Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Messaben Corp.

(formerly China Electronics Holdings, Inc.)

A Nevada Corporation

HQ

Dubai World Central (Dubai South) Business Park,
Building A3, Offices 216,
P.O.Box: 713233, Tel: +971 4 5693296
Dubai, United Arab Emirates

Canada Office

70 Primrose Drive, Cornwall
Prince Edward Island, C0A1H4
Canada

Representation Office

30 Wall Street, 8th Floor
New York, NY 10005-2205
USA

SIC Code: 5700

Quarterly Report
For the Quarter Ending: June 30, 2022
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

516,775,113

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

516,775,113

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

266,775,113

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 of the company has occurred over this reporting period:

Yes: ☐ No: ☒

ITEM 1 NAME OF 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.

Name changes:
Current name is Messaben Corp. as of 4/27/ 2022
The prior name was China Electronics Holdings, Inc. from 8/4/2021 to 4/26/2022
Formerly known as China Crazy Buy Holdings, Inc. from 12/29/2014 to 8/6/2021
Formerly known as China Electronics Holdings, Inc. from 8/3/2010 to 12/29/2014
Formerly known as Buyonate, Inc. from 7/9/2007 to 8/3/2010

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years;
During the past 5 years the Company has been incorporated in the State of Nevada.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) July 9, 2007
Nevada

Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Active

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:
On December 31, 2021, the Company completed a reverse merger with Messaben DWC, LLC, a Dubai registered limited liability company and changed its name from China Electronics Holdings, Inc. to Messaben, Corp., which is the name of the parent company, Messaben DWC, LLC being the subsidiary. See footnote 1 for a description of this transaction.

The address(es) of the issuer's principal executive office:
Dubai World Central (Dubai South) Business Park,
Building A3, Offices 216,
Dubai, United Arab Emirates

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: ☒

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?
Yes: ☐ No: ☒

ITEM 2 SECURITY INFORMATION:

- Trading symbol: MSBN *(formerly CEHD)*

- Exact title and class of securities outstanding: common stock

- CUSIP: 16890W108

- Par or stated value: $0.0001

- Total shares authorized: 1,000,000,000 shares of common stock and 50,000,000 shares of preferred stock as of date June 30, 2022

- Total shares outstanding:

    - Common Stock: 516,775,113 shares as of June 30, 2022
    - Series B Preferred Stock: 47,000,000 shares as of June 30, 2022
    - Number of shares in the Public Float: 1,979,681 as of June 30, 2022

Additional Classes:

Trading symbol:	N/A
Exact title and class of securities outstanding:	Series B Preferred stock
CUSIP:	N/A
Par or stated value:	$0.0001
Total shares authorized:	50,000,000 as of date: June 30, 2022

Total shares outstanding: 47,000,000 as of date: June 30, 2022

- Transfer Agent:

Name:	Empire Stock Transfer
Phone:	702-818-5898
Email:	brian@empirestock.com
Address:	1859 Whitney Mesa Dr., Henderson, NV 89014

- Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

ITEM 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

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.

Number of Shares outstanding as of December 31, 2020	Opening Balance: Common: 16,775,113								
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 (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
09/09/2021	**New issuance**	**234,533,334**	**Common Stock**	**$0.00005**	**Yes**	**Khalil Ourar**	**Acquisition of Messaben DWC, LLC**	**Restricted**	**Reg. D**
09/09/2021	**New issuance**	**148,133,333**	**Common Stock**	**$0.00005**	**Yes**	**Rami Bakir**	**Acquisition of Messaben DWC, LLC**	**Restricted**	**Reg. D**
09/09/2021	**New Issuance**	**107,333,333**	**Common Stock**	**$0.001**	**Yes**	**Amal Babetty**	**Acquisition of Messaben DWC, LLC**	**Restricted**	**Reg. D.**
09/09/2021	**New Issuance**	**10,000,000**	**Common Stock**	**$0.001**	**Yes**	**Shadi Bakir**	**Purchased from custodian**	**Restricted**	**Reg. D.**
01/01/2022	**New Issuance**	**47,000,000**	**Series B Preferred Stock**	**$0.001**	**No**	**Rami Bakir, Khalil Ouar and Amal Babetty**	**Acquisition of Messaben DWC, LLC**	**Restricted**	**Reg. D.**
Shares Outstanding on June 30, 2022	Ending Balance: Common: 516,775,113 Series B Preferred: 47,000,000								

B. Debt Securities, Including Promissory and Convertible Notes

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**	**Reason for Issuance (e.g. Loan, Services, etc.)**
______	______	______	______	______	______	______	______

ITEM 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: Greg Boden
Title:
Relationship to Issuer: Consultant to Issuer

Please see attached unaudited financial statements and notes to financial statements after Item 10.

ITEM 5 ISSUER'S BUSINESS, PRODUCTS ANDSERVICES

A. Summarize the issuer's business operations:

Messaben Corp. (the "Company") was

- Incorporated in the State of Nevada on July 9, 2007 under the name Buyonate, Inc.
- On August 3, 2010, the Company changed its name to China Electronics Holdings, Inc.,
- On December 29, 2014, changed its name to China Crazy Buy Holdings, Inc.
- On August 4, 2021, the Company changed its name back to China Electronics Holdings, Inc.,
- On April 27, 2022, the company changed its name to MESSABEN Corp.

Messaben Corp (MSBN) has a diversified portfolio of segments investing in technologies and services that reduces the impact of environmental pollution and carbon footprint, by that providing economical technologies for produced water treatment & reuse, in addition to its state-of-the-art downhole intervention products for geothermal, mining and oil & gas.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference:

Messaben DWC, LLC, a Dubai limited liability company, is a wholly owned subsidiary of the Company. The managers are the same as the Board of Directors of the Company, and the senior management is the same as the Company's. Messaben DWC, LLC maintains an office at Dubai, UAE

C. Describe the issuers' principal products or services, and their markets:

Messaben Corp (MSBN) is engaged multiple sectors such as

a) Water Treatment and reuse: through operating its patented hydropod technologies and water treatment chemicals technologies
b) Downhole intervention Services: through operating its patented high-speed reamers and several metal to metal patented technology drilling equipment
c) Environmental pollution and carbon footprint reduction sector: through its certified water reuse patented serving the mining, oil & gas and dairy industries.

ITEM 6 ISSUER'S FACILITIES

The Company maintains offices at the following locations. Each of these locations are leased office space:

ITEM 7 OFFICER, DIRECTORS AND CONTROL PERSONS

Full Name:	Rami Bakir
Title:	President, Treasurer, Secretary and Director
Business Address:	Dubai World Central (Dubai South), Business Park, Building A3, Office 216, Dubai, UAE
Compensation:	Messaben DWC, LLC pays an annual salary of $480,000.
Biography	Mr. Bakir is an experienced oil and gas operator and has served as Vice President and then Regional Director of the Middle East North Africa region for National Oilwell Varco from 2011 until 2021. Mr. Bakir holds a Bachelor's Degree in Business Administration from Swiss Business School.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares of common stock owned	Share type/class	Ownership Percentage of Class Outstanding(1)	Note
Rami Bakir	Owner of more than 5%	Jumeriah Park, District 1, Villa G2, Dubai UAE	148,133,333	Common	26.3%	
Khalil Ouar	Owner of more than 5%	Villa 105, Chemin de Cretes, Draria 16050, Algiers, Algeria	234,533,334	Common	41.6%	
Amal Babetty(2)	Owner of more than 5%	70 Primrose Drive, Cornwall, Prince Edward Island C0A1H4 Canada	107,333,333	Common	19%	

(1) Calculated on the basis of 516,775,113 shares of Common Stock outstanding as of June 30, 2022.
(2) Excludes 10,000,000 shares owned by Shadi Bakir, her spouse, over which she disclaims any beneficial or voting rights.

ITEM 8 LEGAL/DISCIPLINARY HISTORY

A. Please identify whether any of the persons 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. **None.**

ITEM 9 THIRD PARTY PROVIDERS:

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

<u>Securities Counsel</u>

Name: Gil Bradshaw
Firm: Wilson Bradshaw, LLP
Address 1: 18818 Teller Avenue, Suite 450
Address 2: Irvine, CA 92612
Phone: 949-752-1100
Email: gbradshaw@wbc-law.com

<u>Accountant or Auditor</u>

Name:
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

<u>Investor Relations Consultant</u>

Name: _____
Firm: _____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

ITEM 10 ISSUER CERTIFICATION

I, Rami Bakir, certify that:

1. I have reviewed this Quarterly Report of Messaben Corp.:

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.

Date: August 19, 2022

/s/ Rami Bakir
Rami Bakir
President and Treasurer
(Principal Executive Officer and Principal Financial Officer)

Messaben Corp and Subsidiary

Consolidated Balance Sheets

		June 30, 2022		December 31, 2021
		(unaudited)		(unaudited)
ASSETS				
CURRENT ASSETS				
Cash	$	440,164	$	1,111,525
Prepaid assets		324,562		308,830
TOTAL CURRENT ASSETS		764,726		1,420,355
PROPERTY & EQUIPMENT, net		107,681		14,276
LONG TERM ASSETS				
Lease deposit		152		225
Long term investments		1,613,067		1,626,037
TOTAL LONG TERM ASSETS		1,613,219		1,626,262
TOTAL ASSETS	$	2,485,626	$	3,060,893
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES				
Accounts payable	$	16,068	$	6,068
Accrued expenses		249		746
TOTAL CURRENT LIABILITIES		16,317		6,814
TOTAL LIABILITIES		16,317		6,814
COMMITMENTS AND CONTINGENCIES (see Note 11)				
SHAREHOLDERS' EQUITY				
Preferred stock, $0.0001 par value;				
50,000,000 Authorized shares:				
Series A Preferred stock; 3,000,000 authorized, zero shares issued and outstanding;		-		-
Series B Preferred stock; 47,000,000 authorized, 47,000,000 and zero shares issued and outstanding, respectively;		4,700		4,700
Common stock, $0.0001 par value;				
1,000,000,000 authorized shares; 516,775,113 and 266,775,113 shares issued and outstanding, respectively		51,678		51,678
Additional paid in capital		4,771,611		4,782,292
Accumulated other comprehensive income		(2,728)		(680)
Accumulated deficit		(2,355,952)		(1,783,911)
TOTAL SHAREHOLDERS' EQUITY		2,469,309		3,054,079
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	2,485,626	$	3,060,893

The accompanying notes are an integral part of these consolidated financial statements

Messaben Corp and Subsidiary
Consolidated Statements of Operations

	Three months ended		Six months ended	
	June 30, 2022	June 30, 2021	June 30, 2022	June 30, 2021
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
REVENUE	$ -	$ -	$ -	$ -
TOTAL REVENUE	-	-	-	-
COST OF GOODS SOLD	-	-	-	-
GROSS PROFIT	-	-	-	-
OPERATING EXPENSES				
Salaries and outside services	184,538	11,095	440,403	11,775
Selling, general and administrative expenses	55,276	55,481	129,006	66,828
Stock based compensation	-	-	-	-
Loss on impairment of Goodwill and Intangible Assets		-		-
Depreciation and amortization	1,316	75	2,632	144
TOTAL OPERATING EXPENSES	241,130	66,650	572,041	78,748
LOSS FROM OPERATIONS BEFORE OTHER INCOME AND TAXES	(241,130)	(66,650)	(572,041)	(78,748)
OTHER INCOME (EXPENSE)				
Gain on extinguishment of debt	-	-	-	-
Investment income / (loss)	-	-	-	-
Interest expense	-	-	-	-
TOTAL OTHER INCOME (EXPENSE)	-	-	-	-
LOSS FROM OPERATIONS BEFORE PROVISION FOR TAXES	(241,130)	(66,650)	(572,041)	(78,748)
PROVISION (BENEFIT) FOR INCOME TAXES	-	-	-	-
NET LOSS	$ (241,130)	$ (66,650)	$ (572,041)	$ (78,748)
OTHER COMPREHENSIVE INCOME, NET OF TAX				
Foreign currency exchange gain / (loss)	(700)	-	(2,728)	-
TOTAL OTHER COMPREHENSIVE LOSS	(700)	-	(2,728)	-
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ (241,830)	$ (66,650)	$ (574,769)	$ (78,748)
NET LOSS PER SHARE				
BASIC	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
DILUTED	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
WEIGHTED-AVERAGE COMMON SHARES OUTSTANDING				
BASIC	516,775,113	16,775,113	459,830,669	16,775,113
DILUTED	516,775,113	16,775,113	459,830,669	16,775,113

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The accompanying notes are an integral part of these consolidated financial statements

Messaben Corp and Subsidiary
Consolidated Statements of Shareholders' Equity

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated Other Comprehensive	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Income	Deficit	Total
Six months ended June 30, 2021								
Balance, December 31, 2020 (unaudited)	47,000,000	$ 4,700	266,775,113	$ 26,678	$ 45,506	$ -	$ (36,116)	$ 40,768
Net loss	-	-	-	-	-	-	(12,097)	(12,097)
Balance, March 31, 2021 (unaudited)	47,000,000	4,700	266,775,113	26,678	45,506	-	(48,213)	28,671
Owner contributions	-	-	-	-	4,727,536	-	-	4,727,536
Net loss	-	-	-	-	-	-	(66,651)	(66,651)
Balance, June 30, 2021 (unaudited)	47,000,000	$ 4,700	266,775,113	$ 26,678	$ 4,773,042	$ -	$ (114,864)	$ 4,689,556
Six months ended June 30, 2022								
Balance, December 31, 2021 (unaudited)	47,000,000	$ 4,700	516,775,113	$ 51,678	$ 4,782,292	$ (680)	$ (1,783,911)	$ 3,054,079
Net loss	-	-	-	-	-	-	(330,910)	(330,910)
Balance, March 31, 2022 (unaudited)	47,000,000	4,700	516,775,113	51,678	4,782,292	(680)	(2,114,822)	2,723,168
Consolidation adjustment	-	-	-	-	(10,681)	-	-	(10,681)
Net loss	-	-	-	-	-	(2,048)	(241,130)	(243,178)
Balance, June 30, 2022 (unaudited)	47,000,000	$ 4,700	516,775,113	$ 51,678	$ 4,771,611	$ (2,728)	$ (2,355,952)	$ 2,469,309

The accompanying notes are an integral part of these consolidated financial statements

Messaben Corp and Subsidiary

Consolidated Statements of Cash Flows

	Six months ended	
	June 30, 2022	June 30, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:	(unaudited)	(unaudited)
Net loss	$ (572,041)	$ (78,748)
Adjustment to reconcile net loss to net cash (used in) operating activities		
Depreciation and amortization	2,632	143
(Gain) on investments	12,970	-
Change in assets and liabilities:		
(Increase) Decrease in:		
Prepaid expenses and other assets	(15,732)	-
Lease deposit	73	(109)
Increase (Decrease) in:		
Accounts payable	(2,729)	31,750
Accrued expenses	(497)	28,448
NET CASH (USED IN) OPERATING ACTIVITIES	(575,324)	(18,516)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash paid for purchase of fixed assets	(96,037)	(1,167)
Investment in InFocus Canada	-	(1,424,938)
Investment in InFocus Middle East	-	(200,000)
NET CASH (USED IN) INVESTING ACTIVITIES	(96,037)	(1,626,105)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of member interest	-	4,727,536
NET CASH PROVIDED BY FINANCING ACTIVITIES	-	4,727,536
NET INCREASE / (DECREASE) IN CASH	(671,361)	3,082,915
CASH, BEGINNING OF PERIOD	1,111,525	-
CASH, END OF PERIOD	$ 440,164	$ 3,082,915
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Interest paid	$ -	$ -
Taxes paid	$ -	$ -

The accompanying notes are an integral part of these consolidated financial statements

MESSABEN CORP. AND SUBSIDIARIES
(formerly CHINA ELECTRONICS HOLDINGS, INC.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2022
(Unaudited)

1. ORGANIZATION AND LINE OF BUSINESS

Messaben, Corp. ("Messaben," "we," "us," "our," or the "Company") was incorporated in the State of Nevada on July 9, 2007 under the name Buyonate, Inc. On August 3, 2010, the Company changed its name to China Electronics Holdings, Inc., on December 29, 2014, changed its name to China Crazy Buy Holdings, Inc. and on August 4, 2021, the Company changed its name back to China Electronics Holdings, Inc. On January 25, 2022, the Company changed its name to Messaben Corp., the current name of the Company.

Messaben is an end-to-end technological solutions provider dedicated to water sustainability and produced water treatment & reuse, in the oil and gas industry. Our systems provide our customers with a cost-effective solution to eliminating disposal and transportation of the rejected water. In addition, Messaben will continue to invest in technologies that contribute to global environmental protection and sustainability. Although focused on the oil and gas industry, our technology has application in the manufacturing and mining industries.

On December 31, 2021, the Company entered into a reverse recapitalization transaction ("Merger") with Messaben DWC, LLC, a Dubai, UAE based privately-held company, ("Messaben DWC"), in which Messaben DWC was the legal acquiree (the accounting acquirer) and the Company was the legal acquirer (the accounting acquiree). Messaben DWC was established in Dubai, UAE on September 27, 2020.

To facilitate the Merger, the Company established a subsidiary, Messaben Acquisition Corp, in the state of Nevada, into which Messaben DWC merged, Messaben DWC being the surviving entity, and a wholly owned subsidiary of the Company.

For accounting purposes, Messaben DWC is considered the acquirer of Messaben Corp. based upon the terms of the Merger as well as other factors including; (i) Messaben DWC former shareholders own approximately 97% of the combined Company's outstanding common shares immediately following the closing of the Merger, and (ii) Messaben DWC management hold key management positions of the combined Company. The Merger has therefore recorded as a reverse acquisition.

The figures described in the notes and financial statements are a continuation of the figures of the legal subsidiary or accounting acquirer (Messaben DWC). However, the equity reflects the legal acquirer, or accounting acquiree (the Company) equity structure. The acquisition value is recorded to reflect the par value of the outstanding shares of the Company, including the number of shares issued in the reverse acquisition. Any difference is recognized as an adjustment to the additional paid in capital. The period covered in the financial statements are from inception (September 27, 2020) through June 30, 2022 for Messaben DWC, with the exception of the equity figures, which are from inception (July 9, 2007) through June 30, 2020, which are those of Messaben Corp.

Going Concern

The accompanying Consolidated Financial Statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying Consolidated Financial Statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company does not generate any revenue, and has immaterial cash flows from operations, which raise substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern and appropriateness of using the going concern basis is dependent upon, among other things, raising additional capital. The Company will seek to generate working capital from increasing sales from its subsidiary and continue to pursue its business plan and purposes, which includes acquiring additional companies.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Messaben is presented to assist in understanding the Company's Consolidated Financial Statements. The Consolidated Financial Statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America ("US GAAP") and have been consistently applied in the preparation of the Consolidated Financial Statements.

Our subsidiary, Messaben DWC records transactions under International Financial Reporting Standards (IFRS). Therefore, Company performed an analysis of the Messaben DWC records to determine which transactions required adjustment to US GAAP, and such adjustments were recorded, if needed. All significant inter-company transactions were eliminated in consolidation of the financial statements.

Accounts Receivable

The Company extends credit to its customers, who are located nationwide. Accounts receivable are customer obligations due under normal trade terms. The Company performs continuing credit evaluations of its customers' financial condition. Management reviews accounts receivable on a regular basis, based on contractual terms and how recently payments have been received to determine if any such amounts will potentially be uncollected. The Company includes any balances that are determined to be uncollectible in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off. The balance of the allowance account at June 30, 2022 and 2020 were both zero.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent 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. Estimates are primarily used in our revenue recognition, the allowance for doubtful account receivable, fair value assumptions in accounting for business combinations and analyzing goodwill, intangible assets and long-lived asset impairments and adjustments, the deferred tax valuation allowance, and the fair value of stock options and warrants.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of year or less to be cash equivalents. As of June 30, 2022, the Company held cash and cash equivalents in the amount of $440,164, which was held in the Company's operating bank accounts overseas. No amount was held in a bank account insured by the FDIC.

Property and Equipment

Property and equipment are stated at cost, and are depreciated or amortized using the straight-line method over the following estimated useful lives:

Furniture, fixtures & equipment	3 Years
Computer equipment	3 Years
Computer software	3 - 5 Years
Leasehold improvements	Length of the lease

Depreciation expenses were $2,632 and $143 for the year ended June 30, 2022 and 2021, respectively.

Revenue Recognition

The Company recognizes income in accordance with ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"). Revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. We present revenue, net of customer incentives. We always strive to satisfy our customers by providing superior quality and service. When discrepancies or disagreements arise, we do our best to reconcile them by assessing the situation on a case-by-case basis and determining if any discounts can be given. Historically, we have not granted any significant discounts. For the six months ended June 30, 2022 and 2021, the Company did not generated any revenue.

Research and Development

Research and development costs are expensed as incurred. Total research and development costs were zero for the six months ended June 30, 2022 and 2021.

Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. Total advertising costs were zero for the six months ended June 30, 2022 and 2021.

Investments

The Company holds non-controlling interests in two operating companies, which have been evaluated to determine the most reasonable approach for reporting the investments. Due to the fact that we do not have a controlling interest in either company, the investees are corporations, the investment is in common stock, we are able to exercise significant influence over the investee, and the investment are recorded at cost initially, we recorded the investments in accordance with ASC 323 "Investments – Equity Method and Joint Ventures ("ASC 323"), using the equity method of accounting. ASC 323 requires that the Company record investments it fair value, adding the value of additional investments and the Company's portion of investee earnings, minus any dividends received. Management assesses all investments annually for impairment. If the fair value of the investment is less than its recorded book value, and it is determined that the reduced fair value is not recoverable, then the Company will record an impairment loss to the book value. This loss will be included in investment income (loss).

Stock Based Compensation

The Company accounts for stock option grants issued and vesting to employees and non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board whereas the value of the stock compensation is based upon the measurement date as determined at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Non-employee stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option grants are immediately vested, and the total stock-based compensation charge is recorded in the period of the measurement date. As of June 30, 2022, the Company had no stock options outstanding.

Fair value of financial instruments

The Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities are carried at cost, which approximates their fair value, due to the relatively short maturity of these instruments.

Fair value is defined as the price to sell an asset or transfer a liability, between market participants at the measurement date. Fair value measurements assume that the asset or liability is (1) exchanged in an orderly manner, (2) the exchange is in the principal market for that asset or liability, and (3) the market participants are independent, knowledgeable, able and willing to transact an exchange. Fair value accounting and reporting establishes a framework for measuring fair value by creating a hierarchy for observable independent market inputs and unobservable market assumptions and expands disclosures about fair value measurements. Considerable judgment is required to interpret the market data used to develop fair value estimates. As such, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current exchange. The use of different market assumptions and/or estimation methods could have a material effect on the estimated fair value.

ASC Topic 820 established a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. All balance sheet accounts approximate fair value as of the balance sheet date.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment either annually or whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. To determine recoverability of a long-lived asset, management evaluates whether the estimated future undiscounted net cash flows from the asset are less than its carrying amount. If impairment is indicated, the long-lived asset would be written down to fair value. Fair value is determined by an evaluation of available price information at which assets could be bought or sold, including quoted market prices, if available, or the present value of the estimated future cash flows based on reasonable and supportable assumptions.

Indefinite Lived Intangibles and Goodwill Assets

The Company accounts for business combinations under the acquisition method of accounting in accordance with ASC 805, “Business Combinations,” where the total purchase price is allocated to the tangible and identified intangible assets acquired and liabilities assumed based on their estimated fair values. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired customer lists, acquired technology, and trade names from a market participant perspective, useful lives and discount rates. Management’s estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. The purchase price is allocated using the information currently available, and may be adjusted, up to one year from acquisition date, after obtaining more information regarding, among other things, asset valuations, liabilities assumed and revisions to preliminary estimates. The purchase price in excess of the fair value of the tangible and identified intangible assets acquired less liabilities assumed is recognized as goodwill.

The Company tests for indefinite lived intangibles and goodwill impairment in the fourth quarter of each year and whenever events or circumstances indicate that the carrying amount of the asset exceeds its fair value and may not be recoverable. Since the Company does not currently have any intangible assets, an analysis was not performed at December 31, 2021.

If the impairment test were conducted by the Company, it would include an assessment of whether events occurred that may have resulted in impairment of goodwill and intangible assets. If it is determined that events had occurred which effected the fair value of goodwill and intangible assets, the Company would conduct the two-step approach to determine the fair value and required adjustment. The steps are as follows:

1. Based on the totality of qualitative factors, determine whether the carrying amount of the intangible asset may not be recoverable.

2. Compare the carrying amount of the intangible asset to the fair value.

3. If the carrying amount is greater than the fair value, then the carrying amount is reduced to reflect fair value.

Business Combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair value, at the acquisition date, of assets received, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree. Any costs directly attributable to the business combination are expensed in the period incurred. The acquiree’s identifiable assets and liabilities are recognized at their fair values at the acquisition date.

The Company allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired customer lists, acquired technology, and trade names from a market participant perspective, useful lives and discount rates. Management’s estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Concentrations of Business and Credit Risk

The Company markets its services to companies and individuals in many industries and geographic locations. The Company's operations are subject to rapid technological advancement and intense competition. Accounts receivable represent financial instruments with potential credit risk. The Company typically offers its customers credit terms. The Company makes periodic evaluations of the credit worthiness of its enterprise customers and other than obtaining deposits pursuant to its policies, it generally does not require collateral. In the event of nonpayment, the Company has the ability to terminate services. As of December 31, 2021, the Company held cash and cash equivalents in the amount of $440,164, which was held in the operating bank accounts overseas. Of this amount, none was held in an account insured by the FDIC.

Basic and Diluted Net Income (Loss) per Share Calculations

Income (Loss) per Share dictates the calculation of basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The shares for employee options, warrants and convertible notes were used in the calculation of the income per share.

For the six months ended June 30, 2022, the Company excluded 47,000,000 shares of Series B Preferred stock convertible into 47,000,000 shares of common stock, because their impact on the loss per share is anti-dilutive.

For the six months ended June 30, 2021, the Company excluded 47,000,000 shares of Series B Preferred stock convertible into 47,000,000 shares of common stock, because their impact on the loss per share is anti-dilutive.

Dilutive per share amounts are computed using the weighted-average number of common shares outstanding and potentially dilutive securities, using the treasury stock method if their effect would be dilutive.

Fair value of financial instruments

The Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities are carried at cost, which approximates their fair value, due to the relatively short maturity of these instruments.

Fair value is defined as the price to sell an asset or transfer a liability, between market participants at the measurement date. Fair value measurements assume that the asset or liability is (1) exchanged in an orderly manner, (2) the exchange is in the principal market for that asset or liability, and (3) the market participants are independent, knowledgeable, able and willing to transact an exchange. Fair value accounting and reporting establishes a framework for measuring fair value by creating a hierarchy for observable independent market inputs and unobservable market assumptions and expands disclosures about fair value measurements. Considerable judgment is required to interpret the market data used to develop fair value estimates. As such, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current exchange. The use of different market assumptions and/or estimation methods could have a material effect on the estimated fair value.

Off-Balance Sheet Arrangements

None

Recently Adopted Accounting Pronouncements

Management reviewed accounting pronouncements issued during the six months ended June 30, 2022 and 2021, and no pronouncements were adopted during the period.

Recently Issued Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued Accounting Standards Update No. 2016-13 (ASU 2016-13) "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost. ASU 2016-

13 replaces the existing incurred loss impairment model with an expected loss methodology, which will result in more timely recognition of credit losses. ASU 2016-13 is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2022. We are currently in the process of evaluating the impact of the adoption of ASU 2016-13 on our consolidated financial statements.

In August 2020, the FASB issued Accounting Standards Update (ASU) 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40). The intention of ASU 2020-06 update is to address the complexity of accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts in an entity's own equity. Under ASU 2020-06, the number of accounting models for convertible notes will be reduced and entities that issue convertible debt will be required to use the if-converted method for computing diluted Earnings Per Share. ASU 2020-06 is effective for fiscal years and interim periods beginning after December 15, 2021 and may be adopted through either a modified or fully retrospective transition. Early adoption is permitted. The Company is currently evaluating the impact of this ASU on its consolidated financial statements and related disclosures.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. The measurement of deferred tax assets and liabilities is based on provisions of applicable tax law. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance based on the amount of tax benefits that, based on available evidence, the Company does not expect realize. For the six months ended June 30, 2022, we used the federal tax rate of 21% in our determination of the deferred tax assets and liabilities balances.

	For the six months ended June 30, 2022	For the six months ended June 30, 2021
Current tax provision:		
Federal		
Taxable income	$ -	$ -
Total current tax provision	$ -	$ -
Deferred tax provision:		
Federal		
Loss carryforwards	$ 494,750	$ -
Change in valuation allowance	(494,750)	-
Total deferred tax provision	$ -	$ -

As of June 30, 2022, the Company had approximately $2,355,952 in tax loss carryforwards that can be utilized in future periods to reduce taxable income through 2042. The deferred tax liability balances as of June 30, 2022 and 2021 were zero and zero, respectively.

The Company provided a valuation allowance equal to the deferred income tax assets for the period from January 1, 2020 to June 30, 2022 because it is not presently known whether future taxable income will be sufficient to utilize the tax loss carryforwards.

The Company's subsidiary, Messaben DWC, LLC, is a registered limited liability company in Dubai, UAE, and although Dubai does not impose an income tax upon the Company, we are subject to value added tax (VAT) on goods and services purchased in Dubai.

The Company has no uncertain tax positions.

3. REVENUE RECOGNITION

When the Company has revenue, we will adopt ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"). Revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

The core principles of revenue recognition under ASC 606 includes the following five criteria:

1. Identify the contract with the customer

Contract with our customers may be oral, written, or implied. A written and signed contract stating the terms and conditions is the preferred method and is consistent with most customers. The terms of a written contract may be contained within the body of an email, during which proposals are made and plans are outlined, or it may be a stand-alone document signed by both parties. Contracts that are oral in nature are consummated in status and pitch meetings and may be later followed up with an email detailing the terms of the arrangement, along with a proposal document. No work is commenced without an understanding between the Company and our customers, that a valid contract exists.

2. Identify the performance obligations in the contract

Our sales and account management teams define the scope of goods and services to be offered, to ensure all parties are in agreement and obligations are being delivered to the customer as promised. The performance obligation may not be fully identified in a mutually signed contract, but may be outlined in email correspondence, face-to-face meetings, additional proposals or scopes of work, or phone conversations.

3. Determine the transaction price

Pricing is discussed and identified by the operations team prior to submitting a proposal to the customer. Based on the obligation presented, third-party service pricing is established, and time and labor are estimated, to determine the most accurate transaction pricing for our customer. Price is subject to change upon agreement of the parties, and could be fixed or variable, milestone focused or time and materials.

4. Allocate the transaction price to the performance obligations in the contract

If a contract involves multiple obligations, the transaction pricing is allocated accordingly, during the performance obligation phase (criteria 2 above).

5. Recognize revenue when (or as) we satisfy a performance obligation

The Company uses several means to satisfy the performance obligations, including milestones, deliverables, and percentage of completion.

During the six months ended June 30, 2022 and 2021, the Company did not have any revenue.

4. LIQUIDITY AND OPERATIONS

The Company had a net loss of $572,041 for the six months ended June 30, 2022 and $78,748 for the six months ended June 30, 2021, and net cash used in operating activities of $575,324 and $18,516, in the same periods, respectively.

As of June 30, 2022, the Company did not have any short-term borrowing relationship with lenders. As of June 30, 2022, there were no unused sources of liquidity, nor were there any commitments of material capital expenditures.

While the Company expects that its capital needs in the foreseeable future may be met by cash-on-hand and projected positive cash-flow, there is no assurance that the Company will be able to generate enough positive cash flow to finance its growth and business operations in which event, the Company may need to seek outside sources of capital. There can be no assurance that such capital will be available on terms that are favorable to the Company or at all.

5. INVESTMENTS

InFocus Canada

On June 26, 2021, the Company entered into a subscription agreement with InFocus Energy Services, Inc. ("InFocus Canada"), an Edmonton, Alberta, Canada based company focused on developing drilling tools for the oil and gas industry. Under the terms of the subscription agreement, the Company invested approximately $1,424,938 for a 25% ownership share of InFocus Canada. On October 12, 2021, the Company loaned InFocus Canada approximately $171,000 to pay for inventory. Under the terms of the loan agreement, InFocus Canada would repay the loan in three monthly installments of approximately $57,000 each, beginning January 31, 2022. See further disclosure related to the InFocus Canada loan, see footnote 13. For the six months ended, 2022, the Company did not record a gain from this investment on the Income Statement, as Investment Income (Loss). As of June 30, 2022, the balance of this investment was $1,415,540 Long Term Investments.

InFocus Middle East

On September 2, 2020, InFocus Middle East FZ-LLC ("InFocus ME") entered into a distribution agreement with InFocus Canada. Under the terms of the agreements, InFocus ME would sell and distribute InFocus Canada products within the Middle East, Europe, Russia, and Africa. Effective July 1, 2021, the Company obtained a 25% ownership in InFocus ME as the result of a $200,000 investment. For the six months ended, 2022, the Company did not record a gain from this investment on the Income Statement, as Investment Income (Loss). As of June 30, 2022, the balance of this investment was $197,527 Long Term Investments.

Canada Mining Lease

On May 15, 2021, Messaben DWC entered into an Exclusive Mining Lease Agreement with BiCorp. This agreement gave the Company the exclusive right to mine fourteen staked mining cells (approximately 62 acres) located in the province of Newfoundland, Canada. Under the terms of the lease, the Company will pay BiCorp $120,000 per year and 50% of the net income from the mines. For the year ended December 31, 2021, the Company had not commenced any mining activities under this agreement. For additional disclosures related to payments to BiCorp, see the Related Parties footnote.

Clark Copper Mines

On August 12, 2021, the Company entered into a Payroll Option Agreement with Clark Copper Mines, LLC. Under the terms of the agreement, the Company acquired an option to purchase certain mineral interests located in the Wallapai Mining District, Mohave County, Arizona. As of December 31, 2021, the Company had not exercised this option.

The following table shows the investments balance as of June 30, 2022.

	InFocus Canada	InFocus ME	Other	Total
Beginning balance, January 1, 2022	$ 1,415,540	$ 210,497	$ -	$ 1,626,037
+ Additional/Initial investment	-	-	-	-
+ Share of earnings	-	-	-	-
- Dividends received	-	-	-	-
Ending balance, June 30, 2022	$ 1,415,540	$ 210,497	$ -	$ 1,626,037

6. BUSINESS COMBINATIONS

Messaben DWC, LLC

On December 31, 2021, the Company completed the acquisition of Messaben DWC, LLC, a Dubai limited liability company ("Messaben DWC"). As of that date, the Company's operating subsidiary, Messaben Acquisition Corp., a Nevada corporation, merged with Messaben DWC and the name of the combined subsidiary was Messaben DWC. The Company recorded this transaction as a reverse merger, in which Messaben DWC was the accounting acquirer and the Company was the accounting acquiree. Under the terms of the merger agreement, the Company issued two hundred fifty million (250,000,000) shares of the Company's common stock and forty-seven million (47,000,000) shares of Series B Convertible Preferred Stock. At the time of the merger, the Company did not have any assets and immaterial liabilities. Therefore, the value of the merger is recorded in equity, as the par value of the common and preferred stock, with the additional amount recorded in additional paid in capital, for a total value of $89,884, or the book value of Messaben DWC's owner's capital. No goodwill or other intangible assets were recognized in this transaction.

InFocus Canada

In February 2022, the Company began discussions with InFocus Canada to purchase the remaining 75% of the company. At that time, it was determined that the outstanding balance on the $171,000 loan would not be repaid, but applied against the purchase price. On February 2, 2022, InFocus Canada paid the first installment on the $171,000 loan, which was returned to InFocus Canada on February 11, 2022. The Company is in the process of conducting due diligence of InFocus Canada and does not have an anticipated acquisition date. If the acquisition were to close, the Company would own all InFocus Canada operations.

Themark Corporation

On March 31, 2022, the Company signed a letter of intent for the acquisition of Themark Corporation ("Themark"), a Texas limited liability company, focused on improving the relationship between drilling and the environment. On May 20, 2022, the Company entered into an interim acquisition and merger agreement with the owner of Themark, Mark Stanley, by which the Company gained control of Themark, including all operations, and intellectual property. Under the terms of the agreement, the Company will pay Mr. Stanley $4,500,000, paid over three years. The first payment of 25% within the first year of the acquisition, 25% within the second year of the acquisition and the remaining 50% within the third year of the acquisition. In addition, the Company will issue 700,000 shares of common stock to Mr. Stanley. Through this acquisition, the Company also gained control of Themark's wholly owned subsidiary RecyClean Consultancy Services, Inc. ("RecyClean"), a Texas Corporation. Upon the transfer of all Themark assets to the Company, the parties will enter into a final acquisition and merger agreement and consider the transaction closed. We anticipate that the transaction will be closed in 2022.

InFocus Middle East

On April 1, 2022, the Messaben DWC entered into a Letter of Intent ("LOI") for the 100% acquisition of InFocus Middle East. The Company is in the process of conducting due diligence of InFocus Middle East and does not have an anticipated acquisition date. If the acquisition were to close, the Company would own all InFocus Middle East operations.

7. CAPITAL STOCK

As of June 30, 2022, the Company's authorized stock consists of 1,000,000,000 shares of common stock, par value $0.0001 per share, and 50,000,000 shares of preferred stock, par value of $0.0001 per share. The rights, preferences and privileges of the holders of the preferred stock will be determined by the Board of Directors prior to issuance of such shares. The conversion of certain outstanding preferred stock could have a significant impact on our common stockholders. As of the date of this report, the Board has designated Series A and Series B Preferred Stock.

Series B Preferred

The Company has designated 47,000,000 shares of its preferred stock as Series B Preferred Stock. Each share of Series B Preferred Stock has a par value of $0.0001. The Series B Preferred Stock is convertible into shares of the Company's common stock on a one-to-one basis, resulting in 47,000,000 shares of common stock upon conversion. The Series B Preferred Stock has voting rights amounting to twelve votes per share of Series B Preferred stock held. The holders of the Series B Preferred stock are entitled to participate with the holders of common stock in any dividends or distributions on a pro rata basis. As of June 30, 2022, the Company has 47,000,000 shares of Series B Preferred Stock issued and outstanding.

8. STOCK OPTIONS AND WARRANTS

As of June 30, 2022, the Company has not issued any stock options or warrants.

9. RELATED PARTIES

On May 15, 2021, Messaben DWC entered into an Exclusive Mining Lease Agreement with BiCorp. The president of BiCorp is also the Chief General Counsel of the Company, Shadi Bakir. This agreement gave the Company the exclusive right to mine fourteen staked mining cells (approximately 62 acres) located in the province of Newfoundland, Canada. Under the terms of the lease, the Company will pay BiCorp $120,000 per year and 50% of the net income from the mines. For the year ended December 31, 2021, the Company had not commenced any mining activities under this agreement. On July 1, 2021, Messaben DWC entered into a professional services agreement with BiCorp, through which Bicorp would assisting the Company with mergers, acquisitions, and other business development plans. Under the terms of the agreement, the Company is to pay BiCorp for all third party expenses, in addition to a monthly consulting fee of $13,000. For the six months ended June 30, 2022, the Company paid Mr. Bakir $26,000 for his services as the Chief General Counsel of the Company. The Company funds the work of BiCorp through advances to an escrow account which BiCorp charges against when costs are incurred.

This escrow account is recorded as related party accounts receivable on the balance sheet. As of June 30, 2022, the balance in this account was $208,863.

We prepaid the CEO for his service to the Company and include this prepayment on the balance sheet as Prepaid and Other Current Assets. As of June 30, 2022, the balance in this account was $123,186.

10. CONCENTRATIONS

For the six months ended June 30, 2022 and 2021, the Company did not have any revenue or accounts receivable, and therefore, does not have any revenue or accounts receivable concentration risks among our customers.

11. COMMITMENTS AND CONTINGENCIES

Leases

In February 2016, the FASB issued ASU 2016-02, "Leases" Topic 842, which amends the guidance in former ASC Topic 840, Leases. The new standard increases transparency and comparability most significantly by requiring the recognition by lessees of right-of-use ("ROU") assets and lease liabilities on the balance sheet for all leases longer than 12 months. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. For lessees, leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement, over the expected term on a straight-line basis. Operating leases are recognized on the balance sheet as right-of-use assets, current operating lease liabilities and non-current operating lease liabilities. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities on our consolidated balance sheets. Finance leases are included in property and equipment, current liabilities, and long-term liabilities on our consolidated balance sheets.

For the six months ended June 30, 2022 and 2021, the Company had two active office leases, both with terms of 12 months or less. Therefore, the Company recognized the costs of the leases in operating expenses of the periods, and not as an operating lease or a finance lease. The Company has elected the practical expedient to combine lease and non-lease components as a single component. We did not elect the hindsight practical expedient which permits entities to use hindsight in determining the lease term and assessing impairment. The adoption of the lease standard did not change our previously reported consolidated statements of operations and did not result in a cumulative catch-up adjustment to opening equity.

Legal Matters

The Company may be involved in legal actions and claims arising in the ordinary course of business, from time to time, none of which at this time the Company considers to be material to the Company's business or financial condition.

12. SUPPLEMENTAL STATEMENT OF CASH FLOWS INFORMATION

During the six months ended June 30, 2022, there were the following non-cash activities.

- As a result of the reverse merger with Messaben DWC, the Company added a net increase to additional paid in capital of $10,681 related to Messaben Corp to properly reflect the equity balances.

During the six months ended June 30, 2021, there were no non-cash activities.

13. SUBSEQUENT EVENTS

Management has evaluated subsequent events according to ASC TOPIC 855 as of the date the financial statements were issued and has determined that no subsequent events are reportable.