Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

METAVESCO, INC.

410 Peachtree Pkwy, Suite 4245, Cumming, GA, 30041
(678) 341-5898
Company Website: https://metavesco.com/
Company Email: info@metavesco.com
SIC Code: 6199

Quarterly Report

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

Outstanding Shares
The number of shares outstanding of our Common Stock was:

66,322,140 as of September 30, 2023

66,322,140 as of June 30, 2023

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

[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.

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

Current Name: Metavesco, Inc.
Name of Predecessor Entity: Waterside Capital Corporation
Date of name change of Metavesco, Inc. is June 3, 2022

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):

Current: Nevada – Active
Predecessor: Virginia
Effective November 29, 2021, the Company converted from a Virginia corporation to a Nevada corporation

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:

On July 15, 2022, the Company's director and shareholders approved an amendment of the Company's Articles of Incorporation that would effect a 10-for-1 forward stock split of the Company's common stock (the "Forward Split"). The Forward Split is subject to clearance by the Financial Industry Regulatory Authority ("FINRA"), and the Company will not effect the Forward Split until it is cleared by FINRA. On September 7, 2023, the Board ratified the Company's prior approval, in favor of the implementation of a 10 for 1, stock split of all of the Company's issued and outstanding common stock and to amend the Articles of Incorporation to increase the authorized shares of Common Stock from 100,000,000 shares of Common Stock to 300,000,000 shares of common stock. On September 11, 2023, the Financial Industry Regulatory Authority, Inc. notified us that the Forward Split would take effect on September 19, 2023. All common stock share and per-share amounts for all periods presented in these unaudited condensed consolidated financial statements have been adjusted retroactively to reflect the Forward Split.

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

410 Peachtree Pkwy, Suite 4245, Cumming, GA, 30041

The address(es) of the issuer's principal place of business:
☒ *Check if principal executive office and principal place of business are the same address:*

_____

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

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

_____

2) Security Information

Transfer Agent

Name: Computershare Inc.
Phone: 1-866-524-0690
Email: _____
Address: Dept CH 16934, Palatine, IL 60055-6934

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:	MVCO	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	E941872	
Par or stated value:	$0.0001	
Total shares authorized:	300,000,000	as of date: September 30, 2023
Total shares outstanding:	66,322,140	as of date: September 30, 2023
Total number of shareholders of record:	25	as of date: September 30, 2023

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 Convertible Preferred Stock	
CUSIP (if applicable):	____	
Par or stated value:	$0.0001	
Total preferred shares authorized:	20,000,000	as of date: September 30, 2023
Total preferred shares designated as Series A Convertible Preferred Stock	100	as of date: September 30, 2023
Total shares outstanding (if applicable):	22	as of date: September 30, 2023
Total number of shareholders of record (if applicable):	3	as of date: September 30, 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.**

Entitled to declared common dividends, one vote per share of common stock, no preemption rights

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

On March 11, 2022, the Company filed with the State of Nevada a certificate of designations for the Company's Series A Convertible Preferred Stock ("Series A Stock"). The Series A Certificate of Designations provides (i) the number of authorized shares will be 100, (ii) each share will have a stated value of $50,000, (iii) each share is convertible into 100,000 shares of Company common stock, subject to a 9.99% equity blocker, (iv) shares are non-voting, and (v) shares are not entitled to receive dividends or distributions.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date July 1, 2021 Common: 60,822,140 Preferred:0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to.** ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
March 16, 2022	New issuance	2	Series A Convertible Preferred Stock	$50,000	No	Timothy Hackbart	For cash	Restricted	Section 4(a)(2)
March 16, 2022	New issuance	10	Series A Convertible Preferred Stock	$50,000	No	Tom Zarro	For cash	Restricted	Section 4(a)(2)
March 16, 2022	New issuance	10	Series A Convertible Preferred Stock	$50,000	No	Daniel Giancola	For cash	Restricted	Section 4(a)(2)
April 7, 2023	New issuance	500,000	Common Stock	$0.036	No	Crystal Schwer	For services, website development	Restricted	Section 4(a)(2)
June 12, 2023	New issuance	5,000,000	Common Stock	$0.048	No	Eddy Rodriguez	Business acquisition	Restricted	Section 4(a)(2)

Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date September 30, 2023 Common: 66,322,140 Preferred: 22	

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

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder.** ***You must disclose the control person(s) for any entities listed.**	**Reason for Issuance (e.g. Loan, Services, etc.)**
August 12, 2022	25,000	25,000	1,418	August 12, 2023	In conjunction with the issue of the Promissory Note, the Company issued Mr. Zarro a common stock purchase warrant (the "Warrant"). The terms of the Warrant state that, Mr. Zarro may, at any time on or after August 12, 2022 and until August 12, 2025, exercise the Warrant to purchase 20,000 shares of the Company's common stock for an exercise price per share of $0.075, subject to adjustment as provided in the Warrant. Unamortized discount balance of $0	Tom Zarro	Loan
October 18, 2021	100,000	100,000	3,340	October 23, 2023	On August 29, 2022, the Company entered into an Amendment to Promissory Note, dated August 29, 2022, with the Holder. Pursuant to the terms of the note amendment, the maturity date of the Promissory Note was extended to October 23, 2023, and the interest rate of	Ryan Schadel	Loan

					the Promissory Note was increased to 5% as of and following August 29, 2022. As consideration for extension of the maturity date, the Company agreed to issue to Mr. Schadel 150,000 shares of the Company's common stock with a fair value of $9,000. Unamortized discount balance of $390.		
June 29, 2022	32,498	40,000	3	June 29, 2023	None	Ryan Schadel	Loan
August 12, 2022	22,000	50,000	2,306	August 12, 2023	None	Labor Smart, Inc. (control person Ryan Schadel)	Loan
July 10, 2023	29,000	30,000	199	July 10, 2024	None	Restore Franchise Group, LLC (control person Ryan Schadel)	Loan
May 10, 2022	20,000	20,000	905	May 10, 2027	At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. Unamortized discount balance of $14,436	Timothy Hackbart	Loan
March 4, 2022	40,874	40,874	994	March 4, 2027	At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. Unamortized discount balance of $28,004	Ryan Schadel	Loan
March 10, 2022	59,986	59,986	1,458	March 10, 2027	At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. Unamortized discount balance of $41,295	Ryan Schadel	Loan
May 6, 2022	100,000	100,000	2,431	May 6, 2027	At the option of the Holder, the Convertible Promissory Note is convertible into	Ryan Schadel	Loan

					shares of the Company's common stock at a conversion price of $0.05 per share. Unamortized discount balance of $71,761		
May 9, 2022	100,000	100,000	2,431	May 9, 2027	At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. Unamortized discount balance of $72,125	Ryan Schadel	Loan

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

No additional details

4) Issuer's Business, Products and Services

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

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

In March 2022, the Company commenced operations as a web3 enterprise. The Company generates income as a liquidity provider, via decentralized exchanges such as Uniswap. Additionally, the Company farms tokens via Proof of Stake protocols on decentralized exchanges, as well as centralized exchanges including the Coinbase, Inc. ("Coinbase") exchange. The Company also invests in what it considers promising non-fungible token ("NFT") projects and virtual land, primarily on Ethereum virtual machine ("EVM") protocols. The Company has three areas of focus:

- Liquidity Provider - In decentralized finance (DeFi), the ability to trade assets from one to another is facilitated by Liquidity Pools ("LPs") which generally contain a 50/50 balance between both underlying tokens. The Company expects to invest substantially in LPs to generate ongoing revenue. We expect that this revenue will fuel our other initiatives as we build the Company.
- Staking - Like LPs, staking can provide potential passive revenue to the Company. Purchasing large blocks of lucrative PoS assets to grow the passive income portfolio is expected to be a major cornerstone to our success. This is a much greener approach to the traditional Proof of Work model, which is used by Bitcoin and Ethereum. Ethereum 2.0 is expected to be on PoS in the near future and our goal is to eventually become a validator on the network.
- NFTs - The Company holds NFTs for capital appreciation and for potential income from IP licensing.

On August 29, 2022, the Company announced its plan to begin Bitcoin mining operations. Bitcoin mining has been part of the Company roadmap since entering the web3 space in March of 2022, although our plans have been accelerated with the recent decrease in the price of Bitcoin. Mining equipment has become much more affordable as overleveraged miners are forced to sell equipment at reduced prices.

In February 2023, the Company commenced bitcoin mining operations at a hosted facility in Texas and in May 2023, at a hosted facility in Kentucky.

On June 12, 2023, the Company entered into a Limited Liability Company Interest Purchase Agreement the ("Purchase Agreement") with Eddy Rodrigeuz (the "Seller"). The Seller is the sole owner of Boring Brew LLC ("Boring") and Bored Coffee Lab, LLC ("Bored") and collectively known a Boring Brew. Under the terms of the Purchase Agreement, the Seller sold to the Company, all of the outstanding limited liability company interests in Boring and Bored for a total purchase price of $9,245 in cash and 5,000,000 shares of common stock of the Company. Boring Brew, a web3 startup known for its unique and limited edition coffee bags. Boring Brew partners with influential NFT holders to transform their intellectual property into an exquisite collection of specialty coffee.

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

Two subsidiaries - Boring Brew LLC and Bored Coffee Lab, LLC

C. Describe the issuers' principal products or services.

The Company generates revenue through liquidity pools and staking rewards.
bitcoin mining operations at a hosted facilities in Texas and Kentucky.

Boring Brew, a web3 startup known for its unique and limited edition coffee bags. Boring Brew partners with influential NFT holders to transform their intellectual property into an exquisite collection of specialty coffee.

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 do not currently own any property. We rent office space month to month from Regus for $281 per month.

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 that 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Ryan Schadel	CEO & CFO & Director	Murrayville, GA	42,476,660	Common Stock	64.05%	N/A
Eddy Rodriquez	Owner of more than 5%	Miami, FL	5,000,000	Common Stock	7.54%	N/A
______	______	______	______	______	______	______

_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

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: Anthony L.G., PLLC
Address 1: 625 N Flagler Dr., Suite 600, West Palm Beach, FL 33401
Address 2: _____
Phone: 561-433-6219
Email: lanthony@anthonypllc.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

Twitter: https://twitter.com/metavesco
Twitter: https://twitter.com/CRyanSchadel
Discord: _____
LinkedIn _____
Facebook: https://www.facebook.com/Metavesco
[Other] _____

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

Name: Philip Clark
Firm: Philip Clark Professional Corporation
Nature of Services: Assist with preparation of disclosure statement
Address 1: 1246 Upper Village Dr., Mississauga ON Canada L5E3H6
Address 2: _____
Phone: 416-938-9641
Email: philipclark@bell.net

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]:

[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.

Name: **Philip Clark**
Title: ____
Relationship to Issuer: **Contract Accountant**
Describe the qualifications of the person or persons who prepared the financial statements: **CPA**

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

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

METAVESCO, INC.

UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

METAVESCO, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, 2023	June 30, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 15,448	$ 17,086
Deposits	516	603
Inventory	13,884	7,788
Prepaid expenses	12,278	8,602
Total current assets	42,126	34,079
Digital assets held, net of impairment	120,230	194,229
Deposit, contract	10,004	-
Equipment, net	64,855	66,616
Intangible assets, net	39,610	41,402
Total assets	$ 276,825	$ 336,326
Liabilities and Stockholders' (Deficit) Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 77,727	$ 58,160
Advances from Labor Smart, Inc. - related party	24,349	-
Promissory note, accrued interest (net of debt discount of $0 and $933, respectively)	26,418	25,170
Promissory notes - related parties, accrued interest (net of debt discount of $390 and $2,386, respectively)	188,954	164,129
Total current liabilities	317,448	247,459
Long-term liabilities		
Convertible promissory note, accrued interest (net of debt discount of $14,434 and $15,442, respectively)	6,471	5,299
Convertible promissory notes - related party, accrued interest (net of debt discount of $213,385 and $228,542, respectively)	94,788	77,167
Total long-term liabilities	101,259	82,466
Total liabilities	418,707	329,925
Stockholders' (Deficit) Equity		
Preferred stock: $0.0001 par value; 20,000,000 shares authorized	-	-
Series A Convertible Preferred Stock: $0.0001 par value; 100 shares designated; 22 shares issued and outstanding at September 30, 2023 and June 30, 2023	-	-
Common stock: $0.0001 par value; 300,000,000 shares authorized; 66,322,140 shares issued and outstanding at September 30, 2023 and June 30, 2023	6,632	6,632
Additional paid-in capital	19,609,816	19,609,816
Shares to be issued	9,000	9,000
Accumulated deficit	(19,767,330)	(19,619,047)
Total stockholders' (deficit) equity	(141,882)	6,401
Total liabilities and stockholders' (deficit) equity	$ 276,825	$ 336,326

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

METAVESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three months ended September 30,	
	2023	**2022**
Revenue		
Liquidity pool fees	$ 7,323	$ 40,430
Mining pool fees	9,201	-
Sales	1,661	-
	18,185	40,430
Expense		
Administrative expenses	127,295	125,010
Interest expense	23,866	23,542
Impairment of digital assets held	24,313	152,427
Total Expense	175,474	300,979
Other income		
Change in fair value of derivative	878	-
Realized gains on sale/ exchange of digital assets held	7,407	202,238
Other net gains	721	-
	9,006	202,238
Net loss	$ (148,283)	$ (58,311)
Net loss per share - basic and diluted	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	60,822,140	60,822,140

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

METAVESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT) EQUITY
For the three months ended September 30, 2023 and 2022
(Unaudited)

	Series A Convertible Preferred Stock ($0.0001 par value)		Common Stock ($0.0001 par value)		Additional paid-in capital	Shares to be issued	Accumulated deficit	Total stockholders' (deficit) equity
	Shares	Par Value	Shares	Par Value				
Balance at June 30, 2023	22	$ -	66,322,140	$ 6,632	$ 19,609,816	$ 9,000	$ (19,619,047)	$ 6,401
Net loss	-	-	-	-	-	-	(148,283)	(148,283)
Balance at September 30, 2023	22	$ -	66,322,140	$ 6,632	$ 19,609,816	$ 9,000	$ (19,767,330)	$ (141,882)

	Series A Convertible Preferred Stock ($0.0001 par value)		Common Stock ($0.0001 par value)		Additional paid-in capital	Shares to be issued	Accumulated deficit	Total stockholders' equity
	Shares	Par Value	Shares	Par Value				
Balance at June 30, 2022	22	$ -	60,822,140	$ 6,082	$ 19,384,450	$ -	$ (19,046,202)	$ 344,330
Warrants	-	-	-	-	7,916	-	-	7,916
Shares to be issued	-	-	-	-	-	9,000	-	9,000
Beneficial conversion feature	-	-	-	-	(40,000)	-	-	(40,000)
Net loss	-	-	-	-	-	-	(58,311)	(58,311)
Balance at September 30, 2022	22	$ -	60,822,140	$ 6,082	$ 19,352,366	$ 9,000	$ (19,104,513)	$ 262,935

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

METAVESCO, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

(Unaudited)

	Three months ended September 30, 2023	2022
Cash Flows from Operating Activities:		
Net loss	$ (148,283)	$ (58,311)
Adjustments to reconcile net loss to net cash used in operating activities		
Amortization of intangible assets	1,792	-
Depreciation	6,743	-
Impairment of digital assets held	24,313	152,427
Realized gain on sales/ exchange digital assets held	(7,407)	(202,238)
Other net gains	(721)	-
Digital assets received as revenue and other rewards	(16,524)	(40,430)
Digital assets paid for expenses	15,309	25,249
Non-cash interest expense	23,866	23,542
Change in fair value of derivative	(878)	-
Changes in operating assets and liabilities:		
Decrease in deposit	87	-
Increase in inventory	(6,096)	-
(Increase) decrease in prepaid	(3,676)	8,412
Increase in accounts payable and accrued liabilities	19,565	27,845
Net cash used in operating activities	(91,910)	(63,504)
Cash Flows from Investing Activities:		
Purchase of digital assets held	-	(55,000)
Sale of digital assets held	49,905	13,863
Purchase of fixed assets	(4,982)	-
Net cash provided by (used in) investing activities	44,923	(41,137)
Cash Flows from Financing Activities:		
Advances from Labor Smart Inc. - related party	24,349	-
Proceeds from issuance of promissory note payable	30,000	25,000
Repayment of promissory note payable	(9,000)	-
Proceeds from issuance of convertible notes payable - related party	-	50,000
Net cash provided by financing activities	45,349	75,000
Net change in cash and cash equivalents	(1,638)	(29,641)
Cash and cash equivalents, beginning of period	17,086	35,151
Cash and cash equivalents, end of period	$ 15,448	$ 5,510
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during period for:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
Non-cash Investing and Financing Activities		
Purchase of digital assets held with other digital assets	$ 340,126	$ 1,842,200
Proceeds from sale of digital assets for other digital assets	$ 396,761	$ 1,842,200
Shares to be issued in conjunction with the amendment of terms of promissory note - related party	$ -	$ 9,000
Intrinsic value of embedded beneficial conversion feature on convertible note payable - related party	$ -	$ 40,000
Equipment paid with digital assets	$ -	$ 72,095
Warrants issued in conjunction with promissory note	$ -	$ 7,916
Deposit	$ 8,404	$ -

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

METAVESCO, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2023

NOTE 1 – ORGANIZATION AND OPERATIONS

Metavesco, Inc. (formerly Waterside Capital Corporation) (the "Company") was incorporated in the Commonwealth of Virginia on July 13, 1993 and was a closed-end investment company licensed by the Small Business Administration (the "SBA") as a Small Business Investment Company ("SBIC"). The Company previously made equity investments in, and provided loans to, small businesses to finance their growth, expansion, and development. Under applicable SBA regulations, the Company was restricted to investing only in qualified small businesses as contemplated by the Small Business Investment Act of 1958. As a registered investment company under the Investment Company Act of 1940, as amended (the "Investment Company Act"), the Company's investment objective was to provide its shareholders with a high level of income, with capital appreciation as a secondary objective. The Company made its first investment in a small business in October 1996.

On May 28, 2014, with the Company's consent, the United States District Court for the Eastern District of Virginia, having jurisdiction over an action filed by the SBA (the "Court"), entered a Consent Order and Judgment Dismissing Counterclaim, Appointing Receiver, Granting Permanent Injunctive Relief and Granting Money Judgment (the "Order"). The Order appointed the SBA receiver of the Company for the purpose of marshaling and liquidating in an orderly manner all of the Company's assets and entered judgment in favor of the United States of America, on behalf of the SBA, against the Company in the amount of $11,770,722. The Court assumed jurisdiction over the Company and the SBA was appointed receiver effective May 28, 2014.

The Company effectively stopped conducting an active business upon the appointment of the SBA as the receiver and the commencement of the court-ordered receivership (the "Receivership"). Over the course of the Receivership, the activity of the Company was limited to the liquidation of the Company's assets by the receiver and the payment of the proceeds therefrom to the SBA and for the expenses of the Receivership. On June 28, 2017, the Receivership was terminated with the entry of a Final Order by the Court. The Final Order specifically stated that "Control of Waterside shall be unconditionally transferred and returned to its shareholders c/o Roran Capital, LLC ("Roran") upon notification of entry of this Order". Upon termination of the Receivership, Roran took possession of all books and records made available to it by the SBA.

The Company filed with the Securities and Exchange Commission (the "SEC") an application pursuant to Section 8(f) of the Investment Company Act for an order declaring that the Company had ceased to be a registered investment company. On April 22, 2020, the SEC issued an order under Section 8(f) of the Investment Company Act declaring that the Company had ceased to be an investment company. As a result, the Company is now a reporting company under the Securities Exchange Act of 1934, as amended.

On September 2, 2021, the Company entered into a Stock Purchase Agreement (the "SPA") by and between (i) the Company (ii) Mr. Schadel ("Buyer") and (iii) Roran. Roran agreed to sell to the Buyer 42,476,660 shares of common stock of the Company held by Roran for a total purchase price of $385,000. In conjunction with the SPA, Roran agreed to forgive all amounts due to Roran by the Company totaling $207,644, which is comprised of convertible note payable – related party, accrued interest payable – related party, and advances from related party. The Buyer acquired 42,476,660 shares of the Company's Common Stock, representing 69.7% of the issued and outstanding shares of Common Stock. As such, the SPA resulted in a change of control of the Company.

Effective November 29, 2021, the Company converted from a Virginia corporation to a Nevada corporation.

On December 15, 2021, the Company filed with the Nevada Secretary of State amended and restated articles of incorporation. The amended and restated articles of incorporation had the effect of (i) increasing the Company's authorized common stock to 100 million shares, (ii) increasing the Company's authorized preferred stock to 20 million shares, and (iii) reducing the par value of each of the Company's common stock and preferred stock to $0.0001 per share. Common stock and additional paid-in capital for all periods presented in these financial statements have been adjusted retroactively to reflect the reduction in par value.

On December 17, 2021, the majority shareholder and board of directors approved an amendment to the amended and restated articles of incorporation that would change the Company's name from Waterside Capital Corporation to Metavesco, Inc. The name change was effective June 3, 2022, following clearance by the Financial Industry Regulatory Authority ("FINRA").

In March 2022, the Company commenced operations as a web3 enterprise. The Company generates income as a liquidity provider, via decentralized exchanges such as Uniswap. Additionally, the Company farms tokens via Proof of Stake protocols on decentralized exchanges, as well as centralized exchanges including the Coinbase, Inc. ("Coinbase") exchange. The Company also invests in what it considers promising non-fungible token ("NFT") projects and virtual land, primarily on Ethereum virtual machine ("EVM") protocols.

On June 12, 2023, the Company entered into a Limited Liability Company Interest Purchase Agreement the ("Purchase Agreement") with Eddy Rodrigeuz (the "Seller"). The Seller is the sole owner of Boring Brew LLC ("Boring") and Bored Coffee Lab, LLC ("Bored"). Under the terms of the Purchase Agreement, the Seller sold to the Company, all of the outstanding limited liability company interests in Boring and Bored for a total purchase price of $9,245 in cash and 5,000,000 shares of common stock of the Company.

The interim unaudited financial statements herein have been prepared by the Company pursuant to the rules and regulations of the SEC. The accompanying interim unaudited financial statements have been prepared under the presumption that users of the interim financial information have either read or have access to the audited financial statements for the latest fiscal year ended June 30, 2023. Accordingly, note disclosures which would substantially duplicate the disclosures contained on June 30, 2023, audited financial statements have been omitted from these interim unaudited financial statements. The Company evaluated all subsequent events and transactions through the date of filing this report.

Certain information and note disclosures normally included in financial statements prepared in accordance with the United States generally accepted accounting principles ("GAAP") have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the three months ended September 30, 2023, are not necessarily indicative of the results that may be expected for the year ending June 30, 2024. For further information, refer to the audited financial statements and notes for the year ended June 30, 2022, included in the Company's Annual Report on Form 10-K filed with the SEC on October 13, 2023.

Going Concern

The Company's consolidated financial statements have been prepared in accordance with GAAP applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. During the three months ended September 30, 2023, the Company incurred a net loss of $148,283 and used cash in operating activities of $91,910, and on September 30, 2023, had an accumulated deficit of $19,767,330. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date that the consolidated financial statements are issued. The Company will be dependent upon the raising of additional capital through placement of debt and its common stock in order to implement its business plan. There can be no assurance that the Company will be successful in this situation. The Company expects over the next twelve months, cash held at a consolidated financial institution will be spent on professional fees, transfer agent and other administrative costs. The cash held at Coinbase will be deployed to purchase crypto assets to generate staking rewards and liquidity pool fees. We hope to pay some of our suppliers and contractors in crypto assets in the coming months. However, there can be no assurance we will be able to pay any of our suppliers and contractors in digital assets.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies to those previously disclosed in the Company's audited financial statements included in its Annual Report on Form 10-K for the fiscal year ended June 30, 2023, as filed with the SEC on October 13, 2023.

Fiscal Year-End

The Company elected June 30 as its fiscal year-end date.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries (1) Boring Brew LLC and (2) Bored Coffee Lab, LLC. All significant intercompany transactions are eliminated.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with GAAP 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 dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the consolidated financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience, and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Significant matter requiring use of estimates and assumptions include, but may not be limited to, evaluation of impairment of digital assets, equipment, identifiable intangible assets and goodwill, recognition and valuation of revenue, valuation allowance for deferred tax assets and fair value used in business acquisitions..

Actual results could differ from those estimates.

Business Acquisitions

The Company accounts for its business combinations using the acquisition method of accounting in accordance with ASC 805 "Business Combinations." The cost of an acquisition is measured at the aggregate of the acquisition date fair value of the assets transferred to the sellers and liabilities incurred by the Company and equity instruments issued. Transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets and liabilities acquired or assumed are measured separately at their fair values as of the acquisition date, irrespective of the extent of any non-controlling interests. The excess of (i) the total costs of acquisition, fair value of the non-controlling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated income statements. During the measurement period, which can be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated income statements.

Cash and cash equivalents

Cash and cash equivalents include cash and interest-bearing highly liquid investments held at consolidated financial institutions, cash on hand that is not restricted as to withdrawal or use with an initial maturity of three months or less, and cash held in accounts at crypto trading venues. At September 30, 2023, $11,738 of cash was at held a consolidated financial institution which is a member of the Federal Deposit Insurance Corporation ("FDIC") and $872 was held at Coinbase. The contract with Coinbase requires USD balances in a client's fiat wallet be held in an omnibus custodial account for the benefit of Coinbase's customers. These accounts are either omnibus bank accounts insured by the FDIC (currently up to $250,000 per entity) or trust accounts holding short term U.S. treasuries.

Intangible Assets

Digital assets held by the Company are accounted for as intangible assets with indefinite useful lives, and are initially measured at cost. The Company assigns costs to transactions on a first-in, first-out basis (FIFO).

An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the digital assets at the time its fair value is being measured.

Tokens are subject to impairment losses if the fair value of a token decreases below the carrying value at any time during the period. The fair value is measured using the quoted price in the principal market of the tokens. The Company currently obtains the quoted price of tokens from www.cryptocompare.com.

Liquidity pool tokens and NFTs are subject to impairment losses if the fair value of a token decreases below the carrying value at the end of each quarterly accounting period. The fair value of liquidity pool tokens is based on the quoted price on the last day of the quarter at 4PM Eastern Time. The fair value of NFTs is based on the average trading price on the last day of each quarter.

Impairment for liquidity pool tokens and NFTs is assessed quarterly due to each token being a unique asset and due to the illiquid markets in which these tokens trade. The Company is continuously reviewing available markets and information and its methodology when determining the fair value of digital assets.

The Company currently reviews quoted prices of its liquidity pool tokens, NFTs and comparable tokens at https://uniswap.org/ and https://opensea.io. Impairment expense is reflected in total expense in the consolidated statements of operations. Subsequent reversal of impairment losses is not permitted.

The sales of digital assets held are included within investing activities in the accompanying consolidated statements of cash flows and any realized gains or losses from such sales are included in other income (expense) in the consolidated statements of operations.

Identifiable Intangible Assets

Identifiable intangible assets consist primarily of design and websites. These assets are tested for impairment using undiscounted cash flow methodology annually and whenever there is an indicator of impairment. Estimating future cash flows requires significant judgment and projections may vary from cash flows eventually realized. Several impairment indicators are beyond the Company's control, and determining whether or not they will occur cannot be predicted with any certainty. Design and websites are amortized on a straight-line basis over an estimated life of three years.

The website development costs of the Company are accounted for in accordance with ASC 350-50, Website Development Costs. These costs are included in intangible assets in the accompanying consolidated financial statements. Upgrades or enhancements that add functionality are capitalized while other costs during the operating stage are expensed as incurred. The Company amortizes the capitalized website development costs over an estimated useful life of three years.

Goodwill

Goodwill represents the premium paid over the fair value of the net tangible and identifiable intangible assets acquired in the Company's business combinations. The Company performs a goodwill impairment test on at least an annual basis at the reporting unit level. Application of the goodwill impairment test requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for the businesses, the useful life over which cash flows will occur and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. The Company will conduct its annual goodwill impairment test as of June 30 of each year or more frequently if indicators of impairment exist. The Company periodically analyzes whether any such indicators of impairment exist. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a sustained significant decline in our stock price and market capitalization, a significant adverse change in legal factors or in the business climate, unanticipated competition and/or slower expected growth rates, adverse actions or assessments by a regulator, among others. The Company compares the fair value of its reporting unit to its respective carrying value, including related goodwill.

Revenue Recognition

The Company recognizes revenue under the Financial Accounting Standards Board's (the "FASB") Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers*. The core principle of the revenue standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The following five steps are applied to achieve that core principle:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when the Company satisfies a performance obligation

Revenue is recognized when control of the promised goods or services is transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company generates revenue through liquidity pools and staking rewards.

Liquidity Pools

Liquidity pools are a collection of digital assets locked in a smart contract that provide liquidity to decentralized exchanges. Liquidity allows digital assets to be converted to cash quickly and efficiently without drastic price swings. An important component of a liquidity pool are automated market makers ("AMMs"). An

AMM is a protocol that uses liquidity pools to allow digital assets to be traded by a mathematical formula rather than though a traditional market of buyers and sellers.

The Company earns fees by providing liquidity on Uniswap V2 and Uniswap V3. The Company earns fees proportionate to the liquidity they have supplied to the exchange. The fee for each trade is set at 0.05% for stable coins, 0.3% for most pairs and 1.0% for exotic pairs. The fees earned by the Company depend on the risk characteristics of each pair of tokens selected and the price range liquidity is provided. Uniswap V2 requires users to provide liquidity over the entire price curve, whereas Uniswap V3 provides users with liquidity over a price range.

Revenue is recognized from liquidity pools when the award is claimed and deposited in the Company wallet. The transaction consideration the Company receives is noncash in the form of digital assets. Revenue is measured at the fair value of the digital asset awards received.

Mining Pools

The Company earns transaction fees with its crypto mining machines by validating requesting customers' transactions to a distributing ledger. We joined a mining pool and receive a pro-rata share of a bitcoin award for completing a blockchain.
The Company has entered into digital asset mining pools by executing an agreement with one mining pool operator The agreement is terminable at any time by either party. In exchange for providing computing power, the Company is entitled to a fractional share of the fixed cryptocurrency award the mining pool operator receives (less digital asset transaction fees to the mining pool operator which are immaterial and are recorded as a deduction from revenue), for successfully adding a block to the blockchain. The Company's fractional share is based on the proportion of computing power the Company contributed to the mining pool operator to the total computing power contributed by all mining pool participants in solving the current algorithm.

Providing computing power in digital asset transaction verification services is an output of the Company's ordinary activities. The provision of providing such computing power is the only performance obligation in the Company's contracts with mining pool operators. The transaction consideration the Company receives, if any, is noncash consideration, which the Company measures at fair value on the date received, which is not materially different than the fair value at contract inception or the time the Company has earned the award from the pools. The consideration is all variable. Because it is not probable that a significant reversal of cumulative revenue will not occur, the consideration is constrained until the mining pool operator successfully places a block (by being the first to solve an algorithm) and the Company receives confirmation of the consideration it will receive, at which time revenue is recognized. There is no significant financing component in these transactions.

The fair value of the cryptocurrency award received is determined using the quoted price of the related cryptocurrency at the time of receipt.

Staking Rewards

Staking rewards are granted to holders of a crypto asset when the holders lock up that crypto asset as collateral to secure fairness when validating transactions or other network actions.

The Company participates in networks with proof-of-stake consensus algorithms, through creating or validating blocks on the network. In exchange for participating in the consensus mechanism of these networks, the Company earns rewards in the form of the native token of the network. Each block creation or validation is a performance obligation. Revenue is recognized at the point when the block creation or validation is complete and the rewards are transferred into a digital wallet that the Company controls. Revenue is measured based on the number of tokens received and the fair value of the token at contract inception.

Airdrops

Airdrops are the distribution of tokens without compensation generally undertaken with a view of increasing awareness of a new token, to encourage adoption of a new token and to increase liquidity in the early stages of a token project.

The Company recognizes crypto assets received through an airdrop if the crypto asset is expected to generate a probable future benefit and if the Company is able to support the trading, custody, or withdrawal of these assets.

Airdrops are accounted for in accordance with ASC 610-20, *Sales and Transfer of Nonfinancial Assets,* Receipt of a airdrops are classified as other income in the statement of operations.

<u>Equipment</u>

Equipment is stated at cost, less accumulated depreciation and amortization. Expenditures for maintenance and repairs are charged to expense when incurred, while renewals and betterments that materially extend the life of an asset are capitalized.

The costs of assets sold, retired, or otherwise disposed of, and the related allowance for depreciation, are eliminated from the accounts, and any resulting gain or loss is recognized in the results from operations. Depreciation is provided over the estimated useful lives of the assets, which are as follows:

Mining equipment	Straight-line over 36 months

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<u>Convertible Financial Instruments</u>

The Company bifurcates conversion options from their host instruments and accounts for them as free-standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. An exception to this rule is when the host instrument is deemed to be conventional, as that term is described under applicable GAAP.

When the Company has determined that the embedded conversion options should not be bifurcated from their host instruments, discounts are recorded for the intrinsic value of conversion options embedded in the instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the transaction and the effective conversion price embedded in the instrument.

Beneficial conversion feature – The issuance of the convertible debt generated a beneficial conversion feature ("BCF"), which arises when a debt or equity security is issued with a non-separated embedded conversion option that is beneficial to the investor or in the money at inception because the conversion option has an effective strike price that is less than the market price of the underlying stock at the commitment date. The Company recognized the BCF by allocating the intrinsic value of the conversion option, which is the number of shares of common stock available upon conversion multiplied by the difference between the effective conversion price per share and the fair value of common stock per share on the commitment date, resulting in a discount on the convertible debt (recorded as a component of additional paid-in capital). The BCF is amortized into interest expense over the life of the related debt.

Related Parties

The Company follows subtopic 850-10 of the ASC for the identification of related parties and disclosure of related party transactions.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. The disclosures shall include: (a) the nature of the relationship(s) involved; (b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the consolidated financial statements; (c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and, (d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitments and Contingencies

The Company follows ASC 450-20 to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. Management assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, management evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Deferred Tax Assets and Income Taxes Provision

The Company follows the provisions of ASC 740-10-25-13, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the consolidated financial statements. Under ASC 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. ASC 740-10-25-13 also provides guidance on de-recognition, classification, interest, and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company made no material adjustments to its liabilities for unrecognized income tax benefits.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In the management’s opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Tax years that remain subject to examination by major tax jurisdictions are generally the prior three years for federal purposes, and the prior four years for state purposes; however, as a result of the Company’s operating losses, all tax years remain subject to examination by tax authorities.

Net Income (Loss) Per Common Share

The Company computes net income or loss per share in accordance with ASC 260 Earnings Per Share. Under the provisions of ASC 260, basic net loss per share is computed by dividing the net loss available to common stockholders for the period by the weighted average number of shares of common stock outstanding during the period. The calculation of diluted net loss per share gives effect to common stock equivalents; however, on September 30, 2023 and June 30, 2023, we excluded the common stock issuable upon conversion of warrants to 6,620,000 shares and 6,600,000 shares, respectively, as their effect would have been anti-dilutive.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of ASC for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of ASC (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

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

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

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

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Transactions involving related parties cannot be presumed to be carried out on an arms-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

The Company's financial instruments such as cash, accounts payable and accrued liabilities, due to related parties, promissory notes payable and convertible promissory notes are reported at cost, which approximates fair value due to the short-term nature of these financial instruments.

During the quarter ended September 30, 2023, the Company entered into a forward contract to purchase certain digital assets at an agreed price. The Company paid SUSD $8,404 as a deposit to enter into the contract, realized a gain of $721 and recorded an increase in a derivative asset of $878 at September 30, 2023.

Derivative asset (liabilities) are measured at fair value on a recurring basis using Level 2 inputs.

The following tables present assets and liabilities that are measured and recognized at fair value as on a recurring basis:

	September 30, 2023		
	Level 1	**Level 2**	**Level 3**
Description	**$**	**$**	**$**
Derivative asset (liabilities)	-	$878	-

	June 30, 2023		
	Level 1	**Level 2**	**Level 3**
Description	**$**	**$**	**$**
Derivative asset (liabilities)	-	-	-

Recently Issued Accounting Pronouncements

In August 2020, the FASB issued Accounting Standards Update ("ASU") 2020-06, Debt—*Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40).* This update amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity's own equity and improves and amends the related earnings per share guidance for both Subtopics. This standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2023, which means it will be effective for our fiscal year beginning July 1, 2024. Early adoption is permitted but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. We are currently evaluating the impact of ASU 2020-06 on our financial statements.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the SEC did not or are not believed by management to have a material impact on the Company's present or future financial statements.

NOTE 3 – DIGITAL ASSETS HELD, NET OF IMPAIRMENT

Digital assets held, net of impairment have consisted of:

		Digital Assets
Balance, June 30, 2023	$	194,229
Purchase of digital assets		306,746
Proceeds from sale of digital assets		(356,651)
Realized gain on sale/ exchange of digital assets held		7,407
Acquired digital assets by liquidity pools, mining pools and other digital rewards		16,524
Digital assets used to pay deposit and expenses		(23,712)
Impairment charges		(24,313)
Balance, September 30, 2023	$	120,230

As at September 30, 2023, the Company's holdings of digital assets held, net of impairment consists of:

	Units held		Carrying value, at cost less impairment
Cryptocurrency			
USDC	18,706.54	$	18,480
SUSD	9,402.27		8,357
APE	20,356.45		22,442
LINK	772.90		4,631
BTC	0.14		3,540
AIMBOT	865.79		3,346
BB	807.69		2,600
CBDC-6	1,758,935,744,940		2,591
RLB	15,999.27		1,979
ETH	1.16		1,916
Other			1,290
		$	71,172
Liquidity Pool Tokens			
Uniswap V3	2		10,669
		$	10,669
Non-Fungible Tokens			
Mutant Ape Yacht Club	1	$	23,954
Bored Ape Kennel Club	1		11,478
OnForce 1	1		1,506
Other NFT			1,451
		$	38,389
Total digital assets, net of impairment		$	120,230

NOTE 4 –EQUIPMENT

	Cost	Accumulated Depreciation	September 30, 2023 Net Book Value	June 30, 2023 Net Book Value
Mining equipment	$ 81,741	$ 16,886	$ 64,855	$ 66,616

Depreciation expense for three months ended September 30, 2023 and 2022 was $6,743 and $0, respectively.

NOTE 5 – IDENTIFIED INTANGIBLE ASSETS

Intangible assets comprise website development and design which are recorded at cost.

		September 30, 2023		June 30, 2022
Website development	$	32,999	$	32,999
Design		9,000		9,000
		41,999		41,999
Accumulated amortization		(2,389)		(597)
Identifiable Intangible Assets	$	39,610	$	41,402

During the three months ended September 30, 2023 and 2022, $1,792 (comprising website of $1,042 and design of $750) and $0, respectively, was recorded as amortization. The Company estimates amortization over the next two years is $14,000 per annum and amortization of $11,610 in the third year.

NOTE 6 – ADVANCES FROM LABOR SMART, INC., RELATED PARTY

Advances from Labor Smart, Inc. are non-interest bearing, unsecured and have no specific terms of repayment. Labor Smart, Inc. is controlled by Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder

NOTE 7 – PROMISSORY NOTES

Demand Promissory Note and Common Stock Purchase Warrant

On August 12, 2022, the Company issued a Promissory Note in the principal amount of $25,000 (the "Promissory Note") for cash to Tom Zarro. The Promissory Note bears interest at the rate of 5.00% per annum. Any unpaid principal amount and any accrued interest is due on August 12, 2023. Mr. Zarro may demand payment of all or any portion of the outstanding principal and interest at any time. The Promissory Note is unsecured and there is no prepayment penalty. In the event the Promissory Note is not paid when due, any outstanding principal and interest will accrue interest of 12% per annum. In conjunction with the issue of the Promissory Note, the Company issued Mr. Zarro a common stock purchase warrant (the "Warrant"). The terms of the Warrant state that, Mr. Zarro may, at any time on or after August 12, 2022 and until August 12, 2025, exercise the Warrant to purchase 20,000 shares of the Company's common stock for an exercise price per share of $0.075, subject to adjustment as provided in the Warrant. The fair value of the Warrant was calculated using volatility of 157%, interest-free rate of 3.18%, nil expected dividend yield and expected life of 3 years. The fair value of the debt and warrant is allocated based on their relative fair values. During the three months ended September, 2023 and 2022, $933 and $1,063, respectively, of discount amortization is included in interest expense. At September 30, 2023 and June 30, 2023, there was an unamortized discount balance of $0 and $933, respectively, and accrued interest payable of $1,418 and $1,103, respectively. On November 3, 2023, the Company fully settled all unpaid principal and accrued interest for $26,934 in cash. See Note 10 – Subsequent Events.

Demand Promissory Note – Related Parties

On October 18, 2021, the Company issued a Promissory Note in the principal amount of $100,000 (the "Promissory Note") for cash to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Promissory Note bears interest at the rate of 0.01% per annum. Any unpaid principal amount and any accrued interest was due on October 18, 2022. On August 29, 2022, the Company entered into an Amendment to Promissory Note, dated August 29, 2022, with the Holder. Pursuant to the terms of the note amendment, the maturity date of the Promissory Note was extended to October 23, 2023, and the interest rate of the Promissory Note was increased to 5% as of and following August 29, 2022. As consideration for extension of the maturity date, the Company agreed to issue to Mr. Schadel 150,000 shares of the Company's common stock with a fair value of $9,000. These shares were payable and reported as shares to be issued as of the date of this Report. The note amendment resulted in a change in the cash flows of less than 10%. Therefore, the Promissory Note is not considered to be substantially different in accordance with ASC 470-50-10-10 and applied the modification accounting model in accordance with ASC-50-40-17 (b). During the three months ended September 30, 2023 and 2022, $1,995 and $694, respectively, of discount amortization is included in interest expense. At September 30, 2023 and June 30, 2023, there was an unamortized discount balance of $390 and $2,386, respectively, to be amortized through October 2023 and accrued interest payable of $3,340 and $2,080, respectively.

On June 29, 2022, the Company issued a Promissory Note in the principal amount of $40,000 (the "Promissory Note") for cash to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Promissory Note bears interest at the rate of 0.01% per annum. Any unpaid principal amount and any accrued interest is due on June 29, 2023. Mr. Schadel may demand payment of all or any portion of the outstanding principal and interest at any time. During the year ended June 30, 2023, digital assets with a fair value of $7,502 was transferred to the Promissory Note holder to repay principal. The Promissory Note is unsecured and there is no prepayment penalty. At September 30, 2023 and June 30, 2023, there was accrued interest payable of $3 and $1, respectively.

On August 12, 2022, the Company issued a Promissory Note in the principal amount of $50,000 (the "Promissory Note") for cash to Labor Smart, Inc. ("Laborsmart"). Laborsmart is owned by Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Promissory Note bears interest at the rate of 5.00% per annum. Any unpaid principal amount and any accrued interest is due on August 12, 2024. Laborsmart may demand payment of all or any portion of the outstanding principal and interest at any time. The Promissory Note is unsecured and there is no prepayment penalty. In the event the Promissory Note is not paid when due, any outstanding principal and interest will accrue interest of 12% per annum. During the year ended June 30, 2023, the Company repaid $20,000 in cash for principal. During the three months ended September 30, 2023, the Company repaid $8,000 in cash for principal. At September 30, 2023 and June 30, 2023, there was accrued interest payable of $2,306 and $1,936, respectively.

On July 10, 2023, the Company issued a Promissory Note in the principal amount of $30,000 (the "Promissory Note") for cash to Restore Franchise Group, LLC ("Restore"). Restore is owned by Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Promissory Note bears interest at the rate of 3.00% per annum. Any unpaid principal amount and any accrued interest is due on July 10, 2024. The Promissory Note is unsecured. At September 30, 2023 and June 30, 2023, there was accrued interest payable of $199 and $0, respectively.

NOTE 8 – CONVERTIBLE PROMISSORY NOTES

Convertible Promissory Notes

On May 10, 2022, the Company issued a Convertible Promissory Note in the principal amount of $20,000 (the "Convertible Promissory Note"), for cash, to Timothy Hackbart. The Convertible Promissory Note bears interest at the rate of 3.25% per annum. Any unpaid principal amount and any accrued interest is due on May 10, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. The closing price of the Company's common stock was $0.14 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company's common stock on the date of issuance, the Company recognized a beneficial conversion feature of $20,000 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the three months ended September 30, 2023 and 2022, $1,008 and $1,008, respectively, of discount amortization is included in interest expense. At September 30, 2023 and June 30, 2023, there was an unamortized discount balance of $14,436 and $15,442, respectively, to be amortized through May 2027 and accrued interest payable of $905 and $741, respectively.

Convertible Promissory Notes – Related Party

On March 4, 2022, the Company issued a Convertible Promissory Note in the principal amount of $40,874 (the "Convertible Promissory Note"), for value received being comprised of one bitcoin, to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Convertible Promissory Note bears interest at the rate of 3.5% per annum. Any unpaid principal amount and any accrued interest is due on March 4, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of Mr. Schadel, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. The closing price of the Company's common stock was $0.125 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company's common stock on the date of issuance, the Company recognized a beneficial conversion feature of $40,874 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the three months ended September 30, 2023 and 2022, $2,059 and $2,059, respectively, of discount amortization is included in interest expense. At September 30, 2023 and June 30, 2023, there was an unamortized discount balance of $28,004 and $30,062, respectively, to be amortized through March 2027 and accrued interest payable of $994 and $659, respectively.

On March 10, 2022, the Company issued a Convertible Promissory Note in the principal amount of $59,986 (the “Convertible Promissory Note”), for value received being comprised of 22.86012412 Ether, to Mr. Schadel, the Company’s Chief Executive Officer, sole director and majority stockholder. The Convertible Promissory Note bears interest at the rate of 3.25% per annum. Any unpaid principal amount and any accrued interest is due on March 10, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of Mr. Schadel, the Convertible Promissory Note is convertible into shares of the Company’s common stock at a conversion price of $0.05 per share. The closing price of the Company’s common stock was $0.142 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company’s common stock on the date of issuance, the Company recognized a beneficial conversion feature of $59,986 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the three months ended September 30, 2023 and 2022, $3,022 and $3,022 respectively, of discount amortization is included in interest expense. At September 30, 2023 and June 30, 2023, there was an unamortized discount balance of $41,295 and $44,316, respectively, to be amortized through March 2027 and accrued interest payable of $1,458 and $967, respectively.

On May 6, 2022, the Company issued a Convertible Promissory Note in the principal amount of $100,000 (the “Convertible Promissory Note”), for cash, to Mr. Schadel, the Company’s Chief Executive Officer, sole director and majority stockholder. The Convertible Promissory Note bears interest at the rate of 3.25% per annum. Any unpaid principal amount and any accrued interest is due on May 6, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of Mr. Schadel, the Convertible Promissory Note is convertible into shares of the Company’s common stock at a conversion price of $0.05 per share. The closing price of the Company’s common stock was $0.145 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company’s common stock on the date of issuance, the Company recognized a beneficial conversion feature of $100,000 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the three months ended September 30, 2023 and 2022, $5,038 and $5,038, respectively, discount amortization is included in interest expense. At September 30, 2023 and June 30, 2023, there was an unamortized discount balance of $71,961 and $76,999, respectively, to be amortized through May 2027 and accrued interest payable of $2,431 and $1,612, respectively.

On May 9, 2022, the Company issued a Convertible Promissory Note in the principal amount of $100,000 (the “Convertible Promissory Note”), for cash, to Mr. Schadel, the Company’s Chief Executive Officer, sole director and majority stockholder. The Convertible Promissory Note bears interest at the rate of 3.25% per annum. Any unpaid principal amount and any accrued interest is due on May 9, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of Mr. Schadel, the Convertible Promissory Note is convertible into shares of the Company’s common stock at a conversion price of $0.05 per share. The closing price of the Company’s common stock was $0.1415 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company’s common stock on the date of issuance, the Company recognized a beneficial conversion feature of $100,0000 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the three months ended September 30, 2023 and 2022, $5,038 and $5,038, respectively, of discount amortization is included in interest expense. At September 30, 2023 and June 30, 2023, there was an unamortized discount balance of $72,125 and $77,165, respectively, to be amortized through May 2027 and accrued interest payable of $2,431 and $1,611, respectively.

NOTE 9 – SHAREHOLDER DEFICIT

On December 15, 2021, the Company filed with the Nevada Secretary of State amended and restated articles of incorporation. The amended and restated articles had the effect of (i) increasing the Company’s authorized common stock to 100 million shares, (ii) increasing the Company’s authorized preferred stock to 20 million shares, and (iii) reducing the par value of each of the Company’s common stock and preferred stock to $0.0001 per share. Common stock and additional paid-in capital for all periods presented in these consolidated financial statements have been adjusted retroactively to reflect the reduction in par value.

On March 11, 2022, the Company filed with the State of Nevada a certificate of designations for the Company’s Series A Convertible Preferred Stock (“Series A Stock”). The Series A Certificate of Designations provides (i) the number of authorized shares will be 100, (ii) each share will have a stated value of $50,000, (iii) each share is convertible into 100,000 shares of Company common stock, subject to a 9.99% equity blocker, (iv) shares are non-voting, and (v) shares are not entitled to receive dividends or distributions.

Warrants

On March 16, 2022, the Company entered into Stock Purchases Agreements whereby the Company issued 22 shares to Series A Stock and various Warrants for $1,100,000 in cash. The Warrants comprise of 2,200,000 Company common stock issuable at $0.13 per share, 2,200,000 Company common stock issuable at $0.15 per share and 2,200,000 Company common stock issuable at $0.175 per share. Upon issuance on March 16, 2022, the Warrant remains exercisable for a period of five years.

On August 12, 2022, the Company issued a common stock purchase warrant in conjunction with a Promissory Note. The Warrant comprise of 20,000 Company common stock issuable at $0.075 per share. Upon issuance on August 12, 2022, the Warrant remains exercisable for a period of three years.

The weighted average remaining legal life of the warrants outstanding at September 30, 2023 is 3.45 years.

Forward Stock Split

On July 15, 2022, the Company’s director and shareholders approved an amendment of the Company’s Articles of Incorporation that would effect a 10-for-1 forward stock split of the Company’s common stock (the “Forward Split”). The Forward Split is subject to clearance by the Financial Industry Regulatory Authority (“FINRA”), and the Company will not effect the Forward Split until it is cleared by FINRA. On September 7, 2023, the Board ratified the Company’s prior approval, in favor of the implementation of a 10 for 1, stock split of all of the Company’s issued and outstanding common stock and to amend the Articles of Incorporation to increase the authorized shares of Common Stock from 100,000,000 shares of Common Stock to 300,000,000 shares of common stock. On September 11, 2023, the Financial Industry Regulatory Authority, Inc. notified us that the Forward Split would take effect on September 19, 2023. All common stock share and per-share amounts for all periods presented in these unaudited condensed consolidated financial statements have been adjusted retroactively to reflect the Forward Split.

NOTE 10 – SUBSEQUENT EVENTS

Securities Purchase Agreement

On November 2, 2023, the Company entered into a Securities Purchase Agreement (the "Meliori SPA") by and between the Company and Meliori Incorporated ("Meliori"). Meliori is owned by Katelyn Schadel, Ryan Schadel's adult daughter. Mr. Schadel is the Company's Chief Executive Officer, Chief Financial Officer, sole director and majority stockholder. Ms. Schadel serves as Meliori's Chief Executive Officer, Secretary, Treasurer and sole director.

Pursuant to the terms of the Meliori SPA, the Company issued and sold to Meliori (i) a secured promissory note, in the principal amount of $650,000, for a purchase price of $597,000, reflecting a $53,000 original issue discount (the "Meliori Note"), and (ii) 1,000,000 shares of the Company's common stock, for a purchase price of $1,000. The Company will use the proceeds from the Meliori Note for general working capital and investment purposes. The Company provided typical representations and agreed to standard covenants pursuant to the Meliori SPA. The Meliori SPA does not include any financial covenants.

The Meliori Note bears interest at the rate of 12.5% per annum and matures on the fifth anniversary of the issue date, or November 2, 2028. In the event that any amount due under the Meliori Note is not paid as and when due, such amounts will accrue interest at the rate of 14% per year. On the first business day following each annual anniversary of the issue date, the Company agreed to pay to Meliori all accrued and unpaid interest thereunder. Such payments may be made in cash, or, at the option of the Company, via the issuance to Meliori of shares of the Company's common stock. The Company may, in its sole discretion, prepay any amount due and payable under the Meliori Note at any time, without penalty.

Settlement of Promissory Note

On August 12, 2022, the Company issued an unsecured promissory note in the original principal amount of $25,000 (the "Zarro Promissory Note") for cash to Tom Zarro. On November 3, 2023, the Company made a payment in the amount of $26,934 to Mr. Zarro, representing the principal and accrued interest due and payable pursuant to the Zarro Promissory Note as of such date. Accordingly, the Zarro Promissory Note was paid in full and terminated on November 3, 2023.

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, Ryan Schadel certify that:

1. I have reviewed this Disclosure Statement for Metavesco, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 14, 2023 [Date]

/s/ Ryan Schadel [CEO's Signature]

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

Principal Financial Officer:

I, Ryan Schadel certify that:

1. I have reviewed this Disclosure Statement for Metavesco, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 14, 2023 [Date]

/s/ Ryan Schadel [CFO's Signature]

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