

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

FORWARDLY, INC.

A NEVADA Corporation

3535 Executive Terminal Drive, Henderson, Nevada 89052

702-840-4433

Website: NONE

EMAIL: NONE

SIC CODE:7363

QUARTERLY Report

For the Period Ending: SEPTEMBER 30, 2022

(the "Reporting Period")

As of November 7, 2022, the number of shares outstanding of our Common Stock was:

558,154,257

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

558,154,257

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

464,017,262

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: ☒ (Double-click and select "Default Value" to check)

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: ☒

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Exact Company Name: FORWARDLY, INC. (hereinafter referred to as "we", "us", or "our" or "the Issuer").

Formerly known as: Guard Dog, Inc. until 1-2020

FSBO Media Holdings, Inc. until 9-2008

Discover Capital Holdings Corp. until 11-2005

Sunlite Technologies Corp. until 11-2001

Hospitality Concepts, Inc. to 1-1990

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

State of Nevada – September 27, 2005, and in good standing

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

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:

3535 Executive Terminal Drive
Henderson NV 89052

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: ☒

3535 Executive Terminal Drive
Henderson NV 89052

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

Yes: ☐ No: ☒

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

N/A

2) Security Information

Trading symbol:	<u>FORW</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>34986W106</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,360,000,000</u>	as of date: <u>September 30, 2022</u>
Total shares outstanding:	<u>558,154,257</u>	as of date: <u>September 30, 2022</u>
Number of shares in the Public Float:	<u>497,430,759</u>	as of date: <u>September 30, 2022</u>
Total number of shareholders of record:	<u>392</u>	as of date: <u>September 30, 2022</u>

Additional class of securities (if any):

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Class A Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>24,000,000</u>	as of date: <u>September 30, 2022</u>
Total shares outstanding:	<u>521,413</u>	as of date: <u>September 30, 2022</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Class B Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,500,000</u>	as of date: <u>September 30, 2022</u>
Total shares outstanding:	<u>123,478</u>	as of date: <u>September 30, 2022</u>

Trading symbol: N/A
Exact title and class of securities outstanding: Class C Preferred
CUSIP: N/A
Par or stated value: \$0.001
Total shares authorized: 5,000,000 as of date: September 30, 2022
Total shares outstanding: 0 as of date: September 30, 2022

Trading symbol: N/A
Exact title and class of securities outstanding: Class D Preferred
CUSIP: N/A
Par or stated value: \$0.001
Total shares authorized: 5,000,000 as of date: September 30, 2022
Total shares outstanding: 300,000 as of date: September 30, 2022

Transfer Agent

Name: Madison Stock Transfer, Inc.
Phone: 718-627-4453
Email: info@madisonstocktransfer.com
Address: 2500 Coney Island Avenue, Brooklyn NY 11223

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

NOTE – All common shares are reflected post-split 1-for-8 shares effective January 15, 2020

Number of Shares outstanding as of <u>January 1, 2020</u>	<u>Opening Balance:</u> Common: <u>269,074,346</u> Preferred: <u>5,944,891</u>		*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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

<u>1/15/2020</u>	<u>Fractional</u>	<u>650</u>	<u>Common</u>	<u>0</u>	<u>No</u>	<u>Fractional shares</u>	<u>Additional shares due to fractional shares in reverse split</u>		<u>N/A</u>
<u>5/4/2020</u>	<u>Cancellation</u>	<u>5,000,000</u>	<u>Preferred C</u>	<u>0</u>	<u>No</u>	<u>Shawn Carey</u>	<u>Company received no value</u>		<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>12,890,625</u>	<u>Common</u>	<u>53,750</u>	<u>No</u>	<u>Peter Luce</u>	<u>Conversion of debenture, accrued interest and exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>12,890,625</u>	<u>Common</u>	<u>53,750</u>	<u>No</u>	<u>Louis Sapi</u>	<u>Conversion of debenture, accrued interest and exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>12,890,625</u>	<u>Common</u>	<u>53,750</u>	<u>No</u>	<u>James Blackwell</u>	<u>Conversion of debenture, accrued interest and exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>12,890,625</u>	<u>Common</u>	<u>53,750</u>	<u>No</u>	<u>Konop Enterprises, Inc. (Thad Konop – control person)</u>	<u>Conversion of debenture, accrued interest and exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>12,890,625</u>	<u>Common</u>	<u>53,750</u>	<u>No</u>	<u>Paul Cloutier</u>	<u>Conversion of debenture, accrued interest and exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>12,890,625</u>	<u>Common</u>	<u>53,750</u>	<u>No</u>	<u>Antonio Dutra</u>	<u>Conversion of debenture, accrued interest and</u>	<u>R</u>	<u>N/A</u>

							<u>exercise of warrants</u>		
<u>9/30/2020</u>	<u>Issuance</u>	<u>8,984,375</u>	<u>Common</u>	<u>28,750</u>	<u>No</u>	<u>Eamonn Garry</u>	<u>Conversion of debenture and accrued interest</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>8,984,375</u>	<u>Common</u>	<u>28,750</u>	<u>No</u>	<u>Skyler Wakil</u>	<u>Conversion of debenture and accrued interest</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>8,984,375</u>	<u>Common</u>	<u>28,750</u>	<u>No</u>	<u>Paul Miklas</u>	<u>Conversion of debenture and accrued interest</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>8,984,375</u>	<u>Common</u>	<u>28,750</u>	<u>No</u>	<u>Michael Wakil</u>	<u>Conversion of debenture and accrued interest</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>8,984,375</u>	<u>Common</u>	<u>28,750</u>	<u>No</u>	<u>Landen Wakil</u>	<u>Conversion of debenture and accrued interest</u>	<u>R</u>	<u>N/A</u>
<u>9/30/2020</u>	<u>Issuance</u>	<u>8,984,375</u>	<u>Common</u>	<u>28,750</u>	<u>No</u>	<u>Seager Wakil</u>	<u>Conversion of debenture and accrued interest</u>	<u>R</u>	<u>N/A</u>
<u>11/09/2020</u>	<u>Issuance</u>	<u>18,500,000</u>	<u>Common</u>	<u>92,500</u>	<u>No</u>	<u>George Sharp</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>11/09/2020</u>	<u>Issuance</u>	<u>8,000,000</u>	<u>Common</u>	<u>40,000</u>	<u>No</u>	<u>Louis Sapi</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>11/09/2020</u>	<u>Issuance</u>	<u>4,000,000</u>	<u>Common</u>	<u>20,000</u>	<u>No</u>	<u>Leonard Harris</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>11/09/2020</u>	<u>Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>15,000</u>	<u>No</u>	<u>Ernest Stern</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>

<u>11/09/2020</u>	<u>Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>15,000</u>	<u>No</u>	<u>Michael Pollack</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>11/09/2020</u>	<u>Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>10,000</u>	<u>No</u>	<u>Michael Soffer</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>11/09/2020</u>	<u>Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>7,500</u>	<u>No</u>	<u>Cameron Bond</u>	<u>Services</u>	<u>R</u>	<u>N/A</u>
<u>3/12/2021</u>	<u>Issuance</u>	<u>3,906,250</u>	<u>Common</u>	<u>25,000</u>	<u>No</u>	<u>Paul Miklas</u>	<u>Exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>9/8/2021</u>	<u>Issuance</u>	<u>9,893,333</u>	<u>Common</u>	<u>296,800</u>	<u>No</u>	<u>Peter Luce</u>	<u>Exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>9/8/2021</u>	<u>Issuance</u>	<u>9,893,333</u>	<u>Common</u>	<u>296,800</u>	<u>No</u>	<u>Konop Enterprises, Inc. (Thad Konop – control person)</u>	<u>Exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>3/8/2022</u>	<u>Issuance</u>	<u>2,456,621</u>	<u>Common</u>	<u>29,479</u>	<u>No</u>	<u>Peter Luce</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>3/8/2022</u>	<u>Issuance</u>	<u>2,456,621</u>	<u>Common</u>	<u>29,479</u>	<u>No</u>	<u>Konop Enterprises, Inc. (Thad Konop – control person)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>3/22/2022</u>	<u>Issuance</u>	<u>9,893,333</u>	<u>Common</u>	<u>296,800</u>	<u>No</u>	<u>Konop Enterprises, Inc. (Thad Konop – control person)</u>	<u>Exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>5,948,494</u>	<u>Common</u>	<u>118,970</u>	<u>No</u>	<u>George Sharp</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>5,948,494</u>	<u>Common</u>	<u>118,970</u>	<u>No</u>	<u>Status Marketing Company (Shahul Ameen)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Abubakkar Noohujohn</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>

<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Bitmore Properties, Inc. (George Pietrobon)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Peter Luce</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>5,948,494</u>	<u>Common</u>	<u>118,970</u>	<u>No</u>	<u>The Louis Sapi trust (Louis Sapi)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Michael Dominiguez</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,974,247</u>	<u>Common</u>	<u>59,485</u>	<u>No</u>	<u>Leonard Harris</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>8,922,740</u>	<u>Common</u>	<u>178,455</u>	<u>No</u>	<u>MacNicol Emergence Fund (Joseph Pochodyniak)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>1,487,124</u>	<u>Common</u>	<u>29,742</u>	<u>No</u>	<u>Kristine Plowman</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>4,461,370</u>	<u>Common</u>	<u>89,227</u>	<u>No</u>	<u>James Blackwell</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>5,948,494</u>	<u>Common</u>	<u>118,970</u>	<u>No</u>	<u>Konop Enterprises Inc (Thad Konop)</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>40,000</u>	<u>No</u>	<u>Konop Enterprises Inc. (Thad Konop)</u>	<u>Exercise of warrants</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>8,922,740</u>	<u>Common</u>	<u>178,455</u>	<u>No</u>	<u>Antnoio Dutra</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>11,896,987</u>	<u>Common</u>	<u>237,940</u>	<u>No</u>	<u>Paul Cloutier</u>	<u>Conversion of note payable</u>	<u>R</u>	<u>N/A</u>

<u>8/29/2022</u>	<u>Issuance</u>	<u>1,487,124</u>	<u>Common</u>	<u>29,742</u>	<u>No</u>	<u>Nrich, Inc.</u> <u>(Abubakkar</u> <u>Noohujohn)</u>	<u>Conversion</u> <u>of note</u> <u>payable</u>	<u>R</u>	<u>N/A</u>
<u>8/29/2022</u>	<u>Issuance</u>	<u>1,487,124</u>	<u>Common</u>	<u>29,742</u>	<u>No</u>	<u>Airbond</u> <u>Travel</u> <u>Services,</u> <u>Inc.</u> <u>(Abubakkar</u> <u>Noohujohn)</u>	<u>Conversion</u> <u>of note</u> <u>payable</u>	<u>R</u>	<u>N/A</u>
Shares Outstanding on <u>September</u> <u>30, 2022</u> <u>and</u> <u>November</u> <u>7, 2022</u>	<u>Ending Balance:</u> Common: <u>558,154,257</u> Preferred: <u>944,891</u>								

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

NONE

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or 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: ☐

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
<u>1/29/2021</u>	<u>0</u>	<u>100,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>George Sharp</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>100,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Status Marketing Company Inc.</u> <u>(Shahul Hameed – control person)</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>50,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Abubakkar Noohujohn</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>50,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Biltmore Properties, Ltd.</u> <u>(George Pietrobon – control person)</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>50,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Paul Pegolo</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>50,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Hardy Bunn</u>	<u>Loan</u>

<u>1/29/2021</u>	<u>0</u>	<u>50,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Peter Luce</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>50,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Martin Miller</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>100,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>The Louis Sapi Trust (Louis Sapi, Trustee)</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>50,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Michael Domingues</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>50,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Leonard Harris</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>150,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>MacNicol Emergence Fund (Joseph Pochodyniak – control person)</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>25,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Kristine Plowman</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>75,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>James Blackwell</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>100,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Konop Enterprises, Inc. (Thad Konop – control person)</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>150,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Antonio Dutra</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>200,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Paul Cloutier</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>25,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Nrich Inc (Abubakkar Noohujohn – control person)</u>	<u>Loan</u>
<u>1/29/2021</u>	<u>0</u>	<u>25,000</u>	<u>\$0</u>	<u>8/29/2022</u>	<u>\$0.05 per share</u>	<u>Airbond travel Services Inc (Abubakkar Noohujohn – control person)</u>	<u>Loan</u>
<u>11/23/2021</u>	<u>1,400,000</u>	<u>2,000,000</u>	<u>\$100,427</u>	<u>11/22/2022</u>	<u>Not convertible</u>	<u>George Sharp</u>	<u>For warrant exercises</u>

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

None

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Michael Pollack
Title: Consultant
Relationship to Issuer: N/A

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 Changes in Stockholders' Equity (Deficit)
- G. Financial notes

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

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

Included in this document

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")

The Company is a holding company organized with a goal of investing, acquiring and managing a diversified portfolio of profitable, growth-oriented companies.

- 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

On June 1, 2020, the Company formed Breathe Medical Devices, Inc., through which the Company intends to perform the Exclusive Distributor Agreement they entered into with Ligand Innovation Global for the sale of portable ventilator medical equipment, under the brand name LifeAir G1 throughout the United States in perpetuity, subject to a right of Ligand Innovation Global to terminate the Exclusive Distributor Agreement if the Company has not sold at least 1,000 portable ventilators within two years following United States Food and Drug Administration approval of the ventilator equipment.

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

The Company focuses its efforts on the investment, acquisition and development of various businesses. The Company is actively pursuing investment, acquisition and development of target businesses and expects to secure an investment or acquisition in the near future. Because of management expertise and business alliances the

Company expects to succeed in future ventures in growth industries with vast potential within the domestic U.S. market.

6) Issuer's Facilities

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

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

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

At this time the Company does not have any significant tangible assets and is in the process of identifying suitable targets for acquisition. The Company does not own or lease any real estate other than a month-to month for virtual office space.

7) 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% 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 owned (as converted)	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>George Sharp</u>	<u>CEO</u>	<u>San Diego, CA</u>	<u>375,000,000</u>	<u>Preferred D</u>	<u>100%</u>	<u> </u>
<u>George Sharp</u>	<u>CEO</u>	<u>San Diego, CA</u>	<u>18,500,000</u>	<u>Common</u>	<u>3.99%</u>	
<u>Len Harris</u>	<u>Director</u>	<u>Vancouver, British Columbia</u>	<u>4,000,000</u>	<u>Common</u>	<u>0.86%</u>	<u> </u>
<u>John Morse</u>	<u>Over 5%</u>	<u>Fort Myers, FL</u>	<u>207,500</u>	<u>Preferred A</u>	<u>39.80%</u>	
<u>Melin Living Trust DTD 11/12/99 (Thomas N Melin & Virginia W Melin TTEE)</u>	<u>Over 5%</u>	<u>Longview, WA</u>	<u>75,000</u>	<u>Preferred A</u>	<u>14.39%</u>	
<u>Carl Brandtlow</u>	<u>Over 5%</u>	<u>Fort Myers, FL</u>	<u>37,500</u>	<u>Preferred A</u>	<u>7.19%</u>	
<u>Greystone Funding LLC</u>	<u>Over 5%</u>	<u>Deltona, FL</u>	<u>59,739</u>	<u>Preferred B</u>	<u>48.38%</u>	

<u>(Chris Charman, Manager)</u>						
<u>Pinpoint Investments LLC (Fiorvanti Clayton, Manager)</u>	<u>Over 5%</u>	<u>Orlando, FL</u>	<u>59,739</u>	<u>Preferred B</u>	<u>48.38%</u>	

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.

A complaint and counterclaim have been filed in the Circuit Court of the Eighteenth Judicial Circuit in and for Seminole County, FL (Case No: 2021-CA-001260) in which the Company is the Plaintiff against Emerging Elements, Inc. and K&L International Enterprises, Inc. (the "Defendants"). This claim involves the Defendants claim that the Company refused to have their shares transferred to their accounts in a timely matter. The Company had no records of the Defendants consideration for the shares and withheld the shares until they had received this information. Eventually the shares were moved to the Defendants accounts, however, the value had decreased, and the claim is for damages that resulted on behalf of this delay. The Company is currently in mediation on the complaint and counterclaim.

9) Third Party Providers

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

Securities Counsel

Name: Ernest Stern
Firm: Culhane Meadows PLLC
Address 1: 1701 Pennsylvania Avenue, NW, Suite 200
Address 2: Washington, DC 20006
Phone: 301-910-2030
Email: estern@culhanemeadows.com

Accountant or Auditor

Name: Michael Pollack
Firm: KBL, LLP
Address 1: 1350 Broadway, Suite 1510
Address 2: New York, NY 10018
Phone: 212-785-9700
Email: mpollack@kbl.com

Investor Relations Consultant

Name: N/A
Firm: _____
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).

The certifications shall follow the format below:

I, George Sharp certify that:

1. I have reviewed this Quarterly Report of Forwardly, Inc. for the period ended September 30, 2022;
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.

11/7/2022 [Date]

/s/ George Sharp [CEO's Signature]

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

Principal Financial Officer:

I, George Sharp certify that:

1. I have reviewed this Quarterly Report of Forwardly, Inc. for the period ended September 30, 2022;
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.

11/7/2022 [Date]

/s/ George Sharp [CFO's Signature]

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

FORWARDLY, INC.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	September 30, 2022	December 31, 2021
ASSETS		
CURRENT ASSETS		
Cash	\$ 217,711	\$ 959,794
Note receivable	-	200,000
Investment – HUMBL common stock	250,000	2,000,000
Prepaid expenses and other current assets	-	21,616
Total current assets	<u>467,711</u>	<u>3,181,410</u>
NON-CURRENT ASSETS		
Investment at cost – HUMBL warrants	184,000	200,000
Investment - Ligand	-	1,000,000
Digital assets	13,889	-
Total non-current assets	<u>197,889</u>	<u>1,200,000</u>
TOTAL ASSETS	<u><u>\$ 665,600</u></u>	<u><u>\$ 4,381,410</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	\$ 16,729	\$ 13,700
Accrued expenses	791,700	609,000
Accrued interest	100,427	184,690
Due to related party	7,723	3,162
Current portion of note payable – related party	1,400,000	2,000,000
Current portion of convertible notes payable, net of discount	-	854,997
Total current liabilities	<u>2,316,579</u>	<u>3,665,549</u>
Convertible notes payable, net of current portion and net of discount	<u>-</u>	<u>-</u>
TOTAL LIABILITIES	<u>2,316,579</u>	<u>3,665,549</u>
STOCKHOLDERS' EQUITY (DEFICIT)		
Series A Preferred stock, par value \$0.001; 24,000,000 shares authorized; 521,413 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	521	521
Series B Preferred stock, par value \$0.001; 1,500,000 shares authorized; 123,478 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	123	123
Series C Preferred stock, par value \$0.001; 5,000,000 shares authorized; 0 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	-	-
Series D preferred stock; par value \$0.001; 5,000,000 shares authorized; 300,000 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	300	300
Common stock, par value \$0.001; 1,360,000,000 shares authorized, 558,154,257 and 464,017,262 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	558,154	464,017
Additional paid in capital	6,574,319	4,726,090
Accumulated deficit	(8,784,396)	(4,475,190)
Total stockholders' equity (deficit)	<u>(1,650,979)</u>	<u>715,861</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u><u>\$ 665,600</u></u>	<u><u>\$ 4,381,410</u></u>

See notes to consolidated financial statements.

FORWARDLY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
NINE MONTHS ENDED SEPTEMBER 30, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
REVENUES	\$ -	\$ -
COST OF REVENUES	<u>-</u>	<u>-</u>
GROSS PROFIT	-	-
OPERATING EXPENSES:		
Professional fees	227,842	215,695
Impairment – digital assets	236,111	-
Bad debt	1,244,055	-
General and administrative	28,875	4,947
Total operating expenses	<u>1,736,883</u>	<u>220,642</u>
LOSS FROM OPERATIONS BEFORE OTHER EXPENSES	(1,736,883)	(220,642)
OTHER INCOME (EXPENSE):		
Unrealized loss on investment	(1,750,000)	-
Interest expense, net of interest income	(822,323)	(708,986)
Total other income (expense)	<u>(2,572,323)</u>	<u>(708,986)</u>
LOSS FROM CONTINUING OPERATIONS BEFORE BENEFIT (PROVISION) FOR INCOME TAXES	<u>(4,309,206)</u>	<u>(929,628)</u>
BENEFIT (PROVISION) FOR INCOME TAXES	<u>-</u>	<u>-</u>
NET LOSS	<u>\$ (4,309,206)</u>	<u>\$ (929,628)</u>
NET LOSS PER SHARE		
Basic and diluted	\$ (0.009)	\$ (0.002)
SHARES USED IN CALCULATION OF NET LOSS PER SHARE		
Basic and diluted	506,417,027	445,109,695

See notes to consolidated financial statements.

FORWARDLY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
THREE MONTHS ENDED SEPTEMBER 30, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
REVENUES	\$ -	\$ -
COST OF REVENUES	<u>-</u>	<u>-</u>
GROSS PROFIT	-	-
OPERATING EXPENSES:		
Professional fees	75,392	65,300
Impairment – digital assets	-	-
Bad debt	7,562	-
General and administrative	21,411	1,526
Total operating expenses	<u>104,365</u>	<u>66,826</u>
LOSS FROM OPERATIONS BEFORE OTHER EXPENSES	(104,365)	(66,826)
OTHER INCOME (EXPENSE):		
Unrealized loss on investment	(265,000)	-
Interest expense, net of interest income	(189,317)	(269,616)
Total other income (expense)	<u>(454,317)</u>	<u>(269,616)</u>
LOSS FROM CONTINUING OPERATIONS BEFORE BENEFIT (PROVISION) FOR INCOME TAXES	<u>(558,682)</u>	<u>(336,442)</u>
BENEFIT (PROVISION) FOR INCOME TAXES	<u>-</u>	<u>-</u>
NET LOSS	<u>\$ (558,682)</u>	<u>\$ (336,442)</u>
NET LOSS PER SHARE		
Basic and diluted	\$ (0.001)	\$ (0.001)
SHARES USED IN CALCULATION OF NET LOSS PER SHARE		
Basic and diluted	483,981,442	448,962,190

See notes to consolidated financial statements.

FORWARDLY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
NINE MONTHS ENDED SEPTEMBER 30, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
Cash flows from operating activities:		
Net loss	\$ (4,309,206)	\$ (929,628)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Impairment of digital assets	236,111	-
Bad debt	1,244,055	-
Unrealized loss on investment	1,750,000	-
Warrant exercise expense	16,000	-
Amortization of debt and BCF discount	645,003	602,235
Changes in assets and liabilities		
Prepaid expenses and other current assets	(22,439)	(13,472)
Change in related party payable	4,561	2,865
Accounts payable and accrued expenses	357,032	277,921
Net cash (used in) operating activities	<u>(78,883)</u>	<u>(60,079)</u>
Cash flows from investing activities:		
Note receivable for Maverick Energy	-	(200,000)
Investment at cost in Ligand	-	(1,000,000)
Return of deposit for purchase of Starsona	-	150,000
Investment in digital assets	<u>(250,000)</u>	<u>-</u>
Net cash (used in) investing activities	<u>(250,000)</u>	<u>(1,050,000)</u>
Cash flows from financing activities:		
Proceeds from exercise of warrants	336,800	618,600
Payments of notes payable	(600,000)	-
Payments of convertible notes payable	(150,000)	-
Proceeds from convertible notes payable	<u>-</u>	<u>1,450,000</u>
Net cash (used in) provided by financing activities	<u>(413,200)</u>	<u>2,068,600</u>
NET INCREASE (DECREASE) IN CASH	<u>(742,083)</u>	<u>958,521</u>
Cash - beginning of period	959,794	22,874
Cash - end of period	<u><u>\$ 217,711</u></u>	<u><u>\$ 981,395</u></u>

SUPPLEMENTAL DISCLOSURES:

Cash paid for interest	\$ 28,455	\$ -
Cash paid for income taxes	\$ -	\$ -
SUMMARY OF NONCASH ACTIVITIES:		
Investment in HUMBL from escrow	\$ 2,000,000	\$ -
Warrants issued with convertible debt recorded as debt discount	\$ -	\$ 1,164,401
BCF discount at inception of convertible debt	\$ -	\$ 285,599
Conversion of notes payable and accrued interest for common stock	\$ 1,605,566	\$ -

See notes to consolidated financial statements.

FORWARDLY, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT) (UNAUDITED)
NINE MONTHS ENDED SEPTEMBER 30, 2022 AND 2021

	Preferred		Common		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	
Balances at December 31, 2020	944,891	\$944	440,324,346	\$440,324	\$ 2,681,183	\$(3,167,907)	\$ (45,456)
Shares issued in exercise of warrants	-	-	23,692,916	23,693	594,907	-	618,600
Discount on convertible notes	-	-	-	-	1,450,000	-	1,450,000
Net loss for the period	-	-	-	-	-	(928,628)	(928,628)
Balances at September 30, 2021	944,891	\$ 944	444,230,596	\$464,017	\$4,726,090	\$(4,097,535)	\$ 1,093,516
Balances at December 31, 2021	944,891	\$944	464,017,262	\$464,017	\$ 4,726,090	\$(4,475,190)	\$ 715,861
Shares issued in exercise of warrants	-	-	11,893,333	11,893	324,907	-	336,800
Shares issued in conversion of notes payable	-	-	82,243,662	82,244	1,523,322	-	1,605,566
Net loss for the period	-	-	-	-	-	(4,309,206)	(4,309,206)
Balances at September 30, 2022	944,891	\$ 944	558,154,257	\$558,154	\$6,574,319	\$(8,784,396)	\$(1,650,979)

See notes to consolidated financial statements.

FORWARDLY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2022

NOTE 1- NATURE OF OPERATIONS

Nature of Operations

Forwardly, Inc. (the "Company") was incorporated in the State of Nevada in September 27, 2005. The Company is a holding company organized with a goal of investing, acquiring and managing a diversified portfolio of profitable, growth-oriented companies.

On June 1, 2020, the Company formed Breathe Medical Devices, Inc., through which the Company intends to perform the Exclusive Distributor Agreement they entered into with Ligand Innovation Global for the sale of portable ventilator medical equipment, under the brand name LifeAir G1 throughout the United States in perpetuity, subject to a right of Ligand Innovation Global to terminate the Exclusive Distributor Agreement if the Company has not sold at least 1,000 portable ventilators within two years following United States Food and Drug Administration approval of the ventilator equipment.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These consolidated financial statements are presented as unaudited and in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America. The Company believes that these consolidated financial statements present fairly, in all material respects, the financial position of the Company and the results of its operations and cash flows for the periods presented.

The consolidated financial statements include the accounts of the Company as well as their wholly-owned subsidiary, Breathe Medical Devices, Inc. All inter-company transactions have been eliminated in consolidation.

The Company has a calendar year-end accounting period.

NOTE 3-STOCKHOLDERS' EQUITY (DEFICIT)

During the Company's fiscal fourth quarter of 2019, they became aware of some inconsistencies with respect to the approvals of prior amendments to their corporate charter and executed a series of amendments to these to rectify those inconsistencies. As a result, from the period October 14, 2019 through January 15, 2020, the Company executed the following transactions:

- (a) An increase to the authorized common shares from 2,430,500,000 shares to 5,964,500,000 shares;
- (b) Conversion of the 300,000 Series D Preferred Shares to 3,000,000,000 common shares;
- (c) Execution of a series of votes for the following: (1) Name Change to Forwardly, Inc.; (2) Reverse split the common stock on a 1-for-8 basis; (3) Reduce the authorized common stock from 5,964,500,000 shares to 303,812,500 shares and then increased to 1,360,000,000 shares where it stands today;
- (d) Cancel the 3,000,000,000 common shares prior to the change in authorized and reverse split took effect;
- (e) Issue 300,000 Series D Preferred Shares to the Company's CEO for \$500

These changes took effect through January 15, 2020. The Company's current capitalization is 1,360,000,000 common shares with a par value of \$.001 per share; 24,000,000 Series A preferred shares with a par value of \$.001; 1,500,000 Series B preferred shares with a par value of \$.0001; 5,000,000 Series C preferred shares with a par value of \$.001; and 5,000,000 Series D preferred shares with a par value of \$.001.

On May 4, 2020, the Preferred Series C Shareholder, requested cancellation of their 5,000,000 Series C Preferred shares. There was no consideration due to the shareholder for this cancellation.

On September 30, 2020, the Company issued 107,812,500 shares to convert the convertible promissory notes outstanding at the time of \$300,000 plus the accrued interest on those notes of \$45,000 in accordance with the terms of the convertible note agreements. In addition, the Company issued 23,437,500 shares of common stock in the exercise of warrants that were issued with the aforementioned convertible promissory notes for \$150,000. On November 9, 2020, the Company issued 40,000,000 shares for services valued at \$200,000.

In March 2021, the Company issued 3,906,250 shares of common stock in the exercise of warrants valued at \$25,000, and in September 2021, the Company issued 19,786,666 shares of common stock in exchange of warrants valued at \$593,600.

In March 2022, the Company issued 4,913,242 shares of common stock in conversion of convertible notes and accrued interest valued at \$58,959; and issued 9,893,333 shares of common stock in the exercise of warrants for \$296,800.

In August 2022, the Company issued 77,330,420 shares of common stock in conversion of convertible notes and accrued interest valued at \$1,546,607; and issued 2,000,000 shares of common stock in the exercise of warrants for \$40,000.

Common Stock Warrants

The following schedule summarizes the changes in the Company's common stock warrants:

	Warrants Outstanding		Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value	Weighted Average Exercise Price Per Share
	Number Of Shares	Exercise Price Per Share			
Balance at December 31, 2020	65,010,832	\$ 0.0064	1.70 years	\$ 2,282,092	\$ 0.045
Warrants granted	58,000,000	\$ 0.175	-		\$
Warrants exercised	(23,692,916)	\$ -	-		\$
Warrants expired/cancelled	-	\$ -	-		\$
Balance at December 31, 2021	99,317,916	\$ 0.0064-0.10	1.13 years	\$ 830,078	\$ 0.13
Warrants granted	-	\$ -	-		\$
Warrants exercised/exchanged	(11,893,333)	\$ -	-		\$
Warrants expired/cancelled	-	\$ -	-		\$
Balance at September 30, 2022	<u>87,424,583</u>	\$ 0.0064-0.25	0.52 years	\$ 363,341	\$ 0.10
Exercisable at September 30, 2022	<u>87,424,583</u>	\$ 0.0064-0.25	0.52 years	\$ 363,341	\$ 0.10

In connection with the issuance of the 2019 convertible secured promissory notes, the Company granted 46,875,000 warrants that are convertible at a price of \$0.0064 per share into common stock. The warrants have a three-year term. Through December 31, 2020 23,437,500 of these warrants were exercised for \$150,000. In March 2021 3,906,250 of these warrants were exercised for \$25,000 and in September 2021, 19,786,666 warrants were exercised for \$593,600.

On August 1, 2020, the Company issued 2,000,000 warrants to a medical consultant to be part of an advisory board for the Company's new subsidiary. These warrants have a three-year term and have an exercise price of \$0.10 per share. The value of these warrants were recorded at \$18,295.

In connection with the issuance of convertible secured promissory notes on September 9, 2020, the Company granted 19,786,666 one-year warrants that are convertible at a price of \$0.03 per share into common stock, and granted 19,786,666 three-year warrants that are convertible at a price of \$0.10 per share into common stock. The 19,786,666 one-year warrants were exercised for \$593,600. An additional 9,893,333 warrants were exercised for \$296,800 in March 2022.

In connection with the 2021 convertible note agreements, the Company granted 29,000,000 warrants that mature in one year (January 29, 2022) with a strike price of \$0.10 per share, and 29,000,000 warrants that mature in three years (January 29, 2024) with a strike price of \$0.25 per share. The one year warrants were extended to August 31, 2022. The extension did not create a material modification of the convertible notes. In August 2022, 2,000,000 of the warrants were exercised at a \$0.02 strike price for \$40,000.

NOTE 4 – CONVERTIBLE PROMISSORY NOTES

The Company entered into promissory notes as follows as of September 30, 2022 and December 31, 2021:

	September 30, 2022	December 31, 2021
September 9, 2020 notes due March 8, 2022 at 12% interest, convertible at \$0.012 per share, with issuance of 19,786,666 warrants with a term of one-year and an exercise price of \$0.03 per share, and 19,786,666 warrants with a term of three-years and an exercise price of \$0.10 per share. These notes were converted on March 8, 2022 to shares of common stock.	\$ -	\$ 50,000
January 29, 2021 notes due August 29, 2022 at 12% interest, convertible at \$0.05 per share, with issuance of 29,000,000 warrants with a term of one-year and an exercise price of \$0.10 per share (extended to August 31, 2022), and 29,000,000 warrants with a term of three-years and an exercise price of \$0.25 per share	-	1,450,000
Total Convertible Notes Payable, Net	\$ -	\$ 1,500,000
Less: Current portion	-	(854,997)
Less: Discount	-	(645,003)
Long-term portion	\$ -	\$-

In August 2022, \$1,300,000 of these convertible notes along with accrued interest of \$246,608 were converted into 77,330,420 common shares. In addition, the Company repaid the remaining \$150,000 of these convertible notes along with accrued interest of \$28,455. Interest expense for the nine months ended September 30, 2022 and 2021 amounted to \$115,989 and \$120,805, respectively and accrued at September 30, 2022 was \$0. Amortization of the debt discount for the nine months ended September 30, 2022 and 2021 was \$519,129 and \$488,801, respectively. Amortization of the BCF discount for the nine months ended September 30, 2022 and 2021 was \$125,874 and \$114,234, respectively.

NOTE 5 – COMMITMENTS

Starsona Inc.

The Company and Starsona Inc. (“Starsona”), a Delaware corporation entered into a non-exclusive letter of intent (“LOI”) on June 21, 2019. In accordance with the LOI, the Company and Starsona will enter into a negotiation period through August 23, 2019 at which time, if the parties agree will enter into a definitive agreement, whereby the Company will endeavor to acquire equity in Starsona in exchange for an aggregate cash investment of \$10,250,000, on a best efforts basis. The parties understand that the investment must be raised by the Company through an offering of its own equity to the public. As the LOI is non-exclusive, the Company will have the right to match the terms of any investment agreement for over \$2,000,000 that Starsona enters into with third parties, provided that, (a) the third party investment agreement is entered into during the negotiation period; (b) the Company’s investment is on substantially similar terms; and (c) the parties execute the definitive agreement by the end of the negotiation period. The LOI will terminate upon either mutual written consent of both Starsona and the Company; or the expiration of the negotiation period. The Company and Starsona have mutually agreed to continue discussions regarding the entering into a definitive agreement until either party terminates the negotiations. On June 22, 2020, the Company paid Starsona a good faith deposit on their acquisition as they continue to negotiate the terms of the definitive agreement. There had been no further negotiations and Starsona and the Company agreed on April 3, 2021 to have Starsona return the \$150,000 deposit, which was done until such time as the Company and Starsona agree to a definitive agreement.

Ligand Innovation Global

On May 26, 2020, the Company and Ligand Innovation Global, a Canadian Corporation (“Ligand”) entered into an Exclusive Distributor Agreement (“Distributor Agreement”).

Pursuant to the Distributor Agreement, the Company is appointed the exclusive distributor for all portable ventilator product lines, including, but not limited to, all models, variations, generations and upgrades to the product currently identified as LifeAir G1, and any similar product lines under different names (“Product”) in the United States of America (“Territory”). The Distributor Agreement shall continue in perpetuity unless terminated earlier and may be terminated for breach if any party defaults in the performance of any material obligation in the Distributor Agreement, for insolvency, by Ligand for lack of performance should the Company in two years after approval by the United States Food and Drug Administration no sell at least 1,000 units, and under which the Company agreed to issue 2,000 shares of Series D Preferred Stock upon Ligand’s ventilators receiving FDA approval for commercial use and an option to purchase 10 million shares of the Company’s common stock for a 12 month exercise period upon such FDA approval as well as availability of the ventilators for sale by the Company. The Company was notified that the FDA has rejected the application for Emergency Use Authorization, and will continue to focus on the full application to the FDA and on exploring alternate jurisdictions for approval of the LifeAir G1. The Company determined to impair the investment at June 30, 2022.

On April 8, 2021, Ligand and the Company entered into a Share Purchase Agreement (the “SPA”) whereby the Company has agreed to purchase 33.33% of Ligand for \$1,000,000 which is equal to 1,304,152 shares of Ligand stock. The Company will be the largest individual shareholder in Ligand, however does not exercise any operational or financial control of Ligand. The Company will account for this investment under the guidance of ASC 321. The Company has elected to apply the measurement alternative discussed in ASC 321-10-35-2, and as a result will measure the investment at cost and remeasure to fair value if impaired or upon observable prices.

HUMBL, Inc.

On November 23, 2020 (closed on December 4, 2020), the Company and HUMBL Inc. (formerly Tesoro Enterprises, Inc) (“HUMBL”) entered into a Warrant Purchase Agreement (“Warrant Agreement”).

Pursuant to the Warrant Agreement, the Company paid \$200,000 (cost of \$0.0016 post split of HUMBL) to HUMBL to purchase post-split (effective February 26, 2021) 125,000,000 warrants ("Warrant Shares") of HUMBL at an exercise price of \$0.20 per share, upon completion of the merger HUMBL and HUMBL LLC, a Delaware limited liability company. The Company expensed \$16,000 related to these warrants when 10,000,000 warrants were exercised.

In November 18, 2021, the Company entered into a Share Registration Agreement with HUMBL under which HUMBL agreed to register the Warrant Shares through the filing with the SEC of a Form S-1 and to extend the exercise period from December 3, 2022 to December 31, 2023. The Company exercised 10,000,000 warrants on January 21, 2022. As of March 31, 2022, the Company owns 10,000,000 shares of HUMBL, Inc. (See Note 8).

The Company's CEO, loaned the Company \$2,000,000 to allow the Company to purchase the Warrant Shares under the terms of the Share Registration Agreement (See Note 7).

The Company has elected to account for the purchase of this warrant as an investment under the guidance of ASC 321. The warrants are not traded on a national exchange, so do not have a readily determinable fair value as defined in ASC 321. The Company has elected to apply the measurement alternative discussed in ASC 321-10-35-2, and as a result will measure the investment at cost and remeasure to fair value if impaired or upon observable prices. Since inception of the investment on December 4, 2020, there has been no indication of impairment on this investment.

NOTE 6 – NOTE RECEIVABLE

On April 12, 2021, the Company invested \$200,000 in the form of a one-year fixed rate convertible loan in Maverick Energy Group, Inc. ("Maverick"). The convertible loan bears interest at the rate of 15% per annum, and is convertible into shares of Maverick's common stock at \$0.20 per share. The convertible loan is currently in default as this has not been repaid to the Company nor converted. The loan agreement also provides the Company with a two-year warrant enabling the Company to purchase up to 2,000,000 shares of common stock at \$0.35 per share. Accrued interest receivable on this note for the six months ended June 30, 2022 and 2021 was \$14,877 and \$6,493, respectively, and as of June 30, 2022 was \$36,493. Maverick is currently in default of this note, and Management has initiated a lawsuit against Maverick for repayment of the note. Management will continue this process and upon the advice of counsel, will determine whether or not they should reserve a portion of the receivable. As of June 30, 2022, Management has determined to reserve both the note receivable of \$200,000 plus the accrued interest receivable (through September 30, 2022) of \$44,055 as a result of the lawsuit, however pursue all means available to collect these amounts.

NOTE 7 – NOTE PAYABLE – RELATED PARTY

On November 18, 2021, The Company's CEO, loaned the Company \$2,000,000 to allow the Company to purchase the Warrant Shares under the terms of the Share Registration Agreement. The loan is due November 22, 2022 with annual interest of 8% per annum. Interest expense on the note for the nine months ended September 30, 2022 was \$83,770 and accrued at September 30, 2022 is \$100,427.

NOTE 8 – INVESTMENT

The Company recognized an investment of \$2,000,000 on January 21, 2022 when they exercised 10,000,000 warrants for 10,000,000 shares of common stock of HUMBL, Inc. The Company does not exhibit any control over HUMBL and their investment represents less than 1% of the total issued and outstanding shares of HUMBL, Inc. The Company recognized an unrealized loss on this investment for the nine months ended September 30, 2022 of \$1,750,000, bringing the value of the investment to \$250,000 at September 30, 2022.