

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Suggestion Box, Inc.

1820 State Rd 13, Unit 11-43 St. Johns FL 32259

941-544-4148

www.zapvirinc.com

dolund@zapvirinc.com

SIC: 4899

Quarterly Report

For the Period Ending: 03/31/2023
(the "Reporting Period")

Outstanding Shares

137,758,922 as of 03/31/2023 (the most recent current reporting period)

137,758,922 as of 12/31/2022 (the most recent completed fiscal year end)

Shell Status

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: **X**

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

Yes: No: **X**

Change In Control

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

Yes: No: **X**

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

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

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

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

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

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

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

The name of the issuer is Feel Better Labs, Inc. as of February 4, 2022
Formerly know as Kuboo, Inc. as of October 31st, 2012.
Formerly known as The Suggestion Box, Inc., until September 30th, 2010.
Formerly known as DA Consulting Group, Inc., until April 7th, 2006.
Formerly known as DA International, Inc., until December 15, 1997.

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

The issuer is incorporated in the State of Texas in good standing and "Active".

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

None

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

It is anticipated that the Company will acquire ZapVir Inc. (a privately held company) through a reverse merger in 2nd quarter 2023.

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

1820 State Rd. 13, Unit 11-43 St. Johns FL 32259

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:

None

2) Security Information

Transfer Agent

Name: Issuer Direct
Phone: 919-744-2722
Email: David.Klimczak@issuerdirect.com
Address: One Glenwood Ave, Suite 1001, Raleigh, NC 27603

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

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>SGTB</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>66702Q203</u>	
Par or stated value:	<u>0.01</u>	
Total shares authorized	1,500,000,000	
Total shares outstanding:	<u>137,758,922</u>	as of date: 03/31/2023
Total number of shareholders of record:	<u>333</u>	as of date: 03/31/2023

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

Trading symbol:	<u>None</u>
Exact title and class of securities outstanding:	
CUSIP:	
Par or stated value:	
Total shares authorized:	
Total shares outstanding:	
Total number of shareholders of record:	

Trading symbol:	<u>None</u>
Exact title and class of securities outstanding:	
CUSIP:	
Par or stated value:	
Total shares authorized:	
Total shares outstanding:	
Total number of shareholders of record:	

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.

Trading symbol:	<u>NA</u>	
Exact title and class of securities outstanding:	<u>Special 2021 Series A Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>20</u>	as of date: 03/31/2023
Total shares outstanding:	<u>20</u>	as of date: 03/31/2023

Trading symbol:	<u>NA</u>	
Exact title and class of securities outstanding:	<u>Special 2021 Series B Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>2</u>	as of date: 03/31/2023
Total shares outstanding:	<u>2</u>	as of date: 03/31/2023

Security Description:

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

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

Each common share votes 1 vote. There are no declared dividends or preemptive rights.

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

The holder of the Series A Preferred stock votes as a single class with the Common Shares. The Series A Preferred stock hold 60% of all voting rights and are entitled to vote at each meeting of stockholders and written actions of stockholders in lieu of meetings with respect to any and all matter. There are 20 Series A Preferred Shares outstanding. The Series A Preferred stock are convertible at 10,000,000 Common Shares for 1 Series A Preferred share. There are no redemption or sinking fund provisions.

The holder of the Series B Preferred stock has no voting rights. Each Series B Preferred Share is convertible into 4.99% of outstanding Common Shares. There are 2 Series B Preferred shares outstanding. The Series B Preferred stock is not entitled to any dividends and there are no redemption or sinking fund provisions.

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

There are no other material rights of the common or preferred stockholders.

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

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

3) Issuance History

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

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: <u>Opening Balance</u> Date <u>12/31/2021</u> Common: <u>128,758,922</u> Preferred: 22			*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 (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>01/27/2022</u>	<u>Share Purchase Agreement</u>	<u>20</u>	<u>Special 2021 Series A Preferred</u>	<u>.001</u>	<u>N/A</u>	<u>CapCon Holdings LLC (controlled by David R. Olund)</u>	Management Services	<u>Exempt</u>	<u>Exempt</u> <u>*See Note 1 Below</u>
06/22/2022	New Issuance	9,000,000	Common Shares	.01	N/A	CapCon Holdings LLC (Controlled by David R. Olund)	Management Services	Restricted	Reg. D
Shares Outstanding on Date of This Report: <u>Ending</u> <u>Balance</u> <u>Ending Balance:</u> Date <u>03/31/2023</u> Common: <u>137,758,922</u> Preferred: 22									

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, 2021 pursuant to the tabular format above

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

***Note 1:** On January 27, 2022, CapCon Holdings, LLC (Controlled by David R. Olund), entered into a Share Purchase Agreement with Synergy Management Group LLC (controlled by Benjamin Berry) for the purchase of the twenty (20) shares of Special 2021 Series A Preferred Shares.

B. Promissory and Convertible Notes

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

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

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

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

None

4) Issuer's Business, Products and Services

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

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

Development Stage Operations

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

None

- C. Describe the issuers' principal products or services.

Over the Counter Health Products

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.

None

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

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Benjamin Berry</u>	<u>Court Appointed Custodian</u>	<u>Sheridan, WY</u>	<u>22</u>	Twenty (20) Special 2021 Series A Preferred Shares Two (2) Special 2021 Series B Preferred Shares	100% of Special 2021 Series A Preferred 100% of Special 2021 Series B Preferred	<u>On June 24th, 2021, Benjamin Berry was appointed as receiver/custodian of the entity Suggestion Box, Inc.</u>
<u>David Roy Olund</u>	<u>President/CEO</u>	<u>Venice, FL</u>	<u>0</u>	<u>0</u>	<u>0</u>	On July 28, 2021, <u>David Olund</u> became President/CEO of Suggestion Box Inc.
<u>Charles Ragland Jr</u>	<u>Secretary/Treasurer</u>	<u>St. Johns FL</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>On Dec 15, 2022, Charles Ragland Jr became the Secretary/Treas. of Suggestion Box Inc.</u>
<u>Leon Frenkel</u>	<u>Owner of more than 5%</u>	<u>Bala Cynwyd, PA</u>	<u>14,247,004</u>	<u>Common Stock</u>	<u>10.34%</u>	<u>N/A</u>
<u>Howard R Baer</u>	<u>Owner of more than 5%</u>	<u>Scottsdale, AZ</u>	<u>11,747,800</u>	<u>Common Stock</u>	<u>8.53%</u>	<u>N/A</u>
<u>UST Global, Inc./Krishna Sudheendra</u>	<u>Owner of more than 5%</u>	<u>Aliso Viejo, CA</u>	<u>23,980,515</u>	<u>Common Stock</u>	<u>17.4%</u>	<u>N/A</u>
<u>Kae Y Parker</u>	<u>Owner of more than 5%</u>	<u>Scottsdale, AZ</u>	<u>7,757,335</u>	<u>Common Stock</u>	<u>5.63%</u>	<u>N/A</u>
<u>CapCon Holdings LLC (controlled by David Olund)</u>	<u>Owner of more than 5%</u>	<u>Sheridan, WY</u>	<u>9,000,000</u>	<u>Common Stock</u>	<u>6.53%</u>	<u>N/A</u>

7) 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):

None

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

None

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

None

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

None

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

None

8) Third Party Providers

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

Securities Counsel

Name: Robert J. Flynn
Firm: Flynn & Flynn Esq.
Address 1: 1629 K Street NW, STE 300
Address 2: Washington DC, 20006-1631
Phone: 703-610-9600
Email: rojynn@comcast.net

Accountant or Auditor

Name: Chuck Ragland, CPA
Firm: Chuck Ragland & Company, Inc.
Address 1: 1820 State Road 13, #11-43
Address 2: Saint Johns, FL 32259
Phone: 904-610-9600
Email: chuck@chuckragland.com

Investor Relations

Name: James Morgan
Firm: N/A
Address 1: 2259 Osceola Forest Ct
Address 2: St. Johns FL 32259
Phone: 904-287-2617
Email: morganjameslee@outlook.com

All other means of Investor Communication:

Twitter: None
Discord: None
LinkedIn: None
Facebook: None
[Other] None

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) :

Name: Chuck Ragland, CPA

Title: CFO

Relationship to Issuer: CFO

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

Licensed as a Certified Public Accountant in the State of Florida

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

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report

See Attached Financial Statements

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, David R. Olund certify that:

1. I have reviewed this Quarterly Disclosure Statement of Suggestion Box, 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.

05/19/2023 [Date]

/s/ David R. Olund [President's Signature]

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

Principal Financial Officer:

I, Chuck Ragland certify that:

1. I have reviewed this Quarterly Disclosure Statement of Suggestion Box, 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.

05/19/2023 [Date]

/s/ Chuck Ragland [CFO's Signature]

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

INDEX TO FINANCIAL STATEMENTS	
Description	Page
Balance Sheets as of March 31, 2023, and December 31, 2022.	16
Statement of Operations for March 31, 2023, and December 31, 2022.	17
Statement of Stockholders' Deficit for March 31, 2023, and December 31, 2022.	18
Statement of Cash Flows for March 31, 2023, and December 31, 2022	19
Notes to Financial Statements	20

F-2 Suggestion Box, Inc. Balance Sheets

SUGGESTION BOX, INC. (A Development Stage Company) CONSOLIDATED BALANCE SHEETS (UNAUDITED)		
	March 31, 2023	December 31, 2022
ASSETS		
Current Assets:	\$ -	\$ -
Cash	\$ -	\$ -
Amounts receivable	\$ -	\$ -
Prepaid expenses	\$ -	\$ -
Long-Term Assets	\$ -	\$ -
Equipment	\$ -	\$ -
Other Assets	\$ -	\$ -
TOTAL ASSETS	\$ -	\$ -
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current Liabilities:	\$ -	\$ -
Accounts payable- unrelated parties	\$ 9,210	\$ 9,210
Accrued Expenses	\$ -	\$ -
Accrued Interest	\$ -	\$ -
Accrued Payroll and Payroll Taxes	\$ -	\$ -
Accrued Rent	\$ -	\$ -
Obligation to issue common stock	\$ -	\$ -
Convertible Debentures Payable	\$ -	\$ -
Accounts Payable- Related Parties	\$ -	\$ -
Total Current Liabilities	\$ 9,210	\$ 9,210
Long-Term Liabilities:		
Convertible Debentures Payable	\$ -	\$ -
Notes Payable	\$ -	\$ -
Total Liabilities		
Stockholders' Deficit:		
Common stock	\$ -	\$ -
1,500,000,000 shares authorized, par value \$0.01 each	\$ -	\$ -
137,758,922 shares issued and outstanding at March 31, 2023	\$ 1,377,589	\$ 1,377,589
137,758,922 shares issued and outstanding at December 31, 2022	\$ -	\$ -
Additional Paid-In Capital	\$ 16,248,688	\$ 16,248,688
Accumulated other comprehensive income	\$ -	\$ -
Accumulated deficit	\$ (17,635,487)	\$ (17,635,487)
Total Stockholders' Deficit	\$ (9,210)	\$ (9,210)
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT	\$ -	\$ -

F-3 Statement of Operations

SUGGESTION BOX, INC. (A Development Stage Company)

CONSOLIDATED STATEMENT OF OPERATIONS

(UNAUDITED)

	QTR ENDED March 31, 2022	YEAR ENDED December 31, 2022
Revenue:		
Income	\$ -	\$ -
Total Income	\$ -	\$ -
Operating expenses		
Consulting fees	\$ -	\$ -
Finance charges	\$ -	\$ -
Interest and bank charges	\$ -	\$ -
Office and sundry	\$ -	\$ -
Professional fees	\$ -	\$ -
Project development expenses	\$ -	\$ -
Stock-based compensation	\$ -	\$ -
Total Operating Expenses	\$ -	\$ -
Operating Loss	\$ -	\$ -
OTHER		
Gain (Loss) on debt settlement	\$ -	\$ -
Impairment of advances	\$ -	\$ -
Impairment of intangibles	\$ -	\$ -
Interest income	\$ -	\$ -
Adjustments	\$ -	\$ -
Net Income(Loss)	\$ 0.00	\$ 0.00
NET COMPREHENSIVE LOSS Attributable To Suggestion Box, Inc.	\$ 0.00	\$ 0.00
Per Share Information:		
Weighted average number of common shares outstanding	\$ 137,758,922	137,758,922
Net Income(Loss) per common share		
- Basic and fully diluted	\$ (0)	\$ (0)

F-4 Statement of Stockholders' Deficit

SUGGESTION BOX, INC.

A Development Stage Company

**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
(UNAUDITED)**

Special 2021 Series A Preferred							
	# Of Shares	Amount	Total				
Balance - January 1, 2022	20	\$0	\$0				
Adjustments	0	\$0	\$0				
Net Income (Loss) – December 31, 2022	0	\$0	\$0				
Balances – December 31, 2022	20	\$0	\$0				
Special 2021 Series B Preferred							
	# Of Shares	Amount	Total				
Balance - January 1, 2023	2	\$0	\$0				
Adjustments	0	\$0	\$0				
Net Income (Loss) - March 31, 2023	0	\$0	\$0				
Balances – March 31, 2023	2	\$0	\$0				
COMMON STOCK							
	FORWARD \$	# of Shares	Amount	PAID IN CAPITAL	ACCUMULATED COMPREHENSIVE INCOME	ACCUMULATED DEFICIT	TOTALS
Balance - January 1, 2022	\$ -	128,758,922	\$ 1,287,589	\$ 16,338,688	\$ -	\$ (17,626,277)	\$ -
Adjustments	\$ -	9,000,000	\$ 90,000	\$ (90,000)	\$ -	\$ -	\$ -
Net Income (Loss) – December 31, 2022	\$ -	-0-	\$ -	\$ -	\$ -	\$ -	\$ -
Balances – December 31, 2022	\$ -	137,758,922	\$ 1,377,,589	\$ 16,248,688	\$ -	\$ (17,635,487)	\$ -
Balance - January 1, 2023	\$ -	137,758,922	\$ 1,377,589	\$ 16,248,688	\$ -	\$ (17,635,487)	\$ (9,210)
Adjustments	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -
Net Income (Loss) – March 31, 2023	\$ -	-0-	\$ -	\$ -	\$ -	\$ -	\$ -
Balances – March 31, 2023	\$ -	137,758,922	\$ 1,377,589	\$ 16,248,688	\$ -	\$ (17,635,487)	\$ (9,210)

F-5 Cash Flow Statement

SUGGESTION BOX, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

QTR ENDED
M a r c h 31,
2023

YEAR ENDED
December 31,
2022

Cash Flows from Operating Activities:

Net loss	\$		\$	
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Adjustments to reconcile net loss to net cash used in operating activities

Depreciation and amortization	\$	-	\$	-
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Accretion of debt discounts	\$	-	\$	-
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Accounts payable and accrued liabilities	\$		\$	
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Interest Payable	\$	-	\$	-
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Federal Taxes Payable	\$	-	\$	-
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Loss of disposed fixed assets	\$	-	\$	-
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Non-cash project development expense recovery	\$	-	\$	-
---	----	---	----	---

Accrued interest	\$	-	\$	-
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Impairment of intangible assets	\$	-	\$	-
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Impairment of advances	\$	-	\$	-
------------------------	----	---	----	---

Changes in operating assets and liabilities	\$	-	\$	-
---	----	---	----	---

Amounts receivable	\$	-	\$	-
--------------------	----	---	----	---

Prepaid expenses	\$	-	\$	-
------------------	----	---	----	---

Accounts payable and accrued liabilities	\$	-	\$	-
--	----	---	----	---

Net Cash Used In Operating Activities	\$	-	\$	-
---------------------------------------	----	---	----	---

Cash Flows from Investing Activities:

Acquisition of equipment and intangible asset	\$	-	\$	-
---	----	---	----	---

Pilot project facilities and equipment	\$	-	\$	-
--	----	---	----	---

Net Cash Provided By Investing Activities	\$	-	\$	-
---	----	---	----	---

Cash Flows from Financing Activities:

Issue of share capital, net of issuance costs	\$	-	\$	-
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Net proceeds from convertible notes	\$	-	\$	-
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Advances from non-controlling interests	\$	-	\$	-
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Loan advances (repayments) - net	\$	-	\$	-
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Project funding advances	\$	-	\$	-
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Net Cash Provided By Financing Activities	\$	-	\$	-
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Net Change in Cash	\$	-	\$	-
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Cash and Cash Equivalents - Beginning of Year	\$	-	\$	-
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Cash and Cash Equivalents - End of Year	\$	-	\$	-
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SUGGESTION BOX, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS QUARTER ENDED MARCH 31, 2023,
and YEAR ENDED DECEMBER 31, 2022 (UNAUDITED)

NOTE 1 - NATURE OF BUSINESS

ORGANIZATION

Previously, Suggestion Box, Inc., (the “Company”) formerly known as DA International, Inc., changed its name to DA Consulting Group, Inc., on December 15, 1997. On April 7th, 2006, DA Consulting Group, Inc., changed its name to The Suggestion Box, Inc. On September 30th, 2010, The Suggestion Box, Inc., changed its name to Safe Communications, Inc. On October 31st, 2012, the Company changed its name with the Texas Secretary of State from Safe Communications, Inc., to Kuboo, Inc. On February 4, 2022, the Company changed its name with the Texas Secretary of State to Feel Better Labs, Inc.

On June 24th, 2021, Benjamin Berry was appointed the receiver/custodian of the Company, Suggestion Box, Inc. On June 28th, 2021, Synergy Management Group, LLC, (Controlled by Benjamin Berry), designated, and issued itself twenty (20) shares of Special 2021 Series A Preferred Shares, and two (2) shares of 2021 Series B Preferred Shares. The preferred shares of Special 2021 Series A Preferred and Special 2021 Series B Preferred Shares were designated and issued in exchange of services provided as the custodian/receiver of Suggestion Box, Inc. On July 28th, 2021, David Roy Olund was elected as President/CEO of the Company, Suggestion Box, Inc.

On January 27, 2022, CapCon Holdings LLC (Controlled by David R. Olund) acquired the twenty (20) shares of the Special 2021 Series A Preferred Shares in a Share Purchase Agreement with Synergy Management Group LLC (controlled by Benjamin Berry)
On Dec. 15, 2022, Charles Ragland Jr was elected as Secretary/Treas. of the Company, Suggestion Box, Inc.

On Dec. 20, 2022, the Company filed a Letter of Intent to enter into a Share Exchange Agreement with ZapVir Inc. (a privately held company). On that same date, the Board of Directors resolved that the Company was no longer a “shell” company as defined by the SEC Securities Act Rule 405 or SEC Exchange Act Rule 12b-2.

The Company currently has limited principal operations.

BASIS OF PRESENTATION

The Company has not earned any revenues from limited principal operations. Accordingly, the Company’s activities have been accounted for as those of a “Development Stage Enterprise” as set forth in Financial Accounting Standards Board Statement No. 7 (“SFAS 7”). Among the disclosures required by SFAS 7 are that the Company’s financial statements be identified as those of a development stage company, and that the statements of operations, stockholders’ equity (deficit) and cash flows disclose activity since the date of the Company’s inception.

BASIS OF ACCOUNTING

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. All intercompany transactions have been eliminated.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company currently has limited operations with an accumulated deficit of \$17,635,487 as of March 31, 2023 and December 31, 2022.

SUGGESTION BOX, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS QUARTER ENDED MARCH 31, 2023,
and YEAR ENDED DECEMBER 31, 2022 (UNAUDITED)

These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

USE OF ESTIMATES

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

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, cash equivalents include demand deposits, money market funds, and all highly liquid debt instruments with original maturities of three months or less.

FINANCIAL INSTRUMENTS

The FASB issued ASC 820-10, *Fair Value Measurements and Disclosures*, for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

CONCENTRATIONS AND CREDIT RISKS

The Company's financial instruments that are exposed to concentrations and credit risk primarily consist of its cash, sales and accounts receivable.

Cash - The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

SUGGESTION BOX, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS QUARTER ENDED MARCH 31, 2023,
and YEAR ENDED DECEMBER 31, 2022 (UNAUDITED)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

FOREIGN CURRENCY TRANSLATION

The accounts of the Company are accounted for in accordance with the Statement of Financial Accounting Standards No. 52 ("SFAS 52"), "Foreign Currency Translation". The financial statements of the Company are translated into US dollars as follows: assets and liabilities at year-end exchange rates; income, expenses, and cash flows at average exchange rates; and shareholders' equity at historical exchange rate.

Monetary assets and liabilities, and the related revenue, expense, gain and loss accounts, of the Company are re-measured at year-end exchange rates. Non-monetary assets and liabilities, and the related revenue, expense, gain and loss accounts are re-measured at historical rates. Adjustments which result from the re-measurement of the assets and liabilities of the Company are included in net income.

SHARE-BASED COMPENSATION

ASC 718, *Compensation – Stock Compensation*, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized in the period of grant.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, *Equity – Based Payments to Non-Employees*. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

As of the year ended December 31, 2022, and the year ended December 31, 2021, respectively, there was \$Nil of unrecognized expense related to non-vested stock-based compensation arrangements granted. There have been no options granted during the quarter ended December 31, 2022, and the year ended December 31, 2021, respectively.

INCOME TAXES

The Company accounts for income taxes under ASC 740, *Income Taxes*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. Deferred tax assets or liabilities were offset by a 100% valuation allowance, therefore there has been no recognized benefit as of the quarter ended March 31, 2023, and the year ended December 31, 2022, respectively. Further it is unlikely with the change of control that the Company will have the ability to realize any future tax benefits that may exist.

SUGGESTION BOX, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS QUARTER ENDED MARCH 31, 2023,
and YEAR ENDED DECEMBER 31, 2022 (UNAUDITED)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

COMMITMENTS AND CONTINGENCIES

The Company follows ASC 450-20, *Loss Contingencies*, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

EARNINGS PER SHARE

Net income (loss) per share is calculated in accordance with ASC 260, *Earnings Per Share*. The weighted-average number of common shares outstanding during each period is used to compute basic earnings or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding for the quarter ended March 31, 2023, and the year ended December 31, 2022. Due to net operating loss, there is no presentation of dilutive earnings per share, as it would be anti-dilutive.

FORGIVENESS OF INDEBTEDNESS

The Company follows the guidance of AS 470.10 related to debt forgiveness and extinguishment. Debts of the Company are considered extinguished when the statute of limitations in the applicable jurisdiction expires or when terminated by judicial authority such as the granting of a declaratory judgment. Debts to related parties or shareholders are treated as capital transactions when forgiven or extinguished and credited to additional paid in capital. Debts to non-related parties are treated as other income when forgiven or extinguished.

RECENT ACCOUNTING PRONOUNCEMENTS

We have reviewed all the recently issued, but not yet effective, accounting pronouncements and we do not believe any of these pronouncements will have a material impact on the Company.

On August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815)*, which changes both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results, to better align an entity's risk management activities and financial reporting for hedging relationships. The amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. FASB ASU No. 2017-12 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. We are still evaluating the impact that this guidance will have on our financial position or results of operations, and we have not yet determined whether we will early adopt FASB ASU No. 2017-12.

SUGGESTION BOX, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS QUARTER ENDED MARCH 31, 2023,
and YEAR ENDED DECEMBER 31, 2022 (UNAUDITED)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

RECENT ACCOUNTING PRONOUNCEMENTS (continued)

On March 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This guidance changes how companies account for certain aspects of share-based payments to employees. Among other things, under the new guidance, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in-capital (“APIC”), but will instead record such items as income tax expense or benefit in the income statement, and APIC pools will be eliminated. Companies will apply this guidance prospectively. Another component of the new guidance allows companies to make an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards, whereby forfeitures can be estimated, as required today, or recognized when they occur. If elected, the change to recognize forfeitures when they occur needs to be adopted using a modified retrospective approach. All of the guidance will be effective for the Company in the fiscal year beginning January 1, 2018. Early adoption is permitted. The Company is currently evaluating the impact of this guidance, if any, on its financial statements and related disclosures.

On February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which establishes new accounting and disclosure requirements for leases. FASB ASU No. 2016-02 requires lessees to classify most leases as either finance or operating leases and to initially recognize a lease liability and right-of-use asset. Entities may elect to account for certain short-term leases (with a term of 12 months or less) using a method similar to the current operating lease model. The statements of operations will include, for finance leases, separate recognition of interest on the lease liability and amortization of the right-of-use asset and for operating leases, a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. While we are in the early stages of our implementation process for FASB ASU No. 2016-02, and have not yet determined its impact on our financial position or results of operations, these leases would potentially be required to be presented on the balance sheet in accordance with the requirements of FASB ASU No. 2016-02. FASB ASU No. 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. FASB ASU No. 2016-02 must be applied using a modified retrospective approach, which requires recognition and measurement of leases at the beginning of the earliest period presented, with certain practical expedients available.

On July 2015, the FASB issued ASU No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. The guidance requires an entity to measure inventory at the lower of cost or net realizable value, which is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation, rather than the lower of cost or market in the previous guidance. This amendment applies to inventory that is measured using first-in, first-out (FIFO). This amendment is effective for public entities for fiscal years beginning after December 15, 2016, including interim periods within those years. A reporting entity should apply the amendments prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact of this guidance, if any, on its financial statements and related disclosures.

SUGGESTION BOX, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS QUARTER ENDED MARCH 31, 2023,
and YEAR ENDED DECEMBER 31, 2022 (UNAUDITED)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

RECENT ACCOUNTING PRONOUNCEMENTS (continued)

On May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. generally accepted accounting principles when it becomes effective. In July 2015, the FASB deferred the effective date of the standard by an additional year; however, it provided companies the option to adopt one year earlier, commensurate with the original effective date. Accordingly, the standard will be effective for the Company in the fiscal year beginning January 1, 2018, with an option to adopt the standard for the fiscal year beginning January 1, 2017. The Company is currently evaluating this standard and has not yet selected a transition method or the effective date on which it plans to adopt the standard, nor has it determined the effect of the standard on its financial statements and related disclosures.

NOTE 3 - INCOME TAXES

Income taxes are provided based upon the liability method. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by accounting standards to allow recognition of such an asset.

Deferred tax assets/liabilities were as follows as of quarter ended March 31, 2023 and year ended December 31, 2022:

<u>Description</u>	<u>March 31, 2023</u>	<u>December 31, 2022</u>
Net operating loss carry forward	\$ 17,635,487	\$ 17,626,277
Valuation allowance	(17,635,487)	(17,626,277)
	<hr/>	<hr/>
Total	\$ -	\$ -

As of March 31, 2023 and December 31, 2022, the Company expected no net deferred tax assets to be recognized, resulting from net operating loss carry forwards. Deferred tax assets were offset by a corresponding allowance of 100%.

The Company did not experience a change in control during the year, and therefore no more than an insignificant portion of this net operating allowance will ever be used against future taxable income.

SUGGESTION BOX, INC.
NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS QUARTER ENDED MARCH 31, 2023,
and YEAR ENDED DECEMBER 31, 2022 (UNAUDITED)

NOTE 4 – NOTES PAYABLE – RELATED PARTIES

The following notes payable were from related parties: None

NOTE 5 – CONVERTIBLE NOTES PAYABLE

None

NOTE 6 - COMMITMENTS AND CONTINGENCIES

Risks and Uncertainties

The Company's operations are subject to significant risks and uncertainties including financial, operational and regulatory risks, including the potential risk of business failure.

The Company has entered no contracts during the year as follows:

Legal and other matters

In the normal course of business, the Company may become a party to litigation matters involving claims against the Company. The Company's management is unaware of any pending or threatened assertions and there are no current matters that would have a material effect on the Company's financial position or results of operations.

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date of filing the consolidated financial statements with OTC Markets, the date the consolidated financial statements were available to be issued. Management is not aware of any significant events that occurred after the balance sheet date that would have a material effect on the consolidated financial statements thereby requiring adjustment or disclosure, other than those noted below:

None