

Supplemental Disclosure for Change of Shell Status
Simulated Environment Concepts, Inc.
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SIC Code: 3999

Report Date: March 2, 2023

The goal of this disclosure is to provide information with respect to the company's Change of Shell Status. The Company was previously deemed to be a Shell Company and is changing its status as the Company has determined that it no longer meets the definition of a Shell Company. The Effective Date of the change in Shell Company Status is January 1, 2022, having commenced operations as further set forth below.

In 2021, the Company's subsidiary, Nitro Holdings, LLC acquired the assets of Aqua Plantation, LLC to raise crawfish and hybrid Carolina Striped Bass. As of Dec 31, 2021, SMEV reported Assets of \$434,295 of which \$297,667 were land, buildings, and machinery. Prior to this time the Company was considered a "shell company" as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934.

At the start of 2022 the Company began implementing its business plan by improving its facilities bringing them back into working production. Various tests of actual crawfish production were conducted as well as development of the necessary sales channels.

On November 12, 2022, the Company filed its quarterly disclosure and financial statements for the period ended September 30, 2022, wherein the Company reported Revenues of \$7,490 and Total Assets of \$482,967 of which \$464,921 were Land, Buildings, and Machinery. The facility is now in position for full production during the 2023 Crawfish season with plans to expand into Carolina Striped Bass as well. As of this report date there are two full time employees that work on the 90-acre aquaculture farm.

The definition of a shell company as defined in Rule 405 under the Securities Act of 1933 as well as Release 33-8587, is whether the entity has no or nominal operations and no or nominal assets. Neither the release nor the Act requires that a company meet both requirements of Rule 405 so as not to be considered a shell. The Rule states:

The term **shell** company means a registrant . . . that has:

1. No or nominal operations; **and**
2. Either:
 - i. No or nominal assets;
 - ii. Assets consisting solely of cash and cash equivalents; or
 - iii. Assets consisting of any amount of cash and cash equivalents and nominal other assets.

Additionally, the Securities and Exchange Commission has made itself clear within footnote 172 of Release No. 33-8869 "indicating that Rule 144 (i)(1)(i) is not intended to capture a 'startup company,' or, in other words, a company with limited operating history, in the definition of a reporting or non-

reporting shell company" because the company does not meet the conditions of having "no or nominal operations.

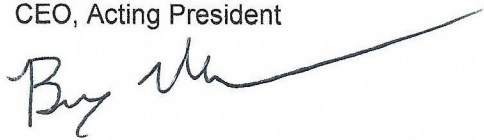
Thus, the Company has more than nominal operations as demonstrated by its ability to raise Crawfish and hybrid Carolina Striped Bass and has more than nominal assets consisting of land, buildings and machinery that are used in the operation of its business. Therefore, the Company is not currently a "shell company" as defined in Rule 405 of the Securities Act of 1933 as well as SEC Release No. 33-8587 and footnote 172 of SEC Release No. 33-8869.

Certification:

03/02/2023

/s/Bryan A. Wilkinson

CEO, Acting President

A handwritten signature in black ink, appearing to read "Bry" followed by a stylized flourish and a long horizontal line extending to the right.