

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GOLD ENTERTAINMENT GROUP, INC.

2412 Irwin St.

Melbourne, FL, 32901

561-228-5258

www.goldentertainment.com

info@goldentertainment.com

SIC Code 6770

Quarterly Report Amended
For the Period Ending: April 30, 2022
(the "Reporting Period")

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

9,181,501,513

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

9,181,501,513

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

9,181,501,513

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: X ☐

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

Yes: ☒X

No: ☐

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐

No: X☐

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.

The Current name of the Issuer is Gold Entertainment Group, Inc. 2002-Present
Former name Advanced Medical Technologies, Inc. 1999-2002

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

The Issuer was incorporated in the State of Florida on August 28, 2007. The company is active status.

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

NONE

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

NONE

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

2412 Irwin St., Melbourne, FL, 32901

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: X☐

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 of the Company's assets;

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

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

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

Yes: ☐ No: X ☒

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: GEGP
Exact title and class of securities outstanding: Common
CUSIP: 38059X206
Par or stated value: .0001

Total shares authorized: 25,000,000,000 as of date: April 30, 2022
Total shares outstanding: 9,181,501,513 as of date: April 30, 2022
Number of shares in the Public Float²: 4,526,775,777 as of date: April 30, 2022
Total number of shareholders of record: 100 as of date: April 30, 2022

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

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Series A
CUSIP: N/A
Par or stated value: \$0
Total shares authorized: 5,000,000 as of date: April 30, 2022
Total shares outstanding: 2,000,000 as of date: April 30, 2022

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Series B
CUSIP: N/A
Par or stated value: \$1.00
Total shares authorized: 75,000 as of date: April 30, 2022
Total shares outstanding: 55,000 as of date: April 30, 2022

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469)633-0101
Email: N/A

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.

Address: 2901 N. Dallas Parkway #380
Plano, TX, 75093

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☐ No: ☐

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>3-30-22</u> Common: <u>9,181,501,513</u> Preferred A: <u>2,000,000</u> Preferred B: 70,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
8-16-20	<u>Cancelled</u>	<u>24,000</u>	<u>Preferred Class B</u>	<u>\$1</u>	<u>No</u>	Hamon Francis Fytton	<u>Reduction of Debt</u>	<u>NA</u>	<u>NA</u>
<u>7-31-21</u>	<u>Issued</u>	<u>9,000</u>	<u>Preferred Class B</u>	<u>\$1</u>	<u>No</u>	<u>Hamon Francis Fytton</u>	<u>Correction of error</u>		
			—						

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

Shares Outstanding on Date of This Report: <div style="text-align: right;"><u>Ending Balance</u> Ending</div> Balance: Date <u>01-31-22</u> Common: <u>9,181,501,513</u> <div style="text-align: right;">Preferred A: 2,000,000</div> <div style="text-align: right;">Preferred B: 55,000</div>	
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Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

—

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (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>1-31-17</u>	<u>\$26,445</u>	<u>\$26,445</u>	<u>N/A</u>	<u>12-31-21</u>	<u>NONE</u>	<u>Hamon Francis Fytton</u>	<u>Debt Conversion</u>

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

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: **Hamon Francis Fytton**
Title: **Treasurer/Director**
Relationship to Issuer: **Corporate Officer**

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

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

The accompanying Financial Statements are published separate report as described above, are incorporated by reference.

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

5) Issuer's Business, Products and Services

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

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

Testing for various pathogens

B. Please list any subsidiaries, parents, or affiliated companies.
Devon Testing Inc.

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

None

- C. Describe the issuers' principal products or services.
Provides testing for various pathogens at various locations and venues as per contracts.

Services

Testing Individuals for possible illnesses and Pathogens at the locations of the sponsoring venues. These tests swabs are then processed by a third party lab.

6) Issuer's Facilities

The Issuer presently does not own or occupy any facilities. The issuer shares a corporate office on a month to month basis.

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
<u>Robert Schlegel (1)</u>	<u>President/Secretary and Director</u>	<u>2412 Irwin St. Melbourne, FL</u>	<u>2,000,000</u>	<u>Preferred A</u>	<u>100%</u>	

<u>James Kander (1)</u>	<u>Director</u>	<u>2412 Irwin St. Melbourne, FL</u>	<u>2,000,000</u>	<u>Preferred A</u>	<u>100%</u>	
<u>Hamon Francis Fytton</u>	<u>Treasurer/Director</u>	<u>2412 Irwin St. Melbourne, FL</u>	<u>3,309,500,000 55,000</u>	<u>Common PreferredB</u>	<u>36.1% 100%</u>	
<u>Calvin Wong (1)</u>	<u>Shareholder</u>	<u>2412 Irwin St. Melbourne, FL</u>	<u>2,000,000</u>	<u>Preferred A</u>	<u>100%</u>	
<u>Ed Wong (1)</u>	<u>Shareholder</u>	<u>2412 Irwin St. Melbourne, FL</u>	<u>2,000,000</u>	<u>Preferred A</u>	<u>100%</u>	
<u>Hsiao Chen (1)</u>	<u>Shareholder</u>	<u>2412 Irwin St. Melbourne, FL</u>	<u>2,000,000</u>	<u>Preferred A</u>	<u>100%</u>	

*(1) Shares owned through Icelounge Media, Inc.

8) Legal/Disciplinary History

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

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

NONE

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

NONE

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

NONE

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

NONE

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date

instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NONE

9) Third Party Providers

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

Securities Counsel

Name: John Dolkart Jr., Esq.
Firm: Dolkart Law PC
Address 1: 100 Pine St. #1250
Address 2: SF, CA, 94111
Phone: (415)707-2717
Email: john@dolkartlaw.com

Accountant or Auditor

Name: N/A
Firm:
Address 2:
Phone:
Email: —

Investor Relations

Name: N/A
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: N/A

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Hamon Francis Fytton certify that:

1. I have reviewed this amended Quaterly disclosure statement] of Gold Entertainment Group, Inc;
2. Based on my knowledge, this amended 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.

October 17, 2022

/s/Hamon Francis Fytton

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

Principal Financial Officer:

I, Hamon Francis Fytton certify that:

1. I have reviewed this amended Quarterly disclosure statement of Gold Entertainment Group, Inc.;
2. Based on my knowledge, this amended 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 amended 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.

October 17, 2022

/s/Hamon Francis Fytton

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

GOLD ENTERTAINMENT GROUP, INC.

AMENDED BALANCE SHEET

FOR THE PERIODS ENDED APRIL 30, 2022 AND JANUARY 31, 2022

(Unaudited)

APRIL 30

JANUARY 31

2022

2022

Assets

Current Assets

Cash		<u>4,990</u>	\$	<u>11,596</u>
	\$			

Total Assets		<u>4,990</u>	\$	<u>11,596</u>
	\$			

Liabilities and Stockholder's Equity

Current Liabilities

Accounts Payable	\$	704	\$	\$4,148
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Fees to related parties		172,262		168,900
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Advances by Shareholder		37,495		37,495
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Note Payable-Shareholder		26,445		26,445
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Stock Subscription Payable		<u>85,850</u>		<u>85,850</u>
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Total Liabilities		<u>322,756</u>	\$	<u>322,838</u>
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Stockholder' Equity

Preferred stock, 50,000,000

shares authorized, no par

value with 25,000,000 shares

designated as Class A of which

2,000,000 shares are issued

and outstanding

Series B Preferred Stock

75,000		
authorized, Outstanding		
55,000 shares	55,000	55,000
Common stock, \$.0001 par		
value, 25,000,000,000 shares		
authorized 9,181,501,513		
issued and outstanding	918,150	918,150
Additional Paid in Capital	2,017,888	2,017,888
Accumulated Deficit	<u>(3,308,804)</u>	<u>(3,302,280)</u>
)
Total Stockholder's Deficit	<u>(317,766)</u>	<u>(311,242)</u>
Total Liabilities and		
Stockholder's Deficit	<u>4,990</u>	<u>11,596</u>
	\$	

The accompanying notes are in integral part of these financial statements

GOLD ENTERTAINMENT GROUP, INC.

AMENDED STATEMENT OF OPERATIONS

FOR THE THREE MONTHS ENDED APRIL 30, 2022 AND APRIL 30, 2021

(Unaudited)

	April 30	April 30
	<u>2022</u>	<u>2021</u>
Revenue	0	0
s	\$	
Operating Expenses		
General and Administrative	<u>6,524</u>	<u>24,772</u>
Total Operating Expenses	<u>6,524</u>	<u>24,772</u>
Net Loss from Operations	<u>(6,524)</u>	<u>(24,772)</u>
Other Income (Expense)	<u>0</u>	<u>0</u>
Net Loss	<u>(6,524)</u>	<u>(24,772)</u>

Net Loss per share-Basic		
and Fully Diluted	0.00	0.00

Weighted shares outstanding		
and diluted	<u>9,181,501,513</u>	<u>9,181,501,513</u>

The accompanying notes are an integral part of these financial statements

GOLD ENTERTAINMENT GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOW

FOR THE PERIODS ENDED APRIL 30, 2022 AND JANUARY 31, 2022

(Unaudited)

	April 30	January
		31,
Cash Flows From Operating	<u>2022</u>	<u>2022</u>

Activiites:

Net loss	\$	(6,524)	(91,709)
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Adjustments to reconcile net income(loss) to net cash used in operating activities;

CHANGES IN OPERATING ASSETS AND LIABILITIES:

Increase (decrease) accounts payable	(4,852)	2,023
Decrease in accounts payable and accrued expenses related party	3,958	60,000
Subscriptions payable	<u>0</u>	<u>25,000</u>
TOTAL CHANGES IN OPERATING ASSETS AND LIAB	<u>(894)</u>	<u>87,023</u>
NET CASH (USED) IN OPERATING ACTIVITIES:	<u>(7,418)</u>	<u>(4,686)</u>

CASH FLOWS FROM INVESTING ACTIVITIES:

<u>0</u>	<u>0</u>
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CASH FLOWS FROM FINANCING ACTIVITIES:

Advance by shareholder	<u>0</u>	<u>13,680</u>
Extenguishment of Preferred B		

NET CASJ PROVIDED (USED) IN FINANCING	<u>0</u>	<u>13,680</u>
ACTIVITIES		
Net Increase (Decrease) in Cash	(7,418)	8,994
Cash at Beginning of Period	<u>11,596</u>	<u>2,602</u>
Cash at the End of Period	<u>4,990</u>	<u>11,596</u>
SUPPLEMENTAL DISCLOSURE		
Interest	0	0
income taxes	0	0

The accompanying notes are an integral part of these financial statements

GOLD ENTERTAINMENT GROUP, INC.
STATEMENT OF SHAREHOLDERS' EQUITY (DEFICIT)

(Unaudited)

Preferred	Preferred	
Stock	Stock	Common

	Class A	Class B	Stock						
	No Par	\$1.00 Stated Value	Dollar Value	Par value	0.0001 Dollar Value	Paid In Capital	Retained Deficit	Total	
Balances January 31, 2020	2,000,000	70,000	70,000	918,150	918,150	2,017,888	(3,158,953)	(152,915)	
Class B cancellation		(15,000)	(15,000)					(15,000)	
Net loss							(51,608)	(51,608)	
Balances January 31, 2021	2,000,000	55,000	55,000	918,150	918,150	2,017,888	(3,210,561)	(219,523)	
Net loss for the year ended January 31, 2022							(91,719)	(91,719)	
Balances January 31, 2022	2,000,000	55,000	55,000	918,150	918,150	2,017,888	(3,302,280)	(311,242)	
Net loss for the quarter ended April 30, 2022							(6,524)	(6,524)	
Balances April 30, 2022	<u>2,000,000</u>	<u>55,000</u>	<u>55,000</u>	<u>918,150</u>	<u>918,150</u>	<u>2,017,888</u>	<u>(3,308,804)</u>	-317,766	

The accompanying notes are an integral part of these financial statements

GOLD ENTERTAINMENT GROUP, INC
NOTES TO THE FINANCIAL STATEMENTS

(Unaudited)

(amended)

April 30, 2022

NOTE 1 - NATURE OF ORGANIZATION AND BASIS OF PRESENTATION

Nature of Organization

Gold Entertainment Group, Inc. ("Gold" or the "Company") was originally incorporated in the State of Nevada on February 3, 1999 under the name Advanced Medical Technologies, Inc. The Company was organized formerly for the purpose of establishing a multimedia internet-based communication network between the healthcare industry manufacturers and the key base managers in the medical field to advertise and promote the manufacturers's products. As a result of the abandonment of its patent rights and termination of its previous consulting agreements, as of March 26, 2002, the Company decided not to pursue its previous business plan involving multimedia internet bases. On March 26, 2002, the Company consummated a "reverse acquisition" and changed its name to Gold Entertainment Group, Inc. On August 28, 2007, the Company filed a certificate of domestication with the State of Florida whereby the Company became a Florida corporation. Simultaneously, the Company's capital structure was increased to 25,000,000,000 common shares having a par value of \$0.0001 per share and 50,000,000 preferred shares having no par value per share.

Basis of Presentation

The consolidated financial statements included herein have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Reclassifications

Certain reclassifications were made to the prior year consolidated financial statements to conform to current year presentations. There was no effect on loss per share.

NOTE 2 - GOING CONCERN

Gold's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Gold has accumulated net losses through January 31, 2022 in the amount of \$3,369,805. This factor raises substantial doubt as to Gold's ability to obtain debt and/or equity financing and achieve profitable operations.

Gold's management intends to raise additional operating funds through equity and/or debt offerings. However, there can be no assurance management will be successful in its endeavors. Ultimately, Gold will need to achieve profitable operations in order to continue as a going concern.

There are no assurances that Gold will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support Gold's working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, Gold will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available, Gold may be required to curtail its operations.

NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities and assets at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Significant estimates include the valuation allowance on deferred tax assets.

Cash and Cash Equivalents

The Company considers all short-term highly liquid investments with an original maturity at the date of purchase of three months or less to be cash equivalents..

Fair Value of Financial Instruments

The Company follows FASB ASC 820, Fair Value Measurements and Disclosures, which provides a framework for measuring fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also expands disclosures about instruments measured at fair value and establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices for identical assets and liabilities in active markets;

Level 2 - Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and;

Level 3 - Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The carrying amounts of financial instruments, including cash and cash equivalents, accounts payable, accrued expenses, and the amounts due to related parties, approximated fair value as of January 31, 2022 and January 31, 2021 because of the relative short-term nature of these instruments.

Shares for Services and Other Assets

The Company accounts for stock-based compensation based on the fair value of all option grants or stock issuances made to employees or directors on or after its implementation date, as well as a portion of the fair value of each option and stock grant made to employees or directors prior to the implementation date that represents the unvested portion of these share-based awards as of such implementation date, to be recognized as an expense, as codified in ASC 718. The Company calculates stock option-based compensation by estimating the fair value of each option as of its date of grant using the Black-Scholes option-pricing model. These amounts are expensed over the respective vesting periods of each award using the straight-line attribution method. Compensation expense is recognized only for those awards that are expected to vest, and as such, amounts have been reduced by estimated forfeitures. The Company has historically issued stock options and vested and no vested stock grants to employees and outside directors whose only condition for vesting has been continued employment or service during the related vesting or restriction period.

Income taxes

The Company accounts for income taxes under an asset and liability approach. This process involves calculating the temporary and permanent differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The temporary differences result in deferred tax assets and liabilities, which would be recorded on the Company's balance sheets in accordance with ASC 740, which established financial accounting and reporting standards for the effect of income taxes. The Company must assess the likelihood that its deferred tax assets will be recovered from future taxable income and, to the extent the Company believes that recovery is not likely, the Company must establish a valuation allowance. Changes in the Company's valuation allowance in a period are recorded through the income tax provision on the statements of operations.

ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements and prescribes a recognition threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Under ASC 74010, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Additionally, ASC 740-10 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Basic and Diluted Net Loss Per Common Share

Basic net loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding for the period and, if dilutive, potential common shares outstanding during the period. Potentially dilutive securities consist of the incremental common shares issuable upon exercise of stock options and convertible debt and equity instruments, and are excluded from the computation if their effect is antidilutive. There were no potentially dilutive items outstanding during the years ended January 31, 2022 and January 31, 2021, respectively.

Concentrations of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash. The Company has not experienced any losses in such accounts and believes it is not exposed to any risks on its cash in bank accounts.

Recently Issued Accounting Standards

From time to time, new accounting pronouncements are issued by FASB that are adopted by the Company as of the specified effective date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's financial statements upon adoption. No new pronouncements that would affect these financial statements had been issued during or subsequent to the issuance of these financial statements.

NOTE 4 - RELATED PARTY TRANSACTIONS

.From time to time the controlling shareholder makes advances and get repayments as available. During the three months ended April 30, 2022 and 2021 these advances (repayments) totaled \$0 at April 30, 2022 and \$0 for April 30, 2021.

NOTE 5 - STOCKHOLDERS' DEFICIT

Common Stock

The Company is authorized to issue 25,000,000,000 shares of common stock, \$.0001 par value. There were 9,181,501,513 and 9,181,501,513 shares issued and outstanding at January 31, 2022 and 2021, respectively.

Preferred Stock

The Company is authorized to issue 50,000,000 shares of preferred stock as described below:

Total Series Class A Preferred Stock, 25,000,000 shares authorized, no par value.2,000,000 shares issued and outstanding at January 31, 2022 and 2021. Such shares were issued, in prior years, at a de minimis value . Voting as 5,000 shares of common stock for each preferred share outstanding. No dividends. Convertible in the same proportion as voting rights.

Class B Preferred stock, 75,000 shares authorized, \$1.00 stated value, 55,000 shares issued and outstanding at April 30, 2022 convertible into common, no dividend.

NOTE 6 - COMMITMENTS AND CONTINGENCIES

None

Legal Matters

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of April 30, 2022 and 2021, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of our operations.

There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

NOTE 7 - SUBSEQUENT EVENTS

The Company is in discussions to acquire an operating subsidiary it is anticipated that this acquisition will be completed in the third fiscal quarter of operations. The Company has filed amended articles to increase its SERIES B authorized shares from 75,000 to 300,000. This increase is, in part, to allow acquisitions to be completed.

