

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Holiday Island Holdings, Inc.

193 Wild Turkey Drive
Holiday Island, AR 72631

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0001122099

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

79,163,730 as of 11/30/2023

22,184,774 as of 12/31/2022

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

¹ “Change in Control” shall mean any events resulting in:

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

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

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

Holiday Island Holdings, Inc. (Name change effective 02/17/2014)
VillageEDOCS, Inc.

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

The Company is incorporated in the State of Delaware and its current standing is 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:

193 Wild Turkey Drive
Holiday Island, AR 72631

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 Company
Phone: 702-361-3033
Email: JOSLYN@PACIFICSTOCKTRANSFER.COM
Address: 4045 South Spencer Street
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>HIHI</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>43508J 402</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>1,500,000,000</u>	as of date: <u>09/30/2023</u>
Total shares outstanding:	<u>74,505,480</u>	as of date: <u>09/30/2023</u>
Number of shares in the Public Float ² :	<u>14,218,166</u>	as of date: <u>09/30/2023</u>
Total number of shareholders of record:	<u>124</u>	as of date: <u>09/30/2023</u>

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

None.

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.

Trading symbol:	<u>HIHI</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred Stock</u>	
CUSIP:	<u>43508J 402</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>1,500,000,000</u>	as of date: <u>09/30/2023</u>
Total shares outstanding:	<u>283</u>	as of date: <u>09/30/2023</u>
Number of shares in the Public Float ³ :	<u>0</u>	as of date: <u>09/30/2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>09/30/2023</u>

Trading symbol:	<u>HIHI</u>	
Exact title and class of securities outstanding:	<u>COMMON TO1</u>	
CUSIP:	<u>43508J 402</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>1,500,000,000</u>	as of date: <u>09/30/2023</u>

⁶ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁶ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Total shares issued: 270,216 as of date: 09/30/2023

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.

Common Stock. The total number of shares of common stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share. As of September 30, 2023 and December 31, 2022, the Company had 74,505,480 and 22,184,774 shares of its common stock issued and outstanding, respectively. No dividends or preemption rights.

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

Preferred Stock. The total number of shares of preferred stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share, designated Series A. Each share of Series A Preferred Stock is non-voting and is convertible into One Hundred Thousand (100,000) shares of the Corporation's common stock, par value \$0.00001. As of September 30, 2023 and December 31, 2022, the Company had 283 and 123 shares of its Series A Preferred Stock issued and outstanding, respectively.

Effective May 31, 2021, the Company issued 101 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 10,100,000 shares of the Company's common stock, in consideration for the conversion of \$808,000 of convertible promissory notes issued to Mr. Hill by the Company between February 2011 and February 2019.

Effective August 19, 2022, the Company issued 22 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 2,200,000 shares of the Company's common stock, in consideration for the conversion of \$27,006 of convertible promissory notes issued to Mr. Hill by the Company between January 2013 and September 2019.

Effective September 30, 2023, the Company issued 160 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 16,000,000 shares of the Company's common stock, in consideration for the conversion of 16,000,000 shares of the Company's common stock to Series A Preferred Stock.

Dividends in the amount of \$227,800 and \$154,000, representing dividends on the Company's 10%, cumulative Preferred Stock, were in arrears as of September 30, 2023 and December 31, 2022, respectively.

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:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>12/31/2020</u> Common: <u>11,189,470</u>									
Preferred: <u>0</u>									
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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>1/22/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.003</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>1/25/2021</u>	<u>New Issuance</u>	<u>800,800</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>2/19/2021</u>	<u>New Issuance</u>	<u>320,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>International Monetary</u> <u>Blaine Riley</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>2/24/2021</u>	<u>New Issuance</u>	<u>493,333</u>	<u>Common</u>	<u>\$0.003</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>4/15/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Michael D. Adams</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>4/26/2021</u>	<u>New Issuance</u>	<u>780,738</u>	<u>Common</u>	<u>\$0.0325</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>5/25/2021</u>	<u>New Issuance</u>	<u>320,000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>International Monetary</u> <u>Blaine Riley</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>

<u>6/28/2021</u>	<u>New Issuance</u>	<u>101</u>	<u>Preferred</u>	<u>\$0.08</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/19/2021</u>	<u>New Issuance</u>	<u>100.000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Megan Margaret May Williams</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/19/2021</u>	<u>New Issuance</u>	<u>25.000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Bradley Handley</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/19/2021</u>	<u>New Issuance</u>	<u>100.000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Michael Richard</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>08/11/2021</u>	<u>New Issuance</u>	<u>625.000</u>	<u>Common</u>	<u>\$0.004</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>11/12/2021</u>	<u>New Issuance</u>	<u>625.000</u>	<u>Common</u>	<u>\$0.004</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>2/1/2022</u>	<u>New Issuance</u>	<u>50.000</u>	<u>Common</u>	<u>\$0.04</u>	<u>No</u>	<u>Megan Margaret May Williams</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>5/18/2022</u>	<u>New Issuance</u>	<u>205,433</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Nick B. Herman</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>6/22/2022</u>	<u>New Issuance</u>	<u>1,000.000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Sophia Filfil</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>8/19/2022</u>	<u>New Issuance</u>	<u>23</u>	<u>Preferred</u>	<u>\$0.025</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/8/2022</u>	<u>New Issuance</u>	<u>250.000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>William R Jackson</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/26/2022</u>	<u>New Issuance</u>	<u>1,000.000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Nick B. Herman</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>12/23/2022</u>	<u>New Issuance</u>	<u>250.000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Megan Margaret May Williams</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/3/2023</u>	<u>New Issuance</u>	<u>200.000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>Bold Leego Enterprises Inc</u> <u>Joe Poe</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/3/2023</u>	<u>New Issuance</u>	<u>16,000.000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Anti-Dilution Agreement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/3/2023</u>	<u>New Issuance</u>	<u>2,200.000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>S. Gene Thompspon</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/3/2023</u>	<u>New Issuance</u>	<u>40,000.000</u>	<u>Common</u>	<u>\$0.0015</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Note Receivable</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/13/2023</u>	<u>New Issuance</u>	<u>1,000.000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Lynn Lang</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/13/2023</u>	<u>New Issuance</u>	<u>666.666</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>

<u>9/14/2023</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.036634</u>	<u>Yes</u>	<u>Gary Solomon</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/14/2023</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.036634</u>	<u>Yes</u>	<u>Mark Solomon</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/14/2023</u>	<u>New Issuance</u>	<u>54,594</u>	<u>Common</u>	<u>\$0.036634</u>	<u>Yes</u>	<u>Thomas Jody</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/15/2023</u>	<u>New Issuance</u>	<u>333,452</u>	<u>Common</u>	<u>\$0.044984</u>	<u>Yes</u>	<u>Bob Schiros</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/18/2023</u>	<u>New Issuance</u>	<u>165,994</u>	<u>Common</u>	<u>\$0.060243</u>	<u>Yes</u>	<u>Charles Jaeger</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/19/2023</u>	<u>New Issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>RB Capital Partners, Inc.</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/30/2023</u>	<u>Conversion</u>	<u>(16,000,000)</u>	<u>Common</u>	<u>0.10</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Conversion of Common to Preferred</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/30/2023</u>	<u>Conversion</u>	<u>160</u>	<u>Preferred</u>	<u>0.10</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Conversion of Common to Preferred</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
<u>Date</u>	<u>Ending Balance:</u>								
<u>09/30/2023</u>	Common: <u>74,505,480</u>								
	Preferred: <u>283</u>								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020 through September 30, 2022 pursuant to the tabular format above.

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

Effective May 13, 2021 the Corporation amended its Certificate of Incorporation to authorize two classes of stock designated "Common Stock" and "Preferred Stock." The total number of shares of Common Stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share. The total number of shares of Preferred Stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share, designated Series A. Each share of Series A Preferred Stock is convertible into One Hundred Thousand (100,000) shares of the Corporation's common stock, par value \$0.00001.

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 <small>*You must disclose the control person(s) for any entities listed</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2013</u>	<u>\$11,212</u>	<u>\$16,208</u>	<u>\$11,212</u>	<u>2013</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2015</u>	<u>\$13,000</u>	<u>\$10,000</u>	<u>\$3,000</u>	<u>2015</u>	<u>Not convertible</u>	<u>Silver Lake Holdings Group, LLC</u> <u>Ricardo A. Salas</u>	<u>Debt</u>
<u>2019</u>	<u>\$229</u>	<u>\$387</u>	<u>\$229</u>	<u>2019</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2019</u>	<u>\$107</u>	<u>\$5,050</u>	<u>\$107</u>	<u>2019</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$8,190</u>	<u>\$6,500</u>	<u>\$1,690</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$26,385</u>	<u>\$21,000</u>	<u>\$5,385</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$13,779</u>	<u>\$11,000</u>	<u>\$2,779</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2021</u>	<u>\$6.222</u>	<u>\$5,000</u>	<u>\$1,222</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$5,591</u>	<u>\$4,500</u>	<u>\$1,091</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$6,133</u>	<u>\$5,000</u>	<u>\$1,133</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$6,100</u>	<u>\$5,000</u>	<u>\$1,100</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$1,215</u>	<u>\$1,000</u>	<u>\$215</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$3,040</u>	<u>\$2,500</u>	<u>\$540</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$3,006</u>	<u>\$2,500</u>	<u>\$506</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$8,873</u>	<u>\$7,500</u>	<u>\$1,373</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$8,834</u>	<u>\$7,500</u>	<u>\$1,334</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2022</u>	<u>\$8,790</u>	<u>\$7,500</u>	<u>\$1,290</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,745</u>	<u>\$7,500</u>	<u>\$1,245</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,716</u>	<u>\$7,500</u>	<u>\$1,216</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$9,841</u>	<u>\$8,500</u>	<u>\$1,341</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,669</u>	<u>\$7,500</u>	<u>\$1,169</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,638</u>	<u>\$7,500</u>	<u>\$1,138</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,605</u>	<u>\$7,500</u>	<u>\$1,105</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$5,145</u>	<u>\$4,500</u>	<u>\$645</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$7,424</u>	<u>\$6,500</u>	<u>\$924</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2022</u>	<u>\$8,544</u>	<u>\$7,500</u>	<u>\$1,044</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>8,513</u>	<u>\$7,500</u>	<u>\$1,013</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,472</u>	<u>\$7,500</u>	<u>\$972</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,437</u>	<u>\$7,500</u>	<u>\$937</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,120</u>	<u>\$1,000</u>	<u>\$120</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,394</u>	<u>\$7,500</u>	<u>\$894</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$5.033</u>	<u>\$4,500</u>	<u>\$533</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$3,901</u>	<u>\$3,500</u>	<u>\$401</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$5,003</u>	<u>\$4,500</u>	<u>\$503</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2022</u>	<u>\$2,220</u>	<u>\$2,000</u>	<u>\$220</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$4,993</u>	<u>\$4,500</u>	<u>\$493</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$2,216</u>	<u>\$2,000</u>	<u>\$216</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$774</u>	<u>\$700</u>	<u>\$74</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$3,871</u>	<u>\$3,500</u>	<u>\$371</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,103</u>	<u>\$1,000</u>	<u>\$103</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,100</u>	<u>\$1,000</u>	<u>\$100</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,248</u>	<u>\$7,500</u>	<u>\$748</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,316</u>	<u>\$1,200</u>	<u>\$116</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2022</u>	<u>\$1,095</u>	<u>\$1,000</u>	<u>\$95</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$5,134</u>	<u>\$4,700</u>	<u>\$434</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,092</u>	<u>\$1,000</u>	<u>\$92</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$764</u>	<u>\$700</u>	<u>\$64</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$10,588</u>	<u>\$9,700</u>	<u>\$888</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,090</u>	<u>\$1,000</u>	<u>\$90</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$2,724</u>	<u>\$2,500</u>	<u>\$224</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$3,811</u>	<u>\$3,500</u>	<u>\$311</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,086</u>	<u>\$1,000</u>	<u>\$86</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2022</u>	<u>\$1,084</u>	<u>\$1,000</u>	<u>\$84</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$2,162</u>	<u>\$2,000</u>	<u>\$162</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$646</u>	<u>\$600</u>	<u>\$46</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,613</u>	<u>\$1,500</u>	<u>\$113</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$4,293</u>	<u>\$4,000</u>	<u>\$293</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$1,282</u>	<u>\$1,200</u>	<u>\$82</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$1,600</u>	<u>\$1,500</u>	<u>\$100</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$2,128</u>	<u>\$2,000</u>	<u>\$128</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$1,059</u>	<u>\$1,000</u>	<u>\$59</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2023</u>	<u>\$1,582</u>	<u>\$1,500</u>	<u>\$82</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$615</u>	<u>\$600</u>	<u>\$15</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$228,078</u>	<u>\$225,000</u>	<u>\$3,078</u>	<u>2023</u>	<u>\$0.01 per share</u>	<u>RB Capital Partners, Inc.</u> <u>Brett D. Rosen</u>	<u>Assignment and Consolidation of 2016-2021 Debt</u>
<u>2023</u>	<u>\$251,094</u>	<u>\$250,000</u>	<u>\$1,094</u>	<u>2023</u>	<u>\$0.70 per share</u>	<u>RB Capital Partners, Inc.</u> <u>Brett D. Rosen</u>	<u>Debt</u>

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.otcmarket.com).

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

Effective June 30, 2023, the Company entered into that certain Agreement and Plan of Reorganization (the "Reorganization Agreement") with the holder of a majority of the outstanding Common Stock of XA Interactive, Inc., a Nevada corporation (the "Target" or "XA"). As of the date of this report, the closing of the transaction remains pending due to a number of factors, including ongoing due diligence.

The Reorganization Agreement provides that the Company will acquire all of the outstanding capital stock of the Target consisting of One Hundred Million (100,000,000) shares of the Target's Common Stock (par value \$0.00000001) (the "Target Stock") for a multiple of Three Point Six shares of the Company with the result that the Company will be obligated to issue an aggregate of Three Hundred Sixty Million (360,000,000) shares of the Company's Common Stock to acquire all of the outstanding capital stock of the Target. As a result, the Target will become a wholly-owned subsidiary of the Company. The transaction set forth in the Reorganization Agreement was undertaken upon a claim that the Company's acquisition of the Target Stock was a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended. As a result of and at the closing of the Reorganization Agreement, the Company's assets and operations shall be primarily those of the Target.

The Target is and has been in the secondary recovery of oil and natural gas business in the United States, with a focus on projects located in South and West Texas. Currently, the Target owns or is a partner in approximately 20,000 acres of land leases involved in secondary recovery oil and gas drilling operations. If circumstances and favorable market conditions allow, the Target may develop additional wells within the next 12-18 months. However, the Target faces intense worldwide competition from many larger, well-established oil and gas operators who have significantly greater financial and managerial resources together with far greater asset and market diversification.

As reflected in our filings and press releases, the following were completed between 2018 and 2023:

During 2018, the following were accomplished: 1) the Company booked a gain from the settlement of accrued interest and debt in the amount of \$984,129, resulting in posted net income and increase in equity of \$867,810 for the year.

During 2019 the following were accomplished: 1) the Company continued conversations with a Colorado-based "Tiny Home" and modular home manufacturer regarding possible joint operations within residential sections of Holiday Island Resort in Northwest Arkansas, and within other prospective acquisition targets in Texas, Oklahoma, Louisiana, and Missouri; 2) engaged Lantana Capital Advisors – a Houston, Texas-based financial and strategic consulting firm - to source and help finance the acquisition of income producing recreational, residential, and commercial properties in the Company's defined marketing areas of Arkansas, Texas, Oklahoma, Louisiana, and Missouri (in addition to the Company's base area in Northwest Arkansas).

In 2020 the following were achieved ; 1) began to locate and evaluate numerous prospective recreational, residential, and commercial properties/business in its defined marketing area; 2) strengthened its Advisory Board with the additional engagement of Lantana Capital Advisors and Daryl Thompson, the CEO of a Colorado-based "Tiny Home" and modular home manufacturing company; 3) negotiated to acquire via a contract for deed a residential facility in Holiday Island Resort to use as a corporate home office; 4) Completed the purchase of the aforementioned prime residential property, and we took possession on September 1, making this our first permanent company headquarters, and we are significantly improving the value of the property with inside and outside additions and renovations over the next 1-3 years.

In 2021 the following were completed: 1) Located and received a Consulting Agreement with a PCAOB Audit Firm to assist the Company in uplifting to the OTCQB and complete the required upfront two-year Audit and current year Quarterly Reviews; 2) HIHL is in the process of raising the fees to begin and complete the Uplift with the aim to begin in Q2 2022; 3) Engaged a third party and completed a comprehensive "Pitch (Investor) Deck" now circulating the investor/lender circles to raise initially \$50 million in Acquisition and Development Capital; 4) In connection with the Pitch Deck, the Company has identified a minimum of \$40 million of Recreational Properties to be acquired that generates good

returns as is, and that can be immediately expanded and profit enhanced; 5) HIHI's M & A Team is also in talks with an Investor Group that specializes in RV Park Acquisitions and Management with the intent to put together an Exit Strategy to purchase HIHI RV Parks post-enhancement at higher than original returns; 6) The Company converted a large block of Common Stock held by a single shareholder to Preferred Series A Stock resulting in reducing Debt and increasing Equity by \$808,000.

In 2022, the following were accomplished: 1) Consummated a Consulting Agreement with a PCAOB Audit Firm (Borgers CPA) to assist the Company in uplifting to the OTCQB and to complete the required upfront two-year Audit (2020, 2021) and current year (2022) Quarterly Reviews; 2) Secured a \$50,000 cash investment from a Houston-based Investor/Real Estate developer to be used to pay for the Company's OTCQB Uplift; 3) engaged an independent public accounting firm to conduct an audit for 2020 and 2021 with an estimated completion date during the 3rd quarter of 2023.

Intellectual Property

The Company owns its website (www.holidayislandholdings.com).

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

None

C. Describe the issuers' principal products or services.

The Company plans to acquire sufficient capital (equity, debt, seller financing), or arrange suitable joint ventures, with which to acquire and/or develop real estate and related businesses at existing recreational, residential or commercial developments in its defined marketing area of Texas, Northwest Arkansas, other portions of Arkansas, and in Oklahoma, Louisiana, and Missouri.

5) Issuer's Facilities

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

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

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

The Company's office address is 193 Wild Turkey Drive, Holiday Island, Arkansas 72631. The Company acquired the property in September, 2020 and entered into a Contract For Deed with the seller, who retains title to the property until the purchase price is paid in full.

The Company owns non-cash property and equipment including computer and networking equipment, software, printers, furniture, and fixtures.

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
<u>S. Gene Thompson</u>	<u>CEO & DIRECTOR</u>	<u>Holiday Island, AR</u>	<u>7,410,790</u>	<u>Restricted Common</u>	<u>9.95%</u>	<u>_____</u>
<u>XA Interactive Inc</u>	<u>Shareholder</u>	<u>Las Vegas, NV</u>	<u>40,000,000</u>	<u>Restricted Common</u>	<u>53.69%</u>	<u>Glenn Klinker</u>
<u>RB Capital Partners, Inc.</u>	<u>Shareholder</u>	<u>La Jolla, CA</u>	<u>7,500,000</u>	<u>Restricted Common</u>	<u>10.07%</u>	<u>Brett Rosen</u>
<u>Nick B. Herman</u>	<u>Shareholder</u>	<u>Houston, TX</u>	<u>6,325,000</u>	<u>Restricted Common</u>	<u>8.49%</u>	<u>_____</u>
<u>H. Jay Hill</u>	<u>Shareholder</u>	<u>Safety Harbor, FL</u>	<u>283</u>	<u>Class A Preferred</u>	<u>100%</u>	<u>_____</u>

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: Morgan Petitti, Esq
Firm: Petitti Law
Address 1: 118 Streetsboro Road #317
Address 2: Hudson, OH 44236
Phone: 330-697-8548
Email: petittilaw@gmail.com

Accountant or Auditor

Name: Michael Richard
Firm:
Address 1: 8136 Pawtucket Drive
Address 2: Huntington Beach, CA 92646
Phone: 714-325-3431
Email: m.richard.cfo@gmail.com

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)⁴:

Name: Michael Richard
Title: _____
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements: 20+ years of experience in senior finance and accounting roles at public and private companies.

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

The unaudited financial statements for the nine months ended September 30, 2023 and 2022, are incorporated herein and attached below.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, S. Gene Thompson certify that:

1. I have reviewed this Disclosure Statement for Holiday Island Holdings, 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.

12-05-2023 [Date]

/s/ S. Gene Thompson [CEO's Signature]

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

Principal Financial Officer:

I, S. Gene Thompson certify that:

1. I have reviewed this Disclosure Statement for Holiday Island Holdings, 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.

12-05-2023 [Date]

/s/ S. Gene Thompson [CFO's Signature]

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

The unaudited financial statements for Holiday Island Holdings, Inc. are incorporated herein and attached below.

Holiday Island Holdings, Inc.**Balance Sheets**

(unaudited)

	September 30, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ -	\$ 260
Other receivables	357,143	-
Total current assets	357,143	260
Property and equipment, net	54,835	63,627
Total Assets	\$ 411,978	\$ 63,887
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 54,569	\$ 8,668
Accrued expenses and other liabilities	102,450	150,968
Current portion of notes payable	21,615	21,692
Current portion of convertible notes payable	784,899	548,099
Total current liabilities	963,533	729,427
Notes payable, net of current portion	40,046	38,135
Total liabilities	1,003,579	767,562
Stockholders' equity:		
Preferred stock Class A, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued and outstanding --283 and 101 shares, respectively	24	8
Common stock, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued and outstanding -- 74,505,480 and 22,184,774 shares, respectively	748	224
Treasury stock, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued -- 270,216 and 270,216 shares, respectively	3	3
Additional paid-in capital	42,205,179	41,746,393
Accumulated deficit	(42,797,555)	(42,450,303)
Total stockholders' equity	(591,601)	(703,675)
Total Liabilities and Stockholders' Equity	\$ 411,978	\$ 63,887

See accompanying notes to unaudited financial statements.

Holiday Island Holdings, Inc.
Statements of Operations
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net revenues	\$ -	\$ -	\$ -	\$ -
Cost of revenues	-	-	-	-
Gross profit	-	-	-	-
Operating expenses:				
Sales and marketing	-	1,063	-	1,745
General and administrative	295,950	41,794	338,252	203,491
Depreciation and amortization	2,896	2,055	4,266	6,120
Total operating expenses	298,846	44,912	342,518	211,356
Net operating loss	(298,846)	(44,912)	(342,518)	(211,356)
Other income - gain on extinguishment of debt	-	-	56,562	-
Other expense - loss on disposal of assets	(4,526)	-	(4,526)	-
Interest expense, net of interest income	(37,517)	(30,612)	(56,770)	(84,024)
Net loss	\$ (340,889)	\$ (75,524)	\$ (347,252)	\$ (295,380)
Net loss available to common shareholders				
Basic	\$ (340,889)	\$ (75,524)	\$ (347,252)	\$ (295,380)
Diluted	\$ (340,889)	\$ (75,524)	\$ (347,252)	\$ (295,380)
Basic loss per share:	(\$0.00)	\$0.00	(\$0.01)	(\$0.02)
Diluted loss per share:	(\$0.00)	\$0.00	(\$0.01)	(\$0.02)
Weighted average shares outstanding - basic and diluted	81,290,335	17,745,885	41,841,603	17,028,277
<i>See accompanying notes to unaudited financial statements.</i>				

Holiday Island Holdings, Inc.
Statements of Cash Flows
(unaudited)

	Nine Months Ended September 30	
	2023	2022
Cash Flows from Operating Activities:		
Net (loss) income	\$ (347,252)	\$ (295,380)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	4,266	6,120
Extinguishment of notes payable debt	(39,000)	-
Loss on disposal of assets	4,526	-
Stock-based compensation	240,000	39,500
Changes in operating assets and liabilities:		
Other assets	-	32,499
Accounts payable	45,901	-
Accrued expenses, other liabilities and interest	(48,518)	32,951
Net cash used in operating activities	(140,077)	(184,310)
Cash Flows from Investing Activities:		
Purchases of property and equipment, net	-	(1,764)
Net cash used in investing activities	-	(1,764)
Cash Flows from Financing Activities:		
Proceeds from notes payable	27,904	186,476
Payments on notes payable	(270)	(6,727)
Acquisition of notes receivable	(357,143)	-
Issuance of promissory note payable in exchange	250,000	-
Issuance of common stock in exchange	219,326	-
Net cash provided by financing activities	139,817	179,749
Net change in cash and cash equivalents	(260)	(6,325)
Cash and cash equivalents, beginning of period	260	6,392
Cash and cash equivalents, end of period	\$ -	\$ 67
Supplemental disclosure of cash flow information -		
Cash paid during the period for:		
Interest	\$ 6,436	\$ 45,350
Non-cash transactions:		
Common stock issued for conversion of debt	\$ 75,000	\$ -
<i>See accompanying notes to unaudited financial statements.</i>		

Holiday Island Holdings, Inc.
Statement of Stockholders' Equity
For the Nine Months Ended September 30, 2023 and 2022
(unaudited)

	<u>Treasury Stock</u>		<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Share s</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in Capital</u>	<u>Deficit</u>	<u>Total</u>
Balances, January 1, 2023	270,216	\$3	123	\$8	22,184,774	\$224	\$41,746,393	\$(42,450,303)	\$(703,675)
Estimated fair value of common stock issued for conversion of notes payable	-	-	-	-	7,500,000	75	74,925	-	75,000
Estimated fair value of common stock issued for services	-	-	-	-	2,400,000	24	239,976	-	240,000
Estimated fair value of common stock issued for note receivable	-	-	-	-	42,420,706	425	143,901	-	144,326
Estimated fair value of common stock issued in connection with anti-dilution agreement	-	-	-	-	16,000,000	160	(160)	-	-
Estimated fair value of preferred stock issued in connection with conversion of common stock	-	-	160	16	(16,000,000)	(160)	144	-	-
Net loss					-	-	-	(347,252)	(347,252)
Balances, September 30, 2023	270,216	\$3	283	\$24	74,505,480	\$748	\$42,205,179	\$(42,797,555)	\$(591,601)

	<u>Treasury Stock</u>		<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Share s</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in Capital</u>	<u>Deficit</u>	<u>Total</u>
Balances, January 1, 2022	270,216	\$3	101	\$8	16,429,341	\$165	\$41,588,783	\$(42,002,379)	\$(413,420)
Estimated fair value of common stock issued for conversion of debt					205,433	2	6,161		6,163
Estimated fair value of preferred stock issued for conversion of debt			22	-			27,006		27,006
Estimated fair value of common stock issued for services					1,250,000	13	37,487		37,500
Estimated fair value of common stock issued as gift to noteholder					50,000	1	1,999	-	2,000
Net loss					-	-	-	(295,380)	(295,380)
Balances, September 30, 2022	270,216	\$3	123	\$8	17,934,774	\$181	\$41,661,436	\$(42,297,759)	\$(636,131)

See accompanying notes to unaudited financial statements.

Holiday Island Holdings, Inc.
Notes to the Unaudited Financial Statements
September 30, 2023

Note 1 Organization, Business Operations and Summary of Significant Accounting Policies

Organization and Business Operations

Holiday Island Holdings, Inc. (“HIHI” and the “Company”) is a Delaware corporation formed in 1997. The Company is engaged in recreational, residential, and commercial real estate acquisition, management, and development.

On June 30, 2023, the Company entered into that certain Agreement and Plan of Reorganization (the “Reorganization Agreement”) with the holder of a majority of the outstanding Common Stock of XA Interactive, Inc., a Nevada corporation (the “Target” or “XA”). As of the date of these financial statements, the closing of the transaction remains pending due to a number of factors, including ongoing due diligence.

The Reorganization Agreement provides that the Company will acquire all of the outstanding capital stock of the Target consisting of One Hundred Million (100,000,000) shares of the Target’s Common Stock (par value \$0.00000001) (the “Target Stock”) for a multiple of Three Point Six shares of the Company with the result that the Company will be obligated to issue an aggregate of Three Hundred Sixty Million (360,000,000) shares of the Company’s Common Stock to acquire all of the outstanding capital stock of the Target. As a result, the Target will become a wholly-owned subsidiary of the Company. The transaction set forth in the Reorganization Agreement was undertaken upon a claim that the Company’s acquisition of the Target Stock was a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended. As a result of and at the closing of the Reorganization Agreement, the Company’s assets and operations shall be primarily those of the Target.

The Target is a small, early-stage company, with very limited assets and management. The Target is and has been in the secondary recovery of oil and natural gas business in the United States, with a focus on projects located in South and West Texas. Currently, the Target owns or is a partner in approximately 20,000 acres of land leases involved in secondary recovery oil and gas drilling operations. If circumstances and favorable market conditions allow, the Target may develop additional wells within the next 12-18 months. However, the Target faces intense worldwide competition from many larger, well-established oil and gas operators who have significantly greater financial and managerial resources together with far greater asset and market diversification.

Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited financial statements include the accounts of the Company.

The preparation of the Company’s financial statements is in conformity with U.S. generally accepted accounting principles (“GAAP”), which requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

In the opinion of the Company’s management, the unaudited interim financial information contained herein includes all normal recurring adjustments, necessary to present fairly the financial position of the Company as of September 30, 2023 and December 31, 2022, and the results of its operations and cash flows for the nine months ended September 30, 2023 and 2022.

The results reported in these unaudited financial statements should not be regarded as necessarily indicative of results that may be expected for any future periods.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that reflect 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 could differ from those estimates.

Financial Instruments

The Company's balance sheets may include the following financial instruments: cash, loans from shareholders, accounts payable, accrued expenses, notes payable and convertible notes payable. The carrying amounts of current assets and current liabilities approximate their fair value due to the relatively short period of time between the origination of these instruments and their expected realization. The carrying values of the notes payable and convertible notes payable approximates fair value based on borrowing rates currently available to the Company for instruments with similar terms and remaining maturities.

Fair Value Measurement

Financial Accounting Standard Board, or FASB, Accounting Standards Codification, or ASC, Topic 820, *Fair Value Measurements and Disclosures*, established a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring fair value. This framework defined three levels of inputs to the fair value measurement process and requires that each fair value measurement be assigned to a level corresponding to the lowest level input that is significant to the fair value measurement in its entirety. The three broad levels of inputs defined by FASB ASC Topic 820 hierarchy are as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability; and

Level 3 - unobservable inputs for the asset or liability. These unobservable inputs reflect the entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability and are developed based on the best information available in the circumstances (which might include the reporting entity's own data).

Receivables are carried at amounts that approximate fair value. Receivables are recognized net of an allowance for doubtful accounts receivable. The allowance for doubtful accounts reflects the current estimate of credit losses expected to be incurred over the life of the financial asset, based on historical experience, current conditions, and reasonable forecasts of future economic conditions. Accounts receivable are written down or off when a portion or all of such account receivable is determined to be uncollectible.

Inventories are valued at the lower of cost or net realizable value with cost being determined on the weighted average cost method. Elements of cost in inventories include:

- raw materials,
- direct labor, and
- manufacturing and indirect overhead.

Supplies are valued at the lower of cost or net realizable value; cost is generally determined by the weighted average cost method. Inventories deemed to have costs greater than their respective market values are reduced to net realizable value with a loss recorded in income in the period recognized.

At September 30, 2023 and December 31, 2022, the carrying value of the Company's financial instruments such as accounts receivable and payables approximated their fair values based on the short-term nature of these instruments. The carrying value of short-term notes and advances approximated their fair values because the underlying interest rates approximated market rates at the balance sheet dates.

Cash and Cash Equivalents

The Company considers all liquid investments with original maturities of six months or less from the date of purchase that are readily convertible into cash to be cash equivalents. The Company had no cash equivalents at September 30, 2023 or December 31, 2022.

Revenue Recognition

As of the date these financial statements were issued, the Company had no revenue producing activities. As of September 30, 2023 management was actively working to acquire properties for lease revenue, further development, marketing, and resale. The Company recognizes revenue as it satisfies contractual performance obligations by transferring promised goods or services to its customers. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for those promised goods or services. A good or service is transferred to a customer when, or as, the customer obtains control of that good or service.

Property and equipment

Property, Plant and Equipment is stated at cost. Maintenance and repairs are charged to expense as incurred and the costs of additions and betterments that increase the useful lives of the assets are capitalized. When property, plant and equipment is disposed of, the cost and related accumulated depreciation are removed from the balance sheets and any gain or loss is included in Other income/(expense) in the statements of operations.

Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, as follows:

Office equipment: 5 - 7 years
Computer hardware and software: 3 - 5 years
Buildings: 40 years

Investment in Property and Other Long-Lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. The Company did not recognize any impairment losses for any periods presented.

Advertising

The costs of advertising are expensed as incurred. Advertising expenses were \$0 for the nine months ended September 30, 2023 and 2022. Advertising expenses are included in the Company's operating expenses.

Business Combinations

Business combinations are accounted for using the acquisition method of accounting. Under the acquisition method, assets acquired and liabilities assumed are recorded at their respective fair values as of the acquisition date in the Company's financial statements. The excess of the fair value of consideration transferred over the fair value of the net assets acquired is recorded as goodwill.

Share-Based Compensation

The Company from time to time may issue stock options, warrants and restricted stock as compensation to employees, directors, officers and affiliates, as well as to acquire goods or services from third parties. In all cases, the Company calculates share-based compensation using the Black-Scholes option pricing model and expenses awards based on fair value at the grant date on a straight-line basis over the requisite service period, which in the case of third party suppliers is the shorter of the period over which services are to be received or the vesting period, and for employees, directors, officers and affiliates is typically the vesting period. Share-based compensation is included in general and administrative expenses in the accompanying statements of operations.

Earnings per Share

Basic earnings per share are computed using the weighted average number of common shares outstanding at September 30, 2023 and December 31, 2022, respectively. The weighted average number of common shares outstanding for the three months ended September 30, 2023 and 2022 was 81,290,335 and 17,745,885, respectively. The weighted average number of common shares outstanding for the nine months ended September 30, 2023 and 2022 was 41,841,603 and 17,028,277, respectively. Diluted earnings per share reflect the potential dilutive effects of common stock equivalents such as options, warrants and convertible securities. Given the historical and projected future losses of the Company, all potentially dilutive common stock equivalents are considered anti-dilutive.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

Recently Adopted Accounting Standards

In May 2021, the FASB issued ASU 2021-04, Earnings Per Share (Topic 260), Debt - Modifications and Extinguishments (Subtopic 470-50), Compensation - Stock Compensation (Topic 718), and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40): Issuer's Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options ("ASU 2021-04"). ASU 2021-04 provides guidance as to how an issuer should account for a modification of the terms or conditions or an exchange of a freestanding equity-classified written call option (i.e., a warrant) that remains classified after modification or exchange as an exchange of the original instrument for a new instrument. An issuer should measure the effect of a modification or exchange as the difference between the fair value of the modified or exchanged warrant and the fair value of that warrant immediately before modification or exchange and then apply a recognition model that comprises four categories of transactions and the corresponding accounting treatment for each category (equity issuance, debt origination, debt modification, and modifications unrelated to equity issuance and debt origination or modification). ASU 2021-04 is effective for all entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. An entity should apply the guidance provided in ASU 2021-04 prospectively to modifications or exchanges occurring on or after the effective date. The Company adopted ASU 2021-04 effective January 1, 2022. The adoption of ASU 2021-04 did not have any impact on the Company's consolidated financial statement presentation or disclosures.

Note 2 Going Concern

Historically the Company has experienced, and the Company continues to experience, net losses, net losses from operations, negative cash flow from operating activities, and working capital deficits. These conditions raise substantial doubt about the Company's ability to continue as a going concern within one year after the date of issuance of the unaudited financial statements. The unaudited financial statements do not reflect any adjustments that might result if the Company was unable to continue as a going concern.

The Company anticipates that operating losses will continue in the near term as management continues efforts to acquire income producing assets and complete the Reorganization Agreement. The Company intends to meet near-term obligations through debt and equity financing as it seeks to generate positive cash flow from operations.

In addition to generating cash flow from operations, we will be required to obtain other liquidity resources to support ongoing operations. We are addressing this need by developing additional capital sources, which we believe will enable us to execute our recapitalization and growth plan.

Based upon anticipated new sources of capital, we believe we will have enough capital to cover expenses through at least the next twelve months. We will continue to monitor liquidity carefully, and in the event we do not have enough capital to cover expenses, we will make the necessary and appropriate reductions in spending to remain cash flow positive. While management believes our plans help mitigate the substantial doubt that we are a going concern, there is no guarantee that our plans will be successful or if they are, will fully alleviate the conditions that raise substantial doubt that we are a going concern.

Note 3 Property and Equipment

Property and equipment, as of September 30, 2023 and December 31, 2022 consist of:

	<u>September 30, 2023</u>	<u>December 31, 2022</u>
Property & Equipment	\$ 83,623	\$ 90,623
Less accumulated depreciation	<u>(28,788)</u>	<u>(26,996)</u>
	<u>\$ 54,835</u>	<u>\$ 63,627</u>

Depreciation of property and equipment was \$933 and \$2,055 for the three months ended September 30, 2023 and 2022, respectively.

Depreciation of property and equipment was \$4,266 and \$6,120 for the nine months ended September 30, 2023 and 2022, respectively.

Note 4 Convertible Notes Payable and Notes Payable

Convertible notes payable is comprised of the following at:

	September 30, 2023	December 31, 2022
Rosen Capital, LLC / RB Capital Partners, Inc.	\$ 475,000	\$ 211,000
H. Jay Hill	259,899	248,099
Sophia Filfil	50,000	50,000
Negma Group	-	25,000
Tri-Bridge Ventures, LLC	-	10,000
John Moyers	-	2,500
Michael D Adams	-	1,500
Total convertible notes payable	\$ 784,899	\$ 548,099
Current portion of convertible notes payable	\$ 784,899	\$ 548,099

Notes payable is comprised of the following at:

	September 30, 2023	December 31, 2022
Fred K. Holz Revocable Trust	\$ 45,002	\$ 45,002
Silver Lake Partners	10,000	10,000
Fundbox	3,493	3,113
CS Bank	3,166	1,712
Total notes payable	\$ 61,661	\$ 59,827
Current portion of notes payable	21,615	21,692
Long term notes payable, net	\$ 40,046	\$ 38,135

Note 5 Stockholder's Equity

Effective May 13, 2021 the Corporation amended its Certificate of Incorporation to authorize two classes of stock designated "Common Stock" and "Preferred Stock."

- Preferred Stock. The total number of shares of preferred stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share, designated Series A. Each share of Series A Preferred Stock is non-voting and is convertible into One Hundred Thousand (100,000) shares of the Corporation's common stock, par value \$0.00001. As of September 30, 2023 and December 31, 2022, the Company had 283 and 123 shares of its Series A Preferred Stock issued and outstanding, respectively.

Effective May 31, 2021, the Company issued 101 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 10,100,000 shares of the Company's common stock, in consideration for the conversion of \$808,000 of convertible promissory notes issued to Mr. Hill by the Company between February 2011 and February 2019.

Effective August 19, 2022, the Company issued 22 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 2,200,000 shares of the Company's common stock, in consideration for the conversion of

\$27,006 of convertible promissory notes issued to Mr. Hill by the Company between January 2013 and September 2019

Effective September 30, 2023, the Company issued 160 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 16,000,000 shares of the Company's common stock, in consideration for the conversion of 16,000,000 shares of the Company's common stock to its Series A Preferred Stock.

Dividends in the amount of \$227,800 and \$154,000, representing dividends on the Company's 10%, cumulative Preferred Stock, were in arrears as of September 30, 2023 and December 31, 2022, respectively.

- b. Common Stock. The total number of shares of common stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share. As of September 30, 2023 and December 31, 2022, the Company had 74,505,480 and 22,184,774 shares of its common stock issued and outstanding, respectively.

Effective July 3, 2023, the Company issued 40,000,000 shares of its restricted common stock to XA at \$0.0015 per share in connection with the Reorganization Agreement in exchange for \$60,000 to be used to meet general working capital requirements. As of September 30, 2023, XA had issued direct payments of \$36,983 to vendors of the Company on the Company's behalf and the remainder of \$23,017 was outstanding.

Effective July 3, 2023, the Company issued 16,000,000 shares of its restricted common stock to H. Jay Hill at \$0.10 per share in consideration for an anti-dilution agreement.

Effective July 3, 2023, the Company issued 2,200,000 shares of its restricted common stock to S. Gene Thompson at \$0.10 per share in connection with his employment agreement. Mr. Thompson is an officer and director of the Company.

Effective July 3, 2023, the Company issued 200,000 shares of its restricted common stock to Bold Leego Enterprises, Inc. at \$0.10 per share in consideration for consulting services related to the merger with XA.

During September 2023, the Company issued 2,420,706 units comprising shares of restricted common stock and one-year warrants to purchase an additional 2,420,706 shares of common stock in connection with private placements to seven accredited investors resulting in net proceeds of \$84,326 which were paid directly to XA in exchange for a note receivable issued by XA in favor of the Company. The issue price of the units, and the exercise price of the warrants, ranged from \$0.03 to \$0.060243 per share.

As of the date of these financial statements, the Company is in the process of completing an analysis of the classification and fair value of outstanding shares of restricted common stock and warrants issued in connection with the private placement. The fair value of these instruments is being determined and is subject to change based on various factors, including market conditions and the Company's financial performance.

Management intends to work with an independent third-party valuation specialist to ensure the accuracy and reliability of the fair value measurements. The analysis is expected to be completed by March 2024.

The Company will reflect any changes in the fair value of the common stock and warrants, and any other changes to its liabilities and equity, in its financial statements in the period in which the analysis is completed. Investors are advised to consider these factors when assessing the financial statements and should be aware that actual results may differ materially from the estimates presented herein.

Effective August 11, 2020, the Company completed a one-for-two thousand reverse stock split of the Company's issued and outstanding common stock. As a result, every two thousand shares of the Company's issued and outstanding common stock were automatically combined and reclassified into one share of the Company's common stock. No fractional shares were issued in connection with the reverse stock split. Shareholders who would otherwise hold a fractional share of common stock received an increase to their common stock as the

common stock was rounded up to a full share. All disclosures of share and per share data in these unaudited financial statements have been retroactively adjusted to reflect the reverse stock split for all periods presented.

- c. Options. The Company recognizes all share-based payments to employees, or third parties including grants of employee stock options to be recognized as compensation expense, or services in the financial statements based on their fair values. That expense is recognized over the period during which an employee, or third party, is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). The Company issued no options to purchase shares of its common stock during the nine months ended September 30, 2023 and 2022, respectively, and there were no options outstanding as of September 30, 2023.
- d. Warrants. The Company issued warrants to purchase 2,420,706 shares of its common stock during September 2023 in connection with a private placement. The exercise price of the warrants ranged from \$0.03 to \$0.060243 per share. The Company issued no warrants to purchase shares of its common stock during the nine months ended September 30, 2022. As of September 30, 2023, the Company had 2,420,706 warrants outstanding.

Note 6 Income Taxes

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*, which requires an asset and liability approach for financial accounting and reporting of income taxes. Deferred income taxes reflect the impact of temporary differences between the amount of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations. Deferred tax assets, if any, include tax loss and credit carry forwards and are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Note 7 Subsequent Events

Effective October 25, 2023, the Company issued 200,000 shares of its restricted common stock to Michael D. Adams. at \$0.10 per share in consideration for services.

Effective October 25, 2023, the Company issued 10,000 shares of its restricted common stock to N. Katherine Dees. at \$0.10 per share in consideration for services.

Effective October 28, 2023, the Company issued 4,448,250 shares of its restricted common stock to H. Jay Hill at \$0.10 per share in consideration for an anti-dilution agreement.

There were no subsequent events requiring adjustment to the unaudited financial statements or disclosures therein through December 5, 2023, the date the Company's unaudited financial statements were issued.