

Statement Pursuant to the Pink Basic Disclosure Guidelines

Halberd Corporation

A Colorado Corporation
PO Box 25 Jackson Center, PA 16133

(814) 786-8849
<https://halberdcorporation.com>
support@halberdcorporation.com
SIC Code: 6719

Annual Report
For the Period Ending: July 31, 2022
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

515,874,842 as of January 17, 2023

511,621,968 as of July 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

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

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

Halberd Corporation, which was incorporated in Nevada on January 26, 2009. It changed its name to Tykhe Corporation on April 22, 2014. It then redomiciled to Colorado and changed its name to Alaric Corporation on January 25, 2017. Finally, on March 22, 2020, it changed its name to HALB Transition Corporation, before engaging in a reorganization whereby the name of the public company again became Halberd Corporation with a subsidiary named Alaric Corporation.

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):

Halberd Corporation, currently a Colorado Corporation was incorporated in 2009 (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:

None

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

1362 Springfield, Church Road, Jackson Center, PA 16133

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

☒ *Check if principal executive office and principal place of business are the same address:*

N/A

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

N/A

2) Security Information

Transfer Agent

Name: Issuer Direct Corporation
Phone: (919) 744-2722
Email: David.Klimczak@IssuerDirect.com
Address: One Glenwood Avenue, Suite 1001, Raleigh, NC 27603

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>HALB</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>90217F106</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>800,000,000</u>	as of date: <u>January 17, 2023</u>
Total shares outstanding:	<u>515,874,842</u>	as of date: <u>January 17, 2023</u>
Number of shares in the Public Float ² :	<u>322,571,082</u>	as of date: <u>January 17, 2023</u>
Total number of shareholders of record:	<u>87</u>	as of date: <u>January 17, 2023</u>

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

N/A

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol:	<u>HALB</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>25,000,000</u>	as of date: <u>January 17, 2023</u>
Total shares outstanding:	<u>10,000,000</u>	as of date: <u>January 17, 2023</u>
Total number of shareholders of record:	<u>2</u>	as of date: <u>January 17, 2023</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Each share of Common Stock carries one vote

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Each share of Preferred A Stock is entitled to a number of votes equal to the product of 0.000001 times the number of shares of common outstanding

3. Describe any other material rights of common or preferred stockholders.

None

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.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>7/31/2021</u> Common: <u>511,621,968</u> Preferred: <u>10,000,000</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. *You must disclose the control person(s) for any entities listed.	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.
<u>02/18/22</u>	<u>New Issuance</u>	<u>27,044,110</u>	<u>Common</u>	<u>\$649,059</u>	<u>Yes</u>	<u>Ryan Goulding</u>	<u>Services</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>02/21/22</u>	<u>Cancelled Shares</u>	<u>(25,015,740)</u>	<u>Common</u>	<u>(\$600,378)</u>	<u>No</u>	<u>George T Porrata</u>	<u>Non-performance</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>07/21/22</u>	<u>Cancelled Shares</u>	<u>(2,028,370)</u>	<u>Common</u>	<u>(\$48,681)</u>	<u>No</u>	<u>George T Porrata</u>	<u>Non-performance</u>	<u>Unrestricted</u>	<u>Exempt</u>
<u>08/03/22</u>	<u>New Issuance</u>	<u>4,252,874</u>	<u>Common</u>	<u>\$42,529</u>	<u>Yes</u>	<u>Dr. Mitchell Felder, CTO</u>	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>Exempt</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>1/17/2023</u> Common: <u>515,874,842</u> Preferred: <u>10,000,000</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

N/A

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: ☐ Yes: ☒ (If yes, you must complete the table below)

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. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>August 27, 2020</u>	<u>\$150,000</u>	<u>\$150,000</u>	<u>\$11,234</u>	<u>August 27, 2050</u>	<u>None</u>	<u>SBA</u>	<u>Working Capital</u>
<u>September 11, 2014</u>	<u>\$176,485</u>	<u>\$279,447</u>	<u>None</u>	<u>N/A</u>	<u>Converts at \$0.000633266 per share pursuant to a Section 3(a)(10) exemption from the Securities Act of 1933's registration requirements</u>	<u>Ryan D. Goulding</u>	<u>Settle Debts</u>
<u>May 4, 2016</u>	<u>\$30,449</u>	<u>\$112,680</u>	<u>None</u>	<u>N/A</u>	<u>Converts at \$0.00035 per share pursuant to a Section 3(a)(10) exemption from the Securities Act of 1933's registration requirements</u>	<u>Ryan D. Goulding</u>	<u>Settle Debts</u>
_____	_____	_____	_____	_____	_____	_____	_____

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

N/A

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

Halberd Corporation is a holding company and acquisition vehicle for established businesses. Halberd also is developing treatments for neurodegenerative diseases, such as PTSD/ CTE (Post Traumatic Stress Disorder/Chronic Traumatic Encephalopathy), Alzheimer's Disease, Parkinson's Disease, etc.

B. List any subsidiaries, parent company, or affiliated companies.

Alaric Corporation became a wholly-owned subsidiary of the Company

C. Describe the issuers' principal products or services.

Research and Development

5) Issuer's Facilities

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

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

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

None

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity
<u>William Hartman</u>	<u>CEO</u>	<u>Jackson Center, PA</u>	<u>5,000,000</u>	<u>Preferred & Warrants</u>	<u>Voting Rights</u> 90.9%	<u>& Warrants to acquire</u> <u>150M shares at</u> <u>\$0.01/sh</u>
<u>John Borza</u>	<u>Director</u>	<u>Jackson Center, PA</u>	<u>-0-</u>	<u>Warrants</u>	<u>None</u>	<u>Warrants to acquire</u> <u>75M shares at \$0.01/sh</u>
<u>Dr. Mitchell Felder</u>	<u>CTO</u>	<u>Jackson Center, PA</u>	<u>5,252,874 &</u> <u>5,000,000</u>	<u>Common,</u> <u>Preferred</u> <u>shares &</u> <u>Warrants</u>	<u><1%</u>	<u>& Warrants to acquire</u> <u>144,747,126 common</u> <u>shares at \$0.01/sh</u>
_____	_____	_____	_____	_____	_____	_____

7) Legal/Disciplinary History

A. 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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: John Dolkart
Firm: Dolkart Law
Address 1: 100 Pine St., Suite 1250
Address 2: San Francisco, CA 94111
Phone: (619) 501-1083
Email: John@dolkartlaw.com

Name: Gary L. Blum Esq.
Firm: Law Offices of Gary L. Blum
Address 1: 3278 Wiltshire Blvd., Suite 603
Address 2: Los Angeles, CA 90010
Phone: (213) 381-7450
Email: gblum@gblumlaw.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Financial Statements

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

- ☐ IFRS
- ☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)³:

Name: Todd Peterson
Title: Accountant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: CPA

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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, William Hartman certify that:

1. I have reviewed this Disclosure Statement for Halberd Corporation;
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.

January 17, 2023 [Date]

/s/ William Hartman [CEO's Signature]

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

Principal Financial Officer:

I, William Hartman certify that:

1. I have reviewed this Disclosure Statement for Halberd Corporation;
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.

January 17, 2023 [Date]

/s/ William Hartman [CFO's Signature]

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