

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CEN BIOTECH, INC.

300-3295 Quality Way
Windsor, Ontario, Canada N8T 3R9

(519) 419-4958
<http://www.cenbiotechinc.com>
SIC CODE 87873

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

64,741,145 as of December 31, 2022

55,957,743 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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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.

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.

CEN Biotech, Inc. (“we,” “us,” “our” or “CEN” or the “Company”) was incorporated in Canada on August 4, 2013 as a subsidiary of Creative Edge Nutrition, Inc. (“Creative”), a public company incorporated in Nevada. Creative distributed all of the shares of CEN common stock on a pro rata basis to the Creative shareholders on February 29, 2016 at which time CEN became an independent public company.

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):

Ontario, Canada

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

On February 19, 2016, the SEC issued SEC Release No. 77178 (the “Release”), which temporarily suspended trading of the securities of the Company’s former parent company, Creative Edge Nutrition, Inc. (“FITX”) commencing at 9:30 a.m. EST on February 19, 2016, and terminating at 11:59 p.m. EST on March 3, 2016. The Release stated the SEC temporarily suspended trading of FITX securities because of “a lack of current and accurate information about” FITX and because “There are questions regarding the control” of FITX. The Spin-Off from FITX was completed on February 29, 2016. The Company was completely separated from FITX on February 29, 2016 and there has been no overlap in the officers/directors of FITX and the Company since 2014. Further, the Company was not in a position to cause FITX to take any action in connection with FITX’s trading suspension. We cannot predict what effect if any the FITX trading suspension will have on the trading market of the Company’s common stock, if one ever develops or on the Company as a whole.

On September 13, 2016, there was unauthorized trading of our common stock under the ticker symbol “CENBF” which took place without the Company’s prior knowledge or approval. At the time, as is still the case, the Company did not have a trading symbol assigned to it as its Form 211 Application with FINRA had not been approved.

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

On April 20, 2021, CEN Biotech Inc. (the “Company”) entered into a Share Exchange Agreement (the “Agreement”) with Clear Com Media Inc., an Ontario, Canada corporation (“CCM”), each of the shareholders of CCM as set forth on the signature pages of the Agreement (the “CCM Shareholders”) and Lawrence Lehoux as the representative of the CCM Shareholders (each of CCM and the CCM Shareholders may be referred to collectively herein as the “CCM Parties”). The Agreement closed on July 9, 2021 and the Company acquired from the CCM Shareholders, all of the common shares of CCM, which is 10,000 shares of CCM common shares (the “CCM Stock”) held by the CCM Shareholders, in exchange (the “Exchange”) for the issuance by the Company to the CCM Shareholders of 4,000,000 restricted shares of the Company’s common stock, no par value per share (the “Company Common Stock”). As a result, CCM became a wholly owned subsidiary of the Company. In addition, the Company increased the number of members on its Board of Directors (the “Board”) by one and appointed and named Mr. Lehoux as a member of the Board of the Company. Mr. Lehoux was also appointed as the Company’s Chief Technology Officer. Mr. Lehoux’s employment is governed by an Executive Employment Agreement, effective September 1, 2022 (the “Employment Agreement”) which was previously filed by the Company as Exhibit 10.1 to the Current Report on Form 8-K with the U.S. Securities and Exchange Commission (the “SEC”) on August 31, 2022.

On March 23, 2023, the Company and the CCM parties agreed to unwind the transactions set forth in the Agreement and entered into a Termination and Release Agreement (the “Termination Agreement”). Pursuant to the Termination Agreement, the Company will transfer the CCM Stock back to the CCM Shareholders. The CCM Shareholders will keep the Company Common Stock in satisfaction of the Company’s indebtedness owing to CCM in the aggregate amount of Cdn\$416,915.95. CCM will also make a payment to the Company in the aggregate amount of US\$250,000 plus the Company’s legal costs associated with this transaction. The closing of these transactions shall take place on or about April 22, 2023 or on such other date as the parties may agree. Upon the closing of the Termination Agreement, Mr. Lehoux will resign from his position as director and Chief Technology Officer of the Company, which will result in the termination of the Employment Agreement.

Pursuant to the Termination Agreement, the Agreement will be of no further force and effect, and the parties each release all other parties to the Agreement from any and all claims, demands, etc. arising from the Agreement or the Termination Agreement.

On April 12, 2023, the Company filed a Form 15 with the SEC under Rule 12g-4(a)(2) with the intention to move to an Alternative Reporting Structure.

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

Our principal office is located at 300-3295 Quality Way, Windsor, Ontario, Canada, N8T 3R9 and our phone number is (519) 419-4958. Our corporate website is located at <http://www.cenbiotechinc.com>.

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: VStock Transfer LLC
Phone: (212) 828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>CENBF</u>	
Exact title and class of securities outstanding:	Common	
CUSIP:	15130L104	
Par or stated value:	No stated par value.	
Total shares authorized:	Unlimited authorized shares	as of date: 12/31/2022
Total shares outstanding:	64,741,145	as of date: 12/31/2022
Total number of shareholders of record:	380	as of date: 12/31/2022

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

Trading symbol: _____
Exact title and class of securities outstanding: _____

CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____
 Total number of shareholders of record: _____ as of date: _____

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

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security: _____
 CUSIP (if applicable): _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding (if applicable): _____ as of date: _____
 Total number of shareholders of record (if applicable): _____ as of date: _____

Exact title and class of the security: _____
 CUSIP (if applicable): _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding (if applicable): _____ as of date: _____
 Total number of shareholders of record (if applicable): _____ as of date: _____

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:

The Company is authorized to issue an unlimited number of common shares and an unlimited number of special voting shares. Common shares have no stated par value.

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

The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of a specified class of shares are entitled to vote separately as a class as provided in the Canada Business Corporations Act (the "Act")). Each common share shall confer the right to one (1) vote in person or by proxy at all meetings of shareholders of the Corporation.

The holders of the common shares and the Special Voting shares are entitled to such dividends as the directors of the Corporation may declare from time to time on the common shares and the Special Voting shares, in their absolute discretion, in accordance with applicable law. Any such dividends are payable by the Corporation as and when determined by the directors of the Corporation, in their absolute discretion. The directors may also determine whether any such dividend is payable in money or property.

The common shares and the Special Voting shares rank equally as to dividends on a share for share basis and all dividends declared and payable on the common shares or the Special Voting shares are payable in equal or equivalent amounts per share on all the common shares and the Special Voting shares at the time outstanding without preference or distinction or by issuing fully paid shares of the Corporation.

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

There are currently no issued "special voting shares."

The holders of the Special Voting shares shall be entitled to receive notice and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of a specified class of shares are entitled to vote separately as a class as provided in the Act). Each Special Voting share shall confer the right to five hundred (500) votes in person or by proxy at meetings of shareholders of the Corporation.

The holders of the common shares and the Special Voting shares are entitled to such dividends as the directors of the Corporation may declare from time to time on the common shares and the Special Voting shares, in their absolute discretion, in accordance with applicable law. Any such dividends are payable by the Corporation as and when determined by the directors of the Corporation, in their absolute discretion. The directors may also determine whether any such dividend is payable in money or property.

The common shares and the Special Voting shares rank equally as to dividends on a share for share basis and all dividends declared and payable on the common shares or the Special Voting shares are payable in equal or equivalent amounts per share on all the common shares and the Special Voting shares at the time outstanding without preference or distinction.

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>December 31, 2020</u> Common: <u>27,557,363</u> Preferred: <u>0</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.
1/16/21	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/21	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/21	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/21	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)

2/16/21	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/21	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/17/20	New Issuance	62,500	Common	2.05	No	DAVID MCLOUGHLIN	Debt Conversion	* RESTR BOOK *	4(a)(2)
4/17/20	New Issuance	118,750	Common	2.05	No	POET CAPITAL LLC - Rob poet	Convertible Note	* RESTR BOOK *	4(a)(2)
4/17/20	New Issuance	43,750	Common	2.05	No	ANTHONY DOUGLAS RICCIO	Convertible Note	* RESTR BOOK *	4(a)(2)
5/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
5/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA	Interest Shares	* RESTR BOOK *	4(a)(2)

						LTD. - Don Fretz			
5/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
5/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
5/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
6/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
6/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
6/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
6/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
6/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
8/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
8/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
8/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)

8/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
8/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
8/27/20	New Issuance	25,000	Common	2.05	No	CAMERON CANZELLARI NI	Loan	* RESTR BOOK *	4(a)(2)
8/27/20	New Issuance	36,500	Common	2.05	No	JAMES SYLVESTRE	Loan	* RESTR BOOK *	4(a)(2)
9/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
9/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
9/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
9/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
9/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
9/25/20	New Issuance	137,500	Common	2.05	No	DAVID MCLOUGHLIN	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA	Interest Shares	* RESTR BOOK *	4(a)(2)

						LTD. - Don Fretz			
11/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/20	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/20	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/20	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/20	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/20	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/21	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/21	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/21	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/21	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)

2/16/21	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/21	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/8/21	New Issuance	8,369	Common	2.05	No	CAMERON CANZELLARI NI	Convertible Note	* RESTR BOOK *	4(a)(2)
3/16/21	New Issuance	3,000	Common	2.05	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/21	New Issuance	4,000	Common	2.05	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/21	New Issuance	2,000	Common	2.05	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/21	New Issuance	2,000	Common	2.05	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/21	New Issuance	4,000	Common	2.05	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
4/2/21	New Issuance	300,000	Common	1.50	No	ALEX TARRABAIN	Employment Compensation for Controller Services	* RESTR BOOK *	4(a)(2)
4/2/21	New Issuance	1,000,000	Common	1.50	No	AMEEN FERRIS	Employment Compensation for Marketing Services	* RESTR BOOK *	4(a)(2)
4/2/21	New Issuance	1,041,250	Common	1.50	No	HAROLD AUBREY DE LAVENU	Employment Compensation for Operations Support	* RESTR BOOK *	4(a)(2)
4/2/21	New Issuance	1,435,000	Common	1.50	No	BRIAN PAYNE	Employment Compensation for Management Services	* RESTR BOOK *	4(a)(2)
4/2/21	New Issuance	1,000,000	Common	1.50	No	USAMAKH SAADIKH	Employment Compensation for Business Developemnt	* RESTR BOOK *	4(a)(2)
4/2/21	New Issuance	341,250	Common	1.50	No	DONALD STRILCHUCK	Employment Compensation for Security	* RESTR BOOK *	4(a)(2)

4/2/21	New Issuance	3,106,112	Common	1.50	No	BAHIGE BASSEM CHAABAN	Employment Compensation for Management Services	* RESTR BOOK *	4(a)(2)
4/2/21	New Issuance	2,185,679	Common	1.50	No	RICHARD BOSWELL	Employment Compensation for Management Services	* RESTR BOOK *	4(a)(2)
4/2/21	New Issuance	650,000	Common	1.50	No	CONFIEN SAS - Diego Felipe Rodriguez	Payment for Consulting Srv. - Strategic Planning	* RESTR BOOK *	4(a)(2)
4/8/21	New Issuance	15,750	Common	1.70	No	KHALID NAJMEDDINE	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/8/21	New Issuance	62,500	Common	1.70	No	ADNAN ALKHAMIS	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/10/21	New Issuance	30,000	Common	1.64	No	ALEX TARRABAIN	Loan	* BOOK ENTRY *	4(a)(2)
4/14/21	New Issuance	20,000	Common	1.25	No	GEORGE C. SHEN PROFESSION AL CORPORATIO N	Loan	* BOOK ENTRY *	4(a)(2)
4/15/21	New Issuance	1,875	Common	1.40	No	CHRISTOPHE R MIZE	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/16/21	New Issuance	3,000	Common	1.50	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/21	New Issuance	4,000	Common	1.50	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/21	New Issuance	2,000	Common	1.50	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/21	New Issuance	2,000	Common	1.50	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/21	New Issuance	4,000	Common	1.50	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
4/16/21	New Issuance	3,125	Common	1.50	No	ATCHARA RONEY	Convertible Note	* BOOK ENTRY *	4(a)(2)

4/16/21	New Issuance	11,750	Common	1.50	No	THOMAS RONEY	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/19/21	New Issuance	190,000	Common	1.25	No	DAVID MCLOUGHLIN	Employment Compensation for Branding Services	* BOOK ENTRY *	4(a)(2)
4/19/21	New Issuance	18,600	Common	1.25	No	TONI ILIEVSKI	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/20/21	New Issuance	16,875	Common	1.20	No	JONATHAN PATRICK MCDAVID	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/20/21	New Issuance	47,500	Common	1.20	No	CAMILLE CHAHINE	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/20/21	New Issuance	5,000	Common	1.20	No	MICHAEL CHAHINE	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/20/21	New Issuance	4,000	Common	1.20	No	BOB ILIEVSKI	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/21/21	New Issuance	57,125	Common	1.01	No	RONALD STONE	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/22/21	New Issuance	186,000	Common	1.35	No	DAVID WISER	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/22/21	New Issuance	4,000	Common	1.35	No	ANDREW J. WITTIG	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/22/21	New Issuance	843	Common	1.35	No	ANDREW J. WITTIG	Convertible Note	* RESTR BOOK *	4(a)(2)
4/23/21	New Issuance	4,125	Common	1.20	No	DAVID WAYNE THATCHER	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/23/21	New Issuance	18,750	Common	1.20	No	JEAN VERNOR & JAMES VERNOR	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/24/21	New Issuance	93,750	Common	1.20	No	HERC HOLDINGS INC.	Loan	* BOOK ENTRY *	4(a)(2)
4/26/21	New Issuance	85,313	Common	1.19	No	KATHRYN POET	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/26/21	New Issuance	18,750	Common	1.19	No	ROBERT POET	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/26/21	New Issuance	31,250	Common	1.19	No	KTOL PROPERTY	Convertible Note	* BOOK ENTRY *	4(a)(2)

						LLC - Kathleen O Leary			
4/26/21	New Issuance	15,625	Common	1.19	No	DELAWARE COUNTY CREMATORY LLC - Dan logan	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/26/21	New Issuance	110,625	Common	1.19	No	CAMERON CANZELLARI NI	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/26/21	New Issuance	31,250	Common	1.19	No	JOHN J. KILLEEN JR.	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/26/21	New Issuance	155,625	Common	1.19	No	POET CAPITAL LLC	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/26/21	New Issuance	31,250	Common	1.19	No	D LOGAN INVESTMENT , LLC - Dan Logan	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/26/21	New Issuance	12,500	Common	1.19	No	DARREN FERRIS	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/28/21	New Issuance	1,313	Common	1.26	No	TAYLOR CHRISTOFFER SEN	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/30/21	New Issuance	115,625	Common	1.30	No	TODD QUIGLEY	Convertible Note	* BOOK ENTRY *	4(a)(2)
4/30/21	New Issuance	12,500	Common	1.30	No	BLAIR SCHAEFER	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/1/21	New Issuance	5,000	Common	1.20	No	ALEX KNUE	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/1/21	New Issuance	46,875	Common	1.20	No	THADDEUS G. AND GRACE N. KNUE	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/1/21	New Issuance	5,000	Common	1.20	No	BRITTANY KNUE KAY	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/1/21	New Issuance	5,000	Common	1.20	No	RYAN KNUE	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/2/21	New Issuance	2,000	Common	1.20	No	MAURICE WILLIAM GASTON BOISSON	Convertible Note	* BOOK ENTRY *	4(a)(2)

5/2/21	New Issuance	18,750	Common	1.20	No	RICARDO DASILVA	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/3/21	New Issuance	10,000	Common	1.17	No	DANIEL STILLMAN	Convertible Note	1298	4(a)(2)
5/3/21	New Issuance	21,072	Common	1.17	No	MOHAMUD SADEDDIN	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/3/21	New Issuance	1,000	Common	1.17	No	GENGHIS KAHN HILL	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/3/21	New Issuance	7,500	Common	1.17	No	DANIEL KNUE	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/4/21	New Issuance	15,000	Common	1.27	No	JACK JENSON	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/4/21	New Issuance	58,430	Common	1.27	No	JAMEY J. RENWICK	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/5/21	New Issuance	34,644	Common	1.20	No	ADNAN ALKHAMIS	Convertible Note	* RESTR BOOK *	4(a)(2)
5/5/21	New Issuance	31,250	Common	1.20	No	JEREMY BEGER	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/5/21	New Issuance	112,500	Common	1.20	No	NIZAR SALHI	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/6/21	New Issuance	64,375	Common	1.25	No	ZIAD AND BOBBI ALKHAMIS	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/6/21	New Issuance	64,375	Common	1.25	No	ZACHARY ALKHAMIS	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/6/21	New Issuance	35,625	Common	1.25	No	RYAN ALKHAMIS	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/7/21	New Issuance	93,514	Common	0.94	No	GLYNNIS WOLCH	Convertible Note	* RESTR BOOK *	4(a)(2)
5/7/21	New Issuance	10,000	Common	0.94	No	WILLIAM TARRABAIN	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/7/21	New Issuance	35,000	Common	0.94	No	LONG THANH NGUYEN C/O TONY NGUYEN	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/7/21	New Issuance	6,250	Common	0.94	No	JOHN MERLINO	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/7/21	New Issuance	42,840	Common	0.94	No	LYNN ORICH	Convertible Note	* BOOK ENTRY *	4(a)(2)

5/7/21	New Issuance	20,000	Common	0.94	No	BRIAN QUIGLEY	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/8/21	New Issuance	62,500	Common	0.94	No	MAURICE CHARBONNE AU	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/10/21	New Issuance	15,000	Common	0.77	No	KEVIN O'NEILL	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/10/21	New Issuance	3,125	Common	0.77	No	MAUREEN HARRIS	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/10/21	New Issuance	9,375	Common	0.77	No	SCOTT HARRIS	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/10/21	New Issuance	50,000	Common	0.77	No	LYNN ABRAHAMSON	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/10/21	New Issuance	6,250	Common	0.77	No	ZORKA STEPIC	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/11/21	New Issuance	6,250	Common	0.70	No	JEREMY BEGER	Convertible Note	* RESTR BOOK *	4(a)(2)
5/11/21	New Issuance	62,500	Common	0.70	No	STANLEY WATROBA	Convertible Note	* RESTR BOOK *	4(a)(2)
5/12/21	New Issuance	37,500	Common	0.80	No	ALBERT AND SHARON RUSSELL	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/13/21	New Issuance	14,000	Common	1.00	No	ZIAD ALKHAMIS	Convertible Note	* RESTR BOOK *	4(a)(2)
5/13/21	New Issuance	159,977	Common	1.00	No	BERNHARD WIEBE	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/14/21	New Issuance	9,650	Common	0.80	No	SAMUEL CARY	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/16/21	New Issuance	4,000	Common	0.80	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
5/16/21	New Issuance	2,000	Common	0.80	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
5/16/21	New Issuance	4,000	Common	0.80	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
5/16/21	New Issuance	3,000	Common	0.80	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
5/16/21	New Issuance	2,000	Common	0.80	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)

5/17/21	New Issuance	25,000	Common	0.81	No	MAHER SHAWAR	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/17/21	New Issuance	25,000	Common	0.81	No	AYSAR SHAWAR	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/19/21	New Issuance	60,000	Common	0.80	No	1619397 ALBERTA LTD. - Don Fretz	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/20/21	New Issuance	1,875	Common	0.65	No	MORGAN CROWLEY	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/20/21	New Issuance	10,000	Common	0.65	No	KAMAL HAMDON	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/20/21	New Issuance	10,000	Common	0.65	No	MOHAMMED HAMDON	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/21/21	New Issuance	10,000	Common	0.75	No	ASIM HAMDON	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/25/21	New Issuance	50,000	Common	0.66	No	BRIAN J. CARPENTER HOLDCO LTD.	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/28/21	New Issuance	100,000	Common	0.60	No	RALPH & NADDIE CHAPUT	Convertible Note	* BOOK ENTRY *	4(a)(2)
5/28/21	New Issuance	25,000	Common	0.60	No	RALPH CHAPUT	Convertible Note	* BOOK ENTRY *	4(a)(2)
6/1/21	New Issuance	374,016	Common	0.60	No	POET CAPITAL LLC - Rob poet	Convertible Note	* RESTR BOOK *	4(a)(2)
6/2/21	New Issuance	31,250	Common	0.51	No	CEDE & CO	Convertible Note	* BOOK ENTRY *	4(a)(2)
6/7/21	New Issuance	41,700	Common	0.55	No	CHRIS EVERARD	Convertible Note	* BOOK ENTRY *	4(a)(2)
6/11/21	New Issuance	1,625	Common	0.47	No	BEN EVERS	Convertible Note	* BOOK ENTRY *	4(a)(2)
6/16/21	New Issuance	4,000	Common	0.45	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
6/16/21	New Issuance	3,000	Common	0.45	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
6/16/21	New Issuance	4,000	Common	0.45	No	1619397 ALBERTA	Interest Shares	* RESTR BOOK *	4(a)(2)

						LTD. - Don Fretz			
6/16/21	New Issuance	2,000	Common	0.45	No	JOSEPH A. BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
6/16/21	New Issuance	2,000	Common	0.45	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
6/21/21	New Issuance	20,000	Common	0.50	No	ANWAR JOMHA	Convertible Note	* BOOK ENTRY *	4(a)(2)
6/22/21	New Issuance	10,000	Common	0.54	No	MELVIN PEARSON	Convertible Note	* BOOK ENTRY *	4(a)(2)
6/24/21	New Issuance	31,250	Common	0.55	No	SEAN KNUE	Convertible Note	* BOOK ENTRY *	4(a)(2)
6/25/21	New Issuance	1,000,000	Common	0.49	No	ALEX TARRABAIN	Employment Compensation for Controller Services	* RESTR BOOK *	4(a)(2)
7/5/21	New Issuance	5,000	Common	0.53	No	KEA LTD LLC	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/6/21	New Issuance	6,905	Common	0.55	No	BERNHARD WIEBE	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/8/21	New Issuance	5,000	Common	0.40	No	CEDE & CO	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/9/21	New Issuance	10,000	Common	0.53	No	BARRY SOOKAROOK OFF	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/9/21	New Issuance	3,030,000	Common	0.53	No	LAWRENCE LEHOUX	Asset Purchase	* RESTR BOOK *	4(a)(2)
7/9/21	New Issuance	200,000	Common	0.53	No	KELLIE COULTER	Asset Purchase	* RESTR BOOK *	4(a)(2)
7/9/21	New Issuance	260,000	Common	0.53	No	CHELSEA LEHOUX	Asset Purchase	* RESTR BOOK *	4(a)(2)
7/9/21	New Issuance	310,000	Common	0.53	No	JOANNE LEHOUX	Asset Purchase	* RESTR BOOK *	4(a)(2)
7/9/21	New Issuance	200,000	Common	0.53	No	JOSHUA LEHOUX	Asset Purchase	* RESTR BOOK *	4(a)(2)
7/12/21	New Issuance	16,475	Common	0.49	No	LAURIE THIELE	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/12/21	New Issuance	44,575	Common	0.49	No	DARCY THIELE	Convertible Note	* BOOK ENTRY *	4(a)(2)

7/13/21	New Issuance	200,000	Common	0.55	No	PATRICK CARL KEANE	Payment for Services for Security Services	* RESTR BOOK *	4(a)(2)
7/13/21	New Issuance	300,000	Common	0.55	No	DANIEL SCOTT	Payment for Services for Legal Services	* RESTR BOOK *	4(a)(2)
7/13/21	New Issuance	625	Common	0.55	No	CHARLIE TEMPLET	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/14/21	New Issuance	3,248	Common	0.42	No	DEAN M. MARCIC	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/14/21	New Issuance	3,125	Common	0.42	No	JUSTIN DERUSH	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/16/21	New Issuance	4,000	Common	0.75	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/21	New Issuance	3,000	Common	0.75	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/21	New Issuance	4,000	Common	0.75	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/21	New Issuance	2,000	Common	0.75	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
7/27/21	New Issuance	10,000	Common	0.68	No	KEA LTD LLC - Angelo Cappuso	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/27/21	New Issuance	5,000	Common	0.68	No	CAPPUSO CAPPUSO LLC - Michael Cappuso	Convertible Note	* BOOK ENTRY *	4(a)(2)
8/16/21	New Issuance	4,000	Common	0.65	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
8/16/21	New Issuance	4,000	Common	0.65	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
8/16/21	New Issuance	3,000	Common	0.65	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
8/23/21	New Issuance	548,980	Common	0.60	No	HAROLD AUBREY DE LAVENU	Convertible Note	* RESTR BOOK *	4(a)(2)

9/16/21	New Issuance	3,000	Common	0.42	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
9/16/21	New Issuance	4,000	Common	0.42	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
9/16/21	New Issuance	4,000	Common	0.42	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
10/7/21	New Issuance	5,000,000	Common	0.41	No	TESLA DIGITAL GLOBAL GROUP INC. - Steve Pokrajac	Asset Purchase	* RESTR BOOK *	4(a)(2)
10/16/21	New Issuance	3,000	Common	0.37	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/21	New Issuance	4,000	Common	0.37	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/21	New Issuance	4,000	Common	0.37	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/21	New Issuance	4,000	Common	0.32	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/21	New Issuance	4,000	Common	0.32	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/21	New Issuance	3,000	Common	0.32	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
12/6/21	New Issuance	2,500,000	Common	0.34	No	RICK PURDY	Employment Compensation - Management Services President	* RESTR BOOK *	4(a)(2)
12/16/21	New Issuance	4,000	Common	0.25	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/21	New Issuance	3,000	Common	0.25	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/21	New Issuance	4,000	Common	0.25	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)

12/26/21	New Issuance	46,875	Common	0.20	No	KIMBERLEY BURGHARDT	Convertible Note	* BOOK ENTRY *	4(a)(2)
12/26/21	New Issuance	46,875	Common	0.20	No	GREGORY BURGHARDT	Convertible Note	* RESTR BOOK *	4(a)(2)
12/26/21	New Issuance	46,875	Common	0.20	No	GREGORY BURGHARDT	Convertible Note	* BOOK ENTRY *	4(a)(2)
1/10/22	New Issuance	416,667	Common	0.22	No	POET CAPITAL LLC - Rob Poet	Convertible Note	* RESTR BOOK *	4(a)(2)
1/16/22	New Issuance	4,000	Common	0.24	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/22	New Issuance	3,000	Common	0.24	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/22	New Issuance	4,000	Common	0.24	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/22	New Issuance	4,000	Common	0.12	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/22	New Issuance	3,000	Common	0.12	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/22	New Issuance	4,000	Common	0.12	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/22	New Issuance	4,000	Common	0.10	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/22	New Issuance	3,000	Common	0.10	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/22	New Issuance	4,000	Common	0.10	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/19/22	New Issuance	1,785,096	Common	0.08	No	BAHIGE CHAABAN	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)
4/19/22	New Issuance	1,196,673	Common	0.08	No	ALEX TARRABAIN	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)

4/19/22	New Issuance	150,483	Common	0.08	No	RICK PURDY	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)
4/19/22	New Issuance	433,096	Common	0.08	No	AMEEN FERRIS	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)
4/19/22	New Issuance	1,785,096	Common	0.08	No	RICHARD BOSWELL	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)
8/4/22	New Issuance	796,703	Common	0.15	No	POET CAPITAL LLC - Rob Poet	Convertible Note	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	200,000	Common	0.04	No	LAWRENCE LEHOUX	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	840,000	Common	0.04	No	BRIAN PAYNE	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	DONALD STRILCHUCK	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	GEORGE DRAGICEVIC	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	HAROLD AUBREY DE LAVENU	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	JEFF THOMAS	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	JOSEF TUKACS	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	50,000	Common	0.12	No	LAWRENCE LEHOUX	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	60,000	Common	0.12	No	BRIAN PAYNE	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	DONALD STRILCHUCK	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	GEORGE DRAGICEVIC	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	HAROLD AUBREY DE LAVENU	Employment Compensation	* RESTR BOOK *	4(a)(2)

10/3/22	New Issuance	5,000	Common	0.12	No	JEFF THOMAS	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	JOSEF TUKACS	Employment Compensation	* RESTR BOOK *	4(a)(2)
12/5/22	New Issuance	574,713	Common	0.06	No	CEDE & CO	Convertible Note	* BOOK ENTRY *	4(a)(2)
12/8/22	New Issuance	40,000	Common	0.05	No	DAN MCDONALD	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/14/21	New Issuance	3,125	Common	0.42	No	JUSTIN DERUSH	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/16/21	New Issuance	4,000	Common	0.75	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/21	New Issuance	3,000	Common	0.75	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/21	New Issuance	4,000	Common	0.75	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
7/16/21	New Issuance	2,000	Common	0.75	No	JAMES L. JUDGE	Interest Shares	* RESTR BOOK *	4(a)(2)
7/27/21	New Issuance	10,000	Common	0.68	No	KEA LTD LLC - Angelo Cappuso	Convertible Note	* BOOK ENTRY *	4(a)(2)
7/27/21	New Issuance	5,000	Common	0.68	No	CAPPUSO CAPPUSO LLC - Michael Cappuso	Convertible Note	* BOOK ENTRY *	4(a)(2)
8/16/21	New Issuance	4,000	Common	0.65	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
8/16/21	New Issuance	4,000	Common	0.65	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
8/16/21	New Issuance	3,000	Common	0.65	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
8/23/21	New Issuance	548,980	Common	0.60	No	HAROLD AUBREY DE LAVENU	Convertible Note	* RESTR BOOK *	4(a)(2)
9/16/21	New Issuance	3,000	Common	0.42	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)

9/16/21	New Issuance	4,000	Common	0.42	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
9/16/21	New Issuance	4,000	Common	0.42	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
10/7/21	New Issuance	5,000,000	Common	0.41	No	TESLA DIGITAL GLOBAL GROUP INC. - Steve Pokrajac	Asset Purchase	* RESTR BOOK *	4(a)(2)
10/16/21	New Issuance	3,000	Common	0.37	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/21	New Issuance	4,000	Common	0.37	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
10/16/21	New Issuance	4,000	Common	0.37	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/21	New Issuance	4,000	Common	0.32	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/21	New Issuance	4,000	Common	0.32	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
11/16/21	New Issuance	3,000	Common	0.32	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
12/6/21	New Issuance	2,500,000	Common	0.34	No	RICK PURDY	Employment Compensation - Management Services President	* RESTR BOOK *	4(a)(2)
12/16/21	New Issuance	4,000	Common	0.25	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/21	New Issuance	3,000	Common	0.25	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
12/16/21	New Issuance	4,000	Common	0.25	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
12/26/21	New Issuance	46,875	Common	0.20	No	KIMBERLEY BURGHARDT	Convertible Note	* BOOK ENTRY *	4(a)(2)

12/26/21	New Issuance	46,875	Common	0.20	No	GREGORY BURGHARDT	Convertible Note	* RESTR BOOK *	4(a)(2)
12/26/21	New Issuance	46,875	Common	0.20	No	GREGORY BURGHARDT	Convertible Note	* BOOK ENTRY *	4(a)(2)
1/10/22	New Issuance	416,667	Common	0.22	No	POET CAPITAL LLC - Rob Poet	Convertible Note	* RESTR BOOK *	4(a)(2)
1/16/22	New Issuance	4,000	Common	0.24	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/22	New Issuance	3,000	Common	0.24	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
1/16/22	New Issuance	4,000	Common	0.24	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/22	New Issuance	4,000	Common	0.12	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/22	New Issuance	3,000	Common	0.12	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
2/16/22	New Issuance	4,000	Common	0.12	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/22	New Issuance	4,000	Common	0.10	No	1619397 ALBERTA LTD. - Don Fretz	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/22	New Issuance	3,000	Common	0.10	No	ALEX TARRABAIN	Interest Shares	* RESTR BOOK *	4(a)(2)
3/16/22	New Issuance	4,000	Common	0.10	No	CLAIRE BYRNE	Interest Shares	* RESTR BOOK *	4(a)(2)
4/19/22	New Issuance	1,785,096	Common	0.08	No	BAHIGE CHAABAN	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)
4/19/22	New Issuance	1,196,673	Common	0.08	No	ALEX TARRABAIN	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)
4/19/22	New Issuance	150,483	Common	0.08	No	RICK PURDY	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)

4/19/22	New Issuance	433,096	Common	0.08	No	AMEEN FERRIS	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)
4/19/22	New Issuance	1,785,096	Common	0.08	No	RICHARD BOSWELL	Employment Compensation - Settlement Agreement	* RESTR BOOK *	4(a)(2)
8/4/22	New Issuance	796,703	Common	0.15	No	POET CAPITAL LLC - Rob Poet	Convertible Note	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	200,000	Common	0.04	No	LAWRENCE LEHOUX	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	840,000	Common	0.04	No	BRIAN PAYNE	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	DONALD STRILCHUCK	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	GEORGE DRAGICEVIC	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	HAROLD AUBREY DE LAVENU	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	JEFF THOMAS	Employment Compensation	* RESTR BOOK *	4(a)(2)
8/29/22	New Issuance	70,000	Common	0.04	No	JOSEF TUKACS	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	50,000	Common	0.12	No	LAWRENCE LEHOUX	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	60,000	Common	0.12	No	BRIAN PAYNE	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	DONALD STRILCHUCK	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	GEORGE DRAGICEVIC	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	HAROLD AUBREY DE LAVENU	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	JEFF THOMAS	Employment Compensation	* RESTR BOOK *	4(a)(2)
10/3/22	New Issuance	5,000	Common	0.12	No	JOSEF TUKACS	Employment Compensation	* RESTR BOOK *	4(a)(2)

12/5/22	New Issuance	574,713	Common	0.06	No	CEDE & CO	Convertible Note	* BOOK ENTRY *	4(a)(2)
12/8/22	New Issuance	40,000	Common	0.05	No	DAN MCDONALD	Convertible Note	* BOOK ENTRY *	4(a)(2)
Shares Outstanding on Date of This Report:									
<div>Ending Balance:</div>									
Date <u>December 31, 2022</u>									
Common: <u>64,741,145</u>									
Preferred: <u>0</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:

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
4/2/16	\$13,375.34	\$10,000.00	\$3,375.34	2019-03-31	Converts to Fixed Amount of Shares	Mark R Katz	Loan
4/22/16	\$896.98	\$672.00	\$224.98	2019-03-31	Converts to Fixed Amount of Shares	Kevin Moreau	Loan
4/22/16	\$66,739.30	\$49,999.68	\$16,739.62	2018-11-30	Converts to Fixed Amount of Shares	Professional Retail Outlet Services - Matt Fedor	Loan
5/25/16	\$5,321.10	\$4,000.00	\$1,321.10	2018-05-25	Converts to Fixed Amount of Shares	Stanley Coleman Jr	Loan
5/25/16	\$2,128.44	\$1,600.00	\$528.44	2019-03-31	Converts to Fixed Amount of Shares	Jayne Lawhon	Loan
6/10/16	\$66,404.11	\$50,000.00	\$16,404.11	2019-03-31	Converts to Fixed Amount of Shares	John C Lacny	Loan

6/29/16	\$13,254.79	\$10,000.00	\$3,254.79	2018-06-29	Converts to Fixed Amount of Shares	David Nagy & Gail Nagy	Loan
5/6/17	\$12,828.77	\$10,000.00	\$2,828.77	2019-05-06	Converts to Fixed Amount of Shares	Richard Bezerko	Loan
10/2/17	\$50,498.63	\$40,000.00	\$10,498.63	2019-09-29	Converts to Fixed Amount of Shares	Speed & Sport Autobody Ltd - Nada Jaber	Loan
10/10/17	\$6,306.85	\$5,000.00	\$1,306.85	2019-10-10	Converts to Fixed Amount of Shares	Toan Lam	Loan
11/14/17	\$11,309.18	\$9,000.00	\$2,309.18	2019-11-14	Converts to Fixed Amount of Shares	Haidar I Houmani	Loan
1/11/18	\$19,978.08	\$16,000.00	\$3,978.08	2020-01-09	Converts to Fixed Amount of Shares	Ahmed Hamdon	Loan
1/11/18	\$19,978.08	\$16,000.00	\$3,978.08	2020-01-09	Converts to Fixed Amount of Shares	Shadi Hamdon	Loan
1/11/18	\$39,956.16	\$32,000.00	\$7,956.16	2020-01-09	Converts to Fixed Amount of Shares	953378 Alberta Ltd - Ameen Hamdon	Loan
1/12/18	\$9,987.95	\$8,000.00	\$1,987.95	2020-01-12	Converts to Fixed Amount of Shares	Whayal Jomha	Loan
1/22/18	\$19,953.97	\$16,000.00	\$3,953.97	2020-01-04	Converts to Fixed Amount of Shares	Lamia Alakra	Loan
1/22/18	\$19,953.97	\$16,000.00	\$3,953.97	2020-01-04	Converts to Fixed Amount of Shares	Waled Elsafadi	Loan
1/30/18	\$62,301.37	\$50,000.00	\$12,301.37	2020-01-24	Converts to Fixed Amount of Shares	John Mark Jurak	Loan
9/4/18	\$54,733.56	\$45,000.00	\$9,733.56	2020-08-28	Converts to Fixed Amount of Shares	Darcy Thiele	Loan
9/5/19	\$30,693.45	\$26,320.00	\$4,373.45	2021-09-03	Converts to Fixed Amount of Shares	Darcy Thiele	Loan
9/28/18	\$60,650.68	\$50,000.00	\$10,650.68	2020-09-28	Converts to Fixed Amount of Shares	Patrick E Porcaro	Loan
5/21/19	\$59,041.10	\$50,000.00	\$9,041.10	2021-05-16	Converts to Fixed Amount of Shares	Ben Elzen	Loan
10/8/19	\$116,164.38	\$100,000.00	\$16,164.38	2021-10-01	Converts to Fixed Amount of Shares	Ken Kanpp	Loan
11/15/19	\$8,095.07	\$7,000.00	\$1,095.07	2020-11-14	Converts to Fixed Amount of Shares	Barbara Perin	Loan
10/3/17	\$20,197.26	\$16,000.00	\$4,197.26	2019-10-03	Converts to Fixed Amount of Shares	Jim Jenkins	Loan
5/24/22	\$70,000.00	\$70,000.00	\$0	2023-05-24	Converts to Shares at a 35% discount to market	1800 Diagonal Lending – Seth Faberman	Loan

7/7/22	\$50,000.00	\$50,000.00	\$0	2023-07-07	Converts to Shares at a 35% discount to market	1800 Diagonal Lending – Seth Faberman	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.otcmarkets.com).

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

The Company is focused on the manufacturing, production and development of products within the cannabis industry, including the LED lighting technology and hemp products. CEN intends to explore the usage of hemp, which it intends to cultivate for usage in industrial, medical and food products. CCM focuses on providing digital marketing and web design related services.

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

The Company's consolidated financial statements include the accounts of CEN, CCM, and Eastern Starr (collectively, the "Company"). CCM is a Windsor, Ontario based digital marketing, and e-commerce company. CCM's purpose is to develop, market and sell various digital products. Additionally, CCM will provide in-house IT support functions for CEN's activities. Eastern Starr's purpose is to facilitate future growth opportunities in the LED lighting sector.

On April 20, 2021, CEN Biotech Inc. (the "Company") entered into a Share Exchange Agreement (the "Agreement") with Clear Com Media Inc., an Ontario, Canada corporation ("CCM"), each of the shareholders of CCM as set forth on the signature pages of the Agreement (the "CCM Shareholders") and Lawrence Lehoux as the representative of the CCM Shareholders (each of CCM and the CCM Shareholders may be referred to collectively herein as the "CCM Parties"). The Agreement closed on July 9, 2021 and the Company acquired from the CCM Shareholders, all of the common shares of CCM, which is 10,000 shares of CCM common shares (the "CCM Stock") held by the CCM Shareholders, in exchange (the "Exchange") for the issuance by the Company to the CCM Shareholders of 4,000,000 restricted shares of the Company's common stock, no par value per share (the "Company Common Stock"). As a result, CCM became a wholly owned subsidiary of the Company. In addition, the Company increased the number of members on its Board of Directors (the "Board") by one and appointed and named Mr. Lehoux as a member of the Board of the Company. Mr. Lehoux was also appointed as the Company's Chief Technology Officer. Mr. Lehoux's employment is governed by an Executive Employment Agreement, effective September 1, 2022 (the "Employment Agreement") which was previously filed by the Company as Exhibit 10.1 to the Current Report on Form 8-K with the U.S. Securities and Exchange Commission (the "SEC") on August 31, 2022.

On March 23, 2023, the Company and the CCM parties agreed to unwind the transactions set forth in the Agreement and entered into a Termination and Release Agreement (the "Termination Agreement"). Pursuant to the Termination Agreement, the Company will transfer the CCM Stock back to the CCM Shareholders. The CCM Shareholders will keep the Company Common Stock in satisfaction of the Company's indebtedness owing to CCM in the aggregate amount of Cdn\$416,915.95. CCM will also make a payment to the Company in the aggregate amount of US\$250,000 plus the Company's legal costs associated with this transaction. The closing of these transactions shall take place on or about April 22, 2023 or on such other date as the parties may agree. Upon the closing of the Termination Agreement, Mr. Lehoux will resign from his position as director and Chief Technology Officer of the Company, which will result in the termination of the Employment Agreement.

Pursuant to the Termination Agreement, the Agreement will be of no further force and effect, and the parties each release all other parties to the Agreement from any and all claims, demands, etc. arising from the Agreement or the Termination Agreement.

C. Describe the issuers' principal products or services.

CEN Biotech, Inc. (“we,” “us,” “our” or “CEN” or the “Company”) is a Canadian holding company, incorporated in Canada on August 4, 2013 as a subsidiary of Creative Edge Nutrition, Inc. (“Creative”), a Nevada corporation. Creative separated its planned specialty pharmaceutical business located in Canada by transferring substantially all of the assets and liabilities of the planned specialty pharmaceutical business to CEN and effecting a distribution (the “Spin-Off Distribution”) of CEN common stock to Creative shareholders on February 29, 2016. The Spin-Off Distribution was intended to be tax free for U.S. federal income tax purposes.

Prior to the Spin Off Distribution, the Company initially pursued the cannabis business in Canada and obtained funding to build the initial phase of its comprehensive seed-to-sale facility and applied to obtain a license in Canada to begin operating its state-of-the-art medical marijuana cultivation, processing, and distribution facility in Lakeshore, Ontario. On March 11, 2015, the Company’s application for a license to produce marijuana for medical purposes was formally rejected by Canadian regulatory authority. On February 1, 2016 the Company commenced legal action against the Attorney General of Canada in the Ontario Superior Court of Justice for damages for detrimental reliance, economic loss, and prejudgment and post judgment interest, costs of the proceeding and other relief that the court may seem just. As of April 14, 2022 the action in the Ontario Superior Court of Justice is still ongoing. In the meantime the Company decided to develop and pursue other businesses that are related to Light Emitting Diode (“LED”) lighting and hemp-based industrial, medical and food products that have a tetrahydrocannabinol (“THC”) that is below 0.3%.

We are currently focused on the manufacturing, production and development of LED lighting technology and hemp-based products. The Company intends to continue to explore the usage of hemp, which it now intends to cultivate for usage in industrial, medical and food products. We also plan to expand our business to include Cannabis, Psychedelic Mushrooms, and Digital Communities. Our mission is to strive to be an agriculture based mindful provider of Phyto medical solutions developed to help improve "your" state of health and well-being.

5) Issuer’s Facilities

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

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

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

The Company currently leases certain facilities and equipment under noncancelable operating lease agreements that expire at various dates through 2024. Monthly rentals range from CAD 844 to CAD 5,595. In addition, the facilities lease calls for variable charges for common area usage which are expensed as incurred.

The Company also leased office space in Windsor, Ontario from RN Holdings Ltd. Under the lease agreement effective *October 1, 2017*, monthly rents of CAD 2,608 are due through *September 2022*, at which point monthly rents of CAD 3,390 are due. Effective *August 1, 2020*, the Company ceased making payments and abandoned the leased space. Accordingly, the Company determined that there was *no* future economic value to the associated right-of-use asset and recognized a full impairment loss of \$146,795 on *August 1, 2020*. Effective with the *August 1, 2020* lease termination and abandonments, all property, plant, and improvements which were located at these properties were abandoned. As of *April 14, 2022*, the Company has *not* agreed with RN Holdings Ltd to modify or settle the remaining contractual liability, which therefore remains recorded as of *December 31, 2022* under its original contractual terms. As of *December 31, 2021* and *2020* the associated liability was \$177,686 and \$164,997, respectively. During *2021* and *2020*, lease expenses of approximately \$13,000 and \$35,000, respectively related to this agreement were recognized within general and administrative expenses.

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
Brian Payne	CEO	Lakeshore, ON	3,349,285	Common	5.13%	
Larry Lehoux	President	Windsor, ON	3,480,000	Common	5.33%	
Jeffrey Thomas	Director	Flat Rock, MI	132,857	Common	0.20%	
Harry Aubrey De Lavenu	Director	Algarve, Portugal	1,700,230	Common	2.61%	
Donald Strilchuk	Director	Windsor, ON	1,451,250	Common	2.22%	
Josef Tukacs	Director	Guelph, ON	90,000	Common	0.14%	
George Dragicevic	Director	McGregor, ON	90,000	Common	0.14%	
Richard Boswell	5% Control	Rochester, MI	7,003,846	Common	10.73%	
Lamia Chaaban	5% Control	St. Albert, AB	6,000,000	Common	9.19%	
Bill Chaaban	5% Control	St. Albert, AB	6,000,000	Common	9.19%	
Tesla Digital	5% Control	Harrow, ON	5,000,000	Common	7.66%	(Steve Prokajac)
Alex Tarrabain	5% Control	Edmonton, AB	3,978,244	Common	6.10%	

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.

From time to time, we may become party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of our business. We are not currently a party, as plaintiff or defendant, to any legal proceedings that we believe to be material or which, individually or in the aggregate, would be expected to have a material effect on our business, financial condition or results of operation if determined adversely to us.

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: Jessica Haggard, Esq.
Firm: Anthony L.G., PLLC
Address 1: 625 N. Flagler Drive, Ste. 600
Address 2: West Palm Beach, FL 33401
Phone: (561) 514-0936
Email: JHaggard@anthonypllc.com

Accountant or Auditor

Name: YINKA OYEBOLA
Firm: OLAYINKA OYEBOLA & CO.
Address 1: 10333 Harwin Dr Suite #677
Address 2: Houston TX 77036,USA
Phone: +234 0803-3338-600
Email: info@olayinkaoyebolaandco.com

Investor Relations

Name: N/A
Firm: _____
Address 1: _____

Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: N/A
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: N/A
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: YINKA OYEBOLA
Title: Managing Director
Relationship to Issuer: Accountant

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

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.

- 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, Brian S. Payne certify that:

1. I have reviewed this Disclosure Statement for CEN Biotech 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.

April 26, 2023 [Date]

/s/ Brian S. Payne [CEO's Signature]

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

Principal Financial Officer:

I, Brian S. Payne certify that:

1. I have reviewed this Disclosure Statement for CEN Biotech 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.

April 26, 2023 [Date]

/s/ Brian S. Payne [CFO's Signature]

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

CEN BIOTECH, INC. AND SUBSIDIARY
Financial Statements
Year Ended December 31, 2022
(Unaudited)

Consolidated Financial Statements:

Contents	Page
Consolidated Balance Sheets	2
Consolidated Statements of Operations and Other Comprehensive (Loss) Income	3
Consolidated Statements of Shareholders' Deficit	4
Consolidated Statements of Cash Flows	5
Notes to the Consolidated Financial Statements	7

CEN BIOTECH, INC. AND SUBSIDIARY
Consolidated Balance Sheets

	December 30, 2022	December 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents	\$ 83,598	\$ 193,198
Accounts receivable	109,218	193,094
Prepaid expenses and other assets	26,570	50,530
Income taxes refundable	34,385	35,399
Loan receivable from Emergence Global Enterprises Inc. - related party	-	-
Total current assets	253,771	472,221
Other assets		
Operating lease right-of-use assets	82,213	138,103
Other receivable	55,129	-
Note receivable - CEN Biotech Ukraine LLC - related party	44,859	44,859
Advances to CEN Biotech Ukraine LLC - related party	1,299,328	1,299,328
Property and equipment, net	62,490	97,403
Deferred income taxes	2,642	2,720
Intangible assets, net	4,782,284	5,072,031
Goodwill	1,276,482	1,314,134
Total assets	\$ 7,859,198	\$ 8,440,799
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 395,905	\$ 440,332
Accounts payable – related parties	148,706	101,422
Loans payable	1,544,039	1,688,793
Loans payable – related parties	2,701,641	2,701,641
Convertible notes payable, net of unamortized discount	527,058	643,330
Convertible notes payable, net of unamortized discount - related parties	162,639	162,639
Accrued interest	1,437,347	1,361,689
Accrued interest – related parties	2,029,398	1,873,455
Operating lease liabilities	115,430	103,908
Governmental assistance payable	141,169	145,333
Accrued expenses	770,673	638,073
Total current liabilities	9,974,006	9,860,615
Operating lease liabilities, less current portion	145,898	206,763
CEBA loan payable	30,648	31,552
Total liabilities	10,150,552	10,098,930
Commitments and contingencies (Notes 4, 11, 12, 18, 19, 24, and 25)		
Shareholders' deficit		
Common stock; unlimited authorized shares; 64,741,145 and 55,957,743 issued and outstanding as of December 31, 2022, and December 31, 2021, respectively. No par value.	-	-
Additional paid-in capital	45,223,413	44,339,973
Accumulated deficit	(47,479,011)	(45,964,183)
Accumulated other comprehensive loss	(35,756)	(33,921)
Total shareholders' deficit	(2,291,354)	(1,658,131)
Total liabilities and shareholders' deficit	\$ 7,859,198	\$ 8,440,799

See accompanying notes to condensed consolidated financial statements.

CEN BIOTECH, INC. AND SUBSIDIARY
Consolidated Statements of Operations and Other Comprehensive (Loss) Income
Years Ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Revenue	\$ 987,112	\$ 626,867
Operating expenses		
Consulting fees	323,976	1,243,294
Consulting fees – related parties	160,000	188,718
General and administrative	1,767,973	16,900,582
Settlement of lighting patent purchase	-	1,331,814
Loss on lease abandonment	-	-
Loss on lease termination	-	-
Loss on disposal of property and equipment	-	-
Total operating expenses	2,251,949	19,664,408
Loss from operations	(1,264,837)	(19,037,541)
Other income (expense)		
Gain on derecognition of debt and accrued interest	-	-
Interest expense	(101,082)	(428,249)
Interest expense – related parties	(151,683)	(418,500)
Interest income	612	504
Change in fair value of patent acquisition liability	-	971,500
Foreign exchange gain/ (loss)	2,162	(27,726)
Other income (expense), net	(249,991)	97,529
(Loss) income before income taxes		(18,940,012)
Income tax benefit	-	(36,356)
Net (loss) income	\$ (1,514,828)	\$ (18,903,656)
Other comprehensive loss - Foreign currency translation	(1,835)	(33,921)
Comprehensive (loss) income	\$ (1,516,663)	\$ (18,937,577)
Net (Loss) Income Per Share:		
Basic	\$ (0.02)	\$ (0.45)
Diluted	\$ (0.02)	\$ (0.45)
Weighted Average Number of Shares Outstanding		
Basic	64,741,145	42,417,416
Diluted	64,741,145	42,417,416

CEN BIOTECH, INC. AND SUBSIDIARY
Consolidated Statements of Shareholders' Deficit
Years Ended December 31, 2022, and 2021

	<i><u>Common Shares</u></i>	<i><u>Common Shares Amount</u></i>	<i><u>Additional Paid-in Capital</u></i>	<i><u>Accumulated Deficit</u></i>	<i><u>Accumulated Other Comprehensive Loss</u></i>	<i><u>Total Shareholders' Deficit</u></i>
Balances, December 31, 2021	27,557,363	\$ -	\$17,068,810	\$ (27,060,527)	\$ -	\$ (9,991,717)
Stock-based compensation	13,909,291	-	15,390,822	-	-	15,390,822
Issuance of common stock - settlement of patent acquisition	5,000,000	-	2,042,500	-	-	2,042,500
Issuance of common stock - acquisition of Clear Com Media, Inc.	4,000,000	-	2,120,000	-	-	2,120,000
Beneficial conversion feature on convertible notes issued	-	-	198,239	-	-	198,239
Issuance of common stock – upon conversion of convertible notes	3,488,883	-	5,173,785	-	-	5,173,785
Issuance of common stock – upon conversion of convertible notes – related parties	591,480	-	946,368	-	-	946,368
Issuance of common stock – interest shares	158,000	-	135,166	-	-	135,166
Issuance of common stock – consulting	1,150,000	-	1,172,000	-	-	1,172,000
Issuance of common stock – settlement of accrued interest	94,357	-	78,893	-	-	78,893
Issuance of common stock – settlement of accrued liability	8,369	-	13,390	-	-	13,390
Net loss	-	-	-	(18,903,656)	(33,921)	(18,937,577)
Balances, December 31, 2021	55,957,743	\$ -	\$44,339,973	\$ (45,964,183)	\$ (33,921)	\$ (1,658,131)
Issuance of common stock – Accrued Employment settlement agreement	5,350,444	-	401,283	-	-	401,283
Issuance of common stock – interest shares	33,000	-	5,030	-	-	5,030
Issuance of common stock-convertible notes	1,260,245	-	229,973	-	-	229,973
Issuance of common stock-notes conversion	614,713	-	95,750	-	-	95,750
Issuance of common stock-Director's employment agreements	1,525,000	-	151,404	-	-	151,404
Net loss	-	-	-	(1,514,828)	(1,835)	(1,516,663)
Balances, December 31, 2022	64,741,145	\$ -	\$45,223,413	\$ (47,479,011)	\$ (35,756)	\$ (2,291,354)

CEN BIOTECH, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
Years Ended December 31, 2022 and 2021

	2022	2021
Cash flows from operating activities		
Net (loss) income	\$ (1,514,828)	\$ (18,903,656)
Adjustments to reconcile net (loss) income to net cash used in operating activities		
Depreciation	35,838	22,164
Amortization	453,272	439,543
Amortization of debt discount	-	112,940
Deferred income tax benefit	-	(2,735)
Lease expense	-	41,950
Loss on disposal of property and equipment	-	-
Loss on operating lease right-of-use asset - lease abandonment	-	-
Loss on operating lease right-of-use asset - lease termination settlement	-	-
Stock-based compensation - employees	552,687	15,390,822
Stock-based compensation - non-employees	325,723	1,172,000
Stock-based settlement of accrued interest	-	54,657
Settlement of lighting patent purchase	-	1,331,814
Shares issued related to lease termination settlement	-	-
Shares issued for interest	5,030	135,166
Non-cash services expense	-	-
Change in fair value of patent acquisition liability	-	(971,500)
Gain on derecognition of debt	-	-
Foreign exchange loss	-	27,726
Changes in operating assets and liabilities which provided (used) cash, net of amounts acquired in 2021 business combination		
Accounts receivable	83,876	14,174
Prepaid expenses and other assets	23,960	(16,956)
Income taxes	1,014	25,670
Other receivable	(55,129)	89,370
Accounts payable	(44,427)	143,934
Accounts payable – related parties	47,284	38,828
Accrued interest – related and non-related parties	231,601	514,155
Operating lease payments	(28,155)	(28,155)
Governmental assistance payable	49,343	146,144
Accrued expenses	(164,350)	(113,559)
Net cash used in operating activities		(335,504)
Cash flows from investing activities		
Cash acquired upon acquisition of Clear Com Media, Inc.	-	259,470
Loan to Emergence Global Enterprises Inc.	-	-
Advances to CEN Biotech Ukraine LLC	-	(120,000)
Capitalized software development	(106,320)	(106,320)
Purchases of equipment	(23,213)	(23,213)
Proceeds from sale of equipment	-	-
Net cash provided by (used in) investing activities	9,937	9,937
Cash flows from financing activities		
Repayment of loans payable - related parties	(50,000)	(50,000)
Issuance of convertible notes	522,830	522,830
Repayment of convertible notes	-	-
Issuance of convertible notes - related parties	48,000	48,000
Net cash provided by financing activities	520,830	520,830
Effect of exchange rate changes on cash	(3,973)	(3,973)
Net increase (decrease) in cash and cash equivalents	191,290	191,290

Cash and cash equivalents, beginning of year	1,908	1,908
Cash and cash equivalents, end of year	\$ 193,198	\$ 193,198
Supplemental cash flows disclosures		
Cash paid for interest	\$ 25,818	\$ 25,818

See accompanying notes to consolidated financial statements.

CEN BIOTECH, INC. AND SUBSIDIARIES
Notes to the Consolidated Financial Statements
December 31, 2022 and 2021
(All amounts are in US dollars unless otherwise stated.)

NOTE 1 – NATURE OF BUSINESS

CEN Biotech, Inc. (“CEN”) was incorporated in Canada on *August 4, 2013* as a subsidiary of Creative Edge Nutrition, Inc. (“Creative”), a public company incorporated in Nevada. Creative distributed the shares of CEN common stock on a pro rata basis to the Creative shareholders (“Spin Off Distribution”) on *February 29, 2016*, at which time CEN became a stand-alone public company.

The consolidated financial statements also include the accounts of Eastern Starr Biotech, Inc. (“Eastern Starr”), a Georgia corporation that was acquired on *August 22, 2017* and Clear Com Media, Inc. (“CCM”), an Ontario, Canada corporation that was acquired on *July 9, 2021*, as wholly-owned subsidiaries of CEN.

CEN is focused on the manufacturing, production and development of products within the cannabis industry, including the LED lighting technology and hemp products. CEN intends to explore the usage of hemp, which it intends to cultivate for usage in industrial, medical and food products. CCM focuses on providing digital marketing and web design related services.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation

CEN’s consolidated financial statements include the accounts of CEN, CCM, and Eastern Starr (collectively, the “Company”). CCM is a Windsor, Ontario based digital marketing, and e-commerce company. CCM’s purpose is to develop, market and sell various digital products. Additionally, CCM will provide in-house IT support functions for CEN’s activities. Eastern Starr’s purpose is to facilitate future growth opportunities in the LED lighting sector. All material intercompany transactions are eliminated in consolidation.

Basis of Accounting

The Company’s consolidated financial statements are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America. The functional currency of the Company is the U.S. dollar.

Use of Estimates and Assumptions

The accompanying consolidated financial statements include certain estimates and assumptions which affect the reported amounts of assets and disclosure of contingent assets and liabilities at the date of the financial statements (including intangible assets and goodwill), and the reported amounts of revenues and expenses during the reporting period, including stock-based compensation. Accordingly, actual results *may* differ from those estimates.

Revenue from Contracts with Customers

The Company has agreements with *third* parties to provide multi-platform, internet-based products and services to their customers in the form of online marketing, business metrics, and other solutions. These services are recognized over time, as the services are performed, as the asset created has *no* alternative use and the Company is contractually entitled to payment for its performance to date in the event the contract is cancelled for convenience. For these contracts, revenue is recognized over time using input measures that correspond to the level of staff effort expended to satisfy the performance obligation on a rate per hour or equivalent basis. Variable consideration has *not* historically been significant. The Company does *not* include sales and other taxes in the transaction price and thus does *not* recognize these amounts as revenue.

The Company derived approximately 99% of its revenue from one customer during the year ended *December 31, 2021*. Substantially all of the accounts receivable as of *December 31, 2022*, are due from this customer. The loss of this customer could adversely affect short-term operating results.

Cash and Cash Equivalents

For purposes of the consolidated balance sheet and statement of cash flows, the Company considers all highly liquid instruments with a maturity of *three* months or less at the time of issuance to be cash equivalents.

Accounts Receivable

Accounts receivable are customer obligations due under normal trade terms generally requiring payment within 30 to 60 days from the invoice date. Ongoing credit evaluations of customers' financial condition are conducted and, generally, *no* collateral is required to support accounts receivable, which are stated at the amount management expects to collect from balances outstanding at year-end. Based on management's assessment of the credit history with customers having outstanding balances and current relationships with them, it has estimated that realization of losses on balances outstanding at period-end will *not* be significant.

Property and Equipment

Property and equipment are recorded at cost. Major improvements and renewals are capitalized while ordinary maintenance and repairs are expensed. Management reviews these assets for impairment whenever events or changes in circumstances indicate the related carrying amount *may not* be recoverable. Depreciation is recognized on a straight-line basis over the estimated useful lives, which generally range from 2 to 7 years. Leasehold improvements are amortized on a straight-line basis over the shorter of the estimated useful lives or the period of the respective leases.

See Note 6 for disposal charges taken in 2022 and 2021 related to property, plant and improvements.

Intangible Assets

Trade Names and Customer Relationships: Identifiable intangible assets with finite useful lives are being amortized over periods ranging 3 to 7 years, respectively. Management reviews these assets for impairment whenever events or changes in circumstances indicate the related carrying amount *may not* be recoverable. Fair values are determined based on the discounted cash flows, or external appraisals, as applicable.

Product Technology and Capitalized Software Development Costs: The Company has adopted the provisions of ASC 985-20-25, *Costs of Software to Be Sold, Leased or Marketed*, whereby costs incurred to establish the technological feasibility of a computer software product to be sold, leased or marketed are research and development costs. Those costs are expressed as incurred; costs of producing product masters incurred subsequent to establishing technological feasibility are capitalized; and costs incurred when the product is available for general release to the customers are expensed as incurred. Upgrades and enhancements are capitalized if they result in added functionality which enables the software to perform tasks it was previously incapable of performing. Product technology and capitalized software development costs will be amortized on a straight-line basis over the estimated useful life of the project once implemented. The product technology and capitalized software has *not* been implemented as of December 31, 2022.

Lighting Patent: A patent for LED lighting technology with a definite useful life is being amortized over 16 years. Management annually reviews this asset for impairment when circumstances indicate the carrying amount of an asset *may not* be recoverable based on the undiscounted cash flows of the asset. If the carrying amount of an asset *may not* be recoverable, a write-down to fair value is recorded. Fair values are determined based on the discounted cash flows, or external appraisals, as applicable.

Goodwill

Goodwill arising from business combinations represents the excess of purchase consideration exchanged by the Company over the estimated fair value of the net assets of acquired businesses. The Company evaluates goodwill for impairment on an annual basis. In completing this evaluation, the Company considers the profitability of Clear Com Media, Inc. and compares its best estimate of future cash flows with the net carrying value of goodwill.

Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between the financial statement and income tax bases of assets and liabilities that will result in taxable or deductible amounts in the future, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the year plus or minus the change during the year in deferred tax assets and liabilities.

Foreign Currency

Foreign-denominated monetary assets and liabilities of the Company are translated at the rate of exchange prevailing at the consolidated balance sheet date. Other assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing when the assets were acquired or the liabilities incurred. Sales and expenses are translated at the average exchange rate over the reporting period. Transaction gains or losses are included in determining net (loss) income.

The functional currency of CCM is the Canadian dollar. The accounts of CCM were translated to United States dollars equivalents at exchange rates as follows: balance sheet assets and liabilities were converted at period-end rates, equity at historical rates, and income statement accounts at average rates for the period. The resulting translation gain or loss is reflected in other comprehensive loss and accumulated other comprehensive loss in the consolidated statements of operations and comprehensive loss and consolidated statements of shareholders' deficit, respectively.

Stock-Based Compensation

The fair value of restricted stock awards granted to employees and non-employees is determined on the grant date and compensation is recognized ratably over the requisite service period equal to the fair value of the award.

The Company accounts for restricted stock awards issued to employees and non-employees in accordance with the authoritative guidance in ASC Topic 718, *Compensation—Stock Compensation* (ASC 718). ASC 718 requires all stock-based payments to employees, including grants of employee stock options and modifications to existing stock awards, to be recognized in the statements of operations and comprehensive loss based on their grant date fair values.

(Loss) Income per Share

Net (loss) income per common share is computed pursuant to Accounting Standards Codification (ASC) 260-10-45. Basic (loss) income per share is computed based on the weighted average number of common shares outstanding during the period. Diluted net (loss) income per share is calculated by dividing net (loss) income by the diluted weighted average common shares outstanding, which includes the effect of potentially dilutive securities. During periods when there is a net loss, all potentially dilutive shares are anti-dilutive and are excluded from the calculation of net loss per share. Diluted earnings per share is similarly computed except that the denominator includes the effect, using the treasury stock method, of unvested restricted stock and convertible notes, if including such potential shares of common stock is dilutive. For 2022, the common stock equivalents of the convertible note agreements were *not* included in diluted earnings per share computations because their effect was antidilutive, see Note 21.

Leases

The Company accounts for leases pursuant to ASC Topic 842, “*Leases*”. This ASU requires substantially all leases be recorded on the balance sheet as right of use assets and lease obligations. At the inception of each lease, its appropriate classification as an operating or financing lease is determined. All of the Company’s leases are operating leases. Operating lease assets and liabilities are recognized at the lease commencement date. Operating lease liabilities represent the present value of lease payments *not* yet paid. Operating lease right of use (“ROU”) assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs and lease incentives. During 2020, the Company entered into a mutual termination and release agreement for the 20 North Rear Road property and abandoned the leased office space in Windsor, Ontario, see Note 18.

Reclassification

Certain amounts as reported in the 2020 consolidated financial statements have been reclassified to conform with the 2021 presentation.

NOTE 3 – NEW ACCOUNTING STANDARDS

Recently Adopted Accounting Pronouncements

No pronouncements were adopted by the Company and *no* pronouncements affected the Company during 2022.

Recent Accounting Pronouncements Not Yet Adopted

In August 2020, the Financial Accounting Standards Board (“FASB”) issued an accounting pronouncement (ASU 2020-06) related to the measurement and disclosure requirements for convertible instruments and contracts in an entity’s own equity. The pronouncement simplifies and adds disclosure requirements for the accounting and measurement of convertible instruments and the settlement assessment for contracts in an entity’s own equity. As a smaller reporting company, as defined by the SEC, this pronouncement is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2023. Early adoption is permitted. The Company intends to adopt this standard effective January 1, 2022.

NOTE 4 – GOING CONCERN UNCERTAINTY / MANAGEMENT PLANS

The accompanying consolidated financial statements have been prepared in contemplating continuation of the Company as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred significant operating losses and negative cash flows from operations since inception. The Company had an accumulated deficit of \$47,479,011 at December 31, 2022 and had *no* committed source of additional debt or equity financing. The Company did *not* have any operating revenue until the acquisition of Clear Com Media, Inc. on July 9, 2021 and such amounts are *not* expected to be sufficient to sustain ongoing operations. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. The Company has relied on the issuance of loans payable and convertible debt instruments to finance its expenses, including notes that are in default, as described in Notes 9, 10, 11, and 12. The Company will continue to raise additional capital through placement of our common stock, notes or other securities in order to implement its business plan or additional borrowings, including from related parties. The COVID-19 pandemic has hindered the Company’s ability to raise capital. There can be *no* assurance that the Company will be successful in either situation in order to continue as

a going concern. The consolidated financial statements do *not* include any adjustments that might result from the outcome of these uncertainties.

The Company's cash position *may not* be sufficient to support the Company's daily operations or its ability to undertake any business activity that will generate sufficient net revenue.

Appointments of Officers and Directors

On April 14, 2022, the Company's Board of Directors (the "Board") appointed Brian S. Payne as the Company's Chief Executive Officer, Chief Financial Officer and Chairman of the Board of Directors and appointed Lawrence Lehoux as the Company's President, effective at the close of business on April 14, 2022.

Appointment of Directors

On April 18, 2022, the Board appointed the following persons as members of its Board effective April 18, 2022:

- Josef Tukacs
- George Dragicevic

Dismissal of Independent Registered Accounting Firm

On May 2, 2022, the Board of Directors of the Company approved the dismissal of Mazars USA LLP ("Mazars"), as its independent registered accounting firm, effective immediately. Mazars was engaged by the Company on January 16, 2018. No audit report of Mazars for the years ended December 31, 2021 or December 31, 2020, contained an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, with the exception of providing an explanatory paragraph stating there was substantial doubt about the Company's ability to continue as a going concern. During the Company's two most recent fiscal years and through May 2, 2022, (i) there were no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between the Company and Mazars on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which, if not resolved to the satisfaction of Mazars, would have caused Mazars to make reference to the subject matter of such disagreement in connection with its reports on the financial statements for such periods and (ii) there were no "reportable events" (as defined in Item 304(a)(1)(v) of Regulation S-K).

Engagement of New Independent Registered Accounting Firm

On May 2, 2022, the Company's Board approved the appointment of Olayinka Oyebola & Co ("OOC") as the Company's new independent registered public accounting firm effective immediately. During the Company's two most recent fiscal years ended December 31, 2021 and 2020, and the subsequent interim period through May 2, 2022, neither the Company nor anyone acting on its behalf consulted with OOC regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, in connection with which either a written report or oral advice was provided to the Company that OOC concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K).

NOTE 5 – ACQUISITION OF CLEAR COM MEDIA, INC.

As described in Note 1, CEN acquired CCM on *July 9, 2021*. The results of operations for CCM have been included in the accompanying consolidated financial statements from that date forward. The acquisition was made for the purpose of providing revenue to support CEN operations through the development, marketing and sales of certain digital products. Additionally, CCM will provide in-house IT support functions for CEN activities.

The merger was accounted for as a business combination using the acquisition method of accounting under the provisions of Accounting Standards Codification (ASC) 805, "Business Combinations" (ASC 805), with CEN representing the accounting acquirer under this guidance. ASC 805 requires, among other things, an assignment of the acquisition consideration transferred to the sellers for the tangible and intangible assets acquired and liabilities assumed, using the bottom-up approach, to estimate their value at acquisition date. Any excess of the fair value of the purchase consideration over these identified net assets is to be recorded as goodwill.

See Note 23 for segment reporting, which includes the specific revenue and earnings results of CCM since the date of acquisition as CCM has been determined to be a distinct operating segment.

The aggregate consideration for the acquisition of CCM was 4,000,000 shares of CEN common stock, which were issued pursuant to an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Act”), in reliance upon exemptions from the registration requirements of the Act in transactions *not* involving a public offering, and which were valued at \$2,120,000 based upon the closing stock price on *July 9, 2021*. The purchase price accounting was still in process as of *September 30, 2021*, our most recently reported quarterly interim reporting. However, as of *December 31, 2021*, subsequent adjustments to the initial purchase price accounting due to receipt of final appraisal reports and other adjustments resulted in an increase in accounts receivable of approximately \$8,000, a decrease of identifiable intangibles by approximately \$168,000, and an increase in current financial liabilities by approximately \$23,000, with a corresponding increase to goodwill of approximately \$184,000. The decreased value of identifiable intangibles, had it been reflected in the *September 30, 2021* reporting, would have resulted in a decrease to accumulated amortization and associated amortization expense of approximately \$15,000.

The following represents the adjusted fair values of the assets acquired and the liabilities assumed by CEN in the transaction:

Cash	\$	259,470
Accounts receivable		210,536
Property and equipment		97,911
Other assets		244,540
Identifiable intangibles		456,855
Current financial liabilities		(344,591)
Other long-term liabilities		(140,078)
 Total identifiable net assets		 784,643
Goodwill		1,335,357
 Net assets acquired	\$	 <u>2,120,000</u>

Identified intangible assets acquired includes trade names, customer relationships, and product technology whose fair value of \$456,855 is based on an appraisal report utilizing a combination of market, income, and multi-period excess earnings methods. These trade names and customer relationships are being amortized over useful-lives ranging of 3 and 7 years, respectively, and the product technology is *not* yet being amortized as *not* yet in service. These identifiable intangible assets will be reviewed for impairment at least annually or more frequently if indicators of impairment exist.

Amounts recognized as goodwill are expected to be fully deductible for Canadian income tax purposes. All goodwill has been included within the Digital segment.

Costs related to the acquisition, which include legal, accounting, and valuation fees, in the amount of approximately \$80,000 have been charged directly to operations and are included in general and administrative expenses in the 2021 consolidated statement of operations.

NOTE 6 – PROPERTY, PLANT AND IMPROVEMENTS, NET

Property and equipment, net consists of the following as of *December 31, 2022 and 2021*:

Computers and equipment	\$ 68,871	\$ 67,077
Furniture and fixtures	32,116	33,063
Leasehold improvements	18,750	19,304
Total property, plant, and improvements	119,737	119,444
Accumulated depreciation	57,247	22,041
Net property, plant and improvements	\$62,490	\$ 97,403

There was *no* property and equipment held prior to the CCM acquisition on *July 9, 2021*.

Depreciation expense was \$35,838 and \$22,164 for the years ended *December 31, 2022 and 2021*, respectively.

NOTE 7 – ADVANCES TO CEN BIOTECH UKRAINE AND LOAN RECEIVABLE FROM EMERGENCE GLOBAL

On *December 21, 2020*, the Company entered into a loan agreement with Emergence Global Enterprises Inc. (“Emergence Global”), a related party, (see Note 17) and advanced funds of \$17,901, which remained as an outstanding loan receivable as of *December 31, 2020*. The loan was made for the purpose of funding the operations of Emergence Global. The loan was unsecured, non-interest bearing, and was due on *December 31, 2021*. At the time the loan was made, Joseph Byrne, the CEO of Emergence Global was *not* an officer or director of the Company. He was at that time a 5% shareholder and former CEO of the Company. He was then appointed as the President and a director of the Company on *April 19, 2021*. Additionally, our CEO, Bill Chaaban was appointed as the President of Emergence Global on *April 12, 2021*. In light of Section 402 of the Sarbanes-Oxley Act of 2002, the Company and Emergence Global entered into that certain Loan Repayment Agreement dated as of *May 6, 2021*, pursuant to which Emergence Global agreed to repay to the Company \$17,901, representing the total amount outstanding under

the loan agreement, by issuing 21,830 shares of Emergence Global common stock, \$0.82 par value per share. Such shares were issued to the Company on *May 6, 2021*. As the value of the common shares is *not* material, it has been presented within prepaid expenses and other assets as of *December 31, 2021*.

At *December 31, 2022* and *2021*, the Company had advances of \$1,299,328 and \$1,179,328 respectively, to CEN Biotech Ukraine, LLC, a related party, see Note 17. The advances were for the purpose of funding the operations of CEN Biotech Ukraine, LLC and are unsecured, non-interest bearing, and are due on demand. See Note 25 for a discussion of subsequent events in Ukraine.

Bahige (Bill) Chaaban, Chief Executive Officer and member of our Board of Directors, and Usamakh Saadikh, a member of our Board of Directors, each directly own 25.5% of CEN Ukraine respectively. The remaining 49% of CEN Ukraine is owned by XN Pharma, which is an entity jointly owned by Bahige (Bill) Chaaban and Usamakh Saadikh. Bahige (Bill) Chaaban and Usamakh Saadikh do *not* currently hold any positions with CEN Ukraine. CEN Ukraine is operated and controlled by its sole director. Pursuant to Ukrainian law, shareholders of a company do *not* have the ability to control the company or the actions of its director. CEN Ukraine is operated under the direction of its management pursuant to the guidelines of Ukrainian law. These loans are unsecured, non-interest bearing, and are due on demand.

NOTE 8 – INTANGIBLE ASSETS

Lighting Patent

On *September 12, 2016*, the Company executed an agreement dated *August 31, 2016*, to acquire assets, including a patent related to LED Lighting, from Tesla Digital, Inc., a Canadian Corporation, and Stevan (Steve) Pokrajac (the “Sellers”).

The patent remained in the name of Tesla Digital, Inc. until full settlement of the terms of the agreement. In the interim, pursuant to an updated agreement executed on *April 15, 2019* between the Company and the Sellers, CEN had reaffirmed the rights to use the patented technology. In addition, the Company agreed to employ Stevan Pokrajac, by an LED subsidiary that the Company plans to form, but which has *not* yet been formed, in connection with the development of the acquired technology with compensation equal to \$200,000 per year, commencing with the start of operations.

In *March 2018*, the agreement was amended to reflect a fixed one million registered shares of CEN common stock. At *December 31, 2020*, the value of this liability was \$1,380,000 and was remeasured at each reporting date using the current fair value of CEN’s common shares.

On *October 7, 2021*, the agreement was amended and finalized to increase the number of CEN common shares to be transferred to five million. Upon closing of the agreement, the CEN common stock, valued at \$2,042,500 based upon the *October 7, 2021* closing market price, was transferred to the Sellers and the transfer of the patent and real property was completed. Of this amount, \$1,634,000 represented additional stock compensation expense for the additional *four million* shares issued. In addition, the Sellers assumed the mortgage and associated accrued interest on certain real property that was included in the original agreement, see Note 9, of \$302,186, resulting in a net loss on final settlement of the lighting patent purchase of \$1,331,814.

The Company intends to explore using the patented LED Lighting Technology across manufacturing operations and licensing opportunities across multiple industries such as horticultural, automotive, industrial and commercial lighting. The assets acquired, other than the patent, included certain machinery and raw materials, which were old and non-functioning and accordingly, had *no* fair value.

The intangible assets consist of the following as of December 31:

	2022	2021	Estimated Useful Life (years)
Lighting patent	\$ 6,797,000	\$ 6,797,000	16
Product technology	268,170	276,080	n/a
Customer relationships	145,578	149,872	7
Capitalized software development costs	267,066	105,730	n/a
Trade names	22,986	23,664	3
Total identifiable intangible assets	7,500,800	7,352,346	
Less: Accumulated amortization	2,718,517	2,280,315	
Net	\$ 4,782,283	\$ 5,072,031	

As of *December 31, 2022* and *2021*, there is no impairment expense recognized based on the Company’s expectations that it will be able to monetize the intangible assets. Expected amortization expense for the lighting patent is \$424,812 per year through *2031*, with the remaining \$283,215 to be amortized in *2032*. Expected amortization expense for the customer relationships and trade names acquired as part of the CCM acquisition on *July 9, 2021* are expected to be approximately \$29,300 per year through *2023*, 25,400 in *2024*, \$21,400 in *2025* and *2026*, with the remaining \$32,100 to be amortized through *2028*. The product technology and capitalized software development costs are *not* yet available for general release to customers and thus are *not* yet

amortized.

NOTE 9 – LOANS PAYABLE

Loans payable consist of the following at *December 31*:

	2022	2021
Loans payable, on demand, to a private investor for the original amount of CAD 1,104,713, bearing interest at 7% per annum.	\$ 871,398	\$ 871,398
Loans payable in default to multiple private investors bearing an interest at rates of up to 12% per annum, which matured at various dates between June 2018 and May 2021.	592,395	592,395
Loan payable in default to an individual, issued April 13, 2018, with a 30-day maturity, bearing share interest of 4,000 common shares per 30-day period. This is an unsecured loan which matures on April 16, 2022.	100,000	100,000
Loan payable to Global Holdings International, LLC, which bears interest at 15% per annum after defaulting on the maturity date of June 30, 2016. This note was previously secured by equipment that the Company disposed of on August 1, 2020.	75,000	75,000
Loan payable to an individual, issued January 17, 2018, with a 30-day maturity, bearing share interest of 2,000 common shares per 30-day period. This is an unsecured loan which matured on July 16, 2021.	50,000	50,000
On December 5, 2022, Cede&Co converted \$31,750 loan to 574,713. Common shares at \$0.042 per share	(31,750)	-
On December 8, 2022, Dan Macdonald converted \$64,000 loan to 40,000 Common shares at \$0.042 per share	(64,000)	-
During the year ended December 31, 2022 the Subsidiary ClearCom Obtained a loan of \$15,324	15,324	-
Total loans payable (all current)	<u>\$ 1,608,367</u>	<u>\$ 1,688,793</u>

During both 2022 and 2021, 33,000 and 62,000 common shares, respectively, were issued to individuals in connection with interest terms of the above loans. Accordingly, during 2022 and 2021, \$101,802 and \$57,876 in interest expense and \$5,030 and \$53,864 in additional paid-in capital was recorded, respectively.

During 2021, certain private investors amended their convertible notes payable totaling \$1,463,793, which were convertible into 677,955 common shares. As a result of the amendments, these notes *no* longer contain a conversion feature and have been reclassified to loans payable from convertible notes payable.

NOTE 10 – LOANS PAYABLE- RELATED PARTY

Loans payable - related party consists of the following at *December 31*:

	2022	2021
Loan payable in default due to the spouse of Bill Chaaban, CEO of CEN, which bears an interest at 12% per annum. This loan matured on August 17, 2020.	\$ 1,388,122	\$ 1,388,122
Loans payable in default to a former director of Creative, former parent company, bear interest at 10% per annum. This are unsecured loans that matured on December 31, 2018.	601,500	601,500
Loan payable in default to R&D Labs Canada, Inc., whose president is Bill Chaaban, also the CEO of CEN, bearing interest at 8% per annum. This is an unsecured loan that matured on October 2, 2019. R&D Labs Canada is a company owned by Bill Chaaban's spouse.	300,000	300,000
Loans payable in default to the spouse of Bill Chaaban, CEO of CEN, for the	237,019	237,019

original amounts of CAD 48,630 and USD \$198,660, bear interest at 10% per annum. These are unsecured loans that matured on December 31, 2018.

Loan payable to the spouse of Joseph Byrne, a 5% shareholder and former CEO, and current President and member of the board of CEN, issued January 12, 2018 with a 30-day maturity, bearing share interest of 4,000 common shares per 30-day period. This is an unsecured loan that matures on April 16, 2022.	100,000	100,000
---	---------	---------

Loan payable to Alex Tarrabain, CFO and a Director of CEN, issued January 17, 2018 with a 30-day maturity, bearing share interest of 3,000 common shares per 30-day period. This is an unsecured loan that matures on April 16, 2022.	75,000	75,000
---	--------	--------

Loan payable to Joseph Byrne, a 5% shareholder and former CEO, and current President and member of the board of CEN, issued January 24, 2018 with a 30-day maturity, bearing share interest of 2,000 common shares per 30-day period. This loan was repaid in June 2021.	-	-
--	---	---

Total loans payable - related party (all current)	<u>\$ 2,701,641</u>	<u>\$ 2,701,641</u>
---	---------------------	---------------------

Attributable related party accrued interest was \$766,315 and \$671,665 as of *December 31, 2022* and *2021*, respectively. Interest expense attributable to related party loans was \$94,650 and \$202,640 in *2022* and *2021*, respectively.

During both *2022* and *2021*, 0 and 96,000 common shares, respectively, were issued to related parties in connection with interest terms of the above loans made to CEN. Accordingly, during *2022* and *2021*, \$0 and \$81,302 in related party interest expense and additional paid-in capital was recorded, respectively.

NOTE 11 – CONVERTIBLE NOTES

Convertible notes payable consists of the following at *December 31*:

	2022	2021
Convertible notes payable in default to multiple private investors, including certain notes in default, bearing interest at 5% per annum with conversion rights for 363,767 common shares, which matured at various dates between May 2018 and October 2021.	\$ 325,872	\$ 576,472

Convertible notes payable with beneficial conversion features at original issuance to multiple private investors, bearing interest at 5% per annum with conversion rights for 550,965 common shares, maturing at various dates between June 2022 and December 2022.	145,000	145,000
---	---------	---------

Convertible note payable for the original amount of USD 70,000, bearing interest at 8% per annum which had conversion rights after 180 days and a due date of May 23, 2023. The Conversion Price shall be equal to the Variable Conversion Price (as defined herein) (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower relating to the Borrower's securities or the securities of any subsidiary of the Borrower, combinations, recapitalization, reclassifications, extraordinary distributions, and similar events). The "Variable Conversion Price" shall mean 65% multiplied by the Market Price (as defined herein) (representing a discount rate of 35%). "Market Price" means the lowest Trading Price for the Common Stock during the ten (10) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date.	70,000	-
---	--------	---

Convertible note payable for the original amount of USD 70,000, bearing interest at 8% per annum which had conversion rights after 180 days and a due date of July 7, 2023. The Conversion Price shall be equal to the Variable Conversion Price (as defined herein) (subject to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower relating to the Borrower's securities or the securities of any subsidiary of the Borrower, combinations, recapitalization, reclassifications, extraordinary distributions, and similar events). The "Variable Conversion Price" shall mean 65% multiplied by the Market Price (as defined herein) (representing a discount rate of 35%). "Market Price" means the lowest Trading Price for the Common Stock during the ten (10) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date.	50,000	-
---	--------	---

Total convertible notes payable	590,872	721,472
Less unamortized debt discount	63,814	78,142
Total convertible notes payable, net of unamortized debt discount	527,058	643,330
Less current portion	527,058	643,330
Convertible notes payable, less current portion	\$ -	\$ -

The Company issues convertible notes as a method to raise operating capital. These notes convert to a fixed number of shares specified in the convertible note, at the option of the note holder. Certain of these notes are considered to contain a beneficial conversion feature if in-the-money at the time of issuance. The Company has determined the value associated with the beneficial conversion feature in connection with the notes issued during 2021 to be \$180,098. This value has been recorded as a component of equity during 2021 and the aggregate original issue discount is accreted and charged to interest expense as a financing expense from the date of issuance until maturity. Upon conversion, any remaining unaccreted discount is charged to interest expense. No convertible notes with beneficial conversion features were issued during 2020. These notes *may* be converted at the option of the note holder upon written notice by the note holder. These notes are convertible into a total of 914,732 common shares.

During 2021, certain private investors elected to exercise their convertible notes payable totaling \$5,173,785 in exchange for 3,488,833 common shares. As a result, the associated convertible notes have been extinguished and reclassified as additional paid in capital. There were *no* such elections to convert any of the convertible notes payable during 2020.

During 2021, certain private investors elected to convert \$78,893 of accrued interest owed on convertible notes into 94,357 shares of common stock. There were *no* such elections to convert any of the accrued interest on convertible notes payable during 2020.

As of *April 14, 2022*, we are currently in default of \$470,872 of convertible notes payable, which are convertible into 294,295 shares of common stock.

During 2022, certain private investors elected to exercise their convertible notes payable totaling \$244,000 in exchange for 1,266,245 common shares. As a result, the associated convertible notes have been extinguished and reclassified as additional paid in capital.

During 2022, certain private investors were settled by cash, by the payment of \$6,600 owed on convertible loan and \$1,776 accrued interest on it.

NOTE 12 – CONVERTIBLE NOTES - RELATED PARTY

Convertible notes - related party consists of the following at *December 31*:

	2022	2021
Convertible notes, in default, due to Joseph Byrne, former CEO, and current President and member of the board of CEN, bearing interest at 12% per annum. This note is convertible to 76,123 common shares and matured on August 17, 2020.	\$ 121,796	\$ 121,796
Convertible notes with beneficial conversion features due to the parents of Jeffery Thomas, a Director of CEN, bearing interest at 5% per annum. These notes are convertible to 94,488 common shares with a maturity date of May 24, 2022.	48,000	48,000
Convertible note, in default, due to the spouse of Bill Chaaban, CEO of CEN, which bears an interest at 12% per annum. This note was convertible to 867,576 common shares and matured on August 17, 2020. Effective August 17, 2021, the note was amended and reclassified as the conversion feature was removed, see Note 10.	-	-
Convertible notes due to Harold Aubrey de Lavenue, a Vice President and Director of CEN, bearing interest at 5% per annum. On October 12, 2021, this note was converted to 548,980 common shares.	-	-
Convertible note due to Alex Tarrabain, CFO and a Director of CEN, bearing interest at 5% per annum. On April 10, 2021, this note was	-	-

converted to 30,000 common shares.

Convertible note due to Darren Ferris, brother of Ameen Ferris, a Vice President and a Director of CEN, bearing interest at 5% per annum. On April 26, 2021, this note was converted to 12,500 common shares.

- -

Total convertible notes payable – related parties	169,796	169,796
Less unamortized debt discount	7,157	7,157
Total convertible notes payable - related parties (all current)	<u>\$ 162,639</u>	<u>\$ 162,639</u>

Attributable related party accrued interest was \$1,877,715 and \$1,201,790 as of *December 31, 2022*, and *2021*, respectively. Interest expense attributable to related party convertible notes was \$151,683 and \$229,318 in *2022* and *2021*, respectively.

The Company issues convertible notes to related parties as a method to raise operating capital. These notes convert to a fixed number of shares specified in the convertible note, at the option of the note holder. Certain of these notes are considered to contain a beneficial conversion feature if in-the-money at the time of issuance.

During *2021*, a convertible note due to Joseph Byrne in the amount of \$102,395, convertible into 63,997 shares, was transferred to a private investor and reclassified.

As of *April 14, 2022*, we are currently in default of \$121,796 of convertible notes payable, which are convertible into 76,123 shares of common stock.

NOTE 13 – CEBA LOAN PAYABLE

The Canada Emergency Business Account (“CEBA”) loan payable of \$30,648 (CAD 40,000) as of *December 31, 2021* to Royal Bank of Canada is unsecured, non-interest bearing until *December 2022* and interest bearing at 5% thereafter. If the loan is *not* repaid by *December 31, 2023*, the principal balance increases by \$15,776 (CAD 20,000). The loan principal is due in full at the maturity date of *December 2025*.

NOTE 14 – GOVERNMENTAL ASSISTANCE

The Canadian government enacted the Canada Emergency Wage Subsidy (“CEWS”) and Canada Emergency Rent Subsidy (“CERS”) in *2020* to provide a wage and rent subsidy to employers that suffered reductions in revenue resulting from the COVID-19 pandemic. CCM received \$171,078 during *2021* related to CEWS and CERS and has included as a governmental assistance payable on the consolidated balance sheet as of *December 31, 2021* as this represents an overpayment which is due back to the government.

NOTE 15 – INCOME TAXES

The Company has elected to file separate Canadian income tax returns for CEN (growth) and for CCM (digital).

Growth:

As of *December 31, 2021*, CEN has net operating loss carry forwards of approximately \$31,400,000 that *may* be available to reduce future years’ taxable income. Such carry forwards typically expire after *20* years. CEN currently has carry forwards that begin to expire in *2034*. Future tax benefits which *may* arise as a result of these losses have *not* been recognized in these consolidated financial statements, because CEN believes that it is more likely than *not* that the carryforwards will expire unused and accordingly, CEN has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards. The deferred tax asset and associated valuation allowance are as follows for the years ended *December 31*:

	2022	2021
Deferred tax asset - net operating losses	\$ 8,300,000	\$ 8,300,000
Deferred tax asset valuation allowance	(8,300,000)	(8,300,000)
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

The change in the valuation allowance amounted to \$4,900,000 and \$4,900,000 for the years ended *December 31, 2022* and *2021*, respectively. All other temporary differences are immaterial both individually and in the aggregate to the

consolidated financial statements.

Digital:

The tax benefit for CCM income taxes consists of the following components:

	December 31, 2022
Current	\$ (34,384)
Deferred	(2,642)
Net income tax benefit	<u>\$ (37,026)</u>

The net deferred income tax asset presented in the consolidated balance sheets is comprised of the following at:

	December 31, 2022
Deferred tax assets	
SR&ED credits	\$ 39,386
Deferred tax liabilities	
Property and equipment	(11,357)
Intangible assets, including goodwill	(25,387)
Total deferred tax liabilities	(36,744)
Net deferred tax asset	<u>\$ 2,642</u>

NOTE 16 – SHAREHOLDERS’ DEFICIT / STOCK ACTIVITY

The Company is authorized to issue an unlimited number of common shares and an unlimited number of special voting shares. Common shares have no stated par value.

As of *December 31, 2021*, 10,000 common shares earned by an individual in connection with *one* of the loans, as described in Note 9, were *not* yet issued.

As of *December 31, 2021*, 1,085,843 shares of common stock are committed to the holders of the convertible notes.

NOTE 17 – RELATED PARTY TRANSACTIONS

The Company has received loans from several related parties, as described above in Notes 10 and 12.

A loan totaling \$17,901 was made to Emergence Global as of *December 31, 2020*. The loan was made for the business purpose of assisting Emergence with operating expenses. Emergence Global’s Chief Executive Officer is Joseph Byrne, a 5% shareholder and former CEO, and current President and member of the board of CEN. Joseph Byrne, previously served as the Chief Executive Officer and member of the Board of Directors of the Company from *July 2017* until *November 13, 2019*. This note was repaid on *May 6, 2021*, see Note 7.

There are advances of \$1,299,328 and \$1,299,328 to CEN Ukraine as of *December 31, 2022* and *2021*, respectively. Such advances were made for the purpose of funding the operations of CEN Ukraine as summarized in Note 7. CEN Ukraine was founded by Bill Chaaban. Prior to *December 3, 2017*, Bill Chaaban directly owned 51% of CEN Ukraine. CEN Ukraine was founded to seek agricultural and pharmaceutical opportunities in Ukraine. Bill Chaaban personally funded the establishment and initial phases of CEN Ukraine. On *December 14, 2017*, the Company entered into a controlling interest purchase agreement with Bill Chaaban, our interim Chief Executive Officer and member of our board of directors, and another shareholder of CEN Ukraine, Usamakh Saadikh, a member of our board of directors, for 51% of the outstanding equity interests of CEN Ukraine. The consideration will be paid by issuing common shares of the Company. The agreement, which is subject to certain conditions, has *not* closed as of *April 14, 2022*, as the Company needs to raise additional funds in order to proceed with the closing. Bahige (Bill) Chaaban, our Interim Chief Executive Officer and member of our Board of Directors, and Usamakh Saadikh, a member of our Board of Directors, each directly own 25.5% of CEN Ukraine respectively. The remaining 49% of CEN Ukraine is owned by XN Pharma, which is an entity jointly owned by Bahige (Bill) Chaaban and Usamakh Saadikh. Bahige (Bill) Chaaban and

Usamakh Saadikh do *not* currently hold any positions with CEN Ukraine. CEN Ukraine is operated and controlled by its sole director. Pursuant to Ukrainian law, shareholders of a company do *not* have the ability to control the company or the actions of its director. CEN Ukraine is operated under the direction of its management per the guidelines of Ukrainian law.

NOTE 18 – LEASE (INCLUDING RELATED PARTIES)

The Company currently leases certain facilities and equipment under noncancelable operating lease agreements that expire at various dates through 2024. Monthly rentals range from CAD 844 to CAD 5,595. In addition, the facilities lease calls for variable charges for common area usage which are expensed as incurred.

The Company also leased office space in Windsor, Ontario from RN Holdings Ltd. Under the lease agreement effective *October 1, 2017*, monthly rents of CAD 2,608 are due through *September 2022*, at which point monthly rents of CAD 3,390 are due. Effective *August 1, 2020*, the Company ceased making payments and abandoned the leased space. Accordingly, the Company determined that there was *no* future economic value to the associated right-of-use asset and recognized a full impairment loss of \$146,795 on *August 1, 2020*. Effective with the *August 1, 2020* lease termination and abandonments, all property, plant, and improvements which were located at these properties were abandoned. As of *April 14, 2022*, the Company has *not* agreed with RN Holdings Ltd to modify or settle the remaining contractual liability, which therefore remains recorded as of *December 31, 2022* under its original contractual terms. As of *December 31, 2021* and *2020* the associated liability was \$177,686 and \$164,997, respectively. During *2021* and *2020*, lease expenses of approximately \$13,000 and \$35,000, respectively related to this agreement were recognized within general and administrative expenses.

The following is a schedule of future annual minimum rental payments required under operating leases with initial or remaining noncancelable lease terms in excess of *one* year for the *12* months subsequent to *December 31*:

	Amount
2022	\$ 119,543
2023	90,325
2024	61,897
2025	32,088
2026	32,088
Thereafter	24,066
Total lease payments	\$ 360,007
Less imputed interest	49,336
Present value of lease liability	\$ 310,671

NOTE 19 – STOCK BASED COMPENSATION

Adoption of Equity Compensation Plan

On *November 29, 2017*, the Board adopted the *2017* Equity Compensation Plan (the “Plan”) providing for the granting of options to purchase shares of common stock, restricted stock awards and other stock-based awards to directors, officers, employees, advisors and consultants. The Company reserved 20,000,000 shares of common stock for issuance under the Plan. The Plan is intended to provide equity incentives to persons retained by our Company.

On *April 2, 2021*, the Board of Directors of the Company adopted the *2021* Equity Compensation Plan (the “*2021* Plan”) providing for the granting of options to purchase shares of common stock, restricted stock awards and other stock-based awards to directors, officers, employees, advisors and consultants of the Company and reserved an additional 20,000,000 shares of the Company’s common stock for issuance under the *2021* Plan.

Equity Compensation Grants

On *November 30, 2017*, the Company granted a *one-time* equity award (“Equity Award”) of restricted shares of the Company’s common stock pursuant to a Restricted Stock Agreement to certain executives and directors of the company. Donald Stirlchuck, Director, received 1,000,000 restricted shares of the Company’s common stock for security consulting services, of which 550,000 vested immediately and the remaining vesting ratably each month over the next *36* months until *November 2020*. Other individuals received a total of 1,870,000 restricted shares of the Company’s common stock for consulting services performed, of which 1,330,000 vested immediately and the remaining vesting ratably each month over the next *36* months until *November 2020*. The expense related to the restricted stock awarded to non-employees for services rendered was recognized on the grant

date.

On *April 17, 2020*, the Company entered into agreements with *three* individuals for the payment of business consulting services under which the Company issued 225,000 shares of its common stock. These awards vested immediately. The expense related to the restricted stock awarded to non-employees for services rendered of \$162,000 was recognized on the grant date.

On *August 27, 2020* and *September 25, 2020*, the Company entered into agreements with *two* individuals for the payment of business consulting services under which the Company issued an aggregate of 162,500 shares of its common stock. These awards vested immediately. The expense related to the restricted stock awarded to non-employees for services rendered of \$117,000 was recognized on the grant date.

On *April 2, 2021*, a consulting agreement with CONFIEN SAS for business coaching was entered into for a period of *12* months. As payment for these services, 650,000 restricted shares, subject to applicable securities laws and regulations as set forth in the Restricted Stock Agreement, of the Company's common stock were granted. Such shares vested immediately. The expense related to the restricted stock awarded to non-employees for services previously rendered of \$897,000 was recognized on the grant date.

On *July 13, 2021*, the Company entered into agreements with *two* individuals for the payment of security and legal consulting services under which the Company issued an aggregate of 500,000 shares of its common stock. These awards vested immediately. The expense related to the restricted stock awarded to non-employees for services rendered of \$275,000 was recognized on the grant date.

Employment Agreements

On *November 30, 2017*, employment agreements were entered into with *four* key members of management:

- ☐ Under the Employment Agreement with Bahige (Bill) Chaaban, President of the Company, Mr. Chaaban will receive compensation in the form of a base annual salary of \$31,200 and a grant of 8,750,000 shares of restricted stock of the Company, of which 7,400,000 vested immediately and the remaining vested ratably each month over the next 36 months until *November 2020*.
- ☐ Under the Employment Agreement with Joseph Byrne, Chief Executive Officer of the Company, Mr. Byrne will receive compensation in the form of a base annual salary of \$31,200 and a grant of 1,250,000 shares of restricted stock of the Company, of which 325,000 vested immediately and the remaining vesting ratably each month over the next 36 months until *November 2020*. Effective *November 13, 2019*, Mr. Byrne resigned and left the Company, at which point additional vesting and salary accruals ceased. As of *April 2, 2020*, the accrued salaries owed to Joe Byrne, which amounted to \$58,500, were settled by allowing Joe Byrne to vest in the remaining 337,500 restricted shares that had *not* vested.
- ☐ Under the Employment Agreement with Richard Boswell, Senior Executive Vice President and Chief Financial Officer of the Company, Mr. Boswell will receive compensation in the form of a base annual salary of \$31,200 and a grant of 4,500,000 shares of restricted stock of the Company, of which 4,140,000 vested immediately and the remaining vested ratably each month over the next 36 months until *November 2020*.
- ☐ Under the Employment Agreement with Brian Payne, Vice President of the Company, Mr. Payne will receive compensation in the form of a base annual salary of \$31,200 and a grant of 750,000 shares of restricted stock of the Company, of which 300,000 vested immediately and the remaining vested ratably each month over the next 36 months until *November 2020*.

On *May 16, 2019*, an employment agreement, under similar terms, was entered into with Mr. Tarrabain. Under the Employment Agreement with Alex Tarrabain, Chief Financial Officer and as *one* of the Vice Presidents of the Company, Mr. Tarrabain will receive compensation in the form of a base annual salary of \$31,200 and a grant of 1,250,000 shares of restricted stock of the Company, of which 350,000 vested immediately and the remaining vesting ratably each month over the next 36 months until *May 2022*.

On *December 6, 2021*, the Board of Directors appointed Rick Purdy as its Senior Vice President of Deals and Acquisitions. On

this date, an employment agreement, under similar terms, was entered into with Mr. Purdy. Under the Employment Agreement, Mr. Purdy will receive compensation in the form of a base annual salary of \$31,200 and a grant of 2,500,000 shares of restricted stock of the Company, of which 700,000 vested immediately and the remaining vesting ratably each month over the next 36 months until *December 2024*. The expense related to the restricted stock awarded to employees for services previously rendered of \$238,000 was recognized on the grant date. Remaining expenses will be recognized ratably monthly as the restricted stock award vests.

On *April 2, 2021*, the Board of Directors appointed Ameen Ferris and Harold Aubrey De Lavenu to serve as Vice Presidents of the Company. Under the associated Executive Employment Agreements, they will each receive compensation in the form of a base annual salary of \$31,200. In addition, Ameen Ferris was granted 1,000,000 and Harold Aubrey De Lavenu was granted 1,041,250 restricted shares, subject to applicable securities laws and regulations, as set forth in the Restricted Stock Agreement, of the Company's common stock. Such shares vested immediately. The expense related to the restricted stock awarded to employees for services previously rendered of \$2,816,925 was recognized on the grant date.

On *April 2, 2021*, the Company entered into an RSA (the "Boswell RSA") with Richard Boswell. Pursuant to the Boswell RSA, the Company granted Mr. Boswell 2,185,679 restricted shares of the Company's common stock under the *2021 Plan* to vest immediately on the grant date. The shares issued are restricted shares that are subject to applicable securities laws and regulations. The expense related to the restricted stock awarded to employees for services previously rendered of \$3,016,237 was recognized on the grant date.

On *April 2, 2021*, the Company entered into an RSA (the "Chaaban RSA") with Bahige Chaaban. Pursuant to the Chaaban RSA, the Company granted Mr. Chaaban 3,106,122 restricted shares of the Company's common stock under the *2021 Plan* to vest immediately on the grant date. The shares issued are restricted shares that are subject to applicable securities laws and regulations. The expense related to the restricted stock awarded to employees for services previously rendered of \$4,286,435 was recognized on the grant date.

On *April 2, 2021*, the Company entered into an RSA (the "Payne RSA") with Brian Payne. Pursuant to the Payne RSA, the Company granted Mr. Payne 1,435,000 restricted shares of the Company's common stock under the *2021 Plan* to vest immediately on the grant date. The shares issued are restricted shares that are subject to applicable securities laws and regulations. The expense related to the restricted stock awarded to employees for services previously rendered of \$1,980,300 was recognized on the grant date.

On *April 2, 2021*, the Company entered into an RSA (the "Saadikh RSA") with Usamakh Saadikh. Pursuant to the Saadikh RSA, the Company granted Mr. Saadikh 1,000,000 restricted shares of the Company's common stock under the *2021 Plan* to vest immediately on the grant date. The shares issued are restricted shares that are subject to applicable securities laws and regulations. The expense related to the restricted stock awarded to employees for services previously rendered of \$1,380,000 was recognized on the grant date.

On *April 2, 2021*, the Company entered into an RSA (the "Strilchuck RSA") with Donald Strilchuck. Pursuant to the Strilchuck RSA, the Company granted Mr. Strilchuck 341,250 restricted shares of the Company's common stock under the *2021 Plan* to vest immediately on the grant date. The shares issued are restricted shares that are subject to applicable securities laws and regulations. The expense related to the restricted stock awarded to employees for services previously rendered of \$470,925 was recognized on the grant date.

On *April 2, 2021* and *June 25, 2021*, the Company entered into an RSA (the "Tarrabain RSA") with Alex Tarrabain. Pursuant to the Tarrabain RSA, the Company granted Mr. Tarrabain 300,000 and 1,000,000, respectively, restricted shares of the Company's common stock under the *2021 Plan* to vest immediately on the grant date. The shares issued are restricted shares that are subject to applicable securities laws and regulations. The expense related to the restricted stock awarded to employees for services previously rendered of \$899,000 was recognized on the grant date.

On April 14, 2022, the following persons resigned from the following positions from Company. Bahige (Bill) Chaaban resigned from his positions as Chief Executive Officer, President, Chairman of the Board of Directors Company effective at the close of business on April 14, 2022. Alex Tarrabain resigned from his positions as the Company's Chief Financial Officer and Director effective at the close of business on April 14, 2022. Rick Purdy resigned from his positions as Company's Senior Vice President of Deals and Acquisitions and Director effective at the close of business on April 14, 2022. Amen Ferris resigned from his positions as Company's Vice President and Director effective at the close of business on April 14, 2022. Joseph Byrne resigned from his positions as a Director of the Company effective at the close of business on April 14, 2022. Additionally, Richard Boswell resigned from his positions as the Company's Senior Executive Vice President and Director effective as of April 15, 2022.

On April 19, 2022, Dr. Usamakh Saadikh resigned from his position as a director on the Board of Directors (the "Board") of the "Company as well as all other positions with the Company effective immediately. Dr. Usamakh Saadikh, was a member of our Board and the Vice President of International Business Development since June 2018.

The foregoing resignations shall be referred to together herein as the "Resignations". Subsequent to the effectiveness of the above Resignations, the above name persons no longer hold any positions with the Company. The Resignations were not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices by any of the above persons.

Settlement Agreements with Departing Officers and Directors

As reported by the Company on its Current Report on Form 8-K filed with the Securities and Exchange Commission on April 19, 2022, on April 14, 2022, the following persons resigned from the following positions from the Company. Bahige (Bill) Chaaban resigned from his positions as Chief Executive Officer, President, Chairman of the Board of Directors Company effective at the close of business on April 14, 2022. Alex Tarrabain resigned from his positions as the Company's Chief Financial Officer and Director effective at the close of business on April 14, 2022. Rick Purdy resigned from his positions as Company's Senior Vice President of Deals and Acquisitions and Director effective at the close of business on April 14, 2022. Amen Ferris resigned from his positions as Company's Vice President and Director effective at the close of business on April 14, 2022. Joseph Byrne resigned from his positions as a Director of the Company effective at the close of business on April 14, 2022. Additionally, Richard Boswell resigned from his positions as the Company's Senior Executive Vice President and Director effective as of April 15, 2022. The foregoing resignations shall be referred to together herein as the "Resignations". Subsequent to the effectiveness of the above Resignations, the above named persons no longer hold any positions with the Company. In connection with the Resignations, the Company has entered into the settlement agreements described below with the following persons.

On April 19, 2022, the Company, entered into a settlement agreement with Bahige (Bill) Chaaban (the "Chaaban Settlement Agreement") pursuant to which the Company agreed to issue Mr. Chaaban 1,785,096 restricted shares of its common stock in exchange for the accrued salary of \$133,882.19 owed to Mr. Chaaban as of the date of his resignation from the Company pursuant to his employment agreement with the Company. Pursuant to the Chaaban Settlement Agreement, Mr. Chaaban's Employment Agreement with the Company dated November 30, 2017, was terminated as of April 14, 2022. Pursuant to the Chaaban Settlement Agreement, Mr. Chaaban agreed to release the Company from any claims, as such term is defined thereunder, that Mr. Chaaban may have against the Company.

On April 19, 2022, the Company, entered into a settlement agreement with Alex Tarrabain (the "Tarrabain Settlement Agreement") pursuant to which the Company agreed to issue Mr. Tarrabain 1,196,673 restricted shares of its common stock in exchange for the accrued salary of \$89,682.19 owed to Mr. Tarrabain as of the date of his resignation from the Company pursuant to his employment agreement with the Company. Pursuant to the Tarrabain Settlement Agreement, Mr. Tarrabain's Employment Agreement with the Company dated May 21, 2019, was terminated as of April 14, 2022. Pursuant to the Tarrabain Settlement Agreement, Mr. Tarrabain agreed to release the Company from any claims, as such term is defined thereunder, that Mr. Tarrabain may have against the Company.

On April 19, 2022, the Company, entered into a settlement agreement with Rick Purdy (the "Purdy Settlement Agreement") pursuant to which the Company agreed to issue Mr. Purdy 150,483 restricted shares of its common stock in exchange for the accrued salary of \$11,286.19 owed to Mr. Purdy as of the date of his resignation from the Company pursuant to his employment agreement with the Company. Pursuant to the Purdy Settlement Agreement, Mr. Purdy's Employment Agreement with the Company dated December 6, 2021, was terminated as of April 14, 2022.

On April 19, 2022, the Company, entered into a settlement agreement with Ameen Ferris (the "Ferris Settlement Agreement") pursuant to which the Company agreed to issue Mr. Ferris 433,096 restricted shares of its common stock in exchange for the accrued salary of \$32,482.19 owed to Mr. Ferris as of the date of his resignation from the Company pursuant to his employment agreement with the Company. Pursuant to the Ferris Settlement Agreement, Mr. Ferris's Employment Agreement with the Company dated April 2, 2021, was terminated as of April 14, 2022.

On April 19, 2022, the Company, entered into a settlement agreement with Richard Boswell (the "Boswell Settlement Agreement") pursuant to which the Company agreed to issue Mr. Boswell 1,785,096 restricted shares of its common stock in exchange for the accrued salary of \$133,882.19 owed to Mr. Boswell as of the date of his resignation from the Company pursuant to his employment agreement with the Company. Pursuant to the Boswell Settlement Agreement, Mr. Boswell's Employment Agreement with the Company dated November 30, 2017, was terminated as of April 15, 2022.

Restricted Stock Awards

Restricted stock awards relate to common shares that are subject to applicable securities laws and regulations as set forth in the RSAs and other equity compensation grants.

The total grant-date fair value of the restricted shares granted through employment agreements and equity compensation grants was \$30,437,750 and \$29,885,063 as of *December 31, 2022* and *2021*, respectively. During *2022* and *2021*, 6,875,444 restricted shares with a grant date fair value of \$552,687 and 15,059,291 restricted shares with a grant date fair value of \$15,390,822, respectively, were awarded. Prior to the start of trading on *April 5, 2021* via the OTC Link alternative trading system (operated by OTC Markets Group Inc.), the grant-date fair value was calculated utilizing an enterprise valuation model as of the date the awards are granted. Beginning *April 5, 2021*, the grant-date fair value is calculated utilizing the daily closing price as published via the OTC Link.

With the exception of immediately vesting portions of awards, shares typically vest pro-rata over the requisite service period, which is generally *three* years from the grant-date. Non-vested restricted stock awards participate in dividends and recipients are entitled to vote these restricted shares during the vesting period.

Compensation expense, broken out by allocation, recognized in connection with the restricted stock awards was as follows for the years ended *December 31*:

	2021	2021
Stock Based Compensation	\$ 552,687	\$ 15,390,822
Professional fees	0	1,172,000
Total	<u>\$ 552,687</u>	<u>\$ 16,562,822</u>

NOTE 20 - OTHER RECEIVABLE

During the year ended December 31, 2022 CCM have an outstanding other receivables balance of \$55,129.

In *May 2017*, as amended on *June 30, 2018* and on *February 16, 2021*, CEN entered into an agreement with CCM to provide a line of credit to CCM in amounts up to CAD \$1,000,000 (\$785,400) through *December 31, 2021* (maturity date) at a rate of 2% per annum. No allowance was considered necessary as of *December 31, 2020*. The agreement was entered into to support the development of technologies that *may* be of future value to the Company. Effective with the acquisition of CCM by CEN (Note 5), outstanding balances between CCM and CEN are eliminated in consolidation.

NOTE 21 – NET (LOSS) INCOME PER SHARE

During periods when there is a net loss, all potentially dilutive shares are anti-dilutive and are excluded from the calculation of diluted net loss per share. Based on the Company's application of the as-converted and treasury stock methods, all common stock equivalents were excluded from the computation of diluted earnings per share due to net losses as of *December 31, 2022*. During 2020, the potential common shares from the Tesla Agreement, which were contingent on certain events as described in Note 8, were excluded as the effect of conversion was anti-dilutive. Common stock equivalents that were excluded for the years ended December 31, 2022 and 2021, because they were anti-dilutive, are as follows:

	2022	2021
Convertible debt	625,369	1,085,343
Tesla agreement	<u>-</u>	<u>-</u>

The following table shows the computation of basic and diluted earnings per share for 2022:

	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Basic EPS			
Income available to common stockholders	\$ (1,516,829)	64,741,145	\$ (0.02)
Effect of Dilutive Securities			
Convertible debt	625,369	390,855	
Diluted EPS			
Income available to common stockholders with assumed conversions	<u>\$ (891,460)</u>	<u>65,132,000</u>	<u>\$ (0.01)</u>

NOTE 22– CONTINGENCY

In connection with the distribution by Creative of CEN's common stock on *February 29, 2016* and the Form 10 registration statement filed by CEN to register its shares of common stock under the Exchange Act, CEN received comments by the Staff of the Securities and Exchange Commission, including a letter dated *May 4, 2016* in which the Staff noted that they "...continue to question the absence of Securities Act registration of the spin-off distribution". In the event that the distribution of shares of CEN's common stock was a distribution that required registration under the Securities Act, then the Company could be subject to enforcement action by the SEC that claims a violation of Section 5 of the Securities Act and could be subject to a private right of action for rescission or damages. Based on management's estimate, any potential liability related to this matter would *not* be material.

NOTE 23 – SUBSEQUENT EVENTS

On April 20, 2021, CEN Biotech Inc. (the “Company”) entered into a Share Exchange Agreement (the “Agreement”) with Clear Com Media Inc., an Ontario, Canada corporation (“CCM”), each of the shareholders of CCM as set forth on the signature pages of the Agreement (the “CCM Shareholders”) and Lawrence Lehoux as the representative of the CCM Shareholders (each of CCM and the CCM Shareholders may be referred to collectively herein as the “CCM Parties”). The Agreement closed on July 9, 2021 and the Company acquired from the CCM Shareholders, all of the common shares of CCM, which is 10,000 shares of CCM common shares (the “CCM Stock”) held by the CCM Shareholders, in exchange (the “Exchange”) for the issuance by the Company to the CCM Shareholders of 4,000,000 restricted shares of the Company’s common stock, no par value per share (the “Company Common Stock”). As a result, CCM became a wholly owned subsidiary of the Company. In addition, the Company increased the number of members on its Board of Directors (the “Board”) by one and appointed and named Mr. Lehoux as a member of the Board of the Company. Mr. Lehoux was also appointed as the Company’s Chief Technology Officer. Mr. Lehoux’s employment is governed by an Executive Employment Agreement, effective September 1, 2022 (the “Employment Agreement”) which was previously filed by the Company as Exhibit 10.1 to the Current Report on Form 8-K with the U.S. Securities and Exchange Commission (the “SEC”) on August 31, 2022.

On March 23, 2023, the Company and the CCM parties agreed to unwind the transactions set forth in the Agreement and entered into a Termination and Release Agreement (the “Termination Agreement”). Pursuant to the Termination Agreement, the Company will transfer the CCM Stock back to the CCM Shareholders. The CCM Shareholders will keep the Company Common Stock in satisfaction of the Company’s indebtedness owing to CCM in the aggregate amount of Cdn\$416,915.95. CCM will also make a payment to the Company in the aggregate amount of US\$250,000 plus the Company’s legal costs associated with this transaction. The closing of these transactions shall take place on or about April 22, 2023 or on such other date as the parties may agree. Upon the closing of the Termination Agreement, Mr. Lehoux will resign from his position as director and Chief Technology Officer of the Company, which will result in the termination of the Employment Agreement.

Pursuant to the Termination Agreement, the Agreement will be of no further force and effect, and the parties each release all other parties to the Agreement from any and all claims, demands, etc. arising from the Agreement or the Termination Agreement.

On April 12, 2023, the Company filed a Form 15 with the SEC under Rule 12g-4(a)(2) with the intention to move to an Alternative Reporting Structure