivables, Deposits, Prepayments, Loans, shares in non-subsidiary public companies etc. Other assets include long term investments and work in progress of \$18M

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
FB Technologies Global, Inc, - Nicolas Link	Owner	Wilmington Delaware	10,000,000 60,741,000	Preferred A Preferred D	100% 100%	Transfer of shares because of merger
FB Technologies Global, Inc, - Nicolas Link	Owner	Wilmington Delaware	3,400,000	Preferred B	100%	Transfer from Common
Brohf Holdings Ltd	Owner of more than 5%	Paphos, Cyprus	672,175	Preferred E	21.19%	Transfer of shares as a result of merger

Belart Trade & Holdings GmbH	Owner of more than 5%	Vienna, Austria	2,500,000	Preferred E	78.81%	Transfer of shares as a result of merger
Cicero Transact Group	Owner of more than 5%	Ossining New York	500,000	Preferred F	8.99.%	Purchase
Louise Bennett	Officer	Doncaster United Kingdom	1,500,000	Preferred F	25.86%	Management Compensation
James Gibbons	Owner of more than 5%	Dubai, UAE	2,500,000	Preferred F	43.10%	Purchase
John-Paul Backwell	Officer	Cheshire United Kingdom	1,050,000	Preferred F	18.10%	Management Compensation

8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

GPL Ventures LLC - is currently undergoing litigation with the Securities Exchange (SEC). This however is not involved with Illustrato Pictures International Inc, and we are not fully aware of the details of this action.

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

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

ILUS and Steve Nicol are in legal discussions relating to a claim form Steve Nicol pertaining to an old historic convertible note from 2018 which ILUS does not acknowledge, accept, and will not honor as its validity seems invalid.

ILUS and International Monetary Fund are in legal discussion with regards to a marketing agreement supposedly entered into between ILUS and International Monetary Fund for shares as compensation relating to a historic agreement prior to our takeover, and ILUS will not accept the issuance of these shares as no work was done under this agreement. Therefore, the agreement remains void as far as ILUS is concerned.

9) Third Party Providers

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

Securities Counsel

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

Accountant or Auditor

Name: Caren Currier
Address 1: 2313 Hollyhill Lane
Address 2: Texas
Phone: 626 429 2780
Email: carenlarsen@hotmail.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____

Phone: _____
Email: _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Nicolas Link certify that:

1. I have reviewed this Annual disclosure statement of Ilustrato Pictures International Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, considering 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, 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.

08/15/2022

Nicolas Link [CEO's Signature]

Principal Financial Officer:

I, Nicolas Link certify that:

1. I have reviewed this Annual disclosure statement of Illustrato Pictures International Inc,
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, considering 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, 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.

08/15/2022 [Date]

/s/ Nicolas Link [CEO's Signature]

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

Illustrato Pictures International, Inc.

Balance Sheet Previous Year Comparison

As of June 30, 2022

Currency: US Dollars

	June 30, 2022	June 30, 2021
<u>ASSETS</u>		
Cash & Cash Equivalents	273,943.69	454,300.32
Other Current Assets	35,307,699.41	7,116,340.89
Total Current Assets	35,581,643.09	7,570,641.21
Non-Current Assets	18,032,650.10	16,097,104.71
Fixed Assets	1,694,117.62	774,026.43
Total Assets	55,308,410.82	24,441,772.35
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
<u>LIABILITIES</u>		
Current liabilities	25,941,470.60	8,363,605.77
Total Current Liabilities	25,941,470.60	8,363,605.77
Long term Liabilities	8,610,123.81	-
Total Long-term liabilities	8,610,123.81	-
<u>EQUITY</u>		
Stockholders' Equity 20,194,925.41		
Minority Interest 561,891.00	20,756,816.41	16,078,166.58
Total liabilities and stockholders' equity	55,308,410.82	24,441,772.35

<u>Illustrato Pictures International, Inc.</u>		
<u>Profit & Loss previous year comparison</u>		
<u>April through June 2022</u>		
<u>Currency: US Dollars</u>		
	April-June 2022	April-June 2021
Income		
Sales/ Ordinary Income	19,677,222.51	2,861,718.75
Total Income	19,677,222.51	2,861,718.75
Cost of Goods Sold	13,818,072.35	1,869,256.49
Total COGS	13,818,072.35	1,869,256.49
Gross Profit	5,859,150.16	992,462.26
Expense		
General, Selling & Administration Expenses	3,929,097.69	231,154.00
Other Operating Expenses	270,910.52	128,120.00
Non-Operating Expenses	504,944.88	87,830.00
Depreciation	21,874.85	770.00
TOTAL EXPENSES	4,726,827.95	447,874.00
Net ordinary Income	1,132,322.21	544,588.26
Net Income	1,132,322.21	544,588.26

Illustrato Pictures International, Inc.		
Statement of Cash Flows		
April through June 2022		Figures in \$
	April-June 2022	April- June 2021
Net Income	1,132,322.21	544,588.26
Adjustments to reconcile Net Income to net cash provided by operations:		
Changes in Current Assets	(19,931,554.15)	(4,034,726.42)
Changes in Current Liabilities	10,462,057.75	4,090,169.50
Net Cash Provided by Operating Activities	(8,337,174.18)	600,031.34
Net Cash Provided by Investing Activities	7,409,804.55	(179,146.03)
Net Cash Provided by Financing Activities	722,183.98	-65,924.08
Net Cash Increase for the period	(205,185.66)	354,961.23
Cash at the beginning of the period	479,129.34	99,339.00
Cash at the end of the period	273,943.68	454,300.23
Bifurcation of Cash & Cash equivalents as on 30.06.2022		
Cash in Hand \$ 20,467.82		
Cash at Bank \$253,475.86	273,943.68	

ILUSTRATO PICTURES INTERNATIONAL INC.															
STATEMENT OF STOCKHOLDERS' EQUITY															
	Common Stock		Preferred Stock - Class A		Preferred Stock - Class B		Preferred Stock - Class D		Preferred Stock - Class E		Preferred Stock - Class F		Additional Paid in Capital	Accumulated Deficit	Total Stock Holders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance June 30, 2021	1,221,297,366	\$ 1,221,297	10,000,000	\$ 10,000			60,741,000	\$ 60,741	\$ 3,172,175	\$ 3,172			\$ 2,846,812	\$ 11,936,144	\$ 16,078,166
Shares issued	(77,766,667)	(77,766)	-	-	2,200,000	2,200	-	-	-	-	6,050,000	6,050	\$ -	\$ 801,076	\$ 731,560
Balance Sept 30, 2021	1,143,530,699	\$ 1,143,531	10,000,000	\$ 10,000	2,200,000	2,200	60,741,000	\$ 60,741	\$ 3,172,175	\$ 3,172	\$ 6,050,000	\$ 6,050	\$ 2,846,812	\$ 12,737,220	\$ 16,809,726
Shares issued	100,000,000	\$ 100,000	-	\$ -	-	-	-	\$ -	-	\$ -	\$ (250,000)	\$ (250)	\$ (25,500)	\$ 1,186,922	\$ 1,261,172
Balance Dec 31, 2021	1,243,530,699	\$ 1,243,530	10,000,000	\$ 10,000	2,200,000	\$ 2,200	60,741,000	\$ 60,741	3,175,172	\$ 3,172	\$ 5,800,000	\$ 5,800	\$ 2,821,312	\$ 13,924,142	\$ 18,070,897
Shares issued	70,000,000	\$ 70,000											\$ 124,746	\$ 636,636	\$ 831,382
Balance Mar 31, 2022	1,313,530,699	1,313,530	10,000,000	10,000	2,200,000	2,200	60,741,000	60,741	3,175,172	3,172	5,800,000	5,800	2,946,058	14,560,778	\$ 18,902,279
Common stock converted into Preferred B	(120,000,000)	\$ (120,000)													\$ (120,000)
Preferred Stock Converted to Common Stock	25,000,000	\$ 25,000													\$ 25,000
Convertible notes converted to common stock	53,000,000	\$ 53,000													\$ 53,000
Common stock converted into Preferred					1,200,000	1,200									\$ 1,200
Preferred Stock Converted to Common Stock											(243,250)	-243			\$ (243)
Changes in Add Capital													\$ 12,633,276.92		\$ 12,633,277
Current quarter income														\$ 1,132,322	\$ 1,132,322
Changes in Retained Earnings														\$ (12,431,910)	\$ (12,431,910)
Balance June 30, 2022	1,271,530,699	\$ 1,271,530.70	10,000,000	\$ 10,000	3,400,000	\$ 3,400	60,741,000	\$ 60,741	3,175,172	\$ 3,172	5,556,750	\$ 5,557	\$ 15,579,334.92	\$ 3,261,190.13	\$ 20,194,925.41

Illustrato Pictures International Inc.

Notes to Financial Statements

Quarter Ended, June 2022

Note 1. Organization, History and Business

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

On April 1, 2016, Barton Hollow, together with the newly elected director of the issuer, caused the Issuer to enter a letter of Intent to merger with Cache Cabinetry, LLC, and Arizona limited liability company. Pursuant to the Letter of Intent, the parties thereto would endeavor to arrive at, and enter, a definitive merger agreement providing for the Merger. As an inducement to the members of Cache Cabinetry, LLC to enter the Letter of Intent and thereafter transact, the Issuer caused to be issued to the members 360,000,000 shares of its common stock.

Subsequently, on April 6, 2016, the Issuer and Cache Cabinetry, LLC entered into a definitive agreement and Plan of Merger (the "Merger Agreement"). Concomitant therewith, the stockholders of the Issuer elected Derrick McWilliams, the President of Cache Cabinetry, LLC Chief Executive Officer of the Issuer, who along with Barton Hollow, ratified and approved the Merger Agreement and Merger.

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

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

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

Note 2. Summary of Significant Accounting Policies

Revenue Recognition

The company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The company recognizes revenue when it is realized or realizable and earned.

The Company considers revenue realized or realizable and earned when all the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the sale price is fixed or determinable, (iii) collectability is reasonable assured and (iv) goods have been shipped and/or services rendered.

Accounts Receivable

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

Allowance for Doubtful Accounts

An allowance for doubtful accounts on accounts receivable is charged to operations in amounts sufficient to maintain the allowance for uncollectible accounts at a level management believes is adequate to cover any probable losses.

Management determines the adequacy of the allowance based on historical write off percentages and information collected from individual customers. Accounts receivables are charged off against the allowances when collectability is determined to be permanently impaired.

Stock Based Compensation

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

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

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

Earnings (Loss) per Share

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to shareholders by the weighted average number of shares available. Diluted earnings (loss) per shares available.

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

Organization and Offering Cost

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

Cash and Cash Equivalents

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

Fair Value of Financial Instruments

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

Concentration of Credit Risk

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

Use of Estimates

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

Business segment

ASC 280, "*Segment Reporting*" requires use of the "*management approach*" model for segments reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company determined it has one operating segment as of September 30, 2017.

Income Taxes

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

Recent Accounting Pronouncements

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

Note 3. Notes Payable

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

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

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

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

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

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

On April 26, 2022, ILUS entered into a Note payable of \$5,00,000 with RB Capital Partners Inc, with two-year term and cannot be converted until 12 months passed from the date first written above. This convertible Note shall bear 5% interest per annum. Shall be convertible into shares of common stock of the Company at the rate of \$0.20 per share

On May 20, 2022, ILUS entered into a Note payable of \$5,00,000 with RB Capital Partners Inc, with two-year term and cannot be converted until 12 months passed from the date first written above. This convertible Note shall bear 5% interest per annum. Shall be convertible into shares of common stock of the Company at the rate of \$0.50 per share

On May 27, 2022, ILUS entered into a Note payable of \$5,00,000 with RB Capital Partners Inc, with two-year term and cannot be converted until 12 months passed from the date first written above. This convertible Note shall bear 5% interest per annum. Shall be convertible into shares of common stock of the Company at the rate of \$0.50 per share.

On June 1, 2022, ILUS entered into a Note payable of \$1,000,000 with RB Capital Partners Inc, with two-year term and cannot be converted until 12 months passed from the date first written above. This convertible Note shall bear 5% interest per annum. Shall be convertible into shares of common stock of the Company at the rate of \$0.50 per share.

Note 4. Related Party Transactions

During quarter ended June 2022, FB Technologies Global Inc converted common stock of 120M into Class B Preferred stock 1.2 million

Note 5. Shareholders' Equity

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

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

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

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

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

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

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

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

As of June 30, 2022, the number of shares outstanding of our Common Stock was: 1,271,530,699

Note 6. Warrants

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

Note 7. Commitment and Contingencies

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

Commitments:

Contingencies:

None as of our balances sheet date.

Note 8. Going Concern

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

Note 9. Subsequent Events:

None