

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Jammin Java Corp.

A Florida Corporation

447 Broadway
2nd Floor, Unit 103
New York, NY 10013

424-224-5358
www.jamncorp.com
info@jamncorp.com
SIC Code # 6719

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

13,739,266.090 as of June 30, 2023, current reporting period

13,739,266.090 as of December 31, 2022, the most recent fiscal year end

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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.

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.

- 9/27/2004 is incorporated in Nevada as Global Electronic Recovery Corp.
- 02/25/2008 Company changes name to Marley Coffee, Inc.
- 07/03/2009 Company changes name to Jammin Java Corp.

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):

- 9/27/2004: Incorporated in Nevada as Global Electronic Recovery Corp.
- 02/25/2008 Company changes name to Marley Coffee, Inc.
- 07/03/2009 Company changes name to Jammin Java Corp.
- 08/25/2021, the Company converted to a Florida corporation.
- The Company is currently **active** and in good standing in the state of Florida.

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

N/A

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

- The Company has been reorganized.
- Going forward, the Company anticipates it will seek to conduct one or more of the following actions; reverse/split, forward split, recapitalization, merger, SEC registration statement, acquisition.

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

- The Company's principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013.

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: Liberty Stock Transfer, Inc.
 Phone: (732) 372-0707
 Email: info@libertystocktransfer.com
 Address: 788 Shrewsbury Ave., Suite 2163, Tinton Falls, NJ 07724

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.

2) Security Information

Trading symbol: JAMN
 Exact title and class of securities outstanding: Common Shares

CUSIP:	<u>470751108</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>19,999,999,900 as of date: 06/30/2023</u>
Total shares outstanding:	<u>13,739,266,090 as of date: 06/30/2023</u>
Number of shares in the Public Float ² :	<u>11,747,941,897 as of date: 06/30/2023</u>
Total number of shareholders of record:	<u>42 as of date: 06/30/2023</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>Series A Preferred</u>
CUSIP (if applicable):	<u> </u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>100 as of date: 06/30/2023</u>
Total shares outstanding (if applicable):	<u>100 as of date: 06/30/2023</u>
Total number of shareholders of record (if applicable):	<u>1 as of date: 06/30/2023</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.

No dividend. 1:1 voting rights

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

Series A Preferred:

- **Voting.** In addition to the rights provided by law, the holders of the Series A Preferred Stock shall have super voting rights equal to of seventy million (70,000,000) votes for each Series A Preferred Stock held as of the record date for a vote or, if no record date is specified, as of the date of a vote and shall be entitled to vote on all matters submitted to the shareholders for a vote, voting together as a single class with the Common Stock and other securities that vote together with the Common Stock. The holders of the Series A Preferred Stock shall be entitled to notice of all meetings of shareholders and the rights related to voting in accordance with the Act and the Bylaws of the Corporation.
- **Conversion.** Each share of Series A Preferred may be converted into 900 shares of common stock (1:900) conversion rate. The right to convert rests solely upon the holder.
- **Dividends.** Each holder of Series A Preferred shall be paid twice the amount of dividends issued by the Company to common stockholders on a pro rata basis with the number of Series A Preferred shares held.
- **Liquidation Preference.**

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

- **General.** In the event of any sale of all or substantially all of the assets of the Corporation, a sale of the Corporation, a dissolution, liquidation, bankruptcy, reorganization or other wind-down of the Corporation, whether voluntary or otherwise (a “**Liquidation Event**”), after payment or provision for payment of the Corporation’s debts and other liabilities, the holders of the Series A Preferred Stock, on a pro rata basis, shall be entitled to receive, prior and in preference to any distribution or payment made to the holders of any of the issued and outstanding shares of Common Stock, out of the Corporation’s remaining net assets, an aggregate amount equal to \$4,000,000.
- **Insufficient Funds.** If, upon the occurrence of a Liquidation Event, after payment or provision for payment of the debts and other liabilities of the Corporation and preferences or other rights granted to the holders of the Series A Preferred Stock, the remaining net assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be insufficient to pay the liquidation preference of the holders of the Series A Preferred Stock, then no such distribution shall be made on account of any shares of any other class or series of capital stock of the Corporation and the entire assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed pro rata among the holders of the Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.
- **Registration.** The holders of the Series A Preferred Stock shall have a right of first refusal to participate in or purchase stock in any registration statement filed by the Corporation.
- **Transfer.** Subject to compliance with federal, state or jurisdictional securities laws, the Series A Preferred Stock are freely assignable and transferable by the holder.

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

N/A

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

N/A

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: 12/31/2020 <u>Opening Balance</u> Common: 2,874,058,703 Preferred A: 0	*Right-click the rows below and select “Insert” to add rows as needed.
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Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	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.
02/05/2021	new issue	185,818,182	CS	0.00011	Yes	Iconic Holdings, LLC- Michael Sobeck, Robert Papiri	Convertible Debt	unrestricted	4(a)1
03/19/2021	new issue	1,958,318,719	CS	0.00057	Yes	Selkirk Global Holdings, LLC- Paul Strickland, Manager	Convertible Debt	restricted	N/a
3/31/2021	new issue	100	Pref A	0.001	no	Selkirk Global Holdings, LLC- Paul Strickland, Manager	Management Agreement	Restricted	N/A
08/20/2021	new issue	496,801,364	cs	0.00032	Yes	James Hudson Bursey	convertible debt	unrestricted	3(a)10
08/24/2021	new issue	545,984,700	cs	0.00032	Yes	MSW Projects Ltd.- Bruce Bent	convertible debt	unrestricted	3(a)10
09/28/2021	new issue	500,714,286	cs	0.00014	Yes	Vis Varies Group-Curt Kramer	Convertible Debt	unrestricted	4(a)1
10/12/2021	new issue	103,679,082	cs	0.00049	Yes	Vis Varies Group-Curt Kramer	Convertible Debt	unrestricted	4(a)1
10/21/2021	new issue	58,666,667	cs	0.00042	Yes	Power Up Lending-Curt Kramer	Convertible Debt	unrestricted	4(a)1
10/26/2021	new issue	68,341,667	cs	0.00051	Yes	Vis Varies Group-Curt Kramer	Convertible Debt	unrestricted	4(a)1
01/02/2022	new issue	672,445,954	cs	0.00026	Yes	Bruce Bent	convertible debt	unrestricted	3(a)10
01/10/2022	new issue	739,018,103	cs	0.00024	Yes	Bruce Bent	convertible debt	unrestricted	3(a)10
01/13/2022	new issue	812,180,895	cs	0.000215	Yes	Bruce Bent	convertible debt	unrestricted	3(a)10
01/20/2022	new issue	892,586,804	cs	0.00014	Yes	Bruce Bent	convertible debt	unrestricted	3(a)10
02/01/2022	new issue	980,952,897	cs	0.00011	Yes	Bruce Bent	convertible debt	unrestricted	3(a)10
02/25/2022	new issue	668,031,400	cs	0.0001	Yes	Bruce Bent	convertible debt	unrestricted	3(a)10
04/01/2022	new issue	15,000,000	cs	0.0001	no	Bruce Bent	convertible debt	unrestricted	3(a)10

8/12/2022	new issue	500,000,000	cs	0.00004	yes	Bruce Bent	convertible debt	unrestricted	4(a)1
9/14/2022	new issue	666,666,667	cs	0.00003	yes	Bruce Bent	convertible debt	unrestricted	4(a)1
11/16/2022	new issue	1,000,000,000	CS	0.00002	yes	Bruce Bent	convertible debt	unrestricted	4(a)1
Shares Outstanding on <u>June 30, 2023:</u> <u>Ending Balance:</u> Common: 13,739,266,090 Preferred A: 100									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020 through September 30, 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.)
7/24/2020	\$460,000	N/A	N/A	N/A	90 day past due fees convertible at 75% discount to lowest 30 day average closing bid	Phase I Operations, Inc- Paul Rachmuth	Special Advisor Agreement (Terminates on 4/12/2023)
3/08/2021	\$1,116,241.67 ¹	\$1,116,241.67		3/12/2021	8% on demand promissory note	Selkirk Global Holdings, LLC- Paul Strickland	Past due fees owed to management
3/13/2021	\$491,835.62	N/A	N/A	N/A	90 day past due fees convertible at 75% discount to lowest 30 day average closing bid	Selkirk Global Holdings, LLC- Paul Strickland	Management Agreement as of 3/13/2021
08/25/2022	\$50,000	\$13,555.55	\$657	08/24/2023	10% note convertible into the Company's common stock at a price equal to 55% of the average closing price 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.	Phase I Operations, Inc- Paul Rachmuth	Loan
2/23/2023	\$4,930.00 ²	\$4,026.00	\$188	2/22/2024	10% convertible into the Company's common stock at a price equal to 55% of the average closing price 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.	Selkirk Global Holdings, LLC- Paul Strickland	Loan

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

1. Agreement executed as of 3/2/2018 and converted 3/12/2021 into 8% on demand promissory note.
2. \$50,000 Note, 10% OID, Initial Principal Amount: \$4,026.00, **\$2,750.00** total funded during period

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.otcmarketst.com).

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

- The Company is in the process of restructuring its business to focus on real estate acquisitions.

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

- NA

C. Describe the issuers' principal products or services.

- The Company is focused on becoming a real estate acquisitions, development, and value-added development company.

5) Issuer's Facilities

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

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

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

- The Company's principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013
- \$120/year

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
Paul Strickland	Secretary, Director	Olympia, WA	0	N/A	N/A	As of 06/01/2017
Selkirk Global Holdings, LLC- Paul Strickland, Managing Member	>5% Holder	Olympia, WA	1,958,318,719	CS	14.25%	held since 3/31/2021
Selkirk Global Holdings, LLC- Paul	>5% Holder	Olympia, WA	100	Pref A	100%	held since 3/31/2021

Strickland, Managing Member						
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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);

N/A

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;

N/A

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

N/A

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.

N/A

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.

- On June 8, 2017, an Amended Final Judgment against the Company was ordered by the UNITED STATES DISTRICT COURT CENTRAL DISTRICT OF CALIFORNIA WESTERN DIVISION by FIFTY-SIX HOPE ROAD MUSIC LIMITED, a Bahamian corporation, and HOPE ROAD MERCHANDISING, LLC, a Florida limited liability company for \$2,458,835 in damages.
- On August 5, 2021, the Company completed a 3(a)10 Court Ordered Settlement Agreement.

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: Tom Beener, Esq.

Firm:

Address 1:

Address 2:

Phone: 760-603-1238

Email:

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: _____
Discord: _____
LinkedIn: _____
Facebook: _____

Other Service Providers

Provide the name of any other service provider(s) 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: Rachel Boulds
Firm: _____
Nature of Services: Accounting
Address 1: _____
Address 2: _____
Phone: _____
Email: rachelbouldscpa@hotmail.com

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)³:

Name: Rachel Boulds
Title: Accountant
Relationship to Issuer: Accountant

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

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

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;

³ 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.

- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, /s/Paul Strickland certify that:

1. I have reviewed this Disclosure Statement for JAMMIN JAVA CORP.;
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.

August 14, 2023

/s/Paul Strickland [Officer's Signature]

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

Principal Financial Officer:

I, Paul Strickland certify that:

1. I have reviewed this Disclosure Statement for JAMMIN JAVA CORP.;
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.

August 14, 2023

/s/Paul Strickland [Secretary's Signature]

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

JAMMIN JAVA CORP.
BALANCE SHEETS
(Unaudited)

	June 30, 2023	December 31, 2022
<u>ASSETS</u>		
Current Assets:		
Cash	\$ —	\$ —
Total Assets	\$ —	\$ —
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable	\$ 184,846	\$ 184,846
Due to a related party	13,613	6,980
Accruals	4,594,352	4,594,352
Accrued consulting	300,000	240,000
Convertible debt	1,000,006	1,000,006
Convertible notes payable - related party, net of discount of \$5,733 and \$0, respectively	1,118,956	1,116,241
Accrued interest - related party	188	—
Derivative liability	40,358	24,152
Accrued interest	206,972	206,504
Total Current Liabilities	7,459,291	7,373,081
Total Liabilities	7,459,291	7,373,081
Commitments and contingencies	—	—
<u>Stockholders' Deficit:</u>		
Series A Preferred Stock, par value \$0.001, 100 shares authorized; 100 shares issued and outstanding	—	—
Common Stock, par value \$0.001, 19,999,999,000 shares authorized; 13,739,266,090 shares issued and outstanding	13,739,268	13,739,268
Additional paid-in capital	16,782,675	16,782,675
Accumulated deficit	(37,981,234)	(37,895,024)
Total Stockholders' Deficit	(7,459,291)	(7,373,081)
Total Liabilities and Stockholders' Deficit	\$ —	\$ —

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

JAMMIN JAVA CORP.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2023	2022	2023	2022
Operating Expenses:				
Consulting expense	\$ 30,000	\$ 30,000	\$ 60,000	\$ 60,000
General and administrative	2,750	480,650	14,313	481,150
Total operating expenses	32,750	510,650	74,313	544,150
Loss from operations	(32,750)	(510,650)	(74,313)	(544,150)
Other expense:				
Interest expense	(2,756)	—	(3,371)	—
Loss on issuance of convertible debt	(4,387)	—	(9,651)	—
Change in fair value of a derivative	3,681	—	1,125	—
Total other expense	(3,462)	—	(11,897)	—
Net Loss	\$ (36,212)	\$ (510,650)	\$ (86,210)	\$ (544,150)
Loss per share, basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding, basic and diluted	13,739,266,090	11,572,434,588	13,739,266,090	11,002,015,246

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

JAMMIN JAVA CORP.
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
For the Three and six Months Ended June 30, 2023 and 2022
(Unaudited)

	Series A Preferred Stock		Common Stock		Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2022	100	\$ —	13,739,266,090	\$ 13,739,268	\$ 16,782,675	\$ (37,895,024)	\$ (7,373,081)
Net loss	—	—	—	—	—	(49,998)	(49,998)
Balance, March 31, 2023	100	—	13,739,266,090	13,739,268	16,782,675	(37,945,022)	(7,423,079)
Net loss	—	—	—	—	—	(36,212)	(36,212)
Balance, June 30, 2023	100	\$ —	13,739,266,090	\$ 13,739,268	\$ 16,782,675	\$ (37,981,234)	\$ (7,459,291)

	Series A Preferred Stock		Common Stock		Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2021	—	\$ —	6,792,383,370	\$ 6,792,385	\$ 22,841,569	\$ (37,249,347)	\$ (7,615,393)
Shares issued for conversion of debt	—	—	4,765,216,053	4,765,216	(3,938,727)	—	826,486
Net loss	—	—	—	—	—	(33,500)	(33,500)
Balance, March 31, 2022	—	—	11,557,599,423	11,557,601	18,902,842	(37,282,847)	(6,822,404)
Shares issued for conversion of debt	—	—	15,000,000	15,000	(13,500)	—	1,500
Net loss	—	—	—	—	—	(510,650)	(510,650)
Balance, June 30, 2022	—	\$ —	11,572,599,423	\$ 11,572,601	\$ 18,889,342	\$ (37,793,497)	\$ (7,331,554)

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

JAMMIN JAVA CORP.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30,	
	2023	2022
Cash flows from operating activities:		
Net Loss	\$ (86,210)	\$ (544,150)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on issuance of convertible debt	9,651	—
Debt discount amortization	2,715	—
Change in fair value of a derivative	(1,125)	—
Changes in Operating Assets and Liabilities:		
Accrued compensation	60,000	60,000
Accounts payable	—	482,150
Accruals	656	—
Net cash used in operating activities	(14,313)	(2,000)
Cash flows from investing activities:	—	—
Cash flows from financing activities:		
Cash advance – related party	6,633	2,000
Proceeds from convertible debt – related party	7,680	—
Net cash provided by financing activities:	14,313	2,000
Net change in cash	—	—
Cash, beginning of period	—	—
Cash, end of period	\$ —	\$ —
Supplemental disclosure of cash flow information:		
Cash paid for taxes	\$ —	\$ —
Cash paid for interest	\$ —	\$ —
Supplemental disclosure of non-cash activity		
Conversion of debt to common stock	\$ —	\$ 827,986

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

JAMMIN JAVA CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
JUNE 30, 2023

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Jammin Java Corp. (the “Company”) was incorporated in Nevada on September 27, 2004 as Global Electronic Recovery Corp. On February 25, 2008, the Company changed its name to Marley Coffee, Inc. On July 3, 2009, the Company changed its name to Jammin Java Corp. On August 30, 2021, the Company converted to a Florida Corporation.

Effective August 24, 2020, the board of directors accepted the resignations of Scott Johnson as Director to the Company and President of the Company and Chris Plant as Director to the Company and Chief Executive Officer of the Company. The resignation leaves Paul Strickland as the sole remaining Director of the Company.

On December 1, 2020, The Company’s board of directors voted to change the Company’s fiscal year end of January 31st to a calendar year end of December 31st. These financial statements reflect the results of operations on a calendar year basis.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”), and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company as of and for the six month period ending June 30, 2023 and not necessarily indicative of the results to be expected for the full year ending December 31, 2023.

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. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America under U.S. GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

Accounts payable and related-party payables have fair values that approximate the carrying value due to the short-term nature of these instruments. Derivative liabilities are measured using level 3 inputs.

Fair Value at June 30,	(Level 1)	(Level 2)	(Level 3)

	2023			
Derivative liabilities	\$	40,358	\$	-

	Fair Value at December 31, 2022			
		(Level 1)	(Level 2)	(Level 3)
Derivative liabilities	\$	24,152	\$	-

Derivative Financial Instruments

The Company evaluates its convertible notes to determine if such instruments have 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. For stock-based derivative financial instruments, the Company uses a weighted-average Black-Scholes-Merton option pricing 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.

Basic and Diluted Loss Per Share

Under ASC 260 “Earnings Per Share,” the Company presents basic and diluted earnings (loss) per-share (“EPS”) amounts on the face of the statements of operations. Basic EPS is computed by dividing income (loss) available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Shares issued during the period and shares reacquired during the period are weighted for the portion of the period that they were outstanding. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. Potentially diluted shares are not presented when the effect of the computations are anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

Recently issued accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

The Company’s unaudited financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not established any source of revenue to cover its operating costs and has an accumulated deficit. These conditions raise substantial doubt about the company’s ability to continue as a going concern. The Company will engage in limited activities without incurring significant liabilities that must be satisfied in cash until a source of funding is secured. The Company will offer noncash consideration and seek equity lines as a means of financing its operations. If the Company is unable to obtain revenue producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

NOTE 4 – CONVERTIBLE DEBT

On August 25, 2022, the Company issued a \$50,000, 10% convertible promissory note to Phase I Operations, Inc. The Note matures August 25, 2023, has a 10% OID and is convertible into the Company’s common stock at a price equal to 55% of the average closing price of the Company’s common stock during the 20 consecutive trading days prior to the date on which the holder elects to convert all or part of the Note. The Note is being funded through the direct payment of Company expenses. As of June 30, 2023, \$13,000 has been used for expenses, plus \$1,356 OID. The derivative liability has been calculated on the total funds advanced plus OID.

As of June 30, 2023 and December 31, 2022, the Company owed its convertible note holders a total of \$1,000,006 and \$1,000,006, respectively.

NOTE 5 – RELATED PARTY TRANSACTIONS

On March 8, 2021, the Company entered into an 8% on demand convertible promissory note for \$1,116,241, with an entity controlled by its sole Director and Officer having a maturity date of March 18, 2021.

During the year ended December 31, 2021, the Company issued 1,958,318,719 shares of common stock in conversion of this note. On February 25, 2022, the note was discharged, and the shares are to be returned to the Company. As of June 30, 2023, the shares have not yet been returned and the amount of the note remains in the convertible debt balance. The shares are still shown as issued and outstanding as of June 30, 2023.

During the year ended December 31, 2022, the CEO advanced the Company \$6,980 to pay for general operating expenses. The advance is non-interest bearing and due on demand. During the three months ended March 31, 2023, the CEO advanced an additional \$6,633. As of June 30, 2023, the amount due is \$13,613.

On February 23, 2023, the Company issued a \$50,000, 10% convertible promissory note to Selkirk Global Holdings, LLC, (the "Note"). The Note matures February 23, 2024, has a 10% OID and is convertible into the Company's common stock at a price equal to 55% of the average closing price of the Company's common stock during the 20 consecutive trading days prior to the date on which the holder elects to convert all or part of the Note. The Note is being funded through the direct payment of Company expenses. As of June 30, 2023, the Note is disclosed as \$2,715, net of debt discount of \$5,733.

A summary of the activity of the derivative liability for the notes above is as follows:

Balance at December 31, 2021	\$ —
Increase to derivative due to new issuances	24,174
Decrease to derivative due to repayments	—
Derivative gain due to mark to market adjustment	(22)
Balance at December 31, 2022	24,152
Increase to derivative due to new issuances	17,331
Increase to derivative due to repayments	—
Derivative gain due to mark to market adjustment	(1,125)
Balance at June 30, 2023	\$ 40,358

NOTE 6 – COMMON STOCK

During the year ended December 31, 2022, the Company issued 6,946,882,720 shares of common stock in conversion of \$887,989 of liabilities.

NOTE 7 – PREFERRED STOCK

On March 22, 2021, the Company created and designated 100 shares Convertible Series A Preferred Stock, par value \$0.001. Each share of the Series A Preferred is convertible into 900 shares of common stock. In addition, each share of Series A Preferred stock has super voting rights of 70,000,000 votes for each share of preferred. In addition, each holder of these Series A Preferred stock, shall, on a pro rata basis, receive a priority of \$4,000,000 to be paid before any holders of common stock, from the net proceeds of any voluntary or involuntary, dissolution, liquidation, sale of all assets, sale of the corporation, bankruptcy, reorganization or other winddown of the Company.

On September 30, 2021, the Company issued all 100 of the authorized Series A Preferred Shares for services, to an entity controlled by the Company's sole Director and Officer.

NOTE 8 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were issued and has determined that it does not have any material subsequent events to disclose in these unaudited financial statements.