

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Masterbeat Corporation**

5178 Stefan Ridge Way  
Buford, GA 30519

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(561) 489-1503  
info@masterbeatcorp.com  
SIC Code: 6719

### **Quarterly Report** **For the Period Ending: December 31, 2022** (the "Reporting Period")

As of December 31, 2022, the number of shares outstanding of our Common Stock was: 1,129,543,000

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 723,361,015

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 723,361,015

As of December 31, 2020, the number of shares outstanding of our Common Stock was 370,293,815

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 Control<sup>1</sup> of the company has occurred over this reporting period:

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.

Masterbeat Corporation – 12/18/2009  
Green Mountain Recovery, Inc – 05/17/2007

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):

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<sup>1</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
- (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.

May 2007, State of Delaware, Status: Active

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

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

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

5178 Stefan Ridge Way Buford, GA 30519

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>MSTO</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>576363105</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	<u>3,000,000,000</u> as of date: 12/31/2022
Total shares outstanding:	<u>1,129,543,000</u> as of date: 12/31/2022
Number of shares in the Public Float <sup>2</sup> :	<u>593,822,775</u> as of date: 12/31/2022
Total number of shareholders of record:	<u>130</u> as of date: 12/31/2022

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

Exact title and class of securities outstanding:	<u>Preferred</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	<u>25,000,000</u> as of date: 12/31/2022
Total shares outstanding:	<u>20,000,000</u> as of date: 12/31/2022

### Transfer Agent

Name: Signature Stock Transfer, Inc.  
Phone: (972) 612-4120 Voice  
Email: info@signaturestocktransfer.com  
Address: 14673 Midway Road Suite 220 Addison, TX 75001

<sup>2</sup> "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.

Website: [www.signaturestocktransfer.com](http://www.signaturestocktransfer.com)

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance Date December 31, 2018</u> Common: <u>44,893,815</u> Preferred A: 20,000,000			*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>06/13/2019</u>	<u>Issuance</u>	4,900,000	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>07/08/2019</u>	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>08/08/2019</u>	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>09/16/2019</u>	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>

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

<u>12/30/2019</u>	<u>Issuance</u>	6,000,000	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>02/11/2020</u>	<u>Issuance</u>	6,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>02/21/2020</u>	<u>Issuance</u>	7,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>02/28/2020</u>	<u>Issuance</u>	7,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>04/17/2020</u>	<u>Issuance</u>	9,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>04/30/2020</u>	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>05/08/2020</u>	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>05/13/2020</u>	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/04/2020</u>	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/11/2020</u>	<u>Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/19/2020</u>	<u>Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/25/2020</u>	<u>Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/29/2020</u>	<u>Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>08/21/2020</u>	<u>Issuance</u>	<u>37,500,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>

<u>10/01/2020</u>	<u>Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>10/20/2020</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>11/27/2020</u>	<u>Issuance</u>	<u>28,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/08/2020</u>	<u>Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>12/14/2020</u>	<u>Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>01/14/2021</u>	<u>Issuance</u>	<u>18,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>02/18/2021</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>02/25/2021</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>03/08/2021</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>03/31/2021</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>05/04/2021</u>	<u>Issuance</u>	<u>45,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>05/26/2021</u>	<u>Issuance</u>	<u>40,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>06/16/2021</u>	<u>Issuance</u>	<u>60,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
<u>07/19/2021</u>	<u>Issuance</u>	<u>50,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>

09/01/2021	<u>Issuance</u>	<u>40,067,200</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
02/22/2022	<u>Issuance</u>	<u>80,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>Reg A Exemption</u>
03/04/2022	<u>Issuance</u>	<u>50,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Valerian Capital</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>Reg A Exemption</u>
03/08/2022	<u>Issuance</u>	<u>85,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>Reg A Exemption</u>
04/08/2022	<u>Issuance</u>	<u>60,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Valerian Capital</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>Reg A Exemption</u>
04/11/2022	<u>Issuance</u>	<u>75,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Purchase</u>	<u>Unrestricted</u>	<u>Reg A Exemption</u>
08/08/2022	<u>Issuance</u>	<u>7,207,300</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
09/12/2022	<u>Issuance</u>	<u>115,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4A1 Exemption</u>
Shares Outstanding on Date of This Report: 12/31/2022									
Ending Balance									
Common: <u>1,129,543,000</u>									
Preferred <u>20,000,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

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## 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.)
<u>9/18/2015</u>	<u>\$16,000</u>	<u>\$210,000</u>	<u>\$16,000</u>	<u>On Demand</u>	<u>Converts into common shares at a conversion price of \$0.0001</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>9/30/2019</u>	<u>\$2,501.01</u>	<u>\$2,501.01</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>No conversion feature</u>	<u>Josh Tannariello (Company CEO)</u>	<u>Loan</u>
<u>6/15/2020</u>	<u>\$6,475.07</u>	<u>\$6,000</u>	<u>\$475.07</u>	<u>6/15/2021</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>7/7/2020</u>	<u>\$16,097.26</u>	<u>\$15,000</u>	<u>\$1,097.26</u>	<u>7/7/2021</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>7/8/2020</u>	<u>\$16,093.15</u>	<u>\$15,000</u>	<u>\$1,093.15</u>	<u>7/8/2021</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>12/17/2020</u>	<u>\$15,427.40</u>	<u>\$15,000</u>	<u>\$427.40</u>	<u>3/18/2022</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>3/18/2021</u>	<u>\$7,526.71</u>	<u>\$7,500</u>	<u>\$26.71</u>	<u>3/18/2022</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>3/24/2021</u>	<u>\$202,000.00</u>	<u>\$202,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>No conversion feature</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>3/30/2021</u>	<u>\$50,000.00</u>	<u>\$50,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>No conversion feature</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>4/12/2021</u>	<u>\$30,000.00</u>	<u>\$30,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>No conversion feature</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>6/21/2021</u>	<u>\$200,000.00</u>	<u>\$200,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>No conversion feature</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>

<u>07/02/2021</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>07/02/2021</u>	<u>\$15,000</u>	<u>\$15,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>07/30/2021</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>No conversion feature</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>08/25/2021</u>	<u>\$85,000</u>	<u>\$85,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>No conversion feature</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>10/05/2021</u>	<u>\$40,000</u>	<u>\$40,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>
<u>10/25/2021</u>	<u>\$120,000</u>	<u>\$120,000</u>	<u>\$0.00</u>	<u>On Demand</u>	<u>Converts into common shares at a conversion price of the lowest bid of the prior 3 trading days</u>	<u>Braeden Storm Enterprises (Eric Cousens)</u>	<u>Loan</u>

#### 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)<sup>4</sup>:

Name: James R Wilson, Jr. CPA  
Title: N/A  
Relationship to Issuer: Consultant

#### 5) Describe the Issuer's Business, Products and Services

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

Masterbeat Corporation is an asset acquisitions company focused on real estate and precious metals

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

The Company was incorporated under the laws of the State of Delaware on May 17, 2007.

Masterbeat Corporation  
5178 Stefan Ridge Way



Buford, GA 30519  
(561) 489-1503  
info@masterbeatcorp.com

C. Describe the issuers' principal products or services.

The company's principle products or services are acquisitions and asset management services

**6) Issuer's Facilities**

The Company currently operates out of space provided free of charge to the company by the company's CEO, and will do so until such time that the company needs its own facilities

**7) Officers, Directors, and Control Persons**

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>Josh Tannariello</u>	<u>CEO</u>	<u>5178 Stefan Ridge Way</u> Buford, GA 30519	<u>20,000,000</u>	<u>Preferred</u>	<u>100%</u>	<u>Holders of Preferred Series A Stock are granted 100 common shares votes for each share of Preferred Series A Stock held</u>

**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.

There are no pending legal actions

## **9) Third Party Providers**

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

Legal Counsel: None

Accountant or Auditor

Name: James R Wilson, Jr. CPA  
Address 1: 78 Climbing Arch Court  
Address 2: Lillington, NC 27546  
Phone: 910-391-6996  
Email: jrwaccouting@gmail.com

Investor Relations: None

Other Advisors: None

## **10) Issuer Certification**

*Principal Executive Officer:*

I, Josh Tannariello certify that:

1. I have reviewed this Disclosure Statement of Masterbeat Corporation:
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

08/02/22 [Date]

/s/ Josh Tannariello

CEO's Signature

Masterbeat Corporation  
Consolidated Balance Sheet (Unaudited)  
As of December 31, 2022 and December 31, 2021

<b>Assets:</b>	December 31, 2022	December 31, 2021
Current Assets:		
Cash and Cash Equivalents	\$ 1,313	\$ 2,843
Accounts Receivable		
Investments	62,075	45,500
Prepays		17,480
Total Current Assets	<u>\$ 63,388</u>	<u>\$ 65,823</u>
Real Estate, net of depreciation (\$0)	<u>\$1,182,279</u>	<u>\$1,658,948</u>
Loan Fees	<u>\$ 0</u>	
Total Assets	<u><u>\$1,245,667</u></u>	<u><u>\$1,724,771</u></u>
<b>Liabilities:</b>		
Current Liabilities:		
Accounts Payable	\$ 22,959	\$ 193,944
Accrued Salaries and Wages	630,000	
Due to Related Party		40,707
Convertible Debt	57,500	78,500
Derivative Liability	157,000	157,000
Loan Payable	775,886	1,188,197
Mortgage Payable	374,000	374,000
Accrued Liabilities	<u>168,723</u>	<u>42,295</u>
Total Current Liabilities	\$2,186,068	\$2,074,643
Economic Injury Disaster Loan	229,900	
Mortgage Payable		
Total Long Term Liabilities	<u>\$ 229,900</u>	
Total Liabilities	<u><u>\$2,415,968</u></u>	<u><u>\$2,074,643</u></u>
<b>Shareholders Deficit:</b>		
Preferred Shares, par value \$0.0001 per share, 25,000,000 Authorized, 20,000,000 issued and outstanding as of June 30, 2022; par value \$0.0001 per share, 25,000,000 Authorized, 20,000,000 issued and Outstanding as of June 30, 2021	\$ 2,000	\$ 2,000
Common Shares, par value \$0.0001 per share, 3,000,000,000 Authorized, 1,129,543,000 issued and outstanding as of December 31, 2022; par value \$0.0001 per share, 850,000,000 Authorized, 723,360,000 issued and Outstanding as of December 31, 2021	129,543	72,336
Additional Paid in Capital	2,115,539	1,842,506
Accumulated Deficit	<u>(3,417,383)</u>	<u>(2,266,714)</u>
Total Shareholders Deficit	\$ (1,170,301)	\$ (349,872)
Total Liabilities and Shareholders Deficit	<u><u>\$1,245,667</u></u>	<u><u>\$ 1,724,771</u></u>

The Accompanying notes are an integral part of these financial statements  
Masterbeat Corporation  
Consolidated Statement of Operations (Unaudited)  
For the Year Ending December 31, 2022 and December 31, 2021

	Year Ending December 31, 2022	Year Ending December 31, 2021
Revenues	\$	\$ 58,991
Selling, General and Administrative Expenses	708,810	343,004
Depreciation and Amortization	<u>7,480</u>	<u>19,268</u>
Total Expenses	<u>\$ 716,290</u>	<u>\$ 362,272</u>
Income/(Loss) from Operations	<u>\$( 716,290)</u>	<u>\$(303,281)</u>
Other Income/Expense:		
Interest Expense	\$ 228,382	\$ 59,212
(Gain)/Loss on Derivative Liability		105,656
Gain/(Loss) on Sale of Investment		(11,445)
Gain/(Loss) on Sale of Real Estate	<u>(205,998)</u>	<u>380,459</u>
Total Other Income/(Expense)	<u>\$ (434,380)</u>	<u>\$ (184,146)</u>
Net Income/(Loss) before provision for Income Taxes	<u>\$(1,150,670)</u>	\$
Net Income/(Loss)	<u>\$(1,150,670)</u>	<u>\$ (119,135)</u>
Weighted-average common shares outstanding	1,129,543,000	723,360,000
Income/(Loss) per Share	\$ 0.001	\$0.0001

The Accompanying notes are an integral part of these financial statements

Masterbeat Corporation  
Consolidated Statement of Cash Flows (Unaudited)  
For the Years Ending December 31, 2022 and December 31, 2021

	Year Ending December 31, 2022	Year Ending December 31, 2021
Cash Flow From Operating Activities:		
Net Income/(Loss)	\$ (1,150,670)	\$ (119,135)
Depreciation		
(Gain)/Loss on Sale of Real Estate		(Gain)/Loss on
Derivative Liability	105,656	
Change in Accounts Receivable		4,960
Change in Prepaid Assets	10,000	(7,965) Change in
Accounts Payable (170,985)		193,317
Change in Accrued Liabilities	<u>756,427</u>	<u>(2,188)</u>
Net Cash Flows from Operating Activities	<u>\$ (555,228)</u>	\$ <u>174,645</u>
Investing Cash Flows:		
Change in Investments	\$ (16,575)	\$ (45,500)
Change in Loan Fees	7,480	
Sale of Real Estate	476,669	
Purchase of Real Estate		<u>(627,361)</u>
New Cash Flows from Investing Activities:	<u>\$ 467,574</u>	\$ <u>(672,861)</u>
Financing Cash Flows:		
Change in Convertible Debt	\$ (21,000)	27,500
Change in Loan Payable	49,900	1,188,197
Change in Mortgage Payable		(471,853)
Change in Common Stock	57,207	35,307
Change In Additional Paid In Capital	273,033	
Change in Non Controlling Interest		
Change in Related Party	<u>(273,016)</u>	<u>(330,847)</u>
Total Financing Cash Flows:	<u>\$ 86,124</u>	\$ <u>448,304</u>
Increase/(Decrease) in Cash Equivalents	\$ 1,530	\$ (49,912)
Beginning Cash Balance	<u>\$ 2,843</u>	<u>\$ 52,755</u>
Ending Cash Balance	<u>\$ 1,313</u>	<u>\$ 2,843</u>

The Accompanying notes are an integral part of these financial statements

Masterbeat Corporation  
Consolidated Statement of Stockholders' Equity (Unaudited)  
For the Year Ending December 31, 2022

	Preferred Shares	Preferr ed	Common Shares	Commo n Stock	Non- control ling interes t	Additional Paid in Capital	Accumulate d Deficit	Total
Balance 12/31/18	20,000,000	2,000	44,893,815	4,489		58,404	(587,321)	(522,428)
Conversion of Debt			25,900,000	2,590		23,310		25,900
Resolution of Derivative Liability						1,094,518		1,094,518
Net Income/(Loss)							(2,392,342)	(2,392,342)
Balance 12/31/19	20,000,000	2,000	70,793,815	7,079		1,176,232	(2,979,663)	(1,794,352)
Conversion of Debt			299,500,500	29,950		231,700		261,650
Resolution of Derivative Liability						434,574		434,574
Net Income/(Loss)					258		831,826	832,048
Balance 12/31/20	20,000,000	2,000	370,294,315	37,029	(258)	1,842,506	(2,147,579)	(266,302)
Sales of NCI					(29,457)			(29,457)
Resolution of Derivative Liability			263,000,000	26,300				26,300
Conversion of Debt			90,067,200	9,007				9,007
Net Income/(Loss)					29,745		(148,880)	(119,135)
Balance 12/31/21	20,000,000	2,000	723,361,515	72,336	0	1,842,506	(2,296,459)	(222,516)
Sales of Common Stock			350,000,000	35,000		315,000		350,000
Conversion of Debt			56,181,985	22,207				
Net Income/(Loss)							(1,150,670)	(682,700)
Balance 06/30/22	20,000,000	2,000	1,129,543,500	129,543	0	2,157,506	(3,447,129)	(555,217)

The Accompanying notes are an integral part of these financial statements

Masterbeat Corporation  
Notes to Financial Statements  
For the Year Ending December 31, 2022

**NOTE 1 - NATURE OF BUSINESS**

**ORGANIZATION**

Masterbeat Corporation ("Masterbeat or the "Company") was incorporated in the state of Delaware on May 17, 2007 as Green Mountain Recovery, Inc. On December 18, 2009, Masterbeat entered into a Share Exchange Agreement with Masterbeat, LLC, formerly a California Limited Liability company, to become Masterbeat Corporation.

On March 6, 2014, the company filed a 15-15D to terminate the Company's reporting responsibilities with the Securities Exchange Commission. During this time, the majority of the Company's assets, including subsidiaries, were liquidated and the majority of outstanding liabilities were settled. Starting in March 2014, the Company operated as a business-consulting firm until June 2019. After several changes in management (2014 – 2019), the Company appointed Josh Tannariello as its CEO and sole executive officer, in June 2019.

The Company specializes in hard, tangible asset acquisitions with an intense focus on real estate, precious metals and other tangible assets. The Company started SBQ Holdings, LLC, a Florida limited liability company, to handle its assets operations. The Company believes its progressive approach to an old school model, especially in this market based on fragile earnings multiples and uncertainty, to acquire hard, tangible assets will not only offer long term capital appreciation but also deliver revenues, profits and self-sustainability.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

**GOING CONCERN**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company currently has \$3,313 of cash on hand, a stockholders' deficit of \$1,170,302 with an accumulated Deficit of \$3,417,384 and current period revenues of \$0.00 from property management operations. The Company cannot be certain that it will be successful in its various growth strategies.

These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**CONSOLIDATIONS**

Masterbeat Corporation owns 70% of its subsidiary SBQ, LLC. The remaining 30% is owned by its current Chief Executive Officer.

## **USE OF ESTIMATES**

The preparation of financial statements in conformity with U.S. general 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 consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## **CASH AND CASH EQUIVALENTS**

For purposes of the statement of cash flows, cash equivalents include demand deposits, money market funds, and all highly liquid debt instruments with original maturities of six months or less.

## **FINANCIAL INSTRUMENTS**

The Company's balance sheet includes certain financial instruments, primarily, cash, accounts receivable, inventory, accounts payable, and debt to related parties. The carrying amounts of current assets and current liabilities approximate their fair value due to the relatively short period of time between the origination of these instruments and their expected realization.

## **CONCENTRATIONS AND CREDIT RISKS**

The Company's financial instruments that are exposed to concentrations and credit risk primarily consist of its cash, sales and accounts receivable.

Cash - The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

## **PROPERTY, EQUIPMENT AND LONG-LIVED ASSETS**

Property and equipment are recorded at cost. Depreciation is provided over the estimated useful lives of the assets utilizing the straight method. Maintenance and repairs are expensed as incurred. Expenditures, which significantly increase value or extend useful asset lives are capitalized. When property or equipment is sold or retired, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is recognized. The carrying amount of all long-lived assets is evaluated periodically to determine if adjustment to the depreciation period or the undepreciated balance is warranted. Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset.

## **SHARE-BASED COMPENSATION**



ASC 718, Compensation – Stock Compensation, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized in the period of grant.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASU No. 2018-07, Improvements to Nonemployee Share-Based Payment Accounting. The amendments specify that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. The amendments also clarify that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Topic 606, Revenue from Contracts with Customers.

## **INCOME TAXES**

The Company accounts for income taxes under ASC 740, Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. Deferred tax assets or liabilities were off-set by a 100% valuation allowance, therefore there has been no recognized benefit as of the release of these financial statements.

## **COMMITMENTS AND CONTINGENCIES**

The Company follows ASC 450-20, "Loss Contingencies," to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

## **(LOSS) EARNINGS PER SHARE**

Basic EPS is calculated by dividing net income (loss) available to common stockholders by the weighted average number of shares of the Company's common stock outstanding during the period. Diluted EPS is calculated based on the net income (loss) available to common stockholders and the weighted average number of shares of common stock outstanding during the period, adjusted for the effects of all potential dilutive common stock issuances related to options, warrants, restricted stock units and convertible preferred stock. The dilutive effect of our share-based awards and warrants is computed using the treasury stock method, which assumes all share-based awards and warrants are exercised and the hypothetical proceeds from exercise are used to purchase common stock at the average market price during the period. The

incremental shares (i.e., the difference between shares assumed to be issued versus purchased), to the extent they would have been dilutive, are included in the denominator of the diluted EPS calculation. The dilutive effect of our convertible preferred stock is computed using the if-converted method, which assumes conversion at the beginning of the year. However, when a net loss exists, no potential common stock equivalents are included in the computation of the diluted per-share amount because the computation would result in an anti-dilutive per-share amount.

Potentially dilutive securities excluded from the computation of basic and diluted net loss per share for the year ended December 31, 2022 and December 30, 2021 were as follows:

	December 31, 2022	December 31, 2021
Total Convertible Debt	575,000,000	785,000,000

### NOTE 3 - INCOME TAXES

Income taxes are provided based upon the liability method. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by accounting standards to allow recognition. The Company expected no net deferred tax assets to be recognized, resulting from net operating loss carry forwards. Deferred tax assets were offset by a corresponding allowance of 100%. The Company experienced a change in control subsequent to the balance sheet date and therefor no more than an insignificant portion of this net operating allowance will ever be used against future taxable income.

The cumulative tax effect at the expected rate of 21% of significant items comprising the Company’s net deferred tax amount is as follows:

	December 31, 2022	December 31, 2021
Deferred tax asset attributable to:		
Net Operating Loss	\$1,150,670	\$119,135
Valuation Allowance	(\$1,150,670)	(\$119,135)

The amount taken into income as deferred tax assets must reflect that portion of the income tax loss carry forwards that is more likely-than-not to be realized from future operations. The Company has chosen to provide an allowance of 100% tax loss carry forwards, regardless of their time of expiry.

No provision for income taxes has been provided in these financial statements due to the net loss. At December 31, 2020, the Company has net operating loss carry forwards, which expire commencing in 2035, totaling approximately \$70,000, the benefit of which has not been recorded in the financial statements.

### NOTE 4 – REAL ESTATE

On September 28, 2020, the Company purchased a real estate property at 246 Driftwood Road, Miramar Beach, FL 32550 from its Chief Executive Officer. The Company agreed to a promissory note of \$220,000 which was loaned by its Chief Executive Officer for the down payments of the property and assumed a 30 mortgage in the amount of \$880,000 with a 7 year ARM at 5.125%. On May 3, 2021, the Company sold the property at 246 Driftwood Road, Miramar Beach, FL 32550 for \$1,400,000.

On July 20, 2021, the Company purchased a real estate property at Baird Road, Santa Rosa Beach, FL 32459 for \$965,765.50. The Company assumed a 12 month interest only mortgage in the amount of \$374,000.

On July 7, 2022 the company sold a real estate property at 183 Rolling Dunes Drive, Santa Rosa Beach, FL 32459. The Company sold the property for \$2,150,000.

Real Estate at December 31, 2022 and December 31, 2021 consists of:

	December 31, 2022	December 30, 2021
Real Estate	\$1,182,279	\$1,658,948
Less Accumulated Depreciation		
Property, Plant and Equipment, Net	\$1,182,279	\$1,658,948

#### **NOTE 5 – CONVERTIBLE NOTE PAYABLE AND DERIVATIVE LIABILITIES**

On September 18, 2015, the Company and Braeden Storm Enterprises, Inc. ("Braeden") entered into an unsecured convertible notes payable for \$210,000 with a conversion price of \$0.0001. On May 29, 2019, the Company and Braeden amended the convertible note to include interest accruing at 10% commencing September 18, 2015 and a conversion price of the lower of \$0.001 or 50% of the lowest per share market value of the ten (10) trading days immediately preceding the conversion date.

On June 15, 2020, July 7, 2020, July 8, 2020, December 17, 2020 and March 18, 2021 the Company and Braeden entered into unsecured convertible notes payable for \$6,000, \$15,000, \$15,000, \$15,000 and \$7,500, respectively with a conversion price of the lowest bid of the prior 3 trading days.

The Company had conversions of \$0 in principal and \$72,336 in accrued interest during the six months ended June 30, 2022. Total principal due at June 30, 2022 is \$78,500 with an unamortized discount of \$0 with a resulting balance of \$78,500.

Due to their being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options embedded in the Convertible Promissory Notes, the options are classified as derivative liabilities and recorded at fair value.

Derivative Liability:

As of December 31, 2022 and December 30, 2021, the fair values of the conversion options on the convertible notes were determined to be \$157,000 and \$157,000, respectively using a Black-Scholes option-pricing model

The following table summarizes the derivative liabilities included in the consolidated balance sheet as of December 31, 2022:

	December 31, 2022
Beginning Balance	\$157,000
Day on loss on fair value	
Gain on change in fair value	
Ending Balance	\$157,000

Pursuant to ASC 815, "Derivatives and Hedging," the Company recognized the fair value of the embedded conversion feature of all the notes.

#### **NOTE 6– FAIR VALUE OF FINANCIAL INSTRUMENTS**

ASC 820, "Fair Value Measurements", requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of

input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, and due to related party. Pursuant to ASC 820, the fair value of the Company's cash equivalents is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of all of the other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on June 30, 2022.

	Level 1	Level 2	Level 3	Total
Assets	\$-----	\$-----	\$-----	\$-----
Liabilities				
Derivative Financial Instruments	\$-----	\$-----	\$89,856	\$89,856

The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on June 30, 2021.

	Level 1	Level 2	Level 3	Total
Assets	\$-----	\$-----	\$-----	\$-----
Liabilities				
Derivative Financial Instruments	\$-----	\$-----	\$157,000	\$157,000

## NOTE 7- RELATED PARTIES

As of December 31, 2022, the current Chief Executive Officer is owed \$232,309 the company for advances made to the Company.

## NOTE 8- EQUITY

At the end of the period represented by this disclosure document, the Company is authorized to issue 25,000,000 shares of \$0.001 par value Preferred Stock, of which, 20,000,000 shares of \$0.0001 par value convertible Preferred Series A stock are designated and issued. Each share of convertible Preferred Series A Stock is convertible into 10 shares of common stock, has 100 votes, has no dividend rights except as may be declared by the Board of Directors, and has a liquidation preference of \$1.00 per share.

The company was authorized to issue 3,000,000,000 shares of \$0.0001 par value common stock.

During the twelve months ended December 31, 2019, the company issued 25,900,000 new shares for the conversion of \$25,900 in principal and interest on convertible debt bringing the total outstanding shares to 70,793,815.

During the twelve months ended December 31, 2020, the company issued 299,500,000 new shares for the conversion of \$261,650 in principal and interest on the convertible debt bringing the total outstanding shares to 370,293,815.

During the twelve months ended December 31, 2021, the company issued 353,067,200 new shares for the conversion of \$35,306 in principal and interest on the convertible debt bringing the total outstanding shares to 723,360,000.

During the twelve months ended December 31, 2022, the company issued 350,000,000 new shares for the conversion of \$35,000 in Cash and converting \$21,000 of convertible debt and interest to bringing the total outstanding shares to 1,073,361,015.