

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

SPO NETWORKS, INC.

P.O. BOX 600, FARMINGTON, AR 72730

F479-443-6000

www.spoinow.com

info@spoinow.com

Primary SIC Code: 2833

2023 First Quarterly Report

For the Period Ending: March 31, 2023
(the "Reporting Period")

As of March 31, 2023, the number of shares outstanding of our Common Stock was:

4,372,559

As of December 31, 2022, the number of shares outstanding of our Common Stock was:

4,372,559

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

¹ "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.

Disclosure Regarding Forward-Looking Statements

Any reference to “SPO Networks” (which also may be referred to as the “company”, “we”, “us”, or “our”) means SPO Networks, Inc. You should review our financial condition and consolidated results of operations together with the consolidated financial statements and notes to the financial statements included elsewhere in this 2022 Third Quarterly Report.

This 2023 First Quarterly Report and certain other communications made by us contain “forward-looking statements.” Forward-looking statements include, but are not limited to, statements about our financial position, business strategy, competitive position, potential growth opportunities, future operating performance, effects of competition, the effects of future legislation or regulations and plans and objectives of our management for future operations. Any statement made herein that is not a statement of historical fact should be considered a forward-looking statement. We have based our forward-looking statements on our management’s beliefs and assumptions based on information available to our management at the time the statements are made. Use of the words “may,” “should,” “continue,” “plan,” “potential,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “could,” “project,” “predict” or variations of such words and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the applicable cautionary statements.

These forward-looking statements rely on assumptions, estimates and predictions that could be inaccurate and that are subject to risks and uncertainties that could cause actual results to differ materially from expected results. Forward-looking statements speak only as of the date of this Reporting Period. Except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events or otherwise.

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

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

Currently, SPO Networks, Inc.

Formerly, Highline Technical Innovations. Inc. until 11-2016

Formerly, Systems Evolution, Inc. until 03-2010

Formerly, Wallace Resources, Inc. until 10-2003

Formerly, Wallace Silver, Inc. until 06-2002

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):

SPO Networks, Inc. was incorporated in Idaho in 1968 (status: active-good standing).

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

None.

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

A reverse stock split of 1 (one) to 1000 (one thousand) shares occurred on March 29, 2022.

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

P.O. Box 600, Farmington, AR 72730

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

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

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

| | |
|--|---------------------|
| Trading symbol: | <u>SPOI</u> |
| Exact title and class of securities outstanding: | <u>Common Stock</u> |
| CUSIP: | <u>78471B200</u> |
| Par or stated value: | <u>\$.0001</u> |

| | | |
|---------------------------|-------------------|--------------------------------------|
| Total shares authorized: | <u>10,000,000</u> | as of date: <u>February 22, 2022</u> |
| Total shares outstanding: | <u>4,372,559</u> | as of date: <u>March 31, 2023</u> |

Number of shares in the Public Float²: 1,855,311 as of date: March 31, 2023
Total number of shareholders of record: 415 as of date: March 31, 2023

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

Trading symbol: None
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Pacific Stock Transfer Co.
Phone: 800-785-7782
Email: info@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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.

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

| Shares Outstanding as of Second Most Recent Fiscal Year End: | | | *Right-click the rows below and select "Insert" to add rows as needed. | | | | | | |
|--|---|--|--|---|--|--|---|---|---------------------------------|
| Opening Balance | | | | | | | | | |
| Date <u>December 31, 2019</u> Common: <u>8,063,610,333</u> Preferred: <u>40,145,076</u> | | | | | | | | | |
| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |
| <u>10/1/2020</u> | <u>cancellation</u> | <u>200</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Mel Robinson</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/1/2020</u> | <u>cancellation</u> | <u>400</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Harold Zeller</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/1/2020</u> | <u>cancellation</u> | <u>400</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Chad Coats</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/1/2020</u> | <u>cancellation</u> | <u>400</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Mark Silva</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/1/2020</u> | <u>cancellation</u> | <u>200</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Charlton Coats</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/1/2020</u> | <u>cancellation</u> | <u>200</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Harold Zeller</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/1/2020</u> | <u>cancellation</u> | <u>200</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Mark Silva</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/2/2020</u> | <u>new issuance</u> | <u>666</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Tom Smith</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/2/2020</u> | <u>new issuance</u> | <u>666</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Dennis Millet</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>10/2/2020</u> | <u>new issuance</u> | <u>666</u> | <u>Preferred A</u> | <u>\$.001</u> | <u>Yes</u> | <u>Gregory Smith</u> | <u>Nature of Services Provided; serving as SPO's director</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>11/9/2020</u> | <u>cancellation</u> | <u>151,552</u> | <u>Preferred B</u> | <u>\$.001</u> | <u>Yes</u> | <u>Brad Foster</u> | <u>Converted to Common Stock</u> | <u>Restricted</u> | <u>Exemption</u> |

| | | | | | | | | | |
|--|---------------------|----------------------|--------------------|---------------|------------|-------------------------|---|---------------------|------------------|
| <u>11/9/2020</u> | <u>cancellation</u> | <u>54,545</u> | <u>Preferred B</u> | <u>\$.001</u> | <u>Yes</u> | <u>Mark Silva</u> | <u>Converted to Common Stock</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>11/9/2020</u> | <u>cancellation</u> | <u>15,003,648</u> | <u>Preferred B</u> | <u>\$.001</u> | <u>Yes</u> | <u>Brad Foster</u> | <u>Converted to Common Stock</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>11/9/2020</u> | <u>cancellation</u> | <u>5,400,000</u> | <u>Preferred B</u> | <u>\$.001</u> | <u>Yes</u> | <u>Mark Silva</u> | <u>Converted to Common Stock</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>11/9/2020</u> | <u>cancellation</u> | <u>150,000</u> | <u>Preferred B</u> | <u>\$.001</u> | <u>Yes</u> | <u>Mark Silva</u> | <u>Converted to Common Stock</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>11/9/2020</u> | <u>cancellation</u> | <u>6,500,000</u> | <u>Preferred B</u> | <u>\$.001</u> | <u>Yes</u> | <u>Maynard Anderson</u> | <u>Converted to Common Stock</u> | <u>Restricted</u> | <u>Exemption</u> |
| <u>11/9/2020</u> | <u>new issuance</u> | <u>65,000</u> | <u>Common</u> | <u>\$.001</u> | <u>Yes</u> | <u>Maynard Anderson</u> | <u>Converted from Preferred B Stock</u> | <u>Unrestricted</u> | <u>Exemption</u> |
| <u>11/9/2020</u> | <u>new issuance</u> | <u>151,552</u> | <u>Common</u> | <u>\$.001</u> | <u>Yes</u> | <u>Brad Foster</u> | <u>Converted from Preferred B Stock</u> | <u>Unrestricted</u> | <u>Exemption</u> |
| <u>11/9/2020</u> | <u>new issuance</u> | <u>56,045</u> | <u>Common</u> | <u>\$.001</u> | <u>Yes</u> | <u>Mark Silva</u> | <u>Converted from Preferred B Stock</u> | <u>Unrestricted</u> | <u>Exemption</u> |
| <u>01/05/2021</u> | <u>cancellation</u> | <u>100,000</u> | <u>Common</u> | <u>\$.001</u> | <u>Yes</u> | <u>Benno Maglia</u> | <u>Lost/Stolen Certificate</u> | <u>Unrestricted</u> | <u>Exemption</u> |
| <u>01/05/2021</u> | <u>new issuance</u> | <u>100,000</u> | <u>Common</u> | <u>\$.001</u> | <u>Yes</u> | <u>Benno Maglia</u> | <u>Lost/Stolen Certificate</u> | <u>Unrestricted</u> | <u>Exemption</u> |
| <u>03/14/2022</u> | <u>Cancellation</u> | <u>3,965,471,162</u> | <u>Common</u> | <u>\$.001</u> | <u>Yes</u> | <u>Tom Smith</u> | <u>Converted to Note</u> | <u>Unrestricted</u> | <u>Exemption</u> |
| <u>03/29/2022</u> | <u>Cancellation</u> | <u>4,370,736,621</u> | <u>Common</u> | <u>\$.001</u> | <u>Yes</u> | <u>All Shares</u> | <u>Reverse Split</u> | <u>Unrestricted</u> | <u>Exemption</u> |
| <u>03/29/2022</u> | <u>new issuance</u> | <u>4,372,559</u> | <u>Common</u> | <u>\$.001</u> | <u>Yes</u> | <u>All Shares</u> | <u>Reverse Split</u> | <u>Unrestricted</u> | <u>Exemption</u> |
| Shares Outstanding on Date of This Report: | | | | | | | | | |
| <u>Ending Balance:</u> | | | | | | | | | |
| Date: <u>September 30, 2022</u> Common: <u>4,372,559</u> Preferred: <u>12,883,333</u> | | | | | | | | | |

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

Note: According to the Articles of SPO Networks, Inc., SPO shall issue its Preferred A evenly to the current directors. Each outstanding share of Preferred A shall have two million (2,000,000) votes on all matters submitted to the stockholders of SPO and shall vote with the common stock on all matters. The purpose of Preferred A is to maintain control of SPO by the active board of directors and prevent any attempts of a hostile take-over of control of the company. Thus, Preferred A has no pecuniary value. It acts solely as control stock.

B. Debt Securities, Including Promissory and Convertible Notes

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

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--|---|
| — | — | — | — | — | — | — | — |

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

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Jennifer Charles
Title: CFO
Relationship to Issuer: Employee of SPO Networks, Inc.

Provide the financial statements described below 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.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

5) Issuer's Business, Products and Services

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

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

We maintain the belief that patients and customers have a right to high quality, economical, and clinically-validated cannabis products. Towards this, SPO Networks will begin the process to acquire cannabis operations soon.

SPO is operating scrap metal facilities in Lowell, Arkansas and Joplin, Missouri. In addition, SPO is actively exploring potential acquisitions and opportunities in diversified industries, including performing solid waste and recycling, general contracting, construction, demolition with special waste remediation.

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

None

C. Describe the issuers' principal products or services.

SPO operates two scrap metal operations in Lowell, Arkansas and Joplin, Missouri to provide scrap metal to the steel industry.

SPO will be producing generic cannabis seeds for wholesale and retail customers in Pueblo, Colorado (pending MED license transfer).

6) 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.

On March 1, 2021, SPOI entered into a Commercial Lease Agreement with PARCS, LLC for the premises located at 721 S. Lincoln St. in Lowell, Arkansas for a term of five years.

On March 1, 2021, SPOI entered into a Commercial Lease Agreement with PARCS, LLC for the premises located at 2000 West 7th St. in Joplin, Missouri for a term of five years.

7) Company Insiders (Officers, Directors, and Control Persons)

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.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, 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.

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|---|---|------------------------|--------------------|---|--|
| <u>Tom Smith</u> | <u>CEO, Director, Owner of more than 5%</u> | <u>Fayetteville, Arkansas</u> | <u>100,000</u> | <u>Common</u> | <u>2.287%</u> | <u>According to the Articles of SPO Networks, Inc., SPO shall issue its Preferred A evenly to the current directors. Each outstanding share of Preferred A shall have two million (2,000,000) votes on all matters submitted to the stockholders of SPO and shall vote with the common stock on all matters. The purpose of Preferred A is to maintain control of SPO by the active board of directors and prevent any attempts of a hostile take-over of control of the company. Thus, Preferred A has no pecuniary value. It acts solely as control stock.</u> |
| | | | <u>666</u> | <u>Preferred A</u> | <u>33.333%</u> | |
| <u>Dennis Millet</u> | <u>Director & Owner of more than 5%</u> | <u>Lowell, Arkansas</u> | <u>666</u> | <u>Preferred A</u> | <u>33.333%</u> | <u>board of directors and prevent any attempts of a hostile take-over of control of the company. Thus, Preferred A has no pecuniary value. It acts solely as control stock.</u> |
| <u>Tom Smith & Kendra Smith</u> | <u>Owner of more than 5%</u> | <u>Pueblo, Colorado</u> | <u>798,250</u> | <u>Common</u> | <u>18.256%</u> | <u>Held jointly by CEO & Director Tom Smith and his wife Kendra Smith</u> |
| <u>Kendra Smith</u> | <u>Beneficial owner of more than 5%</u> | <u>Lowell, AR</u> | <u>100,000</u> | <u>Common</u> | <u>2.287%</u> | <u>Kendra Smith is the wife of CEO & Director Tom Smith</u> |
| <u>Eric Hall</u> | <u>Owner of less than 5%</u> | <u>Springdale, AR</u> | <u>9,776</u> | <u>Common</u> | <u>0.224%</u> | |
| <u>Masoud Pourmehdi</u> | <u>Owner of more than 5%</u> | <u>Farmington, AR</u> | <u>2,183,333</u> | <u>Preferred B</u> | <u>16.947%</u> | <u>According to the Articles of SPO Networks, Inc., the shares of Series B Preferred Stock shall have not voting right. It must have the Board of Directors' approval in the event such shares are submitted for conversion to the corporation's transfer agent. The Preferred B shares are convertible at a ratio of 1 preferred share being eligible for conversion to 10 common shares upon specific approval by the Board of Directors, as noted above.</u> |
| <u>James Breit</u> | <u>Owner of more than 5%</u> | <u>Rockford, IL</u> | <u>800,000</u> | <u>Preferred B</u> | <u>6.210%</u> | |
| <u>Richard Close</u> | <u>Owner of more than 5%</u> | <u>Cheshire, CT</u> | <u>2,000,000</u> | <u>Preferred B</u> | <u>15.524%</u> | |
| <u>Rebecca McMahan</u> | <u>Owner of more than 5%</u> | <u>Farmington, AR</u> | <u>2,000,000</u> | <u>Preferred B</u> | <u>15.524%</u> | |
| <u>Michael L Roche</u> | <u>Owner of more than 5%</u> | <u>Jupiter, FL</u> | <u>2,000,000</u> | <u>Preferred B</u> | <u>15.524%</u> | |

8) Legal/Disciplinary History

A. Please 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);

No

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

No

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

No

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.

No

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

None

9) Third Party Providers

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

Securities Counsel

Name: Steven L. Brooks
Firm: Eldridge Brooks, PLLC
Address 1: 5100 West JB Hunt Drive, Suite 840
Address 2: Rogers, AR 72758
Phone: 479-553-7678
Email: steve@eldridgebrooks.com

Accountant or Auditor

Name: Ben Borgers
Firm: BF Borgers CPA PC
Address 1: 5400 W Cedar Ave.
Address 2: Lakewood, CO 80226
Phone: 303-953-1454
Email: ben@bfbcpa.us

Investor Relations

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

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

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

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, Tom Smith certify that:

1. I have reviewed this 2023 First quarterly disclosure statement of SPO Networks, 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 4, 2023 [Date]

/s/ TOM SMITH [CEO's Signature]

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

Principal Financial Officer:

I, Jennifer Charles certify that:

1. I have reviewed this 2023 First quarterly disclosure statement of SPO Networks, 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 4, 2023 [Date]

/s/ Jennifer Charles [CFO's Signature]

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

SPO Networks, Inc.
BALANCE SHEET

| | Period Ended March 31, 2023 |
|--|--|
| ASSETS | |
| Current Assets | |
| Cash | \$ 1,540,364 |
| Accounts Receivable | 49,726 |
| Inventory | 3,497,764 |
| Total Current Assets | <u>5,087,854</u> |
| Other Current Assets | 245,985 |
| Fixed Assets | |
| Machinery & Equipment | 2,571,820 |
| Accumulated Depreciation | (816,390) |
| Total Fixed Assets | <u>1,755,430</u> |
| TOTAL ASSETS | <u><u>\$ 7,089,269</u></u> |
| LIABILITIES | |
| Current Liabilities | |
| Accounts Payable | \$ 169,690 |
| Accrued Liabilities | 9,172 |
| Current Portion of Long Term Debt | 386,626 |
| Payroll Liabilities | 300,940 |
| Deferred Revenue | - |
| Due to related parties | (129,938) |
| Total Current Liabilities | <u>736,489</u> |
| Long-term Liabilities | |
| Note Payable to Tom Smith | 4,558,692 |
| Note Payable to Max Capital, LLC | 3,583,298 |
| Note Payable to Commercial Credit Group | 197,186 |
| Total Long-term Liabilities | <u>8,339,175</u> |
| TOTAL LIABILITIES | <u><u>9,075,664</u></u> |
| STOCKHOLDERS'S EQUITY | |
| Preferred Stock A, .00 par value, 2,000 shares authorized, 1,998 shares issued and outstanding | - |
| Preferred Stock B, .001 par value, 99,998,000 shares authorized, 12,883,333 shares issued and outstanding | 12,883 |
| Common Stock, .0001 par value, 10,000,000 shares authorized, 4,371,280 shares issued and outstanding | 437 |
| Paid-in capital in excess of par - preferred stock B | 18,900 |
| Paid-in capital in excess of par - common stock | 143,704 |
| Retained Earnings | (2,162,296) |
| Less: treasury stock, 240,695 shares at .0001 par value | (24) |
| Total Stockholders' Equity | <u>(1,986,395)</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | <u><u>\$ 7,089,269</u></u> |

See accompanying notes to financial statements

SPO Networks, Inc.
STATEMENTS OF OPERATIONS

| | <u>Three Months Ended</u> <u>March 31,</u> <u>2023</u> |
|--|--|
| Income | \$ 1,074,505 |
| Cost of Sales | 119,693 |
| Gross Margin | <u>954,812</u> |
| Operating Expenses | |
| Payroll expenses | 278,151 |
| Contract labor | 17,346 |
| Supplies | 838 |
| Repairs & maintenance | 2,865 |
| Lease expenses | - |
| Fuel and transportation expenses | 7,184 |
| Utility expenses | 26,938 |
| General and administrative expenses | 41,529 |
| Depreciation expense | 100,935 |
| Total Operating Expenses | <u>475,787</u> |
| Income/(Loss) from operations | <u>479,025</u> |
| Other Income/(Expenses) | |
| Interest Expense | \$ (82,848) |
| Other Income | (9,172) |
| Other Expenses | - |
| Total Other Expenses | <u>(92,020)</u> |
| Net Income/(Loss) before Income Taxes | <u>387,005</u> |
| Income Tax Benefit | <u>-</u> |
| Net Income/(Loss) from Continuing Operations | <u>387,005</u> |
| Extraordinary Items | |
| Loss on Recission of Shares | \$ - |
| Total Extraordinary Items | <u>-</u> |
| Net Income/(Loss) | <u><u>\$ 387,005</u></u> |
| Net Income/(Loss) from Continuing Operations per Common Share - Basic and Diluted | <u><u>\$ 0.09</u></u> |
| Net Income/(Loss) per Common Share - Basic and Diluted | <u><u>\$ 0.09</u></u> |
| Weighted Average Number of Common Shares Outstanding - Basic | <u><u>4,132,559</u></u> |
| Weighted Average Number of Common Shares Outstanding - Diluted | <u><u>4,176,285</u></u> |

See accompanying notes to financial statements

SPO Networks, Inc.
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD ENDED December 31, 2022 and March 31, 2023

| | Common Stock | | Preferred Stock A | | *-Preferred Stock B | | Additional | Retained | Treasury |
|---|------------------|------------|-------------------|----------|---------------------|---------------|-------------------|---------------------|----------------|
| | Shares | Amount | Shares | Amount | Shares | Amount | Paid-In Capital | Earnings | Stock |
| Balance, December 31, 2022 | 4,372,559 | 437 | 1,998 | - | 12,883,333 | 12,883 | \$ 162,604 | \$ 2,283,650 | \$ (24) |
| Changes in accounting policy | - | - | - | - | - | - | - | - | - |
| Correction of prior period error | - | - | - | - | - | - | - | - | - |
| Restated Balance, March 31, 2023 | 4,372,559 | 437 | 1,998 | - | 12,883,333 | 12,883 | 162,604 | 2,283,650 | (24) |
| Changes in equity | | | | | | | | | |
| Issue of share capital | - | - | - | - | - | - | - | - | - |
| Cancelled | - | - | - | - | - | - | - | - | - |
| Reissued | - | - | - | - | - | - | - | - | - |
| Net Income | - | - | - | - | - | - | - | 387,005 | - |
| Reverse Split 1000-1 | - | - | - | - | - | - | - | - | - |
| Dividends | - | - | - | - | - | - | - | - | - |
| Repurchase | - | - | - | - | - | - | - | - | - |
| Balance March 31, 2023 | 4,372,559 | 437 | 1,998 | - | 12,883,333 | 12,883 | 162,604 | 2,670,655 | (24) |
| Shares Authorized | | | | | | | | | |
| Balance December 31, 2022 | 4,372,559 | | 1,998 | | 12,883,333 | | | | |
| Balance March 31, 2023 | 4,372,559 | | 1,998 | | 12,883,333 | | | | |

*-Note-Preferred Stock B is subject to the same 1-1000 reverse split as Common Stock, but was not processed. This was accomplished in August 2022.

See accompanying notes to financial statements

SPO Networks, Inc.
STATEMENTS OF CASH FLOWS

| | Three Months Ended |
|---|---------------------------|
| | March 31, |
| | 2023 |
| Cash Flows from Operating Activities | |
| Net Profit/(Loss) | 387,005 |
| Adjustment to reconcile net loss from operations: | |
| Changes in Operating Assets and Liabilities | |
| Accounts Receivable | (39,905) |
| Accounts Payable | (109,740) |
| Inventory | - |
| Other assets/liabilities | (8,469) |
| Depreciation | 100,935 |
| Net Cash Used in Operating Activities | 329,828 |
| Cash Flows from Investing Activities | |
| Purchases of property and equipment | - |
| Purchase of Inventory | - |
| Investment account | - |
| Repurchase/Recission of shares | - |
| Net Cash Provided by Investing Activities | - |
| Cash Flows from Financing Activities | |
| Issuance of Capital Stock for cash | - |
| Due to related party | (167,596) |
| Note payable | (6,174) |
| Net Cash Provided by Financing Activities | (173,770) |
| Net Increase (Decrease) in Cash | 156,058 |
| Cash at Beginning of Period | 1,384,287 |
| Cash at End of Period | 1,540,345 |
| Supplemental Cash Flow Information: | |
| Income Taxes Paid | \$ - |
| Interest Paid | \$ 82,848 |

See accompanying notes to financial statements

SPO Networks Inc.

Notes to Financial Statements As of March 31, 2023

Note 1 - Description of Business

SPO Networks Inc. is actively exploring potential acquisitions and opportunities in diversified industries, including performing and non-performing loans, coffee retailing and roasting, solid waste and recycling, general contracting, construction, demolition with special waste remediation.

On March 1, 2021, SPO Networks, Inc. began operation of scrap metal facilities in Lowell, Arkansas and Joplin, Missouri.

Note 2 - Accounting

Assets, Liabilities, Equity

The financial statements have been prepared in compliance with Generally Accepted Accounting Principles (GAAP).

Use of Estimates

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

Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If the operation is determined to be unable to recover the carrying amount of its assets, then assets are written down first, followed by other long-lived assets of the operation to fair value. Fair value is determined based on discounted cash flows or appraised values, depending on the nature of the assets. During quarter ending December 31, 2022, no impairment losses were recognized for long-lived assets.

Note 3 – Going Concern

Our Financial Statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and other commitments in the normal course of business. SPO Networks Inc. has agreed in principle with Max Capital, LLC (private equity – Farmington, AR) to address liquidity.

Note 4 – Stockholder's Equity

Non-Convertible Preferred Stock

The powers, preferences and rights granted to the Series A Non-Convertible Preferred Stock or the holders thereof are as follows:

1. Designation and Rank. The series of Preferred Stock shall be designated the “Series A Non-Convertible Preferred Stock” and shall consist of Two Thousand (2,000) shares. The series A Non-Convertible Preferred Stock shall be senior to the common stock and all other shares of Preferred Stock that may be later authorized

2. Voting, Liquidation, Dividends, and Redemption. Each outstanding share of Series A Non-Convertible Preferred Stock shall have two million (2,000,000) votes on all matters submitted to the stockholders of the Corporation and shall vote with the common stock on all matters. The Series A Non-Convertible Preferred Stock voting separately as a class shall have the right to elect future members to serve on the Corporation's board of directors. The shares of Series A Non-Convertible Preferred Stock shall

- (i) Not have a liquidation preference;
- (ii) Not accrue, earn or participate in any dividends; and
- (iii) Not be subject to redemption by the Corporation.

3. Issuance. The shares of Series A Non-Convertible Preferred Stock shall be issued evenly and held by five active members of the Board of Directors only. Upon resignation or termination of the position of a director, the shares of that director will be returned to the corporation for reissue to a new director.

4. Purpose. Series A Non-Convertible Preferred Shares exist to maintain control of the company by the active board of directors and prevent any attempts of a hostile take-over of control of the company.

Convertible Preferred Stock

From July 7, 2010 to August 25, 2013, the company issued 40,143,078 shares of series B preferred stock at an average issuance price of \$.001471 per share. No preferred stock was issued from April 1, 2022 – March 31, 2023.

This Class of preferred stock of the Corporation is senior to all common stock.

1. The shares of Series B Preferred Stock
 - i. Shall be preferential over common stock in the event of liquidation of the Corporation.
 - ii. May accrue, earn or participate in any dividends.
 - iii. May be subject to redemption by the Corporation.
 - iv. Shall have no voting right.
 - v. Must have the Board of Directors approval in the event such shares are submitted for conversion to the corporation's transfer agent.
 - vi. Are convertible at a ratio of 1 preferred share being eligible for conversion to 10 common shares upon specific approval by the Board of Directors as noted in (v.) above.
2. The series of Preferred Stock shall be designated the "Series B Convertible Preferred Stock" and shall consist of 99,998,000 shares.

Common Stock

Shares of common stock have the following rights and privileges:

Voting – The holder of each share of common stock is entitled to one vote per share held.

Dividends – Common stockholders are entitled to receive dividends, if and when declared by the Board of Directors, subject to the rights of holders of all classes of stock outstanding having priority rights as to dividends.

Note 5 – Subsequent Events

SPO completed a 1 to 1000 reverse split of Common Stock on March 29, 2022. Series B Preferred Stock is subject to the same split but was not processed at that time. This was accomplished in August 2022.