Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

TELCO CUBA, INC.

A Nevada Corporation

454 S Yonge Street
Suite 3A
Ormond Beach, FL 32174

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(305) 747 - 7647
www.telcocuba.com
info@telcocuba.com
SIC CODE - 4813

Quarterly Report
For the Period Ending: 02/28/2023
(The "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

7,259,394,066 as of 02/28/2023

7,259,394,066 as of 11/30/2022

7,259,394,066 as of 11/30/2021

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[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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[1] "Change in Control" shall mean any events resulting in:

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

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

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

Current since June 14, 2021:	Solidus Communications, Inc.
Before June 14, 2021	Telco Cuba, Inc.
Before March 13, 2018:	Amgentech Holdings, Inc.
Before October 24, 2017:	Telco Cuba, Inc.
Before June 15, 2015:	CaerVision Global, Inc.
Before January 7, 2015:	American Mineral Group, Inc.
Before March 22, 2013:	Sungro Minerals, Inc.

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

The Issuer was incorporated in the State of Nevada on August 10, 2007. The Issuer is currently active with the State of Nevada.

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

NONE

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

1. A 1 for 50 reverse stock split took effect on March 30, 2023
2. The company anticipates the completion of an acquisition by August 1st, 2023. A letter of intent has been executed among the company and seller and due diligence is in progress.

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

454 S Yonge Street, Suite 3A, Ormond Beach, FL 32174

The address(es) of the issuer's principal place of business:
Check box if principal executive office and principal place of business are the same address: ☒

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

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

NONE

2) Security Information

Transfer Agent

Name: Signature Stock Transfer, Inc.
Phone: (972) 612 - 4120
Email: jason@signaturestocktransfer.com
Address: 1463 Midway Road, Suite #220, Addison, Texas 75001

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:	QBAN	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	879209104	
Par or stated value:	.001	
Total shares authorized:	7,999,000,000	as of date: 02/28/2023
Total shares outstanding:	7,259,394,066	as of date: 02/28/2023
Number of shares in the Public Float[2]:	6,593,957,428	as of date: 02/28/2023
Total number of shareholders of record:	97	as of date: 02/28/2023

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

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

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

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	Series A Convertible Preferred Stock	
CUSIP:	N/A	
Par or stated value:	.001	
Total shares authorized:	100,000	as of date: 02/28/2023
Total shares outstanding:	0	as of date: 02/28/2023
Total number of shareholders of record	0	as of date: 02/28/2023

Exact title and class of securities outstanding:	Series B Convertible Preferred Stock	
CUSIP:	N/A	
Par or stated value:	.001	
Total shares authorized:	100,000	as of date: 02/28/2023
Total shares outstanding:	53,688	as of date: 02/28/2023
Total number of shareholders of record	7	as of date: 02/28/2023

Exact title and class of securities outstanding:	Series C Convertible Preferred Stock	
CUSIP:	N/A	
Par or stated value:	.001	
Total shares authorized:	800,000	as of date: 02/28/2023
Total shares outstanding:	700,000	as of date: 02/28/2023
Total number of shareholders of record	1	as of date: 02/28/2023

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**
The company has authorized the issuance of 7,999,000,000 of which 7,259,394,066 have been issued as of 02/28/2023. Each common share is entitled to vote on all matters submitted to a vote of the holders of the company

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

The Company has 1,000,000 shares of preferred stock authorized of which 1,000,000 shares were designated in three series as follows:

i. Series A Senior Convertible Voting Non-Redeemable Preferred Stock (the "Series A Preferred") – 100,000 shares authorized, 0 shares issued and outstanding; Each share of Series A Preferred is convertible into 1,000 restricted shares of common stock; Each share of Series A Preferred is convertible into 1,000 common share votes. Each Series A holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Series A holders will not have any rights to vote separately as a series.
ii. Series B Senior Subordinated Convertible Voting Redeemable Preferred Stock (the "Series B Preferred") – 100,000 shares authorized, 53,688 shares issued and outstanding; Each share of Series B Preferred is convertible into 5,000 restricted shares of common stock; Each share of Series B Preferred is convertible into 5,000 restricted common share votes. Each Series B holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Series B holders will not have any rights to vote separately as a series.
iii. Series C Senior Subordinated Convertible Voting Redeemable Preferred Stock (the "Series C Preferred") – 800,000 shares authorized, 700,000 shares issued and outstanding; Each share of Series C Preferred is convertible into 100,000 common share votes, but is otherwise not convertible into common stock. Each Series C holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Series C holders will not have any rights to vote separately as a series.

The Company Preferred Stock has liquidation rights as follows: The Series A Preferred is senior in liquidation preference to all other series or classes of capital stock, preferred or common; the Series B Preferred is senior in liquidation preference to all series or classes of capital stock other than the Series A Preferred; the Series C Preferred is senior in liquidation preference to all classes of Common Stock.

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

None

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

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)

Shares Outstanding as of Second Most Recent Fiscal Year End: Date: 12/1/2020 Opening Balance Common: 4,676,151,986 Preferred A: 55,555 Preferred B: 59,688 Preferred C: 700,000									
Date of Transaction	**Transaction Type (e.g. new issuance, cancellation, shares**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/Entity Shares were issued to (entities must have individual with voting / investment control disclosed)**	**Reason for share issuance (e.g. for debt conversion or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or unrestricted as of this filing?**	**Exemption or registration type?**
12/11/2020	new	93,000,000	common	0.00005	yes	EMA Financial /Felicia Preston	debt conversion	unrestricted	4(a)1
1/12/2021	new	385,913,200	common	0.00005	yes	EMA Financial /Felicia Preston	debt conversion	unrestricted	4(a)1
1/13/2021	new	441,977,932	common	0.0001	no	Frank Gerardi	debt conversion	restricted	4(a)2
1/19/2021	new	205,787,267	common	0.00015	yes	Anthony Rivera	debt conversion	unrestricted	4(a)1
1/19/2021	new	8,167,066	common	0.00015	yes	Anthony Rivera	debt conversion	unrestricted	4(a)1
2/3/2021	new	34,000,000	common	0.0015	no	Frank Gerardi	debt conversion	restricted	4(a)2
2/11/2021	new	(55,555)*[1]	series a	0.45	no	Frank Gerardi	preferred share conversion	restricted	4(a)2
2/11/2021	new	55,555,000*[1]	common	0.00045	no	Frank Gerardi	preferred share conversion	restricted	4(a)2
2/25/2021	new	164,198,867	common	0.0003	yes	EMA Financial /Felicia Preston	debt conversion	unrestricted	4(a)1
3/1/2021	new	10,416,670	common	.0024	no	Francis X Flinn	director compensation	restricted	4(a)2

3/2/2021	new	(3,000)	pref b		no	Harvey Shultz	preferred share conversion	restricted	4(a)2
3/2/2021	new	15,000,000	common	.0015	no	Harvey Shultz	preferred share conversion	restricted	4(a)2
3/15/2021	new	13,157,900	common	.0019	no	Patrick T Wall	director compensation	restricted	4(a)2
3/19/2021	new	46,666,667	common	.00015	yes	Mammoth / Brad Hare	debt conversion	unrestricted	4(a)1
3/19/2021	new	(3,000)	pref b		no	Richard Bruno	preferred share conversion	restricted	4(a)2
3/19/2021	new	15,000,000	common	.0015	no	Richard Bruno	preferred share conversion	restricted	4(a)2
4/23/2021	new	155,471,605	common	.00045	yes	Green Tree Financial / Chris Cottone	debt conversion	unrestricted	4(a)1
5/6/2021	new	400,000,000[*3]	common	.00025	yes	Roland Malo	acquisition of assi	restricted	4(a)2
5/6/2021	new	73,246,253[*4]	common	.00075	yes	Redwood Financial/ John Denobile	debt conversion	unrestricted	4(a)1
5/6/2021	new	(155,471,605)	common	.00045	yes	Green Tree Financial / Chris Cottone	debt conversion	unrestricted	4(a)1
5/10/2021	new	25,000,000	common	.001	no	Camille Whiddon	director compensation	restricted	4(a)2
5/24/2021	new	115,602,222	common	.00045	yes	Waterstone Financial / Richard Wasserstein	debt conversion	unrestricted	4(a)1
5/26/2021	new	40,000,000[*2]	common	.00025	yes	Rita Budin	capital raise	restricted	4(a)2
8/09/2021	new	57,142,857[*5]	common	.0007	no	William Sanchez	payroll conversion	restricted	4(a)2
8/20/2021	new	52,890.179[*6]	common	.00028	yes	Jose Sanchez	debt conversion	restricted	4(a)2
10/13/2021	new	330,520,000	common	.0003	yes	Green Tree Financial / Chris Cottone	debt conversion	unrestricted	4(a)1

Shares Outstanding on Date of This Report:

Ending Balance
Date: February 28, 2023

Common: 7,259,394,066
Preferred A: 0
Preferred B: 53,688
Preferred C: 700,000

See quarterly filing for detailed description of issuances.

NOTE 1. The series A conversion of 55,555 shares into 55,555,000 common shares has an effective date of February 11, 2021 but the share conversion was processed and common shares issued on March 2, 2021. We booked the transaction on the effective date which occurred during Quarter 1 and is denoted as occurring on February 11, 2021.
NOTE 2. The 40,000,000 restricted common share issuance dated May 26, 2021 has an effective date of May 26, 2021 but the share issuance was processed on June 3, 2021. We booked the transaction on the effective date which occurred during Quarter 2 and is denoted as occurring on May 26, 2021.
NOTE 3. The 400,000,000 restricted common share issuance dated May 6, 2021 has an effective date of May 6, 2021 but the share issuance was processed on June 3, 2021. We booked the transaction on the effective date which occurred during Quarter 2 and is denoted as occurring on May 6, 2021.
NOTE 4. The 73,246.253 unrestricted common share issuance dated May 6, 2021 has an effective date of May 6, 2021 but the share issuance was processed on June 3, 2021. We booked the transaction on the effective date which occurred during Quarter 2 and is denoted as occurring on May 6, 2021.
NOTE 5. The 57,142,857 restricted common share issuance dated August 9th, 2021 has an effective date of August 9, 2021 but the share issuance was processed on August 16, 2021.
NOTE 6. The 52,890,179 restricted common share issuance dated August 20, 2021 has an effective date of August 20, 2021 but the share issuance was processed on August 25, 2021.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
07/10/2015	$27,000.00	$40,000.00	$14,237	07/09/2016	40% discount to lowest trading price in the preceding 15 days	LG Capital Funding, LLC/ Joseph Lerman	capital raise
8/23/2021	67,250.00	51,250.00	$11,358	8/23/2022	Promissory note, to be paid from Form 1 A Proceeds.	Green Tree Financial LLC / Chris Cottone	capital raise

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

The above table includes all issuances from July 10, 2015 through February 28, 2023 with accrued interest as of February 28, 2023. See annual financial statement filing for detailed description of notes.

NOTES:

1. LG Capital's convertible note has been reclassed as a contingent liability. It is doubtful that LG Capital will be able to convert the note due to their ongoing lawsuit brought against them by the Securities and Exchange Commission (SEC).

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Solidus Communications, Inc. is a company dedicated to amassing a portfolio of high value companies in the technology, and telecom space. Solidus Communications, Inc. currently has two subsidiaries, Amgentech, Inc., offering collocation, hosting, software development, and technology consulting services in the South Florida area, and Advanced Satellite Systems, Inc. a provider in Volusia County Florida of Cable Television, Internet Service, and Telephone Service.

Solidus Communications, Inc. is continuing its search of acquisition candidates in the technology, telecommunication space.

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

Advanced Satellite Systems, Inc. provides Internet service in speed increments of 5, 25, 50, and 100MB/s. VoIP telephone service is provided with unlimited calling to the US, Canada, and Mexico. Service to other countries is metered at predefined rates. Cable television service is provided in increments of 25, 50, and 100 channels and forthcoming will be offered via an IPTV infrastructure offering basic service of 103 channels, expanded service with an additional 35 channels, and premium channels offered on an a la cart basis.

Under the brand name “Amgentech”, the company offers best of breed technology solutions which include, but are not limited to Software and Network architecture services, software development, web site development, hosting and colocation services, managed network and managed server services, voice over ip servers and bulk mailing services. Amgentech has been providing services since 2001, building out networks and services in the international markets of Colombia, Costa Rica, and Panama.

Amgentech, Inc. is a Florida based Corporation engaged in the business of providing technology solutions, integrating and building technology infrastructure and software and website development. Amgentech, Inc. also offers managed collocated and leased servers. Originally founded in 2001, Amgentech, Inc. has been providing Internet based solutions, VoIP infrastructure and consulting services for over 20 years to diverse clients in The United States of America, the countries of Colombia, Costa Rica, El Salvador, Nicaragua, Panama, and Venezuela. Amgentech, Inc. continues to provide these same services, in addition to providing the technical and Internet know how to implement the technological vision that is envisioned for Solidus Communications, Inc., Amgentech will be the sole technical services provider.

C. Describe the issuers’ principal products or services.

Markets Served

Amgentech, Inc. targets small to mid-size businesses which require enterprise level solutions and support.

Advanced Satellite Systems, Inc. targets home owners’ associations (HOA) and individual customers looking for television, internet, and telephone services.

Service Offerings

Amgentech, Inc. provides infrastructure services that include colocation, hosting, web site hosting, email hosting, bulk mail services, software development, software design, website design and Voice over IP services.

Advanced Satellite Systems, Inc. provides Internet service in speed increments of 25, 50, and 100MB/s. VoIP telephone service is provided with unlimited calling to the US, Canada, and Mexico. Service to other countries is metered at predefined rates. Cable television service is provided in increments of 50, and 100 channels and forthcoming will be offered via an IPTV infrastructure offering basic service of 103 channels, expanded service with an additional 35 channels, and premium channels offered on an a la cart basis.

5) Issuer’s Facilities

The Company presently leases office space at 454 S Yonge Street, Suite 3A, Ormond Beach, FL 32174

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuer’s securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are**

corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Name 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	Names of Control Person(s) if a corporate entity	Note
William J Sanchez	Chief Executive Officer	Ormond Beach, FL	43,885 700,000 59,382,857	Preferred B Preferred C Common	82% 100% 0.81%		Note 1,2
Camille Whiddon	Director	Newberry, FL	25,000,000	Common	0.34%		
Francis X. Flinn	Director	Quechee, VT	10,416,670	Common	0.14%		Note 3
Patrick T. Wall	Director	Ormond Beach, FL	13,157,900	Common	0.18%		
Sayis Tequia	Director	Palm Beach Gardens, FL	100	Preferred B	0.2%		
Santiago Munoz	Director	Fort Lauderdale, FL	1,503	Preferred B	2.8%		
Frank Gerardi	Owner of greater than 5%	Palm Beach Gardens, FL	531,532,932	Common	7.3%		
Samuel Fromkin	Owner of greater than 5%	Jupiter, FL	3,000	Preferred B	5.6%		
Pinecroft LLC Paul Konigsberg	Owner of greater than 5%	Palm Beach Gardens, FL	3,000	Preferred B	5.6%		

Note 1: Each share of the Series C Preferred Stock votes together with the holders of the common stock on all matters on which shareholders of the corporation shall be entitled to vote and be entitled to a vote on all matters submitted to the shareholders. Each preferred "C" share is equal to 100,000 common share votes. Each preferred "B" share is equal to 5,000 common share votes.

Note 2: William Sanchez is the CEO, CFO, Secretary, and Director.

Note 3: As of December, 2022 Mr. Francis Flinn has resigned from the board of directors.

7) Legal/Disciplinary History

A. Please identify whether any of the persons 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);

   Paul Konigsberg was previously convicted due to federal felony fraud. Paul Konigsberg pled guilty and was permanently enjoined from aiding/abetting or representing any public company, as an attorney or accountant for life.

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

   None

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

   None

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

   None

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

On September 28, 2018, the company filed a lawsuit against Cuentas, Inc. (NASDAQ: CUEN), f/k/a Next Group Holdings, Inc/ Meimoun & Mammon, LLC/Next Mobile, LLC in the 11th circuit court of Miami-Dade County, Florida. Case number: 2018-032974-CA-01 is still ongoing. The case was filed due to CUEN "failing to perform" on a contract signed on July, 2015. The company is suing for damages and the return of the funds paid for the undelivered Mobile Virtual Network Operator (MVNO) platform. (https://www2.miami-dadeclerk.com/ocs/search.aspx)
During the month of February, 2020, the company hired Attorney Jonathan Leinwand, to take over the lawsuit against Cuentas, Inc. NASDAQ: CUEN

NOTE: This case was settled and dismissed during Q3, June, 2022.

8) Third Party Providers

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

Securities Counsel

Name:	Brett Verona
Firm:	The Verona Firm, PLLC.
Nature of Services:	Attorney
Address 1:	PO BOX 18191
Address 2:	Tampa, FL 33679
Phone:	(813) 258-0852
Email:	brett@theveronafirm.com

Accountant or Auditor

Name:	Jay Robbins
Firm:	M&K CPAS, PLLC
Nature of Services:	Auditor
Phone:	(832) 242-9950
Email:	

Investor Relations Consultant
N/A

Other Service Providers
Name: Chris Cottone
Firm: Green Tree Financial
Nature of Services: Consulting, Financing
Phone: (954) 424-2345
Email:

9) Financial Statements

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

☐ IFRS
X U.S. GAAP

B. The following financial statements were prepared by (name of individual)[3]:

Name: **William Sanchez**
Title: **President**
Relationship to Issuer: **President**

Describe the qualifications of the person or persons who prepared the financial statements:
The party responsible for the preparation of the unaudited financial statements of the Company is William Sanchez. Mr. Sanchez has over 10 years' experience in accounting and preparing financial documents for different companies.

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; - NOT APPLICABLE
b. Balance Sheet; - SEE APPENDIX A
c. Statement of Income; - SEE APPENDIX A
d. Statement of Cash Flows; - SEE APPENDIX A
e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity) - SEE APPENDIX A
f. Financial Notes - SEE APPENDIX A

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, William J Sanchez certify that:

1. I have reviewed this Quarterly Information and Disclosure Statement for Solidus Communications, 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] 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.

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 debt conversion flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 19, 2023

/s/ William J Sanchez

Principal Financial Officer:

I, William J Sanchez certify that:

1. I have reviewed this Quarterly Information and Disclosure Statement for Solidus Communications, 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 debt conversion flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 19, 2023

/s/ William J Sanchez

Appendix A

TELCO CUBA, INC.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the 3-month period ended
February 28, 2023

CONDENSED FINANCIAL INFORMATION

Solidus Communications, Inc.
CONDENSED UNAUDITED CONSOLIDATED BALANCE SHEET

		For the Three Months Ended February 28, 2023
Current Assets		
Cash	$	64,492.77
Accounts receivable		52,380
Inventories		49,020
Prepaid expenses and other current assets		10,389
Total current assets	**$**	**176,281.52**
Fixed Assets, (Net)		
Accumulated Depreciation		(11,437)
Fleet		70,219
Furniture		4,911
IP TV Equipment		64,723
Kisoks		8,400
Plant & Computer equipment		32,154
Wireless CPE/Antennas		178,508
Total Fixed Assets	**$**	**347,479**
Other Assets		
Directors Prepaid		-
Investment in subsidiary		100,000
Goodwill		365,000
Other Assets		-
Total other assets	**$**	**465,000**
Total assets	**$**	**988,760**
Current Liabilities		
Accounts payable and accrued expenses		(58,995)
Convertible notes payable		-
Promissory notes payable		67,250
Related party, loan and payroll		155,699
Short term notes payable		-
Other current liabilities		169,676
Total Current Liabilities	**$**	**333,630**
Long Term Liabilities		
Loans		301,278
Contingent liabilities		27,000
Total Long Term Liabilities	**$**	**328,278**
Total Liabilities	**$**	**661,908**
Shareholders' Equity		
Preferred A: $.001 par value; 100,000 shares authorized; 0 and 0 issued and outstanding at Nov 30 2022 and Nov 30 2021, respectively		-
Preferred B: $.001 par value; 100,000 shares authorized; 53,688 and 53,688 issued and outstanding at Nov 30 2022 and Nov 30 2021, respectively		54
Preferred C: $.001 par value; 800,000 shares authorized; 700,000 issued and outstanding at Nov 30 2022 and Nov 30 2021, respectively		700
Common stock, $.001 par value; 7,999,000,000 shares authorized; 7,259,394,066 and 7,259,394,066		7,259,394

shares issued and outstanding at Nov 30 2022 and Nov 30 2021, respectively		
Additional & paid-in-capital		(6,025,531)
Distributions		(17,368)
Net Income (Loss)		(148,816)
Accumulated deficit		(741,581)
Total shareholders' equity	**$**	**326,852**
Total liabilities and shareholders' equity	**$**	**988,760**

(The accompanying notes are an integral part of these financial statements)

Solidus Communications, Inc.
CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

	For the Three Months Ended February 22, 2023
Revenue	
Gross Sales	$ 54,156
Cost of Sales	33,617
Net Sales	**$ 20,539**
Operating expenses	
Accountant, Attorney, Consultants	27,133
Equipment purchase	6,702
Fleet	7,881
General and administrative	14,571
Insurance	7,510
Marketing and advertising	844
Network Fees	
Office, Tower, Facility Rent expenses	7,211
Operating	
Payroll, Salaries	77,893
Payroll, Sales Tax	15,814
Total operating expenses	**$ 165,559**
Net (Loss) before income taxes	**$ (145,020)**
Total Other Income	**$ 53,955**
Other Expenses	48

Interest Expense	2,550
Depreciation Expense	-
Reclassification of Debt	-
Fee to parent company	-
Change in derivative fair value	55,153
Total Other Expenses	**$ 57,751**
Net Other Income Profit	**(3,796)**
Net Profit (Loss)	**$ (148,816)**
Weighted average number of shares outstanding	7,252,134,672
Basic and diluted net income/(loss) per share	0.0001

(The accompanying notes are an integral part of these financial statements)

Solidus Communications, Inc.

CONDENSED UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Three Month Ended February 22, 2023
Cash flow from operating activities:	
Net (Loss)	$ (148,816)
Adjustments to reconcile net loss to net cash from operating activities:	
(Decrease) Increase in accounts payables	(55,000)
(Decrease) Increase in accounts receivable	(29,820)
Increase (decrease) Accrued Interest	2,550
Change in fair value of derivative	55,153
Decrease in convertible notes	-
Credit card Payables	-
Depreciation and amortization	-
Related party, payroll	(8,685)
Due to Subsidiary	(29,000)
Decrease in Security Deposits	-
Loan	-
Promissory Notes	-
Adjustment for settlement of MVNO prepayment	-
Inventory	-
Operating assets	-
Prepaid / Director pay	6,250
Net cash provided by (used in) operating activities	**$ (207,367.93)**
Cash flows from investing activities:	
Computer Software	
Plant, Remote, Wireless, IPTV, Headend (CATV)	(8,206)
Due from subsidiary	274

Furniture	-
Purchase of vehicles	-
Adjustment for settlement of MVNO prepayment	-
Net cash used in investing activities:	**$ (7,931.93)**
Cash flows from financing activities:	
Contingent Liability	-
Credit Card payables	-
Proceeds of loan	78,260
Distributions	(139)
Additional Paid in Capital	-
Issuance of Common Stock	-
Cancellation of Series A Stock	-
Decrease in Series B Stock	-
Net cash provided by financing activities	**$ 78,121.76**
Net cash increase for period	$ (137,177.65)
Cash and cash equivalents at beginning of period	$ 201,477.88
Cash and cash equivalents at end of period	**$ 64,300.00**
Non-cash investing and financing activities:	
Common stock issued upon conversion of notes payable	$ -
Common stock issued for settlement of accrued expense	$ -
Common stock issued for professional services	$ -
Conversion of series B preferred stock to common stock	$ -
Conversion of series A preferred stock to common stock	$ -
Additional Paid in Capital adjustment due to interest write off	$ -

(The accompanying notes are an integral part of these financial statements)

Solidus Communications, Inc.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Preferred A Stock		Preferred B Stock		Preferred C Stock		Common Stock		Distributions	Additional	Retained	Total
	$.001 Par Value		$.001 Par Value		$.001 Par Value		$.001 Par Value			Paid-In	Earnings	Shareholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount		Capital		Equity/Deficit
Balance @ November 30, 2020	**55,555**	**$ 56**	**59,688**	**$ 60**	**700,000**	**$ 700**	**4,676,151,986**	**$ 4,676,152**	**$ (56,926)**	**$ (4,094,047)**	**$ (1,026,418)**	**$ (500,424)**
Conversion of Series A preferred stock	(55,555)	$ (56)					55,555,000	$ 55,555		$ 30,555		$ 86,055
Stock issued for professional services							475,977,932	$ 475,978		$ (380,780)		$ 95,198
Common stock issued for the reduction of debt							857,066,400	$ 857,066		$ (751,768)		$ 105,298
Changes In APIC										$ (37,428)		$ (37,428)
Adjustment to retained earnings											$ (102,522)	$ (102,522)
Distributions									$ (7,689)			$ (7,689)
Net (Loss)											$ (458,172)	$ (458,172)
Balance @ February 28, 2021	**-**	**$ 0**	**59,688**	**$ 60**	**700,000**	**$ 700**	**6,064,751,318**	**$ 6,064,751**	**$ (64,615)**	**$ (5,233,468)**	**$ (1,587,112)**	**$ (819,684)**
Conversion of Series B preferred stock			- 6,000	$ (6)			30,000,000	$ 30,000		$ (15,000)		$ 14,994
Common stock issued for professional services							48,574,570	$ 48,575		$ (26,425)		$ 22,149
Common stock issued for the reduction of debt							635,515,142	$ 635,515		$ 421,559		$ 1,057,075
Common Stock sold							40,000,000	$ 40,000		$ 30,000		$ 70,000
Changes in APIC due to interest write off										$ (895,533)		$ (895,533)
Adjustment to retained earnings											$ 23,876	$ 23,876
Distributions									$ (3,675)			$ (3,675)
Net Gain											$ 368,039	$ 368,039
Balance @ May 31, 2021	**-**	**$ 0**	**53,688**	**$ 54**	**700,000**	**$ 700**	**6,818,841,030**	**$ 6,818,841**	**$ (68,290)**	**$ (5,718,867)**	**$ (1,195,197)**	**$ (162,759)**
Common stock issued for professional services							57,142,857	$ 57,143		$ (17,143)		$ 40,000
Common stock issued for the reduction of debt							52,890,179	$ 52,890		$ (38,081)		$ 14,809
Changes in APIC due to interest write off										$ 1,666		$ 1,666

Adjustment to retained earnings											$ 74,562	$ 74,562
Distributions									$ 26,196			$ 26,196
Net (loss)											$ (56,821)	$ (56,821)
Balance @ August 31, 2021	**-**	**$ 0**	**53,688**	**$ 54**	**700,000**	**$ 700**	**6,928,874,066**	**$ 6,928,874**	**$ (42,094)**	**$ (5,772,425)**	**$ (1,177,456)**	**$ (62,347)**
Common stock issued for the reduction of debt							330,520,000	$ 330,520		$ (231,364)		$ 99,156
Changes in APIC due to default on note										$ (21,742)		$ (21,742)
Adjustment to retained earnings											$ (74,562)	$ (74,562)
Distributions									$ (2,577)			$ (2,577)
Net (loss)											(180,447)	$ -
Balance @ November 30, 2021	**-**	**$ 0**	**53,688**	**$ 54**	**700,000**	**$ 700**	**7,259,394,066**	**$ 7,259,394**	**$ (44,671)**	**$ (6,025,531)**	**$ (1,432,465)**	**$ (242,519)**
Adjustment to retained earnings											$ (68,846)	$ (68,846)
Distributions									$ (7,700)			$ (7,700)
Net (loss)											(33,703)	$ (33,703)
Balance @ February 28, 2022	**-**	**$ 0**	**53,688**	**$ 54**	**700,000**	**$ 700**	**7,259,394,066**	**$ 7,259,394**	**$ (52,371)**	**$ (6,025,531)**	**$ (1,535,014)**	**$ (352,767)**
Adjustment to retained earnings											$ 16,782	$ 16,782
Distributions									$ 6,042			$ 6,042
Net Profit											1,088,973	$ 1,088,973
Balance @ May 31, 2022	**-**	**$ 0**	**53,688**	**$ 54**	**700,000**	**$ 700**	**7,259,394,066**	**$ 7,259,394**	**$ (46,329)**	**$ (6,025,531)**	**$ (429,259)**	**$ 759,030**
Adjustment to retained earnings											$ (1,138,443)	$ (1,138,443)
Distributions									$ 10,400			$ 10,400
Net Profit											917,154	$ 917,154
Balance @ August 31, 2022	**-**	**$ 0**	**53,688**	**$ 54**	**700,000**	**$ 700**	**7,259,394,066**	**$ 7,259,394**	**$ (35,929)**	**$ (6,025,531)**	**$ (650,548)**	**$ 548,141**
Adjustment to retained earnings											$ (935,854)	$ (935,854)
Distributions									$ 19,462			$ 19,462
Net Profit											844,822	$ 844,822
Balance @ November 30, 2022	**-**	**$ 0**	**53,688**	**$ 54**	**700,000**	**$ 700**	**7,259,394,066**	**$ 7,259,394**	**$ (16,467)**	**$ (6,025,531)**	**$ (741,580)**	**$ 476,571**
Adjustment to retained earnings											$ (1)	$ (1)

Distributions								$ (901)			$ (901)
Net Profit										(148,816)	$ (148,816)
Balance @ February 28, 2023	**-**	**$ 0**	**53,688**	**$ 54**	**700,000**	**$ 700**	**7,259,394,066**	**$ 7,259,394**	**$ (17,368)**	**$ (6,025,531)**	**$ (890,397)**	**$ 326,852**

(The accompanying notes are an integral part of these financial statements)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. GENERAL ORGANIZATION AND BUSINESS

Organization

Solidus Communications, Inc. (f/k/a Telco Cuba, Inc., f/k/a Amgentech Holdings, Inc., f/k/a CaerVision Global, Inc., f/k/a American Mineral Group Minerals Inc., f/k/a Sungro Minerals, Inc.) (the "Company") was incorporated in the State of Nevada on August 10, 2007. Up until June 12, 2015, the company was previously engaged in the exploration, development, and acquisition of mineral properties.

Solidus Communications, Inc. (QBAN) is a company incorporated under the laws of Nevada in 2007. The company is amassing a portfolio of high value companies in the technology, telecom, and cannabis space. Solidus Communications, Inc. currently has three subsidiaries, Amgentech, Inc., offering collocation, hosting, software development, and technology consulting services in the South Florida area, and Advanced Satellite Systems, Inc. a provider in Volusia County Florida of Cable Television, Internet Service, and Telephone Service.

Solidus Communications, Inc. is continuing its search of acquisition candidates in the technology, telecommunication space and in the cannabis space.

During the first quarter 2019, the company acquired Advanced Satellite Systems, Inc. and all of its assets, and is continuing to offer its services under the Advanced Cable service mark. Advanced Satellite Systems, Inc, is incorporated in the state of Florida and is registered as a subsidiary of Solidus Communications, Inc.

During the first quarter 2023, the company divested all assets related to its subsidiary Naked Papers Brand, Inc.

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a going concern; accordingly, they do not give effect to adjustment that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and retire its liabilities in other than the normal course of business and at amounts different from those in the accompanying financial statements. Management plans to raise debt conversion from public or private debt or equity financing, on an as needed basis. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and/or upon obtaining additional financing. The outcome of these matters cannot be predicted at this time.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Accounting Principles and Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”) and are expressed in U.S. dollars. All inter-company accounts and transactions have been eliminated. The Company’s fiscal year end is November 30.

These statements should be read in conjunction with our Annual Report.

The significant accounting policies followed are:

Principles of Consolidation

The consolidated financial statements include the accounts of Solidus Communications, Inc. (parent) and Amgentech, Inc., and Advanced Satellite Systems, Inc. our wholly owned subsidiaries which has common ownership and management. All intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with US GAAP 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 financial statements and the reported amounts of revenues and expenses during the reporting period.

The Company regularly evaluates estimates and assumptions related to the deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Included in these estimates are assumptions about collection of accounts receivable, impairment of intangibles, useful life of property and equipment, stock-based compensation, beneficial conversion of convertible notes payable, deferred income tax asset valuation allowances, and valuation of derivative liabilities.

Debt conversion and Debt conversion Equivalents

For purposes of the statement of debt conversion flows, debt conversion includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid instruments with maturities of three months or less when purchased to be debt conversion equivalents.

Debt conversion is maintained at financial institutions and, at times, balances may exceed federally insured limits. We have never experienced any losses related to these balances. All our non-interest-bearing debt conversion balances were fully insured at February 28, 2023 and 2022. At February 28, 2023 there were no amounts held in excess of federally insured limits.

Accounts receivable and concentration of credit risk

The Company does not currently have a trade accounts receivable as all sales are either debt conversion, check or credit card for services or products and collected contemporaneously with the sale. Therefore, the Company has not recorded an allowance for doubtful accounts.

During the twelve months ended on February 28, 2023 and 2022, less than 1% and 10% respectively of our revenue was concentrated in one customer.

Related Party Transactions

Parties are considered to be related to the Company if the parties that, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions.

All transactions shall be recorded at fair value of the goods or services exchanged. Property purchased from a related party is recorded at the cost to the related party and any payment to or on behalf of the related party in excess of the cost is reflected as a distribution to the related party.

The Company considers all officers, directors, senior management personnel, and senior level consultants to be related parties to the Company.

The Company purchased vehicles from a related party during Q3, 2022.

Furniture, equipment, and long-lived assets

Furniture and equipment are recorded at cost and depreciated on a straight-line basis over their estimated useful lives, principally three to five years. Accelerated methods are used for tax depreciation. Maintenance and repairs are charged to operations when incurred. Betterments and renewals are capitalized. When furniture and equipment are sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations.

The Company evaluates the recoverability of its long-lived assets or asset groups whenever adverse events or changes in business climate indicate that the expected undiscounted future debt conversion flows from the related assets may be less than previously anticipated. If the net book value of the related assets exceeds the undiscounted future debt conversion flows of the assets, the carrying amount would be reduced to the present value of their expected future debt conversion flows and an impairment loss would be recognized.

Basic and Diluted Loss per Share

Basic and diluted loss per share is based on the weighted average number of shares outstanding. Potential common shares includable in the computation of fully diluted per share results are not presented in the financial statements as their effect would be anti-dilutive.

Revenue recognition

The Companies follow the guidance of the FASB ASC 605-10-S99 “Revenue Recognition Overall – SEC Materials”. The Companies record revenue when persuasive evidence of an arrangement exists, product delivery has occurred, the sales price to the customer is fixed or determinable, and collectability is reasonably assured. Revenues consist primarily of intangible and tangible product sales.

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. There were no commitments or contingencies as of February 28, 2023 and 2022, respectively.

Share Based Compensation

The Company recognizes all share-based payments to employees, including grants of employee stock options, as compensation expense in the financial statements based on their fair value. That expense will be recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). There were no grants awarded through this reporting period in 2023.

The Company issues common stock and common stock options and warrants to consultants for various services. For these transactions, the Company follows the guidance in FASB ASC Topic 505. Costs for these transactions are measured at the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The value of the common stock is measured at the earlier of (i) the date at which a firm commitment for performance by the counterparty to earn the equity instrument is reached or (ii) the date at which the counterparty's performance is complete.

Financial Instruments

Pursuant to ASC 820, Fair Value Measurements and Disclosures, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

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

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

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The Company's financial instruments consist principally of debt conversion, accounts receivable, inventory, accounts payable and accrued liabilities notes payable, convertible promissory notes, and amounts due to related parties. Pursuant to ASC 820, the fair value of our debt conversion is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with 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 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. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of "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) in accordance with 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 Debentures 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 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.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity’s control could or require net debt conversion settlement, then the contract shall be classified as an asset or a liability.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of February, 28 2023, which consist 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 is 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.

Goodwill

The Company recognizes goodwill for the excess of the purchase price over the fair value of the identifiable net assets of the business acquired. ASC 350 "Intangible Assets-Goodwill and Other", an impairment test for goodwill is undertaken by the Company at the reporting unit level annually, or more frequently if events or changes in circumstances indicate that goodwill might be impaired.

Income Taxes

Income taxes are accounted for in accordance with the provisions of FASB ASC 740, Accounting for Income Taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement 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 that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized.

NOTE 3. Stockholders' Deficit

Capital stock authorized for the period ended 02/28/2023

7,999,000,000 common shares with a par value of $0.001 per share; and

1,000,000 preferred shares with a par value of $0.001 per share

Common share Issuances

During the month of December 2020, the Company converted a total of $3,900.00 in convertible debt and accrued interest owed to unaffiliated third-party accredited investors in 93,000,000 shares of common stock.

During the month of January 2021, the Company converted a total of $51,388.81 in convertible debt and accrued interest owed to unaffiliated third-party accredited investors in 599,867,533 shares of common stock.

During the month of January 2021, the Company converted the partial monetary value of a consultants' contract into 441,977,932 restricted common shares.

During the month of February 2021, the Company converted the partial monetary value of a consultants' contract into 34,000,000 restricted common shares.

During the month of February, 2021, a shareholder converted 55,555 Series A shares into 55,555,000 restricted common shares. These common shares have an effective date of February 11, 2021 and are denoted as such in section 3A of this disclosure.

During the month of February 2021, the Company converted a total of $49,259.66 in convertible debt and accrued interest owed to unaffiliated third-party accredited investors in 164,198,867 shares of common stock.

During the month of March, 2021, 23,574,570 restricted common shares were issued to appointed members of the board of directors.

During the month of March, 2021, preferred B shareholders converted 6,000 preferred shares into 30,000,000 restricted common shares.

During the month of March, 2021, the Company converted a total of $7,000.00 in convertible debt to an unaffiliated third-party accredited investor into 46,666,667 shares of common stock.

During the month of April, 2021, the company converted a total of $62,966 in convertible debt and accrued interest owed to an unaffiliated third-party accredited investor into 155,471,605 shares of common stock.

During the month of May, 2021, the company restated a promissory note as convertible in the amount of $100,000.00. The holder, an unaffiliated third-party unaccredited investor converted the note principle and accrued interest owed into 400,000,000 restricted common shares. These common shares have an effective date of May 6, 2021 and are denoted as such in section 3A of this disclosure.

During the month of May, 2021, the company converted a total of $54,934.69 in convertible debt and accrued interest owed to an unaffiliated third-party accredited investor into 73,246,253 shares of common stock. These common shares have an effective date of May 6, 2021 and are denoted as such in section 3A of this disclosure.

During the month of May, 2021, a third-party accredited investor/noteholder cancelled and returned 155,471,605 common shares to the company due to a reversal of a third party note purchase.

During the month of May, 2021, 25,000,000 restricted common shares were issued to appointed members of the board of directors.

During the month of May, 2021, the company converted a total of $52,021.00 in convertible debt and accrued interest owed to an unaffiliated third-party accredited investor into 115,602,222 shares of common stock.

During the month of May, 2021, the company sold 40,000,000 shares of restricted common stock to an unaffiliated third-party accredited investor for $10,000.00. These common shares have an effective date of May 26, 2021 and are denoted as such in section 3A of this disclosure.

During the month of August, 2021, the company converted $41,666.66 of an officer's salary into restricted common stock. The common shares have an effective date of August 9th, 2021 but were issued by the transfer agent on August 16, 2021 and are denoted as such in section 3A of this disclosure.

During the month of August, 2021, the company converted a total of $14,809.15 in convertible debt and accrued interest owed to an unaffiliated third-party unaccredited investor into 52,890,179 shares of restricted common stock. The common shares have an effective date of August 20th, 2021 but were issued by the transfer agent on August 25th, 2021 and are denoted as such in section 3A of this disclosure.

During the month of October, 2021, the company converted a total of $99,156 in convertible debt and accrued interest owed to an unaffiliated third-party unaccredited investor into 330,520,000 shares of unrestricted common stock.

Preferred shares

<u>Preferred stock authorized for the period ended 02/28/2023</u>

The Company has 1,000,000 shares of preferred stock authorized of which 1,000,000 shares were designated in three series as follows:

i. Series A Senior Convertible Voting Non-Redeemable Preferred Stock (the "Series A Preferred") – 100,000 shares authorized, 0 shares issued and outstanding; Each share of Series A Preferred is convertible into 1,000 restricted shares of common stock; Each share of Series A Preferred is convertible into 1,000 common share votes. Each Series A holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Series A holders will not have any rights to vote separately as a series.

ii. Series B Senior Subordinated Convertible Voting Redeemable Preferred Stock (the "Series B Preferred") – 100,000 shares authorized, 53,688 shares issued and outstanding; Each share of Series B Preferred is convertible into 5,000 restricted shares of common stock; Each share of Series B Preferred is convertible into 5,000 restricted common share votes. Each Series B holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Series B holders will not have any rights to vote separately as a series.

iii. Series C Senior Subordinated Convertible Voting Redeemable Preferred Stock (the "Series C Preferred") – 800,000 shares authorized, 700,000 shares issued and outstanding; Each share of Series C Preferred is convertible into 100,000 common share votes, but is otherwise not convertible into common stock. Each Series C holder shall be entitled to vote on all matters submitted to a vote of the holders of the company's common stock on an as if converted to common stock basis. Series C holders will not have any rights to vote separately as a series.

iv. The Company Preferred Stock has liquidation rights as follows: The Series A Preferred is senior in liquidation preference to all other series or classes of capital stock, preferred or common; the Series B Preferred is senior in liquidation preference to all series or classes of capital stock other than the Series A Preferred; the Series C Preferred is senior in liquidation preference to all classes of Common Stock.

Preferred shares issuances

No preferred share issuances during twelve-months ended February 28, 2023, or 2022.

Warrants and Options

For the period ended February 28, 2023 and 2022 there were no outstanding stock options and warrants.

NOTE 4. Concentration Risk

The Company's financial instruments consist of debt conversion, accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. Because of the short maturity and capacity of prompt liquidation of such assets and liabilities, the fair values of these financial instruments approximate their carrying values.

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of debt conversion. The Company places its debt conversion with high credit quality financial institutions in the United States. Bank deposits in the United States did not exceed federally insured limits as of November 30, 2022.

NOTE 5. Notes Payable

As of February 28, 2023, and February 28, 2022, total Debenture Convertible Notes Payable were $0 and $0, respectively.

During June 2021, the company negotiated an extinguishment of debt with a promissory note holder for the amount of $65,000.00. The note was held by Mr. Steven Budin, and was for the purchase of the assets of Naked Papers.

On August, 23rd, 2021 the company entered into a line of credit promissory note with a high credit limit of $75,000.00. The purpose of the line of credit is to pay for the company's 2015, 2016 Audits, and other assorted company expenses. The funds are intended to fast track the company's Audits and Reg A responses.

On September,1st 2021 the company reclassed a debenture note as contingent liability due to the improbability the note holder will convert the note.

NOTE 6. Related party transactions

Our officers have from time-to-time lent money to the Company. This balance includes payroll due to officers. At February 28, 2023 and 2022, our officers had a balance owed to them of $155,698.71 and $341,050 respectively. The balances do not bear interest and are due on demand.

NOTE 7. Commitments and Contingencies

None.

NOTE 8. Employment Contracts

In February 2020, the Company renewed its 5-year employment contract with William Sanchez, the Company's chairman and Chief Executive Officer. Under the terms of the agreement, the Company is to compensate Mr. Sanchez $20,000 per month in addition to providing medical, dental, life and automobile insurance and an automobile allowance of $550 per month.

NOTE 9. PROPERTY AND EQUIPMENT

The company did not have any depreciable fixed assets for the period ending February 28, 2023 and 2022, respectively.

NOTE 10. BLANK.

NOTE 11. BLANK.

NOTE 12. GOING CONCERN

These financial statements have been prepared assuming that the Company will continue as a going concern. The Company has operating and liquidity concerns, current liabilities exceeded current assets. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

NOTE 13. EVENTS

Current events

During the month of December 2020, the Company converted a total of $3,900.00 in convertible debt and accrued interest owed to unaffiliated third-party accredited investors in 93,000,000 shares of common stock.

During the month of January 2021, the Company converted a total of $51,388.81 in convertible debt and accrued interest owed to unaffiliated third-party accredited investors in 599,867,533 shares of common stock.

During the month of January 2021, the Company converted the partial monetary value of a consultants' contract into 441,977,932 restricted common shares.

During the month of February 2021, the Company converted the partial monetary value of a consultants' contract into 34,000,000 restricted common shares.

During the month of February, 2021, a shareholder converted 55,555 Series A shares into 55,555,000 restricted common shares. These common shares have an effective date of February 11, 2021 and are denoted as such in section 3A of this disclosure.

During the month of February 2021, the Company converted a total of $49,259.66 in convertible debt and accrued interest owed to unaffiliated third-party accredited investors in 164,198,867 shares of common stock.

During the month of March, 2021, 23,574,570 restricted common shares were issued to appointed members of the board of directors.

During the month of March, 2021, preferred B shareholders converted 6,000 preferred shares into 30,000,000 restricted common shares.

During the month of March, 2021, the Company converted a total of $7,000.00 in convertible debt to an unaffiliated third-party accredited investor into 46,666,667 shares of common stock.

During the month of April, 2021, the company converted a total of $62,966 in convertible debt and accrued interest owed to an unaffiliated third-party accredited investor into 155,471,605 shares of common stock.

During the month of May, 2021, the company restated a promissory note as convertible in the amount of $100,000.00. The holder, an unaffiliated third-party unaccredited investor converted the note principle and accrued interest owed into 400,000,000 restricted common shares. These common shares have an effective date of May 6, 2021 and are denoted as such in section 3A of this disclosure.

During the month of May, 2021, the company converted a total of $54,934.69 in convertible debt and accrued interest owed to an unaffiliated third-party accredited investor into 73,246,253 shares of common stock. These common shares have an effective date of May 6, 2021 and are denoted as such in section 3A of this disclosure.

During the month of May, 2021, a third-party accredited investor/noteholder cancelled and returned 155,471,605 common shares to the company due to a reversal of a third party note purchase.

During the month of May, 2021, 25,000,000 restricted common shares were issued to appointed members of the board of directors.

During the month of May, 2021, the company converted a total of $52,021.00 in convertible debt and accrued interest owed to an unaffiliated third-party accredited investor into 115,602,222 shares of common stock.

During the month of May, 2021, the company sold 40,000,000 shares of restricted common stock to an unaffiliated third-party accredited investor for $10,000.00. These common shares have an effective date of May 26, 2021 and are denoted as such in section 3A of this disclosure.

During the month of August, 2021, the company converted $41,666.66 of an officer's salary into restricted common stock. The common shares have an effective date of August 9th, 2021 but were issued by the transfer agent on August 16, 2021.

During the month of August, 2021, the company converted a total of $14,809.15 in convertible debt and accrued interest owed to an unaffiliated third-party unaccredited investor into 52,890,179 shares of restricted common stock. The common shares have an effective date of August 20th, 2021 but were issued by the transfer agent on August 25th, 2021.

On August, 23rd, 2021 the company entered into a line of credit promissory note with a high credit limit of $75,000.00. The purpose of the line of credit is to pay for the company's 2015, 2016 Audits, and other assorted company expenses. The funds are intended to fast track the company's Audits and Reg A responses.

During the month of October, 2021, the company converted a total of $99,156 in convertible debt and accrued interest owed to an unaffiliated third-party unaccredited investor into 330,520,000 shares of unrestricted common stock.

During the month of February, 2023, the company divested the assets of Naked Paper Brand, Inc. for the sum of $11,000.00.

NOTE 14. Subsequent Events

We evaluated subsequent events after the balance sheet date through the date the financial statements were issued. We did not identify any additional material events or transactions occurring during this subsequent event reporting period that required further recognition or disclosure in these financial statements.