



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

INNERSCOPE HEARING TECHNOLOGIES, INC.

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Roseville, California 95661

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SIC Code: 5999

Annual Report

For the period ending December 31, 2022 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

8,528,457,061 shares and 8,615,790,394 shares of common stock as of December 31, 2022, and March 31, 2023, respectively.

6,660,204,051 shares of common stock as of December 31, 2021.

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

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

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

The Company was originally incorporated in the State of Nevada on June 15, 2012, as InnerScope Advertising Agency, Inc. On August 25, 2017, the Company changed its name to InnerScope Hearing Technologies, Inc.

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):

The Company is a Nevada corporation and is Active and in Good Standing in the State of Nevada.

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: **2151 Professional Drive, 2nd Floor, Roseville, California 95661**

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

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

N/A

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

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

2) Security Information

Transfer Agent

Name: VStock Transfer Company
Phone: 212-828-8436
Email: yoel@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, New York 11598

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:	INND
Exact title and class of securities outstanding:	Common Stock
CUSIP:	45781P104
Par or stated value:	\$.0001
Total shares authorized:	14,975,000,000 as of date: March 31, 2023
Total shares outstanding:	8,615,790,394 as of date: March 31, 2023
Total number of shareholders of record:	123 as of date: March 31, 2023

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

Trading symbol:	N/A
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:	N/A
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:	Series A Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	9,510,000 as of date: March 31, 2023
Total shares outstanding (if applicable):	0 as of date: March 31, 2023
Total number of shareholders of record	0 as of date: March 31, 2023

Exact title and class of the security:	Series B Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	900,000 as of date: March 31, 2023
Total shares outstanding (if applicable):	900,000 as of date: March 31, 2023
Total number of shareholders of record	3 as of date: March 31, 2023

Exact title and class of the security:	Series C Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	10,000,000 as of date: March 31, 2023
Total shares outstanding (if applicable):	243,733 as of date: March 31, 2023
Total number of shareholders of record	36 as of date: March 31, 2023

Exact title and class of the security:	Series D Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	5,000,000 as of date: March 31, 2023
Total shares outstanding (if applicable):	0 as of date: March 31, 2023
Total number of shareholders of record	0 as of date: March 31, 2023

Exact title and class of the security:	Series E Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	250,000 as of date: March 31, 2023
Total shares outstanding (if applicable):	0 as of date: March 31, 2023
Total number of shareholders of record	0 as of date: March 31, 2023

Exact title and class of the security:	Series F Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	250,000 as of date: March 31, 2023
Total shares outstanding (if applicable):	0 as of date: March 31, 2023
Total number of shareholders of record	0 as of date: March 31, 2023

Exact title and class of the security:	Series G Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.0001
Total shares authorized:	250,000 as of date: March 31, 2023
Total shares outstanding (if applicable):	0 as of date: March 31, 2023
Total number of shareholders of record	0 as of date: March 31, 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.

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

We have never declared or paid any cash dividends on our common stock.

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

Series B Preferred Stock. The Series B Preferred Stock has the following voting rights: as a class, the Series B Preferred Stock shall have the voting rights equal to four times the sum of (a) the total number of shares of Company common stock outstanding plus (b) the total number of shares of Series C Preferred Stock and Series D Preferred Stock outstanding. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, 80% of the total aggregate value of the dividend shall be distributed to the holders of the Series B Preferred Stock, with each holder receiving their respective pro rata share of such amount. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any other series or class of stock, 80% of assets, or liquidated value thereof, which remain after any legally obligated payments are made by the Company, shall be distributed to the holders of the Series B Preferred Stock, with each holder receiving their respective pro rata share of such assets, or liquidated value thereof. The Series B Preferred Stock has rights of conversion into Company common stock, exercisable at any time, as follows: if at least one share of Series B Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series B Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of common stock which equals four times the sum of (a) the total number of shares of common stock which are issued and outstanding at the time of conversion

plus (b) the total number of shares of common stock that the total number of issued and outstanding Series C Preferred Stock and the Series D Preferred Stock would be convertible into at the time of conversion.

Series C Preferred Stock. The Series C Preferred Stock possesses no voting rights. The holders of Series C Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, the amount of dividend payable to the holders of Series C Preferred Stock, if any, shall be determined by the Board of Directors, with the limitation that no more than 1% of the total aggregate value of the dividend may be payable to the holders of Series C Preferred Stock. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, holders of the Series C Preferred Stock shall receive such distributions as determined by majority vote of the Board of Directors. However, no more than 1% of the total aggregate value of the distribution may be payable to the holders of Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible, at any time at the sole election of the holder, into the number of shares of Company common stock that together are equal to 300% of the price paid for a share of Series C Preferred Stock, divided by the then-current market price of Company common 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.

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

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)

Number of Shares outstanding as of January 1, 2020	Opening Balance: Common: 342,118,136 Preferred: Series B: 900,000 Series C: 0								
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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type
1/2/2020	Issuance	14,823,683	Common	9,339	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
1/8/2020	Issuance	16,961,952	Common	10,686	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144

1/9/2020	Issuance	17,696,079	Common	11,149	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
1/10/2020	Issuance	17,371,683	Common	10,944	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
1/16/2020	Issuance	20,387,179	Common	11,417	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
1/21/2020	Issuance	21,301,476	Common	8,947	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
1/23/2020	Issuance	15,997,204	Common	7,839	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
1/24/2020	Issuance	22,465,245	Common	11,008	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
1/27/2020	Issuance	23,498,714	Common	9,869	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
1/27/2020	Issuance	19,030,000	Common	9,325	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
1/28/2020	Issuance	23,503,500	Common	9,871	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
1/29/2020	Issuance	23,492,082	Common	11,511	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
1/30/2020	Issuance	23,546,490	Common	11,511	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
1/30/2020	Issuance	28,752,452	Common	12,076	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
2/4/2020	Issuance	23,922,694	Common	9,501	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/7/2020	Issuance	32,328,048	Common	9,501	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/10/2020	Issuance	20,981,914	Common	7,344	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
2/10/2020	Issuance	34,119,371	Common	11,942	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
2/11/2020	Issuance	25,111,371	Common	9,501	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/13/2020	Issuance	28,509,036	Common	9,501	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/18/2020	Issuance	39,031,524	Common	8,197	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
2/19/2020	Issuance	41,373,000	Common	9,501	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/20/2020	Issuance	43,553,333	Common	9,146	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
2/20/2020	Issuance	45,243,190	Common	9,501	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/20/2020	Issuance	41,572,619	Common	8,900	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
2/24/2020	Issuance	44,127,333	Common	9,117	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
2/25/2020	Issuance	50,113,524	Common	10,524	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
2/25/2020	Issuance	35,069,476	Common	7,365	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
3/2/2020	Issuance	55,193,714	Common	11,591	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
3/4/2020	Issuance	48,951,286	Common	6,853	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
3/9/2020	Issuance	61,739,142	Common	8,493	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
3/11/2020	Issuance	63,971,143	Common	8,956	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
3/16/2020	Issuance	67,935,000	Common	4,755	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
3/18/2020	Issuance	67,953,857	Common	4,607	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
3/19/2020	Issuance	70,725,429	Common	4,951	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
3/23/2020	Issuance	77,104,857	Common	5,397	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
3/25/2020	Issuance	82,003,142	Common	5,590	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
3/25/2020	Issuance	79,969,571	Common	5,598	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
3/31/2020	Issuance	89,347,429	Common	6,254	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
3/31/2020	Issuance	83,035,429	Common	5,812	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
4/1/2020	Issuance	90,250,857	Common	6,168	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144

4/3/2020	Issuance	102,753,499	Common	7,049	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
4/6/2020	Issuance	100,072,000	Common	7,005	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
4/6/2020	Issuance	103,000,000	Common	5,150	Yes	Crown Bridge Partners, LLC	Conversion	Unrestricted	Rule 144
4/13/2020	Issuance	118,501,285	Common	8,295	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
4/15/2020	Issuance	118,000,000	Common	5,900	Yes	Crown Bridge Partners, LLC	Conversion	Unrestricted	Rule 144
4/21/2020	Issuance	130,000,000	Common	6,500	Yes	Crown Bridge Partners, LLC	Conversion	Unrestricted	Rule 144
4/21/2020	Issuance	127,758,857	Common	8,943	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
4/28/2020	Issuance	129,466,143	Common	9,063	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
4/28/2020	Issuance	88,016,000	Common	6,161	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
5/1/2020	Issuance	154,000,000	Common	7,700	Yes	Crown Bridge Partners, LLC	Conversion	Unrestricted	Rule 144
5/5/2020	Issuance	154,266,667	Common	42,000	Yes	Adar Alef LLC	Conversion	Unrestricted	Rule 144
5/7/2020	Issuance	56,106,000	Common	3,927	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
10/26/2020	Issuance	94,581,142	Common	6,621	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
10/30/2020	Issuance	77,717,285	Common	5,440	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
1/20/2021	Issuance	180,606,286	Common	12,642	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
1/25/2021	Issuance	104,373,079	Common	7,306	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
1/26/2021	Issuance	144,915,571	Common	20,288	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
1/27/2021	Issuance	202,271,857	Common	28,318	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
1/29/2021	Issuance	105,432,138	Common	14,761	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/2/2021	Issuance	200,303,457	Common	70,106	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
2/2/2021	Issuance	120,822,135	Common	16,915	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/4/2021	Issuance	133,997,771	Common	46,899	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/4/2021	Issuance	29,750,190	Common	6,248	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
2/5/2021	Issuance	35,122,032	Common	19,668	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/6/2021	Issuance	216,000,000	Common	14,500	Yes	Crown Bridge P	Conversion	Unrestricted	Rule 144
2/9/2021	Issuance	243,100,000	Common	14,586	Yes	Adar Alef LLC	Conversion	Unrestricted	Rule 144
2/10/2021	Issuance	113,352,386	Common	79,347	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/18/2021	Issuance	68,342,596	Common	191,359	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
2/18/2021	Issuance	64,362,967	Common	157,689	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
2/23/2021	Issuance	20,395,770	Common	68,530	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
3/1/2021	Issuance	11,804,739	Common	12,395	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
3/1/2021	Issuance	18,383,489	Common	51,477	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
3/3/2021	Issuance	30,422,113	Common	330,080	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
3/22/2021	Issuance	11,797,494	Common	117,804	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
4/07/2021	Issuance	11,609,746	Common	130,029	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
4/12/2021	Issuance	24,508,770	Common	274,498	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
4/12/2021	Issuance	5,897,424	Common	71,418	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
4/12/2021	Issuance	5,615,918	Common	68,009	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
4/12/2021	Issuance	26,848,584	Common	325,136	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
5/19/2021	Issuance	24,540,793	Common	262,832	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144

5/20/2021	Issuance	25,986,810	Common	274,681	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
6/14/2021	Issuance	18,306,697	Common	187,094	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
6/17/2021	Issuance	16,390,102	Common	157,181	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
7/19/2021	Issuance	10,662,085	Common	91,694	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
7/19/2021	Issuance	22,654,036	Common	160,844	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
7/22/2021	Issuance	10,672,267	Common	91,781	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
7/29/2021	Issuance	13,266,511	Common	114,092	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
8/5/2021	Issuance	2,000,000	Common	2,600	Yes	Patrick Muchiri	Employee Stock	Restricted	Rule 144
8/5/2021	Issuance	41,000,000	Common	565,800	Yes	New to the Street Group LLC	Consultant	Restricted	Rule 144
8/5/2021	Issuance	4,000,000	Common	4000	Yes	David Valerio	Employee Stock	Restricted	Rule 144
8/5/2021	Issuance	2,124,378	Common	11,897	Yes	Frederick Abromeit	Employee Stock	Restricted	Rule 144
8/5/2021	Issuance	3,000,000	Common	86,400	Yes	Ajo Capital Inc.	Consultant	Restricted	Rule 144
8/20/2021	Issuance	22,416,520	Common	118,808	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
8/20/2021	Issuance	19,180,912	Common	111,249	Yes	Odyssey Capital Funding LLC	Conversion	Unrestricted	Rule 144
9/14/2021	Issuance	25,212,470	Common	148,754	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
12/15/2021	Issuance	19,121,953	Common	267,584	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
11/18/2021	Issuance	30,000,000	Common	300,000	Yes	GS Capital Partners, LLC	Cash	Restricted	Rule 144
12/27/2021	Issuance	99,141,854	Common	882,363	Yes	Nichloas Naylor	Acquisition	Restricted	Rule 144
12/27/2021	Issuance	330,467,697	Common	2,941,163	Yes	Floyd Kuriloff	Acquisition	Restricted	Rule 144
12/27/2021	Issuance	33,046,770	Common	294,116	Yes	Anthony Bender	Acquisition	Restricted	Rule 144
12/27/2021	Issuance	99,141,854	Common	882,363	Yes	Tana Manning	Acquisition	Restricted	Rule 144
12/27/2021	Issuance	5,190,368	Common	46,194	Yes	Nicholas Naylor	Acquisition	Restricted	Rule 144
12/27/2021	Issuance	17,300,956	Common	153,979	Yes	Floyd Kuriloff	Acquisition	Restricted	Rule 144
12/27/2021	Issuance	1,730,096	Common	15,398	Yes	Anthony Bender	Acquisition	Restricted	Rule 144
12/27/2021	Issuance	5,190,368	Common	46,194	Yes	Tana Manning	Acquisition	Restricted	Rule 144
09/30/2021	Issuance	400,000	Series C Preferred	666,667	Yes	iHEAR Medical, Inc	Asset Purchase	Restricted	Rule 144
01/13/2022	Issuance	10,000,000	Common	100,000	Yes	GS Capital Partners, LLC	Cash	Restricted	Rule 144
01/20/2022	Issuance	25,000,000	Common	250,000	Yes	GS Capital Partners, LLC	Cash	Restricted	Rule 144
02/01/2022	Issuance	279,085,400	Common	27,909	Yes	GS Capital Partners, LLC	Conversion	Restricted	Rule 144
02/24/2022	Issuance	12,650,602	Common	64,518	Yes	Benjamin Francis	Consultant	Restricted	Rule 144
02/24/2022	Issuance	55,000,000	Common	280,500	Yes	Josh Howard	Consultant	Restricted	Rule 144
02/24/2022	Issuance	60,003,203	Common	300,016	Yes	North Equity Corp	Consultant	Restricted	Rule 144
03/24/2022	Issuance	32,460,455	Common	104,523	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
04/04/2022	Issuance	25,323,886	Common	88,634	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
04/06/2022	Issuance	13,169,269	Common	46,092	Yes	Eagle Equities, LLC	Conversion	Unrestricted	Rule 144
05/12/2022	Issuance	110,570,800	Common	11,057	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
06/21/2022	Issuance	40,505,600	Common	4,051	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
07/28/2022	Issuance	32,936,700	Common	3,294	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
08/03/2022	Issuance	50,432,200	Common	5,043	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144
08/19/2022	Issuance	255,373,400	Common	25,537	Yes	GS Capital Partners, LLC	Conversion	Unrestricted	Rule 144

08/04/2022	Issuance	7,142,857	Common	714	Yes	Stephen Merritt	Consultant	Restricted	Rule 144
08/04/2022	Issuance	7,142,857	Common	714	Yes	Barbara Merritt	Consultant	Restricted	Rule 144
08/22/2022	Cancellation	216,000,000	Common	21,600	Yes	Crown Bridge Partners, LLC	Cancellation of shares	Restricted	Rule 144
10/21/2022	Cancellation	18,130	Series C Preferred	54,029	No	Animaya Capital, LLC	Conversion	Restricted	Rule 144
10/21/2022	Issuance	18,009,934	Common	54,029	Yes	Animaya Capital, LLC	Conversion	Restricted	Rule 144
11/28/2022	Issuance	115,312,973	Common	1,060,879	Yes	iHEAR Medical, Inc.	Asset Purchase	Restricted	Rule 144
11/29/2022	Issuance	70,556,037	Common	218,723	No	Nicholas Naylor	Acquisition	Restricted	Rule 144
11/29/2022	Issuance	235,183,110	Common	729,067	No	Floyd Kuriloff	Acquisition	Restricted	Rule 144
11/29/2022	Issuance	23,518,316	Common	72,906	No	Anthony Bender	Acquisition	Restricted	Rule 144
11/29/2022	Issuance	70,556,037	Common	218,723	No	Tana Manning	Acquisition	Restricted	Rule 144
11/29/2022	Issuance	19,711,040	Common	206,965	No	Nicholas Naylor	Acquisition	Restricted	Rule 144
11/29/2022	Issuance	65,702,440	Common	689,875	No	Floyd Kuriloff	Acquisition	Restricted	Rule 144
11/29/2022	Issuance	6,570,246	Common	68,987	No	Anthony Bender	Acquisition	Restricted	Rule 144
11/29/2022	Issuance	19,711,040	Common	206,965	No	Tana Manning	Acquisition	Restricted	Rule 144
12/16/2022	Cancellation	116,620	Series C Preferred	1,116,578	No	Adnan Shennib	Conversion	Restricted	Rule 144
12/16/2022	Issuance	372,192,646	Common	1,116,578	Yes	Adnan Shennib	Conversion	Restricted	Rule 144
12/16/2022	Cancellation	21,577	Series C Preferred	151,295	No	Adnan Shennib	Conversion	Restricted	Rule 144
12/16/2022	Issuance	50,431,962	Common	151,295	Yes	Adnan Shennib	Conversion	Restricted	Rule 144
2/7/2023	Issuance	4,000,000	Common	40,000	Yes	GS Capital Partners, LLC	Conversion	Restricted	Rule 144
3/24/2023	Issuance	83,333,333	Common	250,000	Yes	Leonite Fund I, LP	Cash Subscription	Unrestricted	Regulation A

Shares Outstanding on Date of This Report:

Ending Balance:

Date 3/31/23

Common: 8,615,790,394

Preferred Series B: 900,000

Preferred Series C: 243,733

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

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

GS Capital Partners, LLC (Gabe Syegh)	Odyssey Capital Funding LLC (Ahron Fraiman)
Eagle Equities, LLC (Yanky Borenstein)	Crown Bridge Partners, LLC (Seth Ahdoot)
New to the Street Group, LLC (Vince Caruso)	Adar Alef LLC (Ari Goldstein)
Ajo Capital, Inc. (Dror Tepper)	iHEAR Medical, Inc. (Adnan Shennib)
Animaya Capital, LLC (Carl Haney)	Leonite Fund I, LP (Avi Geller)

B. Promissory and Convertible Notes

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

No: ☒

Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

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

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.otcm Markets.com).

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

History

The Company was originally incorporated in the State of Nevada on June 15, 2012, as InnerScope Advertising Agency, Inc. On August 25, 2017, the Company changed its name to InnerScope Hearing Technologies, Inc. to better reflect the Company's current direction as a hearing health technology company that manufactures, develops, distributes, and sells numerous innovative hearing health-related products, hearing treatments, and hearing solutions over-the-counter (OTC) with a scalable business model.

The Company is a manufacturer and distributor of OTC Hearing Aids, Hearing Aid Accessories & Hearing Health-Related Products ("Hearing Products") dedicated to addressing the global demand for affordable hearing solutions. InnerScope's Hearing Products and its B2C and B2B business model break through the persistent barriers that prevent access to effective and affordable hearing solutions. The Company's mission is to improve the quality of life of the 70 million people in North America and the 1.5 billion worldwide who suffer from hearing impairment and/or hearing-related issues.

Recent Events

October 17, 2022, marked a turning point for the Company, when the FDA final rule was enacted (the "FDA Rule") permitting the over-the-counter sale of hearing aids for perceived mild to moderate hearing losses. Immediately, it became permissible for us to sell our hearing aids ("OTC Hearing Aids") directly to consumers as an over-the-counter product.

Currently, the Company's full line OTC Hearing Aids, Hearing Aid Accessories & Hearing Health-Related Products ("Hearing Products") is currently available through retail/wholesale distribution channels: Walmart Vision Centers, Walmart.com, Walmart Canada, RiteAid.com, BestBuy.com, Amazon.com, Fingerhut.com, Giant Eagle, Hy-Vee, Hartig Drug, Food City, Cardinal Health™ at-Home, and Topco Associates. We are in the process of developing additional distribution channels for our Hearing Products through major retailers and pharmacy chains.

Business Model

The Company's Hearing Products and its business model allow breaking through the persistent barriers that prevent access to effective hearing solutions. For example, the Company's recent acquisition of iHear Medical Inc., a DTC cloud-based hearing solution provider, gives access to over 40 hearing technology patents and an FDA-registered manufacturing and R&D facility. In addition, the Company has acquired HearingAssist, an established leader in the direct-to-consumer hearing aid market with a customer base of over

400,000. These acquisitions, combined with a partnership with Atlazo Inc., a semiconductor innovator for next-generation AI smart devices, will allow the Company to take the lead position in the direct-to-consumer hearing solutions market by selling innovative proprietary advanced hearing products online and through Walmart and other major Big Box retailers.

Business

The Company is a manufacturer and distributor of OTC Hearing Aids, Hearing Aid Accessories & Hearing Health-Related Products (Hearing Products) dedicated to addressing the global demand for affordable hearing solutions. InnerScope's Hearing Products and its B2C and B2B business model break through the persistent barriers that prevent access to effective and affordable hearing solutions.

The Company's mission is to improve the quality of life of the 70 million people in North America and the 1.5 billion people worldwide who suffer from hearing impairment and/or hearing-related issues. The management team of InnerScope is applying decades of industry experience and believes it is well-positioned to with its initiative in-store point-of-sale Free Self-Check Hearing Screening Kiosks ("Hearing Kiosks") to directly benefit from the recently issued FDA Rule, which allows OTC hearing aids for perceived mild to moderate hearing losses to be sold over-the-counter in retail stores without a prescription or having to see a hearing health care professional.

The Hearing Kiosk is designed for the tens of millions of Americans with undetected/untreated perceived mild-to-moderate hearing losses to treat themselves with the Company's easy, convenient, and affordable OTC hearing aids offered in-store off-the-shelf and/or OTC online affordable hearing aid options. The Company's full line of Hearing Products is currently available through these multiple retail/wholesale distribution channels: Walmart Vision Centers, Walmart.com, Walmart Canada, CVS, CVS.com, Rite Aid, RiteAid.com, BestBuy.com, Amazon.com, Fingerhut.com, Giant Eagle, Hy-Vee, Hartig Drug, Food City, Cardinal Health, Cardinal Health at-Home, AmerisourceBergen, and Topco Associates representing 15,000+ of grocery and pharmacy stores. More in-store and online Hearing Products will soon launch with major retailers and pharmacy chains.

Manufacturing

The Company's Hearing Aids are currently manufactured by a contracted OEM hearing aid manufacturer (the "Manufacturer"), a contract manufacturer based in China. The Company relies on several third-party suppliers for the components used in its hearing aids, including semiconductor components, such as integrated circuits, as well as batteries, microphones and receivers.

The Company believes that these third-party facilities and suppliers will be adequate to meet its current and anticipated manufacturing needs. The Company does not currently plan to manufacture its hearing aids or any related components itself.

Manufacturing facilities that produce medical devices and/or their component parts intended for distribution world-wide are subject to regulation and periodic unannounced inspection by the FDA and other domestic and international regulatory agencies. In the United States, any products we sell are required to be manufactured in compliance with the FDA's Quality System Regulation, which covers the methods used in, and the facilities used for, the design, testing, control, manufacturing, labeling, quality assurance, packaging, storage and shipping of our products.

The distribution of the Company's hearing aids is handled directly through a third-party logistics provider. The Company's finished hearing aids are shipped directly to the third-party logistics provider's facility and are distributed from there to customers.

While the Company has not been directly impacted by any major disruption to our supply chain or access to necessary raw materials and component parts for the manufacture of its products to date that have impacted our ability to service customers, disruptions have occurred across a number of industries and the Company cannot provide any assurance that future disruptions will not emerge as a result of the ongoing supply chain issues, inflation, the COVID-19 pandemic or other extrinsic factors. To date, increases in the Company's product component pricing have occurred but have not had a material impact on supply continuity or gross margin. The Company has taken steps to monitor our supply chain and actions to address limited supply and increasing lead times.

Research and Development

The Company is committed to ongoing research and development. To that end, the Company's recent acquisition of iHear Medical Inc., a DTC cloud-based hearing solution provider, gives access to over 40 hearing technology patents and an FDA-registered manufacturing and R&D facility. The Company is focused on continuing to launch new versions of its Hearing Aids with increased functionality and improved sound quality, amplification, noise reduction, fit, comfort, water resistance and ease-of-use, as well as reduced cost of goods and better connectivity. The Company believes that the continued introduction of new products is critical to

maintaining existing customers, attracting new customers, achieving market acceptance of our products and maintaining or increasing its competitive position in the market.

Competition

The Company has numerous direct, indirect and partial competitors, including Lexie Powered by Bose, Eargo, MD Hearing, Lucid Hearing, Jabra Enhanced and Sony, many of which have valuable industry relationships and access to greater resources, financial and otherwise, than the Company does. There is no assurance that the Company will be able to compete effectively in its industry, nor is there any assurance that it will ever be able to earn a profit.

Further, the internet is fast becoming a major factor in the distribution of hearing aids. In the U.S., numerous companies advertise hearing aids at inexpensive prices. The Company competes directly with these internet-based companies which are similar to its business model and include Audicus, Eargo and Lucid Hearing. In addition, the hearing device industry is controlled by five global manufacturers: GN Store Nord, Sonova, Starkey Hearing Technologies, William Demant and W/S Audiology, all of which have established products and substantially greater financial, sales and marketing, manufacturing and development resources than the Company possesses. The Company also competes against traditional brick and mortar retail hearing clinics which primarily sell the five global manufacturers' products.

Intellectual Property

With the Company's asset purchase of iHear Medical Inc., it acquired access rights and license to over 40 U.S. patents for hearing aid technology. This includes 100% ownership to the only FDA-Cleared in-home hearing test, called the iHearTest. The Company also has numerous copyrights, trademarks, and inventions assignment agreements to protect its intellectual property rights. The Company has two provisional patents filed that may not result in issued patents. The Company cannot be certain that any of the steps it has taken will prevent the misappropriation of its intellectual property, particularly in foreign countries where the laws may not protect its proprietary rights in these countries as fully as in the United States.

Government Regulation

In General. The Company is subject to a limited variety of local, state, and federal regulations. Some of its products, for example, are registered with the FDA, which regulates, among other things, the research, development, testing, design, manufacturing, approval, labeling, storage, recordkeeping, advertising, promotion and marketing, distribution, post approval monitoring and reporting and import and export of medical devices in the United States to assure the safety and effectiveness of medical products for their intended use. The U.S. Federal Trade Commission (the "FTC") also regulates the advertising of its products in the United States. Further, the Company is subject to laws directed at preventing fraud and abuse, which subject its sales and marketing, training, and other practices to government scrutiny.

While the Company believes that its operations are in compliance with all applicable regulations, there can be no assurances that, from time-to-time, unintentional violations of such regulations will not occur. The Company is also subject to federal, state and local laws and regulation applied to businesses, such as payroll taxes on the state and federal levels. The Company's current business requires that it comply with state corporate filings, city or county business license and the necessary business liability insurance. The requirements of these regulations are minimal and do not cause any undue burden.

However, internet access and online services are not subject to direct regulation in the United States. Changes in the laws and regulations relating to the telecommunications and media industry, however, could impact our business. For example, the Federal Communications Commission could begin to regulate the Internet and online service industry, which could result in increased costs for us. The laws and regulations applicable to the Internet and to the Company's services are evolving and unclear and could damage its business. There are currently few laws or regulations directly applicable to access to, or commerce on, the Internet. It is possible that laws and regulations may be adopted, covering issues such as user privacy, defamation, pricing, taxation, content regulation, quality of products and services, and intellectual property ownership and infringement. Such legislation could expose the Company to substantial liability as well as dampen the growth in use of the Internet, decrease the acceptance of the Internet as a communications and commercial medium, or require the Company to incur significant expenses in complying with any new regulations.

Regulation by the FDA. The FDA classifies hearing aids as medical devices. In the United States, the Federal Food, Drug, and Cosmetic Act (the "FDCA"), as well as FDA regulations and other federal and state statutes and regulations, govern, among other things, medical device design and development, preclinical and clinical testing, device safety, premarket clearance and approval, establishment registration and device listing, manufacturing, labeling, storage, record-keeping, advertising and promotion,

sales and distribution, export and import, recalls and field safety corrective actions, and post-market surveillance, including complaint handling and medical device reporting of adverse events.

The Company currently markets and is in compliance with the FDA regulations for its hearing aid products.

FDA Rule. Effective October 17, 2022, the FDA issued its final rule (the FDA Rule) permitting the over-the-counter sale of hearing aids for mild to moderate hearing losses. Immediately, it became permissible for the Company to sell its OTC Hearing Aids directly to consumers as an over-the-counter product.

Litigation

The Company has no current, pending or threatened legal proceedings or administrative actions either by or against it that could have a material effect on its business, financial condition, or operations and any current, past or pending trading suspensions.

Employees

As of the date of this Annual Report, the Company has 26 full-time employees, including its executive officers. None of its employees is represented by a union. The Company believes its employee relations to be excellent.

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

Currently, the Company has two subsidiaries: Hearing Assist II, LLC and iHear Medical, Inc.

C. Describe the issuer's principal products or services.

The Company is a manufacturer and distributor of OTC Hearing Aids, Hearing Aid Accessories & Hearing Health-Related Products dedicated to addressing the global demand for affordable hearing solutions. InnerScope's Hearing Products and its B2C and B2B business model break through the persistent barriers that prevent access to effective and affordable hearing solutions. The Company's mission is to improve the quality of life of the 70 million people in North America and the 1.5 billion worldwide who suffer from hearing impairment and/or hearing-related issues.

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.

The Company conducts all of its operations from a commercial property in which it has 49% ownership. This property is located at 2151 Professional Drive, Roseville, CA., 95661. The Company leases this property on a month-to-month basis for \$12,000 per month.

6) Officers, Directors, and Control Persons

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

Name and 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
Matthew Moore	Director, CEO	Roseville, CA	19,020,000	Common	Less than 1%	
			300,000	Series B Preferred Stock	33.33%	See Note A below.
Kimberly Moore	Director, CFO	Granite Bay, CA	19,020,000	Common	Less than 1%	
			300,000	Series B Preferred Stock	33.33%	See Note A below.
Mark Moore	Director	Granite Bay, CA	19,020,000	Common	Less than 1%	
			300,000	Series B Preferred Stock	33.33%	See Note A below.
Note A	The holders of the Series B Preferred Stock shall have the voting rights equal to four times the sum of (1) the total number of shares of common stock outstanding plus (2) the total number of shares of the Series C Preferred Stock and Series D Preferred Stock outstanding. The shares of Series B Preferred Stock shall have the following rights of conversion: at any time, the holders, as a group, have the right to convert the shares of Series B Preferred Stock into the number of shares of common stock which equals approximately 80% of the then-outstanding shares of common stock.					

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Eric Newlan, Esq.
Firm: Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road, Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: Kory Kolterman, CPA, CISA, Partner
Firm: Fruci & Associates II, PLLC
Address 1: 802 N. Washington
Address 2: Spokane, Washington 99201
Phone: 509-624-9223
Email: kory_kolterman@fruci.com

Investor Relations

Name: Lisa Gray, Senior Account Manager
Firm: Skyline Corporate Communications Group, LLC
Address 1: One Rockefeller Plaza, 11th Floor
Address 2: New York, New York 10020
Phone: (646) 893-5835
Email: lisa@skylineccg.com

All other means of Investor Communication:

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

Other Service Providers

Provide the name of any other service provider(s) **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)²:

Name: **Kimberly Moore**
Title: **Chief Financial Officer**
Relationship to Issuer: **Director and CFO of the Company**

Describe the qualifications of the person or persons who prepared the financial statements: **Mrs. Moore is experienced in the collection of financial information and the preparation of financial statements.**

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

[CERTIFICATION PAGE FOLLOWS]

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Matthew Moore, certify that:

1. I have reviewed this Disclosure Statement for **InnerScope Hearing Technologies, 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.

Dated: March 31, 2023

/s/ Matthew Moore

Chief Executive Officer

Principal Financial Officer:

I, Kimberly Moore, certify that:

1. I have reviewed this Disclosure Statement for **InnerScope Hearing Technologies, 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.

Dated: March 31, 2023

/s/ Kimberly Moore

Chief Financial Officer

INNERSCOPE HEARING TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2022	2021
ASSETS		
Current Assets:		
Cash	\$ 76,573	\$ 176,507
Accounts receivable, allowance for doubtful accounts	2,927,706	80,812
Accounts receivable from related party	407,502	-
Employee advances	3,000	3,000
Prepaid expenses and other current assets	97,488	54,250
Inventory	4,296,252	850,884
Total current assets	7,808,521	1,165,453
Security deposits	-	-
Domain name	10,000	10,000
Other assets	925	-
Investment in subsidiary	-	-
Intangible assets, net of accumulated amortization	16,882,218	17,142,561
Goodwill	8,857,117	8,857,117
Property and equipment, net of accumulated depreciation	1,433,254	395,610
Operating leases right-of-use assets, net	-	70,638
Investment in undivided interest in real estate	1,214,603	1,225,485
Total assets	\$ 36,206,638	\$ 28,866,864
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Bank fees	\$ 59,573	\$ -
Accounts payable and accrued expenses	9,180,251	8,196,960
Accounts payable to related party	-	820,340
Notes payable - stockholder	95,800	95,800
Advances payable, stockholders	-	-
Current portion of convertible notes payable, net of discounts	-	1,151,156
Current portion of notes payable, net of deferred loan fees	-	-
Current portion of note payable - undivided interest in real estate	22,250	22,250
Loan payable	-	-
Note payable, other & related party	15,000	83,082
Customer deposits	10,925	13,321
Income taxes payable	-	-
Warranty Liability	11,528	11,528
Derivative liabilities	-	2,864,598
Operating lease liabilities, current portion	353,697	333,720
Total current liabilities	\$ 9,749,024	13,592,755
Long term portion of note payable- undivided interest in real estate	937,902	937,902
Economy Injury Disaster loan	150,539	150,000
Long-term portion of convertible notes payable	-	-
Other long-term liability	4,805,746	3,042,439
Line of Credit, net of discount	1,508,495	-
Operating lease liabilities, Less current portion	-	85,474
Total liabilities	\$ 17,151,706	17,808,570
Commitments and contingencies		
Stockholders' Equity:		
Preferred stock, \$0.0001 par value; 25,000,000 shares authorized;		
Series A preferred stock, par value \$0.0001, -0- (2022) and -0- (2021)	-	-
Series B preferred stock, par value \$0.0001, 900,000 (2022) and 900,000 (2021) shares authorized, and 900,000 (2022) and 900,000 (2021) shares issued and outstanding	90	90
Series C preferred stock, par value \$0.0001, 10,000,000 (2022) and 10,000,000 (2021) shares authorized, and 243,733 (2022) and 400,000 (2021) shares issued and outstanding	24	40
Common stock, \$0.0001 par value; 14,975,000,000 (2022) and 14,975,000,000 (2021) shares authorized and 8,528,457,060 (2022) and 6,660,204,050 (2021) shares issued and outstanding	852,848	666,023
Common stock to be issued, \$0.0001 par value, 2,415,671 (2022) and 513,923,937 (2021) shares	241	7,365,960
Additional paid-in capital	31,841,631	22,241,975
Accumulated deficit	(13,639,902)	(19,215,794)
Total stockholders' equity	19,054,932	11,058,294
Total Liabilities and Shareholder Equity	\$ 36,206,638	\$ 28,866,864

See notes to consolidated financial statements.

INNERSCOPE HEARING TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,	
	2022	2021
Revenues:		
Revenues, other	\$ 15,720,440	\$ 267,178
Refunds	436,113	(270,942)
Total revenues, net	15,284,327	(3,764)
Cost of sales		
Cost of sales, other	\$ 6,204,992	39,748
Total cost of sales	6,204,992	39,748
Gross profit	\$ 9,079,335	\$ (43,512)
Operating Expenses:		
Compensation and benefits	2,850,417	1,414,712
Advertising and promotion	2,727,945	168,714
Professional fees	635,488	555,359
Rent, including related party	367,118	206,526
Investor relations	96,950	122,170
Depreciation and Amortization expense	460,293	90,676
Research and Development	127,801	-
Other general and administrative	904,188	430,883
Total operating expenses	\$ 8,170,200	\$ 2,989,040
Profit (Loss) from operations	\$ 909,135	\$ (3,032,552)
Other Income (Expense):		
Other income		
Derivative income (loss)	\$ -	\$ 42,683,607
Gain (loss) on Fair Market Value of derivative liability	2,864,598	(38,795,839)
Gain (loss) on equity investment	(10,880)	2,247
Amortization of debt discount	(2,065,528)	(981,149)
Gain/Loss on debt extinguishment	4,821,096	687,530
Gain on lease termination	-	(19,212)
Loss on Right of Use Asset	-	(72,062)
Other income (expenses)	-	-
Loss on intangibles	-	-
Interest expense and finance charges	(942,529)	(438,204)
Total other income (expense), net	\$ 4,666,757	\$ 3,066,918
Earnings Before Taxes (loss)	\$ 5,575,892	\$ 34,366
Income tax provision	-	-
Net Income (Loss)	\$ 5,575,892	\$ 34,366
Basic and diluted income (loss) per share	\$ 0.001	\$ 0.000
Weighted average number of common shares outstanding		
Basic and diluted	6,923,148,540	2,501,258,405

See notes to consolidated financial statements.

INNERSCOPE HEARING TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,	
	2022	2021
Cash flows from operating activities:		
Net Income (Loss)	\$ 5,575,892	\$ 34,366
Adjustments to reconcile net income (loss) to net cash used in operations:		
Loss on fair value of derivatives	(2,864,598)	38,795,839
Derivative loss/(gain)	-	(42,683,607)
Amortization of debt discounts	2,065,528	1,495,415
Depreciation and amortization	460,292	90,676
Note penalties	47,840	33,470
(Gain) loss on investment in undivided interest in real estate	10,880	(2,247)
(Gain) loss on debt extinguishment	(4,821,096)	(982,568)
Gain on lease terminations	-	-
Stock based compensation	415,535	505,606
Changes in operating assets and liabilities:		
Accounts receivable	(2,846,893)	54,628
Employee advances	(44,163)	(37,001)
Inventory	(3,445,368)	(192,057)
Prepaid assets	-	-
Related party receivable	(407,502)	-
Accounts payable and accrued expenses	1,368,090	(513,826)
Related party payable	(820,340)	158,162
Customer deposits	(2,396)	13,924
Other liabilities	-	-
Operating lease liabilities	5,141	(69,757)
Net cash used in operating activities	(5,303,158)	(3,298,977)
Cash flows from investing activities:		
Changes in Equity Investment	-	4,495
Purchase of office and computer equipment	(1,237,593)	(415,494)
Acquisition of Hearing Assist II	-	(67,017)
Changes in intangibles	-	(78,458)
Net cash used in investing activities	(1,237,593)	(556,474)
Cash flows from financing activities:		
Proceeds from Economy Injury Disaster loan	-	150,000
Bank fees	59,573	(271)
Proceeds from issuance of common stock	350,000	300,000
Payments/Proceeds from convertible notes payable	1,679,842	1,834,713
Payments/Proceeds from loans	1,695,225	1,744,167
Proceeds from non-convertible notes payable	1,156,177	-
Proceeds from Line of Credit	1,500,000	-
Net cash provided by financing activities	6,440,817	4,028,609
Net increase (decrease) in cash and cash equivalents	(99,934)	173,158
Cash and cash equivalents, Beginning of period	\$ 176,507	\$ 3,349
Cash and cash equivalents, End of period	\$ 76,573	\$ 176,507
Supplemental disclosure of cash flow information:		
Cash paid for interest	16,574	-
Cash paid for income taxes	-	-
Schedule of non-cash Investing or Financing Activity:		
Conversion of notes payable and accrued interest in common stock	1,374,712	4,025,435
Preferred shares issued upon purchase of iHear assets	-	666,667
Common stock issued for acquisition of subsidiary	-	-
Operating lease right-of-use assets and liabilities	-	-
Intangible assets in accounts payable	-	-
Series B Preferred Stock issued for payment of related party liabilities	-	-

See notes to consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2022 and 2021

	Series C Preferred stock		Series B Preferred stock		Common stock		Common stock to be issued		Additional	Retained	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	deficit	Stockholders' Equity
Balances December 31, 2020	0	\$ 0	900,000	\$ 90	3,628,422,041	\$ 362,845	2,415,671	\$ 241	\$ 8,534,062	\$ (19,250,160)	(10,352,922)
Stock based compensation	-	-	-	-	52,124,378	5,212	-	-	500,394	-	505,606
Shares issued related to acquisition of Hearing Assist	-	-	-	-	591,209,963	59,121	511,508,266	7,365,719	8,454,302	-	15,879,142
Stock issued for cash	-	-	-	-	30,000,000	3,000	-	-	297,000	-	300,000
Common stock issued for convertible notes and accrued interest	-	-	-	-	2,358,447,668	235,845	-	-	3,789,590	-	4,025,435
Preferred shares issued upon purchase of iHear assets	400,000	40	-	-	-	-	-	-	666,627	-	666,667
Net Income for the period ended December 31, 2021	-	-	-	-	-	-	-	-	-	34,366	34,366
Balances December 31, 2021	400,000	\$ 40	900,000	\$ 90	6,660,204,050	\$ 666,023	513,923,937	\$ 7,365,960	\$ 22,241,975	\$ (19,215,794)	11,058,294
Shares issued for services	-	-	-	-	86,939,519	8,694	-	-	406,840	-	415,534
Shares issued for settlement of Accounts Payable	-	-	-	-	55,000,000	5,500	-	-	275,000	-	280,500
Stock issued for cash	-	-	-	-	35,000,000	3,500	-	-	346,500	-	350,000
Cancellation of shares	-	-	-	-	(216,000,000)	(21,600)	-	-	21,600	-	-
Common stock issued for convertible notes and accrued interest	-	-	-	-	955,170,683	95,517	-	-	1,279,195	-	1,374,712
Common stock issued upon conversion of preferred shares	(156,267)	(16)	-	-	440,634,542	44,063	-	-	(44,047)	-	-
Issuance of additional shares as part of the contingency clause upon acquisition of Hearing Assist II	-	-	-	-	511,508,266	51,151	(511,508,266)	(7,365,719)	7,314,568	-	-
Net Income for the period ended December 31, 2022	-	-	-	-	-	-	-	-	-	5,575,892	5,575,892
Balances December 31, 2021	243,733	\$ 24	900,000	\$ 90	8,532,457,061	\$ 852,848	2,415,671	\$ 241	\$ 31,841,631	\$ (13,639,902)	19,054,932

See notes to consolidated financial statements.

INNERSCOPE HEARING TECHNOLOGIES, INC

Notes to the Financial Statements

December 31, 2022 (Unaudited)

THE COMPANY

InnerScope Hearing Technologies, Inc. ("Company," "InnerScope") is a Nevada Corporation incorporated on June 15, 2012, with its principal place of business in Roseville, California. The Company was originally named InnerScope Advertising Agency, Inc. and was formed to provide advertising and marketing services to retail establishments in the hearing device industry. On August 25, 2017, the Company changed its name to InnerScope Hearing Technologies, Inc. to better reflect the Company's current direction as a hearing health technology company that manufactures, develops, distributes, and sells numerous innovative hearing health-related products, hearing treatments, and hearing solutions direct to consumer (DTC) with a scalable business model.

The Company is a manufacturer and a distributor/retailer of Direct-to-Consumer ("DTC") FDA (Food and Drug Administration) registered hearing aids, personal sound amplifier products (PSAPs), hearing-related treatment therapies, doctor-formulated dietary hearing supplements. The Company's mission is to improve the quality of life of the 70 million people in North America and the 1.5 billion people worldwide who suffer from hearing impairment and/or hearing-related issues. The management team of InnerScope is applying decades of industry experience and believes it is well-positioned with its innovative in-store point-of-sale Free Self-Check Hearing Screening Kiosks ("Hearing Kiosks") to directly benefit when the Over-the-Counter (OTC) Hearing Aid Act (the "OTC Hearing Aid Law") becomes enacted (expected in late 2020) (the OTC Hearing Aid Law allows OTC hearing aids for mild to moderate hearing losses to be sold in retail stores without having to see a professional). The Hearing Kiosk is designed for the tens of millions of Americans with undetected/untreated mild-to-moderate hearing losses to treat themselves with the Company's easy, convenient, and affordable hearing products. The Company's Hearing Products and its business model break through the persistent barriers that prevent access to effective hearing solutions. The Company's recent acquisition of iHear Medical Inc., a DTC cloud-based hearing solution provider, gives the Company access to over 40 patents and an FDA-registered manufacturing and R&D facility. In addition, the Company has acquired HearingAssist, an established leader in the direct-to-consumer hearing aid market with a customer base of over 400,000. These acquisitions, combined with a partnership with Atlazo Inc., a semiconductor innovator for next-generation AI smart devices, will allow the Company to take the lead position in the direct-to-consumer hearing solutions market by selling innovated proprietary advanced hearing products through Walmart and other major Big Box retailers. The Company's full line of Hearing Health products is currently available through multiple retail/wholesale channels: Walmart.com, RiteAid.com, Amazon.com, Giant Eagle, Hy-Vee, Hartig Drug, Food City, and Cardinal Health dba RGH Enterprises Inc., which provides products to FSASore.com, HSASore.com, and WellDeservedHealth.com, with additional retailers and distribution points launching in the near future.

SIGNIFICANT ACCOUNTING POLICIES

The Company's accounting policies conform to the United States' generally accepted accounting principles and have been consistently applied in the preparation of these financial statements. The financial statements included herein have not been audited by an independent registered public accounting firm but include all adjustments (including normal, recurring entries), which are, in the opinion of management, necessary for a fair presentation of the results for such periods.

GENERAL PRINCIPLES

a) Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosure. Accordingly, actual results could differ from those estimates.

b) Revenue Recognition

The Company recognizes revenue when earned in accordance with SEC Staff Accounting Bulletin No 101. "Revenue Recognition in Financial Statements."

c) Cash and Cash Equivalents

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

CONVERTIBLE NOTES PAYABLE

On February 5, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$195,000. The Note matures on February 5, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on February 5, 2021, when the Company received proceeds of \$176,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end December 31, 2022.

On February 25, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$165,000. The Note matures on February 25, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on February 25, 2021, when the Company received proceeds of \$155,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end December 31, 2022.

On April 6, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$165,000. The Note matures on April 6, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on April 6, 2021, when the Company received proceeds of \$155,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end December 31, 2022.

On July 7, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$165,000. The Note matures on July 6, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on July 7, 2021, when the Company received proceeds of \$155,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end December 31, 2022.

On August 25, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$165,000. The Note matures on August 25, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on August 25, 2021, when the Company received proceeds of \$155,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end December 31, 2022.

On September 20, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$165,000. The Note matures on September 20, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on October 13, 2021, when the Company received proceeds of \$155,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end March 31, 2022.

On October 13, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$330,000. The Note matures on October 13, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on October 13, 2021, when the Company received proceeds of \$310,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end March 31, 2022.

On November 9, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$266,000. The Note matures on November 9, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on November 9, 2021, when the Company received proceeds of \$250,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end March 31, 2022.

On November 15, 2021, the Company sold 30 million shares for aggregate proceeds of \$300,000, of which a portion of the proceeds was utilized to pay principal and interest on an outstanding convertible loan in the aggregate amount of approximately \$70,000.

On December 21, 2021, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$266,000. The Note matures on December 21, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on December 21, 2021, when the Company received proceeds of \$200,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end March 31, 2022.

On January 13, 2022, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$158,000. The Note matures on January 13, 2023, has a stated interest of 8%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 70% of the lowest closing bid price for the 15 days prior to conversion. The Note was funded on January 13, 2021, when the Company received proceeds of \$150,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end March 31, 2022.

On September 30, 2021, the Company issued a convertible redeemable note (the "Note") with a face value of \$1,000,000 as part of consideration for purchased assets (see discussed below). The Note matures on September 30, 2023, has a stated interest of 5%, and is convertible at any time following the funding of such Note into a variable number of the Company's common stock, based on a conversion ratio of 90% of the lowest closing bid price for the 5 days prior to conversion. The loan was fully converted during period end December 31, 2022.

On January 28, 2022, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$262,000. The Note matures October 28, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note at a set price of \$0.01 per shares. The Note was funded on January 28, 2022, when the Company received proceeds of \$250,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending June 30, 2022, principal and accrued interest on this note was forgiven.

On February 28, 2022, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$262,000. The Note matures November 18, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note at a set price of \$0.01 per shares. The Note was funded on February 28, 2022, when the Company received proceeds of \$250,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On March 11, 2022, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$262,000. The Note matures December 11, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note at a set price of \$0.01 per shares. The Note was funded on March 11, 2022, when the Company received proceeds of \$250,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On March 30, 2022, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$262,000. The Note matures December 31, 2022, has a stated interest of 8%, and is convertible at any time following the funding of such Note at a set price of \$0.01 per shares. The Note was funded on March 30, 2022, when the Company received proceeds of \$250,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On April 13, 2022, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$262,000. The Note matures January 23, 2023 has a stated interest of 6%, and is convertible at any time following the funding of such Note at a set price of \$0.01 per shares. The Note was funded on April 13, 2022, when the Company received proceeds of \$250,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On May 24, 2022, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$330,000. The Note matures February 24, 2023, has a stated interest of 8%, and is convertible at any time following the funding of such Note at a set price of \$0.01 per shares. The Note was funded on May 24 2022, when the Company received proceeds of \$300,000 after disbursements for the lender's transaction costs, fees, and expenses. The loan was fully forgiven during period end December 31, 2022.

CONVENTIONAL NOTES PAYABLE

On April 29, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$262,000. The Note matures April 29, 2023, has a stated interest of 8% The Note was funded on April 29, 2022, when the Company received proceeds of \$262,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On June 8, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$162,500. The Note matures June 8, 2023, has a stated interest of 8%. The Note was funded on June 8, 2022, when the Company received proceeds of \$150,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On June 13, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$265,625. The Note matures June 13, 2023, has a stated interest of 8% The Note was funded on June 13, 2022, when the Company received proceeds of \$255,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On June 21, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$91,750. The Note matures June 21, 2023, has a stated interest of 8% The Note was funded on June 21, 2022, when the Company received proceeds of \$85,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On June 23, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$113,335. The Note matures June 23, 2023, has a stated interest of 8% The Note was funded on June 23, 2022, when the Company received proceeds of \$105,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On May 24, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$600,000. The Note matures May 24, 2023, has a stated interest of 10%. The Note was funded on May 24, 2022, when the Company received proceeds of \$600,000. The note is secured by all company's assets. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On May 24, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$600,000. The Note matures May 24, 2023, has a stated interest of 10%. During period end June 30, 2022, Company received funds in the amount of \$300,000. During period end September 30, 2022, Company received remaining amount of \$300,000. The note is secured by the real property. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On July 11, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$91,750. The Note matures July 11, 2023, has a stated interest of 10%. During period end September 30, 2022. Company received funds in the amount of \$85,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On July 21, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$124,125. The Note matures July 21, 2023, has a stated interest of 10%. During period end September 30, 2022. Company received funds in the amount of \$115,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

On August 4, 2022, the Company issued to a third-party investor a conventional note payable(the "Note") with a face value of \$124,125. The Note matures August 4, 2023, has a stated interest of 10%. During period end September 30, 2022. Company received funds in the amount of \$115,000 after disbursements for the lender's transaction costs, fees, and expenses. During period ending September 30, 2022, principal and accrued interest on this note was forgiven.

INVESTMENT IN UNDIVIDED INTEREST IN REAL ESTATE

On May 9, 2017, the Company and LLC1 purchased certain real property from an unaffiliated party. The Company and LLC1 have agreed that the Company purchased and owns 49% of the building, and LLC1 purchased and owns 51% of the building. The contracted purchase price for the building was \$2,420,000, and the total amount paid at closing was \$2,501,783, including fees, insurance, interest, and real estate taxes. In addition, the Company paid for their building interest by delivering cash at closing of \$209,971 and being a co-borrower on a note in the amount of \$2,057,000, of which the Company has agreed with LLC1 to pay \$1,007,930.

BUSINESS ACQUISITION

ASC Topic 805, "Business Combinations," requires that all business combinations be accounted for using the acquisition method and that certain identifiable intangible assets acquired in a business combination be recognized as assets apart from goodwill. ASC Topic 350, "Intangibles-Goodwill and Other" ("ASC 350"), requires goodwill and other identifiable intangible assets with indefinite useful lives not to be amortized, such as trade names, but instead tested at least annually for impairment and be written down if impaired. ASC 350 requires that goodwill be allocated to its respective reporting unit and that identifiable intangible assets with finite lives be amortized over their useful lives.

On November 22, 2021, the Company purchased Hearing Assist II, LLC. The Company acquired 100% interest in the entity for a total consideration of 591,209,963 common shares valued at \$8,513,423 on the day of purchase. As part of the acquisition, the Company assumed assets in the amount of \$15,713,000, consisting of trademarks, domains, customer lists, customer contracts, licenses, royalties, other contracts, and liabilities in the amount of \$7,199,678.

ASSET PURCHASE

On September 30, 2021, the Company entered into an Asset Purchase agreement with iHear Medical, Inc. pursuant to which the Company received a number of intangible assets, equipment, customer database and inventory for a total consideration of 400,000 preferred series C shares and \$1,000,000 convertible note. Preferred shares valued at \$666,667 on the day of purchase. As part of the acquisition, the Company assumed assets in the amount of \$1,666,667, consisting of inventory, equipment, customer lists, patents and other technology based intangibles.

NOTE PAYABLE - UNDIVIDED INTEREST IN REAL ESTATE

On May 9, 2017, the Company and LLC1 purchased certain real property from an unaffiliated party. The Company and LLC1 have agreed that the Company purchased and owns 49% of the building, and LLC1 purchased and owns 51% of the building. The contracted purchase price for the building was \$2,420,000, and the total amount paid at closing was \$2,501,783, including fees, insurance, interest, and real estate taxes. The Company is a co-borrower on a \$2,057,000 Small Business Administration Note (the "SBA Note"). The SBA Note carries a 25-year term, with an initial interest rate of 6% per annum, adjustable to the Prime interest rate plus 2%, and is secured by a first position Deed of Trust and business assets located at the property. The Company initially recorded a liability of \$1,007,930 for its portion of the SBA Note, with the offset being to Investment in undivided interest in real estate on the balance sheet presented herein.

DERIVATIVE LIABILITY

The Company determined that the conversion features of the convertible notes represented embedded derivatives since the Notes are convertible into a variable number of shares upon conversion. Accordingly, the notes are not considered to be conventional debt under EITF 00-19, and the embedded conversion feature is bifurcated from the debt host and accounted for as a derivative liability. Accordingly, the fair value of these derivative instruments is recorded as liabilities on the consolidated balance sheet, with the corresponding amount recorded as a discount to each Note, with any excess of the fair value of the derivative component over the face amount of the Note recorded as an expense on the issue date. Such discounts are amortized from the date of issuance to the maturity dates of the Notes. The change in the fair value of the derivative liabilities is recorded in other income or expenses in the condensed consolidated statements of operations at the end of each period, with the offset to the derivative liabilities on the balance sheet.

GOING CONCERN

The accompanying unaudited condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which assumes the realization of assets and satisfaction of liabilities and commitments in the normal course of business. The Company has an accumulated deficit of \$13,639,902 as of December 31, 2022. This raises doubt about the Company's ability to continue as a going concern and to operate in the normal course of business. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from this uncertainty.

SUBSEQUENT EVENT

Regulation A Offering

On March 23, 2023, the Company's Offering Statement on Form 1-A (the "Reg A Offering") was qualified by the SEC (SEC File No. 024-12138), with respect to 2,000,000,000 shares of the Company's common stock at an initial offering price is \$0.003 per share. The Company has sold a total of 83,333,333 shares of common stock for a total of \$250,000 in cash.

[END OF ANNUAL REPORT]