

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

## **Tonner-One World Holdings, Inc.**

6725 S Fry Rd, Suite 321  
Katy, TX 77494

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+ 281-716-5006  
info@tonnerow.com  
SIC Code: 5112

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

5,557,649,002 as of 12/31/2022

3,148,959,837 as of 12/31/2021

### **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 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.

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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.

The current name of the issuer is Tonner-One World Holdings, Inc.

The issuer was incorporated on 12/30/1985, pursuant to the laws of the State of Nevada, under the name Cape Cod Investment Company. The name was changed to Cape Cod Ventures, Inc on 4/13/1987. The name was amended to Environmental Safeguards, Inc on 5/19/93. The name changed to One World Holdings, Inc 7/15/2011, and amended to Tonner-One World Holdings, Inc on 4/1/2016.

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 issuer was incorporated on 12/30/1985, pursuant to the laws of the State of Nevada. There have been no changes to the state of incorporation in the last five years.

The issuer's current standing is 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:

Tonner-One World Holdings, inc.  
6725 S Fry Rd Suite 321  
Katy, TX 77494

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:*

Tonner-One World Holdings, inc.  
6725 S Fry Rd Suite 321  
Katy, TX 77494

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**

\_\_\_\_\_ Colonial Stock Transfer Company, Inc  
Phone: (801) 355-5740  
Email: issuers@colonialstock.com  
Address: 7840 S 700 E, Sandy, UT 84070

### **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:	<u>TONR</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>890307101</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>5,978,000,000</u> as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>5,557,649,002</u> as of date: <u>12/31/2022</u>
Total number of shareholders of record:	<u>261</u> as of date: <u>12/31/2022</u>

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

Trading symbol:	<u>TONR</u>
Exact title and class of securities outstanding:	<u>Series AA Convertible Preferred Stock</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>0.001</u>
Total shares authorized:	<u>10,000,000</u> as of date: <u>12/31/2022</u>
Total shares outstanding:	<u>186,000</u> as of date: <u>12/31/2022</u>

### **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.**

One share of TONR common stock is equal to one vote. No dividends. No preemption rights associated with the common stock.

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

No dividends are associated with the preferred stock. One share of TONR convertible preferred stock is equal to 10,000 shares of common stock. Voting rights are equal to the number of common shares represented by each share of preferred stock. There is no redemption or sinking fund provisions.

**3. Describe any other material rights of common or preferred stockholders.**

None

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

### **3) Issuance History**

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

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

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <div style="text-align: right;">Opening Balance</div> Date <u>12/31/2020</u> Common: <u>1,647,989,837</u> Preferred: <u>186,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
5/5/21	New Issuance	163,085,210	Common	.00025	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
5/20/21	New Issuance	74,680,438	Common	.0007	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
5/24/21	New Issuance	109,718,749	Common	.00115	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
6/14/21	New Issuance	101,864,349	Common	.0008	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
6/16/21	New Issuance	46,257,414	Common	.0008	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
6/22/21	New Issuance	126,256,281	Common	.0008	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
6/28/21	New Issuance	100,175,517	Common	.0005	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
7/19/21	New Issuance	153,734,548	Common	.00025	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
8/9/21	New Issuance	177,766,626	Common	.00025	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
8/16/21	New Issuance	91,794,280	Common	.0002	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption

9/2/21	New Issuance	229,014,504	Common	.00025	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
9/15/21	New Issuance	126,622,367	Common	.0002	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
3/3/22	New Issuance	101,842,591	Common	.0002	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
3/3/22	New Issuance	211,474,411	Common	.0002	Yes	Union Capital, LLC (Yanky Borenstein)	Debt Conversion	Restricted	Rule 144 Exemption
3/9/22	New Issuance	163,769,863	Common	.0001	Yes	Tavares Davis	Debt Conversion	Restricted	Rule 144 Exemption
6/7/22	New Issuance	177,700,000	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
7/18/22	New Issuance	186,380,000	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
7/26/22	New Issuance	195,000,000	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
8/4/22	New Issuance	196,000,000	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
8/16/22	New Issuance	202,000,000	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
8/24/22	New Issuance	161,599,300	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
8/30/22	New Issuance	174,783,600	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
9/7/22	New Issuance	232,492,000	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
11/28/22	New Issuance	141,647,400	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption
12/21/22	New Issuance	264,000,000	Common	.0001	Yes	Trent Daniel	Debt Conversion	Restricted	Rule 144 Exemption

Shares Outstanding on Date of This Report:

Ending Balance:

Ending Balance:

Date 12/31/22

Common: 5,557,649,002

Preferred: 186,000

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

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

## B. Promissory and Convertible Notes

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

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
5/24/21	150,000	150,000	39,797	5/24/22	\$0.001	Union Capital LLC (Yanky Borenstein)	Convertible Loan
3/4/22	10,000	10,000	993	3/4/23	\$0.0005	Union Capital LLC (Yanky Borenstein)	Convertible Loan
3/10/22	40,000	40,000	3,893	3/10/23	\$0.0005	Union Capital LLC (Yanky Borenstein)	Convertible Loan
4/26/22*	3,000	3,000	297	4/26/23	\$0.0005	Steven Widrig	Convertible Loan
6/3/22**	3,720	21,421	301	6/3/23	\$0.0001	Trent Daniel	Convertible Loan
8/31/22***	300,967	350,662	1,154	8/31/23	\$0.0001	Trent Daniel	Convertible Loan

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

\*Note inadvertently omitted from June 30, 2022 report.

\*\*Note purchased from a previous Tonner-One World Note Holder, Original note date 3/1/15

\*\*\*Note purchased from a previous Tonner-One World Note Holder, Original note date 7/2/15

The above table reflects loans issued since 12/31/2020. Outstanding loan balance as of 12/31/2022 is \$2,783,223.

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

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

We are a Development stage Company. Tonner-One World is currently focused on research and development of Tradescore software to assist individual traders in automating their trading experience for purchasing stocks.

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

N/A

C. Describe the issuers' principal products or services.

The company is currently in the design and development phase of its Tradescore software and the launch of its [tradescorepro.com](http://tradescorepro.com) website.

## 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's current place of business is 6725 S Fry Rd Suite 321, Katy, TX 77494

## 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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Corinda Joanne Melton</u>	<u>President, CEO, Treasurer, Secretary, Director</u>	<u>Katy, TX</u>	<u>126,000</u>	<u>Preferred</u>	<u>67.74</u>	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

## 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);

No

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;

No

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

No

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.

No

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.

N/A

## 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).

Jeff Turner

Firm: JDT Legal, PLLC  
Address 1: 897 W Baxter Dr  
Address 2: South Jordan, UT 84095  
Phone: (801) 810-4465  
Email: [jeff@jdt-legal.com](mailto:jeff@jdt-legal.com)

Name: Vic Devlaeminck  
Firm: Vic Devlaeminck, Attorney-CPA  
Address 1: 100013 N.E. Hazel Dell Ave



Address 2: Vancouver, WA 98685  
Phone: (503) 806-3533  
Email: [vic@vicdevlaeminck.com](mailto:vic@vicdevlaeminck.com)

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### *All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## **9) Financial Statements**

A. The following financial statements were prepared in accordance with:

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Corinda J Melton  
Title: CEO  
Relationship to Issuer: CEO

Describe the qualifications of the person or persons who prepared the financial statements: Accountant

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

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

## 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, Corinda Joanne Melton certify that:

1. I have reviewed this Annual Disclosure Statement for Tonner-One World Holdings, 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.

4/14/2023

/s/ Corinda Joanne Melton

### *Principal Financial Officer:*

I, Corinda Joanne Melton certify that:

1. I have reviewed this Annual Disclosure Statement for Tonner-One World Holdings, 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.

4/14/2023

/s/ Corinda Joanne Melton

Treasurer, Chief Financial Officer

# **TONNER-ONE WORLD HOLDINGS, INC.**

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**TONNER-ONE WORLD HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
<hr/>		
<b>ASSETS</b>		
Current assets:		
Cash	\$ -	\$ -
Prepaid expenses and other current assets	\$ -	\$ -
	<hr/>	
Total current assets	-	-
	<hr/>	
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Convertible Debentures, net of discount	2,783,223	2,748,116
Other Liabilities	4,394,475	4,394,475
Current Liabilities	3,889,042	3,889,042
	<hr/>	
Total Liabilities	11,066,740	11,031,633
Stockholders' deficit:		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized:	-	-
Series BB, 186,000	186	186
Common stock, \$0.001 par value, 5,768,649,002 shares authorized, 3,148,959,837 and 5,557,649,002 shares issued and outstanding, respectively	555,765	314,896
Additional paid-in capital	10,538,467	10,746,694
Accumulated deficit	(27,678)	(25,143)
	<hr/>	
Total stockholders' deficit	(11,066,740)	(11,031,633)
	<hr/>	
Total	\$ -	\$ -
	<hr/>	
	<hr/>	
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See notes to consolidated financial statements

**TONNER-ONE WORLD HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

	<b>Years Ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Sales	\$ -	\$ -
Cost of sales	-	-
Gross profit	-	-
Operating expenses:		
Selling, general and administrative	-	-
Research and development	-	-
Depreciation	-	-
Total operating expenses	-	-
Loss from operations	-	-
Other income (expense):		
Interest expense	-	-
Loss on derivative liability	-	-
Gain on debt payable in shares	-	-
Gain (loss) on debt settlement	-	-
Total other expense	-	-
Loss before income taxes	-	-
Provision for income taxes	-	-
Net loss	-	-
Net loss per common share - basic and diluted	-	-
Weighted average common shares outstanding - basic and diluted	5,557,649,002	3,148,959,837

See notes to consolidated financial statements

**TONNER-ONE WORLD HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**  
**(UNAUDITED)**

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance- December 31, 2020	186,000	\$ 186	2,793,322,966	2,793,323	11,317,926	\$ (25,143,068)	\$0
	-	-	-	-	-	-	-
Balance January 31, 2021	186,000	\$ 186	2,793,322,966	2,793,323	11,317,926	\$ (25,143,068)	\$0
	-	-	-	-	-	-	-
Net Income(Loss) – December 31, 2021	-	-	-	-	-	-	\$0
Balance - December 31, 2021	186,000	\$ 186	2,793,322,966	2,793,323	11,317,926	\$ (25,143,068)	\$0
Balance, January 31, 2022	186,000	\$ 186	3,148,959,837	3,148,960	11,317,926	\$ (25,143,068)	\$0
	-	-	-	-	-	-	-
Net Income(Loss) – March 31, 2022	186,000	186	3,626,046,702	3,626,047	12,347,497	\$ (24,860,988)	\$0
	-	-	-	-	-	-	-
Net Income(Loss) – June 30, 2022	-	-	-	-	-	-	\$0
	-	-	-	-	-	-	-
Balance, June 30, 2022	\$ 186,000	\$ 186	3,803,746,702	3,803,747	12,395,206	\$ (23,533,707)	\$0
	-	-	-	-	-	-	-
Net Income(Loss) – Sept 30, 2022	-	-	-	-	-	-	\$0
	-	-	-	-	-	-	-
Balance, Sept 30, 2022	\$ 186,000	\$ 186	5,152,001,602	5,152,002	31,520,001	\$ (23,622,000)	\$0
	-	-	-	-	-	-	-
Net Income(Loss) – Dec 31, 2022	-	-	-	-	-	-	\$0
	-	-	-	-	-	-	-
Balance, Dec 31, 2022	\$ 186,000	\$ 186	5,557,649,002	5,557,649	31,576,490	\$ (27,678,489)	\$0

See notes to consolidated financial statements

**TONNER-ONE WORLD HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	<b>Years Ended December 31,</b>	
	<b>2020</b>	<b>2021</b>
Cash flows from operating activities		
Net income (loss)	\$ -	\$ -
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense		
Loss on derivative liability		
Amortization of prepaid consulting services		
Amortization of debt discount to interest expense		
Gain on debt payable in shares		
Loss (gain) on debt settlement		
Common stock issued for services		
Non-cash interest expense		-
Debt issued for services	-	
Options issued for services	-	
Preferred stock issued for services	-	
(Increase) Decrease in:		
Accounts receivable		
Inventories		
Prepaid expenses and other current assets		
Increase in:		
Accounts payable and accrued expenses		
Accrued interest and penalties payable		
Net cash used in operating activities		
Cash flows from investing activities:		
Purchase of property and equipment		-
Net cash used in investing activities		-
Cash flows from financing activities:		
Proceeds from convertible debentures		
Proceeds from notes payable		
Proceeds from stockholder advances		
Payments on convertible debentures		
Payments on notes payable		
Payments on stockholder advances		
Net cash provided by financing activities		
Net increase (decrease) in cash		
Cash, beginning of year		
Cash, end of year	\$ -	\$ -

See notes to consolidated financial statements



**TONNER-ONE WORLD HOLDINGS, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**  
(Unaudited)

**NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS**

Tonner-One World Holdings, INC. (the “Company”, “we”, “us” or “our”), a Nevada corporation, has a fiscal year end of December 31 and is listed on the OTC Pink Markets under the trading symbol TONR.

The Company has no current revenues.

On May 24, 2021, the corporation’s charter was reinstated, and all required reports were filed with the state of Nevada soon after, and the par value of the Company’s common stock was changed from \$0.0025 to \$0.001. The Company remains active as of the date of this report and is currently taking steps to provide adequate current public information to meet the requirements under the Securities Act of 1933.

Tonner-One World Holdings, Inc. (the "Company"), a Nevada Corporation, is a Houston-based company. Effective April 8, 2016, the name of the Company was changed from One World Holdings, Inc. to Tonner-One World Holdings, Inc.

The company incurred operating losses in 2015 and other previous years resulting in accumulated deficit of \$25,143,068 as of June 30, 2016. By June 4, 2021, the Company filed Form 15-12G with the SEC to terminate its reporting obligations under the 1934 Act.

The company intends to acquire and manage operating businesses in the Software Development and Software Publishing sectors.

**NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN**

Basis of Presentation

The Company has earned insignificant revenues from limited principal operations. Accordingly, the Company’s activities have been accounted for as those of a “Development Stage Enterprise” as set forth in Financial Accounting Standards Board Statement No. 7 (“SFAS 7”). Among the disclosures required by SFAS 7 are that the Company’s financial statements be identified as those of a development stage company, and that the statements of operations, stockholders’ equity (deficit) and cash flows disclose activity since the date of the Company’s inception.

Basis of Accounting

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. All intercompany transactions have been eliminated.

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 no revenues with an accumulated deficit of \$27,678,489 as of December 31, 2022. The Company intends to commence operations as set out below and raise the necessary funds to carry out the aforementioned strategies. The Company cannot be certain that it will be successful in these strategies even with the required funding.

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.

### **NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES**

#### Use of Estimates

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

#### Cash and Cash Equivalents

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 three months or less.

#### Financial Instruments

The FASB issued ASC 820-10, Fair Value Measurements and Disclosures, for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

#### 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. 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.

#### Foreign Currency Translation

The accounts of the Company are accounted for in accordance with the Statement of Financial Accounting Standards No. 52 ("SFAS 52"), "Foreign Currency Translation". The financial statements of the Company are translated into US dollars as follows: assets and liabilities at year-end exchange rates; income, expenses and cash flows at average exchange rates; and shareholders' equity at historical exchange rate.

Monetary assets and liabilities, and the related revenue, expense, gain and loss accounts, of the Company are remeasured at year-end exchange rates. Non-monetary assets and liabilities, and the related revenue, expense, gain and loss accounts are re-measured at historical rates. Adjustments which result from the re-measurement of the assets and liabilities of the Company are included in net income.

#### 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 ASC 505-50, Equity – Based Payments to Non-Employees. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

As of December 31, 2022 and 2021, respectively, there was \$0.00 of unrecognized expense related to non-vested stock based compensation arrangements granted. There have been no options granted during the three months ended December 31, 2022 and 2021, respectively.

#### 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 offset by a 100% valuation allowance, therefore there has been no recognized benefit as of December 31, 2022 and 2021, respectively. Further it is unlikely with the change of control that the Company will have the ability to realize any future tax benefits that may exist.

#### 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.

#### Earnings Per Share

Net income (loss) per share is calculated in accordance with ASC 260, Earnings Per Share. The weighted-average number of common shares outstanding during each period is used to compute basic earnings or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding at December 31, 2022 and 2021. Due to net operating loss, there is no presentation of dilutive earnings per share, as it would be anti-dilutive.

#### Forgiveness of Indebtedness

The Company follows the guidance of AS 470.10 related to debt forgiveness and extinguishment. Debts of the Company are considered extinguished when the statute of limitations in the applicable jurisdiction expires or when terminated by judicial authority such as the granting of a declaratory judgment. Debts to related parties or shareholders are treated as capital transactions when forgiven or extinguished and credited to additional paid in capital. Debts to non-related parties are treated as other income when forgiven or extinguished.

#### Recent Accounting Pronouncements

We have reviewed all the recently issued, but not yet effective, accounting pronouncements and we do not believe any of these pronouncements will have a material impact on the Company.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815), which changes both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results, in order to better align an entity's risk management activities and financial reporting for hedging relationships. The amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. FASB ASU No. 2017-12 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. We are still evaluating the impact that this guidance will have on our financial position or results of operations, and we have not yet determined whether we will early adopt FASB ASU No. 2017-12.

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This guidance changes how companies account for certain aspects of share-based payments to employees. Among other things, under the new guidance, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in-capital ("APIC"), but will instead record such items as income tax expense or benefit in the income statement, and APIC pools will be eliminated. Companies will apply this guidance prospectively. Another component of the new guidance allows companies to make an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards, whereby forfeitures can be estimated, as required today, or recognized when they occur. If elected, the change to recognize forfeitures when they occur needs to be adopted using a modified retrospective approach. All of the guidance will be effective for the Company in the fiscal year beginning January 1, 2018. Early adoption is permitted. The Company is currently evaluating the impact of this guidance, if any, on its financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which establishes new accounting and disclosure requirements for leases. FASB ASU No. 2016-02 requires lessees to classify most leases as either finance or operating leases and to initially recognize a lease liability and right-of-use asset. Entities may elect to account for certain short-term leases (with a term of 12 months or less) using a method similar to the current operating lease model. The statements of operations will include, for finance leases, separate recognition of interest on the lease liability and amortization of the right-of-use asset and for operating leases, a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. While we are in the early stages of our implementation process for FASB ASU No. 2016-02, and have not yet determined its impact on our financial position or results of operations, these leases would potentially be required to be presented on the balance sheet in accordance with the requirements of FASB ASU No. 2016-02. FASB ASU No. 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. FASB ASU No. 2016-02 must be applied using a modified retrospective approach, which requires recognition and measurement of leases at the beginning of the earliest period presented, with certain practical expedients available.

In July 2015, the FASB issued ASU No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. The guidance requires an entity to measure inventory at the lower of cost or net realizable value, which is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation, rather than the lower of cost or market in the previous guidance. This amendment applies to inventory that is measured using first-in, first-out (FIFO). This amendment is effective for public entities for fiscal years beginning after December 15, 2016, including interim periods within those years. A reporting entity should apply the amendments prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact of this guidance, if any, on its financial statements and related disclosures.

In June 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. generally accepted accounting principles when it becomes effective. In July 2015, the FASB deferred the effective date of the standard by an additional year; however, it provided companies the option to adopt one year earlier, commensurate with the original effective date. Accordingly, the standard will be effective for the Company in the fiscal year beginning January 1, 2018, with an option to adopt the standard for

the fiscal year beginning January 1, 2017. The Company is currently evaluating this standard and has not yet selected a transition method or the effective date on which it plans to adopt the standard, nor has it determined the effect of the standard on its financial statements and related disclosures.

#### **NOTE 4 - 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 of such an asset.

Deferred tax assets/liabilities were as follows as of December 31, 2022 and 2021:

<u>Description</u>	<u>31-Dec-22</u>	<u>31-Dec-21</u>
Net operating loss carry forward	29,702,923	25,143,068
Valuation allowance	(29,702,923)	(25,143,068)
	<hr/>	
<b>Total</b>	<b>\$ -</b>	<b>\$ -</b>

As of December 31, 2022, 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 during the year, and therefore no more than an insignificant portion of this net operating allowance will ever be used against future taxable income.

#### **NOTE 5 – NOTES PAYABLE – RELATED PARTIES**

The following notes payable were from related parties:

#### **NOTE 6 – NOTES PAYABLE**

None. Except for \$353,967 of the convertible notes payable, the rest are in default. Approximately \$10,978,633 of the notes payable and other liabilities are in default and in other delinquent status. The company is currently negotiating with the creditors to find ways to resolve the indebtedness.

#### **NOTE 7 - COMMITMENTS AND CONTINGENCIES**

##### Risks and Uncertainties

The Company's operations are subject to significant risks and uncertainties including financial, operational and regulatory risks, including the potential risk of business failure.

The Company has entered into no contracts during the year.

##### Legal and other matters

In the normal course of business, the Company may become a party to litigation matters involving claims against the Company. The Company's management is aware of a garnishment order that was previously served to the Company's Stock Transfer Agents. The Company's attorneys are reviewing the garnishment order to ascertain its implication to the company's financial statements. Aside from the court order discussed above, The Company's management is unaware of any pending or threatened assertions and there are no current matters that would have a material effect on the Company's financial position or results of operations.

## **NOTE 8 - SUBSEQUENT EVENTS**

Management has evaluated subsequent events through the date of filing the consolidated financial statements with OTC Markets, the date the consolidated financial statements were available to be issued. Management is not aware of any significant events that occurred subsequent to the balance sheet date that would have a material effect on the consolidated financial statements thereby requiring adjustment or disclosure, other than those noted below:

2/1/23 The Company's authorized shares were increased to 6,488,000,000

3/22/23 The Company's authorized shares were increased to 7,038,000,000

The Company has agreements in place and is continues to focus on fulfilling its promise to reduce debt in accordance with the 8K filed March 14, 2022. As of March 23, 2023, the Company has retired \$252,507 in principal.

Approximately \$16,000 was received in the first quarter of 2023.