

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GEMXX CORP.

(f.k.a. BrainyBrawn, Inc.)
2300 West Sahara Avenue, Suite 800
Las Vegas, NV – 89102

702-930-1815
www.gemxx.com
ir@gemxx.com mail@gemxx.com
7371, 7389

Quarterly Report

For the period ending June 30, 2023 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

96,851,751 as of June 30, 2023

96,866,845 as of March 31, 2023

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

¹ “Change in Control” shall mean any events resulting in:

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

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

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

GEMXX Corp. The Company was incorporated in the State of Delaware under the name BRAINYBRAWN, INC. and changed its name to GEMXX Corp. on April 21, 2021

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):

Delaware 01/19/1999. ACTIVE and in GOOD Standing.

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

NONE

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

NONE

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

2300 West Sahara Avenue, Suite 800, Las Vegas, NV 89102

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:

N/A

2) Security Information

Transfer Agent

Name: NEVADA AGENCY AND TRANSFER COMPANY
Phone: (775) 322 0626
Email: info@natco.com
Address: 50 West Liberty Street, 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: GEMZ
Exact title and class of securities outstanding: COMMON STOCK CLASS A
CUSIP: 10502E101
Par or stated value: \$0.0001

Total shares authorized:	<u>1,975,000,000</u>	as of date: <u>06/30/2023</u>
Total shares outstanding:	<u>96,851,751</u>	as of date: <u>06/30/2023</u>
Total number of shareholders of record:	<u>165</u>	as of date: <u>06/30/2023</u>

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

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

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:	<u>PREFERRED STOCK CALSS A</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>25,000,000</u>	as of date: <u>06/30/2023</u>
Total shares outstanding (if applicable):	<u>2</u>	as of date: <u>06/30/2023</u>
Total number of shareholders of record: (if applicable)	<u>1</u>	as of date: <u>06/30/2023</u>

Exact title and class of the security:	<u>N/A</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u></u>	
Total shares authorized:	<u></u>	as of date: <u></u>
Total shares outstanding (if applicable):	<u></u>	as of date: <u></u>
Total number of shareholders of record: (if applicable)	<u></u>	as of date: <u></u>

Security Description:

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

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

The holders of our common stock currently have (i) equal rateable rights to dividends from funds legally available, therefore, when, as and if declared by the Board of Directors of the Company; (ii) are entitled to share ratably in all of the assets of the Company available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs of the Company (iii) do not have pre-emptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights applicable thereto; and (iv) are entitled to one non-cumulative vote per share on all matters on which stockholders may vote.

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

The Board of Directors is authorized within the limitations and restrictions stated in the Certificate of Incorporation of the Corporation, as amended, to provide by resolution or resolutions for the issuance of Twenty Five Million (25,000,000) shares of Preferred Stock, par value \$0.0001 per share, of the Corporation, in such series and with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions as the Corporation's Board of Directors shall fix by resolution or resolutions providing for the issuance thereof duly adopted by the Board of Directors.

Dividend: If the Corporation, at any time while the Preferred Stock is outstanding: (A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock or any other equity or equity equivalent securities payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series A Preferred Stock), (B) subdivide outstanding shares of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Preferred Stock shall receive such consideration as if such number of shares of Preferred had been, immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification.

Voting: Notwithstanding the number of authorized capital stock of the Corporation, and except as otherwise expressly required by law, each holder of Preferred Stock shall be entitled to vote on all matters submitted to shareholders of the Corporation and shall be entitled to the number of votes for each share of Preferred Stock owned at the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited (the "Voting Date"), equal to one times the sum of (i) the total number of shares of Common Stock which are issued and outstanding at the Voting Date plus (ii) the total number of shares of any other series of Preferred Stock which are issued and outstanding at the Voting Date. Except as otherwise required by law, the holders of shares of Series A Preferred Stock shall vote together with the holders of Common Stock on all matters and shall not vote as a separate class.

Conversion Right: Each holder of Preferred Stock may, from time to time, convert any or all of such holder's shares of Preferred Stock into fully paid and non-assessable shares of Common Stock, for each Preferred Stock, in an amount equal to one times the sum of (i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion plus (ii) the total number of shares of any other series of Preferred Stock which are issued and outstanding at the time of conversion.

Liquidation: Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, each holder of Preferred Stock shall be entitled to share ratably and receive, on an as converted basis, with holders of Common Stock of the Company, out of the assets of the Corporation legally available.

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

N/A – No other material rights for Common

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

N/A- No material modifications to rights of holders of the company's securities.

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: Opening Balance Date <u>03/31/2021</u> Common: <u>1,106,432,897</u> Preferred: <u>2</u>					*Right-click the rows below and select "Insert" to add rows as needed.				
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>04/07/2021</u>	<u>Cancellation</u>	<u>1,106,211,561 shares cancelled</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>Reverse Stock Split</u>	<u>N/A</u>	<u>N/A</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>35,203,520</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Jay Maull</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>23,250,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Stingray Bay Holdings, Jamie Nelson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>White Sands Securities, SEZC, Rahim Mohammed</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Wilson Investments Ltd., Wilson Yip</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Phoenix Professional Group, Richard Clowater</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Chung Pik Kam</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Ann Hodgson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Justin Schmaltz</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>1611454 Alberta Ltd, Tasha Schmaltz</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Bruce Schmaltz</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>

<u>04/29/2021</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Harinder Gill</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>2,300,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>2297987 Alberta Inc., Jody Maull</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>O2 Marketing Solutions Inc. Kenneth Oshipok</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>7,915,100</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Tommy Allan Dryden</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>373,400</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Lorraine Kay Leishman</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>140,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Timothy John Dryden</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>William John Dryden</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Katherine Keishman Peirens</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Matther Daniel Armondo Armas</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Travis Arol Dryden</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Jason Colling</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>40,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Ronald G. Hopp</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>60,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Karen Louise Zuk</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>35,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Darren Ray Terry</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Floyd Wilmore Davidson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>14,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Don Booth</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Yale Gelfant</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>750,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Craigstone Ltd. Ann Hodgson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>

<u>04/29/2021</u>	<u>New Issuance</u>	<u>4,500,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Organic Capital Ventures LLC, Roland Halvorson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>4,500,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Kim Halvorson</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>3,370,830</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Naresh Belwal</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>3,292,221</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Avatele Group, LLC, Richard Tang</u>	<u>Stock Exchange</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2021</u>	<u>New Issuance</u>	<u>1,350</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Cede & Co</u>	<u>Old Shareholders Odd Lot Round Up</u>	<u>Un-Restricted</u>	<u>N/A</u>
<u>07/13/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>International Monetary Blaine Riley</u>	<u>For Services</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>10/27/2021</u>	<u>New Issuance</u>	<u>3,948,155</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Granite Enterprise Yale Gelfant</u>	<u>For Extinguishment of Debt</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>03/23/2022</u>	<u>Cancellation</u>	<u>1,000,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Yale Gelfant</u>	<u>For Non-Performance</u>	<u>N/A</u>	<u>N/A</u>
<u>03/28/2022</u>	<u>New Issuance</u>	<u>20</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Stingray Bay Holdings, Jamie Nelson</u>	<u>For Services</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2022</u>	<u>New Issuance</u>	<u>159,420</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>7008511 Canada Inc., Xiwang Wang</u>	<u>Raw Stock Purchase</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2022</u>	<u>New Issuance</u>	<u>240,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Kim Halvorson</u>	<u>For Services</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2022</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Trevor Krawchuk</u>	<u>Raw Stock Purchase</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>04/29/2022</u>	<u>New Issuance</u>	<u>20,020</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Srax Inc.</u>	<u>For Services</u>	<u>Restricted</u>	<u>4(a)(1)</u>
<u>09/07/2022</u>	<u>Cancellation</u>	<u>4,017,527</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>White Sands Securities, SEZC, Rahim Mohammed</u>	<u>For Non-performance</u>	<u>N/A</u>	<u>N/A</u>
<u>04/17/2023</u>	<u>Cancellation</u>	<u>15,094</u>	<u>Common Class A</u>	<u>N/A</u>	<u>N/A</u>	<u>Timothy John Dryden</u>	<u>Certificate Split</u>	<u>N/A</u>	<u>N/A</u>
Shares Outstanding on Date of This Report:									
Ending Balance Ending Balance:									
Date <u>06/30/2023</u>									
Common: <u>96,851,751</u>									
Preferred: <u>2</u>									

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

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

There have been No Issuance of any Class of Preference Shares during the preceding two years.

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

- a. On August 27, 2015, the Company issued a 7.5% Convertible Promissory Note to a single unaffiliated party in the principal amount of \$ 13,000. The convertible promissory note matured on August 27, 2016 and the "Conversion Price" was equal to the lower of \$0.001 or 55% of the average of the 2 lowest trading daily prices of the Company's common stock during the 20 consecutive trading days prior to the date on which Holder elects to convert all or part of the Note. The note also carried fees and penalties for various defaults. During the quarter ended December 31, 2022 the balance in the Convertible Promissory Note of \$8.18 and the outstanding default fees \$1632.14 were written off due to statute limitations.
- b. On October 1, 2019, the Company signed an agreement to convert its dues against the purchase of raw materials into a Convertible Note. The dues were payable to Granite Enterprise Group, LLC, a Nevada Corporation. The Note bears interest at 10%, payable quarterly, and the principal plus interest is convertible into Common Shares of the Company, in part or in full, at the option of the holder at a price of \$0.06 per share. The total due on the Note as of October 27, 2021 was negotiated to \$236,889 and converted into 3,948,155 shares of Common Stock of the Company.

4) Issuer's Business, Products and Services

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

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

The Company is in the business of acquiring mining rights, mining, production and distribution of gold, precious and semi precious stones and jewellery made from these metals and stones.

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

NONE

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

GEMXX Corporation is a publicly traded, mine-to-market gemstone, gold and jewelry producer with global reach that owns mining resources, production facilities, and operating assets. GEMXX controls each stage of its production including gold mining, gemstone production, jewelry manufacturing and global distribution.

GEMXX is a producer of top quality finished Ammolite and Ammolite jewelry. The Company's world class gemstone cutters and jewelry designers are continuously leading the Ammolite industry in new and exciting directions. Our management team is made up of the industry's leading experts with a combined total of 160 years of Ammolite gemstone and jewelry business experience.

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 leases executive office space in Nevada on an annual basis, which is adequate for its administrative needs. The Issuer leases administration and warehouse space in Hong Kong. The Issuer leases processing facilities, and field offices, and mining operations facilities, and equipment on its owned and leased sites in Canada.

6) Officers, Directors, and Control Persons

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

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

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

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>Jay Maull</u>	<u>Director and CEO</u>	<u>Diamond, AB, Canada</u>	<u>35,203,520</u>	<u>COMMON</u>	<u>35.35%</u>	_____
<u>Tommy Alan Dryden</u>	<u>Owner of more than 5%</u>	<u>Raymond, AB Canada</u>	<u>5,377,665</u>	<u>COMMON</u>	<u>5.55%</u>	_____
<u>Cabot Shores LLC</u>	<u>Owner of more than 5%</u>	<u>Sheridan, WY</u>	<u>7,767,000</u>	<u>COMMON</u>	<u>8.01%</u>	<u>Richard Clowater</u>
<u>Jay Maull</u>	<u>Director and CEO</u>	<u>Diamond, AB, Canada</u>	<u>2</u>	<u>PREFERRED</u>	<u>100%</u>	_____
<u>Phoenix Professional Group Inc</u>	<u>Director, President</u>	<u>Calgary, AB Canada</u>	<u>2,500,000</u>	<u>COMMON</u>	<u>2.58%</u>	<u>Richard Clowater</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.

NONE

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Matthew McMurdo, Esq
Firm: McMurdo Law Group, LLC
Address 1: 1185 Avenue of the Americas, 3rd Floor
Address 2: New York, NY 10036
Phone: 917.318.2865
Email: matt@nannaronelaw.com

Accountant

Name: Harish Belwal
Firm: Harish Belwal, CPA
Address 1: 1330 Fifth Ave. #5L
Address 2: New York, NY – 10026
Phone: 917-259-1233
Email: harish@belwalcpa.com

Auditor

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

Investor Relations

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

All other means of Investor Communication:

Twitter: www.twitter.com/gemxx_corp
LinkedIn: www.linkedin.com/company/82350587
Facebook: www.facebook.com/gemxx-corp

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: Alexis Levenson
Firm: DEALMAKER

Nature of Services: Broker-Dealer
Address 1: 1700-40 King St W
Address 2: Toronto, Ontario Canada
Phone: 416-524-8441
Email: alexis.levenson@dealmaker.tech

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: Harish Belwal, CPA

Title: Independent CPA

Relationship to Issuer: Independent Accountant

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

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

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

The Unaudited Financial Statements for the year ended June 30, 2022 were filed on 05/01/2022, and the Unaudited Financial Statements for the yearend June 30, 2023 are a part of this report and are incorporated by reference throughout this report.

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, Jay Maull certify that:

1. I have reviewed this Disclosure Statement for the period ending 06/30/2023 of GEMXX Corp. (f/k/a BrainyBrawn, 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

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.

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.

08/10/2023

/s/ Jay Maull

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

Principal Financial Officer:

I, Jay Maull certify that:

1. I have reviewed this Quarterly Disclosure Statement for the period ending 06/30/2023 of GEMXX Corp. (f/k/a BrainyBrawn, 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.

08/10/2023

/s/ Jay Maull

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

GEMXX CORP. (f/k/a BRAINYBRAWN, INC)
BALANCE SHEET³
(Unaudited)

	June 30, 2023	June 30, 2022
<u>ASSETS</u>		
Current assets:		
Cash	\$ 27,575	\$ 104,382
Accounts Receivable	1,003,942	494,638
Other Current Assets	2,417,996	2,254,420
Other Assets	15,833,192	15,833,192
Total Assets	<u>19,282,705</u>	<u>18,686,633</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current liabilities:		
Accounts Payable	1,565,181	869,100
Accrued Expenses	315,299	303,149
Total Current Liabilities	<u>1,880,480</u>	<u>1,172,250</u>
Long Term Liabilities	0	0
Stockholders' deficit:		
Preferred Stock, \$0.0001 par value; 25,000,000 shares authorized; 2 shares issued and outstanding	0	0
Common Stock, 96,851,751 and 100,884,372 shares issued and outstanding respectively	9,888	40,600,148
Additional paid in capital	50,242,265	11,615,969
Accumulated deficit	(32,849,929)	(34,701,734)
Total Stockholders' Equity / Deficit	<u>17,402,225</u>	<u>17,514,383</u>
Total Liabilities and/or Stockholders' Equity / (Deficit)	<u>19,282,705</u>	<u>18,686,633</u>

All figures are in US\$.
See the accompanying notes to these unaudited financial statements.

³ All CAD\$ amounts have been converted to US\$ using US\$1 = CAD\$1.32511, as per xe.com on June 30, 2023.

GEMXX CORP. (f/k/a BRAINYBRAWN, INC)
STATEMENT OF OPERATIONS⁴
(Unaudited)

	For the Quarter Ended June 30	
	2023	2022
Sales	183,673	365,808
Other Income	—	70
Total Revenue	183,673	365,878
Cost of Goods Sold	64,403	99,224
Inventory Adjustment	(33,332)	(265,059)
Gross Margin	152,601	531,713
Operating expenses:		
General and administrative expenses	93,019	112,204
Other operating expenses	13,304	14,987
Total operating expenses	106,322	127,191
Gain / (Loss) from Operations	46,279	404,522
Provision for income tax	0	0
Net Profit / (Loss)	46,279	404,522
Profit / Loss per share, basic and diluted	\$0.0005	\$0.0040
Weighted average number of shares outstanding, basic and diluted	96,851,751	100,884,372

All figures are in US\$.

See the accompanying notes to these unaudited financial statements.

⁴ All CAD\$ amounts have been converted to US\$ using US\$1 = CAD\$1.32511, as per xe.com on June 30, 2023.

GEMXX CORP. (f/k/a BRAINYBRAWN, INC)
STATEMENTS OF STOCKHOLDERS' DEFICIT⁵
FOR THE YEAR ENDED JUNE 30, 2023 and 2022
(Unaudited)

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid in Capital	Deficit	Total
Balance at March 31, 2023	96,866,845	9,889	50,242,265	(32,896,209)	17,355,945
Net Gain / Loss	(15,094)	(2)	—	46,279	46,278
Other Stock related Adjustments				2	2
Balance at June 30, 2023	96,851,751	9,888	50,242,265	(32,849,929)	17,402,225

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid in Capital	Deficit	Total
Balance at March 31 2022	100,414,932	40,683,124	11,437,910	(35,109,629)	17,011,405
Net Gain / Loss	469,440	(82,977)	178,059	4,04,522	499,605
Other Stock Related Adjustments				3,373	3,373
Balance at June 30, 2022	100,884,372	40,600,148	11,615,969	(34,701,734)	17,514,383

See the accompanying notes to these unaudited financial statements.

⁵ All CAD\$ amounts have been converted to US\$ using US\$1 = CAD\$1.32511, as per xe.com on June 30, 2023.

GEMXX CORP. (f/k/a BRAINYBRAWN, INC)
STATEMENTS OF CASH FLOWS⁶
(Unaudited)

	For the Year Ended June 30,	
	2023	2022
Cash flows from operating activities:		
Net Profit / (Loss)	\$ 46,279	\$ 404,522
Changes in assets and liabilities:		
Change in Assets - Decrease (+) Increase (-)	(114,881)	(516,074)
Change in Liabilities - Decrease (-) Increase (+)	64,935	80,645
Net cash used in operating activities	(3,667)	(30,907)
Net Cash from / used in Financing Activities	0	98,456
Net increase in cash	(3,667)	67,548
Cash – beginning of period	31,242	36,834
Cash – end of period	27,575	104,382

See the accompanying notes to these unaudited financial statements.

⁶ All CAD\$ amounts have been converted to US\$ using US\$1 = CAD\$1.32511, as per xe.com on June 30, 2023.

GEMXX CORP. (f/k/a BRAINYBRAWN, INC.)
Notes to the Unaudited Financial Statements
June 30, 2023

NOTE 1 - BUSINESS

GEMXX Corp. (the “Company”), was incorporated under the laws of the State of Delaware as Brainybrawn, Inc. on January 19, 1999. The Company changed its name to Brainybrawn, Inc. on December 8, 2000. On 04/29/2021, the Company effected a 5000:1 reverse split and acquired GEMXX Corporation by issuing 96,245,421 shares to the shareholders of GEMXX Corporation,

GEMXX Corporation is a global, vertically integrated mine to market gemstone and jewellery producer that owns and controls each stage of its production including excavation, processing, jewellery manufacturing and global distribution.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s unaudited financial statements have been prepared based on information provided by the Management and in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the Year ending March 31, 2024. These unaudited financial statements should be read in conjunction with the financial statements and related notes in the Company’s financial statements for the Quarter ended June 30, 2022.

These Financial Statements are prepared on the basis of information provided by the Management of the Company, and the Management is responsible for the completeness and materiality of these financial statements.

Use of estimates

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

Cash and cash equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.

Revenue Recognition

The Company recognizes revenue when there is persuasive evidence of an arrangement, delivery has occurred, the fee is determinable, collectability is reasonably assured and there are no significant remaining performance obligations.

Income Taxes

Income taxes are accounted for under the assets and liability method. Current income taxes are provided in accordance with the laws of the respective taxing authorities. Deferred income taxes are provided for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of

existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized.

NOTE 3 – INCOME TAXES

As of June 30, 2023, the Company had a net operating loss carryforward for income tax reporting purposes of approximately \$32,849,929 that may be offset against future taxable income until a certain period. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carryforwards will expire unused.

NOTE 4 – INVENTORY ADJUSTMENTS

From time to time, the Company appraises the physical condition of its Raw Materials to allow for degradation and recoverable finished goods from such raw material. The effects of these appraisals is reflected in the Inventory Adjustments made from time to time.

NOTE 5 – COMMITMENTS

The Company's mailing address is 2300 West Sahara Avenue, Suite 800, Las Vegas, NV 89102 under an annual lease agreement.

NOTE 6 – NOTES PAYABLE

On August 27, 2015, the Company issued a 7.5% Convertible Promissory Note to a single unaffiliated party in the principal amount of \$ 13,000. The convertible promissory note matured on August 27, 2016 and the "Conversion Price" was equal to the lower of \$0.001 or 55% of the average of the 2 lowest trading daily prices of the Company's common stock during the 20 consecutive trading days prior to the date on which Holder elects to convert all or part of the Note. The note also carried fees and penalties for various defaults. During the quarter ended September 30, 2022 the balance in the Convertible Promissory Note of \$8.18 and the outstanding default fees \$1,632.14 were written off due to statute limitations.

On October 1, 2019, the Company signed an agreement to convert its dues against the purchase of raw materials into a Convertible Note. The dues were payable to Granite Enterprise Group, LLC, a Nevada Corporation. The Note bears interest at 10%, payable quarterly, and the principal plus interest is convertible into Common Shares of the Company, in part or in full, at the option of the holder at a price of \$0.06 per share. The total due on the Note as of October 27, 2021 was negotiated to \$236,889 and converted into 3,948,155 shares of Common Stock of the Company.

NOTE 7 – RECEIVABLE FROM RELATED PARTY

The Company has no Receivables from any Related Party as on June 30, 2023.

NOTE 8 – PAYABLE TO RELATED PARTY

As on June 30, 2023, the Company owes \$176,409 (CAD\$ 233,761) to Jay Maull, the CEO.

NOTE 9 – COMMON STOCK

During the last twelve months, the Company has cancelled 4,032,621 shares for non-performance and other reasons.

NOTE 10 – STOCK OPTIONS AND WARRANTS

Stock Options

The Company has not issued stock options to officers, directors, and key employees since year 2000. All options previously issued by the Company have expired on or prior to April 01, 2019.

Outstanding as on June 30, 2023	Nil
Exercisable as on June 30, 2023	Nil

Warrants

The Company during the fiscal year ending June 30, 2023 had no warrants issued and outstanding.

NOTE 11 – OTHER ACTIONS

The Company, from time to time, issues Common Stock to pay for services, raise Capital, and/or as a result of the exercise of Convertible Promissory Notes. On 4/29/2021, 96,245,421 shares were issued to the shareholders of GEMXX Corporation in a share exchange resulting in the change of Management of the Company.

NOTE 12 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. For the quarter ending June 30, 2023, the Company has US\$ 183,673 in Revenues generating a surplus of \$46,279 after an Inventory Adjustment of (\$33,332). The Company has \$19,282,705 in Assets and an accumulated deficit of \$32,849,929. The Company's ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. There are material uncertainties related to events or conditions (the consequences of COVID-19) that may cast significant doubt upon the entity's ability to continue as a going concern. The consequences of COVID-19 might combine with other events or conditions to create a material uncertainty.

These conditions and the ability to successfully resolve these factors may cast doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

NOTE 13 - SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, from the Balance Sheet date through the date the financial statement were issued, and has determined that no material subsequent events exist.