

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BLUE HEAVEN COFFEE, INC.

(formerly Canopus BioPharma, Inc.)

304 South Jones Boulevard, Unit 8925

Las Vegas, Nevada 89107

(385) 256-9352

justin@blueheaven.coffee

SIC Code: 7310

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

772,601,572 and 2,787,726,572 shares of common stock as of August 31, 2023, and as of the date of this Quarterly Report, respectively.

122,097,572 shares of common stock as of August 31, 2022.

As of November 30, 2023, and as of the date of this Quarterly Report, the number of Series A Preferred Stock outstanding was 1,000,000 shares, each share of which is convertible into 20,000 shares of Common Stock but with ten times that voting rights.

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.

History. Canopus Biopharma, Inc., a Nevada corporation, was formed on April 8, 1986, as Travel Entertainment, a privately-held Nevada corporation. On January 29, 1987, our corporate name changed to Landmere Inc. On September 9, 2005, our corporate name changed to Drake Holding Corp. On June 14, 2007, our corporate name changed to Canopus Biopharma, Inc. The name of the Company was changed to CBIA, Inc. on August 2, 2021, in connection with a holding company reorganization, and then to Capstone Biotech, Inc. in connection with a redomicile to the State of Nevada. On February 28, 2022, our corporate name changed to Canopus BioPharma, Inc.

On May 1, 2023, our corporate name changed to Blue Heaven Coffee, Inc. The effective time, as it relates to the stock trading market, of this corporate action, which will include a change to our trading symbol, will depend on the date on which FINRA issues its approval of our related filing, which we expect to occur in January 2024. We are unable to predict the date on which FINRA will issue such approval.

Custodian. On July 30, 2021, G. Reed Petersen was appointed as Custodian of Canopus Biopharma, Inc. (Case No. A-21-832802-P by the Nevada District Court, in Clark County, Nevada. On October 19, 2022, the custodianship was terminated.

Recent Change-in-Control Transaction. Effective March 21, 2023, a change in control of our company occurred. On such date, (a) ML Squared, LLC sold 50% (500,000 shares) of the outstanding shares of Series A Preferred Stock and (b) PIPE QOF, Inc sold 50% (500,000 shares) of the 1,000,000 outstanding shares of Series A Preferred Stock to a single person, Justin De Four.

In connection with the change in control, Benjamin Oates resigned as the Sole Director and Justin De Four was appointed as the new Sole Director. Justin De Four now serves as the Chief Executive Officer, Chief Financial Officer and Secretary.

Following the change-in-control transaction, effective March 22, 2023, the Company acquired Blue Heaven Coffee, Inc., an Ontario, Canada, corporation (“BHC”), a provider of unattended and attended retail and digital advertising solutions.

Change in “Shell” Status. Effective March 22, 2023, the Company acquired Blue Heaven Coffee, Inc., an Ontario, Canada corporation (BHC), a leading provider of unattended and attended retail and digital advertising solutions.

Until our acquisition of BHC, our company identified itself as a “shell company.” Effective with our acquisition of BHC on March 22, 2023, our company ceased to be a “shell company.”

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

The Company is a Nevada corporation and is Active and in Good Standing in the State of Nevada.

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

None.

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

As a result of the previous one-for-two (1:2) reverse stock split for common shares not obtaining the necessary FINRA clearances, the Board of Directors has effected a two-for-one (2:1) common stock split effectively reversing the one-for-two (1:2) stock split. Unless otherwise noted, all information herein gives effect to the two-for-one (2:1) stock split.

Effective March 22, 2023, the Company acquired Blue Heaven Coffee, Inc., an Ontario, Canada, corporation (“Blue Heaven”), a leading provider of unattended and attended retail and digital advertising solutions.

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

304 South Jones Boulevard, Unit 8925, Las Vegas, Nevada 89107

The address(es) of the issuer's principal place of business:

☒ Check if principal executive office and principal place of business are the same address:

N/A

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

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

The Company was the subject of a custodianship in the Nevada Eighth District Court, file number A-21-832160-P, effective June 20, 2021. G. Reed Petersen was appointed custodian. Mr. Petersen's custodianship has been terminated.

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Co.

Phone: 800-785-7782

Email: awalker@pacificstocktransfer.com

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

Publicly Quoted or Traded Securities

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

Trading symbol:	CBIA
Exact title and class of securities outstanding:	Common Stock
CUSIP:	628635104
Par or stated value:	\$0.00001
Total shares authorized:	7,000,000,000 as of date: February 8, 2024
Total shares outstanding:	2,787,726,572 as of date: February 8, 2024
Total number of shareholders of record:	151 as of date: February 8, 2024

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.

Exact title and class of the security:	Series A Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$0.00001
Total shares authorized:	1,000,000 as of date: February 8, 2024
Total shares outstanding (if applicable):	1,000,000 as of date: February 8, 2024
Total number of shareholders of record	Two (2) as of date: February 8, 2024

Security Description:

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

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

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

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

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

Series A Preferred Stock. Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 200,000 votes. The Series A Preferred Stock, as a class, is entitled to receive dividends when, as and if declared by the Board of Directors. The company has no obligation to redeem the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible at any time into 20,000 shares of the Company's common. The Series A Preferred Stock is not redeemable.

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

None.

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

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance: Common: 100,447,572 Date: 8/31/2021 Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
08/06/2021	New issuance	101,757,428	Common	\$20,000	Yes	G. Reed Petersen	Payment for expenses paid in reorganizing the Issuer	Restricted	4(a)(2)
08/17/2021	Cancellation	(101,757,428)	Common	NA	NA	G. Reed Petersen	Exchange for shares of Series A Preferred Stock	Restricted	3(a)(9)
08/17/2021	New Issuance	1,000,000	Series A Preferred	N/A	N/A	G. Reed Peterson	Exchange for shares of Common Stock	Restricted	4(a)(2)
8/24/2021	New Issuance	735,000	Common	\$.00041	Yes	G. Reed Petersen, Trustee of the G. Reed Petersen Revocable Trust UAD 04/02/2060	Cash	Restricted	4(a)(2)
8/24/2021	New Issuance	735,000	Common	\$.00041	Yes	Elkhorn Commercial, LLC- Jirwan Chanrit	Cash	Restricted	4(a)(2)
8/24/2021	New Issuance	245,000	Common	\$.00061	Yes	Calvin Jones	Cash	Restricted	4(a)(2)
8/24/2021	New Issuance	490,000	Common	\$.00031	Yes	Kelly Trimble	Cash	Restricted	4(a)(2)
12/19/2021	New Issuance	2,000,000	Common	\$.00001	Yes	Synnestvedt, LLC – Ben Oates	Cash	Restricted	4(a)(2)
12/19/2021	New Issuance	2,000,000	Common	\$.00001	Yes	Battlecreek Ventures, LLC – Ben Oates	Cash	Restricted	4(a)(2)
01/01/22	New Issuance	2,550,000	Common	\$.00001	Yes	Altus Advisors, LLC – Bryan Kessinger	Services	Restricted	4(a)(2)
01/01/22	New Issuance	1,275,000	Common	\$.00001	Yes	Synnestvedt, LLC – Ben Oates	Services	Restricted	4(a)(2)
02/02/22	New Issuance	2,550,000	Common	\$.00001	Yes	Altus Advisors, LLC – Bryan Kessinger	Services	Restricted	4(a)(2)
02/02/22	New Issuance	1,275,000	Common	\$.00001	Yes	Synnestvedt, LLC – Ben Oates	Services	Restricted	4(a)(2)

<u>02/02/22</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.00001</u>	<u>Yes</u>	<u>Ben Oates</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/17/22</u>	<u>New Issuance</u>	<u>990,000</u>	<u>Common</u>	<u>\$.00001</u>	<u>Yes</u>	<u>Altus Advisors, LLC – Bryan Kessinger</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/17/22</u>	<u>New Issuance</u>	<u>6,092,000</u>	<u>Common</u>	<u>\$.00001</u>	<u>Yes</u>	<u>Real Transition Capital, LLC – Andrew Van Noy</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/22/22</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.00001</u>	<u>Yes</u>	<u>McKenzie Long</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/15/22</u>	<u>New Issuance</u>	<u>853,000</u>	<u>Common</u>	<u>\$.00001</u>	<u>Yes</u>	<u>Altus Advisors, LLC – Bryan Kessinger</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/23/2023</u>	<u>New Issuance</u>	<u>450,000,000</u>	<u>Common</u>	<u>\$.00001</u>	<u>Yes</u>	<u>Justin De Four</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/2/2023</u>	<u>New Issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>\$.016</u>	<u>Yes</u>	<u>Longside Ventures, LLC – Benny Kaplan</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>6/7/2023</u>	<u>New Issuance</u>	<u>3,125,000</u>	<u>Common</u>	<u>\$.016</u>	<u>Yes</u>	<u>Leo's New Company – Miguel Santana</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>6/7/2023</u>	<u>New Issuance</u>	<u>13,800,000</u>	<u>Common</u>	<u>\$.016</u>	<u>Yes</u>	<u>Mango Innovation LLC – Derrick Boddie</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>6/7/2023</u>	<u>New Issuance</u>	<u>6,900,000</u>	<u>Common</u>	<u>\$.016</u>	<u>Yes</u>	<u>Matthew Dang</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>6/30/2023</u>	<u>New Issuance</u>	<u>6,900,000</u>	<u>Common</u>	<u>\$.016</u>	<u>Yes</u>	<u>Matthew Dang</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>7/10/2023</u>	<u>New Issuance</u>	<u>8,500,000</u>	<u>Common</u>	<u>\$.016</u>	<u>Yes</u>	<u>Mango Innovation LLC – Derrick Boddie</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>7/27/2023</u>	<u>New Issuance</u>	<u>12,500,000</u>	<u>Common</u>	<u>\$.0008</u>	<u>Yes</u>	<u>Colton De Gooyer, LLC – Colton De Gooyer</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>8/1/2023</u>	<u>New Issuance</u>	<u>31,750,000</u>	<u>Common</u>	<u>\$.0008</u>	<u>Yes</u>	<u>Geneva Roth Remark Holdings, Inc. – Curt Kramer</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>8/9/2023</u>	<u>New Issuance</u>	<u>67,419,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Mango Innovation LLC – Derrick Boddie</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>8/9/2023</u>	<u>Cancellation</u>	<u>(7,500,000)</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Longside Ventures, LLC – Benny Kaplan</u>	<u>Cancellation of Stock Subscription</u>	<u>N/A</u>	<u>N/A</u>
<u>8/22/2023</u>	<u>New Issuance</u>	<u>33,900,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Atwood Industries – Steve Atwood</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>8/24/2023</u>	<u>New Issuance</u>	<u>36,000,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>DevMarket & Research LLC (Michael Dell'unto)</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>

<u>9/11/2023</u>	<u>New Issuance</u>	<u>80,000,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Mango Innovation LLC – Derrick Boddie</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>9/20/2023</u>	<u>New Issuance</u>	<u>78,125,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Geneva Roth Remark Holdings, Inc. – Curt Kramer</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>9/20/2023</u>	<u>New Issuance</u>	<u>17,500,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Leonite Fund I, LP – Avi Geller</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>9/21/2023</u>	<u>New Issuance</u>	<u>78,125,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Geneva Roth Remark Holdings, Inc. – Curt Kramer</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>9/22/2023</u>	<u>New Issuance</u>	<u>37,500,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Continuation Capital, Inc. – Paul Winkle</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>9/27/2023</u>	<u>New Issuance</u>	<u>109,000,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Mango Innovation LLC – Derrick Boddie</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>9/27/2023</u>	<u>New Issuance</u>	<u>54,500,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>DevMarket & Research LLC (Michael Dell’unto)</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>10/4/2023</u>	<u>New Issuance</u>	<u>125,000,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Matthew Dang</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>10/16/2023</u>	<u>New Issuance</u>	<u>136,000,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Mango Innovation LLC – Derrick Boddie</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>10/17/2023</u>	<u>New Issuance</u>	<u>78,125,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Leo’s New Company – Miguel Santana</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>10/26/2023</u>	<u>New Issuance</u>	<u>155,000,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Mango Innovation LLC – Derrick Boddie</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>11/7/2023</u>	<u>New Issuance</u>	<u>79,000,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>DevMarket & Research LLC (Michael Dell’unto)</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>11/29/2023</u>	<u>New Issuance</u>	<u>93,750,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Geneva Roth Remark Holdings, Inc. – Curt Kramer</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>11/29/2023</u>	<u>New Issuance</u>	<u>181,045,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Mango Innovation LLC – Derrick Boddie</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>11/30/2023</u>	<u>New Issuance</u>	<u>93,750,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Geneva Roth Remark Holdings, Inc. – Curt Kramer</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>11/30/2023</u>	<u>New Issuance</u>	<u>76,562,500</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>DevMarket & Research LLC (Michael Dell’unto)</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
<u>12/1/2023</u>	<u>New Issuance</u>	<u>40,625,000</u>	<u>Common</u>	<u>\$.00064</u>	<u>Yes</u>	<u>Leonite Fund I, LP – Avi Geller</u>	<u>Stock Subscription</u>	<u>Free-trading</u>	<u>Regulation A</u>
Shares Outstanding on Date of This Report:									
Ending Balance:			Common: 2,787,726,572						
			(See Note 1)						
Date: 2/8/24			Series A Preferred: 1,000,000						

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:

Note 1: 581,045,000 of these shares are the subject of a rescission agreement and are to be tendered for cancellation in the near future. Following such cancellation, the issued and outstanding shares of the Company's common stock will be 2,206,681,572 shares, assuming not additional issuances are made. Once the cancellation is effected, the entry set forth below will be presented in the table of issuances/cancellations above.

1/8/2024	Cancellation	(581,045,000)	Common	N/A	N/A	Mango Innovation LLC – Derrick Boddie	Rescission of Stock Subscriptions	N/A	N/A
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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.)
2/14/2022	10,519	10,000	519	2/14/2024	Not convertible	Altus Advisors – Bryan Kessinger	Operating Expenses
12/12/2022	153,205	150,000	3,205	3/31/2024	30% discount on 3 lowest prices of 15 days lookback	PIPE QOF, Inc – Andrew Van Noy	Consulting Services
1/30/2023	20,159	20,000	159	1/23/2024	Not convertible	Altus Advisors – Bryan Kessinger	Operating Expenses
9/20/2023	350,000	385,000	0	9/20/2024	the lower of (i) the lowest trading price on the date that the first tranche is advanced or (ii) \$0.002	Leonite Fund I, LLC – Avi Geller	Equipment Financing

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

4) Issuer's Business, Products and Services

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

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

Recent Change in Control

Effective March 21, 2023, a change in control of Canopus Biopharma, Inc. (CBIA) occurred. On such date, (a) ML Squared, LLC sold 50% (500,000 shares) of the outstanding shares of Series A Preferred Stock and (b) PIPE QOF, Inc sold 50% (500,000 shares) of the 1,000,000 outstanding shares of Series A Preferred Stock. to a single person, Justin De Four.

In connection with the change in control, Benjamin Oates resigned as the Sole Director and Justin De Four was appointed as the new Sole Director. Justin De Four now serves as the Chief Executive Officer and Secretary; Benjamin Oates now serves as Interim Chief Financial Officer.

Following the change-in-control transaction, effective March 22, 2023, the Company acquired Blue Heaven Coffee, Inc., an Ontario, Canada, corporation (“Blue Heaven”), a leading provider of unattended and attended retail and digital advertising solutions. (See “New Business Operations” below).

Change in “Shell” Status

Effective March 22, 2023, the Company acquired Blue Heaven Coffee, Inc., an Ontario, Canada, corporation (“Blue Heaven”), a leading provider of unattended and attended retail and digital advertising solutions.

Until our acquisition of Blue Heaven, our company identified itself as a “shell company.” Effective with our acquisition of Blue Heaven on March 22, 2023, our company ceased to be a “shell company.”

New Business Operations

CBIA, through Blue Heaven Coffee, Inc., d/b/a Blue Heaven Café (BHC), is one of North America's leading providers of unattended and attended retail and digital advertising solutions. BHC specializes in providing client tailored, profit-driven solutions backed by innovative technologies (powered in part by breakthrough Artificial Intelligence), state of the art equipment, and top-notch service and support.

BHC specializes in a breakthrough business model, anchored to cutting edge digital advertising solutions:

Our fleet of automated retail devices are all connected and managed via a single platform allowing us to offer cutting edge access to programmatic advertising revenue (in a turnkey fashion) allowing us to offer our clients not only stellar service, products, and technologies but also an avenue by which they can profit share, tapping into the vast and lucrative world of programmatic marketing revenue. We empower our clients to create meaningful value beyond the basic framework of unattended retail, by leveraging our existing relationships, knowledge and experience.

BHC specializes in the fusion of digital advertising platforms with services such as (but not limited to):

Vending Services: Providing hot beverages, snacks, food, grab-&-go items and more through state of the art remotely monitored vending machines including touchless all digital units.

Robot Kitchens: Unattended cutting edge self-automated kitchen installations capable of sophisticated food preparations with high volume outputs

Micro Markets: Unattended self-checkout solutions that enable consumers to shop in a store like setting.

Cafe Kiosks: Attended grab-&-go kiosks specializing in premium Blue Mountain Coffee(s) a wide variety of consumer products and various consumer services such as (lottery, ATMs, wine racks, postal services etc.)

Workplace Coffee Services: Blue Heaven Café Express installations will offer your work environment a turnkey coffee, snack and grab-&-go experience fully customizable to your needs and showcasing our 100% Blue Mountain Coffee.

Digital Water Coolers: Premium water solutions including sparkling, alkaline and infused water services.

BHC is anchored to a never-ending pursuit to offer customers the very best technology, products and services available.

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

Currently, we have one subsidiary: Blue Heaven Coffee, Inc., an Ontario, Canada, corporation.

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

CBIA, through Blue Heaven Coffee, Inc., d/b/a Blue Heaven Café (BHC), is one of North America's leading providers of unattended and attended retail and digital advertising solutions. BHC specializes in providing client tailored, profit-driven solutions backed by innovative technologies (powered in part by breakthrough Artificial Intelligence), state of the art equipment, and top-notch service and support.

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.

Our corporate headquarters in Nevada are located in a limited amount of office space and facilities provided by one of our officers at no cost. The operations of Blue Heaven Coffee, Inc. are headquartered in Ontario, Canada, with operations in 30 locations across Canada. We own no real property.

6) Officers, Directors, and Control Persons

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

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

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

Name of Officer, Director or Control Person	Affiliation with Company (e.g., Officer Title, Director, Owner of More Than 5%)	Residential Address (City/State Only)	Number of Shares Owned	Share Type/Class	Ownership Percentage of Class Outstanding	Note
Justin De Four	Sole Director, CEO, CFO and Secretary	Ontario, Canada	450,000,000	Common Stock	16.14%	
			1,000,000	Series A Preferred Stock	100%	See Note A below.
Note A	Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 200,000 votes.					

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters)

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

Accountant or Auditor

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 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: **William E. Sluss**
Title: **CPA**
Relationship to Issuer: **Outside Consultant**

Describe the qualifications of the person or persons who prepared the financial statements: **Mr. Sluss is a Certified Public Accountant in the State of Virginia.**

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

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

[CERTIFICATION PAGE FOLLOWS]

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Justin De Four, certify that:

1. I have reviewed this Disclosure Statement for **Canopus Biopharma, Inc., now known as Blue Heaven Coffee, 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.

Dated: February 8, 2024.

/s/ Justin De Four

Chief Executive Officer

Principal Financial Officer:

I, Justin De Four, certify that:

1. I have reviewed this Disclosure Statement for **Canopus Biopharma, Inc., now known as Blue Heaven Coffee, 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.

Dated: February 8, 2024.

/s/ Justin De Four

Chief Financial Officer

BLUE HEAVEN COFFEE, INC.
(formerly Canopus BioPharma, Inc.)
Consolidated Balance Sheets
(unaudited)

	November 30, 2023	August 31, 2023
Assets		
Current Assets		
Cash and cash equivalents	1,150,803	888,851
Inventory	50,000	50,000
Total Current Assets	1,200,803	938,851
Equipment		
Vending machines, net of accumulated depreciation	510,129	396,640
Truck, net of accumulated depreciation	242,364	-
Total Equipment	752,493	396,640
Total Assets	1,953,296	1,335,491
Liabilities and Stockholders' Equity		
Current Liabilities		
Accrued interest	-	-
Accounts Payable and accrued expenses	(627,170)	17,206
Refund due shareholders	150,000	150,000
Loan from Officer	-	150,000
Notes payable - third parties	572,772	183,883
Total Current Liabilities	95,602	501,089
Stockholders' Equity		
Preferred Stock, \$.00001 par value, 20,000,000 shares authorized, 1,000,000 shares issued and outstanding	10	10
Common Stock, \$.00001 par value, 7,000,000,000 shares authorized, 2,042,459,072 and 772,601,572 shares outstanding, respectively	151,144	24,158
Additional paid-in capital	3,004,662	2,317,315
Retained Earnings	(1,298,122)	(1,507,081)
Total stockholders' equity	1,857,694	834,402
Total Liabilities and Stockholders' Equity	1,953,296	1,335,491

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

BLUE HEAVEN COFFEE, INC.
(formerly Canopus BioPharma, Inc.)
Consolidated Income Statement
(unaudited)

	For the Three Months Ended	
	November 30,	
	2023	2022
Revenue	488,094	-
Cost of Goods Sold	173,384	-
Gross Profit	314,710	-
Operating Expenses:		
Salaries and outside services	34,011	781,510
Selling, general and administrative expenses	43,598	1,039
Depreciation and amortization	28,142	-
Total Operating Expenses	105,751	782,549
Income (loss) from Operations Before Other Income and Taxes	208,959	(782,549)
Other Income (expense)		
Other expense	-	
Interest expense	-	(125)
Total Other Income (expense)	-	(125)
Income (loss) from Operations Before Provision for Taxes	208,959	(782,674)
Provision (benefit) for Income Tax	-	-
Net Income (loss) attributable to common shareholders	208,959	(782,674)
Net profit per common share		
Basic	\$	- \$0.01
Diluted	\$	- \$0.01
Weighted Average Common Shares Outstanding		
Basic	2,042,459,072	126,448,772
Diluted	2,042,459,072	126,448,772

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

BLUE HEAVEN COFFEE, INC.
(formerly Canopus BioPharma, Inc.)
Consolidated Statement of Changes in Stockholders' Equity (Deficit)
(unaudited)

	<u>Preferred - Series A</u>		<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Deficit</u>	<u>Stockholders'</u>
					<u>Capital</u>		<u>Equity</u>
Three Months Ended November 30, 2022							
Balance, August 31, 2022 (Unaudited)	1,000,000	\$10	122,097,572	\$1,221	\$751,950	\$(766,463)	\$(13,282)
Issuances of common shares for services	-	-	17,082,000	171	781,339	-	781,510
Net loss	-	-	-	-	-	(782,674)	(782,674)
Balance, November 30, 2022	<u>1,000,000</u>	<u>\$10</u>	<u>139,179,572</u>	<u>\$1,392</u>	<u>\$1,533,289</u>	<u>\$(1,549,137)</u>	<u>\$(14,446)</u>
Three Months Ended November 30, 2023							
Balance, August 31, 2023	1,000,000	\$10	772,601,572	24,158	2,317,315	(1,507,081)	834,402
Issuance of common stock for cash	-	-	398,750,000	39,875	216,950	-	256,825
Issuance of common stock for services	-	-	871,107,500	87,111	470,398	-	557,509
Net profit	-	-	-	-	-	208,959	208,959
Balance, November 30, 2023	<u>1,000,000</u>	<u>\$10</u>	<u>2,042,459,072</u>	<u>\$151,144</u>	<u>\$3,004,662</u>	<u>\$(1,298,122)</u>	<u>\$1,857,694</u>

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

BLUE HEAVEN COFFEE, INC.
(formerly Canopus BioPharma, Inc.)
Consolidated Statements of Cash Flows
(unaudited)

	Three Months Ended 11/30/2023	Three Months Ended 11/30/2022
Cash Flows From Operating Activities		
Net profit	\$208,959	\$(782,674)
Adjustments to reconcile net loss to net cash used by operating activities:		
Non-cash compensation expense	-	781,510
Depreciation and amortization	28,142	-
Purchase of Truck	(248,537)	-
Purchase of Machines	(230,669)	-
Accounts Receivable	-	-
Accounts Payable/Accrued Expenses	74,232	124
Inventory	-	-
Net cash provided by operating activities	(167,873)	(1,040)
Cash Flows from Investing Activities		
Net cash provided by investing activities	-	-
Cash Flows from Financing Activities		
Draw on line of credit	323,000	-
Repayment to Officer	(150,000)	-
Common Stock	39,875	-
Additional Paid-in Capital	216,950	-
Net cash provided by financing activities	429,825	-
Net change in cash	261,952	(1,040)
Cash, beginning of period	888,851	4,215
Cash, end of period	\$1,150,803	\$3,175

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

BLUE HEAVEN COFFEE, INC.
(formerly Canopus BioPharma, Inc.)
Notes to Unaudited Financial Statements
November 30, 2023

1. ORGANIZATION AND LINE OF BUSINESS

Organization

Blue Heaven Coffee, Inc., formerly Canopus Biopharma, Inc., a Nevada corporation incorporated on August 17, 2021 as the result of a redomicile of CBIA, Inc, an Oklahoma corporation organized on August 2, 2021.

At the close of business on March 21, 2023, there occurred a change in control of the Company, whereby Justin De Four purchased securities representing voting control of the Company from ML Squared, LLC and PIPE QOF, Inc. In conjunction with the change-in control transaction, the Company's former sole director, Benjamin Oates, resigned as director and Mr. De Four was appointed as the Company's current sole director. Mr. De Four now serves as CEO, CFO and Secretary of the Company.

Following the change-in-control transaction, and in light of the Company's failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: effective March 22, 2023, the Company acquired Blue Heaven Coffee, Inc., an Ontario, Canada, corporation ("Blue Heaven"), a leading provider of unattended and attended retail and digital advertising solutions. In the acquisition, the Company issued 450,000,000 shares of its common stock to the owner of Blue Heaven, Justin De Four, the Company's new Sole Director, CEO and CFO.

On the date of acquisition of Blue Heaven, the Company ceased being a "shell company." The Company, through Blue Heaven Coffee, Inc., d/b/a Blue Heaven Café (BHC), is one of North America's leading providers of unattended and attended retail and digital advertising solutions. BHC specializes in providing client tailored, profit-driven solutions backed by innovative technologies (powered in part by breakthrough Artificial Intelligence), state of the art equipment, and top-notch service and support.

Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The ability of the Company to continue as a going concern and appropriateness of using the going concern basis is dependent upon, among other things, an additional cash infusion and continued expansion of the Blue Heaven business.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's Consolidated Financial Statements. The Consolidated Financial Statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the Consolidated Financial Statements.

Accounts Receivable

The Company has not yet extended credit to its customers. Accounts receivable are customer obligations due under normal trade terms. Once the Company resumes offering credit to its customers, we will perform continuing credit evaluations of our customers' financial condition. Management will review accounts receivable on a regular basis, based on contractual terms and how recently payments have been received to determine if any such amounts will potentially be uncollected. The Company will include any balances that are determined to be uncollectible in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable would be written off. The balance of the allowance account at November 30, 2023, and August 31, 2023, were both zero.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent 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. Since the Company has limited operations, estimates are primarily used in measuring liabilities, fair value assumptions in accounting for business combinations and analyzing goodwill, intangible assets, and long-lived asset impairments and adjustments.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. As of November 30, 2023, the Company had a cash balance of \$1,150,803.

Property and Equipment

Property and equipment are stated at cost, and are depreciated or amortized using the straight-line method over the following estimated useful lives:

Furniture, fixtures & equipment	7 Years
Computer equipment	5 Years
Commerce server	5 Years
Computer software	3 - 5 Years
Leasehold improvements	Length of the lease

Revenue Recognition

The Company records revenue in accordance with ASC 606. The deferred revenue and customer deposits as of November 30, 2023, and August 31, 2023, were both zero.

Research and Development

Research and development costs are expensed as incurred. Total research and development costs as of November 30, 2023, and August 31, 2023, were both zero.

Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. Total advertising cost was zero for the three months ended November 30, 2023 and 2022, respectively.

Fair value of financial instruments

Fair value is defined as the price to sell an asset or transfer a liability, between market participants at the measurement date. Fair value measurements assume that the asset or liability is (1) exchanged in an orderly manner, (2) the exchange is in the principal market for that asset or liability, and (3) the market participants are independent, knowledgeable, able and willing to transact an exchange. Fair value accounting and reporting establishes a framework for measuring fair value by creating a hierarchy for observable independent market inputs and unobservable market assumptions and expands disclosures about fair value measurements. Considerable judgment is required to interpret the market data used to develop fair value estimates. As such, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current exchange. The use of different market assumptions and/or estimation methods could have a material effect on the estimated fair value.

ASC Topic 820 established a nine-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable

Stock-Based Compensation

As of November 30, 2023, the Company had no stock-based compensation arrangements. However, if issued, the Company will address the accounting for share-based payment transactions in which an enterprise receives employee services in exchange for either equity instruments of the enterprise or liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. The transactions will be accounted for using a fair-value-based method and recognized as expenses in our statement of operations.

Stock-based compensation expense recognized during the period will be based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The stock-based compensation expense recognized in the consolidated statements of operations during the three months ended November 30, 2023, was zero.

Basic and Diluted Net Income (Loss) per Share Calculations

Income (Loss) per Share dictates the calculation of basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

For the three months ended November 30, 2023, the Company has excluded 1,000,000 shares of Series A Preferred stock convertible into 10,000,000,000 shares of common stock, because the impact on the loss per share is anti-dilutive. Dilutive per share amounts are computed using the weighted-average number of common shares outstanding and potentially dilutive securities, using the treasury stock method if their effect would be dilutive.

Recently Adopted Accounting Pronouncements

The Company does not elect to delay complying with any new or revised accounting standards, but intends to apply all standards required of public companies, according to those required application dates.

Management reviewed accounting pronouncements issued during the period ended November 30, 2023, and no pronouncements were adopted during the period.

Recently Issued Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued Accounting Standards Update No. 2016-13 (ASU 2016-13) "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost. ASU 2016-13 replaces the existing incurred loss impairment model with an expected loss methodology, which will result in more timely recognition of credit losses. ASU 2016-13 is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2022. We are currently in the process of evaluating the impact of the adoption of ASU 2016-13 on our consolidated financial statements.

In January 2017, the FASB issued 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The amendments in this ASU simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test and eliminating the requirement for a reporting unit with a zero or negative carrying amount to perform a qualitative assessment. Instead, under this pronouncement, an entity would perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and would recognize an impairment change for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized is not to exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects will be considered, if applicable. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2022. Early adoption is permitted. The Company is currently evaluating the impact of this ASU on its consolidated financial statements and related disclosures.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. The measurement of deferred tax assets and liabilities is based on provisions of applicable tax law. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance based on the amount of tax benefits that, based on available evidence, is not expected to be realized.

As of November 30, 2023, the Company had approximately \$500,000 in tax loss carryforwards that can be utilized in future periods to reduce taxable income through 2043.

3. REVENUE RECOGNITION

The Company recognizes revenue in accordance with ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

The core principles of revenue recognition under ASC 606 includes the following five criteria:

1. Identify the contract with the customer

Contract with our customers may be oral, written, or implied. A written and signed contract stating the terms and conditions is the preferred method and is consistent with most customers. The terms of a written contract may be contained within the body of an email, during which proposals are made and campaign plans are outlined, or it may be a stand-alone document signed by both parties. Contracts that are oral in nature are consummated in status and pitch meetings and may be later followed up with an email detailing the terms of the arrangement, along with a proposal document. No work is commenced without an understanding between the Company and our customers, that a valid contract exists.

2. Identify the performance obligations in the contract

Our sales and account management teams define the scope of services to be offered, to ensure all parties are in agreement and obligations are being delivered to the customer as promised. The performance obligation may not be fully identified in 4a mutually signed contract, but may be outlined in email correspondence, face-to-face meetings, additional proposals or scopes of work, or phone conversations.

3. Determine the transaction price

Pricing is discussed and identified by the operations team prior to submitting a proposal to the customer. Based on the obligation presented, third-party service pricing is established, and time and labor are estimated, to determine the most accurate transaction pricing for our customer. Price is subject to change upon agreed parties, and could be fixed or variable, milestone focused or time and materials.

4. Allocate the transaction price to the performance obligations in the contract

If a contract involves multiple obligations, the transaction pricing is allocated accordingly, during the performance obligation phase (criteria 2 above).

5. Recognize revenue when (or as) we satisfy a performance obligation

The Company will evaluate the performance obligations as revenue recognition materializes.

4. INTANGIBLE ASSETS

As of November 30, 2023, the Company had no goodwill or intangible assets.

5. CAPITAL STOCK

The Company's authorized stock consists of 7,000,000,000 shares of common stock, par value \$0.00001 per share, and 20,000,000 shares of preferred stock, par value of \$0.00001 per share. The rights, preferences and privileges of the holders of the preferred stock will be determined by the Board of Directors prior to issuance of such shares. The conversion of certain outstanding preferred stock could have a significant impact on our common stockholders.

Common Stock

As of November 30, 2023, there were 2,042,459,072 shares of common stock outstanding.

Preferred Stock

As of August 31, 2023, there were 1,000,000 shares of Series A Convertible Preferred Stock outstanding. The Series A Convertible Preferred Stock is convertible into 10,000,000,000 shares of Common Stock and have the voting rights of 100,000,000,000 shares.

6. STOCK OPTIONS AND WARRANTS

As of August 31, 2023, no stock options or warrants were outstanding.

7. RELATED PARTIES

At the close of business on March 21, 2023, there occurred a change in control of the Company, whereby Justin De Four purchased securities representing voting control of the Company from ML Squared, LLC and PIPE QOF, Inc. In conjunction with the change-in control transaction, the Company's former sole director, Benjamin Oates, resigned as director and Mr. De Four was appointed as the Company's current sole director. Mr. De Four now serves as CEO, CFO and Secretary of the Company.

Following the change-in-control transaction, and in light of the Company's failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: effective March 22, 2023, the Company acquired Blue Heaven Coffee, Inc., an Ontario, Canada, corporation ("Blue Heaven"), a leading provider of unattended and attended retail and digital advertising solutions. In the acquisition, the Company issued 450,000,000 shares of its common stock to the owner of Blue Heaven, Justin De Four, the Company's new Sole Director, CEO and CFO. During the most recent fiscal year, Mr. De Four loaned the company \$150,000.

8. COMMITMENTS AND CONTINGENCIES

Leases

In February 2016, the FASB issued ASU 2016-02, “Leases” Topic 842, which amends the guidance in former ASC Topic 840, Leases (“ASC 840”). The new standard increases transparency and comparability most significantly by requiring the recognition by lessees of right-of-use (“ROU”) assets and lease liabilities on the balance sheet for all leases longer than 12 months. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. For lessees, leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement, over the expected term on a straight-line basis. Operating leases are recognized on the balance sheet as right-of-use assets, current operating lease liabilities and non-current operating lease liabilities. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (“ROU”) assets and operating lease liabilities on our consolidated balance sheets. Finance leases are included in property and equipment, current liabilities, and long-term liabilities on our consolidated balance sheets. When the Company initiates a lease, we will record the transaction in accordance with ASC 840.

Legal Matters

The Company may be involved in legal actions and claims arising in the ordinary course of business, from time to time, none of which at this time the Company considers to be material to the Company’s business or financial condition.

9. CHANGE IN CONTROL

At the close of business on March 21, 2023, there occurred a change in control of the Company, whereby Justin De Four purchased securities representing voting control of the Company from ML Squared, LLC and PIPE QOF, Inc. In conjunction with the change-in control transaction, the Company’s former sole director, Benjamin Oates, resigned as director and Mr. De Four was appointed as the Company’s current sole director. Mr. De Four now serves as CEO, CFO and Secretary of the Company.

10. BUSINESS ACQUISITION – NEW PLAN OF BUSINESS

Following the change-in-control transaction, and in light of the Company’s failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: effective March 22, 2023, the Company acquired Blue Heaven Coffee, Inc., an Ontario, Canada, corporation (“Blue Heaven”), a leading provider of unattended and attended retail and digital advertising solutions. In the acquisition, the Company issued 450,000,000 shares of its common stock to the owner of Blue Heaven, Justin De Four, the Company’s new Sole Director, CEO and CFO.

On the date of acquisition of Blue Heaven, the Company ceased being a “shell company.” The Company, through Blue Heaven Coffee, Inc., d/b/a Blue Heaven Café (BHC), is one of North America's leading providers of unattended and attended retail and digital advertising solutions. BHC specializes in providing client tailored, profit-driven solutions backed by innovative technologies (powered in part by breakthrough Artificial Intelligence), state of the art equipment, and top-notch service and support.

BHC specializes in a breakthrough business model, anchored to cutting edge digital advertising solutions:

- Our fleet of automated retail devices are all connected and managed via a single platform allowing us to offer cutting edge access to programmatic advertising revenue (in a turnkey fashion) allowing us to offer our clients not only stellar service, products, and technologies but also an avenue by which they can profit share, tapping into the vast and lucrative world of programmatic marketing revenue. We empower our clients to create meaningful value beyond the basic framework of unattended retail, by leveraging our existing relationships, knowledge and experience.

BHC specializes in the fusion of digital advertising platforms with services such as (but not limited to):

- Vending Services: Providing hot beverages, snacks, food, grab-&-go items and more through state of the art remotely monitored vending machines including touchless all digital units.
- Robot Kitchens: Unattended cutting edge self automated kitchen installations capable of sophisticated food preparations with high volume outputs
- Micro Markets: Unattended self-checkout solutions that enable consumers to shop in a store like setting.
- Cafe Kiosks: Attended grab-&-go kiosks specializing in premium Blue Mountain Coffee(s) a wide variety of consumer products and various consumer services such as (lottery, ATMs, wine racks, postal services etc.)

- Workplace Coffee Services: Blue Heaven Café Express installations will offer your work environment a turnkey coffee, snack and grab-&-go experience fully customizable to your needs and showcasing our 100% Blue Mountain Coffee.
- Digital Water Coolers: Premium water solutions including sparkling, alkaline and infused water services. BHC is anchored to a never-ending pursuit to offer customers the very best technology, products and services available. Common Stock Issued In Acquisition In the acquisition of Blue Heaven, the Company issued 450,000,000 shares of its common stock to the owner of Blue Heaven, Justin De Four, the Company's new Sole Director and CEO.

11. SUBSEQUENT EVENTS

Line of Credit

On September 20, 2023, the Company issued a \$1,111,111 USD principal amount convertible promissory note in strategic venture capital financing from a New York based family office. The funding agreement was marked by the receipt of an initial tranche of \$350,000 USD, which was applied primarily to the purchase of a delivery vehicle and vending machines. Each tranche is due 12 months from the funding date. If in default, the note is convertible into shares of Company common stock at a conversion price equal to the lower of (i) the lowest trading price on the date that the first tranche was advanced or (ii) \$0.002, subject to adjustment.

Rescission Agreement

Effective January 18, 2024, the Company entered into a rescission agreement with an investor, whereby the investor would return a total of 581,045,000 shares of common stock in return for the Company's returning a total of \$371,868.80 by this issuance of a promissory note.

Other

Management has evaluated subsequent events through February 8, 2024.

[END OF QUARTERLY REPORT]