

## **Alternative Reporting Standard: Pink® Basic Disclosure Guidelines**

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).<sup>1</sup> These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,<sup>2</sup> however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.<sup>3</sup>

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

### **Pink Current Information Tier**

Companies that make the information described below publicly available on a timely basis may qualify for the Current Information Tier.

Qualification Process:

1. **Subscribe to the OTC Disclosure & News Service:** by submitting an application through [Gateway](#). Allow OTC Markets 2-4 weeks of application processing time.
2. **Upload Initial Disclosure:** Upload the following documents through OTCIQ:
  - **All Quarterly Reports** for Current Fiscal Year – must include Disclosure Statement and Financial Reports listed below
  - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
  - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
  - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
  - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
    - Audit Letter, if audited
    - Balance Sheet
    - Statement of Income
    - Statement of Cash Flows
    - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
    - Notes to Financial Statements
3. **Attorney Letter** (only required if not providing audited financials): If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
  - **Attorney Letter Agreement:** The attorney must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#). The attorney is required to submit an Attorney Letter Agreement for each company that engages the attorney for the purpose of providing this Letter.
  - **Attorney Letter:** After a qualified attorney reviews the Disclosure Statement, upload the “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.

<sup>1</sup> This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

<sup>2</sup> Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

<sup>3</sup> OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

4. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Disclosure:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Disclosure Requirements:** To qualify for Current Information on an ongoing basis, companies must:
  - Upload reports through OTCIQ on the following schedule:
    - Quarterly Report within **45 days** of the quarter end
    - Annual Report within **90 days** of the fiscal year end
    - Attorney Letter within **120 days** of the fiscal year end
  - Maintain a Verified Profile. At least once every six months, review and verify the Company's profile information through OTCIQ.

### **Pink Limited Information Tier**

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

7. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
  - Audit Letter, if audited
  - Balance Sheet
  - Statement of Income
  - Statement of Cash Flows
  - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
  - Notes to Financial Statements
8. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
9. **Ongoing Disclosure Requirements:** To Qualify for Limited Information on an ongoing basis, companies must:
  - Upload reports through OTCIQ on the following schedule:
    - Annual Report (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end
  - Review and Verify the Company's profile information through OTCIQ at least once every 12 months.

### **Current Reporting of Material Corporate Events**

In addition to the disclosure requirements above, companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.<sup>4</sup>

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions

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<sup>4</sup> "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/products/disclosure-and-news-service>

- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer determines to be material

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Metatron Inc.

160 Greentree Drive Suite 101

Dover, De 19904

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(302) 861-0431

Metatroninc.com

[ir@metatroninc.com](mailto:ir@metatroninc.com)

SIC Code 5990

### Annual Report

For the Period Ending: 12/31/2022 (the "Reporting Period")

### Outstanding Shares

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

9,512,564,189

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

9,512,564,189

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

6,698,870,462

### 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 Control<sup>5</sup> of the company has occurred over this reporting period:

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<sup>5</sup> "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

Yes: ☐ No: ☒

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.

Metatron Inc. effective as of April 24, 2009. XRG Inc. – January 16, 2002 to April 24, 2009  
USA Polymers Inc. – November 17, 2000 to January 16, 2002.

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

Metatron, Inc. was incorporated on November 17, 2000 under the laws of the State of Delaware as USA Polymers Inc. On July 26, 2001 we filed a certificate of amendment to change our name to XRG Inc, and began operations as a holding company that owned subsidiary interstate trucking companies.

On May 24, 2009 we amended our Articles of Incorporation to change our name to Metatron Inc

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:

160 Greentree Drive Suite 101, Dover, De 19904

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:

160 Greentree Drive Suite 101, Dover, De 19904

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:

\_\_\_\_\_

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company  
Phone: 702-361-3033  
Email: beth@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy Suite 300, Las Vegas, NV 89119

(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.

**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:	MRNJ
Exact title and class of securities outstanding:	Common Stock
CUSIP:	59140T202
Par or stated value:	\$0.001
Total shares authorized:	15,000,000,000 as of date: March 20, 2023
Total shares outstanding:	11,280,897,522 as of date: March 20, 2023
Total number of shareholders of record:	3,472 as of March 20, 2023

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

**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.*

Exact title and class of the security:	Preferred Stock Series A
CUSIP (if applicable):	n/a
Par or stated value:	\$0.00001
Total shares authorized:	100 as of date: 3/22/2023
Total shares outstanding (if applicable):	1 as of date: 3/22/2023
Total number of shareholders of record (if applicable):	1 as of date: 3/22/2023

Exact title and class of the security:	Preferred Stock Series B
CUSIP (if applicable):	n/a
Par or stated value:	\$0.00001
Total shares authorized:	1,000,000 as of date: 3/22/2023
Total shares outstanding (if applicable):	878,256 as of date: 3/22/2023
Total number of shareholders of record (if applicable):	90 as of date: 3/22/2023

**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.
- none.
2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Series A Preferred Stockholders participate with the common stockholders in dividends as if each share of Series A Preferred Stock was converted into 1 share of common stock prior to the declaration of a dividend. Series A Preferred Stock has a liquidation preference equal to the stated value of the multiplied by the number of Series A Preferred Stock preferred stock owned by the holder. Series A Preferred Stock holders have the same voting rights as common stockholders. Series A Preferred Stockholders will vote as a class whose vote shall be equal to 110% of the total number of shares of common stock then entitled to vote. Series A Preferred Stock has conversion rights to convert into 1 share of common stock, at the holders option.

Series B Preferred Stockholders participate with the common stockholders in dividends as if each share of Series A Preferred Stock was converted into 50,000 shares of common stock prior to the declaration of a dividend. Each share of Series B Preferred Stock is convertible into 50,000 shares of common stock at the option of the holder. Upon liquidation, each Series B Preferred Stockholder is entitled to receive the same amount per share as a holder of the Series A Preferred Stock.

3. Describe any other material rights of common or preferred stockholders.
- None.
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.
- None.

**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 12/31/19 Common: 6,698,870,462  Preferred: Series B 857,169			*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.
5/15/21	New issuance	500,000,000	Common	\$0.00009	No	Mountain Green/Ralph Riehl	Acquisition	Restricted	Section 3(a)(9) and Rule 144v
7/9/21	New issuance	169,076,188	Common	\$0.00032	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144v
7/19/21	New issuance	248,757,857	Common	\$0.00021	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144v
8/17/21	New issuance	372,222,222	Common	\$0.00018	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144v
9/21/21	New issuance	273,333,333	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144v
10/19/21	New issuance	254,106,067	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144v
10/21/21	New issuance	347,216,600	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144v
10/21/21	New issuance	865,648,127	Common	\$0.00015	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144v
6/24/2022	New issuance	283,333,333	Common	\$0.00003	Yes	Apollo Capital (Yohan Naraine)	Debt Conversion	Unrestricted	Section 3(a)(9) and Rule 144v

Shares Outstanding on Date of This Report:  <u>Ending Balance</u>  <u>Ending Balance:</u>  Date <u>12/31/22</u>  Common: 9,512,564,189  Preferred: Series A: 1 Preferred: Series B: 878,256	
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**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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:

\_\_\_\_\_

### 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	Name of Noteholder	Reason for Issuance
04/21/16	\$ 2,707.00	\$ 22,500.00	2,378	10/20/2016	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
10/14/16	\$ 5,500.00	\$ 15,904.00	5,564	10/14/2017	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
02/01/16	\$ 32,500.00	\$ 22,000.00	3,108	8/1/2017	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
06/09/17	\$ 34,500.00	\$ 34,500.00	29,414	6/9/2018	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
08/21/17	\$ 40,000.00	\$ 40,000.00	31,314	8/21/2018	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
12/21/17	\$ 49,444.00	\$ 49,444.44	69,788	6/21/2018	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
01/16/18	\$ 11,111.00	\$ 11,111.11	6,282	7/22/2019	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
03/01/19	\$ 28,889.00	\$ 28,888.89	6,934	9/1/2019	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
03/01/19	\$ 29,778.00	\$ 29,777.78	7,146	9/4/2019	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
03/11/19	\$ 33,889.00	\$ 33,888.89	8,134	9/15/2019	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan
08/04/20	\$ 40,000.00	\$ 40,000.00	3,000	07/06/09	none	EIDL Loan	Loan
01/05/21	\$ 17,500.00	17,500.00	2,100.00	1/4/2022	none	Apollo Capital Corp - Yohan Naraine	Loan
05/26/20	\$ 18,333.00	18,333.00	366.00	5/26/2022	none	BlueVine PPP Loan Program	Loan
01/07/22	\$ 6,000.00	6,000.00	1,412.00	2/18/2022	none	Odin Associates, LLC - Yohan Naraine	Loan
02/07/22	\$ 2,500.00	2,500.00	538.00	3/21/2022	none	Odin Associates, LLC - Yohan Naraine	Loan
02/03/22	\$ 2,500.00	2,500.00	544.00	3/17/2022	none	Odin Associates, LLC - Yohan Naraine	Loan
04/20/22	\$ 3,000.00	3,000.00	503.00	6/1/2022	none	Odin Associates, LLC - Yohan Naraine	Loan
09/16/22	\$ 10,000.00	\$ 10,000.00	232	6/16/2023	50% discount to the lowest price traded for the 30 prior trading days, including the day upon which a conversion notice is received	Leo's New Company, LLC - Yohan Naraine	Loan
10/07/22	\$ 5,555.56	\$ 5,555.56	155	10/7/2024	trading price during the 20 trading days ending on the latest complete trading day prior to conversion.	Apollo Capital Corp - Yohan Naraine	Loan
11/07/22	\$ 10,000.00	\$ 5,555.56	118	10/7/2024	trading price during the 20 trading days ending on the latest complete trading day prior to conversion.	The Paratus Group, Inc. / Michael Rice	Loan
12/09/22	\$ 5,000.00	\$ 10,000.00	24	11/7/2023	thirty prior trading days, including the day upon which a notice of conversion is received.	Odin Group / Yohan Naraine	Loan
12/02/22	\$ 600.00	\$ 5,000.00	10	12/9/2023	thirty prior trading days, including the day upon which a notice of conversion is received.	Leo's New Company, LLC / Mequel Santana	Loan
12/31/22	\$ 5,000.00	\$ 1,100.00	-	12/2/2024	trading price during the 20 trading days ending on the latest complete trading day prior to conversion.	0	Loan

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

\_\_\_\_\_

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](http://www.otcmarkets.com)).

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Company creates and markets mobile applications and websites

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

None

C. Describe the issuers’ principal products or services.

Principal products are mobile apps and websites in the Lifestyle market.

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.

We currently rent our corporate domicile on a yearly basis in Dover, Delaware at the cost of \$1,200 per year. Our business is completely operated over the internet, which allows our personnel to work from their homes or other virtual locations as they deem necessary. At this time the Company feels this space adequately meets the needs of the Company.

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 that 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

Ralph Riehl	CEO	San Diego, CA	452,820,525	Common	7.85%	_____
Denis Sluka	COO	San Diego, CA	452,820,525	Common	7.85%	_____
Ralph Riehl	CEO	San Diego, CA	402,204	Preferred	45.85%	_____
Denis Sluka	COO	San Diego, CA	402,204	Preferred	45.85%	_____
Ralph Riehl	CEO	San Diego	1	Series A Preferred	100%	

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.

### 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: Randy Katz  
Firm: Clark Hill  
Address 1: 555 South Flower Street 24<sup>th</sup> floor  
Address 2: Los Angeles, CA 90071  
Phone: (213) 417-5310  
Email: [rkatz@clarkhill.com](mailto:rkatz@clarkhill.com)

### Accountant or Auditor

Name: Steven M Plumb, CPA  
Firm: Clear Financial Solutions, Inc.  
Address 1: 3050 Post Oak Blvd, Ste. 510, Houston, TX 77056  
Address 2:  
Phone: 713-780-0806  
Email: [Steven@clearfinancials.com](mailto:Steven@clearfinancials.com)

### Investor Relations

Name: Investor Relations  
Firm: Metatron Inc.  
Address 1: 160 Greentree Drive Suite 101  
Address 2: Dover, De 19904  
Phone: (302)-861-0431  
Email: [ir@metatroninc.com](mailto:ir@metatroninc.com)

### *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)<sup>6</sup>:

A. Name: **Steven Plumb**  
Title: Accountant  
Relationship to Issuer: None

Describe the qualifications of the person or persons who prepared the financial statements: Mr. Plumb is a CPA licensed with the State of Texas with over 30 years of experience preparing public company financial statements.

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<sup>6</sup> 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.

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

**Metatron**

**Year to Date Financial Statements**  
**Years Ending December 31, 2022 and 2021**

**METATRON**  
**Consolidated Balance Sheets**

**As of December 31, 2022 and 2021 (Unaudited)**

	<u>2022</u>	<u>2021</u>
<b>ASSETS</b>		
Current Assets		
Cash and Cash Equivalents	\$ 2,322	\$ 186
Receivables	73,097	73,097
Loan from shareholder	20,000	-
Total Current Assets	<u>95,419</u>	<u>73,283</u>
Fixed Assets		
Property & Equipment, Net	-	-
Total Fixed Assets	-	-
Other Assets		
Acquisition of RComm	14,935	14,935
Acquisition of IMobilize	149,750	149,750
Acquisition of Just Data	100,000	100,000
Acquisition of PB Magic	750,000	750,000
Content	154,470	154,470
Total Other Assets	<u>1,169,155</u>	<u>1,169,155</u>
<b>TOTAL ASSETS</b>	<u>\$ 1,264,574</u>	<u>\$ 1,242,438</u>
<b>LIABILITIES &amp; EQUITY</b>		
Liabilities		
Current Liabilities:		
Accrued Interest	\$ 179,508	\$ 144,752
Convertible Notes Payable	303,955	270,318
Total Current Liabilities	<u>483,463</u>	<u>415,070</u>
Long Term Liabilities:		
Notes payable	31,500	17,500
EIDL Loan	40,000	40,000
PPP Loan	18,333	18,333
Total Long Term Liabilities	<u>89,833</u>	<u>75,833</u>
Total Liabilities	<u>573,296</u>	<u>490,903</u>
Equity		
Preferred Stock, Series A, \$0.00001 Par Value, 100 shares authorized, 1 share issued and outstanding as of December 31, 2022 and 2021	100	100
Preferred Stock, Series B \$0.00001 Par Value: 1,000,000 Shares Authorized: 878,256 shares issued and outstanding as of December 31, 2022 and 2021	9	9
Common Stock \$0.001 Par Value: 10,000,000,000 shares authorized, 9,512,564,189 and 9,229,230,856 shares issued and outstanding as of December 31, 2022 and 2021, respectively	6,921,942	6,638,609
Paid in capital	1,923,523	2,198,356
Accumulated deficit	(8,154,296)	(8,085,539)
Total shareholder's equity	<u>691,278</u>	<u>751,535</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u>\$ 1,226,574</u>	<u>\$ 1,242,438</u>

**Metatron, Inc Statements of Income**  
**For the Years Ending**  
**December 31, 2022 and 2021**  
**(Unaudited)**

	<b>For the Years Ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Revenues	\$ 5,400	\$ 3,800
<b>Cost of goods sold</b>	<u>-</u>	<u>-</u>
<b>Gross margin</b>	<u>5,400</u>	<u>3,800</u>
<b>Operating Expenses</b>		
General and Administrative Expense	<u>22,679</u>	<u>35,335</u>
<b>Total Operating Expense</b>	<u>22,679</u>	<u>35,335</u>
<b>Operating income (loss)</b>	(17,279)	(31,535)
<b>Other (Income) Expense</b>		
Interest expense	<u>(51,478)</u>	<u>(348,097)</u>
Total other expense	<u>(51,478)</u>	<u>(348,097)</u>
<b>Net (Loss) Income</b>	\$ <u><u>(68,757)</u></u>	\$ <u><u>(379,632)</u></u>
<b>Net Loss Per Common Share</b>	\$ <u><u>(0.00)</u></u>	\$ <u><u>(0.00)</u></u>
<b>Weighted average number of shares outstanding</b>	<u>9,326,227,853</u>	<u>7,647,094,081</u>

**Metatron, Inc**

**Statement of Stockholders Equity**

**For the Years Ended December 31, 2022 and 2021**

**(Unaudited)**

	Series A Preferred Stock		Series B Preferred Stock		Series D Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Total
<b>Balance, December 31, 2021</b>	1	\$ 100	878,256	\$ 9	-	\$ -	9,229,230,856	\$ 6,638,609	\$ 2,198,356	\$ (8,085,539)	\$ 751,535
Conversion of note payable	-	-	-	-	-	-	283,333,333	283,333	(274,833)	-	8,500
Net income	-	-	-	-	-	-	-	-	-	(68,757)	(68,757)
<b>Balance, December 31, 2022</b>	1	\$ 100	878,256	\$ 9	-	\$ -	9,512,564,189	\$ 6,921,942	\$ 1,923,523	\$ (8,154,296)	\$ 691,278

	Series A Preferred Stock		Series B Preferred Stock		Series D Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Total
<b>Balance, December 31, 2019</b>	1	100	878,256	9	-	-	6,698,870,462	2,443,537	5,784,344	(7,621,299)	606,691
Net income										(84,608)	(84,608)
<b>Balance, December 31, 2020</b>	1	\$ 100	878,256	\$ 9	-	\$ -	6,698,870,462	\$ 2,443,537	\$ 5,784,344	\$ (7,705,907)	\$ 522,083
Conversion of note payable							2,530,360,394	4,195,072	-3585988		609,084
Preferred stock dividend											-
Net income										\$ (379,632)	(379,632)
<b>Balance, December 31, 2021</b>	\$ 1	\$ 100	\$ 878,256	\$ 9	-	\$ -	9,229,230,856	\$ 6,638,609	\$ 2,198,356	\$ (8,085,539)	\$ 751,535

# Metatron, Inc

## Statements of Cash Flows Years Ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Loss	\$ (68,757)	\$ (379,632)
Adjustments to Reconcile Net Loss to		
Net Cash Used in Operating Activities		
Depreciation and amortization	-	1,474
Changes in Operating Assets and Liabilities		
Accounts receivables	(20,000)	11,092
Accounts payable and accrued liabilities	36,756	-
<b>Net Cash Generated (Used) Provided in Operating Activities</b>	<u>(52,001)</u>	<u>(367,066)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from notes payable	14,000	366,507
Contributions to paid in capital	-	-
Proceeds from convertible notes payable	38,637	-
<b>Net Cash Provided from Financing Activities</b>	<u>52,637</u>	<u>366,507</u>
<b>NON-CASH TRANSACTIONS</b>		
<b>Net Non-Cash Transactions</b>	<u>1,500</u>	<u>-</u>
<b>Net Increase (Decrease) in Cash</b>	2,136	(559)
<b>Cash Beginning of Period</b>	<u>186</u>	<u>745</u>
<b>Cash - End of Period</b>	<u>\$ <u>2,322</u></u>	<u>\$ <u>186</u></u>
	-	
<b>SUPPLEMENTAL INFORMATION:</b>		
Cash paid for income taxes	\$ <u>-</u>	\$ <u>-</u>
Cash paid for interest	\$ <u>-</u>	\$ <u>-</u>
<b>NON-CASH ACTIVITIES</b>		
Common stock issued upon conversion of convertible NP	<u>\$ 5,000</u>	<u>\$ 609,093</u>

**Metatron, Inc**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2022 and 2021**

**1. Organization and Basis of Presentation**

***Organization and Combination***

Metatron, Inc ("Metatron" or the "Company") was incorporated in the State of Delaware on November 17, 2000. Metatron maintains its principal executive offices in Dover, Delaware, United States.

***Basis of Presentation***

The Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and the rules and regulations of OTC Markets, Inc. ("OTC").

***Business Operations***

The Company is a development stage company targeting acquisition opportunities with recurring revenue streams to maximize shareholder value.

***Going Concern***

The Company's financial statements have been presented on the basis that the Company is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As reflected in the accompanying financial statements, has had limited operating revenues, and has had no operating cash flows. During the year ended December 31, 2022, the Company had a net loss of \$68,757 and an accumulated deficit of \$8,154,296 as of December 31, 2022.

As a result, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year of the date that the accompanying financial statements are issued. The ability of the Company to continue as a going concern is dependent upon the Company's ability to raise additional funds and implement its business plan, and to ultimately achieve sustainable operating revenues and profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

If cash resources are insufficient to satisfy the Company's ongoing cash requirements, the Company would be required to obtain funds, if available, although there can be no certainty, from its shareholders or officers.

**2. Summary of Significant Accounting Policies**

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates. Significant estimates are expected to include those related to assumptions used in calculating accruals for potential liabilities, valuing equity instruments issued for services, and the realization of deferred tax assets.

***Income Taxes***

The Company accounts for income taxes under an asset and liability approach for financial accounting and reporting for income taxes. Accordingly, the Company recognizes deferred tax assets and liabilities for the expected impact of differences between the financial statements and the tax basis of assets and liabilities.

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company was to determine that it would be able to realize its deferred tax assets in the future in excess of its recorded amount, an adjustment to the deferred tax assets would be credited to operations in the period such determination was made. Alternatively, should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to operations in the period such determination was made.

The Company is subject to U.S. federal income taxes and franchise taxes of the State of Delaware. The Company's operations during the years ended December 31, 2022 and 2021 were nominal.

As the Company's net operating losses in the respective jurisdictions in which it operates have yet to be utilized, all previous tax years remain open to examination by the taxing authorities in which the Company currently operates. The Company had no unrecognized tax benefits as of December 31, 2022 and 2021 and does not anticipate any material amount of unrecognized tax benefits within the next 3 months.

The Company accounts for uncertainties in income tax law under a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns as prescribed by GAAP. The tax effects of a position are recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If the tax position is not considered "more-likely-than-not" to be sustained, then no benefits of the position are recognized. As of December 31, 2022 and 2021, the Company had not recorded any liability for uncertain tax positions. In subsequent periods, any interest and penalties related to uncertain tax positions will be recognized as a component of income tax expense.

### ***Stock-Based Compensation***

The Company issues common stock and intends to issue stock options to officers, directors and consultants for services rendered. Options will vest and expire according to terms established at the issuance date of each grant. Stock grants, which are generally time vested, will be measured at the grant date fair value and charged to operations ratably over the vesting period.

The fair value of stock options granted as stock-based compensation will be determined utilizing the Black-Scholes option-pricing model, and can be affected by several variables, the most significant of which are the life of the equity award, the exercise price of the stock option as compared to the fair market value of the common stock on the grant date, and the estimated volatility of the common stock. Estimated volatility will be based on the historical volatility of the Company's common stock over an appropriate calculation period, or, if not available, by reference to the volatility of a representative sample of comparable public companies. The risk-free interest rate will be based on the U.S. Treasury yield curve in effect at the time of grant. The fair market value of the common stock will be determined by reference to the quoted market price of the Company's common stock on the grant date, or, if not available, by reference to an appropriate alternative valuation methodology.

The Company will recognize the fair value of stock-based compensation awards in general and administrative costs or in software development costs, as appropriate, in the Company's consolidated statements of operations. The Company will issue new shares of common stock to satisfy stock option exercises.

As of December 31, 2022, the Company did not have any outstanding stock options.

**Earnings (Loss) Per Share**

The Company's computation of earnings (loss) per share ("EPS") includes basic and diluted EPS. Basic EPS is measured as the income (loss) attributable to common stockholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible notes payable, convertible preferred stock, warrants and stock options) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

Loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the respective periods. Basic and diluted loss per common share is the same for all periods presented because there is no convertible debt, convertible preferred stock, warrants or stock options outstanding.

**Fair Value of Financial Instruments**

The authoritative guidance with respect to fair value established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels and requires that assets and liabilities carried at fair value be classified and disclosed in one of three categories, as presented below. Disclosure as to transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements, is also required.

Level 1. Observable inputs such as quoted prices in active markets for an identical asset or liability that the Company has the ability to access as of the measurement date. Financial assets and liabilities utilizing Level 1 inputs include active-exchange traded securities and exchange-based derivatives.

Level 2. Inputs, other than quoted prices included within Level 1, which are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, mutual funds, and fair-value hedges.

Level 3. Unobservable inputs in which there is little or no market data for the asset or liability which requires the reporting entity to develop its own assumptions. Financial assets and liabilities utilizing Level 3 inputs include infrequently-traded non-exchange-based derivatives and commingled investment funds and are measured using present value pricing models.

The Company will determine the level in the fair value hierarchy within which each fair value measurement falls in its entirety, based on the lowest level input that is significant to the fair value measurement in its entirety. In determining the appropriate levels, the Company will perform an analysis of the assets and liabilities at each reporting period end.

The carrying value of financial instruments (consisting of cash and accounts payable and accrued expenses) is considered to be representative of their respective fair values due to the short-term nature of those instruments.

**Property and Equipment**

Property and equipment is recorded at cost. Major improvements are capitalized, while maintenance and repairs that do not improve or extend the useful life of the respective assets are charged to expense as incurred. Gains and losses from disposition of property and equipment are included in income and expense when realized. Depreciation of property and equipment is provided using the straight-line method over an estimated useful life of three years.

The Company recognizes depreciation of property and equipment in general and administrative costs in the Company's consolidated statement of operations.

Leases

Effective January 1, 2019, the Company adopted Accounting Standards Update 2016-02, Leases (Topic 842) ("ASU2016-02"), which requires a lessee to record a right-of-use asset and a corresponding lease liability at the inception of the lease initially measured at the present value of the lease payments. ASU 2016-02 requires recognition in the statement of operations of a single lease cost that is calculated as a total cost of the lease allocated over the lease term,generally on a straight-line basis. The Company did not have any leases within the scope of ASU 2016-02 at December 31, 2022.

Recent Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments("ASU 2016-13"). ASU 2016-13 significantly changes how entities measure credit losses for most financial assets, including accounts and notes receivables. ASU 2016-13 will replace the current "incurred loss" approach with an "expected loss" model, under which companies will recognize allowances based on expected rather than incurred losses. Entities will apply the provisions of ASU 2016-13 as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which ASU 2016-13 is effective. As small business filer, ASU 2016-13 will be effective for the Company for interim and Quarterly reporting periods beginning after December 15, 2022. Management is currently in the process of assessing the impact of adopting ASU-2016-13 on the Company's financialstatements and related disclosures.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, and the American Institute of Certified Public Accountants, did not or are not believed by management to have a material impact on the Company's present or future financial statements and related disclosures.

3. Notes payable  
Convertible notes payable

Convertible notes payable consists of the following as of December 31, 2022 and 2021:

	December 31, 2022	December 31, 2021
Convertible note payable dated April 21, 2016, due October 20, 2016, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	\$ 2,707	\$ 2,707
Convertible note payable dated October 14, 2016, due October 14, 2017, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	5,500	5,500
Convertible note payable dated February 01, 2016, due August 01, 2017, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	32,500	34,500
Convertible note payable dated June 09, 2017, due June 09, 2018, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	34,500	34,500
Convertible note payable dated August 21, 2017, due August 21, 2018, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	40,000	40,000
Convertible note payable dated December 21, 2017, due June 21, 2018, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	49,444	49,444
Convertible note payable dated January 16, 2018, due July 22, 2019, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	11,111	11,111

Convertible note payable dated March 01, 2019, due September 01, 2019, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	28,889	28,889
Convertible note payable dated March 01, 2019, due September 04, 2019, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	29,778	29,778
Convertible note payable dated March 11, 2019, due September 15, 2019, bearing interest at 12%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	33,889	33,889
Convertible note payable dated January 7, 2022, due February 18, 2022, bearing interest at 24%, convertible at a 70% Discount of the lowest traded price during the last 30 Trading Days.	10,000	-
Convertible note payable dated October 7, 2022, due October 7, 2024, bearing interest at 12%, convertible at the higher of \$0.001 or 60% of the lowest trading price during the 20 trading days ending on the latest complete trading day prior to conversion.	5,555	-
Convertible note payable dated November 7, 2022, due November 7, 2023, bearing interest at 8%, convertible at a 50% Discount of the lowest traded price during the last 30 Trading Days.	10,000	-
Convertible note payable dated December 9, 2022, due December 9, 2023, bearing interest at 8%, convertible at a 50% Discount of the lowest traded price during the last 30 Trading Days.	5,000	-
Convertible note payable dated December 2, 2022, due December 2, 2024, bearing interest at 12%, convertible at the higher of \$0.001 or 60% of the lowest trading price during the 20 trading days ending on the latest complete trading day prior to conversion.	600	-
Convertible note payable dated December 31, 2022, due December 31, 2023, bearing interest at 8%, convertible at a 50% Discount of the lowest traded price during the last 30 Trading Days.	5,000	-
Total	304,473	270,318
Less unamortized original issue discount	518	-
	<u>\$ 303,955</u>	<u>\$ 270,318</u>

**Notes payable**

On May 26, 2020, the Company obtained a federally guaranteed Payroll Protection Program loan in the amount of \$18,333. The loan bears interest at 1% and is expected to be forgiven prior to maturity in 2022. The balance on the loan was \$18,333 at December 31, 2022 and December 31, 2021.

On August 4, 2020, the Company obtained federally guaranteed Economic Injury Disaster Loan in the amount of \$40,000. The loan bears interest at 3.75% interest and is due on August 4, 2030. Installment payments including principal and interest in the amount of \$195 will begin on August 4, 2021. The balance on the loan was \$40,000 at December 31, 2022 and December 31, 2021.

On January 5, 2021, the Company issued a note payable in the amount of \$17,500. The loan bears interest at 12% and is due on January 4, 2022. The balance on the loan was \$17,500 on December 31, 2022 and 2021.

On January 7, 2022, the Company issued a note payable in the amount of \$6,000, with an original issue discount of \$1,000, for net proceeds of \$5,000. The note bears interest at 24% and is due on February 18, 2022. Payments on the loan are due in weekly principal payments of \$1,000 plus interest. In addition, the Company is paying a weekly monitoring fee of \$500. The net balance of the note at December 31, 2022 is \$6,000.

On February 7, 2022, the Company issued a note payable in the amount of \$2,500, with an original issue discount of \$500, for net proceeds of \$2,000. The note bears interest at 24% and is due on March 21, 2022. The loan is payable at maturity. In addition, the Company is paying a weekly monitoring fee of \$400. The net balance of the note at December 31, 2022 is \$2,500.

On February 3, 2022, the Company issued a note payable in the amount of \$2,500. The note bears interest at 24% and is due on March 17, 2022. The loan is payable at maturity. In addition, the Company is paying a weekly monitoring fee of \$400. The balance of the note at December 31, 2022 is \$2,500.

On April 20, 2022, the Company issued a note payable in the amount of \$3,000. The note bears interest at 24% and is due on June 1, 2022. The loan is payable at maturity. In addition, the Company is paying a weekly monitoring fee of \$400. The balance of the note at December 31, 2022 is \$3,000.

**4. Stockholders' Equity**

***Preferred Stock***

The Company has authorized a total of 100 shares of Series A Preferred Stock, \$0.00001 par value assigned. 1 share of Series A Preferred Stock is issued and outstanding as of December 31, 2022 and 2021.

Series A Preferred Stockholders participate with the common stockholders in dividends as if each share of Series A Preferred Stock was converted into 1 share of common stock prior to the declaration of a dividend. Series A Preferred Stock has a liquidation preference equal to the stated value of the multiplied by the number of Series A Preferred Stock preferred stock owned by the holder. Series A Preferred Stock holders have the same voting rights as common stockholders. Series A Preferred Stockholders will vote as a class whose vote shall be equal to 110% of the total number of shares of common stock then entitled to vote. Series A Preferred Stock has conversion rights to convert into 1 share of common stock, at the holders option.

The Company has authorized a total of 1,000,000 shares of Series B Preferred Stock, \$0.00001 par value assigned. 878,256 shares of Series B Preferred Stock are issued and outstanding as of December 31, 2022 and 2021.

Series B Preferred Stockholders participate with the common stockholders in dividends as if each share of Series A Preferred Stock was converted into 50,000 shares of common stock prior to the declaration of a dividend. Each share of Series B Preferred Stock is convertible into 50,000 shares of common stock at the option of the holder. Upon liquidation, each Series B Preferred Stockholder is entitled to receive the same amount per share as a holder of the Series A Preferred Stock.

***Common Stock***

The Company is authorized to issue up to 10,000,000,000 shares of common stock, par value \$0.001 per share. As of December 31, 2022 and 2021, the Company had 9,512,564,189 and 9,229,230,856 shares of common stock issued and outstanding, respectively.

**5. Commitments and Contingencies**

***Legal Contingencies***

The Company has no known commitments and contingencies.

***Impact of COVID-19 on the Company***

The global outbreak of COVID-19 has led to severe disruptions in general economic activities, as businesses and

governments have taken broad actions to mitigate this public health crisis. Although the Company has not experienced any significant disruption to its business to date, these conditions could significantly negatively impact the Company's business in the future.

The extent to which the COVID-19 outbreak ultimately impacts the Company's business, future revenues, results of operations and financial condition will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity and longevity, the actions to curtail the virus and treat its impact (including an effective vaccine), and how quickly and to what extent normal economic and operating conditions can resume. Even after the COVID-19 outbreak has subsided, the Company may be at risk of experiencing a significant impact to its business as a result of the global economic impact, including any economic downturn or recession that has occurred or may occur in the future.

Currently, capital markets have been disrupted by the crisis, as a result of which the availability, amount and type of financing available to the Company in the near future is uncertain and cannot be assured and is largely dependent upon evolving market conditions and other factors.

The Company intends to continue to monitor the situation and may adjust its current business plans as more information and guidance become available.

**6. Subsequent Events**

The Company performed an evaluation of subsequent events through the date on which these consolidated financial statements were issued. There were no material subsequent events which affected, or could affect, the amounts or disclosures in the financial statements.

**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, Ralph Riehl certify that:

- 1. I have reviewed this Quarterly report of Metatron 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.

\_\_\_\_\_ November 15, 2022

/s/ Ralph Riehl

*Principal Financial Officer:*

I, Denis Sluka certify that:

1. I have reviewed this Quarterly report of Metatron 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.

November 15, 2022

/s/ Denis Sluka

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