

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

## **CODE GREEN APPAREL CORP.**

9713 Stratus Drive  
Dripping Springs, Texas 78620

612-889-2418  
codegreenapparelcorporation@gmail.com  
SIC Code: 7374

### **Annual Report**

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

#### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

3,838,715,637 shares of common stock as of December 31, 2022, and 3,838,715,637 shares of common stock as of March 16, 2023.

3,266,277,092 shares of common stock as of December 31, 2021.

#### **Shell Status**

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

Yes:  No:

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

Yes:  No:

#### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

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

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

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

**The Company was originally incorporated in the State of Nevada on December 11, 2007, as Fluid Solutions, Inc. In November 2009, the Company changed its name to Gold Standard Mining Corp. In November 2012, the Company changed its name to J.D. Hutt Corp. In September 2015, the Company changed its name to Green Code Apparel Corp., its current name.**

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

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

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

**None.**

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

**Effective March 13, 2023, we acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."**

**At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin "miners," that is, the specialized computer hardware that process the algorithms to validate "blocks" of transactions and add them to the public ledger, thereby building a "blockchain." All of the Bitcoin "miners" were purchased with cash by their former owners.**

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

**9713 Stratus Drive, Dripping Springs, Texas 78620**

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

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

**N/A**

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

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

2) **Security Information**

**Transfer Agent**

Name: Pacific Stock Transfer Co.

Phone: 800-785-7782

Email: info@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

**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:	<b>CGAC</b>
Exact title and class of securities outstanding:	<b>Common Stock</b>
CUSIP:	<b>19189Y207</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>10,000,000,000</b> as of date: March 16, 2023
Total shares outstanding:	<b>3,838,715,637</b> as of date: March 16, 2023
Total number of shareholders of record:	<b>104</b> as of date: March 16, 2023

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

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

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

**Other classes of authorized or outstanding equity securities:**

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

Exact title and class of the security:	<b>Series A Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>1,000</b> as of date: March 16, 2023
Total shares outstanding (if applicable):	<b>1,000</b> as of date: March 16, 2023
Total number of shareholders of record	<b>One (1)</b> as of date: March 16, 2023

Exact title and class of the security:	<b>Series B Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>200,000</b> as of date: March 16, 2023
Total shares outstanding (if applicable):	<b>0</b> as of date: March 16, 2023
Total number of shareholders of record	<b>0</b> as of date: March 16, 2023

Exact title and class of the security:	<b>Series C Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>100,000</b> as of date: March 16, 2023
Total shares outstanding (if applicable):	<b>100,000</b> as of date: March 16, 2023
Total number of shareholders of record	<b>3</b> as of date: March 16, 2023

Exact title and class of the security:	<b>Series D Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>100,000</b> as of date: March 16, 2023
Total shares outstanding (if applicable):	<b>100,000</b> as of date: March 16, 2023
Total number of shareholders of record	<b>4</b> as of date: March 16, 2023

**Security Description:**

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

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

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

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

As part of our new business plan, however, we intend to pay cash dividends to all holders of our capital stock, including holders of common stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined "Available Cash," as follows:

Available Cash shall be calculated as an amount, for any determination period, equal to (1) total revenues from sales of company-mined Bitcoin, (2) less total costs of Bitcoin mined by the company, (3) less cash operating expenses of the company, (4) less cash paid by the company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 15.0% of Available Cash distributed to the holders of Common Stock.
- 22.5% of Available Cash distributed to the holder(s) of Series A Preferred Stock.
- 20.0% of Available Cash distributed to the holder(s) of Series C Preferred Stock.
- 42.5% of Available Cash distributed to the holder(s) of Series D Preferred Stock.

Our Board of Directors has not yet declared any dividend, in this regard.

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

Series A Preferred Stock. Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock has no rights of conversion. The Series A Preferred Stock, as a class, is entitled to receive, as dividends, 22.5% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals five thousandths of a percent (0.005%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into five percent (5.0%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

Series B Preferred Stock. Each share of Series B Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series B Preferred Stock is stated, in the filed certificate of designation (the “Series B Designation”), to possess conversion rights. However, the relevant provisions in the Series B Designation fail to state a conversion price or conversion ratio. The Series B Preferred Stock has the right to participate in any dividends declared by our Board of Directors with respect to our common stock.

Series C Preferred Stock. Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series C Preferred Stock has no rights of conversion. The Series C Preferred Stock, as a class, is entitled to receive, as dividends, 20.0% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals five hundred-thousandths of a percent (0.00005%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into five percent (5.0%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

Series D Preferred Stock. Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series D Preferred Stock has no rights of conversion. The Series D Preferred Stock, as a class, is entitled to receive, as dividends, 42.5% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series D Preferred Stock. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals fifteen ten-thousandths of a percent (0.00015%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into fifteen percent (15.0%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

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

None.

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

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

**3) Issuance History**

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

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

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

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

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

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?	Opening Balance:	
										Number of Shares outstanding as of January 1, 2019	
										Common: 48,788,638	Preferred: Series A: 1,000 Series B: 65,000
3/23/2021	New Issuance	3,770,690	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
4/15/2021	New Issuance	2,128,362	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
4/28/2021	New Issuance	4,354,690	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
6/3/2021	New Issuance	5,496,810	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
6/8/2021	New Issuance	3,220,500	Common Stock	\$0.0034	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
6/14/2021	New Issuance	3,220,506	Series B Preferred Stock	\$0.0055	Yes	Tri-Bridge Ventures, LLC (John Forsythe III)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
6/14/2021	New Issuance	4,585,397	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
6/16/2021	New Issuance	2,895,586	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
6/22/2021	New Issuance	7,043,103	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
6/24/2021	New Issuance	3,915,200	Common Stock	\$0.004	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended		
6/29/2021	New Issuance	6,575,862	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended		

7/1/2021	New Issuance	2,275,862	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/8/2021	New Issuance	5,832,121	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/8/2021	New Issuance	4,903,733	Common Stock	\$0.0051	Yes	Tri-Bridge Ventures, LLC (John Forsythe III)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/12/2021	New Issuance	4,959,569	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/13/2021	New Issuance	4,189,709	Common Stock	\$0.005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/14/2021	New Issuance	5,686,900	Common Stock	\$0.0022	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/14/2021	New Issuance	5,081,000	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/16/2021	New Issuance	5,722,914	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/21/2021	New Issuance	8,756,569	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/23/2021	New Issuance	5,440,397	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/28/2021	New Issuance	4,931,928	Common Stock	\$0.0025	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/28/2021	New Issuance	8,228,569	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/28/2021	New Issuance	7,427,322	Common Stock	\$0.0025	Yes	Tri-Bridge Ventures, LLC (John Forsythe III)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/29/2021	New Issuance	7,478,604	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/2/2021	New Issuance	10,034,483	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/4/2021	New Issuance	8,334,535	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/19/2021	New Issuance	10,953,104	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/23/2021	New Issuance	9,568,698	Common Stock	\$0.0015	Yes	JSJ Investments LLC (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/24/2021	New Issuance	10,360,224	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/24/2021	New Issuance	4,636,770	Common Stock	\$0.0012	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended

8/25/2021	New Issuance	21,337,932	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/27/2021	New Issuance	24,709,655	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/27/2021	New Issuance	12,354,678	Common Stock	\$0.0009	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/31/2021	New issuance	12,354,678	Common Stock	\$0.0007	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/1/2021	New Issuance	28,565,862	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/2/2021	New Issuance	14,776,209	Common Stock	\$0.0008	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/2/2021	New Issuance	11,523,759	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/3/2021	New Issuance	32,569,879	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/7/2021	New Issuance	34,850,862	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/9/2021	New Issuance	20,786,251	Common Stock	\$0.0008	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/10/2021	New Issuance	41,777,017	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/13/2021	New Issuance	43,977,586	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/13/2021	New Issuance	41,960,345	Common Stock	\$0.0006	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/14/2021	New Issuance	30,940,224	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/14/2021	New Issuance	25,554,259	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/15/2021	New Issuance	61,909,138	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/16/2021	New Issuance	67,618,396	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/16/2021	New Issuance	6,597,710	Common Stock	\$0.0008	Yes	More Capital LLC (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/16/2021	New Issuance	30,813,040	Common Stock	\$0.0006	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/20/2021	New Issuance	57,979,966	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended

9/20/2021	New Issuance	20,999,828	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/20/2021	New Issuance	60,000,000	Common Stock	\$0.0006	Yes	Anubis Capital Partners (Jacob Cohen)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/21/2021	New Issuance	52,570,890	Common Stock	\$0.0006	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/21/2021	New Issuance	77,918,103	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/21/2021	New Issuance	37,483,176	Common Stock	\$0.0006	Yes	More Capital LLC (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/27/2021	New Issuance	100,000,000	Common Stock	\$0.0006	Yes	Anubis Capital Partners (Jacob Cohen)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/30/2021	New Issuance	54,033,662	Common Stock	\$0.0006	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/4/2021	New Issuance	119,018,224	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/6/2021	New Issuance	135,938,621	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/7/2021	New Issuance	131,411,060	Common Stock	\$0.0006	Yes	Anubis Capital Partners (Jacob Cohen)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/7/2021	New Issuance	148,744,828	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/11/2021	New Issuance	176,741,379	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/12/2021	New Issuance	58,328,363	Common Stock	\$0.0006	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/12/2021	New Issuance	27,593,564	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/18/2021	New Issuance	92,540,807	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/25/2021	New Issuance	105,329,000	Common Stock	\$0.0004	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/27/2021	New Issuance	33,748,620	Common Stock	\$0.0005	Yes	More Capital LLC (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
11/16/2021	New Issuance	94,671,000	Common Stock	\$0.0006	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
11/29/2021	New Issuance	112,021,640	Common Stock	\$0.0005	Yes	More Capital Partners LP (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
11/30/2021	New Issuance	112,021,640	Common Stock	\$0.0009	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended

12/9/2021	New Issuance	127,638,640	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/17/2021	New Issuance	133,893,569	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/22/2021	New Issuance	112,579,959	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/27/2021	New Issuance	146,841,000	Common Stock	\$0.0003	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/28/2021	New Issuance	140,453,718	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/5/2022	New Issuance	133,892,933	Common Stock	\$0.0006	Yes	More Capital Partners LP (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/10/2022	New Issuance	97,816,081	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/14/2022	New Issuance	166,608,331	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/31/2022	New Issuance	53,159,000	Common Stock	\$0.0002	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
5/18/2022	New Issuance	95,962,200	Common Stock	\$0.0003	Yes	Oscaleta Partners (Steven Hicks)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/27/2022	New Issuance	5,000,000	Common Stock	\$0.0005	Yes	Angelo Communications Inc. (Caren Currier)	Payment of Trade Debt	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/28/2022	New Issuance	20,000,000	Common Stock	\$0.0005	Yes	Dysfunctional Rehabilitation Limited (Caren Currier)	Payment of Trade Debt	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
Shares Outstanding as of December 31, 2022	<u>Ending Balance:</u> Common: 3,838,715,637 Preferred: Series A: 1,000 Series B: 65,000								

**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:

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
3/13/2023	\$192,403.33	\$192,403.33	\$-0-	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A	More Capital Partners, L.P. (Mike Wruck)	Loan
3/3/2023	\$150,000.00	\$150,000.00	\$0	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A	George J. Powell III	Loan
6/5/2017	\$150,000.00	\$150,000.00	\$0	3/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	Auctus Fund, LLC (Lou Posner)	Loan

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

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

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

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

##### Recent Change in Control

At the close of business on March 3, 2023, there occurred a change in control of our company, whereby Logan William Rice purchased securities representing voting control of our company from George J. Powell III. In conjunction with the change-in-control transaction, our former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as our current sole director. In addition, Mr. Rice was appointed as CEO and Secretary of our company; Ms. Currier remains as CFO of our company.

Following the change-in-control transaction, and in light of our company's failure to establish a viable business, our Board of Directors adopted a new business model for our company, to wit: our company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, we will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by our Board of Directors) to our holders of capital stock.

Also in conjunction with such change in control, we acquired two going businesses engaged in Bitcoin mining. (See "New Business Operations" below).

##### Change in "Shell" Status

Effective March 13, 2023, we acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin “miners,” that is, the specialized computer hardware that process the algorithms to validate “blocks” of transactions and add them to the public ledger, thereby building a “blockchain.” All of the Bitcoin “miners” were purchased with cash by their former owners.

We acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; we acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, our Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of our Series C Preferred Stock.

Until our acquisition of Operating Group 1 and Operating Group 2, our company identified itself as a “shell company.” Effective with our acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, our company ceased to be a “shell company.”

## **New Business Operations**

With the acquisitions of Operating Group 1 and Operating Group 2, our company now operates as a Bitcoin mining company in the manner of a traditional gold mining company, that is, we will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by our Board of Directors) to our holders of capital stock.

## **Overview**

Our company is a Bitcoin mining company. Bitcoin, a cryptocurrency, is a specialized application of blockchain technology. Blockchains are encrypted distributed ledgers maintained on the internet. Bitcoin mining is the process of validating the authenticity of encrypted blocks of transactions and updating Bitcoin’s blockchain ledger. Bitcoin miners expend significant amounts of computer processing power – hash rate – to solve complicated mathematical problems required to validate the encrypted data block. The Bitcoin blockchain protocol rewards the first Bitcoin miner to solve the encryption and add a new block of validated transactions to the Bitcoin blockchain ledger with newly issued Bitcoins. Bitcoin miners compete for those rewards and a share of transaction fees. This creates a competitive environment where Bitcoin miners are constantly seeking to increase their hashing capacity by expansion or deployment of new higher-capacity mining equipment.

## **Our Business Model**

We will treat our mined Bitcoin as a traditional commodity, in the manner of a traditional gold mining company, for example. We will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by our Board of Directors) to our holders of capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;

- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

There is no assurance that our Bitcoin mining operations will ever generate sufficient funds to produce “Available Cash” for dividend distribution.

Our overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party’s secure Bitcoin mining facility, while maintaining low operating expenses. All of our Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield “Available Cash” for dividend distribution to holders of our capital stock.

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

Currently, we have no subsidiaries or affiliated companies.

**C. Describe the issuer’s principal products or services.**

Our company is a Bitcoin mining company. Bitcoin, a cryptocurrency, is a specialized application of blockchain technology. Blockchains are encrypted distributed ledgers maintained on the internet. Bitcoin mining is the process of validating the authenticity of encrypted blocks of transactions and updating Bitcoin’s blockchain ledger. Bitcoin miners expend significant amounts of computer processing power – hash rate – to solve complicated mathematical problems required to validate the encrypted data block. The Bitcoin blockchain protocol rewards the first Bitcoin miner to solve the encryption and add a new block of validated transactions to the Bitcoin blockchain ledger with newly issued Bitcoins. Bitcoin miners compete for those rewards and a share of transaction fees. This creates a competitive environment where Bitcoin miners are constantly seeking to increase their hashing capacity by expansion or deployment of new higher-capacity mining equipment.

**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.

**We conduct all of our corporate functions from a premises provided to us by our CEO, Logan William Rice, at no charge. Each of our Bitcoin miners is located at a third-party’s secure location in Texas, pursuant to separate lease agreements. We own no real property.**

**6) Officers, Directors, and Control Persons**

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

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

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

Name of Officer, Director or Control Person	Affiliation with Company (e.g., Officer Title, Director, Owner of More Than 5%)	Residential Address (City/State Only)	Number of Shares Owned	Share Type/Class	Ownership Percentage of Class Outstanding	Note
Logan William Rice	Sole Director, Chief Executive Officer and Secretary	Dripping Springs, Texas	-0-	Common Stock	0%	
			1,000	Series A Preferred Stock	100%	See Note A below.
			33,334	Series C Preferred Stock	33.34%	See Note B below.
Caren Currier	Chief Financial Officer	Denton, Texas	-0-	Common Stock	0%	
Note A	The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.					
Note B	Each share of Series C Preferred Stock has one (1) vote in all matters requiring shareholder approval.					

## 7) Legal/Disciplinary History

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

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

**None.**

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

**None.**

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

**None.**

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

**None.**

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

**None.**

**8) Third Party Service Providers**

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

Securities Counsel (must include Counsel preparing Attorney Letters)

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

Accountant or Auditor

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

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

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

9) **Financial Statements**

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

- IFRS
- U.S. GAAP

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

Name: **Logan William Rice**  
Title: **Chief Executive Officer**  
Relationship to Issuer: **Sole Director and an Officer of the Company**

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

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

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

[ CERTIFICATION PAGE FOLLOWS ]

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

## 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, Logan William Rice, certify that:

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

Dated: March 16, 2023

/s/ Logan William Rice  
Chief Executive Officer

*Principal Financial Officer:*

I, Caren Currier, certify that:

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

Dated: March 16, 2023

/s/ Caren Currier  
Chief Financial Officer

**CODE GREEN APPAREL CORPORATION**

**INDEX TO UNAUDITED FINANCIAL STATEMENTS**

Unaudited Balance Sheets as of December 31, 2022, and December 31, 2021

Unaudited Statements of Operations for the year ended December 31, 2022, and 2021

Unaudited Statements of Stockholders' Deficit for the year ended December 31, 2022, and 2021

Unaudited Statements of Cash Flows for the year ended December 31, 2022, and 2021

Notes to the Unaudited Financial Statements

**CODE GREEN APPAREL CORP.**

**Balance Sheets**

	<u>12/31/22</u>	<u>12/31/21</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ ---	\$ 2,868
Total current assets	<u>---</u>	<u>2,868</u>
<b>FIXED ASSETS</b>	<u>---</u>	<u>1,574</u>
<b>TOTAL ASSETS</b>	<u><u>\$ ---</u></u>	<u><u>\$ 4,442</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Current liabilities		
Accounts payable and other accrued liabilities	\$ 15,500	\$ 60,500
Convertible notes payable	607,860	1,342,872
Total current liabilities	<u>649,618</u>	<u>1,421,972</u>
<b>TOTAL LIABILITIES</b>	\$ 649,618	\$ 1,421,972
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized		
Series A Preferred Stock, 1,000 shares and 1,000 shares issued and outstanding at December 31, 2022, and December 31, 2021, respectively	\$ 1	\$ 1
Series B Preferred Stock, 65,000 shares and 40,000 shares issued and outstanding at December 31, 2022, and December 31, 2021, respectively	65	40
Common stock, \$0.001 par value, 10,000,000,000 shares authorized, 3,838,715,637 shares and 3,266,277,092 shares issued and outstanding at December 31, 2022, and December 31, 2021, respectively	2,510,845	1,605,523
Additional paid-in capital	10,108,506	10,108,506
Accumulated deficit	<u>(13,269,041)</u>	<u>(13,131,599)</u>
Total stockholders' deficit	<u>(649,618)</u>	<u>(1,417,529)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u><u>\$ ---</u></u>	<u><u>\$ 4,442</u></u>

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

**CODE GREEN APPAREL CORP.**  
**Statements of Operations**

	<b>Year Ended 12/31/22</b>	<b>Year Ended 12/31/21</b>
Expenses		
Operating and administrative	\$ 17,100	\$ 128,741
Total operating expenses	17,100	128,741
Net operating loss	(17,100)	(128,741)
Other income (expense)		
Interest expense	(468,753)	(135,471)
Forgiven debt	348,411	(1,222,868)
Total other income (expense)	(120,342)	(1,358,339)
Loss before taxes	(137,442)	(1,487,080)
Income tax expense	---	---
Net loss	\$ (137,442)	\$ (1,487,080)
Net loss per common share		
Basic	\$ (0.00)	\$ (0.00)
Diluted	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding		
Basic	3,838,715,637	3,266,277,092
Diluted	3,838,715,637	3,266,277,092

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

**CODE GREEN APPAREL CORP.**  
**Statement of Changes in Stockholders' Equity (Deficit)**  
**For the Years Ended December 31, 2022 and 2021**

	Preferred Stock						Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity (Deficit)
	Series A		Series B						
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, December 31, 2020	1,000	1	40,000	\$ 40	48,788,638	\$ 95,955	10,108,506	\$ (11,644,519)	\$ (1,440,017)
Common Stock issued	---	---	---	---	3,217,488,454	1,509,568	---	---	1,509,568
Net loss	---	---	---	---	---	---	---	(1,487,080)	(1,487,080)
Balance, December 31, 2021	1,000	1	40,000	40	3,266,277,092	1,605,523	10,108,506	(13,131,599)	(1,417,529)
Common Stock issued	---	---	---	---	572,438,545	905,322	---	---	905,322
Series B Preferred Stock issued	---	---	25,000	25	---	---	---	---	25
Net loss	---	---	---	---	---	---	---	(137,442)	(137,442)
Balance, December 31, 2022	1,000	\$ 1	65,000	\$ 65	3,838,715,637	\$ 2,510,845	10,108,506	\$ (13,269,041)	\$ (649,618)

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

**CODE GREEN APPAREL CORP.**  
**Statements of Cash Flows**  
**For the Years Ended December 31, 2022 and 2021**

	<b>Year Ended 12/31/22</b>	<b>Year Ended 12/31/21</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (137,442)	\$ (1,487,080)
Non-cash adjustments		
Depreciation	1,574	---
Debt to equity conversion	905,322	---
Adjustments to reconcile net loss to net cash used for operating activities:		
Changes in assets and liabilities		
Decrease (increase) in prepaid expenses	---	---
Increase (decrease) in accounts payable and accrued expenses	(772,354)	(77,588)
Net cash used for operating activities	(2,900)	(1,564,668)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Series B Preferred Stock issued	32	58,009
Additional paid-in capital	---	1,509,528
Net cash provided by financing	32	1,567,537
Net increase (decrease) in cash and cash equivalents	(2,868)	2,868
Cash and cash equivalents at beginning of period	2,868	---
Cash and cash equivalents at end of period	\$ ---	\$ 2,868
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Income taxes paid	\$ ---	\$ ---
Interest paid	\$ ---	\$ ---

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

## CODE GREEN APPAREL CORPORATION

### NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 and 2021

#### NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Code Green Apparel Corporation. (the “Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Nevada on September 2, 2014. The principal activity of the company was to provide sustainable textiles by providing corporations with Corporate Logo Wear, Uniforms and other Sustainable Textile products.

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

##### Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP” accounting). The Company has adopted December 31 fiscal year end.

##### Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of three months or less to be cash equivalents. The Company had \$0 of cash as of December 31, 2022, and December 31, 2021.

##### Fair Value of Financial Instruments

ASC topic 820 “Fair Value Measurements and Disclosures” establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: defined as observable inputs such as quoted prices in active markets.

Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of accounts payable and the Company’s loan from shareholder approximates its fair value due to their short-term maturity.

##### Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

##### Use of Estimates

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

##### Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

### Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income (loss) applicable to common shareholders by the weighted average number of common shares during the period. Diluted income (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of December 31, 2022 and 2021. In loss years common stock equivalents would not be included as they would be anti-dilutive.

### Comprehensive Income

The Company has established standards for reporting of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

## **NOTE 2 – GOING CONCERN**

The accompanying financial statements have been prepared in conformity with generally accepted accounting principle, which contemplate continuation of the Company as a going concern. However, the Company had no revenues as of December 31, 2022. The Company currently has a working capital deficit and has not completed its efforts to establish a stabilized source of revenues sufficient to cover operating costs over an extended period of time. This raises substantial doubt about its ability to continue as a going concern.

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 3 – COMMON STOCK**

The Company has 10,000,000,000, \$0.001 par value shares of common stock authorized. As of December 31, 2022, and 2021, the Company had 2,510,845,380 issued and 1,605,523,000 respectively issued and outstanding shares.

During the year 2021, the convertibles note holders decided to convert majority part of the notes to common stock. 1,509,568,000 shares at 0.001 per value were issued to various debt holders in conversion of debt to common stock.

Also, during the year 2022, 905,322,380 shares were issued to Sojourn, a convertible note holder to convert the note to common stock.

## **NOTE 4 – COMMITMENTS AND CONTINGENCIES**

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

## **NOTE 5 – FORGIVEN DEBT**

During the year 2022, \$298,443.28 Accrued Actus fee which represents part of the convertible note's payables and \$50,000 accrued office rent were forgiven, and reported in the profit and loss account as a forgiven debt.

## **NOTE 6 – INCOME TAXES**

As of December 31, 2021, the Company had net operating loss carry forwards of approximately \$312,287 that may be available to reduce future years' taxable income in varying amounts through 2037. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carryforwards. The provision for Federal income tax consists of the following:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Federal income tax benefit attributable to:		
Current Operations	\$ 28,863	\$ 312,287
Less: valuation allowance	(28,863)	(312,287)
Net provision for Federal income taxes	<u>\$ —</u>	<u>\$ —</u>

The cumulative tax effect at the expected rate of 21% of significant items comprising our net deferred tax amount is as follows:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 353,444	\$ 324,581
Less: valuation allowance	(353,444)	(324,581)
Net deferred tax asset	<u>\$ —</u>	<u>\$ —</u>

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of approximately \$353,444 for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur net operating loss carry forwards may be limited as to use in future years.

## **NOTE 7 – SUBSEQUENT EVENTS**

### **Change in Control**

At the close of business on March 3, 2023, there occurred a change in control of the Company, whereby Logan William Rice purchased securities representing voting control of the Company from George J. Powell III. In conjunction with the change-in-control transaction, the Company’s former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as the Company’s current sole director. In addition, Mr. Rice was appointed as CEO and Secretary of the Company; Ms. Currier remains as CFO of the Company.

### **New Plan of Business**

Following the change-in-control transaction, and in light of the Company’s failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: the Company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by the Board of Directors) to the holders of the Company’s capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and

- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

The overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party's secure Bitcoin mining facility, while maintaining low operating expenses. All of the Company's Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield "Available Cash" for dividend distribution to holders of the Company's capital stock.

### **Debt Forgiveness Agreement**

Pursuant to a debt forgiveness agreement, effective March 3, 2023, Carebourn Capital, L.P. agreement to forgive all \$332,370.91 of debt owed by the Company to it. In consideration of this debt forgiveness, the Company agreed to pursue its new Bitcoin mining business plan.

### **First Amended and Restated Promissory Note**

Effective March 3, 2023, the Company delivered a First Amended and Restated Promissory Note (the "Amended Powell Note") to the Company's former control person, George J. Powell III. The Amended Powell Note has a principal amount of \$150,000 and bears interest at 8% per annum. The Amended Powell Note is repayable, as follows: (a) \$35,000 of the principal (the "Cash Payment Amount") shall be payable, in immediately available funds, on or before the fifth day immediately following the date on which the Company obtains the first \$100,000 in proceeds from sales of the Company's common stock made pursuant to the Company's first-qualified Regulation A offering statement; (b) all unpaid principal and interest in excess of the Cash Payment Amount (the "Stock Payment Amount") shall be payable by the conversion of the Stock Payment Amount into shares of Company common stock; and (c) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 3, 2024, and shall be payable in cash.

### **Executive Services Agreement**

Effective March 3, 2023, the Company entered into an Executive Services Agreement with its Chief Financial Officer, Caren Currier. Under such agreement, the Company is obligated to pay Ms. Currier \$1,000 per month through June 2023.

### **Repayment of Expenses Advanced by Officer**

In conjunction with the change-in-control transaction, the Company's Chief Financial Officer, Caren Currier, has been repaid a total of \$36,258 in expenses advanced by her on the Company's behalf.

### **Consolidated Convertible Promissory Note**

Effective March 13, 2023, pursuant to a securities purchase agreement, the Company delivered a Consolidated Convertible Promissory Note (the "Consolidated More Note") to More Captial Partners, L.P. The Consolidated More Note has a principal amount of \$192,403.33 and bears interest at 8% per annum. The Consolidated More Note is repayable, as follows: (a) the principal and interest shall be payable shall be payable by the conversion of into shares of Company common stock that have been qualified by the SEC pursuant to the Company's first-qualified Regulation A offering statement, or into shares of Company common stock pursuant to another exemption from registration; and (b) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 13, 2024, and shall be payable in cash.

In addition, pursuant to the securities purchase agreement, the Company issued 200,000,000 shares of common stock to More Capital Partners, L.P. as a commitment fee.

### **Asset Purchase Agreements – Change in "Shell" Status**

Effective March 13, 2023, the Company acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin “miners,” that is, the specialized computer hardware that process the algorithms to validate “blocks” of transactions and add them to the public ledger, thereby building a “blockchain.” All of the Bitcoin “miners” were purchased with cash by their former owners.

The Company acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; the Company acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, the Company’s Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of the Company’s Series C Preferred Stock.

Until the acquisition of Operating Group 1 and Operating Group 2, the Company identified itself as a “shell company.” Effective with the acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, the Company ceased to be a “shell company.”

**[ END OF ANNUAL REPORT ]**