

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CBD of Denver Inc.

Nauenerstrasse 9, Wustermark, Brandenburg 14641 Germany

+49 33234 291114

<http://www.cbdoftdenver.com/>

info@cbdoftdenver.com

5199

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

5,999,999,106 as of April 14, 2023

5,581,454,773 as of December 31, 2022

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

11/16/2018 CBD of Denver Inc.
09/15/2010 Verde Media Group, Inc.
04/13/2007 Hidalgo Mining International
1993 Communication Corp of America

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):

Delaware; 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:

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

Nauenerstrasse 9, Wustermark, Brandenburg 14641 Germany

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

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

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

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

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock Transfer Co., Inc.
Phone: (732) 872-2727
Email: matt@oldemonmouth.com
Address: 200 Memorial Pkwy, Atlantic Heights, NJ 07716

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:	CBDD
Exact title and class of securities outstanding:	Common Shares
CUSIP:	12482B107
Par or stated value:	\$0.00001
Total shares authorized:	6,000,000,000 <u>as of date: 12/31/2022</u>
Total shares outstanding:	5,581,454,773 <u>as of date: 12/31/2022</u>
Total number of shareholders of record:	248 <u>as of date: 12/31/2022</u>

All additional class(es) of publicly quoted or traded securities (if any): None

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ <u>as of date: _____</u>
Total shares outstanding:	_____ <u>as of date: _____</u>
Total number of shareholders of record:	_____ <u>as of date: _____</u>

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ <u>as of date: _____</u>
Total shares outstanding:	_____ <u>as of date: _____</u>
Total number of shareholders of record:	_____ <u>as of date: _____</u>

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	Series A Preferred
CUSIP (if applicable):	N/A
Par or stated value:	\$0.00001
Total shares authorized:	10,000,000 <u>as of date: 12/31/2022</u>
Total shares outstanding (if applicable):	10,000,000 <u>as of date: 12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>5</u> <u>as of date: 12/31/2022</u>

Exact title and class of the security:	Series B Preferred
CUSIP (if applicable):	N/A
Par or stated value:	\$0.0001
Total shares authorized:	1,500,000 <u>as of date: 12/31/2022</u>

Total shares outstanding (if applicable):	12,000	<u>as of date: 12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>3</u>	<u>as of date: 12/31/2022</u>

Exact title and class of the security:	Series C Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.0001	
Total shares authorized:	10,000,000	<u>as of date: 03/31/2023</u>
Total shares outstanding (if applicable):	9,996,000	<u>as of date: 03/31/2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: 03/31/2023</u>

*One shareholder exchanged 9,966,000 shares of Series A Preferred for the Series C Preferred subsequent to the year end.

Exact title and class of the security:	Series D Super Voting Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.0001	
Total shares authorized:	1	<u>as of date: 03/31/2023</u>
Total shares outstanding (if applicable):	1	<u>as of date: 03/31/2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: 03/31/2023</u>

Exact title and class of the security:	Series E Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.0001	
Total shares authorized:	10,000	<u>as of date: 03/31/2023</u>
Total shares outstanding (if applicable):	10,000	<u>as of date: 03/31/2023</u>
Total number of shareholders of record (if applicable):	<u>2</u>	<u>as of date: 03/31/2023</u>

Security Description:

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

1. For common equity, describe any dividend, voting and preemption rights.

Each share of common stock has the right to one vote per share on all matters voted on by the shareholders. The holders of common stock are entitled to receive dividends as declared by the Board of Directors out of funds legally available therefor. The holders of common stock have no preemptive or subscription rights and there are no redemption or sinking fund provisions applicable to the common stock.

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

Series A Preferred

Each share of Series A Preferred Stock is convertible into 1,500 shares of Common Stock and has voting rights equal to 1,500 shares of Common Stock.

Subsequent to 12/31/2022 and as of the date hereof, the Series A Preferred Stock has been exchanged for 10,000,000 shares of Series C Preferred Stock. Each share of the Series C Preferred Stock is convertible into 1,500 shares of Common Stock, subject to maximum conversion limitations, but has no voting rights.

Series B Preferred

Series B Preferred Stock accrue a dividend at the rate of 5% of the Series B Original Issue Price (\$10 per share) per annum. Such accrued and unpaid dividend shall be convertible into shares of Common Stock of the Company.

Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into that number of fully paid and nonassessable shares of Common Stock (whether whole or fractional) that have a Fair Market Value, in the aggregate, equal to the Series B Original Issue Price, as adjusted as provided herein. "Fair Market Value" shall mean as of any date of determination, 80% of the average closing price of a share of Common Stock on the principal exchange or market on which such shares are then trading for the 5 trading days immediately preceding such date. Therefore, to determine the number of shares issuable the Series B Original Issue Price, as adjusted, is divided by the Fair Market Value, the quotient being the number of shares of Common Stock issued upon conversion. For example, if the Series B Original Issue Price is \$10 and the Fair Market Value is \$.005, then $10.00/.005 = 2,000$ shares of Common stock would be issued.

Series C Preferred

The holders of the Series C Preferred Stock shall be entitled to any dividend that is payable to the holders of the Corporation's Common Stock. The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) senior to the Corporation's Common Stock, \$0.001 par value per share ("Common Stock"); (b) senior with respect to any other series of Preferred Stock, as set forth in the Certificate of Designations with respect to such Preferred Stock; and (c) junior to all existing and future indebtedness of the Corporation.

Except as provided by law or by the other provisions of the Articles of Incorporation or this designation, holders of Series C Preferred Stock shall have no voting rights.

Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into 1,500 (One Thousand Five Hundred) fully paid and nonassessable shares of Common Stock. The conversion right is subject to maximum conversion limitations of 4.9% of the total issued and outstanding shares of Company Common Stock, which may be waived on 61 days' notice, but in any case, may not exceed 9.999% of the total issued and outstanding shares of Company Common Stock.

Series D Preferred

The holder of the Series D Preferred is entitled to cast that number of votes on all matters presented for stockholder vote to the stockholders of the Corporation that when taking into account the votes entitled to be cast by the Series D Preferred stockholder is equal to seventy-five percent (75%) of the total shares authorized to vote on such matter(s) and such holder shall vote along with holders of the Corporation's Common Stock on such matters.

The Series D has no pre-emptive or conversion rights.

The holders of the Series E Preferred Stock shall be entitled to any dividend that is payable to the holders of the Corporation's Common Stock.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, each share of Series E Preferred Stock shall automatically be converted into shares of Common Stock at the then applicable conversion rate.

On any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Series E Preferred Stock shall be entitled to cast the number of votes equal to the

number of whole shares of Common Stock into which the shares of Series E Preferred Stock held by such holder are convertible.

Each share of Series E Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into that number of fully paid and nonassessable shares of Common Stock (whether whole or fractional) equal to 0.05% of the total number of shares of Common Stock outstanding at the Conversion Time.

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

N/A

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.**

N/A

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>5,309,538,107</u> Preferred: <u>10,000,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>February 10, 2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common Stock</u>	<u>.03</u>	<u>No</u>	<u>Gregory Gamma</u>	<u>Employment</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>February 10, 2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common Stock</u>	<u>.03</u>	<u>No</u>	<u>Maxim Gamma</u>	<u>Employment</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>February 10, 2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common Stock</u>	<u>.03</u>	<u>No</u>	<u>Stoja Bogicevic</u>	<u>Employment</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>February 10, 2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common Stock</u>	<u>.03</u>	<u>No</u>	<u>Riccardo Viscio</u>	<u>Employment</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>February 10, 2021</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common Stock</u>	<u>.03</u>	<u>No</u>	<u>Can Hozer</u>	<u>Employment</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>March 16, 2022</u>	<u>New Issuance</u>	<u>200,000,000</u>	<u>Common Stock</u>	<u>.00126</u>	<u>Yes</u>	<u>Capitoline Venture Fund II LLC</u> <u>Robert Roever</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(1)</u>
<u>July 14, 2022</u>	<u>New Issuance</u>	<u>4,666,666</u>	<u>Common Stock</u>	<u>\$0.004</u>	<u>Yes</u>	<u>Hanspeter Vocheze</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>July 21, 2022</u>	<u>New Issuance</u>	<u>5,000</u>	<u>Series B Preferred</u>	<u>\$10,00</u>	<u>No</u>	<u>Kenneth Feinstein</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>August 31, 2022</u>	<u>New Issuance</u>	<u>4,800,000</u>	<u>Common Stock</u>	<u>\$0.00250</u>	<u>Yes</u>	<u>Henry Wilsher</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>August 31, 2022</u>	<u>New Issuance</u>	<u>12,500,000</u>	<u>Common Stock</u>	<u>\$0.00200</u>	<u>Yes</u>	<u>Shane Attersley</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>August 31, 2022</u>	<u>New Issuance</u>	<u>17,500,000</u>	<u>Common Stock</u>	<u>\$0.00200</u>	<u>Yes</u>	<u>Gavin Solomon</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>August 31, 2022</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common Stock</u>	<u>\$0.00200</u>	<u>Yes</u>	<u>Offelbar PTY Ltd.</u> <u>Quentin Flannery</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>August 31, 2022</u>	<u>New Issuance</u>	<u>7,400,000</u>	<u>Common Stock</u>	<u>\$0.00250</u>	<u>Yes</u>	<u>David Gibson</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>September 22, 2022</u>	<u>New Issuance</u>	<u>2,000</u>	<u>Series B Preferred</u>	<u>\$10.00</u>	<u>No</u>	<u>BMO Nesbitt Burns ITF - Rachel Gurney</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>December 7, 2022</u>	<u>New Issuance</u>	<u>5,000</u>	<u>Series B Preferred</u>	<u>\$10.00</u>	<u>No</u>	<u>Thomas J. Porcaro</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>12/31/2022</u> Common: <u>5,581,454,773</u>									
Preferred: <u>10,012,000</u>									

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

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

Subsequent to 12/31/2022 and as of the date hereof, the Series A Preferred Stock has been exchanged for 10,000,000 shares of Series C Preferred Stock. Each share of the Series C Preferred Stock is convertible into 1,500 shares of Common Stock, subject to maximum conversion limitations, but has no voting rights.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>March 8, 2023</u>	<u>730,234.92</u>	<u>\$730,234.92</u>	_____	<u>09/08/23</u>	<u>the average of the lowest intraday trading prices during the 20 (twenty) days prior to the day that the Holder requests conversion.</u>	<u>Capitoline Ventures II LLC</u>	<u>Loan memorializing advances from 2020 through 2022</u>
<u>March 8, 2023</u>	<u>139,719.12</u>	<u>\$139,719.12</u>	_____	<u>09/08/23</u>	<u>the average of the lowest intraday trading prices during the 20 (twenty) days prior to the day that the Holder requests conversion.</u>	<u>Goldberg Ag Pascal Siegenthaler</u>	<u>Loan memorializing advances from 2021 through 2022</u>
<u>March 8, 2023</u>	<u>\$69,000</u>	<u>\$69,000</u>	_____	<u>09/08/23</u>	<u>the average of the lowest intraday trading prices during the 20 (twenty) days prior to the day that the Holder requests conversion.</u>	<u>Pascal Siegenthaler</u>	<u>Loan memorializing advances from 2021 through 2022</u>

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

4) Issuer's Business, Products and Services

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

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

CBD of Denver offers a full line of hemp oil and CBD products and is a producer and distributor of innovative products throughout Europe.

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

Rockflowr Exchange
Rockflowr Production
Libra 9 GmbH (as of January 2023)

C. Describe the issuers' principal products or services.

CBD health and wellness products; The Magic Lappen reusable cleaning cloth; Berliner 13 Anti-Slip treatment

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The officers and directors of the Company provide office space to the Company at no cost.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Axel Reinke (1)</u>	<u>CEO/Director</u>	<u>Berlin, German</u>	<u>5,000(2)</u>	<u>Series E Preferred</u>	<u>50%</u>	<u>_____</u>
<u>Robert Roever</u>	<u>Director</u>	<u>New York, NY</u>	1 5,000(2)	<u>Series D Preferred</u> <u>Series E Preferred</u>	<u>100%</u> <u>50%</u>	<u>_____</u>
<u>Nicholas Sprung</u>	<u>Director</u>	<u>Centennial, CO</u>	<u>2,000</u>	<u>Common</u>	<u>Less than 1%</u>	<u>_____</u>
<u>Paul Gurney (3)</u>	<u>Director</u>	<u>London, UK</u>	<u>=</u>	<u>=</u>	<u>=</u>	<u>_____</u>
<u>Goldberg AG</u>	<u>5%</u>	<u>Zurich, Switzerland</u>	<u>9,966,000 (4)</u>	<u>Series C Preferred</u>	<u>99.6%</u>	<u>Pascal Siegenthaler</u>

(1) Axel Reinke was appointed CEO and director in January 2023.

(2) The Series E Preferred Shares are subject to vesting upon the achievement of certain milestones.

(3) Paul Gurney resigned as CEO in January 2023, and remains a director of the Company.

(4) Goldberg AG is not a control person or affiliate of the Company. Goldberg acquired the Series C Preferred shares in exchange for Series A Preferred Shares that it received pursuant to execution on a pledge agreement with Swiss Industry Ventures AG. The Series C Preferred Shares are subject to a conversion limitation of 4.9% of common.

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: (954) 903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: Phil Kempisty
Firm: SMC International Tax and Accounting Services
Address 1: 15 Maiden Lane
Address 2: New York, NY 10038
Phone: 212-406-7272
Email: pkempisty@kempistycpas.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

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

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

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

Name: Phil Kempisty
Title: CPA
Relationship to Issuer: outside accountant

Describe the qualifications of the person or persons who prepared the financial statements: Mr. Kempisty is a licensed CPA

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

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Axel Reinke certify that:

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

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

4/17/2023 [Date]

/s/ Axel Reinke [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Axel Reinke certify that:

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

4/17/2023 [Date]

/s/ Axel Reinke [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")