

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CODE GREEN APPAREL CORP.

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Dripping Springs, Texas 78620

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codegreenapparelcorporation@gmail.com
SIC Code: 7374

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,288,470,972 shares of common stock as of September 30, 2023, and 4,288,470,972 shares of common stock as of November 7, 2023.

3,838,715,637 shares of common stock 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:

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.

The Company was originally incorporated in the State of Nevada on December 11, 2007, as Fluid Solutions, Inc. In November 2009, the Company changed its name to Gold Standard Mining Corp. In November 2012, the Company changed its name to J.D. Hutt Corp. In September 2015, the Company changed its name to Green Code Apparel Corp., its current name.

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 Company is a Nevada corporation and is Active and in Good Standing 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:

Effective March 13, 2023, we acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin "miners," that is, the specialized computer hardware that process the algorithms to validate "blocks" of transactions and add them to the public ledger, thereby building a "blockchain." All of the Bitcoin "miners" were purchased with cash by their former owners.

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

9713 Stratus Drive, Dripping Springs, Texas 78620

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:

N/A

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: Pacific Stock Transfer Co.

Phone: 800-785-7782

Email: info@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

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:	CGAC
Exact title and class of securities outstanding:	Common Stock
CUSIP:	19189Y207
Par or stated value:	\$.001
Total shares authorized:	10,000,000,000 as of date: November 7, 2023
Total shares outstanding:	4,288,470,972 as of date: November 7, 2023
Total number of shareholders of record:	104 as of date: November 7, 2023

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

Trading symbol:	N/A
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:

Trading symbol:	N/A
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 Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	1,000 as of date: November 7, 2023
Total shares outstanding (if applicable):	1,000 as of date: November 7, 2023
Total number of shareholders of record	One (1) as of date: November 7, 2023

Exact title and class of the security:	Series B Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	200,000 as of date: November 7, 2023
Total shares outstanding (if applicable):	0 as of date: November 7, 2023
Total number of shareholders of record	0 as of date: November 7, 2023

Exact title and class of the security:	Series C Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	100,000 as of date: November 7, 2023
Total shares outstanding (if applicable):	100,000 as of date: November 7, 2023
Total number of shareholders of record	3 as of date November 7, 2023

Exact title and class of the security:	Series D Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	100,000 as of date: November 7, 2023
Total shares outstanding (if applicable):	100,000 as of date November 7, 2023
Total number of shareholders of record	4 as of date: November 7, 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.

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

We have never declared or paid any cash dividends on our common stock.

As part of our new business plan, however, we intend to pay cash dividends to all holders of our capital stock, including holders of common stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined "Available Cash," as follows:

Available Cash shall be calculated as an amount, for any determination period, equal to (1) total revenues from sales of company-mined Bitcoin, (2) less total costs of Bitcoin mined by the company, (3) less cash operating expenses of the company, (4) less cash paid by the company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 15.0% of Available Cash distributed to the holders of Common Stock.
- 22.5% of Available Cash distributed to the holder(s) of Series A Preferred Stock.
- 20.0% of Available Cash distributed to the holder(s) of Series C Preferred Stock.
- 42.5% of Available Cash distributed to the holder(s) of Series D Preferred Stock.

Our Board of Directors has not yet declared any dividend, in this regard.

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

Series A Preferred Stock. Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock has no rights of conversion. The Series A Preferred Stock, as a class, is entitled to receive, as dividends, 22.5% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals five thousandths of a percent (0.005%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into five percent (5.0%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

Series B Preferred Stock. Each share of Series B Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series B Preferred Stock is stated, in the filed certificate of designation (the “Series B Designation”), to possess conversion rights. However, the relevant provisions in the Series B Designation fail to state a conversion price or conversion ratio. The Series B Preferred Stock has the right to participate in any dividends declared by our Board of Directors with respect to our common stock.

Series C Preferred Stock. Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series C Preferred Stock has no rights of conversion. The Series C Preferred Stock, as a class, is entitled to receive, as dividends, 20.0% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals five hundred-thousandths of a percent (0.00005%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into five percent (5.0%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

Series D Preferred Stock. Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series D Preferred Stock has no rights of conversion. The Series D Preferred Stock, as a class, is entitled to receive, as dividends, 42.5% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series D Preferred Stock. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals fifteen ten-thousandths of a percent (0.00015%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into fifteen percent (15.0%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

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.

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

3) Issuance History

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

Number of Shares outstanding as of January 1, 2019	<u>Opening Balance:</u> Common: 48,788,638 Preferred: Series A: 1,000 Series B: 65,000								
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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
3/23/2021	New Issuance	3,770,690	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
4/15/2021	New Issuance	2,128,362	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
4/28/2021	New Issuance	4,354,690	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/3/2021	New Issuance	5,496,810	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/8/2021	New Issuance	3,220,500	Common Stock	\$0.0034	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/14/2021	New Issuance	3,220,506	Series B Preferred Stock	\$0.0055	Yes	Tri-Bridge Ventures, LLC (John Forsythe III)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/14/2021	New Issuance	4,585,397	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/16/2021	New Issuance	2,895,586	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/22/2021	New Issuance	7,043,103	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/24/2021	New Issuance	3,915,200	Common Stock	\$0.004	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended

6/29/2021	New Issuance	6,575,862	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/1/2021	New Issuance	2,275,862	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/8/2021	New Issuance	5,832,121	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/8/2021	New Issuance	4,903,733	Common Stock	\$0.0051	Yes	Tri-Bridge Ventures, LLC (John Forsythe III)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/12/2021	New Issuance	4,959,569	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/13/2021	New Issuance	4,189,709	Common Stock	\$0.005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/14/2021	New Issuance	5,686,900	Common Stock	\$0.0022	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/14/2021	New Issuance	5,081,000	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/16/2021	New Issuance	5,722,914	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/21/2021	New Issuance	8,756,569	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/23/2021	New Issuance	5,440,397	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/28/2021m	New Issuance	4,931,928	Common Stock	\$0.0025	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/28/2021	New Issuance	8,228,569	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/28/2021	New Issuance	7,427,322	Common Stock	\$0.0025	Yes	Tri-Bridge Ventures, LLC (John Forsythe III)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
7/29/2021	New Issuance	7,478,604	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/2/2021	New Issuance	10,034,483	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/4/2021	New Issuance	8,334,535	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/19/2021	New Issuance	10,953,104	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/23/2021	New Issuance	9,568,698	Common Stock	\$0.0015	Yes	JSJ Investments LLC (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/24/2021	New Issuance	10,360,224	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Arye Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended

8/24/2021	New Issuance	4,636,770	Common Stock	\$0.0012	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/25/2021	New Issuance	21,337,932	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/27/2021	New Issuance	24,709,655	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/27/2021	New Issuance	12,354,678	Common Stock	\$0.0009	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/31/2021	New issuance	12,354,678	Common Stock	\$0.0007	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/1/2021	New Issuance	28,565,862	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/2/2021	New Issuance	14,776,209	Common Stock	\$0.0008	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/2/2021	New Issuance	11,523,759	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/3/2021	New Issuance	32,569,879	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/7/2021	New Issuance	34,850,862	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/9/2021	New Issuance	20,786,251	Common Stock	\$0.0008	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/10/2021	New Issuance	41,777,017	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/13/2021	New Issuance	43,977,586	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/13/2021	New Issuance	41,960,345	Common Stock	\$0.0006	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/14/2021	New Issuance	30,940,224	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/14/2021	New Issuance	25,554,259	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/15/2021	New Issuance	61,909,138	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/16/2021	New Issuance	67,618,396	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/16/2021	New Issuance	6,597,710	Common Stock	\$0.0008	Yes	More Capital LLC (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended

9/16/2021	New Issuance	30,813,040	Common Stock	\$0.0006	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/20/2021	New Issuance	57,979,966	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/20/2021	New Issuance	20,999,828	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/20/2021	New Issuance	60,000,000	Common Stock	\$0.0006	Yes	Anubis Capital Partners (Jacob Cohen)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/21/2021	New Issuance	52,570,890	Common Stock	\$0.0006	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/21/2021	New Issuance	77,918,103	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/21/2021	New Issuance	37,483,176	Common Stock	\$0.0006	Yes	More Capital LLC (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/27/2021	New Issuance	100,000,000	Common Stock	\$0.0006	Yes	Anubis Capital Partners (Jacob Cohen)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
9/30/2021	New Issuance	54,033,662	Common Stock	\$0.0006	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/4/2021	New Issuance	119,018,224	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/6/2021	New Issuance	135,938,621	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/7/2021	New Issuance	131,411,060	Common Stock	\$0.0006	Yes	Anubis Capital Partners (Jacob Cohen)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/7/2021	New Issuance	148,744,828	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/11/2021	New Issuance	176,741,379	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/12/2021	New Issuance	58,328,363	Common Stock	\$0.0006	Yes	JSJ Investments (Sameer Hirji)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/12/2021	New Issuance	27,593,564	Common Stock	\$0.0006	Yes	Adar Bays, LLC (Ayre Goldstein)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/18/2021	New Issuance	92,540,807	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/25/2021	New Issuance	105,329,000	Common Stock	\$0.0004	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
10/27/2021	New Issuance	33,748,620	Common Stock	\$0.0005	Yes	More Capital LLC (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
11/16/2021	New Issuance	94,671,000	Common Stock	\$0.0006	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended

11/29/2021	New Issuance	112,021,640	Common Stock	\$0.0005	Yes	More Capital Partners LP (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
11/30/2021	New Issuance	112,021,640	Common Stock	\$0.0009	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/9/2021	New Issuance	127,638,640	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/17/2021	New Issuance	133,893,569	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/22/2021	New Issuance	112,579,959	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/27/2021	New Issuance	146,841,000	Common Stock	\$0.0003	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
12/28/2021	New Issuance	140,453,718	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/5/2022	New Issuance	133,892,933	Common Stock	\$0.0006	Yes	More Capital Partners LP (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/10/2022	New Issuance	97,816,081	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/14/2022	New Issuance	166,608,331	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/31/2022	New Issuance	53,159,000	Common Stock	\$0.0002	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
5/18/2022	New Issuance	95,962,200	Common Stock	\$0.0003	Yes	Oscaleta Partners (Steven Hicks)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/27/2022	New Issuance	5,000,000	Common Stock	\$0.0005	Yes	Angelo Communications Inc. (Caren Currier)	Payment of Trade Debt	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/28/2022	New Issuance	20,000,000	Common Stock	\$0.0005	Yes	Dysfunctional Rehabilitation Limited (Caren Currier)	Payment of Trade Debt	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	Cancellation	(65,000)	Series B Preferred Stock	N/A	N/A	Eric Scheffey	N/A	N/A	N/A
3/11/2023	New Issuance	33,334	Series C Preferred Stock	\$.52865	Yes	Logan W. Rice	Asset Purchase	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	33,333	Series C Preferred Stock	\$.52865	Yes	Linrick Industries, LLC (Linda S. Rice)	Asset Purchase	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	33,333	Series C Preferred Stock	\$.52865	Yes	Partnership Holdings, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	50,000	Series D Preferred Stock	\$10.8346	Yes	The Linda Sue Rice Living Trust (Linda S. Rice)	Asset Purchase	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	15,000	Series D Preferred Stock	\$10.8346	Yes	Partnership Holdings, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended

3/11/2023	New Issuance	21,000	Series D Preferred Stock	\$10.8346	Yes	ULP Investments, LLC (Michael Johander)	Asset Purchase	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	14,000	Series D Preferred Stock	\$10.8346	Yes	Bristol Cheese, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
3/31/2023	New Issuance	167,002,800	Common Stock	NA	Yes	Oscleta Partners (Steven Hicks)	Conversion of Note	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0003	No	Booski Consulting, LLC (Logan William Rice)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0003	No	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	4,597,363	Common Stock	\$0.0003	No	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0004	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	7,815,517	Common Stock	\$0.0003	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	10,573,935	Common Stock	\$0.0003	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	4,597,363	Common Stock	\$0.0004	No	Partnership Holdings, LLC (Daniel Bishop)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	16,090,771	Common Stock	\$0.0003	No	The Linda Sue Rice Living Trust (Linda S. Rice)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	11,493,408	Common Stock	\$0.0004	No	ULP Investments, LLC (Michael Johander)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
8/22/2023	New Issuance	200,000,000	Common Stock	\$0.0006	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
Shares Outstanding as of: November 7, 2023	Ending Balances: Common: 4,288,470,972 Preferred: Series A: 1,000 Series B: 0 Series C: 100,000 Series D: 100,000								

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
3/13/2023	\$192,403.33	\$192,403.33	\$-0-	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A	More Capital Partners, L.P. (Mike Wruck)	Loan
3/3/2023	\$150,000.00	\$150,000.00	\$0	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A	George J. Powell III	Loan
6/5/2017	\$150,000.0.000	\$150,000.00	\$0	3/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	Auctus Fund, LLC (Lou Posner)	Loan
03/30/2023	\$230,000.00	\$230,000.00	\$0	03/30/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Booski Consulting, LLC (Logan William Rice)	Loan
03/31/2023	\$230,000.00	\$230,000.00	\$0	03/31/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
03/31/2023	\$115,000.00	\$115,000.00	\$0	03/31/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Daniel Bishop)	Loan
4/14/2023	\$402,500	\$402,500	\$0	4/14/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust 2017 (Linda S. Rice)	Loan
4/26/2023	\$195,500	\$195,500	\$0	4/26/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Moore Capital, LLC (Mike Wruck)	Loan
5/1/2023	\$287,500	\$287,500	\$0	5/1/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	ULP Investments, LLC (Michael Johander)	Loan

5/12/2023	\$230,000	\$230,000	\$0	5/12/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust (James Hoeschler)	Loan
6/13/2023	\$264,500	\$264,500	\$0	6/13/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Moore Capital, LLC (Mike Wruck)	Loan
6/23/2023	\$115,000	\$115,000	\$0	6/23/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust (James Hoeschler)	Loan
9/5/2023	\$64,400	\$64,400	\$0	9/5/2027	No conversion, unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust 2017 (Linda S. Rice)	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.otcm Markets.com).

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

Recent Change in Control

At the close of business on March 3, 2023, there occurred a change in control of our company, whereby Logan William Rice purchased securities representing voting control of our company from George J. Powell III. In conjunction with the change-in-control transaction, our former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as our current sole director. In addition, Mr. Rice was appointed as CEO and Secretary of our company; Ms. Currier remains as CFO of our company.

Following the change-in-control transaction, and in light of our company's failure to establish a viable business, our Board of Directors adopted a new business model for our company, to wit: our company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, we will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to "Available Cash" (as established by our Board of Directors) to our holders of capital stock.

Also in conjunction with such change in control, we acquired two going businesses engaged in Bitcoin mining. (See "New Business Operations" below).

Change in "Shell" Status

Effective March 13, 2023, we acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin "miners," that is, the specialized computer hardware that

process the algorithms to validate “blocks” of transactions and add them to the public ledger, thereby building a “blockchain.” All of the Bitcoin “miners” were purchased with cash by their former owners.

We acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; we acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, our Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of our Series C Preferred Stock.

Until our acquisition of Operating Group 1 and Operating Group 2, our company identified itself as a “shell company.” Effective with our acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, our company ceased to be a “shell company.”

New Business Operations

With the acquisitions of Operating Group 1 and Operating Group 2, our company now operates as a Bitcoin mining company in the manner of a traditional gold mining company, that is, we will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by our Board of Directors) to our holders of capital stock.

Overview

Our company is a Bitcoin mining company. Bitcoin, a cryptocurrency, is a specialized application of blockchain technology. Blockchains are encrypted distributed ledgers maintained on the internet. Bitcoin mining is the process of validating the authenticity of encrypted blocks of transactions and updating Bitcoin’s blockchain ledger. Bitcoin miners expend significant amounts of computer processing power – hash rate – to solve complicated mathematical problems required to validate the encrypted data block. The Bitcoin blockchain protocol rewards the first Bitcoin miner to solve the encryption and add a new block of validated transactions to the Bitcoin blockchain ledger with newly issued Bitcoins. Bitcoin miners compete for those rewards and a share of transaction fees. This creates a competitive environment where Bitcoin miners are constantly seeking to increase their hashing capacity by expansion or deployment of new higher-capacity mining equipment.

Our Business Model

We will treat our mined Bitcoin as a traditional commodity, in the manner of a traditional gold mining company, for example. We will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by our Board of Directors) to our holders of capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;

- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

There is no assurance that our Bitcoin mining operations will ever generate sufficient funds to produce “Available Cash” for dividend distribution.

Our overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party’s secure Bitcoin mining facility, while maintaining low operating expenses. All of our Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield “Available Cash” for dividend distribution to holders of our capital stock.

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

Currently, we have no subsidiaries or affiliated companies.

C. Describe the issuer’s principal products or services.

Our company is a Bitcoin mining company. Bitcoin, a cryptocurrency, is a specialized application of blockchain technology. Blockchains are encrypted distributed ledgers maintained on the internet. Bitcoin mining is the process of validating the authenticity of encrypted blocks of transactions and updating Bitcoin’s blockchain ledger. Bitcoin miners expend significant amounts of computer processing power – hash rate – to solve complicated mathematical problems required to validate the encrypted data block. The Bitcoin blockchain protocol rewards the first Bitcoin miner to solve the encryption and add a new block of validated transactions to the Bitcoin blockchain ledger with newly issued Bitcoins. Bitcoin miners compete for those rewards and a share of transaction fees. This creates a competitive environment where Bitcoin miners are constantly seeking to increase their hashing capacity by expansion or deployment of new higher-capacity mining equipment.

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.

We conduct all of our corporate functions from a premises provided to us by our CEO, Logan William Rice, at no charge. Each of our Bitcoin miners is located at third-party secure locations in Texas and South Carolina, pursuant to separate lease agreements. We own no real property.

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.

Name of Officer, Director or Control Person	Affiliation with Company (e.g., Officer Title, Director, Owner of More Than 5%)	Residential Address (City/State Only)	Number of Shares Owned	Share Type/Class	Ownership Percentage of Class Outstanding	Note
Logan William Rice	Sole Director, Chief Executive Officer, Chief Financial Officer and Secretary	Dripping Springs, Texas	-0-	Common Stock	0%	
			1,000	Series A Preferred Stock	100%	See Note A below.
			33,334	Series C Preferred Stock	33.34%	See Note B below.
Note A	The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights. Mr. Rice possesses control of our company through his ownership of the Series A Preferred Stock.					
Note B	Each share of Series C Preferred Stock has one (1) vote in all matters requiring shareholder approval.					

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: Eric Newlan, Esq.
Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road, Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: Richard Edelson
Firm: Get OTC Current LLC
Address 1: 1050 West Jericho Turnpike
Address 2: Smithtown, NY 11787
Phone: 631-672-7181
Email: rich@getotccurrent.com

Investor Relations

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

All other means of Investor Communication:

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

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: _____
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: **Richard Edelson**
Title: **Consultant**
Relationship to Issuer: **None**

Describe the qualifications of the person or persons who prepared the financial statements: **Mr. Edelson is experienced in the collection of financial information and the preparation of financial statements and has over 25 years' experience in accounting.**

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

[CERTIFICATION PAGE FOLLOWS]

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, Logan William Rice, certify that:

1. I have reviewed this Disclosure Statement for **Code Green Apparel 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.

Dated: November 7, 2023

/s/ Logan William Rice

Chief Executive Officer

Principal Financial Officer:

I, Logan William Rice, certify that:

1. I have reviewed this Disclosure Statement for **Code Green Apparel 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.

Dated: November 7, 2023

/s/ Logan William Rice

Chief Financial Officer

CODE GREEN APPAREL CORP.
BALANCE SHEETS
(Unaudited)

	<u>9/30/23</u>	<u>9/30/22</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 17,311	\$ ---
River Financial	157	---
Bitcoin Available for Sale	90,316	---
Escrow Account	65,000	---
Total current assets	<u>172,784</u>	<u>---</u>
NON-CURRENT ASSETS		---
Bitcoin Mining Equipment	2,829,959	
Total non-current assets	<u>2,829,959</u>	<u>---</u>
TOTAL ASSETS	<u><u>\$ 3,002,743</u></u>	<u><u>\$ ---</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and other accrued liabilities	\$ 86,170	\$ 5,500
Due to related party	28,766	25,795
Notes payable	1,837,175	---
Convertible notes payable	576,153	607,860
Total current liabilities	<u>2,528,264</u>	<u>639,155</u>
TOTAL LIABILITIES	<u><u>\$ 2,528,264</u></u>	<u><u>\$ 639,155</u></u>
STOCKHOLDERS' EQUITY		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized		
Series A Preferred Stock, 1,000 shares and 1,000 shares issued and outstanding at September 30, 2023, and September 30, 2022, respectively	\$ 1	\$ 1
Series B Preferred Stock, -0- shares and 40,000 shares issued and outstanding at September 30, 2023, and September 30, 2022, respectively	---	40
Series C Preferred Stock, 100,000 shares and -0- shares issued and outstanding at September 30, 2023, and September 30, 2022, respectively	100	---
Series D Preferred Stock, 100,000 shares and -0- shares issued and outstanding at September 30, 2023, and September 30, 2022, respectively	100	---
Common stock, \$0.001 par value, 10,000,000,000 shares authorized, 4,288,470,972 shares and 3,717,753,000 shares issued and outstanding at September 30, 2023, and September 30, 2022, respectively	4,288,471	3,717,753
Additional paid-in capital	9,615,433	10,108,506
Accumulated deficit	(12,979,870)	(14,465,487)
Total stockholders' deficit	<u>474,479</u>	<u>(639,155)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>\$ 3,002,743</u></u>	<u><u>\$ ---</u></u>

See accompanying notes to unaudited financial statements.

CODE GREEN APPAREL CORP.
STATEMENTS OF OPERATIONS
(Unaudited)

	<u>Nine Months Ended 9/30/23</u>	<u>Nine Months Ended 9/30/22</u>
Revenues		
Mining revenue	\$ 235,002	\$ ---
Sale of Bitcoin	194,634	---
Total revenue	<u>429,636</u>	<u>---</u>
Cost of Goods Sold		
Bitcoin costs	194,736	---
Energy costs	108,082	---
Fees	<u>2,335</u>	<u>---</u>
Total costs of goods sold	<u>305,153</u>	<u>---</u>
Gross Profit	124,483	---
Operating Expenses		
General and administrative	<u>132,088</u>	<u>1,013</u>
Total operating expenses	<u>132,088</u>	<u>1,013</u>
Net operating loss	(7,605)	(1,013)
Other income (expense)		
Realized loss on sale of Bitcoin	(101)	---
Interest expense	(19,305)	---
Forgiveness of debt	<u>---</u>	<u>348,411</u>
Total other income (expense)	<u>(19,406)</u>	<u>348,411</u>
Profit (loss) before taxes	(27,011)	347,398
Income tax expense	<u>---</u>	<u>---</u>
Net loss	<u><u>\$ (27,011)</u></u>	<u><u>\$ 347,398</u></u>
Net loss per common share		
Basic	<u><u>\$ (0.00)</u></u>	<u><u>\$ (0.00)</u></u>
Diluted	<u><u>\$ (0.00)</u></u>	<u><u>\$ (0.00)</u></u>
Weighted average number of common shares outstanding		
Basic	<u><u>4,288,470,972</u></u>	<u><u>3,838,715,637</u></u>
Diluted	<u><u>4,288,470,972</u></u>	<u><u>3,838,715,637</u></u>

See accompanying notes to unaudited financial statements.

CODE GREEN APPAREL CORP.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
NINE MONTHS ENDED SEPTEMBER 30, 2023
(Unaudited)

	Preferred Stock													
	Series A		Series B		Series C		Series D							
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity (Deficit)	
Balance, December 31, 2020	1,000	1	40,000	40	---	\$ ---	---	\$ ---	---	48,788,638	\$ 95,955	\$ 10,050,497	\$(11,644,519)	\$ (1,497,986)
Common stock issued	---	---	---	---	---	---	---	---	3,217,488,454	1,160,766	406,771	---	1,567,537	
Net loss	---	---	---	---	---	---	---	---	---	---	---	(1,487,080)	(1,487,080)	
Balance, December 31, 2021	1,000	1	40,000	40	---	---	---	---	3,266,277,092	1,256,761	10,457,268	(13,131,599)	(1,417,529)	
Common stock issued	---	---	---	---	---	---	---	---	572,438,545	2,581,954	(1,671,631)	---	910,323	
Series B Preferred Stock issued	---	---	25,000	25	---	---	---	---	---	---	---	---	25	
Net loss	---	---	---	---	---	---	---	---	---	---	---	(137,436)	(137,436)	
Balance, December 31, 2022	1,000	1	65,000	65	---	---	---	---	3,838,715,637	3,838,715	8,785,637	(13,269,041)	(644,617)	
Series C Preferred Stock issued	---	---	---	---	100,000	100	---	---	---	---	54,153	---	54,253	
Series D Preferred Stock issued	---	---	---	---	---	---	100,000	100	---	---	1,109,736	---	1,109,836	
Common stock issued	---	---	---	---	---	---	---	---	167,003,000	---	---	---	---	
Restructure/recapture of notes payable	---	---	---	---	---	---	---	---	---	---	(334,164)	---	(334,164)	
Net income	---	---	---	---	---	---	---	---	---	---	---	351,587	351,587	
Balance, March 31, 2023	1,000	1	65,000	65	100,000	100	100,000	100	4,005,718,637	3,838,715	9,615,362	(12,917,454)	536,895	
Net loss	---	---	---	---	---	---	---	---	---	---	---	(35,405)	(35,405)	
Balance June 30, 2023	1,000	1	65,000	65	100,000	100	100,000	100	4,005,718,637	3,838,715	9,615,362	(12,952,859)	501,490	
Common stock issued	---	---	---	---	---	---	---	---	282,752,335	---	---	---	282,752,335	
Net loss	---	---	---	---	---	---	---	---	---	---	---	(27,011)	(27,011)	
Balance, September 30, 2023	1,000	1	65,000	65	100,000	100	100,000	100	4,288,470,972	3,838,715	9,615,362	(12,979,870)	474,479	

See accompanying notes to unaudited financial statements.

CODE GREEN APPAREL CORP.
STATEMENTS OF CASH FLOWS
(Unaudited)

	Quarter Ended 9/30/23	Quarter Ended 9/30/22
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit (loss)	\$ (27,011)	\$ 347,398
Adjustments to reconcile net loss to net cash used for operating activities:		
Accounts payable and accrued expenses	6,160	(50,000)
Escrow	(15,000)	---
Accrued interest	---	44,238
Due from related parties	---	1,013
Bitcoin available for sale	(40,165)	---
Net cash used for operating activities	(76,016)	342,649
CASH FLOWS FROM INVESTING ACTIVITIES		
Mining equipment	(240,870)	---
River Financial	(157)	---
Net cash used in investing activities	(241,027)	---
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of Series B Preferred Stock	---	32
Issuance/conversions of notes payable	56,000	(342,681)
Amortization of note premiums	(16,646)	---
Net cash provided by financing activities	39,354	(342,649)
Net increase (decrease) in cash and cash equivalents	(277,689)	---
Cash and cash equivalents at beginning of period	295,000	---
Cash and cash equivalents at end of period	<u>\$ 17,311</u>	<u>\$ ---</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Income taxes paid	<u>\$ ---</u>	<u>\$ ---</u>
Interest paid	<u>\$ ---</u>	<u>\$ ---</u>

See accompanying notes to unaudited financial statements.

CODE GREEN APPAREL CORP.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
SEPTEMBER 30, 2023

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Code Green Apparel Corporation (the “Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Nevada on September 2, 2014. Since March 2023, the Company has operated as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” to the holders of the Company’s capital stock.

Change in Control

At the close of business on March 3, 2023, there occurred a change in control of the Company, whereby Logan William Rice purchased securities representing voting control of the Company from George J. Powell III. In conjunction with the change-in-control transaction, the Company’s former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as the Company’s current sole director. In addition, Mr. Rice was appointed as CEO and Secretary of the Company; Ms. Currier remains as CFO of the Company.

New Plan of Business

Following the change-in-control transaction, and in light of the Company’s failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: the Company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by the Board of Directors) to the holders of the Company’s capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

The overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party’s secure Bitcoin mining facility, while maintaining low operating expenses. All of the Company’s Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield “Available Cash” for dividend distribution to holders of the Company’s capital stock.

Debt Forgiveness Agreement

Pursuant to a debt forgiveness agreement, effective March 3, 2023, Carebourn Capital, L.P. agreement to forgive all \$332,370.91 of debt owed by the Company to it. In consideration of this debt forgiveness, the Company agreed to pursue its new Bitcoin mining business plan.

First Amended and Restated Promissory Note

Effective March 3, 2023, the Company delivered a First Amended and Restated Promissory Note (the “Amended Powell Note”) to the Company’s former control person, George J. Powell III. The Amended Powell Note has a principal amount of \$150,000 and bears interest at 8% per annum. The Amended Powell Note is repayable, as follows:

- (a) \$35,000 of the principal (the “Cash Payment Amount”) shall be payable, in immediately available funds, on or before the fifth day immediately following the date on which the Company obtains the first \$100,000 in proceeds from sales of the Company’s common stock made pursuant to the Company’s first-qualified Regulation A offering statement;
- (b) all unpaid principal and interest in excess of the Cash Payment Amount (the “Stock Payment Amount”) shall be payable by the conversion of the Stock Payment Amount into shares of Company common stock; and
- (c) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 3, 2024, and shall be payable in cash.

Executive Services Agreement

Effective March 3, 2023, the Company entered into an Executive Services Agreement with its Chief Financial Officer, Caren Currier. Under such agreement, the Company is obligated to pay Ms. Currier \$1,000 per month through June 2023.

Repayment of Expenses Advanced by Officer

In conjunction with the change-in-control transaction, the Company’s Chief Financial Officer, Caren Currier, has been repaid a total of \$36,258 in expenses advanced by her on the Company’s behalf.

Consolidated Convertible Promissory Note

Effective March 13, 2023, pursuant to a securities purchase agreement, the Company delivered a Consolidated Convertible Promissory Note (the “Consolidated More Note”) to More Capital Partners, L.P. The Consolidated More Note has a principal amount of \$192,403.33 and bears interest at 8% per annum. The Consolidated More Note is repayable, as follows: (a) the principal and interest shall be payable shall be payable by the conversion of into shares of Company common stock that have been qualified by the SEC pursuant to the Company’s first-qualified Regulation A offering statement, or into shares of Company common stock pursuant to another exemption from registration; and (b) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 13, 2024, and shall be payable in cash.

In addition, pursuant to the securities purchase agreement, the Company issued 200,000,000 shares of common stock to More Capital Partners, L.P. as a commitment fee.

Asset Purchase Agreements – Change in “Shell” Status

Effective March 13, 2023, the Company acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as “Operating Group 1” and “Operating Group 2.”

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP” accounting). The Company has adopted December 31 fiscal year end.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company had \$295,000 and \$-0- of cash as of June 30, 2023, and December 31, 2022, respectively.

Fair Value of Financial Instruments

ASC topic 820 “Fair Value Measurements and Disclosures” establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: defined as observable inputs such as quoted prices in active markets.

Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of accounts payable and the Company’s loan from shareholder approximates its fair value due to their short-term maturity.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company’s net income (loss) applicable to common shareholders by the weighted average number of common shares during the period. Diluted income (loss) per share is calculated by dividing the Company’s net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of June 30, 2023 and 2022. In loss years, common stock equivalents would not be included as they would be anti-dilutive.

Comprehensive Income

The Company has established standards for the reporting of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principle, which contemplate continuation of the Company as a going concern. However, the Company has only recently begun to produce revenues from operations. The Company currently is attempting to achieve a stabilized stream of revenues sufficient to cover operating costs over an extended period of time. This raises substantial doubt about its ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

NOTE 4 – CAPITAL STOCK

Designations of Series of Preferred Stock

In April 2023, the Board of Directors revised the Series A Preferred Stock designation and designated Series C Preferred Stock and Series D Preferred Stock.

Series A Preferred Stock

Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock, as a class, is entitled to receive, as dividends, 22.5% of "Available Cash," as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals two hundred twenty-five ten-thousandths of a percent (0.0225%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into twenty-two and one-half percent (22.5%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At June 30, 2023, 1,000 shares of Series A Preferred Stock are issued and outstanding.

Series B Preferred Stock

Each share of Series B Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series B Preferred Stock is stated, in the filed certificate of designation (the "Series B Designation"), to possess conversion rights. However, the relevant provisions in the Series B Designation fail to state a conversion price or conversion ratio. The Series B Preferred Stock has the right to participate in any dividends declared by our Board of Directors with respect to our common stock. At June 30, 2023, no shares of Series B Preferred Stock are issued and outstanding.

Series C Preferred Stock

Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series C Preferred Stock, as a class, is entitled to receive, as dividends, 20.0% of "Available Cash," as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals two ten thousandths of a percent (0.0002%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into twenty percent (20.0%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At June 30, 2023, 100,000 shares of Series C Preferred Stock are issued and outstanding.

Series D Preferred Stock

Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series D Preferred Stock, as a class, is entitled to receive, as dividends, 42.5% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series D Preferred Stock. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals four hundred twenty-five millionths of a percent (0.000425%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into forty-two and one-half percent (42.5.0%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At June 30, 2023, 100,000 shares of Series D Preferred Stock are issued and outstanding.

Preferred Stock Issuances

During the six months ended June 30, 2023, the Company issued a total of 100,000 shares of Series C Preferred Stock to acquire Bitcoin miners and mined Bitcoin with a total value of \$54,253 and a total of 100,000 shares of Series D Preferred Stock to acquire Bitcoin miners and mined Bitcoin with a total value of \$1,109,836.

Common Stock Issuances

During the nine months ended September 30, 2023, the Company issued a total of 449,755,335 shares of common stock.

During the nine months ended September 30, 2022, the Company issued a total of 547,438,545 shares of common stock.

NOTE 5 – COMMITMENTS AND CONTINGENCIES

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

NOTE 6 – CHANGE IN CONTROL

At the close of business on March 3, 2023, there occurred a change in control of the Company, whereby Logan William Rice purchased securities representing voting control of the Company from George J. Powell III. In conjunction with the change-in-control transaction, the Company’s former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as the Company’s current sole director. Mr. Rice serves as the Company’s CEO and CFO.

NOTE 7 – NEW PLAN OF BUSINESS

Following the change-in-control transaction, and in light of the Company’s failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: the Company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by the Board of Directors) to the holders of the Company’s capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

The overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party's secure Bitcoin mining facility, while maintaining low operating expenses. All of the Company's Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield "Available Cash" for dividend distribution to holders of the Company's capital stock.

NOTE 8 – DEBT FORGIVENESS AGREEMENT

Pursuant to a debt forgiveness agreement, effective March 3, 2023, Carebourn Capital, L.P. agreement to forgive all \$332,370.91 of debt owed by the Company to it. In consideration of this debt forgiveness, the Company agreed to pursue its new Bitcoin mining business plan.

NOTE 9 – FIRST AMENDED AND RESTATED PROMISSORY NOTE

Effective March 3, 2023, the Company delivered a First Amended and Restated Promissory Note (the "Amended Powell Note") to the Company's former control person, George J. Powell III. The Amended Powell Note has a principal amount of \$150,000 and bears interest at 8% per annum. The Amended Powell Note is repayable, as follows: (a) \$35,000 of the principal (the "Cash Payment Amount") shall be payable, in immediately available funds, on or before the fifth day immediately following the date on which the Company obtains the first \$100,000 in proceeds from sales of the Company's common stock made pursuant to the Company's first-qualified Regulation A offering statement; (b) all unpaid principal and interest in excess of the Cash Payment Amount (the "Stock Payment Amount") shall be payable by the conversion of the Stock Payment Amount into shares of Company common stock; and (c) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 3, 2024, and shall be payable in cash.

NOTE 10 – EXECUTIVE SERVICES AGREEMENT

Effective March 3, 2023, the Company entered into an Executive Services Agreement with its Chief Financial Officer, Caren Currier. Under such agreement, the Company is obligated to pay Ms. Currier \$1,000 per month through June 2023.

NOTE 11 – REPAYMENT OF EXPENSES ADVANCED BY OFFICER

In conjunction with the change-in-control transaction, the Company's Chief Financial Officer, Caren Currier, has been repaid a total of \$36,258 in expenses advanced by her on the Company's behalf.

NOTE 12 – CONSOLIDATED CONVERTIBLE PROMISSORY NOTE

Effective March 13, 2023, pursuant to a securities purchase agreement, the Company delivered a Consolidated Convertible Promissory Note (the "Consolidated More Note") to More Capital Partners, L.P. The Consolidated More Note has a principal amount of \$192,403.33 and bears interest at 8% per annum. The Consolidated More Note is repayable, as follows: (a) the principal and interest shall be payable shall be payable by the conversion of into shares of Company common stock that have been qualified by the SEC pursuant to the Company's first-qualified Regulation A offering statement, or into shares of Company common stock pursuant to another exemption from registration; and (b) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 13, 2024, and shall be payable in cash.

In addition, pursuant to the securities purchase agreement, the Company issued 200,000,000 shares of common stock to More Capital Partners, L.P. as a commitment fee.

NOTE 13 – ASSET PURCHASE AGREEMENT; CHANGE IN “SHELL” STATUS

Effective March 13, 2023, the Company acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as “Operating Group 1” and “Operating Group 2.”

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin “miners,” that is, the specialized computer hardware that process the algorithms to validate “blocks” of transactions and add them to the public ledger, thereby building a “blockchain.” All of the Bitcoin “miners” were purchased with cash by their former owners.

The Company acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; the Company acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, the Company’s Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of the Company’s Series C Preferred Stock.

Until the acquisition of Operating Group 1 and Operating Group 2, the Company identified itself as a “shell company.” Effective with the acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, the Company ceased to be a “shell company.”

NOTE 14 – EMPLOYMENT AGREEMENT

In April 2023, the Company entered into an employment with Logan William Rice, our Chief Executive Officer, with an initial term through December 31, 2024, with one-year renewals, unless terminated. Mr. Rice shall receive an annual base salary of \$240,000, a \$25,000 signing bonus and, if awarded by the Board of Directors, Mr. Rice shall be eligible to earn an annual cash bonus award based on the achievement level of performance on objectives adopted by the Board of Directors. During each fiscal year, if the target level of Mr. Rice’s annual bonus will be 25% of his base salary. For the fiscal year ending December 31, 2023, the minimum annual bonus payable to Mr. Rice shall be \$60,000.

NOTE 15 – SENIOR SECURED PROMISSORY NOTES

At September 30, 2023, the Company had outstanding the senior secured promissory notes indicated in the table below.

Description of Terms	Principal Balance at September 30, 2023
Issue Date, March 30, 2023: \$230,000 original principal amount, with \$30,000 of original issue discount (OID), issued to Booski Consulting, LLC, a company owned by the Company’s sole officer and director; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$1,234.69, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on March 30, 2027.	\$ 230,000
Issue Date, March 31, 2023: \$230,000 original principal amount, with \$30,000 of original issue discount (OID), issued to Moore Capital, LLC; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$1,234.69, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on March 31, 2027.	\$ 230,000
Issue Date, March 31, 2023: \$230,000 original principal amount, with \$30,000 of original issue discount (OID), issued to Partnership Holdings, LLC; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$617.34, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on March 31, 2027.	\$ 115,000

Issue Date, April 14, 2023: \$402,500 original principal amount, with \$52,500 of original issue discount (OID), issued to The Linda Sue Rice Living Trust 2017; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$2,160.71, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on April 14, 2027.	\$	402,500
Issue Date, April 26, 2023: \$195,500 original principal amount, with \$25,500 of original issue discount (OID), issued to More Capital, LLC; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$1,049.49, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on April 26, 2027.	\$	195,500
Issue Date, May 1, 2023: \$287,500 original principal amount, with \$37,500 of original issue discount (OID), issued to ULP Investments, LLC; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$1,543.36, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on May 1, 2027.	\$	287,500
Issue Date, May 9, 2023: \$230,000 original principal amount, with \$30,000 of original issue discount (OID), issued to James W. Hoeschler Revocable Trust; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$1,234.69, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on May 9, 2027.	\$	230,000
Issue Date, June 13, 2023: \$264,500 original principal amount, with \$34,500 of original issue discount (OID), issued to More Capital, LLC; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$1,632.86, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on June 13, 2027.	\$	264,500
Issue Date, June 23, 2023: \$115,000 original principal amount, with \$15,000 of original issue discount (OID), issued to James W. Hoeschler Revocable Trust; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$617.34, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on June 23, 2027.	\$	115,000
Issue Date, September 5, 2023: \$64,400 original principal amount, with \$8,400 of original issue discount (OID), issued to The Linda Sue Rice Living Trust 2017; interest at 5% per annum; principal and interest are due and payable, as follows: commencing on the date that is the earlier of (a) 60 days from the Issue Date and (b) the date on which our first-filed offering statement on Form 1-A shall have been “qualified” by the SEC, and each month thereafter until the principal amount and interest shall have been paid, the sum of \$345.71, which shall be applied first to interest and then to the principal amount, including the OID; <i>provided, however</i> , that all accrued interest and remaining unpaid Principal Amount, including the OID, if any, shall be due and payable on June 23, 2027.	\$	64,400

NOTE 16 – CONVERTIBLE PROMISSORY NOTES

As of September 30, 2023, the Company had outstanding the convertible promissory notes indicated in the table below.

<u>Date of Note Issuance</u>	<u>Outstanding Balance</u>	<u>Principal Amount at Issuance</u>	<u>Accrued Interest</u>	<u>Maturity Date</u>	<u>Conversion Terms</u>	<u>Name of Noteholder</u>	<u>Reason for Issuance</u>
3/13/2023	\$192,403.33	\$192,403.33	\$ -0-	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A	More Capital, LLC	Loan
3/3/2023	\$150,000.00	\$150,000.00	\$ -0-	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A	George J. Powell, III	Loan
6/5/2017	\$150,000.00	\$150,000.00	\$ -0-	6/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	Auctus Fund, LLC	Loan

NOTE 17 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through November 7, 2023.