

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GEMXX CORP.

(f.k.a. BrainyBrawn, Inc.)

2300 West Sahara Avenue, Suite 800,
Las Vegas, NV – 89102
702-930-1815
www.gemxx.com
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7371, 7389

Quarterly Report **For the Period Ending: December 31, 2022** **(the “Reporting Period”)**

As of 12/31/2022, the number of shares outstanding of our Common Stock was: 96,866,845

As of 09/30/2022, [last quarter end] the number of shares outstanding of our Common Stock was: 96,866,845

As of 03/31/2022, [last year end] the number of shares outstanding of our Common Stock was: 100,414,932

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

¹ “Change in Control” shall mean any events resulting in:

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

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

GEMXX Corp. The Company changed its name from BRAINYBRAWN, INC. on April 21, 2021

There have been no other names used either by the Company or its predecessors during the past five years.

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):

Delaware 01/19/1999. ACTIVE and in GOOD Standing.

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:

2300 West Sahara Avenue, Suite 800, Las Vegas, NV 89102

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

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

Has the issuer or any of its predecessors 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>GEMZ</u>
Exact title and class of securities outstanding:	<u>COMMON STOCK CLASS A</u>
CUSIP:	<u>10502E101</u>
Par or stated value:	<u>\$0.0001</u>

Total shares authorized:	<u>1,975,000,000</u>	as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>96,866,845</u>	as of date: <u>12/31/2022</u>

Number of shares in the Public Float ² :	<u>131,653</u>	as of date: <u>12/31/2022</u>
Total number of shareholders of record:	<u>163</u>	as of date: <u>12/31/2022</u>

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

Trading symbol:	N/A	
Exact title and class of securities outstanding:	N/A	
CUSIP:	N/A	
Par or stated value:	N/A	
Total shares authorized:	N/A	as of date:
Total shares outstanding:	N/A	as of date:

Transfer Agent

Name: NEVADA AGENCY AND TRANSFER COMPANY
Phone: (775) 322 0626
Email: info@natco.com
Address: 50 West Liberty Street, Suite 880, Reno, NV 89501

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.

On January 19, 1999, Brainybrawn.Com, Inc. filed its Articles of Domestication and Articles of Incorporation with the Delaware Secretary of State / Division of Corporations. On 12/08/2000 the Company filed a Certificate of Amendment of its Certificate of Incorporation with the Delaware Secretary of State / Division of Corporations and changed its name to BrainyBrawn, Inc. In 1999 the Company issued 10,528,000 shares to its founders and initial investors and later that year split the Common Stock 3:2. Since then, the Company has periodically issued Common Stock to Employees and Consultants for services rendered, and also to raise capital in subsequent rounds of funding.

On 01/11/2000, the Company raised its Authorized Shares from 20,000,000 to 125,000,000 shares, of which 100,000,000 were to be Common Stock, and 25,000,000 were to be Preferred Stock. On 03/07/2014, the Company filed another Certificate of Amendment to raise its Authorized Shares 525,000,000 shares, of which 500,000,000 were to be Common Stock and 25,000,000 were to be Preferred Stock. On 09/21/2015 the Company filed another Certificate of Amendment with the State of Delaware Division of Corporations to increase its Authorized Shares to 2,000,000,000 shares, of which 1,975,000,000 were to be Common Shares and 25,000,000 were to be Preferred Shares.

On 02/24/2021 Kimberly Halvorson acquired 287,633,600 (26%) of the outstanding Common Shares and the 2 outstanding Preference Shares and became the CEO of the Company.

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

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

On 4/1/2021, the Company filed a Corporate Action for a 5000:1 Reverse Stock Split which was approved for an effective date of 04/27/2021. On 04/29/2021, the Company issued 96,245,421 shares to the shareholders of GEMXX Corp in a share exchange and appointed Jay Maull as the CEO of the Company. Post new issuance of shares on 04/27/2021, there were 96,466,757 shares of Common Shares outstanding.

On 07/13/2021, the Company issued 1,000,000 shares to International Monetary for services rendered.

On 10/27/2021, at the request of the holder, the Company converted a debt of US\$243,837.63 and issued 3,948,155 shares to Granite Enterprises Group LLC, in complete extinguishment of a Convertible Debt.

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: Opening Balance Date <u>03/31/2020</u> Common: <u>1,106,432,897</u> Preferred: <u>2</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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>04/07/2021</u>	<u>Cancellation</u>	<u>1,106,211,561 shares cancelled</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>Reverse Stock Split</u>	<u>N/A</u>	<u>N/A</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>35,203,520</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Jay Maull</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>23,250,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Stingray Bay Holdings, Jamie Nelson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>White Sands Securities, SEZC, Rahim Mohammed</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Wilson Investments Ltd., Wilson Yip</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Phoenix Professional Group, Richard Clowater</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Chung Pik Kam</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Ann Hodgson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Justin Schmaltz</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>1611454 Alberta Ltd, Tasha Schmaltz</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Bruce Schmaltz</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>

<u>04/29/2021</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Harinder Gill</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>2,300,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>2297987 Alberta Inc., Jody Maull</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>O2 Marketing Solutions Inc. Ken</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>7,915,100</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Tommy Allan Dryden</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>373,400</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Lorraine Kay Leishman</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>140,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Timothy John Dryden</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>William John Dryden</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Katherine Keishman Peirens</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Matther Daniel Armondo Armas</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Travis Arol Dryden</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Jason Colling</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>40,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Ronald G. Hopp</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>60,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Karen Louise Zuk</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>35,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Darren Ray Terry</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Floyd Wilmore Davidson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>14,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Don Booth</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Yale Gelfant</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>750,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Craigstone Ltd, Ann Hodgson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>

<u>04/29/2021</u>	<u>New Issuance</u>	<u>4,500,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Organic Capital Ventures LLC, Roland Halvorson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>4,500,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Kim Halvorson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>3,370,830</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Naresh Belwal</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>3,292,221</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Avatele Group, LLC, Richard Tang</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>1,350</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Cede & Co</u>	<u>Old Shareholders Odd Lot Round Up</u>	<u>Un-Restricted</u>	<u>N/A</u>
<u>07/13/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>International Monetary Blaine Riley</u>	<u>For Services</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>10/27/2021</u>	<u>New Issuance</u>	<u>3,948,155</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Granite Enterprise Yale Gelfant</u>	<u>For Extinguishment of Debt</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>03/23/2022</u>	<u>Cancellation</u>	<u>1,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Yale Gelfant</u>	<u>For Non-Performance</u>	<u>N/A</u>	<u>N/A</u>
<u>03/28/2022</u>	<u>New Issuance</u>	<u>20</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Stingray Bay Holdings, Jamie Nelson</u>	<u>For Services</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2022</u>	<u>New Issuance</u>	<u>159,420</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>7008511 Canada Inc.,</u>	<u>Raw Stock Purchase</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2022</u>	<u>New Issuance</u>	<u>240,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Kim Halvorson</u>	<u>For Services</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2022</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Trevor Krawchuk</u>	<u>Raw Stock Purchase</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>04/29/2022</u>	<u>New Issuance</u>	<u>20,020</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Srax Inc.</u>	<u>For Services</u>	<u>Restricted</u>	<u>Sec 144</u>
<u>09/07/2022</u>	<u>Cancellation</u>	<u>4,017,527</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>White Sands Securities, SEZC, Rahim Mohammed</u>	<u>For Non-performance</u>	<u>N/A</u>	<u>N/A</u>
Shares Outstanding on Date of This Report:									
Ending Balance Ending Balance:									
Date <u>12/31/2022</u>									
Common: <u>96,866,845</u>									
Preferred: <u>2</u>									

Example:

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

There have been No Issuance of any Class of Preference Shares during the preceding two years.

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

- a. On August 27, 2015, the Company issued a 7.5% Convertible Promissory Note to a single unaffiliated party in the principal amount of \$ 13,000. The convertible promissory note matured on August 27, 2016 and the "Conversion Price" was equal to the lower of \$0.001 or 55% of the average of the 2 lowest trading daily prices of the Company's common stock during the 20 consecutive trading days prior to the date on which Holder elects to convert all or part of the Note. The note also carried fees and penalties for various defaults. During the quarter ended December 31, 2022 the balance in the Convertible Promissory Note of \$8.18 and the outstanding default fees \$1632.14 were written off due to statute limitations.
- b. On October 1, 2019, the Company signed an agreement to convert its dues against the purchase of raw materials into a Convertible Note. The dues were payable to Granite Enterprise Group, LLC, a Nevada Corporation. The Note bears interest at 10%, payable quarterly, and the principal plus interest is convertible into Common Shares of the Company, in part or in full, at the option of the holder at a price of \$0.06 per share. The total due on the Note as of October 27, 2021 was negotiated to \$236,889 and converted into 3,948,155 shares of Common Stock of the Company.

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)⁴:

Name: Harish Belwal, CPA
Title: Independent CPA
Relationship to Issuer: Accountant

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

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

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

The Unaudited Financial Statements for the quarter ended December 31, 2021 were filed on 02/02/2022, and the Unaudited Financial Statements for the quarter end December 31, 2022 are a part of this report and are incorporated by reference throughout this report.

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 in the business of acquiring mining rights, mine exploration, production and distribution of precious and semi precious stones and jewelry made from these stones.

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.

B. Please list any subsidiaries, parents, or affiliated companies.

NONE

C. Describe the issuers' principal products or services.

GEMXX Corporation is a gemstone, gold and jewellery producer that owns resources and controls each stage of its production including processing, jewellery manufacturing and global distribution. The GEMXX management team is proud of its environmental record, ethical mining, and production standards. In addition, GEMXX also sets the standard in quality control and customer service while providing exquisite fine jewellery and extremely rare, natural decor pieces to customers around the world. GEMXX produces top quality Ammolite, our world class gemstone cutters and jewellery designers are continuously leading the Ammolite industry in new and exciting directions.

6) Issuer's Facilities

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

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

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

The Company has no facilities other than its main address at Las Vegas, Nevada.

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>Jay Maull</u>	<u>Director, President and CEO</u>	<u>Diamond, AB, Canada</u>	<u>35,203,520</u>	<u>COMMON</u>	<u>36.34%</u>	_____
<u>Tommy Alan Dryden</u>	<u>Owner of more than 5%</u>	<u>Raymond, AB Canada</u>	<u>7,915,100</u>	<u>COMMON</u>	<u>8.17%</u>	_____

<u>Stingray Bay Holdings</u>	<u>Owner of more than 5%</u>	<u>Grand Cayman Islands</u>	<u>20,767,537</u>	<u>COMMON</u>	<u>21.43%</u>	<u> </u>
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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: Matthew McMurdo, Esq
Firm: McMurdo Law Group, LLC
Address 1: 1185 Avenue of the Americas, 3rd Floor
Address 2: New York, NY 10036
Phone: 917.318.2865
Email: matt@nannaronelaw.com

Accountant

Name: Harish Belwal

Firm: Harish Belwal, CPA
Address 1: 1330 Fifth Ave, #5L
Address 2: New York, NY – 10026
Phone: 917-259-1233
Email: harish@belwalcpa.com

Auditor

Name: N/A
Firm: _____
Address 1: _____
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: NONE
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, Jay Maull certify that:

1. I have reviewed this Quarterly Disclosure Statement for the period ending 12/31/2022 of GEMXX Corp. (f/k/a BrainyBrawn, Inc.)
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, 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.

02/10/2023

/s/ Jay Maull

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

Principal Financial Officer:

I, Jay Maull certify that:

1. I have reviewed this Quarterly Disclosure Statement for the period ending 12/31/2022 of GEMXX Corp. (f/k/a BrainyBrawn, Inc.)
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, 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.

02/10/2023

/s/ Jay Maull

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

GEMXX CORP. (f/k/a BRAINYBRAWN, INC)
BALANCE SHEET⁵
(Unaudited)

	December 31, 2022	December 31, 2021
<u>ASSETS</u>		
Current assets:		
Cash	\$ 26,630	\$ 49,193
Accounts Receivable	690,310	318,390
Other Current Assets	2,408,861	1,531,864
Other Assets	15,484,956	15,484,956
Total Assets	<u>18,610,757</u>	<u>17,384,403</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current liabilities:		
Accounts Payable	809,813	183,048
Accrued Expenses	296,611	105,473
Total Current Liabilities	<u>1,106,423</u>	<u>288,520</u>
Long Term Liabilities	—	—
Stockholders' deficit:		
Preferred Stock, \$0.0001 par value; 25,000,000 shares authorized; 2 shares issued and outstanding	—	—
Common Stock, 96,866,845 and 101,414,912 shares issued and outstanding respectively	37,760,586	39,707,243
Additional paid in capital	11,360,487	12,045,314
Accumulated deficit	(31,616,739)	(34,656,674)
Total Stockholders' Equity / Deficit	<u>17,504,334</u>	<u>17,095,883</u>
Total Liabilities and/or Stockholders' Equity / (Deficit)	<u>18,610,757</u>	<u>17,384,403</u>

All figures are in US\$.
See the accompanying notes to these unaudited financial statements.

⁵ All CAD\$ amounts have been converted to US\$ using US\$1 = CAD\$1.35491, as per xe.com on December 31 2022.

GEMXX CORP. (f/k/a BRAINYBRAWN, INC)
STATEMENT OF OPERATIONS⁶
(Unaudited)

	For the Three Months Ended December 31	
	2022	2021
Sales	93,110	317,757
Other Income	5	(19,951)
Total Revenue	93,115	297,806
Cost of Goods Sold	73,356	187,925
Inventory Adjustment	(222,227)	(182,840)
Gross Margin	241,986	292,720
Operating expenses:		
General and administrative expenses	48,594	84,697
Other operating expenses	10,401	7,306
Total operating expenses	58,995	92,003
Gain / (Loss) from Operations	182,992	200,717
Provision for income tax	0	—
Net Profit / (Loss)	182,992	200,717
Profit / Loss per share, basic and diluted	\$0.0019	\$0.0020
Weighted average number of shares outstanding, basic and diluted	96,866,945	101,414,912

All figures are in US\$.
See the accompanying notes to these unaudited financial statements.

⁶ All CAD\$ amounts have been converted to US\$ using US\$1 = CAD\$1.35491, as per xe.com on December 31 2022.

GEMXX CORP. (f/k/a BRAINYBRAWN, INC)
STATEMENTS OF STOCKHOLDERS' DEFICIT⁷
FOR THE THREE MONTHS ENDED DECEMBER 31, 2022 and 2021
(Unaudited)

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid in Capital	Deficit	Total
Balance at September 30, 2022	96,866,845	37,760,586	11,360,487	(31,799,731)	17,321,342
Net Gain / Loss	—	—	—	182,992	182,992
Balance at December 31, 2022	96,866,845	37,760,586	11,360,487	(31,616,739)	17,504,334

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid in Capital	Deficit	Total
Balance at September 30, 2021	97,466,757	39,706,883	11,808,611	(34,857,391)	16,658,102
Net Gain / Loss	3,948,155	361	236,703	200,717	437,781
Balance at December 31, 2021	101,414,912	39,707,243	12,045,314	(34,656,674)	17,095,883

See the accompanying notes to these unaudited financial statements.

⁷ All CAD\$ amounts have been converted to US\$ using US\$1 = CAD\$1.35491, as per xe.com on December 31 2022.

GEMXX CORP. (f/k/a BRAINYBRAWN, INC)
STATEMENTS OF CASH FLOWS⁸
(Unaudited)

	For the Three Months Ended December 31,	
	2022	2021
Cash flows from operating activities:		
Net Profit / (Loss)	\$ 182,992	\$ 200,717
Changes in assets and liabilities:		
Change in Assets - Decrease (+) Increase (-)	(209,754)	(207,993)
Change in Liabilities - Decrease (-) Increase (+)	(16,566)	(189,583)
Net cash used in operating activities	(43,329)	(196,859)
Net Cash from / used in Financing Activities	0	237,064
Net increase in cash	(43,329)	40,204
Cash – beginning of period	69,958	8,989
Cash – end of period	26,630	49,193

See the accompanying notes to these unaudited financial statements.

⁸ All CAD\$ amounts have been converted to US\$ using US\$1 = CAD\$1.35491, as per xe.com on December 31 2022.

GEMXX CORP. (f/k/a BRAINYBRAWN, INC.)
Notes to the Unaudited Financial Statements
December 31, 2022

NOTE 1 - BUSINESS

GEMXX Corp. (the “Company”), was incorporated under the laws of the State of Delaware as Brainybrawn, Inc. on January 19, 1999. The Company changed its name to Brainybrawn, Inc. on December 8, 2000. On 04/29/2021, the Company effected a 5000:1 reverse split and acquired GEMXX Corporation by issuing 96,245,421 shares to the shareholders GEMXX Corporation,

GEMXX Corporation is a global, vertically integrated mine to market gemstone and jewellery producer that owns and controls each stage of its production including excavation, processing, jewellery manufacturing and global distribution.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s unaudited financial statements have been prepared based on information provided by the Management and in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the year ending March 31, 2023. These unaudited financial statements should be read in conjunction with the financial statements and related notes in the Company’s financial statements for the three months ended December 31, 2021.

These Financial Statements are prepared on the basis of information provided by the Management of the Company, and the Management is responsible for the completeness and materiality of these financial statements.

Use of estimates

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

Cash and cash equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.

Revenue Recognition

The Company recognizes revenue when there is persuasive evidence of an arrangement, delivery has occurred, the fee is determinable, collectability is reasonably assured and there are no significant remaining performance obligations.

Income Taxes

Income taxes are accounted for under the assets and liability method. Current income taxes are provided in accordance with the laws of the respective taxing authorities. Deferred income taxes are provided for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized.

NOTE 3 – INCOME TAXES

As of December 31, 2022, the Company had a net operating loss carryforward for income tax reporting purposes of approximately \$31,616,739 that may be offset against future taxable income until a certain period. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carryforwards will expire unused.

NOTE 4 – INVENTORY ADJUSTMENTS

From time to time, the Company appraises the physical condition of its Raw Materials to allow for degradation and recoverable finished goods from such raw material. The effects of these appraisals is reflected in the Inventory Adjustments made from time to time.

NOTE 5 – COMMITMENTS

The Company's mailing address is 2300 West Sahara Avenue, Suite 800, Las Vegas, NV 89102 under an annual lease agreement.

NOTE 6 – NOTES PAYABLE

On August 27, 2015, the Company issued a 7.5% Convertible Promissory Note to a single unaffiliated party in the principal amount of \$ 13,000. The convertible promissory note matured on August 27, 2016 and the "Conversion Price" was equal to the lower of \$0.001 or 55% of the average of the 2 lowest trading daily prices of the Company's common stock during the 20 consecutive trading days prior to the date on which Holder elects to convert all or part of the Note. The note also carried fees and penalties for various defaults. During the quarter ended September 30, 2022 the balance in the Convertible Promissory Note of \$8.18 and the outstanding default fees \$1,632.14 were written off due to statute limitations.

On October 1, 2019, the Company signed an agreement to convert its dues against the purchase of raw materials into a Convertible Note. The dues were payable to Granite Enterprise Group, LLC, a Nevada Corporation. The Note bears interest at 10%, payable quarterly, and the principal plus interest is convertible into Common Shares of the Company, in part or in full, at the option of the holder at a price of \$0.06 per share. The total due on the Note as of October 27, 2021 was negotiated to \$236,889 and converted into 3,948,155 shares of Common Stock of the Company.

NOTE 7 – RECEIVABLE FROM RELATED PARTY

The Company has no Receivables from any Related Party as on December 31, 2022.

NOTE 8 – PAYABLE TO RELATED PARTY

As on December 31, 2022, the Company owes \$168,194 (CAD\$ 227,887) to Jay Maull, the CEO.

NOTE 9 – COMMON STOCK

During the last twelve months, the Company has issued 469,460 new shares for raw material purchases and services and cancelled 5,017,527 shares for non-performance.

NOTE 10 – STOCK OPTIONS AND WARRANTS

Stock Options

The Company has not issued stock options to officers, directors, and key employees since year 2000. All options previously issued by the Company have expired on or prior to April 01, 2019.

Outstanding as on December 31, 2022	Nil
Exercisable as on December 31, 2022	Nil

Warrants

The Company during the fiscal quarter ending December 31, 2022 had no warrants issued and outstanding.

NOTE 11 – OTHER ACTIONS

The Company, from time to time, issues Common Stock to pay for services, raise Capital, and/or as a result of the exercise of Convertible Promissory Notes. On 4/29/2021, 96,245,421 shares were issued to the shareholders of GEMXX Corporation in a share exchange resulting in the change of Management of the Company.

NOTE 12 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. For the quarter ending December 31, 2022, the Company has US\$ 93,115 in Revenues generating a surplus of \$182,992 after an Inventory Adjustment of \$(222,227). The Company has \$18,610,757 in Assets and an accumulated deficit of \$31,616,739. The Company's ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. There are material uncertainties related to events or conditions (the consequences of COVID-19) that may cast significant doubt upon the entity's ability to continue as a going concern. The consequences of COVID-19 might combine with other events or conditions to create a material uncertainty.

These conditions and the ability to successfully resolve these factors may cast doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

NOTE 13 - SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the Balance Sheet date through the date the financial statement were issued, and has determined that no material subsequent events exist.