

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

LiveWire Ergogenics, Inc.

A Nevada Corporation

1600 N Kraemer Blvd
Anaheim, CA 92806-1410

714-740-5144
info@livewireergogenics.com
SIC Code: 2060

Annual Report

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

As of December 31, 2022, the number of shares outstanding of our Common Stock was: 1,829,479,092
As of September 30, 2022, the number of shares outstanding of our Common Stock was: 1,812,479,092
As of December 31, 2021, the number of shares outstanding of our Common Stock was: 1,739,729,092

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Livewire Ergogenics, Inc. 9/20/2011 to current

1600 N Kraemer Blvd,

Anaheim CA 92806

SF Blu Vu, Inc 5/15/2009 to 9/20/2011

Semper Flowers, Inc. 10/9/2007 to 5/15/2009

Incorporated in Nevada on October 9, 2007, Status: Active

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:

1600 N Kraemer Blvd
Anaheim, CA 92806-1410

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

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

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

Yes: ☐ No: ☒

2) Security Information

Transfer Agent

Name: Continental Stock Transfer & Trust
Phone: 212-856-32183
Email: eyoung@continentalstock.com
Address: 1 State Street, 30th Floor
New York
NY 10004-1561

Is the Transfer Agent registered under the Exchange Act?² Yes: ☒ No: ☐

Publicly Quoted or Traded Securities:

Trading symbol:	LVVV	
Exact title and class of securities outstanding:	Common	
CUSIP:	53838A 104	
Par or stated value:	\$0.0001	
Total shares authorized:	2,000,000,000	as of date: 12/31/2022
Total shares outstanding:	1,829,479,092	as of date: 12/31/2022
Number of shares in the Public Float ³ :	827,665,236	as of date: 12/31/2022
Total number of shareholders of record:	6,651+	as of date: 12/31/2022

All additional class(es) of publicly traded securities (if any): NONE

Other classes of authorized or outstanding equity securities:

Trading symbol:	n/a	
Exact title and class of securities outstanding:	Class B Preferred	
CUSIP:	n/a	
Par or stated value:	\$0.0001	
Total shares authorized:	100,000	as of date: 12/31/2022.
Total shares outstanding:	32,820	as of date: 12/31/2022

Trading symbol:	n/a	
Exact title and class of securities outstanding:	Class C Preferred	
CUSIP:	n/a	
Par or stated value:	\$0.0001	
Total shares authorized:	75	as of date: 12/31/2022
Total shares outstanding:	75	as of date: 12/31/2022

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.

Each share of Common Stock is entitled to convert into one (1) share of regular common stock at any time at the option of the holder and to cast two hundred (200) votes on all matters as to which holders of the common stock, voting together as a class, are entitled to vote; the shares have no preemptive rights and no dividend payment.

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

Each outstanding share of Series B Preferred Stock shall vote with the common stock on all matters. The shares of Series B Preferred Stock shall (i) have a liquidation preference of \$1.00 per share; (ii) accrue, earn, or participate in any dividends on the common stock; and (iii) shall be subject to redemption by the Corporation.

Each share of Series C Preferred has the right to convert into 8,000 shares of the Company's common stock and have a liquidation preference of \$200. Additionally, the Series C Preferred is allowed to vote on all matters that the Company's shareholders are permitted to vote upon, equal to .7% of all outstanding securities eligible to vote at the time of such shareholder action for each share of Series C Preferred.

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

NONE

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

NONE

3) Issuance History

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)

<div> <div>Number of Shares outstanding as of <u>December 31, 2020</u></div> <div> <u>Opening Balance:</u> Common: 1,232,544,557 Preferred: 32,895 </div> </div>									
Date of Transaction	Transaction type (e.g. new, issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	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	Individual/ Entity Shares were issued to (entities must have individuals 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?
<u>1/28/21</u>	<u>New</u>	<u>18,181,819</u>	<u>Com</u>	<u>.0055</u>	<u>No</u>	<u>GPL Ventures/ Alexander Dillon</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>2/16/21</u>	<u>New</u>	<u>36,363,637</u>	<u>Com</u>	<u>.0055</u>	<u>No</u>	<u>GPL Ventures/ Alexander Dillon</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>2/19/21</u>	<u>New</u>	<u>18,181,818</u>	<u>Com</u>	<u>.0055</u>	<u>No</u>	<u>Tribridge/ John Forsyth</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>2/24/21</u>	<u>New</u>	<u>45,454,545</u>	<u>Com</u>	<u>.0055</u>	<u>No</u>	<u>Cont. Capital/ Paul Winkle</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>3/26/21</u>	<u>New</u>	<u>36,363,636</u>	<u>Com</u>	<u>.0055</u>	<u>No</u>	<u>Tribridge/ John Forsyth</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>3/30/21</u>	<u>New</u>	<u>27,586,207</u>	<u>Com</u>	<u>.00725</u>	<u>No</u>	<u>GPL Ventures/ Alexander Dillon</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>4/20/21</u>	<u>New</u>	<u>500,000</u>	<u>Com</u>	<u>.00725</u>	<u>No</u>	<u>GKN/ Martin Kaplan</u>	<u>Compensation</u>	<u>U</u>	<u>Reg A</u>
<u>4/21/21</u>	<u>New</u>	<u>27,586,207</u>	<u>Com</u>	<u>.00725</u>	<u>No</u>	<u>Tribridge/ John Forsyth</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>5/07/21</u>	<u>New</u>	<u>17,000,000</u>	<u>Com</u>	<u>.0093</u>	<u>No</u>	<u>Jerry Katz</u>	<u>Compensation</u>	<u>R</u>	<u>4(a)(2)</u>
<u>5/07/21</u>	<u>New</u>	<u>17,000,000</u>	<u>Com</u>	<u>.0093</u>	<u>No</u>	<u>Kathy Bono</u>	<u>Compensation</u>	<u>R</u>	<u>4(a)(2)</u>

<u>6/07/21</u>	<u>New</u>	<u>34,482,759</u>	<u>Com</u>	<u>.00725</u>	<u>No</u>	<u>Tribridge/ John Forsyth</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>7/22/21</u>	<u>New</u>	<u>47,000,000</u>	<u>Com</u>	<u>0.0220</u>	<u>No</u>	<u>Rainer Poertner</u>	<u>Consultant</u>	<u>R</u>	<u>4(a)(2)</u>
<u>7/22/21</u>	<u>New</u>	<u>5,000,000</u>	<u>Com</u>	<u>0.0220</u>	<u>No</u>	<u>Michael Corrigan</u>	<u>Compensat ion</u>	<u>R</u>	<u>4(a)(2)</u>
<u>7/26/2021</u>	<u>New</u>	<u>50,000,000</u>	<u>Com</u>	<u>0.023</u>	<u>No</u>	<u>Bill Hodson</u>	<u>Employe ment</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>20,000,000</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>Michael Donovan</u>	<u>Compensat ion</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>Dallas Anderson</u>	<u>Compensat ion</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>Jeffrey Dole</u>	<u>Consulting</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>William Riley</u>	<u>Employe ment</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>17,500,000</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>Verde Partners, Mike Newell</u>	<u>Purchase</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>Ron Katz</u>	<u>Consulting</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>2,000,000</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>Kye McKay</u>	<u>Consulting</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>2,272,727</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>Joseph Sparks</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>9/2/2021</u>	<u>New</u>	<u>6,211,180</u>	<u>Com</u>	<u>0.0207</u>	<u>No</u>	<u>Spencer Labs Brian Iriye</u>	<u>Cash</u>	<u>R</u>	<u>4(a)(2)</u>
<u>10/14/2021</u>	<u>New</u>	<u>2,500,000</u>	<u>Com</u>	<u>0.016</u>	<u>No</u>	<u>Leonite/ Avi Geller</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>10/15/2021</u>	<u>New</u>	<u>5,000,000</u>	<u>Com</u>	<u>0.016</u>	<u>No</u>	<u>Cont. Capital / Paul Winkle</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>12/16/2021</u>	<u>New</u>	<u>4,800,000</u>	<u>Com</u>	<u>0.0103</u>	<u>No</u>	<u>Michael Chow</u>	<u>Consulting</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/16/2021</u>	<u>New</u>	<u>5,200,000</u>	<u>Com</u>	<u>0.0103</u>	<u>No</u>	<u>Michael Chow</u>	<u>Consulting</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/16/2021</u>	<u>New</u>	<u>1,000,000</u>	<u>Com</u>	<u>0.0103</u>	<u>No</u>	<u>Kevin Sakser</u>	<u>Consulting</u>	<u>R</u>	<u>4(a)(2)</u>
<u>12/16/2021</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>0.004</u>	<u>No</u>	<u>Robert Newell</u>	<u>Purchase</u>	<u>R</u>	<u>4(a)(2)</u>
<u>1/13/22</u>	<u>New</u>	<u>10,000,000</u>	<u>Com</u>	<u>0.004</u>	<u>No</u>	<u>Efrat/Pinny Rotter</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>2/4/22</u>	<u>New</u>	<u>12,500,000</u>	<u>Com</u>	<u>0.004</u>	<u>No</u>	<u>Leonite / Avi Geller</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>3/4/22</u>	<u>New</u>	<u>12,500,000</u>	<u>Com</u>	<u>0.004</u>	<u>No</u>	<u>Robert Newell</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>
<u>6/15/22</u>	<u>New</u>	<u>6,250,000</u>	<u>Com</u>	<u>0.004</u>	<u>No</u>	<u>Efrat/Pinny Rotter</u>	<u>Cash</u>	<u>U</u>	<u>Reg A</u>

7/29/2022	New	12,500,000	Com	<u>0.004</u>	No	Efrat/Pinny Rotter	Cash	R	<u>4(a)(2)</u>
8/8/2022	New	4,000,000	Com	<u>0.004</u>	No	Joseph Caponetta	Cash	R	<u>4(a)(2)</u>
9/23/2022	New	3,000,000	Com	<u>0.004</u>	No	Howard Rubin	Cash	R	<u>4(a)(2)</u>
9/23/2022	New	8,000,000	Com	<u>0.004</u>	No	Sheldon Katz	Cash	R	<u>4(a)(2)</u>
9/23/2022	New	1,000,000	Com	<u>0.004</u>	No	Sheldon Katz	Cash	R	<u>4(a)(2)</u>
9/26/2022	New	3,000,000	Com	<u>0.004</u>	No	Osher Inv/ Meghan Konecne	Cash	R	<u>4(a)(2)</u>
1/1/2022	New	8,000,000	Com	<u>0.004</u>	No	James Gordon Blau	Cash	R	<u>4(a)(2)</u>
11/1/2022	New	5,000,000	Com	<u>0.004</u>	No	Kevin Seibel	Cash	R	<u>4(a)(2)</u>
11/1/2022	New	1,000,000	Com	<u>0.004</u>	No	Leslie A Lewis	Cash	R	<u>4(a)(2)</u>
11/1/2022	New	3,000,000	Com	<u>0.004</u>	No	Joseph Caponetta	Cash	R	<u>4(a)(2)</u>
Shares Outstanding on 12/31/2022	Ending Balance: Common: 1,829,479,092 Preferred: 32,895								

Additional details, including footnotes to the table above: NONE

B. Outstanding promissory, convertible notes, or debt arrangements:

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 conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g., Loan, Services, etc.)
<u>4/22/14</u>	<u>\$196,341</u>	<u>\$230,000</u>	<u>0</u>	<u>12/15/24</u>	<u>None</u>	<u>Brad Nichols</u>	<u>Loan</u>
<u>8/16/13</u>	<u>\$156,281</u>	<u>\$100,000</u>	<u>\$56,281</u>	<u>8/16/16</u>	<u>0.25</u>	<u>Louise Uklea</u>	<u>Loan</u>

<u>10/3/13</u>	<u>\$83,316</u>	<u>\$50,000</u>	<u>33,316</u>	<u>10/26/16</u>	<u>0.25</u>	<u>Michelle Herr</u>	<u>Loan</u>
<u>5/7/13</u>	<u>\$16,791</u>	<u>\$12,000</u>	<u>\$4,791</u>	<u>5/6/14</u>	<u>0.05</u>	<u>Michelle Breneman</u>	<u>Loan</u>
<u>8/1/12</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>\$6,419</u>	<u>12/31/22</u>	<u>Non</u>	<u>United Capital/Chris MacDougall</u>	<u>Loan</u>
<u>4/16/18</u>	<u>\$150,000</u>	<u>\$100,000</u>	<u>\$50,000</u>	<u>12/16/18</u>	<u>None</u>	<u>JC Loans/Wm. Riley</u>	<u>Loan</u>
<u>7/26/18</u>	<u>\$62,131</u>	<u>\$65,000</u>	<u>\$6,631</u>	<u>12/31/22</u>	<u>None</u>	<u>Larry Whitehead</u>	<u>Loan</u>
<u>03/01/19</u>	<u>\$450,000</u>	<u>\$500,000</u>	<u>\$50,000</u>	<u>06/01/19</u>	<u>None</u>	<u>Tom Cling</u>	<u>Loan</u>
<u>7/17/19</u>	<u>\$10,000</u>	<u>10,000</u>	<u>\$5,000</u>	<u>7/17/2020</u>	<u>None</u>	<u>Chris Barnhardt</u>	<u>Loan</u>
<u>7/17/19</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>\$2,500</u>	<u>7/17/2020</u>	<u>None</u>	<u>JE Prince</u>	<u>Loan</u>
<u>5/15/22</u>	<u>\$983,148</u>	<u>\$948,689</u>	<u>\$35,458</u>	<u>5/15/24</u>	<u>None</u>	<u>Peachtree/I Gains</u>	<u>Cons Loan</u>
<u>8/10/22</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>\$5,000</u>	<u>8/10/23</u>	<u>None</u>	<u>Peachtree/I Gains</u>	<u>Loan</u>
<u>4/1/20</u>	<u>\$150,000</u>	<u>\$160,000</u>	<u>\$3,750</u>	<u>4/1/2024</u>	<u>None</u>	<u>Rainer Poertner</u>	<u>Cons Loan</u>
<u>05/26/20</u>	<u>\$202,500</u>	<u>\$300,000</u>	<u>0</u>	<u>6/1/2023</u>	<u>None</u>	<u>Donovan Anderson</u>	<u>Loan</u>
<u>5/8/2022</u>	<u>\$225,000</u>	<u>\$250,000</u>	<u>10,000</u>	<u>5/8/2023</u>	<u>None</u>	<u>Osher Investments/ Meghan Konecne</u>	<u>Loan</u>
<u>7/12/2022</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>\$5,000</u>	<u>12/12/22</u>	<u>None</u>	<u>Joe Caponetta</u>	<u>Loan</u>

Additional details, including footnotes to the table above: NONE

4) Issuer's Business, Products, and Services

A. Business Operations

LiveWire is operating in the cannabis-related health and wellness industry. It is focused on acquiring, leasing, managing, and licensing special-purpose real estate properties conducive to discovering and developing high-end organic-style cannabinoid specialty products in California for medicinal and recreational use. Our specialty product development aims to take advantage of our cultivation capacity at Estrella Ranch and a rapidly growing, maturing, legalized cannabis industry for different specialty applications for delivery business to business and direct to consumer. The Company is led by a team of entrepreneurs, experienced operators, and cannabis industry experts who apply the latest scientific knowledge and technology to deliver hand-crafted, organic-style, and rigorously tested cannabis products.

According to its plan, the Company has relocated most of its cannabis operations to Estrella Ranch and has developed the Estrella Ranch location in Paso Robles, California, into the central hub for all the Company's operations. The Company has developed the Ranch into the center for the best handcrafted, organic-style cannabis specialty products and potentially the ultimate California cannabis tourist and educational destination. This process will create several new revenue streams and further streamline and centralize operations following management's philosophy of cultivating the highest quality specialty products, selling its base products business to business and its specialty products business to business and direct to consumers, instead of mass production. The Company is running a lean operation keeping overhead low while sharing crucial resources with its affiliate and subsidiary companies and continuing efforts to reach the total cultivation capacity of the potential of the Estrella property as soon as possible. All required operational permits for cannabis cultivation have been issued by the local authorities and the State of California. Several in-depth follow-up inspections by local authorities and the Department of Cannabis Control have been passed successfully. The first two harvests have been delivered to processing. Our affiliate, Estrella River Farms, has been granted nine additional permits to

expand the cultivation area by two acres, creating a canopy of approximately three acres or approximately 130,000 sqft (about the size of three football fields). The next harvest is expected to be delivered during Q2 2023.

The Company has strategically contracted with carefully selected cannabis experts to run its cultivation process. It will only work with or have ownership in companies that comply with all Federal and State laws and have the required permits to operate. LiveWire Ergogenics is focused on satisfying the fast-growing customer demand for high-quality and organically grown cannabis in California via its subsidiaries, affiliate companies, and joint ventures. It is considering expanding its operations nationwide as soon as Federal legislation permits. The Company does not sell or distribute products violating the United States Controlled Substances Act.

On September 28, 2021, the Company signed a Letter of Intent to acquire a 4.99 % equity position in Makana Ola Farms in Humboldt, California. The letter of Intent established a 4.99% equity position for Livewire Ergogenics with an option for 100% (one hundred percent) equity ownership subject to specific legal, licensing, and financial milestones. The transaction requires the issuance of ten million restricted shares of Livewire Ergogenics, transferrable upon final agreement to acquire the minority position. Makana Ola Farms will add an exceptional cultivation facility to LiveWire's portfolio of subsidiary companies and affiliates dedicated to cultivating environmentally sustainable sun-grown craft cannabis for distribution throughout California. The Company uses the same expert cultivation team for the Humboldt and Paso Robles locations and shares common resources to keep overhead for both locations low. Makana Ola has now received its state license and is fully operational. LiveWire's due diligence process has been concluded. It has executed a definitive agreement to acquire one hundred percent of Makana Ola via a performance-based earn-out and will not require issuing any additional LiveWire common shares. Accounting treatment for this acquisition has been detailed in the 4th quarter of 2022. On October 10, 2021, the Company signed an agreement to acquire a 51% equity position in Estrella Ranch Partners, LLC.

Livewire has secured the option to acquire equity ownership in Estrella River Farms at its sole discretion. It is subject to clarifying the discrepancies between Federal, State, and local ordinances and other specific legal, licensing, and financial laws and conditions.

B. Subsidiaries, parents, or affiliated companies.

Estrella Ranch Partners, LLC	Subsidiary (51%)
Makana Ola Farms	Subsidiary (100%)
Estrella River Farms, LLC	Affiliate
QDG Agricultural	Affiliate

C. Principal Products or Services.

Together with its affiliates and contractual partners, the Company is establishing, managing, and licensing a vertically integrated "Estate Grown Weedery" business model to cultivate and sell high-quality handcrafted cannabis products following organic growing guidelines similar to the winery models surrounding Estrella Ranch. The Company has acquired equity positions between 51% and 100% in subsidiaries and entered into agreements with affiliate companies, strategic alliances, licensing manufacturing, and distribution companies.

Estrella River Farms cultivates organic and marketable cannabis strains per California Laws and under its operating permits. LiveWire will function as the property management company for Estrella Ranch and has entered into a master service and licensing agreement with Estrella River Farms, Estrella Ranch Partners, and Makana Ola Farms to offer general business consulting services to the entities. The services are focused on marketing, compliance, intellectual property management, and supervising and assisting in completing and continuing compliance with the permitting requirements.

Livewire does not sell or distribute any products that violate the United States Controlled Substances Act and will only work with or have ownership in companies that comply with Federal, State laws and have the required permits to operate. Livewire does not sell or distribute products anywhere, violating the United States Controlled Substances Act.

5) Issuer's Facilities

The Company leases space at the following location:

LiveWire Ergogenics, Inc.
1600 N Kreamer Boulevard
Anaheim, CA

This 1,500-square-foot space serves as our administrative headquarters, and the Chief Executive Officer, Bill Hodson, works full-time at this location. This is a month-to-month lease at \$1,500 per month. This facility would allow us to expand operations dynamically and add personnel as necessary. Further, on an as-needed basis, additional sales, marketing, market awareness, and business development efforts are performed by independent consultants throughout the country and typically hired on an "as needed" basis. The Company has consolidated all cannabis operations to its Estrella Ranch at 5165 Estrella Rd, Paso Robles, CA 93446.

6) Officers, Directors, and Control Persons

We currently have one full-time contracted employee, several consultants, and independent sales representatives based in California. Together they oversee the Company's day-to-day operations in Anaheim and Paso Robles to support management, engineering, and administration teams.

Name of Officer/Director and Control Person	Affiliation with Company (e.g., Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding
Bill Hodson	Board Member, Chief Executive Officer, Treasurer	<u>Orange, CA</u>	105,061,982	<u>Comm</u>	<u>6%</u>
Bill Hodson	Board Member, Chief Executive Officer, Treasurer	<u>Orange, CA</u>	75	Preferred C	<u>100%</u>
William Riley	President/Director	<u>Las Vegas, NV</u>	10,000,000	n/a	.006%
Michael Corrigan	Director	<u>Carlsbad, CA</u>	5,000,000	n/a	.003%

7) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past ten 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 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 found, or judgment has not been reversed, suspended, or vacated; or

NO

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

NO

- B. On May 3, 2018, American E Group LLC (AEG) filed a lawsuit against the Company in the United States District Southern District of New York. The lawsuit seeks to enforce a promissory note (the "Note") in which \$30,000 required the Company to issue \$50,000 worth of restricted stock to AEG. The Company retained Gusrae Kaplan Nusbaum, PLLC as litigation counsel. According to the Company's motion to dismiss the complaint, on October 29, 2018, the Court eliminated the provision of the Note that required the delivery to AEG of \$50,000 worth of restricted stock because it violates Section 190.40 of New York's Penal Law against criminal usury. On January 28, 2020, United States District Court Judge Gregory H. Woods of the United States District Court for the Southern District of New York issued an Opinion and Order in action entitled, American E Group LLC v. Livewire Ergogenics Inc. (18-civ-3969) (the "Federal Litigation") that granted Livewire's motion to dismiss all American E Group's ("AEG") claims against Livewire. The Court held that AEG's Note was criminally and civilly usurious and void under New York law. After Judge Woods closed the Federal Litigation accordingly, AEG initiated an appeal to dismiss its claims in the Second Circuit Court of Appeals (the "Federal Appeal").

In 2019, JS Barkats PLLC ("JSB") initiated an arbitration against the Company and Mr. Hodson before the American Arbitration Association ("AAA"), claiming that LiveWire and Mr. Hodson owed JSB fees according to a November 2015 "Retainer Agreement." LiveWire and Mr. Hodson counterclaimed for constructive fraud, breach of fiduciary duty, breach of the implied covenant of good faith and fair dealing, and legal malpractice. This legal action has been disclosed in earlier OTC filings and Company press releases. On March 10, 2022, the AAA arbitrator issued an award in favor of the Company and Mr. Hodson, finding that they had proven their counterclaims and that JSB had failed to prove its claim.

The Arbitrator awarded the Company and Mr. Hodson a total of \$352,493.02, including damages and costs of arbitration, and ordered JSB to pay this sum no later than April 24, 2022. The Company and Mr. Hodson have petitioned the Federal Court for the Southern District of New York to confirm the AAA award, and the Court has confirmed the award. The Company is exploring avenues to collect the award.

8) Third-Party Providers

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

Securities Counsel

Name	Michael Corrigan, Esq.
Firm:	Corrigan Law
Address 1:	10525 Vista Sorrento Pkwy, #200
Address 2:	San Diego, CA 92121
Phone:	619-535-1100
Email:	mike@corriganlaw.net

Accountants

Name:	BLUECHIP ACCOUNTING, LLC
Title:	CPA
Address 2:	Las Vegas Office
Phone:	702.625.6406
Email:	info@consultbc.com

Consulting Services

Name:	Rainer Poertner
Firm:	Alliance Consulting

Nature of Services:	Business Consulting
Address 1:	6965 El Camino Real, #579
Address 2:	Carlsbad, CA 92009
Phone:	442.287.5059
Email:	rpoertner@dynamicmarketconcepts.com

9) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name:	Bill Hodson
Title:	CEO
Relationship to Issuer:	CEO

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2021, AND DECEMBER 31, 2022

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED BALANCE SHEET
FOR THE PERIOD ENDING DECEMBER 31, 2021, AND DECEMBER 31, 2022
(UNAUDITED)

	December 31, 2022	December 31, 2021
ASSETS		
Current assets		
Cash	\$ 76,383	\$ 199,953
Accounts receivable	322,261	-
Due from related parties	1,491,979	915,588
Prepaid expenses	-	62,474
Prepaid expense - related party	-	30,680
Inventory	-	2,177
Contract asset	22,000	22,000
Loan to related party	3,856,635	2,652,194
Total current assets	5,769,258	3,885,066
Fixed assets, net	233,643	361,359
Licenses, net	-	5,450
Investment in Mojave Jane	269,002	269,002
Total other assets	502,645	635,811
Total assets	\$ 6,271,903	\$ 4,520,877
LIABILITIES AND STOCKHOLDERS' DEFICT		
Current liabilities		
Accounts payable and accrued liabilities	1,045,295	759,519
Convertible notes, net of unamortized discount of \$9,315 and \$0, respectively	448,935	218,250
Notes payable, net of unamortized discount of \$19,807 and \$0, respectively	2,402,328	2,284,635
Notes payable - related party	346,341	346,341
Total current liabilities	4,242,899	3,608,745
Total liabilities	4,242,899	3,608,745
Stockholders' Equity		
Preferred stock; \$0.0001 par value; 9,899,925 shares authorized; 0 and 0 shares issued and outstanding as of December 31, 2022 and 2021, respectively	-	-
Preferred B stock; \$0.0001 par value; 100,00 shares authorized; 32,820 and 32,820 shares issued and outstanding as of December 31, 2022 and 2021, respectively	-	-
Preferred C stock; \$0.0001 par value; 75 shares authorized; 75 and 75 shares issued and outstanding as of December 31, 2022 and 2021, respectively	-	-
Common stock; \$0.0001 par value; 2,000,000,000 shares authorized; 1,829,479,092 and 1,739,729,092 shares issued and outstanding December 31, 2022 and 2021, respectively	182,948	173,973
Additional paid-in capital	29,029,134	28,656,209
Stock payable	402,301	351,453
Accumulated deficit	(27,585,379)	(28,269,503)
Total stockholders' equity	2,029,004	912,132
Total liabilities and stockholders' equity	\$ 6,271,903	\$ 4,520,877

The accompanying notes are an integral part of these unaudited consolidated financial statements.

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED STATEMENT OF OPERATION
FOR THE PERIOD ENDING DECEMBER 31, 2021, AND DECEMBER 31, 2022
(UNAUDITED)

	For the Years Ended	
	December 31, 2022	December 31, 2021
Revenue	\$ 771,955	\$ 447,180
Revenue - related party	1,166,075	404,019
Total revenue	1,938,030	851,199
Cost of revenue	-	-
Gross profit	1,938,030	851,199
Operating expenses		
Professional fees	928,400	793,739
General and administrative	231,733	2,398,255
Depreciation and amortization	133,166	149,646
Total operating expenses	1,293,299	3,341,640
Other income (expense)		
Gain on derivative liability	-	35,761
Loss on settlement of debt	-	(528,807)
Loss on sale of fixed assets	-	(22,050)
Interest income - related party	288,636	178,324
Interest expense	(249,243)	(605,213)
Total other income (expense)	39,393	(941,985)
Net income (loss)	\$ 684,124	\$ (3,432,426)
Income (loss) per common share - Basic	0.00	0.00
Income (loss) per common share - Diluted	0.00	0.00
Weighted average number of common shares outstanding - Basic	1,791,625,669	1,576,733,359
Weighted average number of common shares outstanding - Diluted	1,877,817,158	1,576,733,359

The accompanying notes are an integral part of these unaudited consolidated financial statements.

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE PERIOD ENDING DECEMBER 31, 2021, AND DECEMBER 31, 2022
(UNAUDITED)

	For the Years Ended	
	December 31, 2022	December 31, 2021
Cash Flows from Operating Activities		
Net income (loss)	\$ 684,124	\$ (3,432,426)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	133,166	149,646
Amortization of debt discount	55,878	77,270
Stock based compensation	48,248	2,302,706
Gain on derivative liabilities	-	(35,761)
Loss on sale of property	-	22,050
Shares issued to extend debt	-	310,500
Loss on settlement of debt	-	528,807
Changes in assets and liabilities		
Prepaid expenses	62,474	25,680
Prepaid expense - related party	30,680	(30,680)
Accounts receivable	(320,084)	-
Due from related parties	(576,391)	(487,170)
Accounts payable	278,276	169,488
Net cash provided by (used in) operating activities	396,371	(399,890)
Cash Flows from Investing Activities:		
Purchase of fixed assets	-	(45,400)
Purchase of license	-	(21,923)
Loans to Estella Ranch	(1,204,441)	(863,188)
Net cash used in investing activities	(1,204,441)	(930,511)
Cash Flows from Financing Activities:		
Proceeds from notes payable	204,000	-
Payments on notes payable	(96,500)	(454,525)
Proceeds from convertible debt	250,000	-
Payments on convertible debt	(10,000)	-
Proceeds from issuance of common stock	337,000	1,875,000
Net cash provided by financing activities	684,500	1,420,475
Net increase in cash	(123,570)	90,074
Beginning cash balance	199,953	109,879
Ending cash balance	\$ 76,383	\$ 199,953
Supplemental disclosure of cash flow information		
Cash paid for interest	17,361	\$ 132,842
Cash paid for tax	\$ -	\$ -
Non-Cash investing and financing transactions		
Recognition of original issue discount	\$ 57,500	\$ -
Recognition of original issue discount, recorded as accounts payable	\$ 7,500	\$ -
Accounts payable settled with stock, to be issued	\$ -	\$ 123,146
Reclassifications of investment and advances to loan to Estella Ranch	\$ -	\$ 1,121,300

The accompanying notes are an integral part of these unaudited consolidated financial statements.

LIVEWIRE ERGOGENICS, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDER DEFICIT
FOR THE PERIOD ENDING DECEMBER 31, 2021, AND DECEMBER 31, 2022
(UNAUDITED)

	For the Years Ended December 31, 2022 and 2021											
	Preferred Stock		Preferred Stock - B		Preferred Stock - C		Common Stock		Additional	Stock	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Payable	Deficit	Equity (Deficit)
Balance, December 31, 2020	-	\$ -	32,820	\$ -	75	\$ -	1,232,544,557	\$ 123,256	\$ 23,547,666	\$ 88,500	\$ (24,837,077)	(1,077,655)
Shares issued for cash	-	-	-	-	-	-	280,184,535	28,017	1,784,483	62,500	-	1,875,000
Shares issued for services	-	-	-	-	-	-	140,000,000	14,000	2,309,660	67,200	-	2,390,860
Shares issued to purchase equipment	-	-	-	-	-	-	7,500,000	750	182,250	-	-	183,000
Commitment shares issued with debt	-	-	-	-	-	-	20,000,000	2,000	76,500	(78,500)	-	-
Shares issued to extend debt	-	-	-	-	-	-	15,000,000	1,500	309,000	-	-	310,500
Shares issued to settle debt	-	-	-	-	-	-	44,500,000	4,450	446,650	211,753	-	662,853
Net loss	-	-	-	-	-	-	-	-	-	-	(3,432,426)	(3,432,426)
Balance, December 31, 2021	-	\$ -	32,820	\$ -	75	\$ -	1,739,729,092	\$ 173,973	\$ 28,656,209	\$ 351,453	\$ (28,269,503)	\$ 912,132
Shares issued for cash	-	-	-	-	-	-	81,750,000	8,175	318,825	10,000	-	337,000
Shares issued for services	-	-	-	-	-	-	1,000,000	100	7,300	40,848	-	48,248
Commitment shares issued with debt	-	-	-	-	-	-	7,000,000	700	46,800	-	-	47,500
Net income	-	-	-	-	-	-	-	-	-	-	684,124	684,124
Balance, December 31, 2022	-	\$ -	32,820	\$ -	75	\$ -	1,829,479,092	\$ 182,948	\$ 29,029,134	\$ 402,301	\$ (27,585,379)	\$ 2,029,004

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Notes to Financial Statements

Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis should be read in conjunction with our consolidated financial statements. This discussion should not imply that the results discussed herein will necessarily continue or that any conclusion reached herein will indicate actual future operating results.

LiveWire has been operating in the health and wellness industry for several years. The Company has recently focused on acquiring, managing, and licensing special-purpose real estate properties conducive to discovering and developing high-end organic cannabinoid products for the health and wellness industry. The Company has centralized operations from its different locations throughout California to the property at Estrella Ranch in Paso Robles, California, owned by its subsidiary Estrella Ranch Partners, LLC, according to its plan to develop the Ranch into the central hub for most of the Company's operations. This will further streamline and centralize operations according to management's mission statement to run a well-organized and lean operation and keep overhead low. The Company's affiliate company, Estrella Ranch Farms, has been granted the required permits from the appropriate governing authorities for cannabis cultivation, including from the CA State. The buildout of the first phase of three acres of cultivation on the Ranch has been concluded, and two harvests have been delivered to processing and prepared for distribution.

The Company's operator cultivates advanced and unique, hand-crafted organic cannabis products at this facility to take advantage of a rapidly growing and maturing cannabis industry, accelerated by the advancing legalization and increasing public acceptance in California and throughout the country. The Company is led by a team of entrepreneurs, experienced cannabis operators, and industry experts. This team applies the latest scientific knowledge and technology to cultivate and deliver hand-crafted and rigorously tested organic cannabis products under strict legal and environmental compliance. The company's harvest is in the process of being developed into several Estrella River Farms specialty products for distribution throughout California.

The Company will only acquire or work with carefully selected cannabis operators that comply with Federal and State laws. LiveWire Ergogenics has established a unique business model to cultivate high-quality, hand-crafted products under family-farm-like conditions and strict quality control at its Estrella Ranch location. The Company strategically aligns itself with carefully selected businesses to become a vertically integrated company that will satisfy the fast-growing demand for high-quality and carefully tested products in the California cannabis market. The Company is considering expanding its operations into partnerships with processing facilities and distributors. The Company plans to expand into other states as soon as Federal legislation permits. LiveWire does not sell or distribute products anywhere, violating the United States Controlled Substances Act.

Critical Accounting Policies

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations, assumptions, or projections. While there are several significant accounting policies affecting our consolidated financial statements; we believe the following critical accounting policies involve the most complex, difficult and subjective estimates and judgments.

Accounts Receivable – We evaluate the collectability of our trade accounts receivable based on several factors. In circumstances where we become aware of a specific customer's inability to meet its financial obligations to us, a specific reserve for bad debts is estimated and recorded, which reduces the recognized receivable to the estimated amount we believe will ultimately be collected. In addition to specific customer identification of potential bad debts, bad debt charges are recorded based on our recent loss history and an overall assessment of past due trade accounts receivable outstanding.

Inventories – Inventories are stated at the lower of cost to purchase and manufacture the inventory or the current estimated market value of the inventory. We regularly review our inventory quantities on hand and record a provision for excess and obsolete inventory based primarily on our estimated forecast of product demand, production availability, and our ability to sell the products concerned. Demand for our products can fluctuate significantly. Factors that could affect demand for our products include unanticipated changes in consumer preferences, general market, and economic conditions or other factors

that may result in cancellations of advance orders or reductions in the rate of reorders placed by customers and continued weakening of economic conditions. Additionally, management's estimates of future product demand may be inaccurate, which could result in an understated or overstated provision required for excess and obsolete inventory.

Long-Lived Assets – Management regularly reviews property and equipment and other long-lived assets, including certain definite-lived identifiable intangible assets for possible impairment. This review occurs annually or more frequently if events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. If there is an indication of impairment of property and equipment or amortizable intangible assets, then management prepares an estimate of future cash flows (undiscounted and without interest charges) expected to result from using the asset and its eventual disposition. If this cash is less than the asset's carrying amount, an impairment loss is recognized to write down the asset to its estimated fair value. The fair value is estimated at the present value of the future cash flows discounted at a rate commensurate with management's estimates of the business risks.

Revenue Recognition – We recognize revenue when persuasive evidence of an arrangement exists, the delivery has occurred, the sales price is fixed or determinable, and collectability is reasonably assured. Generally, ownership of and title to our products passes to customers upon delivery of the products. Net sales have been determined after deducting promotional and other allowances per ASC 605-50. Amounts received according to new and amended distribution agreements entered into with certain distributors, relating to the costs associated with terminating of our prior distributors, are accounted for as revenue ratably over the anticipated life of the respective distribution agreement, generally 20 years. Management believes that adequate provision has been made for cash discounts, returns, and spoilage based on our historical experience.

Cost of Sales – Cost of sales consists of the costs of products distributed, inbound freight charges, as well as certain internal transfer to warehouse expenses incurred before delivery. Variable product costs account for the most significant portion of the cost of sales.

Operating Expenses – Operating expenses include selling expenses such as distribution expenses to transport products to customers and warehousing expenses, advertising, commissions, and other marketing expenses. Operating expenses also include payroll costs, travel costs, professional service fees, legal fees, entertainment, insurance, postage, depreciation, and other general and administrative costs.

Income Taxes – We utilize the liability method of accounting for income taxes as outlined in ASC 740. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and the tax basis of assets and liabilities using tax rates expected to be in effect during the years the basis differences reverse. A valuation allowance is recorded when it is more likely that some deferred tax assets will not be realized. In determining the need for valuation allowances, we consider projected future taxable income and the availability of tax planning strategies. If in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation of the allowance would be recorded, decreasing earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances, and information available at the reporting date. For those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, we have recorded the most significant amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that knows all relevant information. For those income tax positions where there is less than a 50% likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

Derivative Liabilities - The Company assessed the classification of its derivative financial instruments as of December 31, 2018, which consists of Convertible instruments and rights to shares of the Company's common stock and determined that such Derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract are not re-measured at fair value under otherwise applicable generally

accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Fair Value of Financial Instruments - The Company has adopted FASB ASC 820 Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a standard definition for fair value to be applied to existing accepted accounting principles that require the use of fair value measurements to establish a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize unobservable inputs. These inputs are prioritized below:

- Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs for which there is little to no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of December 31, 2020, except for its convertible notes payable and derivative liability. The carrying amounts of these liabilities on December 31, 2020, approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of December 31, 2020, and therefore classified as Level 1 within our fair value hierarchy.

FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective on January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Convertible Instruments - The Company evaluates and accounts for conversion options embedded in its convertible instruments following professional standards for "Accounting for Derivative Instruments and Hedging Activities. Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes the fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed conventional, defined as the Meaning "Conventional Convertible Debt Instrument."

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) following professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments. Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the Note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based on the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the Note.

ASC 81540 provides that, among other things, generally, if an event is not within the entity's control could or requires net cash settlement. The contract shall be classified as an asset or a liability.

Results of Operation

During the year ended December 31, 2022, and 2021, we incurred a net profit of \$684,124 compared to a loss of \$3,432,426, respectively, an improvement of \$4,116,550.

Comparison of the Results of Operations for the year ended December 31, 2022, and 2021.

During the years ended December 31, 2022, and 2021, sales amounted to \$1,938,030 and \$851,199, respectively, an increase of \$1,086,831 or 128%. The increase is due to revenues generated through rental, the management of our intellectual and real estate properties, and the commencement of the sale of licensed specialty products through California Distributors.

Profit (Loss) from Operations. For the fiscal year ended December 31, 2022, our Net Income was \$684,124 compared to a loss of \$3,432,426 for the fiscal year ended December 31, 2021, an improvement of \$4,116,550. The increase in net income is based on a decrease in stock-based compensation for services and a reduction in other expenses for general and administrative, which decreased from \$2,398,255 to \$231,73. As of December 31, 2022, the Company has issued 1,829,479,092 shares of its restricted common stock.

Current assets and Liabilities. At the end of December 31, 2022, assets increased to \$6,271,903, an increase of \$1,751,026 compared to December 30, 2021. Our assets exceeded our liabilities by \$2,092,004.

Reg A Offering Circulation. On April 29, 2020, Livewire filed a Reg A, Tier 1 offering circulation under Form 1-A with the U.S. Securities and Exchange Commission as amended and deemed "Qualified" on August 31, 2020, after that supplemented according to Rule 253(g)(2) of the Securities Act on September 4, 2020, relating to the offering of up to 363,636,363 shares of the common capital stock of the Company, no par value, to be sold at a fixed price. The end date of the offering will be exactly 365 days from the date the Attorney General approves the Offering Circular of the state of New York (unless extended by the Company, in its discretion, for up to another 90 days). The Company filed an Amendment on September 2, 2020, for the maximum offering of 363,636,363 shares at \$0.055. As of December 30, 2020, the Company issued 27,272,727 shares of common stock under the offering.

Livewire filed a second Reg A, Tier 1 offering circulation under Form 1-A with the U.S. Securities and Exchange Commission on September 10, 2021 as amended and deemed "Qualified," according to Rule 253(g)(2) of the Securities Act on September 23, 2021, relating to the offering of up to 125,000,000 shares of the common capital stock of the Company, no par value, to be sold at a fixed price. The end date of the offering will be exactly 365 days from the date the Attorney General approves the Offering Circular of the state of New York (unless extended by the Company, in its discretion, for up to another 90 days). On September 2, 2020, the Company filed an amendment for the maximum offering of 125,000,000 shares at \$0.016. As of December 31, 2022, the Company issued 5,000,000 shares of common stock at \$0.016 and 41,250,00 shares of common stock at \$0.004 under the Offering Circular.

The funds raised per this offering will be utilized to cover the cost of the offering and to continue providing working capital to the Company's affiliate companies to complete the buildout and expansion of the cannabis cultivation operation on Estrella Ranch and obtain and maintain all required government licenses. Funds will also be used to speed up the next stage of the cultivation area expansion on the Estrella Ranch Estate Grown Weedery™ project so that cultivation can be accelerated for marketing the Company's intellectual properties and products and considering carefully selected acquisitions in the California cannabis industry.

We have successfully concluded our Reg A, Tier 1 Offering and filed a Form 1-Z terminating the Offering. At this time, we will no longer be selling shares under Regulation A. We have received a letter from the SEC addressing an administrative error in filing the recent offering circular. We are currently in discussions to resolve the issue,

Costs and Expenses

General and Administrative. During the year ended December 31, 2022, general and administrative expenses amounted to \$231,733 compared to \$2,398,255 in the year ended December 31, 2021, a decrease of \$2,166,522. The decrease in general and administrative expenses were due to the Company's ongoing efforts to reduce costs by centralizing all operations at its headquarters in Paso Robles and reducing the use of consultants, outside contractors, experts, and advisors initially engaged for the buildout and permitting process for Estrella Ranch.

Professional Fees. During the years ended December 31, 2022, and 2021, Professional Fees totaled \$928,400 and \$793,739, respectively, an increase of \$134,661. The slight increase is primarily due to legal fees.

Interest expense. During the year ended December 31, 2022, interest expense decreased to \$249,243 from \$605,213 during the year ended December 31, 2021, a decrease of \$355,970. The decrease is primarily due to the lesser use of short-term loan instruments.

Gain on change in fair value of the derivative liability. Our accompanying consolidated financial statements describe how we issue convertible notes with certain conversion features and specific reset provisions. All of which we are required to bifurcate from the host financial instrument and mark to market each reporting period. We recorded the initial fair value of the reset provision as a liability with an offset to equity or debt discount and subsequently marked to market the reset provision liability at each reporting cycle.

For the year ended December 31, 2022, we recorded a gain of the derivative liability of \$0 compared to a gain/ of \$35,761 for the year ended December 31, 2021. We recorded a gain of interest income of \$288,636 compared to a gain of \$178,324 in 2021. Also, the Company recorded a loss on the settlement of debt of \$0 during the year ended December 31, 2022, compared to \$528,807 in 2021.

Going Concern. The Company's consolidated financial statements are prepared using U.S. GAAP applicable to a going concern, which contemplates the realization of assets and liquidating liabilities in the ordinary course of business. We have an accumulated deficit of \$27,585,379, compared to \$28,269,503 in 2021 and our current assets exceeded our current liabilities by \$2,092,004 as of December 31, 2022. We may require additional funding to sustain our operations and satisfy our contractual obligations for our planned operations. Our ability to establish the Company as a going concern may be dependent upon our ability to obtain additional funding to finance our planned operations.

To continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations, the Company will need, among other things, additional capital resources. Management's plans to continue as a going concern include raising additional capital through increased product sales and the sale of common shares. However, management cannot provide any assurances that the Company will accomplish any of its plans. The ability of the Company to continue as a going concern is dependent upon its ability to accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attaining profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company cannot continue as a going concern.

10) Issuer Certification

I, Bill Hodson, certify that:

1. I have reviewed this Annual Disclosure Statement of Livewire Ergogenics, 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, considering 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: April 18, 2023

By:/s/ Bill J. Hodson
Chief Executive Officer
Chief Accounting Officer