

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

ECO INNOVATION GROUP, INC.

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SIC Code: 8742 (Primary); 8748 (Secondary)

Quarterly Report

For the period ending March 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,758,242,371 as of July 14, 2023

1,508,242,371 as of March 31, 2023

1,166,283,183 as of December 31, 2022

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

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.

Yes: ☐ No: ☒

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.

Current name of the issuer: Eco Innovation Group, Inc. from July 18, 2018 to present
Previously Dig-It Underground, Inc. from March 5, 2001 until July 18, 2028

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 and active in the State of Nevada

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

None

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

None

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

16525 Sherman Way, Suite C-1
Van Nuys, CA 91406

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

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

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

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

2) Security Information

Transfer Agent

Name: Nevada Agency and Transfer Company
Phone: +1 (775) 322-0626
Email: info@natco.com
Address: 50 W. Liberty St., Suite 880, Reno, NV 89501

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:	ECOX
Exact title and class of securities outstanding:	Common Stock
CUSIP:	27888Q 102
Par or stated value:	\$0.0001
Total shares authorized:	10,000,000,000 as of date: July 14, 2023
Total shares outstanding:	1,758,242,371 as of date: July 14, 2023
Total number of shareholders of record:	75 as of date: July 14, 2023

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

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

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	Series A Preferred
CUSIP (if applicable):	27888Q 102
Par or stated value:	\$0.001
Total shares authorized:	30,000,000 as of date: July 14, 2023
Total shares outstanding (if applicable):	30,000,000 as of date: July 14, 2023
Total number of shareholders of record	1 as of date: July 14, 2023

Exact title and class of the security:	Series C Preferred
CUSIP (if applicable):	27888Q 102
Par or stated value:	\$0.001
Total shares authorized:	1,000,000 as of date: July 14, 2023
Total shares outstanding (if applicable):	99,500 as of date: July 14, 2023
Total number of shareholders of record	1 as of date: July 14, 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.

Common Stock: Holders of shares of common stock are entitled to share ratably in dividends, if any, as may be declared, from time to time, by the Board of Directors in its discretion, from funds legally available therefore. The Company does not currently anticipate paying any dividends on its common stock. In the event of a liquidation, dissolution or winding up of the Company, the holders of shares of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. Holders of common stock have no preemptive rights to purchase the Company's common stock. There are no conversion rights or redemption or sinking fund provisions with respect to the common stock. All of the outstanding shares of common stock are fully paid and non-assessable.

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

Series A Preferred Stock: Holders of Series A Convertible Preferred Stock hold rights to vote on all matter requiring a shareholder vote at 100 common shares vote equivalent for each share of Series A Convertible Preferred Stock held.

Series C Preferred Stock: The Series C Convertible Preferred Stock ranks senior to the common stock with respect to dividends and right of liquidation, and has no voting rights. The Series C Convertible Preferred Stock has a 10% cumulative annual dividend. In the event of default, the dividend rate increases to 22%. The Company may not, with consent of a majority of the holders of Series C Convertible Preferred Stock, alter or changes the rights of the Series C Convertible Preferred Stock, amend the articles of incorporation, create any other class of stock ranking senior to the Series C Convertible Preferred Stock, increase the authorized shares of Series C Convertible Preferred Stock, or liquidate or dissolve the Company. Beginning 180 days from issuance, the Series C Convertible Preferred Stock may be converted into common stock at a price based on 63% of the average of the two lowest trading prices during the 15 days prior to conversion. The Company may redeem the Series C Convertible Preferred Stock during the first 180 days from issuance, subject to early redemption penalties of up to 35%. The Series C Convertible Preferred Stock must be redeemed by the Company 12 months following issuance if not previously redeemed or converted. Based on the terms of the Series C Convertible Preferred Stock, the Company determined that the preferred stock is mandatorily redeemable and will be accounted for as a liability under ASC 480.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Date 12/31/2021 <u>Opening Balance</u> Common: 196,912,036 Preferred A: 30,000,000 Preferred C: 221,250			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/10/22	New Issuance	18,500,000	Common	\$0.0065	No	Robert L Hymers III	Debt Conversion	Restricted	Rule 144
1/10/22	New Issuance	5,000,000	Common	\$0.0065	No	Quick Capital LLC - Eilon Natan	Debt Conversion	Unrestricted	Rule 144
1/18/22	New Issuance	2,000,000	Common	\$0.0066	No	Leonite Fund I LP - Bernard Slomiuc	Debt Conversion	Unrestricted	Rule 144
1/20/22	New Issuance	7,000,000	Common	\$0.0030	Yes	Quick Capital LLC - Eilon Natan	Debt Conversion	Unrestricted	Rule 144
1/20/22	New Issuance	10,000,000	Common	\$0.0064	No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
1/20/22	New Issuance	10,000,000	Common	\$0.0064	No	Scott W Gormley	Consulting Shares / Transaction	Unrestricted	Rule 144
1/26/22	Retirement	-20,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
1/26/22	New Issuance	7,000,000	Common	\$0.0057	No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
1/31/22	New Issuance	9,556,000	Common	\$0.0050	No	Labrys Fund LP - Patrick Hassani	Debt Conversion	Unrestricted	Rule 144
2/1/22	Retirement	-20,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
2/1/22	New Issuance	7,241,379	Common	\$0.0029	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144

2/8/22	Retirement	-25,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Restricted	Rule 144
2/8/22	New Issuance	12,500,000	Common	\$0.0021	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
2/10/22	New Issuance	9,825,000	Common	\$0.0021	Yes	Labrys Fund LP - Patrick Hassani	Debt Conversion	Unrestricted	Rule 144
2/14/22	Retirement	-18,750	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
2/14/22	New Issuance	9,375,000	Common	\$0.0021	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
2/15/22	New Issuance	14,000,000	Common	\$0.0021	Yes	Labrys Fund LP - Patrick Hassani	Debt Conversion	Unrestricted	Rule 144
2/28/22	New Issuance	12,501,190	Common	\$0.0021	Yes	Labrys Fund LP - Patrick Hassani	Debt Conversion	Unrestricted	Rule 144
3/14/22	Retirement	-15,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
3/14/22	New Issuance	12,115,385	Common	\$0.0013	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
3/16/22	Retirement	-15,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
3/16/22	New Issuance	12,115,385	Common	\$0.0013	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
3/18/22	Retirement	-8,750	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
3/18/22	New Issuance	7,067,308	Common	\$0.0013	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
3/31/22	New Issuance	68,750	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
3/31/22	New Issuance	16,900,000	Common	\$0.0027	No	Blue Lake Partners LLP - Craig Kesselman	Debt Conversion	Unrestricted	Rule 144
4/26/22	Retirement	-20,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
4/26/22	New Issuance	16,153,846	Common	\$0.0024	No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
4/28/22	Retirement	-20,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
4/28/22	New Issuance	16,153,846	Common	\$0.0022	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144

5/4/22	Retirement	-10,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
5/4/22	New Issuance	8,750,000	Common	\$0.0022	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
5/10/22	New Issuance	43,750	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
5/10/22	New Issuance	26,785,714	Common	\$0.0030	No	Robert L Hymers III	Consulting Services	Unrestricted	Rule 144
5/11/22	New Issuance	10,000,000	Common	\$0.0027	Yes	Conventry Enterprises LLC - Jack Bodenstein	Debt Conversion	Unrestricted	Rule 144
5/12/22	Retirement	-16,900,000	Common	\$0.0027	Yes	Blue Lake Partners LLP - Craig Kesselman	Debt Conversion	Unrestricted	Rule 144
5/12/22	New Issuance	20,119,047	Common	\$0.0027	Yes	Blue Lake Partners LLP - Craig Kesselman	Debt Conversion	Unrestricted	Rule 144
6/1/22	Retirement	-14,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
6/1/22	New Issuance	12,250,000	Common	\$0.0021	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
6/6/22	Retirement	-12,000	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
6/6/22	New Issuance	11,454,546	Common	\$0.0023	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
6/8/22	Retirement	-22,750	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
6/8/22	New Issuance	21,715,909	Common	\$0.0019	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
6/9/22	New Issuance	53,750	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
6/22/22	New Issuance	25,600,000	Common	\$0.0014	Yes	Blue Lake Partners LLP - Craig Kesselman	Debt Conversion	Unrestricted	Rule 144
6/24/22	New Issuance	56,911,764	Common	\$0.0013	No	Patrick Laurie	Consulting Shares	Restricted	Rule 144
6/24/22	New Issuance	1,000,000	Common	\$0.0013	No	Timothy Boetzkes	Consulting Shares	Restricted	Rule 144
7/5/22	New Issuance	23,958,333	Common	\$0.0012	Yes	Pinnacle Consulting Services, Inc - Robert L Hymers III	Debt Conversion	Unrestricted	Rule 144
7/15/22	New Issuance	38,750	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144

7/28/22	New Issuance	22,936,530	Common	\$0.0013	Yes	Pinnacle Consulting Services, Inc - Robert L Hymers III	Debt Conversion	Unrestricted	Rule 144
8/25/22	New Issuance	32,180,000	Common	\$0.0013	Yes	Blue Lake Partners LLP - Craig Kesselman	Debt Conversion	Unrestricted	Rule 144
8/26/22	New Issuance	31,250,000	Common	\$0.0012	Yes	Pinnacle Consulting Services, Inc - Robert L Hymers III	Debt Conversion	Unrestricted	Rule 144
8/29/22	New Issuance	33,689,840	Common	\$0.0011	Yes	Srax, Inc - Chris Miglino	Debt Conversion	Unrestricted	Rule 144
9/9/22	New Issuance	750,000	Common	\$0.0012	No	John Grosso	Consulting Shares	Restricted	Rule 144
9/9/22	New Issuance	750,000	Common	\$0.0012	No	Cory Bataan	Consulting Shares	Restricted	Rule 144
9/13/23	New Issuance	37,000,000	Common	\$0.0012	Yes	Blue Lake Partners LLP - Craig Kesselman	Debt Conversion	Unrestricted	Rule 144
10/31/22	Retirement	-11,870	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
10/31/22	New Issuance	38,950,000	Common	\$0.0006	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
11/1/22	Retirement	-11,870	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
11/1/22	New Issuance	38,950,000	Common	\$0.0006	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
11/1/22	New Issuance	38,900,000	Common	\$0.0006	Yes	Blue Lake Partners LLP - Craig Kesselman	Debt Conversion	Unrestricted	Rule 144
11/2/22	Retirement	-11,870	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
11/2/22	New Issuance	38,950,000	Common	\$0.0005	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
11/2/22	Retirement	-13,625	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
11/3/22	New Issuance	44,706,250	Common	\$0.0006	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
11/4/22	Retirement	-13,640	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
11/4/22	New Issuance	44,756,250	Common	\$0.0005	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144

11/8/22	Retirement	-5,875	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
11/8/22	New Issuance	19,278,125	Common	\$0.0006	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
11/11/22	Retirement	-15,600	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
11/11/22	New Issuance	51,187,500	Common	\$0.0006	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
12/22/22	New Issuance	35,000,000	Common	\$0.0003	No	John Grosso	Consulting Services	Restricted	Rule 144
12/22/22	New Issuance	35,000,000	Common	\$0.0003	No	Cory Bataan	Consulting Services	Restricted	Rule 144
1/25/22	New Issuance	52,500,889	Common	\$0.0003	Yes	Pinnacle Consulting Services, Inc - Robert L Hymers III	Debt Conversion	Unrestricted	Rule 144
1/26/23	New Issuance	75,000,000	Common	\$0.0004	No	Alan T Hawkins	Consulting Services	Unrestricted	Rule 144
1/26/23	New Issuance	75,000,000	Common	\$0.0004	No	Robert L Hymers III	Consulting Services	Unrestricted	Rule 144
2/3/23	Retirement	-12,300	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
2/3/23	New Issuance	67,973,684	Common	\$0.0002	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
3/28/23	Retirement	-8,850	Preferred C		No	Geneva Roth Remark Holdings Inc. - Seth Kramer	Preferred Stock Conversion	Restricted	Rule 144
3/28/23	New Issuance	71,484,615	Common	\$0.0002	Yes	Geneva Roth Remark Holdings Inc. - Seth Kramer	Debt Conversion	Unrestricted	Rule 144
4/18/23	New Issuance	100,000,000	Common	\$0.0001	Yes	Pacific Lion LLC - Jacob Fernane	Debt Conversion	Unrestricted	Rule 144
6/28/23	New Issuance	150,000,000	Common	\$0.0002	Yes	Pinnacle Consulting Services, Inc - Robert L Hymers III	Debt Conversion	Restricted	Rule 144
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>7/14/23</u>									
Common: 1,758242,371 Preferred A: 30,000,000 Preferred C: 221,250									

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

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
12/09/19	\$46,657	\$40,000	\$6,657	4/1/21	The note is convertible at the option of the holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under the note by the Conversion Price, which is a 35% discount of the lowest reported sale price of the common stock for the 15 trading days immediately prior to the date of conversion.	Pinnacle Consulting Services Inc. (Robert Hymers)	Loan
9/30/20	\$27,836	\$21,000	\$6,836	6/30/21	convertible into fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price, which is a 35% discount of the lowest reported sale price of the common stock for the 15 trading days immediately prior to the date of conversion.	Pinnacle Consulting Services Inc. (Robert Hymers)	Loan
11/16/20	\$1,297	\$2,451	\$568	11/15/21	Convertible at a fixed of \$0.00009 per share into a total of 6,500,000 Common shares	Robert Hymers	Loan
3/22/2021	\$36,074	\$30,000	\$6,074	3/22/22	Convertible at a fixed price of \$0.06 per share into a total of 500,000 common shares	Claudia Villalta	Loan
8/23/21	\$106,356	\$150,000	\$26,776	8/23/22	Convertible at a fixed price of \$0.02 a share into common shares	Blue Lake Partners LLC	Loan
5/10/22	\$155,000	\$150,000	\$15,000	5/9/23	Convertible at a variable conversion price equal to 90% of the lowest per-share during the 20 trading day period before the conversion.	Coventry Enterprises LLC	Loan
10/19/21	\$187,958	\$180,000	\$22,958	4/19/22	Convertible into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal	Pinnacle Accounting Services Inc. (Robert Hymers)	Loan

					balance under this Note by the Conversion Price of \$0.0075		
2/4/22	\$90,603	\$120,000	\$2,103	2/4/25	Convertible at the lower of \$0.0033 or 85% of the lowest per-share during the 5 trading day period before the conversion.	SRAX, Inc.	Services
4/21/22	\$69,830	\$60,000	\$9,830	10/18/22	Convertible at a fixed price of \$0.02 a share into common shares	Robert Hymers	Loan
3/25/22	\$21,601	\$23,000	\$3,601	7/13/22	Convertible into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price of \$0.000098	Alma Otey	Loan

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

4) Issuer's Business, Products and Services

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

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

As a technology incubator, Eco Innovation Group works to bring new technologies to consumers by providing the services needed to manufacture and distribute products incorporating the technology. We provide technology developers with strong commercialization support from concept and product development to marketing and promotion, as described in greater detail below. With a focus on socially responsible and sustainable technologies, we seek out innovative inventors developing technologies with socially responsible benefits in the areas of energy efficiency, carbon emissions reduction, environmentally sustainable housing, green foods, and clean water. We focus specifically on developing sustainable and socially responsible technologies for the U.S. and international markets.

Our services are provided through a nine-step "Evaluation to Market" process, used to identify and develop scalable technology opportunities that will have market potential with the application of strong commercialization support. The Evaluation to Market process consists of the application of our capital and management expertise through our provision of the following services:

1. **Idea Generation:** identifying goods and services that fit our corporate socially responsible and sustainable objectives.
2. **Idea Screening:** working directly with Inventors, Developers and Entrepreneurs to identify products and services for commercialization.
3. **Concept Development and Testing:** working directly with Inventors, Developers and Entrepreneurs to build prototypes and proof of concept for commercialization.
4. **Market Strategy Development:** there are lots of great ideas, but not all pass the market strategy development. The market analysis helps us determine if a product has market potential and also meets our corporate objectives.

5. **Business Analysis:** During this process we identify markets, competition, cost analysis, manufacturing options, logistics and distribution channels.
6. **Technology Licensing:** using our attorneys to protect IP with patents and trademarks as well as licensing agreements.
7. **Product Development:** engineering design, manufacturing prior to market introduction.
8. **Test Marketing/Promotion:** using market analytics to test market and solidify our market projections.
9. **Commercialization:** introducing products to market and realizing revenue.

The Company currently has three product technologies in steps six and seven of the above process: the **JouleBox® Power Station**, the **PowerBooster™** electric generation technology, and the **MagnoSpring™** spring magnetic motor. As part of the application of our capital and management expertise through this nine-step Evaluation to Market process, the Company works closely with our inventors and innovators to develop and test the product concepts and applications, to build application-ready prototypes, to develop the technology marketing strategies, and work with the independent distributors as well as the contract manufacturers to get final products to consumers. While the Company does not create or originate the technologies behind the products, we provide these valuable services to enable the inventors of the technologies to take their innovations from concept to market. The Company has identified and is working directly with several contract manufacturers to allow us to scale manufacturing capacity to meet expected product demand.

By employing a business plan purposefully designed to use leased employees, independent contractors and contract manufacturers to scale production and meet the demands of taking our products to market, the Company believes it will be able to accomplish its goals of delivering products at the lowest cost and greatest efficiency utilizing its limited infrastructure.

Our Technology Agreements

JouleBox® Power Station Contract Manufacturing Agreement

On August 25, 2020, the Company signed a Master Outsourcing Contract Manufacturing Agreement with Eco-Gen Energy, Inc. ("Eco-Gen"), pursuant to which the Company has contracted to manage the production and delivery of Eco-Gen's **JouleBox® Power Station**. The Master Outsourcing Contract Manufacturing Agreement with Eco-Gen is a related party transaction insofar as our CEO and controlling Stockholder, Julia Otey-Raudes, is a director and shareholder of Eco-Gen, and in that the Company's offices are provided to the Company by Eco-Gen in a space located within Eco-Gen's corporate offices. Our CEO and controlling Stockholder, Julia Otey-Raudes, owns 20.66% of Eco-Gen's outstanding voting stock as of the date of this amended Prospectus.

Under the Eco-Gen agreement, the Company has contracted to provide material purchase and management services, supply base management services, final product and component production services, delivery services, inventory management services, and related financial services for the production and delivery of Eco-Gen's **JouleBox® Power Station**. Pursuant to an addendum to this Eco-Gen agreement dated August 26, 2020, Eco-Gen is required to advance payment to the Company prior to the Company's performance of these services with relation to Eco-Gen's clients. The Company entered into this addendum to the agreement with Eco-Gen due to the credit risk that the Company perceived with relation to Eco-Gen's clients, upon whose business Eco-Gen, and therefore the Company, are dependent. The Company records Eco-Gen revenue as earned, pursuant to the addendum to the Eco-Gen agreement.

To perform our obligations under the Eco-Gen agreement, the Company will engage contract manufacturers and other independent contractors to perform the services and charge the cost of goods and services through to Eco-Gen with a 15% margin. As the services will be outsourced by the Company using third parties, including (but not limited to) intellectual property legal counsel to register trademarks and patents, engineering and manufacturing firms to

design and produce the Company's products, and marketing and advertising firms, the Company plans to manufacture and source products under the Eco-Gen agreement with limited personnel resources.

Eco-Gen is a technology development and intellectual property holding company with no full-time employees. Eco-Gen's management does not possess the time or resources to enter into the outsourcing agreements necessary to commercialize the company's technology on their own, and as such, we understand that our services answer a specific need for Eco-Gen. With no full-time employees, Eco-Gen outsources the majority of its service needs. Our business model and service strategy are intended to meet that need, for Eco-Gen and for all of our customers.

With relation to Eco-Gen's primary contracted technology, the **JouleBox® Power Station**, the agreement between the Company and Eco-Gen requires that Eco-Gen pay all Company services in advance and does not require the Company to extend credit to Eco-Gen. As our services for the production of the **JouleBox® Power Station** must be pre-paid by Eco-Gen, we anticipate that none of the proceeds of this Offering will be necessary to allow the Company to perform services related to contract manufacturing of the **JouleBox® Power Station** under the contract with Eco-Gen. We expect our work with Eco-Gen to be focused primarily on the **JouleBox® Power Station** over the next 12 months following the Offering. Eco-Gen has a ten-year operating history and approximately 200 shareholders.

Our business with and anticipated revenue from Eco-Gen is dependent upon our ability to perform under our agreement with Eco-Gen, and dependent on both the functionality of Eco-Gen's **JouleBox® Power Station** technology and the ability of Eco-Gen's customers to pay Eco-Gen. According to Eco-Gen, Eco-Gen's primary clients and business are with purchasers who have contracted with Eco-Gen for delivery of Eco-Gen's products, where the Company will provide for the manufacture of those products. As such, our business and anticipated revenue from our agreement with Eco-Gen is completely dependent upon Eco-Gen's business and anticipated revenue from Eco-Gen's customers. Primarily, according to Eco-Gen, Eco-Gen's business is dependent upon two clients who have contracted for the purchase and delivery of Eco-Gen's products: a for-profit municipal enterprise dedicated to regional economic development and wholly owned and funded by a municipality in Puerto Rico, and a green technology distributor located in California, with total assets of \$4,396,456, including current assets (cash and inventory) of \$2,851,710, and year-to-date net revenues of \$1,368,707, as of September 30, 2020. For specific risks related to our business with Eco-Gen, see the risk factor on page 17 titled "*We face risks associated with our business with Eco-Gen Energy, Inc. that could harm our financial condition and results of operations.*"

In relation to our agreement with Eco-Gen, Eco-Gen represents to us that Eco-Gen has received two purchase commitments from the above-mentioned customers related to the **JouleBox® Power Station**, for \$13,749,875 from the Puerto Rican regional development enterprise, and \$6,050,000 from the California green technology distributor, representing total current **JouleBox® Power Station** purchase commitments of \$19,799,875. The purchase order in the amount of \$13,749,875 was made on November 2, 2020, is for a 2 megawatt generator, and calls for a 50% down payment with the purchase order, and the balance due upon delivery of the 2 megawatt **JouleBox® Power Station**, with funds held in escrow by a California lawyer acting as escrow agent. The purchase commitment in the amount of \$6,050,000 is in the form of a joint venture agreement, dated July 23, 2020, between Eco-Gen and the California green technology distributor, where that distributor will pay for the purchase of the joint venture's **JouleBox® Power Station** as its consideration for the joint venture.

Under our agreement with Eco-Gen, these **JouleBox® Power Station** purchases will initiate our corresponding provision of services to Eco-Gen under our Master Outsourcing Contract Manufacturing Agreement with Eco-Gen, as we bear responsibility to cause those products to be manufactured for delivery to Eco-Gen's customers. In the third quarter of 2020, Eco-Gen paid the Company \$100,000 in cash for services towards fulfillment of these orders, which are service fees considered earned and non-refundable under the Eco-Gen agreement. As of the date of this Prospectus, all services paid for by Eco-Gen have been performed pursuant to the relevant purchase orders.

Power Booster™ Licensing Agreement

On June 16, 2020, the Company signed a Master Exclusive Licensing, Marketing, Distribution and Sales Agreement with the Bellagio IP Trust for the **Power Booster™** technology, giving the Company the exclusive right to market **Power Booster™** products. The **Power Booster™** technology utilizes proprietary technologies incorporating electrical magnetism and high-speed switching technology to boost energy output from residential and commercial power systems. The **Power Booster™** is based on advanced electronics that allow an electrical system within a

home or business to be supplied with 880 watts of electricity and output useful electrical power of 2,200 watts while increasing the Power Factor (PF) and Total Harmonic Distortion (THD).

The Company licensed the **Power Booster™** technology based on the Company's belief that the technology has the potential to achieve high-value commercial success. Based on tests performed by the Company and the patent holder, the **Power Booster™** technology can achieve up to a 60% saving in energy consumption, depending on multiple factors, including intended usage, quality of existing power source and overall system configuration, over standard generator technology. Actual energy savings will vary depending on overall application and other factors. The Company plans to engage third parties to market products using the **Power Booster™** technology in the United States.

The core technology behind the Power Booster™ system is based on an innovative use of high-speed switching that is not currently available the U.S. generator market. The system allows for energy creation in direct proportion to the induction of the magnetic field implemented into the system, thus creating useful electric energy from the magnetic field. The Company plans to administer the marketing of the Power Booster™ system via multiple sales channels, including solar power electrical manufacturers, solar power systems integrators and installers, new homebuilders, and power system distribution companies. Additionally, the increased PF and THD mean that in some installations, when the device is properly installed and configured, the user will need less electricity.

The Exclusive Global Licensing Agreement with the Bellagio IP Trust ("Bellagio")(the "Bellagio Agreement") grants rights to the Company to market the **Power Booster™** and other products developed by Bellagio. In exchange for the agreement, the Company has issued Bellagio a restricted stock grant of twenty-five million (25,000,000) restricted common shares in the Company and will pay to Bellagio a royalty of 11% of the net manufacturing price of all **Power Booster™** products sold. With the Bellagio Agreement put into place, the Company is in the initial stages of marketing and distributing the Power Booster™ system and has thus far generated no revenue from the product. Since the signing date of the Exclusive Global Licensing Agreement with Bellagio, the impacts of Covid-19 on the 2020 business climate has impeded significant progress by the Company on this initiative. Due to international travel restrictions since March of 2020, the "Development and Manufacturing Agreement" mentioned in the agreement has not been executed yet, and the Company cannot be sure if or when, under the current global climate, that manufacturing agreement will be signed. Additionally, bringing the **Power Booster™** technology to market will require significant financial inputs on the Company's part over the next 12 months.

MagnoSpring™ Licensing Agreement

On October 26, 2020, the Company signed an Exclusive License Agreement with Fortin & Associates LLC, a Delaware limited liability company ("Fortin"), giving the Company the exclusive worldwide right to make, use, sell, lease, import, export, or otherwise dispose of products utilizing Fortin's magnetic spring mechanical motor technology, including the right to have products using the energy efficient technology made by third party manufacturers. The **MagnoSpring™** technology comprises a mechanical motor that produces the rotation of its shaft using a system of magnets and springs. Pursuant to the **MagnoSpring™** technology licensing agreement with Fortin, after the completion of an operable prototype that provides proof of concept for the technology, Fortin shall, at the Company's expense, procure patents for the **MagnoSpring™** technology. Under the agreement, the Company is responsible for all costs for preparation, filing, prosecution and maintenance of patents for the **MagnoSpring™** technology, and shall have final authority over all decisions concerning filing prosecution of patent applications and patents, including the selection of patent attorneys.

As compensation to Fortin for entering into the Exclusive License Agreement for the **MagnoSpring™** technology with the Company, we agreed to pay Fortin (or its principals) a restricted stock grant of 6,000,000 shares of the Company's common stock subject to a vesting schedule to be determined in the relevant stock grant agreement. Additionally, the Company will pay a royalty of 10% of the net cost of goods for products using the **MagnoSpring™** technology that are manufactured and sold. The **MagnoSpring™** technology licensing agreement is a continuing worldwide licensing agreement that according to its terms shall remain in effect during the complete lifetime of all patents for the **MagnoSpring™** technology. The Company is currently working with Fortin on the development of a **MagnoSpring™** technology prototype, and our work on patenting the **MagnoSpring™** technology has begun as of the date of this Prospectus. However, due to the impact of COVID 19 and other factors, the Company cannot be sure if or when the **MagnoSpring™** technology will be brought to market and result in revenue for the Company.

PoolCooled™ Licensing Agreement

On June 8, 2021, the Company and Lance E. Nist ("Nist") entered into an exclusive license agreement (the "Exclusive License Agreement"), whereby the Company acquired exclusive right to license and commercialize Nist's proprietary climate control technology, PoolCooled™. Specifically, Nist licensed the Company the exclusive rights to research, develop, make, have made, use, offer to sell, sell, export, and/or import and commercialize, the PoolCooled™ technology, which is a proprietary climate control technology designed to cool residential and commercial buildings by taking cool water from existing swimming pools and looping it through the existing air conditioning system to boost air conditioning equipment efficiency on a per-unit power consumption basis.

The term of the Exclusive License Agreement began June 8, 2021, and will continue as an exclusive license until the expiration of all patents that may be granted for the PoolCooled™ technology. The parties are required under the Exclusive License Agreement to pursue patents for the PoolCooled™ technology, with the Company responsible for the costs of patent filing and maintenance. In consideration for the grant of perpetual global rights to the PoolCooled™ technology, the Company agreed to pay Nist stock compensation in the amount of 5,000,000 restricted shares of Company common stock and perpetual royalties of 10% of the net cost of goods for products sold utilizing the PoolCooled™ technology.

On December 16, 2021, the Company announced the filing of a patent application (Application No. 17/469,834) for the Company's licensed PoolCooled™ Climate Control technology solution.

The Company is active in negotiating additional licensing and joint ventures in the areas of electrical technologies, green energy, energy efficiency, innovative heat exchange technologies designed to reduce heating and cool costs for residential and commercial buildings, pathogen detection and mitigation, and green housing.

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

Green Construction Division – USA and Canada
Spruce Engineering & Construction, Inc. – Canada
Asset Purchase Agreement

On October 4, 2021, Eco Innovation Group, Inc. (the "Company") entered into an asset purchase agreement (the "Asset Purchase Agreement") with Spruce Construction, Inc., an Alberta Business Corporation ("Spruce Construction") and Timothy Boetzkes ("Boetzkes"), a resident of the Province of Alberta, Canada and the sole shareholder of Spruce Construction, pursuant to which, the Company, Boetzkes and Spruce Construction agreed to effect an asset purchase agreement for existing construction equipment and form a new Canadian engineering and construction company in Canada.

Under the Asset Purchase Agreement, the Company agreed to pay Boetzkes one million shares of the Company's restricted common stock for substantially all of the assets and business of Spruce Construction, consisting of vehicles, tools and equipment for the construction industry, the Spruce Construction name, and the existing book of construction business of Spruce Construction. Pursuant to the Asset Purchase Agreement, the Company, Boetzkes and Patrick Laurie, the CEO of the Company's Canadian technology subsidiary, ECOIG Canada, have formed a new Alberta Business Corporation to own and deploy the construction assets, named Spruce Engineering & Construction Inc. The Company will own 85% of the voting interests of Spruce Engineering & Construction Inc., with Boetzkes owning 10% and Patrick Laurie 5%.

The closing of the Asset Purchase Agreement was subject to the satisfaction or waiver of customary conditions to closing, as disclosed in the term sheet for the project disclosed by the Company and filed as Exhibit 10.1 in the Company's Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on August 11, 2021.

Lock-Up Leak-Out Agreement

On October 4, 2021, in connection with the Asset Purchase Agreement, Boetzkes entered into a Lock-Up and Leak-Out Agreement with the Company pursuant to which, among other thing, such shareholder agreed to certain restrictions regarding the resale of the common stock issued pursuant to the Asset Purchase Agreement for a period of six months from the date of the Asset Purchase Agreement, as more fully detailed therein.

Shareholders Agreement

On October 4, 2021, in connection with the Asset Purchase Agreement, the Company entered into a shareholders agreement (the "Shareholders Agreement") with Timothy Boetzkes and Patrick Laurie. Under the Shareholders Agreement, Patrick Laurie agreed to serve as the Chief Executive Officer and Timothy Boetzkes agreed to serve as the Chief Operating Officer of Spruce Engineering & Construction Inc. The Shareholders Agreement provides for certain terms of governance, restrictive covenants including confidentiality and noncompetition, and transfer restrictions on the parties' equity with regards to Spruce Engineering & Construction Inc.

Employment Agreements

On October 4, 2021, in connection with the Asset Purchase Agreement, Spruce Engineering & Construction Inc., of which the Company is the 85% voting equity holder, entered into employment agreements (the "Employment Agreements") with Timothy Boetzkes and Patrick Laurie, pursuant to which Patrick Laurie shall serve as the Chief Executive Officer and Timothy Boetzkes shall serve as the Chief Operating Officer of Spruce Engineering & Construction Inc. Ancillary to the Employment Agreements, Boetzkes and Laurie also entered into restricted stock award agreements governing their minority equity stakes in Spruce Engineering & Construction Inc., which provide for a repurchase option allowing Spruce Engineering & Construction Inc. to clawback equity in the event of the employees' for-cause termination.

ECOX Spruce Construction, Inc. – USA

On January 4, 2022, the Company formed a subsidiary, ECOX Spruce Construction, Inc., a California corporation ("ECOX Spruce Construction"). On January 25, 2022, through ECOX Spruce Construction, Inc., the Company entered into a staffing and administrative services agreement (the "Construction Services Agreement") with Blueprint Construction, a licensed California general contractor ("Blueprint Construction") and Edgar E. Aguilar ("Aguilar"), a resident of California and the principal of Blueprint Construction, pursuant to which, Blueprint Construction, Aguilar and ECOX Spruce Construction agreed that ECOX Spruce Construction will oversee the operation of Blueprint's construction business in California. Under the Company's existing LOI with Aguilar, Blueprint Construction will own 20% of the equity interests of ECOX Spruce Construction Inc., and the Company will own 80%.

Under the Construction Services Agreement, the Company agreed to manage all of Blueprint Construction's contracting business on behalf of Blueprint Construction, for a renewable term of one year. Through ECOX Spruce Construction, the Company will provide all necessary corporate administration, shared services, compliance needs, construction staffing placement, general business infrastructure and support necessary for Blueprint's performance under its general contracting and subcontracting projects as Blueprint's exclusive provider of such services. Blueprint's current active projects consist of a subcontracting agreement to renovate U.S. military base facilities, and the renovation of a retail outlet for a major U.S. merchandiser. The Construction Services Agreement provides that ECOX Spruce Construction will receive a management fee equal to twenty percent (20%) of all collected cash revenues from Blueprint's business.

C. Describe the issuers' principal products or services.

The Company's shares are quoted on the OTC Markets Pink Sheet tier, under the symbol ECOX. Our executive offices are located at 16525 Sherman Way, Suite C-1, Van Nuys, CA 91406, and our telephone number is (800) 922-4356.

We maintain an internet website, and our internet address is <https://www.ecoig.com>. The information on our website is not incorporated by reference in this Annual Report or in any other filings we make with the Securities and Exchange Commission ("SEC").

We are an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). As such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth

companies” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. If some investors find our securities less attractive as a result, there may be a less active trading market for our securities and the prices of our securities may be more volatile.

In addition, Section 107 of the JOBS Act also provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We intend to take advantage of the benefits of this extended transition period.

We will remain an emerging growth company until the earlier of (1) the last day of the fiscal year (a) following the fifth anniversary of the completion of this offering, (b) in which we have total annual gross revenue of at least \$1.07 billion, or (c) in which we are deemed to be a large accelerated filer, which means the market value of our ordinary shares that is held by non-affiliates exceeds \$700 million as of the prior June 30, and (2) the date on which we have issued more than \$1.0 billion in non-convertible debt securities during the prior three-year period. References herein to “emerging growth company” will have the meaning associated with it in the JOBS Act.

Additionally, we are a “smaller reporting company” as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements, and, if their revenues are less than \$100 million, not providing an independent registered public accounting firm attestation on internal control over financial reporting. We will remain a smaller reporting company until the last day of the fiscal year in which (1) the market value of our ordinary shares held by non-affiliates exceeds \$250 million as of the end of the second fiscal quarter of that year or (2) our annual revenues exceeded \$100 million during such completed fiscal year and the market value of our ordinary shares held by non-affiliates exceeds \$700 million as of the end of the second fiscal quarter of that year.

5) Issuer's Facilities

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

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

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

The issuer does not lease or own any assets, properties or facilities as of the period ended March 31, 2023

6) Officers, Directors, and Control Persons

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Julia Otey</u>	<u>CEO, Director</u>	<u>Van Nuys, CA</u>	<u>35,000,000</u>	<u>Common</u>	<u>1.9%</u>	<u>_____</u>
<u>Julia Otey</u>	<u>CEO, Director</u>	<u>Van Nuys, CA</u>	<u>30,000,000</u>	<u>Preferred A</u>	<u>100%</u>	<u>_____</u>
<u>Pinnacle Consulting Services</u>	<u>Owner of more than 5%</u>	<u>Los Angeles, CA</u>	<u>150,000,000</u>	<u>Common</u>	<u>8.5%</u>	<u>Robert L. Hymers III</u>

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Alan T. Hawkins
Firm: Independent Law PLLC
Address 1: 2106 NW 4th Pl.
Address 2: Gainesville, FL 32603
Phone: +1 (352) 353-4048
Email: ahawkins@independent.law

Accountant or Auditor

Name: David Stephens
Firm: Fresh Notion Group
Address 1: PO Box 79897
Address 2: Houston, Texas 77279
Phone: +1 (281) 435-0929
Email: dstephens@freshnotiongroup.com

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

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

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

9) Financial Statements

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

- ☐ IFRS
- ☒ U.S. GAAP

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

Name: Judi Becker

Title: Accountant

Relationship to Issuer: Accounting Service Provider

Describe the qualifications of the person or persons who prepared the financial statements: Over 25 years of corporate finance and accounting experience in the film, television, and public relations sectors.

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

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

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, Julia Otey-Raudes certify that:

1. I have reviewed this Disclosure Statement for Eco Innovation Group, 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.

July 14, 2023

/s/ Julia Otey-Raudes

Principal Financial Officer:

I, Julia Otey-Raudes certify that:

1. I have reviewed this Disclosure Statement for Eco Innovation Group, 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.

July 14, 2023

/s/ Julia Otey-Raudes

ECO INNOVATION GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	<u>March 31, 2023</u>	<u>December 31, 2022</u>
Assets		
Current Assets		
Cash and cash equivalents	\$ 1,264	\$ -
Accounts receivable	75,586	105,122
Prepaid expenses	222,758	222,758
Total Current Assets	<u>299,607</u>	<u>327,879</u>
Other Assets		
Furniture and Equipment	27,338	30,431
Goodwill	96,009	99,745
Investment	12,580	12,580
Deposits and other assets	8,000	8,000
Total Other Assets	<u>143,927</u>	<u>150,756</u>
Total Assets	<u>\$ 443,534</u>	<u>\$ 478,636</u>
Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities		
Accounts Payable and accrued expenses	537,525	526,769
Accounts Payable related party	621,939	546,339
Bank Overdraft	-	137
Convertible Notes Payable, net	335,538	314,275
Notes Payable	112,619	123,377
Warrant Liability	3,600	3,600
Share Payable Liability	1,953,208	1,953,208
Derivative liabilities	235,204	206,173
Convertible Notes Payable Related party	307,153	307,153
Total Current Liabilities	<u>4,106,784</u>	<u>3,981,030</u>
Total Liabilities	<u>4,106,784</u>	<u>3,981,030</u>
Stockholders' Equity (Deficit)		
Preferred stock, series A, par value \$0.001, authorized 50,000,000 shares, issued and outstanding 30,000,000 shares at March 31, 2023 and December 31, 2022	30,000	30,000
Preferred stock, series C, par value \$0.001, authorized 1,000,000 shares, issued and outstanding 99,500 and 120,650 shares at March 31, 2023 and December 31, 2022, respectively	100	121
Common stock, par value \$0.0001, authorized 5,000,000,000 and 2,000,000,000 shares, issued and outstanding 1,508,242,371 and 1,166,283,183 shares at March 31, 2023 and December 31, 2022, respectively	150,827	116,631
Common shares to be issued, 1,000,000 as of March 31, 2023 and December 31, 2022	100	100
Additional paid-in capital	10,688,616	10,619,170
Other comprehensive income	-	-
Accumulated deficit	(14,553,647)	(14,289,978)
Total Stockholders' Equity (Deficit) Attributable to Eco Innovation Group stockholders	<u>(3,684,004)</u>	<u>(3,523,956)</u>
Noncontrolling interest	20,753	21,561
Total stockholder's Equity (Deficit)	<u>(3,663,250)</u>	<u>(3,502,394)</u>
TOTAL LIABILITIES and Stockholders' Equity (Deficit)	<u>\$ 443,534</u>	<u>\$ 478,636</u>

See the accompanying notes to these unaudited consolidated financial statements

ECO INNOVATION GROUP, INC.
CONSOLIDATED PROFIT AND LOSS STATEMENT
(Unaudited)

	For the Three Months Ended	
	March 31, 2023	March 31, 2022
Revenue	\$ 89,841	\$ 116,605
Cost of Revenue	64,669	142,305
Gross Profit	<u>\$ 25,172</u>	<u>\$ (25,700)</u>
Operating Expenses		
General and Administrative	115,677	135,454
Executive Compensation	75,000	75,000
Consulting Fee	20,000	47,500
Total Operating Expense	<u>210,677</u>	<u>257,954</u>
Operating Loss	<u>(185,505)</u>	<u>(283,654)</u>
Other Income(Expenses)		
Derivative gain (loss)	(29,030)	(3,563,261)
Warrant gain (loss)	-	119,325
Impairment loss - Investment	-	(33,898)
Other expense	(21,263)	(399,286)
Interest expense	(16,695)	(372,936)
Total Other Income (Loss)	<u>(66,988)</u>	<u>(4,250,056)</u>
Net loss	\$ (252,493)	\$ (4,533,710)
Net (income) loss attributable to noncontrolling interest	<u>808</u>	<u>10,765</u>
Net loss attributable to Eco Innovation Group	<u>\$ (251,686)</u>	<u>\$ (4,522,945)</u>
Currency translation loss	<u>-</u>	<u>4,836</u>
Comprehensive Loss	<u>\$ (251,686)</u>	<u>\$ (4,518,109)</u>
Basic Loss per Common Share	<u>\$ (0.00)</u>	<u>\$ (0.02)</u>
Diluted Loss per Common Share	<u>\$ (0.00)</u>	<u>\$ (0.02)</u>
Weighted Average Common Shares Outstanding Basic	<u>1,355,544,716</u>	<u>235,101,780</u>
Weighted Average Common Shares Outstanding Diluted	<u>1,355,544,716</u>	<u>235,101,780</u>

See the accompanying notes to these unaudited consolidated financial statements

Eco Innovation Group, Inc.
Consolidated Statements of Stockholders' Equity
For The Three Months Ended March 31, 2023
(Unaudited)

	Preferred Stock, Class A		Preferred Stock, Class C		Common Stock		Additional Paid In Capital	Common Stock to be Issued		Other Comprehensive Income	Non- Controlling Interest	Accumulated Deficit	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>
Balance, December 31, 2022	30,000,000	\$ 30,000	120,650	\$ 121	1,166,283,183	\$ 116,631	\$ 10,619,170	1,000,000	\$ 100	\$ -	\$ 21,561	\$ (14,289,978)	\$ (3,502,394)
Common Stock Issued for Services	-	-	-	-	202,500,889	20,250	55,500	-	-	-	-	-	75,750
Common Stock Issued for Conversion of Series C Preferred	-	-	(21,150)	(21)	139,458,299	13,946	13,946	-	-	-	-	-	27,871
Current Period Adjustment to Accumulated Deficit	-	-	-	-	-	-	-	-	-	-	-	(11,983)	(11,983)
Other Comprehensive Gain	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Loss	-	-	-	-	-	-	-	-	-	-	(808)	(251,686)	(252,493)
Balance, March 31, 2023	30,000,000	\$ 30,000	99,500	\$ 100	1,508,242,371	\$ 150,827	\$ 10,688,616	1,000,000	\$ 100	\$ -	\$ 20,753	\$ (14,553,647)	\$ (3,663,250)

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

Eco Innovation Group, Inc.
Consolidated Statements of Stockholders' Equity
For The Three Months Ended March 31, 2022
(Unaudited)

	Preferred Stock, Class A		Preferred Stock, Class C		Common Stock		Additional Paid In Capital	Common Stock to be Issued		Other Comprehensive Income	Non- Controlling Interest	Accumulated Deficit	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>
Balance, December 31, 2021	30,000,000	\$ 30,000	221,250	\$ 221	196,912,036	\$ 19,691	\$ 8,238,758	1,000,000	\$ 100	\$ (18)	\$ 25,595	\$ (12,594,976)	\$ (4,280,629)
Common Stock Issued for Cash Proceeds	-	-	-	-	34,000,000	34,000	133,900	-	-	-	-	-	167,900
Common Stock Issued for Conversion of Notes Payable	-	-	-	-	89,769,190	89,769	120,703	-	-	-	-	-	210,472
Common Stock Issued for Conversion of Series C Preferred	-	-	(122,500)	(123)	67,414,457	67,413	61,335	-	-	-	-	-	128,625
Settlement of Derivative Liability upon Conversion of Notes Payable	-	-	-	-	-	310,621	-	-	-	-	-	-	310,621
Other Comprehensive Loss	-	-	-	-	-	-	-	-	-	4,836	-	-	4,836
Net Loss	-	-	-	-	-	-	-	-	-	-	(10,765)	(4,522,945)	(4,533,710)
Balance, March 31, 2022	30,000,000	\$ 30,000	98,750	\$ 99	388,095,683	\$ 521,494	\$ 8,554,695	1,000,000	\$ 100	\$ 4,818	\$ 14,830	\$ (17,117,921)	\$ (7,991,885)

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

ECO INNOVATION GROUP, INC.
CONSOLIDATED STATEMENTS OF CASHFLOWS
(Unaudited)

	Three Months Ended March 31	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (252,493)	\$ (4,533,710)
Adjustments to reconcile net loss to net cash used by operating activities:		
Derivative (gain) loss	29,030	3,563,261
Warrant (gain) loss	-	(119,325)
Depreciation expense	6,829	4,183
Investment impairment loss	-	33,898
Amortization of debt discount	21,263	354,402
Share payable expense	-	399,286
Miscellaneous Non-Operating Adjustments	5,129	-
Stock based compensation	75,750	-
Changes in operating assets and liabilities		
(Increase) decrease in accounts receivable	29,536	(49,905)
Increase in prepaid expenses	-	(5,539)
Increase in deferred revenue	-	20,274
Decrease in bank overdrafts	(137)	-
Increase in accounts payable and accrued expenses	10,756	94,310
Accounts payable related party	75,600	11,600
Net cash used by operating activities	<u>1,264</u>	<u>(227,265)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of furniture and equipment	-	-
Purchase of intangible assets	-	-
Net cash provided by investing activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of convertible debentures	-	(8,500)
Proceeds from sale of common stock	-	167,900
Repayment of notes payable	-	(1,313)
Proceeds from convertible notes payable, related party	-	68,000
Net cash provided by financing activities	<u>-</u>	<u>226,087</u>
Effect of foreign exchange on cash	-	5,158
Change in cash	1,264	3,980
Cash, beginning of year	-	28,534
Cash, end of year	<u>\$ 1,264</u>	<u>\$ 32,514</u>
Supplemental Cash Flow information		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Non-Cash transactions		
Common stock issued for conversion of notes payable	<u>\$ -</u>	<u>\$ 208,750</u>
Common stock issued for conversion of Series C preferred stock	<u>\$ 27,871</u>	<u>\$ -</u>
Common stock issued for conversion of Series C preferred stock liability	<u>\$ -</u>	<u>\$ 128,625</u>
Discount issued on convertible debt	<u>\$ -</u>	<u>\$ 68,000</u>
Settlement of derivative liability upon conversion of notes payable	<u>\$ -</u>	<u>\$ 310,621</u>

See the accompanying notes to these unaudited consolidated financial statements

ECO INNOVATION GROUP, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
For the Three Months Ended March 31, 2023

NOTE 1. NATURE OF OPERATIONS

Eco Innovation Group, Inc. (the “Company,” “we,” “our,” or “Eco Innovation Group”), was incorporated in the State of Nevada on March 5, 2001 under the name of Dig-It Underground, Inc. and operated as an underground cable contractor. On September 29, 2008, the Company acquired a partial interest in the high-end beauty salon business of Haydin Group Enterprises of Texas and discontinued its cable installation business. On September 1, 2011, the Company acquired a partial interest in the art licensing and sales business of Get Down Art, LLC, a Nevada limited liability company. On August 30, 2012, the Company acquired the remaining outstanding interests of Haydin Group Enterprises through a share exchange agreement. Concurrently, the Company discontinued its business with Get Down Art, LLC and resolved to unwind that acquisition. On January 5, 2016, the Company entered the natural healing and chiropractic business in Texas by acquiring Expressions Property Limited, LP, a Texas limited partnership, and Expressions Chiropractic and Rehab Center, PA, a Texas professional association, pursuant to share exchange agreements. Effective September 30, 2018, the Company terminated its beauty salon business and natural healing and chiropractic business by terminating and unwinding the shares exchange agreements entered into on August 30, 2012 with Haydin Group Enterprises and January 5, 2016 with Expressions Property Limited and Expressions Chiropractic and Rehab Center. At the same time, the Company began a business line focusing on the development of an affordable fire, hurricane and earthquake resilient steel building framing system. On August 19, 2019, the Company incorporated Steel Hemp Homes Inc. in the state of California as a wholly owned subsidiary to run the steel building frame business as a separate division. On July 1, 2018, the Company approved a reverse split of its common stock in a ratio of 1:1,000; a change of the Company’s corporate name to Eco Innovation Group, Inc.; and the change of the Company’s trading symbol to ECOX. The reverse split of the Company’s common stock was effective August 29, 2018.

On February 28, 2020, our current CEO and controlling Stockholder, Julia Otey-Raudes, took over management and control of the company, initiating a new business plan and winding down the previous business. In the related change of control transaction, Ms. Otey acquired 30,000,000 shares of super-voting Preferred Series A stock on February 28, 2020, which represent all of the authorized and outstanding Series A Preferred Stock and a voting interest of approximately 94% of the Company’s outstanding voting stock.

Under its business plan implemented in February 2020, the Company is an innovation incubator platform devoted to globally important paradigm shifts in technology, sustainable and carbon negative products development and practical deployment worldwide.

On February 20, 2020, the Company increased its authorized common shares to 500,000,000 with a par value of \$0.001, on December 21, 2021, the Company increased its authorized common shares to 1,000,000,000 with a par value of \$0.001, and on April 1, 2022, the Company increased its authorized common shares to 2,000,000,000 with a par value of \$0.0001. On June 8, 2022, the Company increased its authorized common stock from 2,000,000,000 shares at \$0.0001 par value per share to 5,000,000,000 shares at \$0.0001 par value per share, effective June 9, 2022. On September 22, 2022, the Company increased its authorized common stock from 5,000,000,000 shares at \$0.0001 par value per share to 6,000,000,000 shares at \$0.0001 par value per share, effective September 23, 2022.

The Company has authorized 50,000,000 shares of Preferred Stock, of which 30,000,000 shares have been designated as Series A Convertible Preferred Stock, with 30,000,000 shares issued and outstanding, and 1,000,000 million shares have been designated as Series C Convertible Preferred Stock, with 205,000 shares issued and outstanding as of September 30, 2022. Holders of Series A Convertible Preferred Stock hold rights to vote on all matter requiring a shareholder vote at 100 common shares vote equivalent for each share of Series A Convertible Preferred Stock held. As of the date of this filing, our CEO, CFO, board chair and sole director, Julia Otey-Raudes, is the sole holder of the 30,000,000 Series A Convertible Preferred Stock outstanding.

On October 4, 2021, Eco Innovation Group, Inc. (the “Company”) entered into an asset purchase agreement (the “Asset Purchase Agreement”) with Spruce Construction, Inc., an Alberta Business Corporation (“Spruce Construction”) and Timothy Boetzkes (“Boetzkes”), a resident of the Province of Alberta, Canada and the sole shareholder of Spruce Construction, pursuant to which, the Company, Boetzkes and Spruce Construction agreed to effect an asset purchase agreement for existing construction equipment and form a new Canadian engineering and construction company in Canada, Spruce engineering & Construction Inc. The Company will own 85% of the voting interests of Spruce Engineering & Construction Inc., with Boetzkes owning 10% and Patrick Laurie 5%. See Note 6 – Acquisition for more information.

On January 4, 2022, the Company formed a subsidiary, ECOX Spruce Construction, Inc., a California corporation ("ECOX Spruce Construction"), for the purpose of starting a green construction division. On January 25, 2022, Eco Innovation Group, Inc. (the "Company"), through its California subsidiary ECOX Spruce Construction, entered into a staffing and administrative services agreement (the "Construction Services Agreement") with Blueprint Construction, a licensed California general contractor ("Blueprint Construction") and Edgar E. Aguilar ("Aguilar"), a resident of California and the principal of Blueprint Construction, pursuant to which, Blueprint Construction, Aguilar and ECOX Spruce Construction agreed that ECOX Spruce Construction will oversee the operation of Blueprint's construction business in California. Under the Company's existing LOI with Aguilar, Blueprint Construction will own 20% of the equity interests of ECOX Spruce Construction Inc., and the Company will own 80%.

Under the Construction Services Agreement, the Company agreed to manage all of Blueprint Construction's contracting business on behalf of Blueprint Construction, for a renewable term of one year. Through ECOX Spruce Construction, the Company will provide all necessary corporate administration, shared services, compliance needs, construction staffing placement, general business infrastructure and support necessary for Blueprint's performance under its general contracting and subcontracting projects as Blueprint's exclusive provider of such services. Blueprint's current active projects consist of a subcontracting agreement to renovate U.S. military base facilities, with a job value of \$136,000. The Construction Services Agreement provides that ECOX Spruce Construction will receive a management fee equal to twenty percent (20%) of all collected cash revenues from Blueprint's business.

Under its business plan implemented in February 2020, the Company is an innovation incubator platform devoted to globally important paradigm shifts in technology, sustainable and carbon negative products development and practical deployment worldwide. The Company seeks to license and develop innovative technologies in the sustainable and renewable energy field.

Accounting policies and procedures are listed below. The Company has adopted a December 31 year-end.

Basis of Presentation

The Company has prepared the financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP). The results for the interim period are not necessarily indicative of the results to be expected for the year.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less as cash equivalents. As of March 31, 2023 and December 31, 2022, the Company had no cash or cash equivalent balances in excess of federally insured amounts. The Company's policy is to invest excess funds in only well capitalized financial institutions.

Earnings per share

Basic Earnings Per Share (EPS) is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted under outstanding convertible debt and outstanding common stock warrants.

Long-Lived Assets

The Company's long-lived assets, including intangibles, are reviewed for impairment whenever events or changes in circumstances indicate that the historical cost carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the asset by comparing the undiscounted future net cash flows expected to result from the asset to its carrying value. If the carrying value exceeds the undiscounted future net cash flows of the asset, an impairment loss is measured and recognized. An impairment loss is measured as the difference between the net book value and the fair value of the long-lived asset. During the three months ended March 31, 2023, and the year ended December 31, 2022, the Company evaluated long lived assets for impairment determined no impairment was necessary.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. The Company used a Black Scholes valuation model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within 12 months of the balance sheet date.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted price in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. We measure our investment in marketable securities at fair value on a recurring basis. The Company's trading securities are valued using inputs observable in active markets and are therefore classified as Level 1 within the fair value hierarchy. Investments and derivative liabilities are valued on a recurring basis.

The following summarizes the fair value of assets and liabilities measured on a recurring basis:

	March 31, 2023			
	Level 1	Level 2	Level 3	Total
Assets				
Investments	\$ —	\$ —	\$ —	\$ —
Liabilities				
Derivative liability	—	—	235,204	235,204

	December 31, 2022			
	Level 1	Level 2	Level 3	Total
Assets				
Investments	\$ —	\$ —	\$ —	\$ —
Liabilities				
Derivative liability	—	—	206,173	206,173

Stock- Based Compensation

Stock-based compensation is computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 718. FASB ASC 718 requires all share-based payments to employees and non- employees be recognized as compensation expense in the consolidated financial statements based on their fair values. The expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). As of March 31, 2023, the Company has not adopted a Stock Option Plan and has not issued any options.

Property, Plant and Equipment

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets' estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Revenue Recognition

Effective January 1, 2018, the Company recognizes revenue in accordance with Accounting Standards Codification 2014- 09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific revenue recognition guidance throughout the Industry Topics of the Accounting Standards Codification. The updated guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also provides for additional disclosures with respect to revenues and cash flows arising from contracts with customers. The standard will be effective for the first interim period within annual reporting periods beginning after December 15, 2017, and the Company adopted the standard using the modified retrospective approach effective January 1, 2018.

Under the new revenue standards, the Company recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which it expects to receive in exchange for those goods. The Company recognizes revenues following the five-step model prescribed under ASU No. 2014-09: (i) identify contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation. The Company recognized revenue from the sale of services at the time in which the services are delivered pursuant to the contract.

The Company had \$89,841 in revenues during the three months ended March 31, 2023, and \$116,605 in revenues during the three months ended March 31, 2022, all related to construction projects in its subsidiaries.

Other Comprehensive Income (Loss)

Other comprehensive income (loss) includes foreign currency translation gains and losses. The cumulative amount of translation gains and losses are reflected as a separate component of stockholders' equity (deficit) in the consolidated balance sheets, as accumulated other comprehensive income.

Reclassification

Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation primarily the change to the Company's par value being reflected retroactively and to reclassify related party convertible debt.

NOTE 2. GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying consolidated financial statements, the Company had net losses of \$252,493 and \$4,533,710 during the three months ended March 31, 2023 and the three months ended March 31, 2022, respectively, and an accumulated deficit of \$14,553,647 and \$14,289,978 at March 31, 2023 and December 31, 2022, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the issuance of these financial statements. Management's plans are to obtain additional financing in the debt and equity markets while it develops its business model. The Company's existence is dependent upon management's ability to develop profitable operations and to obtain additional funding sources. There can be no assurance that the Company's financing efforts will result in profitable operations or the resolution of the Company's liquidity problems. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

NOTE 3. RECENTLY ISSUED ACCOUNTING STANDARDS

Management does not believe that any recently issued but not yet adopted accounting will have a material effect on the Company's results of operation or on the reported amount of its assets and liabilities upon adoption.

In August 2020, the FASB issued ASU 2020-06, *Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. ASU 2020-06 reduces the number of accounting models for convertible debt instruments and convertible preferred stock, which results in fewer embedded conversion features being separately recognized from the host contract as compared with current GAAP. Additionally, ASU 2020-06 affects the diluted earnings per share calculation for instruments that may be settled in cash or shares and for convertible instruments and requires enhanced disclosures about the terms of convertible instruments and contracts in an entity's own equity. ASU 2020-06 allows entities to use a modified or full retrospective transition method and is effective for smaller reporting companies for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, with early adoption permitted. The Company is evaluating the impact that this ASU may have on its consolidated financial statements.

NOTE 4. STOCKHOLDERS' EQUITY (DEFICIT)

Preferred Stock

The Company has authorized 50,000,000 shares of Preferred Stock, of which 30,000,000 shares have been designated as Series A Convertible Preferred Stock, with 30,000,000 shares issued and outstanding as of March 31, 2023 and December 31, 2022, and 1,000,000 million shares have been designated as Series C Convertible Preferred Stock, with 99,500 and 120,650 shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively.

Holders of Series A Convertible Preferred Stock hold rights to vote on all matter requiring a shareholder vote at 100 common shares vote equivalent for each share of Series A Convertible Preferred Stock held. As of the date of this filing, our CEO, CFO, board chair and sole director, Julia Otey-Raudes, is the sole holder of the 30,000,000 Series A Convertible Preferred Stock outstanding.

The Series C Convertible Preferred Stock, with 1,000,000 shares authorized and 99,500 and 120,650 issued and outstanding at March 31, 2023 and December 31, 2022, respectively, has no voting rights, has a Stated Value of \$1.00 per share, and with a par value of \$0.001 per share, is redeemable after issuance by the Company at various increased prices at time intervals up to the 6-month anniversary of issuance and is mandatorily fully redeemable on the 12-month anniversary of issuance. The Series C Preferred Stock is convertible by the holder into our common shares, commencing on the 6-month anniversary of issuance at a 37% discount to the public market price.

On July 15, 2021, the Company designated 1,000,000 shares of Series C Convertible Preferred Stock. The Series C Convertible Preferred Stock ranks senior to the common stock with respect to dividends and right of liquidation and has no voting rights. The Series C Convertible Preferred Stock has a 10% cumulative annual dividend. Upon the occurrence and during the continuation of any Event of Default. In the event of default, the dividend rate increases to 22%. The Company may not, with consent of a majority of the holders of Series C Convertible Preferred Stock, alter or changes the rights of the Series C Convertible Preferred Stock, amend the articles of incorporation, create any other class of stock ranking senior to the Series C Convertible Preferred Stock, increase the authorized shares of Series C Convertible Preferred Stock, or liquidate or dissolve the Company. Beginning 180 days from issuance, the Series C Convertible Preferred Stock may be converted into common stock at a price based on 63% of the average of the two lowest trading prices during the 15 days prior to conversion. The Company may redeem the Series C Convertible Preferred Stock during the first 180 days from issuance, subject to early redemption penalties of up to 35%. The Series C Convertible Preferred Stock must be redeemed by the Company 12 months following issuance if not previously redeemed or converted. Based on the terms of the Series C Convertible Preferred Stock, the Company determined that the preferred stock is mandatorily redeemable and will be accounted for as a liability under ASC 480.

During the year ended December 31, 2022, the Company entered into purchase agreements for the sale of 205,000 shares of Series C Convertible Preferred Stock with Geneva Roth Remark Holdings. As of September 30, 2022, the Company owes \$7,650 in accrued dividends, reflected as interest expense, and the carrying value of the Series C Preferred stock was \$129,164, net of unamortized discount of \$75,836. During the year ended December 31, 2022, \$221,250 of Series C Convertible Preferred Stock and accrued dividends of \$11,063 were converted into 153,892,604 shares of common stock.

On November 14, 2022, we filed with the SEC a Notification of Late Filing pursuant to Rule 12b-25 of the Securities Exchange Act of 1934 indicating that we were unable to timely file our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, which was due on or before November 14, 2022. We indicated at the time that we expected to file this quarterly report no later than November 19, 2022, which is the fifth calendar day filing extension period afforded registrants under Rule 12b-25 of the Securities Exchange Act of 1934. As of November 19, 2022, however, we remained unable to file this quarterly report. As such, from November 19, 2022 until December 22, 2022, the date of filing of this Report, we were in default under the certificate of designations for the Series C Convertible Preferred Stock with respect to its compliance requirements, as a result of our delay in filing this quarterly report with the SEC. On December 5, 2022, the Company received a written notice of default from Geneva Roth Remark Holdings.

Common Stock

The Company has 6,000,000,000 shares of \$0.0001 par value per share common stock authorized.

On September 22, 2022, following approval by the Company's Board of Directors and a majority of the outstanding voting stock of the Company, the Company filed Fifth Amended and Restated Articles of Incorporation with the State of Nevada reflecting an increase in the Company's authorized common stock from 5,000,000,000 shares at \$0.0001 par value per share to 6,000,000,000 shares at \$0.0001 par value per share, effective September 23, 2022.

On January 25, 2023, the Company issued 52,500,889 shares of common stock to Pinnacle Consulting Services Inc in exchange for services. The shares had a value of \$0.0003 per share at issuance.

On January 26, 2023, the Company issued 75,000,000 shares of common stock to Alan T Hawkins in exchange for services. The shares had a value of \$0.0004 per share at issuance.

On January 26, 2023, the Company issued 75,000,000 shares of common stock to Robert L Hymers III in exchange for services. The shares had a value of \$0.0004 per share at issuance.

On February 3, 2023, the Company issued 67,973,684 shares of common stock to Geneva Roth Remark Holdings Inc in exchange for conversion of 12,300 shares of series C preferred stock. The common shares had a value of \$0.0002 per share at issuance.

On March 28, 2023, the Company issued 71,484,615 shares of common stock to Geneva Roth Remark Holdings Inc in exchange for conversion of 8,850 shares of series C preferred stock. The common shares had a value of \$0.0002 per share at issuance.

NOTE 5. ACQUISITION

Asset Purchase Agreement

On October 4, 2021, Eco Innovation Group, Inc. (the "Company") entered into an asset purchase agreement (the "Asset Purchase Agreement") with Spruce Construction, Inc., an Alberta Business Corporation ("Spruce Construction") and Timothy Boetzkes ("Boetzkes"), a resident of the Province of Alberta, Canada and the sole shareholder of Spruce Construction, pursuant to which, the Company, Boetzkes and Spruce Construction agreed to effect an asset purchase agreement for existing construction equipment and form a new Canadian engineering and construction company in Canada. The Company entered into the Asset Purchase Agreement for the purpose of launching a green construction division in Alberta, Canada.

Under the Asset Purchase Agreement, the Company agreed to pay Boetzkes one million shares of the Company's restricted common stock and assume as liability a contingent cash payment to Spruce Construction in the amount of approximately \$104,000, specifically to pay, from future net cash flow over the next 12 months, certain of Spruce Construction's expenses and liabilities, to purchase from Spruce Construction for substantially all of the assets and business of Spruce Construction, consisting of vehicles, tools and equipment for the construction industry, the Spruce Construction name, and the existing book of construction business of Spruce Construction. Pursuant to the Asset Purchase Agreement, the Company, Boetzkes and Patrick Laurie, the CEO of the Company's Canadian technology subsidiary, ECOIG Canada, have formed a new Alberta Business Corporation to own and deploy the acquired construction assets, named Spruce Engineering & Construction Inc. The Company owns 85% of the voting interests of Spruce Engineering & Construction Inc., with Boetzkes owning 10% and Patrick Laurie 5%.

The closing of the Asset Purchase Agreement was subject to the satisfaction or waiver of customary conditions to closing, as disclosed in the term sheet for the project disclosed by the Company and filed as Exhibit 10.1 in the Company's Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on August 11, 2021. The Company is accounting for the acquisition as a business combination under the guidance of ASC805.

On April 21, 2022, the Company entered into an amendment number one to the Asset Purchase Agreement with Boetzkes and Spruce Construction, to extend the due date for the contingent cash payments under the Asset Purchase Agreement in the amount of approximately \$104,000 USD (\$130,000 CAD) due to Spruce Construction under the Asset Purchase Agreement. Under the Asset Purchase Agreement the \$104,000 USD (\$130,000 CAD) payment was due at 6 months after closing, and pursuant to the April 21, 2022 first amendment, that payment was due at 12 months after the closing date, or October 3, 2022. As of the date of this filing, none of the contingent cash payments have been made to Spruce Construction under the Asset Purchase Agreement. On December 29, 2022, the Company entered into an amendment number two to the Asset Purchase Agreement with Boetzkes and Spruce Construction, to extend the due date and establish a monthly pay schedule for the approximately \$104,000 USD (\$130,000 CAD) in total due to Boetzkes and Spruce Construction under the Asset Purchase Agreement. Under the December 29, 2022 second amendment, monthly payments of approximately \$3,000 are now due beginning on January 31, 2023 to continue until the entire balance is paid. Additionally, the Company agreed to provide compensation to Boetzkes of one million restricted common shares in consideration for the failure to pay by the original APA deadline, which was a result of inadequate net cash flows within Spruce Engineering & Construction, Inc.

Lock-Up Leak-Out Agreement

On October 4, 2021, in connection with the Asset Purchase Agreement, Boetzkes entered into a Lock-Up and Leak-Out Agreement with the Company pursuant to which, among other thing, such shareholder agreed to certain restrictions regarding the resale of the common stock issued pursuant to the Asset Purchase Agreement for a period of six months from the date of the Asset Purchase Agreement, as more fully detailed therein.

Shareholders Agreement

On October 4, 2021, in connection with the Asset Purchase Agreement, the Company entered into a shareholders agreement (the "Shareholders Agreement") with Timothy Boetzkes and Patrick Laurie. Under the Shareholders Agreement, Patrick Laurie agreed to serve as the Chief Executive Officer and Timothy Boetzkes agreed to serve as the Chief Operating Officer of Spruce Engineering & Construction Inc. The Shareholders Agreement provides for certain terms of governance, restrictive covenants including confidentiality and noncompetition, and transfer restrictions on the parties' equity with regards to Spruce Engineering & Construction Inc.

Employment Agreements

On October 4, 2021, in connection with the Asset Purchase Agreement, Spruce Engineering & Construction Inc., of which the Company is the 85% voting equity holder, entered into employment agreements (the "Employment Agreements") with Timothy Boetzkes and Patrick Laurie, pursuant to which Patrick Laurie shall serve as the Chief Executive Officer and Timothy Boetzkes shall serve as the Chief Operating Officer of Spruce Engineering & Construction Inc. Ancillary to the Employment Agreements, Boetzkes and Laurie also entered into restricted stock award agreements governing their minority equity stakes in Spruce Engineering & Construction Inc., which provide for a repurchase option allowing Spruce Engineering & Construction Inc. to clawback equity in the event of the employees' for-cause termination.

The acquisition of Spruce Construction is being accounted for as a business combination under ASC 805. The Company is continuing to gather evidence to evaluate what identifiable intangible assets were acquired, such as a customer list, and the fair value of each, and expects to finalize the fair value of the acquired assets within one year of the acquisition date.

The aggregate preliminary fair value of consideration for the Spruce Construction acquisition was as follows:

	Amount
Notes payable issued to seller	103,689
1,000,000 shares of common stock	23,000
Noncontrolling interest	22,000
Total preliminary consideration transferred	<u>\$ 148,689</u>

During the nine months ended September 30, 2022, the Company has paid \$0 against the note payable due on October 3, 2022.

The following information summarizes the preliminary allocation of the fair values assigned to the assets acquired and liabilities assumed at the acquisition date:

Accounts Receivable	\$ 30,577
Trucks	41,974
Goodwill	103,188
Vehicle Note Payable	(27,041)
Net assets acquired	<u>\$ 148,698</u>

As a result of the acquisition, The Company recognized goodwill of \$103,188, representing the difference between the value of the acquired business, the assets acquired, and the initial noncontrolling interest of \$22,000, representing 15% of the total value of the business that was not acquired by the Company.

NOTE 6. CONVERTIBLE NOTES

Convertible Notes Payable

On March 22, 2021, the Company entered into a convertible promissory note agreement with Claudia Villalta for the issuance of a convertible promissory note with a principal balance of \$30,000. The note carries a 10% interest rate per annum and is convertible at a fixed price of \$0.06 a share into a total of 500,000 common shares. Due to the variable conversion feature on the other notes, this note is tainted with no net share settlement available, the note conversion feature was bifurcated from the note and recorded as a derivative liability. This note was in default as of March 31, 2023.

On June 4, 2021, the Company entered into a securities purchase agreement (the “Labrys SPA”) with Labrys Fund, LP (“Labrys”), pursuant to which the Company issued a 12% promissory note (the “Labrys Note”) with a maturity date of June 3, 2022 (the “Labrys Maturity Date”), in the principal sum of \$1,000,000. Pursuant to the terms of the Labrys Note, the Company agreed to pay to \$225,000 (the “Principal Sum”) to Labrys and to pay interest on the principal balance at the rate of 12% per annum. The Labrys Note carries an original issue discount (“OID”) of \$22,500. Accordingly, on the Closing Date (as defined in the Labrys SPA), Labrys paid the purchase price of \$202,500 in exchange for the Labrys Note. Labrys may convert the Labrys Note into the Company’s common stock (subject to the beneficial ownership limitations of 4.99% in the Labrys Note) at any time at a fixed conversion price equal to \$0.023 per share but can be reset if the Company issues instruments at a lower price. The Company paid \$14,650 of deferred financing costs which are amortized through the maturity date of the note. During the year ended December 31, 2021 the Company made payments of \$77,000, reducing the outstanding note balance to \$148,000. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability. During the year ended December 31, 2022, \$139,500 of principal and \$27,000 in accrued interest was converted into 54,369,190 shares of common stock. In addition, the Company repaid \$8,500 in principal to settle the note in full.

On August 23, 2021, the Company entered into a securities purchase agreement (the “Blue Lake SPA”) with Blue Lake Partners, LLC (“Blue Lake”), pursuant to which the Company issued a 12% promissory note (the “Blue Lake Note”) with a maturity date of August 23, 2022 (the “Blue Lake Maturity Date”), in the principal sum of \$150,000. Pursuant to the terms of the Blue Lake Note, the Company agreed to pay to \$150,000 (the “Principal Sum”) to Blue Lake and to pay interest on the principal balance at the rate of 12% per annum. The Blue Lake Note carries an original issue discount (“OID”) of \$15,000. Accordingly, on the Closing Date (as defined in the Blue Lake SPA), Blue Lake retained an additional \$9,450 of legal fees and paid the purchase price of \$125,500 in exchange for the Blue Lake Note. Blue Lake may convert the Blue Lake Note into the Company’s common stock (subject to the beneficial ownership limitations of 4.99% in the Blue Lake Note) at any time at a fixed conversion price equal to \$0.02 per share but can be reset if the Company issues instruments at a lower price. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability. During the year ended December 31, 2022, \$133,456 of principal was converted into 150,580,000 shares of common stock.

The Company may prepay the Blue Lake Note at any time prior to the date that an Event of Default (as defined in the Blue Lake Note) occurs at an amount equal to 100% of the Principal Sum then outstanding plus accrued and unpaid interest (no prepayment premium) plus \$7,530 for administrative fees. The Blue Lake Note contains customary events of default relating to, among other things, payment defaults, breach of representations and warranties, and breach of provisions of the Blue Lake Note or Blue Lake SPA.

Upon the occurrence of any Event of Default, the Blue Lake Note shall become immediately due and payable and the Company shall pay to Blue Lake, in full satisfaction of its obligations hereunder, an amount equal to the Principal Sum then outstanding plus accrued interest multiplied by 125% (the "Default Amount"). Upon the occurrence of an Event of Default, additional interest will accrue from the date of the Event of Default at the rate equal to the lower of 16% per annum or the highest rate permitted by law.

On November 14, 2022, we filed with the SEC a Notification of Late Filing pursuant to Rule 12b-25 of the Securities Exchange Act of 1934 indicating that we were unable to timely file our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, which was due on or before November 14, 2022. We indicated at the time that we expected to file this Report no later than November 19, 2022, which is the fifth calendar day filing extension period afforded registrants under Rule 12b-25 of the Securities Exchange Act of 1934. As of November 19, 2022, however, we remained unable to file this quarterly report. As such, from November 19, 2022 until December 22, 2022, the date of filing of this Report, we were in default under the Blue Lake Note with respect to its compliance requirements, as a result of our delay in filing this quarterly report with the SEC. As of the filing date, the Company has not received a notice of default regarding the Blue Lake Note.

The Blue Lake Note requires that the Company reserve from its authorized and unissued common stock a number of shares equal to the greater of: (a) 11,250,000 shares of our common stock, or (b) the sum of (i) the number of shares of common stock issuable upon conversion of or otherwise pursuant to the Blue Lake Note and such additional shares of common stock, if any, as are issuable on account of interest on the Note pursuant to the Blue Lake SPA issuable upon the full conversion of the Blue Lake Note (assuming no payment of the principal amount or interest) as of any issue date multiplied by (ii) one and a half. The Company is subject to penalties for failure to timely deliver shares to Blue Lake following a conversion request.

The Blue Lake SPA and the Blue Lake Note contain covenants and restrictions common with this type of debt transaction. Furthermore, the Company are subject to certain negative covenants under the Blue Lake SPA and the Blue Lake Note, which we believe are customary for transactions of this type. At March 31, 2023, we were in compliance with all covenants and restrictions.

In conjunction with the issuance of the Blue Lake Note, the Company issued a five year warrant exercisable for 6,000,000 shares of common stock at an exercisable price of \$0.025 per share subject to anti-dilution and price protection adjustments. The warrants are accounted for as a liability based on the variable number of shares issuable under outstanding convertible debt and the warrants.

On August 23, 2021, the Company entered into a securities purchase agreement (the "Coventry SPA") with Coventry Enterprises, LLC ("Coventry"), pursuant to which the Company issued a 10% promissory note (the "Coventry Note") with a maturity date of May 9, 2023 (the "Coventry Maturity Date"), in the principal sum of \$150,000. Pursuant to the terms of the Coventry Note, the Company agreed to pay \$150,000 (the "Principal Sum") to Coventry and to pay interest on the principal balance at the rate of 10% per annum. The Coventry Note carries an original issue discount ("OID") of \$30,000. Accordingly, on the Closing Date (as defined in the Coventry SPA), Coventry retained an additional \$7,200 of legal fees and paid the purchase price of \$112,800 in exchange for the Coventry Note. Coventry may convert the Coventry Note into the Company's common stock (subject to the beneficial ownership limitations of 4.99% in the Coventry Note) in the event of default at a variable conversion price equal to 90% of the lowest per-share during the 20 trading day period before the conversion. The note requires monthly payments of \$23,571 commencing on November 8, 2022.

In conjunction with the issuance of the Coventry Note, the Company issued 10,000,000 shares of common stock. The shares are accounted for as deferred financing costs with a value of \$30,000 which will be amortized through the maturity date of the note.

On November 14, 2022, we filed with the SEC a Notification of Late Filing pursuant to Rule 12b-25 of the Securities Exchange Act of 1934 indicating that we were unable to timely file our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, which was due on or before November 14, 2022. We indicated at the time that we expected to file this quarterly report no later than November 19, 2022, which is the fifth calendar day filing extension period afforded registrants under Rule 12b-25 of the Securities Exchange Act of 1934. As of November 19, 2022, however, we remained unable to file this quarterly report. As such, from November 19, 2022 until December 22, 2022, the date of filing of this Report, we were in default under the Coventry Note with respect to its compliance requirements, as a result of our delay in filing this quarterly report with the SEC. On December 21, 2022, the Company received a written notice of default from Coventry Enterprises, informing us that the default provisions of the note were in effect, bringing the principal balance of the note from \$150,000 to \$180,000.

On February 4, 2022, the Company entered into a convertible promissory note (the "SRAX Note") with SRAX, Inc ("SRAX"), pursuant to which the Company issued a 1% promissory note with a maturity date of February 4, 2025 (the "SRAX Maturity Date"), in the principal sum of \$120,000. Pursuant to the terms of the SRAX Note, the Company agreed to pay \$120,000 (the "Principal Sum") to SRAX and to pay interest on the principal balance at the rate of 1% per annum. The SRAX Note was issued in exchange for services rendered. SRAX may convert the SRAX Note into the Company's common stock (subject to the beneficial ownership limitations of 4.99% in the SRAX Note) at the lower of \$0.0033 or 85% of the lowest per-share during the 5 trading day period before the conversion.

Convertible notes payable are comprised of the following:

	March 31, 2023	December 31, 2022
Convertible note payable – Claudia Magdalena Villalta	\$ 30,000	\$ 30,000
Convertible note payable – Labrys	\$ —	\$ —
Convertible notes payable- Blue Lake Holdings	\$ 79,590	\$ 79,590
Convertible note payable – Coventry	\$ 140,000	\$ 140,000
Convertible note payable – SRAX	\$ 88,500	\$ 88,500
Total	\$ 338,090	\$ 338,090
Less debt discounts	\$ (2,552)	\$ (23,815)
Net	\$ 335,538	\$ 314,275
Less current portion	\$ (335,538)	\$ (314,275)
Long term portion	\$ —	\$ —

Convertible Notes Payable – Related Parties

On March 1, 2016, the Company executed two convertible notes of \$4,902 each with former executives of the Company. These notes are each convertible into 50,000,000 shares of common stock. These notes are non-interest bearing. On October 14, 2019, one of these notes converted into common stock. In May 2020, Robert L. Hymers purchased half of the remaining convertible promissory note and its related conversion rights from John English in a private transaction. In May 2020, John English converted principal of \$2,451 into 25,000,000 shares of common stock. The remaining principal balance owed to Robert L. Hymers of \$2,451 was convertible into 25,000,000 shares of stock at December 31, 2021. On January 10, 2022, the Company issued 18,500,000 shares of common stock to Hymers upon partial conversion of the principal balance of the promissory note, so that as of the date of this filing, the note is convertible into 6,500,000 shares of common stock.

On November 14, 2022, we filed with the SEC a Notification of Late Filing pursuant to Rule 12b-25 of the Securities Exchange Act of 1934 indicating that we were unable to timely file our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, which was due on or before November 14, 2022. We indicated at the time that we expected to file this Report no later than November 19, 2022, which is the fifth calendar day filing extension period afforded registrants under Rule 12b-25 of the Securities Exchange Act of 1934. As of November 19, 2022, however, we remained unable to file this quarterly report. As such, from November 19, 2022 until January 6, 2023, the date of filing of this Report, we were in default under the note with respect to its compliance requirements, as a result of our delay in filing this quarterly report with the SEC. On December 23, 2022, the Company received a written notice of default from Robert L. Hymers III, informing us that the default provisions of the note were in effect.

On December 9, 2019, the Company executed a convertible note with Pinnacle Consulting Services Inc. (“Pinnacle”), which is owned by Robert L. Hymers III, for \$40,000 which matured on June 9, 2020. This note bears interest at 5% per annum, which is convertible into shares of the Company’s common stock. The note is convertible at the option of the holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under the note by the Conversion Price, which is a 35% discount of the lowest reported sale price of the common stock for the 15 trading days immediately prior to the date of conversion. Due to the variable conversion feature, the note conversion feature was bifurcated from the note and recorded as a derivative liability. This note was in default as of September 30, 2022. On December 23, 2022, the Company received a additional written notice of default from Robert L. Hymers III, confirming that the default provisions of the note were in effect and the note was in default as of March 31, 2023.

On November 14, 2022, we filed with the SEC a Notification of Late Filing pursuant to Rule 12b-25 of the Securities Exchange Act of 1934 indicating that we were unable to timely file our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, which was due on or before November 14, 2022. We indicated at the time that we expected to file this Report no later than November 19, 2022, which is the fifth calendar day filing extension period afforded registrants under Rule 12b-25 of the Securities Exchange Act of 1934. As of November 19, 2022, however, we remained unable to file this quarterly report. As such, from November 19, 2022 until January 6, 2023, the date of filing of this Report, we were in default under the note with respect to its compliance requirements, as a result of our delay in filing this quarterly report with the SEC. On December 23, 2022, the Company received a written notice of default from Robert L. Hymers III, informing us that the default provisions of the note were in effect.

On September 30, 2020, the Company executed a convertible note with Pinnacle for \$21,000 due on September 30, 2021. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price, which is a 35% discount of the lowest reported sale price of the common stock for the 15 trading days immediately prior to the date of conversion. Due to the variable conversion feature, the note conversion feature was bifurcated from the note and recorded as a derivative liability. During the year ended December 31, 2022 the note and all accrued interest was converted in full into 46,894,863.

On October 19, 2021, the Company executed a convertible note with Pinnacle, for \$180,000, to settle outstanding consulting fees, due on April 19, 2022. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price of \$0.0075 but can be reset if the Company issues instruments at a lower price. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability.

On November 14, 2022, we filed with the SEC a Notification of Late Filing pursuant to Rule 12b-25 of the Securities Exchange Act of 1934 indicating that we were unable to timely file our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, which was due on or before November 14, 2022. We indicated at the time that we expected to file this Report no later than November 19, 2022, which is the fifth calendar day filing extension period afforded registrants under Rule 12b-25 of the Securities Exchange Act of 1934. As of November 19, 2022, however, we remained unable to file this quarterly report. As such, from November 19, 2022 until January 6, 2023, the date of filing of this Report, we were in default under the note with respect to its compliance requirements, as a result of our delay in filing this quarterly report with the SEC. On December 23, 2022, the Company received a written notice of default from Robert L. Hymers III, informing us that the default provisions of the note were in effect.

On March 23, 2022, the Company executed a convertible note with Robert Hymers for \$55,000 due on September 19, 2022. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price, \$0.000098. On April 21, 2022, the Company and Hymers entered into a debt exchange agreement, whereby the Company exchanged the \$55,000 Note convertible at a Conversion Price of \$0.000098 per share for a \$60,000 note convertible at \$0.002 per share, all other note terms remaining unchanged. The Company determined that due to the change in fair value of the conversion option being significant, the modification of the note should be accounted for as a debt extinguishment, with the resulting loss on extinguishment being recorded in additional paid-in capital because Mr. Hymers is a related party. On December 23, 2022, the Company received a written notice of default from Robert L. Hymers III, informing us that the default provisions of the note were in effect.

On March 25, 2022, the Company executed a convertible note with Alma Otey, a related party, for \$23,000, due on July 13, 2022. This note bears interest at 10% per annum and is convertible (in whole or in part), at the option of the Holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing that portion of the outstanding principal balance under this Note by the Conversion Price of \$0.000098 but can be reset if the Company issues instruments at a lower price. Due to the dilutive issuance clauses on the conversion price, the note conversion feature was bifurcated from the note and recorded as a derivative liability. The note requires monthly payments of \$7,333 until the balance is paid in full.

Convertible notes payable – related parties are comprised of the following:

	March 31, 2023	December 31, 2022
Convertible notes payable – Pinnacle Consulting Services	\$ 228,424	\$ 228,424
Convertible notes payable – Robert Hymers	\$ 60,729	\$ 60,729
Convertible notes payable- Alma Otey	\$ 18,000	\$ 18,000
Total	\$ 307,153	\$ 307,153
Less debt discounts	\$ —	\$ —
Net	\$ 307,153	\$ 307,153
Less current portion	\$ (307,153)	\$ (307,153)
Long term portion	\$ —	\$ —

Derivative liabilities

The Company determined that the conversion options in the certain of the notes discussed above met the definition of a liability in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock. The Company bifurcated the embedded conversion option in the note once the note becomes convertible and account for it as a derivative liability.

During the quarter ended September 30, 2022, the fair value of new derivative liabilities on the new issuance of debt and Preferred C Shares amounted to \$504,501 upon inception, with debt discount of \$504,501 recognized. The Company recognized a combined loss on the change in fair value of the derivative liability and settlement of derivatives through payment of convertible notes of \$373,841 during the nine months ended September 30, 2022. The Black Scholes valuation model included inputs of volatility of between 209% and 705%, a dividend yield of 0%, risk free rate of 0.28%-4.25% and a term of between 0.5 years and 4.5 years.

The table below presents the change in the fair value of the derivative liability:

Fair Value as of January 1, 2023	\$ 206,173
Initial recognition of derivative added as debt discount	-
Settlement of derivative liability as a result of conversion of convertible notes	-
Rounding adjustment	1
Market-to-Market	29,030
Fair Value as of March 31, 2023	235,204

NOTE 7. SUBSEQUENT EVENTS

On April 18, 2023, the Company issued 100,000,000 shares of common stock to Pacific Lion LLC. The shares had a value of \$0.0001 per share at issuance.

On June 28, 2023, the Company issued 150,000,000 shares of common stock to Robert L Hymers III in exchange for services. The shares had a value of \$0.0002 per share at issuance.