

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

PAO Group, Inc.

11424 Frances
Omaha, NE 68144
(888) 272-6476

Website: www.paogroupinc.com

Email: info@pao.group

SIC Code 6719

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,910,183,484 as of November 17, 2023

1,910,183,484 as of December 31, 2021

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

Yes: ☒

No: ☐

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

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

The exact name of the company is PAO Group, Inc.

In September, 2004, the Company changed its name to Ontus Telecommunications Corp.

In April, 2005, the Company changed its name to VoIP Labs Holdings, Inc.

In October, 2005, the Company changed its name to Concorde Resources Corp.

In November, 2006, the Company changed its name to Real Hip Hop Matrix Corp.

In January, 2007, the Company changed its name to RHN Media.

In March, 2007, the Company changed its name to Massive G Media Corp.

In February, 2008, the Company changes its name to Advanced Content Services, Inc.

On December 8, 2014 the Company changed its name to New Wave Holdings, Inc. (NWAV).

On June 29, 2017 the Company changed its name to PAO Group, Inc. (PAOG).

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The company was originally incorporated as Elite Field Service, Inc., in the state of Nevada on June 23, 2003. The Company was re-domiciled in the State of Wyoming on December 4, 2020 and is inactive with it's' filings in the State of Wyoming.

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

There have been no suspension orders from the Securities and Exchange Commission.

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

The Company does not presently have definitive plans to issue dividends, recapitalize, or spin-off additional operations at this time, nor has there been any stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization in the past 12 months. However, at the discretion of the Board of Directors and the Majority of Shareholders the aforementioned statements may be subject to change at any time.

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

PAO Group Inc. 11424 Frances Street Omaha, NE 68144

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:

(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.

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: Madison Stock Transfer, Inc.
Phone: (718) 627-4453
Email: info@madisonstocktransfer.com
Address: 1688 East 16th Street
Brooklyn, NY 11229
Fax: (718) 627-6341

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:	<u>PAOG</u>	
Exact title and class of securities outstanding:	<u>COMMON</u>	
CUSIP:	<u>00790C 107</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000,000</u>	<u>September 30, 2023</u>
Total shares outstanding:	<u>1,910,183,464</u>	<u>September 30, 2023</u>
Total number of shareholders of record:	<u>135</u>	<u>September 30, 2023</u>

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

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

Trading symbol: _____
Exact title and class of securities outstanding: _____

Quarterly Report at 9/30/2023

CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	<u>Preferred A</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$0.001.</u>	
Total shares authorized:	<u>5,000,000</u>	<u>September 30, 2023</u>
Total shares outstanding (if applicable):	<u>35,000</u>	<u>September 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>September 30, 2023</u>

Exact title and class of the security:	<u>Preferred B</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000</u>	<u>September 30, 2023</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>September 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>0</u>	<u>September 30, 2023</u>

Exact title and class of the security:	<u>Preferred C</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>5,000,000</u>	<u>September 30, 2023</u>
Total shares outstanding (if applicable):	<u>4,500,000</u>	<u>September 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>September 30, 2023</u>

Security Description:

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

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

Common shares are entitled to one vote per share. Common shares have dividend rights secondary to the rights of all preferred classes of shares.

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

Preferred A shares have voting rights equivalent to ten votes of common shares and conversion rights of one share of Preferred A is convertible to ten shares of Common. Preferred A has senior dividend rights to all

common shares and has priority over Common and Preferred B shares. Preferred A has senior liquidation rights to all common shares and priority over Common and Preferred B shares.

Preferred B shares have no voting rights and conversion rights of one share of Preferred B is convertible to One Hundred shares of Common. Preferred B has senior dividend rights to all common shares and has priority over Common shares. Preferred B has senior liquidation rights to all common shares and priority over Common shares.

Preferred C shares have voting rights equivalent to one thousand votes of common shares and conversion rights of one share of Preferred C is convertible to one thousand shares of Common. Preferred c has senior dividend rights to all common shares and has priority over Common and Preferred B and Preferred A shares Preferred C has senior liquidation rights to all common shares and priority over Common and Preferred B and Preferred A shares.

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

NONE

4. Describe any material modifications to the 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)

Number of Shares outstanding as of December 31, 2020	Opening Balance: Common: 1,400,183,464 Preferred A: 35,000 Preferred B: 0 Preferred C: 4,500,000	*Right-click the rows below and select "Insert" to add rows as needed.	
--	--	--	--

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?	
7/10/2020	Issuance	56,000,000	Common	\$.001	No	Bergamo Consulting LLC Craig Coaches	Note Conversion	Unrestricted	Rule 144	
7/10/2020	Cancellation	110,000	Preferred A	\$.001	No	Serve nation Mark Newbauer	Compensation Returned	Restricted		
7/10/2020	Cancellation	250,000	Preferred B	\$.001	No	Robert Weber	Compensation Returned	Restricted		
7/10/2020	Cancellation	250,000	Preferred B	\$.001	No	Christopher Will	Compensation Returned	Restricted		
7/10/2020	Cancellation	300,000	Preferred B	\$.001	No	Three Rivers Strategy LLC Mark F Haak	Compensation Returned	Restricted		
7/10/2020	Cancellation	400,000	Preferred B	\$.001	No	Rust Belt Capital LLC Darren Martin	Compensation Returned	Restricted		
7/27/2020	Cancellation	40,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted		
7/27/2020	Issuance	40,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Unrestricted	Rule 144	
7/29/2020	Cancellation	50,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted		
7/29/2020	Issuance	50,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Unrestricted	Rule 144	
7/31/2020	Cancellation	50,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted		
7/31/2020	Issuance	50,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Unrestricted	Rule 144	
8/07/2020	Cancellation	55,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted		
8/07/2020	Issuance	55,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Unrestricted	Rule 144	
8/11/2020	Cancellation	55,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted		
8/11/2020	Issuance	55,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Unrestricted	Rule 144	
8/12/2020	Cancellation	60,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted		

8/12/2020	Issuance	60,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Unrestricted	Rule 144
09/10/2020	Cancellation	60,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted	
09/10/2020	Issuance	60,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Unrestricted	Rule 144
09/22/2020	Cancellation	60,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted	
09/22/2020	Issuance	60,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Unrestricted	Rule 144
04/01/2021	Cancellation	70,000	Preferred C	\$.001	No	Blue Citi LLC Robert Malin	Conversion to common shares	Restricted	
04/01/2021	Issuance	70,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion of Debt	Unrestricted	Rule 144
04/17/2021	Issuance	60,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion of Debt	Unrestricted	Rule 144
05/08/2021	Issuance	65,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion of Debt	Unrestricted	Rule 144
06/05//2021	Issuance	65,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion of Debt	Unrestricted	Rule 144
06/10/2021	Issuance	60,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion of Debt	Unrestricted	Rule 144
06/23/2021	Issuance	100,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion of Debt	Unrestricted	Rule 144
10/07/2021	Issuance	90,000,000	Common	\$.001	No	Blue Citi LLC Robert Malin	Conversion of Debt	Unrestricted	Rule 144
Shares Outstanding on September 30, 2023	Ending Balance: Common: 1,910,183,464 Preferred A: 35,000 Preferred B: 0 Preferred C: 4,500,000								

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

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
08/28/2015	\$31,545.56	\$20,700.00	\$10,845.56	08/28/2016	NONE	Shaun Diedrich	Loan
11/19/2015	\$26,426.74	\$16,000.00	\$10,426.74	11/16/2016	NONE	Shaun Diedrich	Loan
12/01/2015	\$16,468.49	\$10,000.00	\$6,468.49	12/01/2016	NONE	Shaun Diedrich	Loan
02/10/2016	\$20,391.10	\$12,500.00	\$7,891.10	02/10/2017	NONE	Shaun Diedrich	Loan
04/14/2016	\$8,086.30	\$5,000.00	\$3,086.30	04/14/2017	NONE	Shaun Diedrich	Loan
05/10/2016	\$4,028.90	\$2,500.00	\$1,528.90	05/10/2017	NONE	Shaun Diedrich	Loan
02/17/2017	\$100,719.73	\$65,000.00	\$35,719.73	02/17/2018	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
02/27/2017	\$92,840.55	\$60,000.00	\$32,840.55	02/27/2018	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
03/02/2017	\$100,534.52	\$65,000.00	\$35,534.52	03/02/2018	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
04/12/2017	\$76,884.93	\$50,000.00	\$26,884.93	04/12/2018	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
06/07/2017	\$76,271.23	\$50,000.00	\$26,271.23	06/07/2018	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
09/26/2017	\$15,010.96	\$10,000.00	\$5,010.96	09/26/2018	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
11/02/2017	\$14,929.86	\$10,000.00	\$4,929.86	11/02/2018	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
12/22/2017	\$74,101.37	\$50,000.00	\$24,101.37	12/22/2018	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
01/08/2018	\$10,348.11	\$7,000.00	\$3,348.11	01/08/2019	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan

03/15/2018	\$73,191.78	\$50,000.00	\$23,191.78	03/15/2019	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
04/18/2018	\$72,819.18	\$50,000.00	\$22,819.18	04/18/2019	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
05/01/2018	\$43,606.03	\$30,000.00	\$13,606.03	05/01/2019	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
05/30/2018	\$50,651.23	\$35,000.00	\$15,651.23	05/30/2019	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
06/29/2018	\$28,812.05	\$20,000.00	\$8,812.05	06/29/2019	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan
08/16/2018	\$48,622.79	\$34,000.00	\$14,622.79	08/16/2019	Convertible to common stock at 50% discount to closing bid price	CDN Associates LLC Shaun Diedrich Managing Member	Loan

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

4) Issuer's Business, Products and Services

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

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

POA Group, Inc. formerly New Wave Holdings, Inc. is a Holding company that seeks to develop, acquire, partner, or otherwise participate in, companies and concepts in the development and launch of PAO Group alternative medicines focused on 'non-traditional' patient care solutions. The realm of treatment solutions include cannabis, biofeedback, and other solutions depending upon patient needs. On June 21, 2023, the Company entered into a Letter of Intent to acquire the assets of the operating business of Salud Esmeralda S.A. a Mexican Corporation. The purchase would include the clean lab facility in Ensenada Mexico, related equipment and know how, all formulations of existing and future to be sold, patents, intellectual property, marketing material, logos, websites, URLs, artwork, product labels, trademarks, point of sale contact terminals and online sites.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference.

PAOG also acquired a proprietary extract formula derived through a patented cannabis extraction process from Kali, Inc. (OTC - KALY).

Salud Esmeralda S.A. a Mexican Corporation, will become Wholly owned subsidiary Salud Esmeralda is an Active Dietary Supplement & Functional Mushroom Brand and pending 1st Mover in the "Commercial" Medical Cannabis Pharmaceutical space with Offices and Lab located in Ensenada, Mexico. The "Plan" is to achieve National "Brand" dominance under the active and legal established Pure Supplements, trending Functional Mushrooms and then Medicinal Products with controlled active ingredients, including Medical Cannabis. Salud Esmeralda has positioned itself to be the 1st Commercially Available and Fully Vertical Medical Cannabis Pharmaceutical Company recognized throughout Mexico leveraging our well-established Wholesale / Retail Pharmacy channel relationships, Big Box Stores and the National Healthcare Union. This "One Brand" approach is strategic and unprecedented.

C. Describe the issuers' principal products or services, and their markets

PAOG acquired plans to further research on the development of the extraction process. PAOG management plans to engage a CRO to explore filing an IND with the FDA with the goal of first launching a Phase I COPD treatment clinical trial. Typically, these trials have an objective to confirm safety and determine proper dosage for a future trial. Considering CBD is a natural product, we are confident safety is not an issue and if there is successful dosage determination and treatment impact, then our products should move along the clinical pathway.

The Company is likely to run a concurrent CRO path or COVID-19, given its favorable preclinical, 25-patient study. Thus, a CTAP application is forthcoming, with the aid of a CRO. Given the current pandemic, it is likely that such an application is fast-tracked for further studies. In our view, since the use of CBDs to treat COVID-19 symptoms is novel, and a few companies with their own data to support the concept are moving forward as well, PAOG is in an enviable position. .

The Company is actively pursuing further acquisitions and expects to secure compatible businesses in the near future. Because of management expertise and business alliances the Company expects to succeed in its chosen fields of concentration.

5) Issuer's Facilities

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

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

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

The Company is currently based in Las Vegas, Nevada and is operated from an office located at 11424 Frances Street Omaha, NE 68144. The Company utilizes space provided by the CEO of the Company. Issuer is presently operating in facilities under no agreement. Once the Company completes its' transition into sales company, the primary operations will be relocated and new lease agreements will be entered into. Due to the nature of this agreement, the terms may be subject to change at any time and without notice however, the facilities are adequate at this time.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any

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

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

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
James C DiPrima	Officer CEO	Omaha, NE	50,000,000	Common	0.25%	
Brian Kistler.	Beneficial Owner	Ossian, IN	35,000	Preferred A	100.00%	
JoFred LLC James DiPrima Managing Member	Beneficial Owner	Omaha, NE	4,500,000	Preferred C	100.00%	

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: Chris Jeter
Address 1: 11650 Lantern Road
Address 2: Suite 204
Fishers, IN 46038
Phone: (317) 576-8580
Email: chris@jattorneys.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: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Quarterly Report at 9/30/2023

Other Service Providers

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

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

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

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

Name: JAMES C DIPRIMA
Title: CEO
Relationship to Issuer: OFFICER

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

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

10) Issuer Certification

Principal Executive Officer:

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.

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, JAMES C DIPRIMA certify that:

1. I have reviewed this Disclosure Statement for PAO GROUP;
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 17, 2023:Date]

/s/ James DiPrima

By: James DiPrima

Chief Executive Officer
Principal Financial Officer:

I, JAMES C DIPRIMA certify that:

1. I have reviewed this Disclosure Statement for PAO GROUP.
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 17, 2023:Date]

/s/ James DiPrima

By: James DiPrima

[FINANCIAL STATEMENTS BEGIN ON FOLLOWING PAGE]

PAO GROUP, INC.
CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

	<u>Pages</u>
1) Consolidated Balance Sheets as of September 30, 2023, and 2022.	17
2) Consolidated Statements of Operations for the Nine Months ended September 30, 2023, and 2022.	18
3) Consolidated Statements of Stockholders' Equity/Deficit for the Nine months ended September 30, 2023.	19
4) Consolidated Statements of Cash Flows for the Nine Months ended September 30, 2023, and 2022.	20
5) Notes to Consolidated Financial Statements.	21 thru 24

PAO GROUP, INC.
CONSOLIDATED BALANCE SHEET
AT SEPTEMBER 30, 2023 & 2022
(UNAUDITED)

	<u>SEPTEMBER 30,</u> <u>2023</u>	<u>SEPTEMBER 30,</u> <u>2022</u>
ASSETS		
<i>Current Assets</i>		
Cash & Cash Equivalents	1,035	1,035
Inventory	-	2,744
<i>Total Current Assets</i>	<u>1,035</u>	<u>3,779</u>
<i>Fixed Assets</i>		
Fixtures & Real Estate	-	-
<i>Total Fixed Assets</i>	<u>-</u>	<u>-</u>
<i>Other Assets</i>		
Investment (Note 2)	-	208,926
<i>Total Other Assets</i>	<u>-</u>	<u>208,926</u>
TOTAL ASSETS	<u><u>1,035</u></u>	<u><u>212,705</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
<i>Current Liabilities</i>		
Accounts Payable	17,660	39,836
Accrued Interest Payable	333,591	2293,246
Accrued Salary	15,700	270,000
Due to Related Party	10,000	10,000
Notes Payable (Note 4)	639,950	816,050
<i>Total Short-Term Liabilities</i>	<u>1,016,901</u>	<u>1,429,132</u>
TOTAL LIABILITIES	<u><u>1,016,901</u></u>	<u><u>1,429,132</u></u>
<i>Stockholders' Equity</i>		
Common Stock 5,000,000,000 Authorized: Par Value \$.001; 1,910,183,464 issued and outstanding as of September 30, 2023 & September 30, 2022, respectively	1,910,183	1,910,183
Preferred Stock Class C; 5,000,000 Shares Authorized Par Value \$.0001 4,500,000 issued and outstanding as of September 30,2023 & September 30, 2022, respectively.	4,500	4,500
Preferred Stock Class B: 5,000,000 Shares Authorized Par Value \$.001 0 issued and outstanding as of September 30, 2023 & September 30, 2022, respectively.	-	-
Preferred Stock Class A; 5,000,000 Shares Authorized Par Value\$.001 35,000, issued and outstanding as of September 30, 2023 & September 30, 2022, respectively.	35	35
Additional Paid-In Capital	(807,635)	(807,635)
Retained Earnings/ (Deficit)	<u>(2,122,949)</u>	<u>(2,323,510)</u>
TOTAL STOCKHOLDERS' EQUITY/(DEFICIT)	<u>(1,015,866)</u>	<u>(1,216,427)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>1,035</u></u>	<u><u>212,705</u></u>

ACCOUNTANTS' REPORT AND NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PAO GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 & 2022
(UNAUDITED)

	SEPTEMBER 30 2023	SEPTEMBER 30 2022
REVENUE		
Sales	\$ -	\$ -
COST OF GOODS SOLD		
	-	-
<i>Total Cost of Goods Sold</i>	-	-
	-	-
<i>Gross Profit</i>	-	-
OPERATING EXPENSES		
Officer Salaries	15,700	135,000
Professional Fees	8,260	-
Legal Fees	-	-
Transfer agent fees	4,500	4,300
General & Administrative	-	5
<i>Total Operating Expenses</i>	28,460	139,305
	-	-
<i>Net Operating Loss</i>	(28,460)	(139,305)
OTHER INCOME/(EXPENSE)		
Write off of Accrued Salaries	315,000	
Write off of Account Payables	36,436	
Write off of Note Payable	195,873	
Empairment expense	(208,926)	
Interest	(44,294)	(46,785)
<i>Total Other Income/(Expense)</i>	294,089	(46,785)
	-	-
<i>Net Income/(Loss)</i>	265,629	(186,090)
	-	-
<i>Net Income/(loss) per common share</i>	\$.0139	(\$.00009)
	-	-
<i>Weighted average number of</i>	1,910,183,464	1,910,183,464

SEE ACCOUNTANTS' REPORT AND NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PAO GROUP, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023
(UNAUDITED)

	Preferred		Common Stock			Paid-In	Accumulated	Stockholders
	Shares	Value	Shares	Value	Dividend	Capital	Deficit	Equity
Balance								
12/31/2019	6,345,000	\$ 6,345	914,183,464	\$ 914,183		(5,128)	\$ (1,785,562)	\$ (870,162)
Conversion of Debt			56,000,000	56,000		(6,507)		49,493
Cancellation of Preferred shares	(1,310,000)	(1,310)						
Conversion of Preferred shares to common share	(430,000)	(430)	430,000,000	430,000		(429,570)		
Issuance of Stock for acquisitions					1,500,000	(1,200,000)		300,000
Net Loss								
12/31/2020							\$ (51,553)	\$ (51,553)
Balance								
12/31/2020	4,605,000	\$ 4,605	1,400,183,464	\$ 1,400,183	1,500,000	\$ (1,641,205)	\$ (1,837,115)	\$ (573,532)
Issuance of shares for compensation						15,000		15,000
Conversion of preferred shares for common shares	(70,000)	70	70,000,000	70,000		93,570		163,500
Issuance of shares for Debt								
Conversion			440,000,000	440,000		(775,000)		(335,000)
Cancellation of dividend for acquisition					(1,500,000)	1,500,000		-
Net Loss								
12/31/2021							(300,304)	(300,304)
Balance								
12/31/2021	4,535,000	\$ 4,535	1,910,183,464	\$ 1,910,183	0	(807,635)	(2,137,419)	(1,030,336)
Net Loss								
12/31/2022							(251,159)	\$ (251,159)
Balance								
12/31/2022	4,535,000	\$ 4,535	1,910,183,464	\$ 1,910,183	0	\$ (807,635)	\$ (2,388,578)	\$ (1,281,495)
Net Loss								
6/30/2023							(36,633)	(36,633)
Balance								
6/30/2023	4,535,000	\$ 4,535	1,910,183,464	\$ 1,910,183	0	\$ (807,635)	\$ (2,425,211)	\$ (1,318,128)
Net Income								
9/30/2023							302,262	265,629
Balance								
9/30/2023	4,535,000	\$ 4,535	1,910,183,464	\$ 1,910,183	0	\$ (807,635)	\$ (2,122,949)	\$ (1,015,866)

SEE ACCOUNTANTS' REPORT AND NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PAO GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 & 2022
(UNAUDITED)

	SEPTEMBER 30 2023	SEPTEMBER 30 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
<i>Net Income (Loss)</i>	\$ 265,629	\$ ((186,090)
<i>Adjustments to reconcile change in net assets to net cash provided by operating activities</i>		
Impairment expense	208,926	-
Accrued Interest Payable	24,521	46,786
Due to Shareholder	-	-
Note Payable	(176,100)	-
Accounts Payable	(23,676)	5,018
Accrued Salary	(299,300)	135,000
<i>Net cash provided by operating activities</i>	-	714
CASH FLOWS FROM INVESTING ACTIVITIES		
Write off of acquisition	-	-
Acquisition of Other Assets	-	-
<i>Net cash used/provided for investing activities</i>	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Debt Conversions	-	-
Proceeds from Loans	-	-
Reduction of loans by related party	-	-
<i>Net cash used/provided from financing activities</i>	-	-
INCREASE IN CASH AND CASH EQUIVALENTS	-	714
CASH AND CASH EQUIVALENTS AS OF BEGINNING OF THE PERIOD	1,035	321
CASH AND CASH EQUIVALENTS AS OF END OF THE PERIOD	\$1,035	\$ 1,035

SEE ACCOUNTANTS' REPORT AND NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PAO GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 & 2022
(UNAUDITED)

NOTE 1 – NATURE OF OPERATIONS

Nature of Operations

The Company was incorporated in the state of Nevada in June 2003. The Company operates as a holding company organized with the goal of acquiring and managing a diversified portfolio of profitable companies.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented in United States Dollars and have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in the United States of America.

B. BASIS OF ACCOUNTING

The Company utilizes the accrual method of accounting, whereby revenue is recognized when earned and expenses when incurred. The unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. As such, the financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and these adjustments are of a normal recurring nature. The results of operations for the three months ending June 30, 2023, and 2022 are not necessarily indicative of the results for the fiscal year ending December 31, 2022.

C. USE OF ESTIMATES

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

D. CASH AND CASH EQUIVALENTS Cash and cash equivalents include cash on hand; cash in banks and any highly liquid investments with a maturity of three months or less at the time of purchase. The Company maintains cash and cash equivalent balances at several financial institutions, which are insured by the Federal Deposit Insurance Corporation up to \$250,000.

E. FIXED ASSETS Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in the income. In February 2019 the Company exchanges all assets used in the clinical operations for debt and shares in Rising Biosciences, Inc.

F. COMPUTATION OF EARNINGS PER SHARE

Net income per share is computed by dividing the net income by the weighted average number of common shares outstanding during the period.

F. INCOME TAXES

In February 1992, the Financial Accounting Standards Board issued Statement on Financial Accounting Standards 109 of "Accounting for Income Taxes." Under Statement 109, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

PAO GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 & 2022
(UNAUDITED)

G. REVENUE RECOGNITION

Revenue for license fees is recognized upon the execution and closing of the contract for the amount of the contract. Contract fees are generally due based upon various progress milestones. Revenue from contract payments are estimated and accrued as earned. Any adjustments between actual contract payments and estimates are made to current operations in the period they are determined.

H. FAIR VALUE OF FINANCIAL INSTRUMENTS

Statement of Financial Accounting Standards No. 107, "Disclosures about Fair Value of Financial Instruments", requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate the value. For purpose of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. The carrying amounts reported in the balance sheet for cash, accounts receivable, inventory, accounts payable and accrued expenses, and loans payable approximate their fair market value based on the short-term maturity of these instruments.

NOTE 2- INVESTMENT IN SUBSIDIARY

The company made two acquisitions this year, a cannabis cultivation operation and a cannabis pharmaceutical asset. Both acquisitions were executed in exchange for stock. The company has elected to conservatively add just the value of the cannabis cultivation inventory to the company's balance sheet in conjunction with the acquisitions. No consideration for intellectual property or future contracts has been included in the company financial statement at this time. The company plans to continuously evaluate the business development progress of the two acquisitions and potentially book asset value in the future associated with either or both acquisitions that can be tied to future sales contracts or investments executed in conjunction with either or both acquisitions. During the third quarter, 2021 the Company evaluated its potential acquisition with Puration. The Company agreed to work closely with Puration, Inc. (OTC Pink: PURA) after the recent and friendly unwinding of the cannabis cultivation operation acquired from PURA. The cultivation operation was severely impacted by the Texas Winter Storm earlier this year. The Company and PURA may revisit the transaction after PURA rebuilds the cultivation operation from the winter storm impact. In the meantime, the Company will recover to treasury approximately 1.5 billion shares slated for the cultivation operation acquisition.

NOTE 3 – STOCKHOLDERS' EQUITY

The company's capitalization is: 5,000,000,000 Common Shares with a par value of \$.001 per share.

5,000,000 Preferred Class A shares with a par value of \$.001 per share.

5,000,000 Preferred Class B shares with a par value of \$.001 per share.

5,000,000 Preferred Class C shares with a par value of \$.001 per share.

NOTE 4 – LONG-TERM DEBT

As of June 30, 2023, the Company had long-term debt of \$816,050 for notes payable to private lenders. These Notes have been classified as current since they are due at this time. The Company currently has \$57,950 in Twelve one-year Convertible Promissory Notes to the Nuemark Group LLC. Nuemark chose to convert \$3,500 of debt to 70,000,000 shares of common stock during the quarter ended December 31, 2019. The Notes carry an interest rate of 8% and are convertible at the rate of \$.00005 per share. The Company entered into a financing agreement with CDN Associates LLC wherein \$586,000 was provided under a one-year Convertible Promissory Note carrying 16% interest annually. The Company has borrowed \$86,243 from Rising Biosciences formerly known as Rising India, Inc. a public company on a demand note at 8% interest annually. That note was exchanged for assets in 2018. During the year 2018 the Company

PAO GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 & 2022
(UNAUDITED)

made a series of small loans from a private company named Text Pro. The total amount outstanding is \$28,100 on demand notes carrying interest at 8%. The Text Pro note was settled on July 15, 2020, through a payment from a Third party. In the fourth quarter of 2021 the Company entered two notes with a third party totaling \$176,100. The notes had a term of one year and carry an annual interest rate of 6%. The notes were cancelled based upon a belief they were made by an unregistered dealer.

On July 14, 2020, the Company negotiated a forbearance of all the outstanding Notes Payable. Settlement of the Notes will occur in the Fourth Quarter thru the purchase by a third party. Notes payable in the amount of \$35,000 were converted during the second quarter of 2021.

NOTE 5— ACCRUED SALARIES

As of September 30, 2023, and 2022 accrued salaries for corporate officers were \$15,700 and \$270,000 respectively. It was determined by management that the salaries accrued prior to May of 2023 were to be written off. A charge of \$315,000 was added as an extraordinary item on the operating statement.

NOTE 6— SUBSEQUENT EVENTS

Subsequent events were evaluated through November 17, 2023, which is the date the financial statements were available to be issued. On June 21, 2023, the Company entered into a Letter of Intent to acquire the assets of the operating business of Salud Esmeralda S.A. a Mexican Corporation. The purchase would include the clean lab facility in Ensenada Mexico, related equipment and know how, all formulations of existing and future to be sold, patents, intellectual property, marketing material, logos, websites, URLs, artwork, product labels, trademarks, point of sale contact terminals and online sites. PAO Group will be issuing restricted common stock in exchange for the assets purchased.

F. RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

Revenue, Cost of Goods Sold, and Gross Profit

Our revenue for the nine months ended September 30, 2023, was \$0, due to a change in the business model. We have divested the Company of the operating clinics and are now focused on the development of the growing, processing, and transportation of premium medical cannabis products for the treatment of chronic and terminal patients. No positive revenue has been generated from the sale of cannabis related products at this time.

Expenses and Net Profit (Loss)

Our expenses and net profit (loss) for the NINE months ended September 30, 2023, and 2022 were as follows:

	<u>September 30, 2023,</u>	<u>September 30, 2022</u>
Total Operating Expense	28,460	139,305
Net Profit (Loss)	265,629	(186,090)

PAO GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 & 2022
(UNAUDITED)

Our total expenses of \$28,460 for the Nine months ended September 30, 2023, were less than our total expenses of \$139,305 for the same period one year ago. The decrease is primarily represented by not accruing salaries.

Liquidity and Capital Resources

Our cash, total current assets, total assets, total current liabilities and total liabilities as of September 30, 2023, and 2022 were as follows:

	September 30, 2023	September 30, 2022,
Cash	1,035	1,035
Inventory	0	2,744
Total Current Assets	1,035	3,779
Total Assets	1,035	212,705
Total Current Liabilities	1,016,901	1,429,132
Total Liabilities	1,016,901	1,429,132

Our total current assets decreased by \$208,926 when comparing the current assets as of September 30, 2023, to current assets of September 30, 2022 due to the write off of an impaired asset.

Our total current liabilities at September 30, 2023 decreased with the write off of accounts payable, accrued salaries and a note payable.