

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GRILLiT Inc.

8795 SW Tualatin-Sherwood Rd., #1006, Tualatin, OR 97062

727-300-5775
grillitbrands.com
SIC Code: 5812

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

3,853,836,751 as of September 30, 2023

3,853,836,751 as of December 31, 2022

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

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

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

Current = GRILLiT INC.
Formerly = Holdings Energy, Inc. until 4-
2013 Formerly = Green Equity Holdings,
Inc. until 4-2012 Formerly = CX2
Technologies, Inc. until 8-2010

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):

Nevada - Active

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

None

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

None

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

8795 SW Tualatin-Sherwood Rd., #1006, Tualatin, OR 97062

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: Pacific Stock Transfer
Phone: 1.800.785.7782
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Parkway #300 Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>GRLT</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>39850R109</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>4,000,000,000</u>	<u>as of date: September 30, 2023</u>
Total shares outstanding:	<u>3,853,836,751</u>	<u>as of date: September 30, 2023</u>
Total number of shareholders of record:	<u>773</u>	<u>as of date: 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>

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	<u>Series A Preferred Stock</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>300,000</u>	<u>as of date: September 30, 2023</u>
Total shares outstanding (if applicable):	<u>225,000</u>	<u>as of date: September 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: September 30, 2023</u>

Exact title and class of the security:	<u>Series B Preferred Stock</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>2,000,000</u>	<u>as of date: September 30, 2023</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: September 30, 2023</u>
Total number of shareholders of record (if applicable):	_____	<u>as of date: _____</u>

Exact title and class of the security:	<u>Series C Preferred Stock</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: September 30, 2023</u>
Total shares outstanding (if applicable):	<u>21,720</u>	<u>as of date: September 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>3</u>	<u>as of date: September 30, 2023</u>

Exact title and class of the security:	<u>Series D Preferred Stock</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: September 30, 2023</u>

Total shares outstanding (if applicable):	<u>268,829</u>	<u>as of date: September 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>31</u>	<u>as of date: September 30, 2023</u>
Exact title and class of the security:	<u>Series E Preferred Stock</u>	
CUSIP (if applicable):	<u> </u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>200,000</u>	<u>as of date: September 30, 2023</u>
Total shares outstanding (if applicable):	<u>100,000</u>	<u>as of date: September 30, 2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: 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.

One vote per share.

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

Series A Preferred Stock shall not be convertible into Common Stock. The holders of the Series A Preferred Stock vote 15,000 votes for every share held. Series A Preferred Stock has a \$0.001 par value per share (the "SeriesA Preferred Stock").

Series B Preferred Stock, \$0.001 par value per shares, is convertible to common stock or redeemable in cash at the option of the Company one year after issuance. If converted, the series B preferred stock is converted at a conversion price of 80% of the market price of the Company's common stock at the time of conversion, with a floor of \$0.50 and ceiling of \$1,000. If redeemed, the Company pays 1.15 times the face value of the series B preferred stock (\$1.00/share).

Series C Preferred Stock is convertible to common stock or redeemable in cash at the option of the Company eighteen months after issuance. If converted, the Series C Preferred Stock is converted at a conversion price of 75% of the market price of the Company's common stock at the time of conversion, multiplied by 1.12 (12% coupon). If redeemed, the Company pays 1.12 times the face value of the Series C Preferred Stock (\$5.00/share).

Series D Preferred Stock, \$0.001 par value per share is convertible to common stock such that one half of the holder's shares are convertible to common stock one year after issuance, and the remaining half are convertible 15 months after issuance. If Series D Preferred Stock is converted; it uses a conversion price of 75% of the market price of the Company's common stock at the time of conversion. The face value is \$5.00 per share.

Series E Preferred Stock, \$0.0001 par value with the face value of \$3.00 per share. Each share of Series E Preferred Stock may be converted into such number of shares of the Corporation's authorized but unissued Common Stock calculated by taking the face value of the shares; divided by the average of the volume weighted average price for the Common Stock for the five business days immediately prior to the date of conversion.

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

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.

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: <u>Opening Balance</u> Date <u>December 31, 2020</u> Common: <u>3,660,503,905</u> Preferred Stock: Class A: 225,000 Class B: 0 Class C: 21,720 Class D: 268,829 Class E: 100,000			*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. *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.
4/9/2021	New	76,545,833	Common	\$.0024	Yes	Mammoth Brad Hare	Debt Conversion	Unrestricted	Section 4(a)(1)
6/3/2021	New	116,787,013	Common	\$.0019	Yes	Mammoth Brad Hare	Debt Conversion	Unrestricted	Section 4(a)(1)
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>September 30, 2023</u> Common: <u>3,853,836,751</u> Preferred Stock: Class A: 225,000 Class B: 0									

Class C: 21,720
Class D: 268,829
Class E: 100,000

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

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / Investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
6/30/2014	\$17,361	\$17,361	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Lou Frangos	Working Capital
6/30/2014	\$12,000	\$12,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Rebecca C. Tyree	Working Capital
6/30/2014	\$12,000	\$12,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Laura M. Evans	Working Capital
6/30/2014	\$12,000	\$12,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	John H. Ruld, Jr.	Working Capital
6/30/2014	\$12,000	\$12,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Allan Corn	Working Capital
6/30/2014	\$6,000	\$6,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Vidal C. Rivera	Working Capital
6/30/2014	\$7,000	\$7,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Diana M. Nagy	Working Capital
6/30/2014	\$12,000	\$12,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Bobbie C. St John	Working Capital
6/30/2014	\$12,000	\$12,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	James H. & Dolores E. Almond	Working Capital
6/30/2014	\$12,000	\$12,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Willis Honea	Working Capital
6/30/2014	\$18,000	\$18,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	George Nicholas	Working Capital
6/30/2014	\$118,250	\$118,250	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Dynamic Spirit, LLC (Paul Aoun)	Working Capital

6/30/2014	\$12,000	\$12,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Dynamic Spirit, LLC (Paul Aoun)	Working Capital
6/30/2014	\$20,000	\$20,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Smart Equity Partners, LLC (Keith Gebert)	Working Capital
6/30/2014	\$18,000	\$18,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Lauro Equipment - Mark Lauro	Debt Conv
6/30/2014	\$25,000	\$25,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Michael Lacqua	Services
6/30/2014	\$7,500	\$7,500	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Umiya Food Mart, Inc(NITABEN PATEL)	Loan
6/30/2014	\$5,000	\$5,000	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	KANB, LLC (KATHRYN E. HEID)	Working Capital
6/30/2014	\$7,500	\$7,500	0	6/29/2015	Converts at 75% of closing MarketPrice on day of conversion	Rajeshkumar Patel	Debt Conv
8/11/2015	\$3,900	\$3,900	0	8/10/2016	Converts at 75% of closing MarketPrice on day of conversion	Kocian & Company Rachell Kawiecki	Debt Conv
8/11/2015	\$5,000	\$5,000	0	8/10/2016	Converts at 75% of closing MarketPrice on day of conversion	C&C Franchise Sales(Eric S Crider)	Debt Conv
6/15/2016	\$700,000	\$700,000	0	8/30/2016	NONE	TCA Global Fund (Robert Press)	Debt Repayment
6/3/2021	\$33,334	\$50,000	0	6/2/2023	Conversion only upon default notice of monthly payment.	Mammoth Corporation Brad Hare	Working Capital
1/19/2022	\$18,130	\$18,130	0	12/31/2026	No Conversion Terms, 60-month fixed rate debt offering	Honeycomb Credit Christian Bilger	Working Capital
2/3/2022	\$140,000	\$140,000	0	01/31/2027	No Conversion Terms, 60-month fixed rate debt offering up to \$140,000.	BHG Albert Crawford	Working Capital
11/15/2022	\$44,000	\$44,000	0	8/15/2023	Converts at 50% of closing MarketPrice 30 days prior to conversion.	Mammoth Corporation Brad Hare	Working Capital

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")

GRILLiT Inc. is an incubator company of early-stage restaurant brands that have the potential to be duplicated and franchised both regionally, nationally, and internationally. Our products are what will drive our success and we want to create an environment where families can make and share memories while enjoying a high-quality meal.

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

Subsidiary - The Pretzel Haus LLC
Subsidiary - The Chicken Haus of Andover LLC

C. Describe the issuers' principal products or services.

GRILLiT Inc creates and develops restaurant brands by providing management, accounting, marketing, financing, technology, and other services that support introducing new restaurant brands into marketplace throughout the United States.

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 assets of GRILLiT are the Franchise Disclosure Document (FDD), Defined Master Franchising territories, trademarks, recipes, operational manuals, of the various brands under development.

GRILLiT Inc has entered into a 63-month lease for the Pretzel Haus location in Palm Harbor, FL.

6) Officers, Directors, and Control Persons

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Gregory Mitchell	Chairman	North Andover, MA	225,000	A	100%	_____
Gregory Mitchell	Chairman	North Andover, MA	46,329,266	Common	1.20%	
Manuel A Lopez	CEO	Wilsonville, OR	0			
Nicholas Agostino	Officer	Trinity, FL	12,000,000	Common	0.3%	

Virtual Winds	>5% Class B Shares	ST. Michael, Barbados	5,720	B	26.3%	
Elias Khouri	>5% Class D Shares	Fort Lauderdale, FL	13,889	D	5.2%	
Walter Frauenberger	>5% Class D Shares	Troy, OH	20,000	D	7.4%	
Marlene Merchan	>5% Class D Shares	Wellington, FL	15,000	D	5.6%	
Charles Moskewitz	>5% Class D Shares	Boston, MA	16,000	D	5.9%	_____
David Feldbaum	>5% Class D Shares	Pembroke Pines, FL	29,200	D	10.9%	_____
TCA Global Fund - Jonathan Perlman	>5% Class E Shares	Miami, FL	100,000	E	100%	_____

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: Barnett & Linn Attorneys At Law
Address 1: 60 Kavenish Drive
Address 2: Rancho Mirage, CA 92270
Phone: (442) 599-1299
Email: wbarnett@wbarnettlaw.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]: _____

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: **Rachel Boulds**
Title: **CPA**
Relationship to Issuer: **Service Provider**

Describe the qualifications of the person or persons who prepared the financial statements: **Licensed CPA in the State of Utah.**

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:

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, Manny A. Lopez certify that:

1. I have reviewed this Disclosure Statement for **GRILLiT 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.

December 4, 2023

/s/ Manny A. Lopez

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.

Principal Financial Officer:

I, Manny A. Lopez certify that:

1. I have reviewed this Disclosure Statement for **GRILLiT 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.

December 4, 2023

/s/ Manny A. Lopez

GRILLiT, INC.
BALANCE SHEETS
(Unaudited)

	September 30, 2023	December 31, 2022
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 56	\$ 233
Total Current Assets	56	233
Total Assets	\$ 56	\$ 233
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities:		
Accounts payable and accruals	\$ —	\$ 23,054
Convertible notes payable	354,511	354,511
Revolving line of credit	721,429	721,429
Due to related party	35,800	—
Other liabilities	564,028	486,464
Total Current Liabilities	1,675,768	1,585,458
Total Liabilities	1,675,768	1,585,458
Stockholders' Deficit:		
Series A Preferred Stock	225	225
Series B Preferred Stock	—	—
Series C Preferred Stock	22	22
Series D Preferred Stock	269	269
Series E Preferred Stock	10	10
Common stock, par value \$0.0001, 4,000,000,000 shares authorized, 3,853,836,751 shares issued and outstanding	385,384	385,384
Additional paid in capital	3,300,419	3,300,419
Accumulated deficit	(5,362,041)	(5,271,554)
Total Stockholders' Deficit:	(1,675,712)	(1,585,225)
Total Liabilities and Stockholders' Deficit	\$ 56	\$ 233

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

GRILLiT, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue	\$ —	\$ 76,767	\$ —	\$ 188,342
Cost of revenue	—	12,195	—	36,042
Gross Margin	—	64,572	—	152,300
Operating Expenses:				
General and administrative	8,398	24,163	56,457	114,335
Payroll expense	—	50,367	—	175,489
Total operating expenses	8,398	74,530	56,457	289,824
Loss from operations	(8,398)	(9,958)	(56,457)	(137,524)
Other Income (Expense):				
Interest income	—	—	—	41
Interest expense	(16,708)	(2,086)	(34,030)	(9,906)
Total other expense	(16,708)	(2,086)	(34,030)	(9,865)
Net Loss	<u>\$ (25,106)</u>	<u>\$ (12,044)</u>	<u>\$ (90,487)</u>	<u>\$ (147,389)</u>

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

GRILLiT, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance at December 31, 2022	615,549	\$ 526	3,853,836,751	\$ 385,384	\$ 3,300,419	\$ (5,271,554)	\$ (1,585,225)
Net loss	—	—	—	—	—	(41,392)	(41,392)
Balance at March 31, 2023	615,549	526	3,853,836,751	385,384	3,300,419	(5,312,946)	(1,626,617)
Net loss	—	—	—	—	—	(23,989)	(23,989)
Balance at June 30, 2023	615,549	526	3,853,836,751	385,384	3,300,419	(5,336,935)	(1,650,606)
Net loss	—	—	—	—	—	(25,106)	(25,106)
Balance at September 30, 2023	615,549	\$ 526	3,853,836,751	\$ 385,384	\$ 3,300,419	\$ (5,362,041)	\$ (1,675,712)

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance at December 31, 2021	615,549	\$ 526	3,853,836,751	\$ 385,384	\$ 3,300,419	\$ (4,890,786)	\$ (1,204,457)
Net loss	—	—	—	—	—	(77,131)	(77,131)
Balance at March 31, 2022	615,549	526	3,853,836,751	385,384	3,300,419	(4,967,917)	(1,281,588)
Net loss	—	—	—	—	—	(58,214)	(58,214)
Balance at June 30, 2022	615,549	526	3,853,836,751	385,384	3,300,419	(5,026,131)	(1,339,802)
Net loss	—	—	—	—	—	(12,044)	(12,044)
Balance at September 30, 2022	615,549	\$ 526	3,853,836,751	\$ 385,384	\$ 3,300,419	\$ (5,038,175)	\$ (1,351,846)

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

GRILLiT, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30,	
	2023	2022
Cash flows from operating activities:		
Net Loss	\$ (90,487)	\$ (147,389)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Accounts payable and accruals	(4,241)	—
Other assets	—	(22,719)
Inventory	—	(15,370)
Due to related party	35,800	—
Other liabilities	—	4,429
Net cash used by operating activities	(58,928)	(181,049)
Cash flows from investing activities:		
Purchase of property and equipment	—	(17,669)
Net cash used in investing activities	—	(17,669)
Cash flows from financing activities:		
Line of credit	—	(19,047)
Other liabilities	58,751	218,821
Net cash provided by financing activities	58,751	199,774
Net change in cash	(177)	1,056
Cash, beginning of period	233	11,840
Cash, end of period	\$ 56	\$ 12,896

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

GRILLIT, INC.
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS
SEPTEMBER 30, 2023

NOTE 1 — ORGANIZATION AND OPERATIONS

GRILLiT, Inc (“Company”) was incorporated in the State of Nevada on May 21, 2002. GRILLiT creates, develops, and funds early-stage restaurant brands with a focus on acquiring businesses seeking liquidity and an exit strategy. GRILLiT's vision is to be the preferred catalyst to build great restaurant brands and develop technologies supporting the restaurant industry. The Company plans to be the parent company to complementary retail restaurant businesses that will share products and utilize the same infrastructure and supply chain to optimize resources in a competitive marketplace.

On August 22, 2022, the Company announced that it had entered into a sales purchase agreement ("Agreement") under which the Company will acquire 93.8% equity interest in Global A Brands Inc. ("GAB") in a stock-for-stock transaction. Under the terms of the Agreement, GAB will receive 57,617,332,000 shares of the Company common stock, representing an equity value of approximately \$28.8 million based on a \$0.0005 per share price. Accordingly, the Company will receive 144,043,330 shares. The Agreement will be effective upon the completion of certain requirements.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair presentation of the results of operations for the periods shown.

Use of Estimates

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

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standard Update (“ASU”) No. 2014-09. This standard provides authoritative guidance clarifying the principles for recognizing revenue and developing a common revenue standard for U.S. generally accepted accounting principles. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in the exchange for those goods or services.

Under this guidance, revenue is recognized when control of promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company reviews its sales transactions to identify contractual rights, performance obligations, and transaction prices, including the allocation of prices to separate performance obligations, if applicable. Revenue and costs of sales are recognized once products are delivered to the customer's control and performance obligations are satisfied.

Recent Accounting Pronouncements

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

NOTE 3 — PREFERRED STOCK

Series A Preferred Stock shall not be convertible into Common Stock. The holders of the Series A Preferred Stock vote 15,000 votes for every share held. Series A Preferred Stock has a \$0.001 par value per share (the “Series A Preferred Stock”). The maximum number of shares of Series A Preferred Stock shall be Three Hundred Thousand (300,000) shares.

Series B Preferred Stock, \$0.001 par value per share, is convertible to common stock or redeemable in cash at the option of the

Company one year after issuance. If converted, the series B preferred stock is converted at a conversion price of 80% of the market price of the Company's common stock at the time of conversion, with a floor of \$0.50 and ceiling of \$1,000. If redeemed, the Company pays 1.15 times the face value of the series B preferred stock (\$1.00/share).

Series C Preferred Stock is convertible to common stock or redeemable in cash at the option of the Company eighteen months after issuance. If converted, the Series C Preferred Stock is converted at a conversion price of 75% of the market price of the Company's common stock at the time of conversion, multiplied by 1.12 (12% coupon). If redeemed, the Company pays 1.12 times the face value of the Series C Preferred Stock (\$5.00/share).

Series D Preferred Stock, \$0.001 par value per share is convertible to common stock such that one half of the holder's shares are convertible to common stock one year after issuance, and the remaining half are convertible 15 months after issuance. If Series D Preferred Stock is converted; it uses a conversion price of 75% of the market price of the Company's common stock at the time of conversion. The face value is \$5.00 per share.

Series E Preferred Stock, \$0.0001 par value with the face value of \$3.00 per share. Each share of Series E Preferred Stock may be converted into such number of shares of the Corporation's authorized but unissued Common Stock calculated by taking the face value of the shares; divided by the average of the volume weighted average price for the Common Stock for the five business days immediately prior to the date of conversion.

NOTE 4 – LOANS AND CREDIT ADVANCES

On February 3, 2022, the Company closed on a fixed rate note of \$140,000 with BHG. The majority of these proceeds were used to refinance and consolidate the debt accumulated during the construction and buildout of the Palm Harbor location and Carrollwood locations that took place in Q3 & Q4 2021.

On January 19, 2022, the Company closed out the Crowd Funding campaign from Honeycomb Credit. The final note from Honeycomb was \$18,130 and interest only payments are being made from the operational account of The Pretzel Haus.

On June 8, 2021, the Company closed on a fixed rate \$500,000 note with Mammoth Corporation. The Company received the initial tranche of \$50,000 on June 3, 2021, and, upon consent of the lender, the Company will be able to access additional funds on the same terms up to \$500,000. This note is not convertible into common stock unless there is a default on the monthly installment payments. The Company also negotiated that with each tranche, the installment payments are deferred 90 days to allow for a buildout period of each future Pretzel Haus location.

The management of the Company has reviewed the \$700,000 loan with TCA Global Credit Fund. TCA Global Credit Fund was placed under the receivership of Jonathan E Perlman for the estates of the Receivership Entities and retained Genovese Joblove & Battista as counsel. The Company provide information to the SEC related to the distribution of the TCA funds. It is the opinion of the current management of the Company that TCA Management is responsible for not performing their due diligence and distributed funds to individuals and companies who did not contribute to future growth of the Company as the use of proceeds paid previous debts and would not create a viable pathway to build a business with the ability to repay the debt. It is the opinion of the current Management that the debt should be eliminated, and Genovese Joblove & Battista pursue legal action to recover the funds distributed from the TCA note from the entities identified in the disbursement letter dated June 14, 2016. The \$700,000 will remain as a debt until this is resolved with a formal elimination of the Debt by TCA Global Fund and their receivers per GAAP. It is estimated that of the \$700,000, \$54,458 of the proceeds were used to fund the ongoing and future operations of the Company and could be reasonably estimated to be a debt of the Company. As was communicated in previous press releases, the Company will continue to work with the SEC, State Attorney Generals, and any additional legal and official requests for information.