

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Xtreme One Entertainment Inc.

a Delaware corporation
47 Commerce Avenue SW
Grand Rapids, MI 49503

Company Telephone: (305) 701-9100

Website: <https://www.xtremeone.com>
Company Email: info@xtremeone.com

Quarterly Report

For the Current Period Ending June30, 2024 (the Reporting Period”)

Outstanding Shares

As of June 30, 2024, the number of shares outstanding of our Common Stock was 134,423,434.

As of December 31, 2023, the number of shares outstanding of our Common Stock was 132,073,434.

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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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

⁴“Change in Control” shall mean any events resulting in:

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

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

Name of issuer:

Xtreme One Entertainment Inc. - Name change to from CannaGrow Holdings, Inc. to Xtreme One Entertainment Inc. was effective with Delaware Secretary of State on December 20, 2024; Symbol change to "XONI" and Name change to Xtreme One Entertainment Inc. was effective with the Financial Industry Regulatory Authority ("FINRA") on May 3, 2024, with a Daily List Announcement Date of May 6, 2024, and Market Effective Date of May 7, 2024.

Predecessors:

Topper's Brick Oven Pizza, Inc., --- Name effective on May 5, 1995

Famous Food Group, Inc., ---Name change effective on February 21, 2003

Kootenai Corp.---Name change effective on June 22, 2006

BizAuctions, Inc.---Name change effective on August 3, 2006

CannaGrow Holdings, Inc.---Name change effective on November 1, 2014

Current State and Date of Incorporation or Registration: **Delaware – Incorporated May 5,1995**

Standing in this jurisdiction: (e.g., active, default, inactive): **Active**

Describe any trading suspension or halt orders issued by the SEC or FINRA 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:

Effective September 15, 2023, the Company's Board of Directors approved (a) the acquisition of all of the issued and outstanding capital stock of XFC Global Inc., a Wyoming corporation ("XFC Global") in a stock-for-stock exchange, (b) the amendment of the Company Series A Convertible Preferred Stock (the "Series A Preferred") so as to reduce the number of shares of Series A Preferred authorized and to modify certain of the rights, privileges and preferences of the Series A Preferred, and (c) the redemption of all the Company's issued and outstanding Series D convertible Preferred Stock (the "Series D Preferred") for certain management rights to properties located in Huerfano County, Colorado (the "Huerfano Properties") and the assumption and indemnification against all current outstanding obligations accrued and unpaid together with any future claims against the Company related to the Huerfano Properties. Effective September 15, 2023, the majority of the Series A Convertible Preferred Stockholders approved amending the rights, privileges, preferences, and restrictions, and reduced the number of shares authorized as Series A Convertible Preferred Stock from One Hundred Million 100,000,000) shares to Two Million (2,000,000) shares (the "Amended Series A Preferred").

On September 27, 2023, Bring It LLC, a Limited Liability Company ("Bring It") controlled by Jeffrey T. Lambert ("Lambert"), the Managing Member and majority Bring It Membership Interest owner, entered into a Stock Purchase Agreement with Brent Crouch, the advisory accountant for the Company("Crouch"), pursuant to which Bring It acquired 20 Million shares of the Company's Common Stock held by Crouch (the "Crouch Shares"). The acquisition of the Couch Shares closed effective October 23, 2023.

On October 12, 2023, the Company entered into an Acquisition and Stock Exchange Agreement with Lambert the sole shareholder of XFC Global Inc., a Wyoming corporation ("XFC Global") pursuant to which the Company agreed to acquire all of the issued and outstanding capital stock of XFC Global (the "XFC Shares") by way of an exchange of 30 million shares of the Company's \$.001 par value restricted Common Stock (the "Acquisition Shares") for 60 million shares of no par value Common Stock of XFC Global owned by Lambert in a stock-for-stock transaction (the "XFC Transaction"). The XFC Transaction closed effective October 23, 2023.

Effective October 23, 2023, Bring It acquired the Two (2) Million of the Amended Series A Preferred stock from Crouch and Janovec (the "Series A Transaction"). The Certificate of Amendment as to the amended rights, privileges, preferences, restrictions, and number of shares authorized as Amended Series A Preferred are set forth in the Certificate of Amendment filed October 20, 2023 (the "Amend and Restated Series A Certificate of Designation") and will be filed as Supplemental Information following the filing of this Report. The Series A Transaction resulted in Lambert becoming the Company's "control person".

Simultaneously with the XFC Transaction, the purchase of the Crouch Shares and the Series A Transaction, Lambert proposed adding four (4) members to fill current vacancies on the Company's Board of Directors (the "Board"): Ettore G. Ewen, Jr., Hiram E. Jackson, James M. Kanter, and Jose Lozano. Messer's Ewen, Jackson, Kanter and Lozano were appointed Directors of the Company effective October 23, 2023 (the "New Board Appointments"). Following the New Board Appointments Janovec resigned, which became effective at the close of business October 23, 2023 (the "Janovec Resignation").

Concurrently with the New Board Appointments, the Board approved the appointment of Douglas Kuiper as President and Jeffery Tryka as Chief Financial Officer, Treasurer and Secretary of the Company (the "New Management Appointments"). In addition, as part of the series of events leading up to the New Board Appointments, the Janovec Resignation and the New Management Appointments, effective October 23, 2023, the Janovec-led Board of Directors together with the holders of the Series D Preferred mutually agreed to a redemption of the Series D Preferred in exchange for an assignment of the Companies rights to manage a portion of the Huerfano Properties together with the assumption of all of the Company's accrued and unpaid obligations against the Company related in any way to its operation of the Huerfano Properties and the indemnification against any future claims related to the subject properties (the "Exchange and Assumption Agreement").

Collectively, the XFC Transaction, the purchase of the Crouch Shares, the Series A Transaction, the New Board Appointments, the Janovec Resignation and the New Management Appointments constitute "Change of Control Transactions".

Following the Change of Control Transactions, Lambert, as the new "control person" approved the change of the corporate name from "CannaGrow Holdings Inc.", to "Xtreme One Entertainment Inc." ("Xtreme One"); a Certificate of Amendment as to the change of the corporate name was filed with the Delaware Secretary of State on December 20, 2023, with an effective date of December 28, 2023. In January 2024 the Company temporarily moved its executive offices to 47 Commerce Ave. SW Grand Rapids, Michigan 49503; the Company's only subsidiary, is also located temporarily at 47 Commerce Ave. SW Grand Rapids, Michigan 49503 –a copy of the Certificate of Amendment as to the change of the corporate name and the Amended Series A Preferred will be filed as Supplemental Information following the filing of this Report.

Address of the issuer's principal executive office:

47 commerce Ave., SW Grand Rapids, Michigan 49503. XFC Global Inc., the Company's only subsidiary, is also temporarily located at 47 Commerce Ave. SW Grand Rapids, Michigan 49503.

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

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

Yes: ☒ No: ☐

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

Yes: ☐ No: ☒

2) Security Information

Transfer Agent

Name: Issuer Direct Corporation, formerly Interwest Transfer Company
Phone: +1.801-272-9294

Email: julie.felix@IssuerDirect.com

Address: 1981 Murray-Holiday Rd.

Suite 100

Salt Lake City, Utah 84117

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.

June 30, 2024

Trading symbol:	XONI	
Exact title and class of securities outstanding:	Authorized Common Shares:	300,000,000 shares
	Authorized Preferred Shares:	150,000,000 shares
CUSIP:	13765E 107	
par or stated value:	Par Value of Common Shares:	\$0.001
	Par Value of Preferred Shares:	\$0.001
Total shares authorized:	Common shares: 300,000,000	as of date: 6/30/2024
	Preferred shares: 150,000,000	as of date: 6/30/2024
Total shares outstanding:		
	Common shares:	134,423,434 as of date: 6/30/2024
	Preferred shares:	2,000,000 as of date: 6/30/2024
Number of shares in the Public Float ¹ :	34,437,613	as of date: 6/30/2024
Total number of shareholders of record:	483	as of date: 6/30/2024

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 Convertible Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.001	
Total shares authorized:	2,000,000	as of date: 6/30/2024
Total shares outstanding (if applicable):	2,000,000	as of date: 6/30/2024
Total number of shareholders of record (if applicable):	1	as of date: 6/30/2024

Exact title and class of the security:	Series B Convertible Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.001	
Total shares authorized:	5,000,000	as of date: 6/30/2024
Total shares outstanding (if applicable):	-0-	as of date: 6/30/2024
Total number of shareholders of record	None	as of date: 6/30/2024

¹ "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.

(if applicable):

Exact title and class of the security:	Series C Convertible Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.001	
Total shares authorized:	20,000,000	as of date: 6/30/2024
Total shares outstanding (if applicable):	-0-	as of date: 6/30/2024
Total number of shareholders of record	None	as of date: 6/30/2024

Exact title and class of the security:	Series D Convertible Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.001	
Total shares authorized:	25,000,000	as of date: 6/30/2024
Total shares outstanding (if applicable):	-0-	as of date: 6/30/2024
Total number of shareholders of record	None	as of date: 6/30/2024

(if applicable):

December 31, 2023

Trading symbol:	CGRW	
Exact title and class of securities outstanding:	Authorized Common Shares:	300,000,000 shares,
	Authorized Preferred Shares:	150,000,000 shares.
CUSIP:	13765E 107	
Par or stated value:	Par Value of Common Shares:	\$0.001
	Par Value of Preferred Shares:	\$0.001
Total shares authorized:	Common shares: 300,000,000	as of date: 12/31/2023
	Preferred shares: 150,000,000	as of date: 12/31/2023
Total shares outstanding:		
Common shares:	132,073,434	as of date: 12/31/2023
Preferred shares:	2,000,000	as of date: 12/31/2023
Number of shares in the Public Float ² :	34,437,613	as of date: 12/31/2023
Total number of shareholders of record:	483	as of date: 12/31/2023

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 Convertible Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.001	
Total shares authorized:	2,000,000	as of date: 12/31/2023
Total shares outstanding (if applicable):	2,000,000	as of date: 12/31/2023
Total number of shareholders of record	1	as of date: 12/31/2023

(if applicable):

² "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.

Exact title and class of the security:	Series B Convertible Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.001	
Total shares authorized:	5,000,000	as of date: 12/31/2023
Total shares outstanding (if applicable):	-0-	as of date: 12/31/2023
Total number of shareholders of record (if applicable):	None	as of date: 12/31/2023

Exact title and class of the security:	Series C Convertible Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.001	
Total shares authorized:	20,000,000	as of date: 12/31/2023
Total shares outstanding (if applicable):	-0-	as of date: 12/31/2023
Total number of shareholders of record (if applicable):	None	as of date: 12/31/2023

Exact title and class of the security:	Series D Convertible Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.00	
Total shares authorized:	25,000,000	as of date: 12/31/2023
Total shares outstanding (if applicable):	-0-	as of date: 12/31/2023
Total number of shareholders of record	None	as of date: 2/31/2023

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.

Please see Item 2 below.

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

A. Series A Convertible Preferred Stock.

The Series A Convertible Preferred Stock, as effectively amended October 20, 2023, shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein, and by the General Corporation Laws of Delaware.

Dividend Rights: Holders of the Series A Convertible Preferred shall be entitled to receive dividends or other distributions with the holders of the Corporations securities entitled to receive distributions, including but not limited to distributions dividends, Liquidation (as defined below) or other preferences when, and if, declared by the Directors of the Corporation.

Conversion Rights: Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof and subject to notice requirements of paragraph 3.2, at any time following the issuance of such shares Series A Convertible Preferred (a "Conversion"), into such number of fully paid and non-assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying the number of issued and outstanding shares of the Corporation's Voting (as hereinafter defined) as of the Date of Conversion Basis (as hereinafter defined) by 0.000002 (the "Conversion Rate"), then multiplying that number of shares of Series A Convertible Preferred to be converted (the "Convertible Shares").

Liquidation Rights: In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

- (i) The holders of shares of the Series A Convertible Preferred shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount equal to One Dollar Fifty Cents (\$1.50) per share with respect to each share of Series A Convertible Preferred owned as of the date of Liquidation, plus all declared but unpaid dividends and interest with respect to such shares, and thereafter they shall share in the net Liquidation proceeds on an "as converted basis" *pari passu* with the holders of all classes of the Corporation's capital stock issued and outstanding as of the date of Liquidation on an equal basis.
- (ii) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of shares of the Series A Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the shares of Series A Convertible Preferred ratably in proportion to the amounts to which they would otherwise be respectively entitled as if such shareholders of shares of Series A Shares had converted their shares of Series A Convertible Preferred into shares of the Corporation's Common Stock prior to any distribution.
- (iii) After payment of the full amounts to the holders of shares of Series A Convertible Preferred as set forth above, with any remaining assets of the Corporation shall be distributed pro rata to the holders of all other classes of Preferred Stock and Common Stock (in the case of any Preferred Stock, on an "as converted" basis) into Common Stock.
- (iv) A Liquidation shall be deemed to the sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record (including the holders of the Series A Convertible Preferred then issued and outstanding voting on an "as converted" basis), as constituted immediately prior to sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty one percent (51%) of the voting power of the surviving or acquiring entity.

Redemption Rights: For as long as shares of Series A Stock remain outstanding the Corporation shall have the option to redeem all outstanding shares of Series A Stock at any time on an "all or nothing" basis (the "Redemption Offer") at a redemption price equal to the Voting Percentage, calculated on an "as converted" basis using the Conversion Rate, above times the Corporation's Market Capitalization (the "Redemption Price"). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a "Redemption Notice") to redeem to be sent by the Corporation to all holders of the Series A Stock outstanding at the time (the "Redemption Period"). Failing to effectuate the Redemption within the Redemption Period, the Corporation may not redeem any of the shares of the Series A Stock for a period of One Hundred Eighty days (the "Standstill Period"). The Standstill Period shall follow any subsequent Redemption Offer for as long as any of the Series A Stock is outstanding. "Market Capitalization" for the purposes of this Certificate of Designation shall mean the higher of (a) the Shareholders Equity, or (b) the total number of shares of the Corporation's Common Stock issued and outstanding, on an "as converted" basis using the Conversion Rate, times the average Five (5) day trailing average closing price of the Corporation's shares as listed on OTCMarkets.com or other national stock exchange.

The Certificate of Designation of the Series A Convertible Preferred Stock was amended effective October 20, 2023. A copy of the Certificate of Amendment for the Amended and Restated Series A Preferred will be filed as Supplemental Information following the filing of this Report.

As of the date of this Report the Company does not have an adequate number of authorized shares of common stock for the conversion of the Series A Convertible Preferred Stock.

B. Series B Convertible Preferred Stock.

The Series B Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein, and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders are entitled to receive a dividend equal to one (1) share of common stock for each one (1) share of Preferred series.

Voting Rights: The Holders are entitled to vote equal to one (1) share of common stock for each one (1) share of Preferred series.

Conversion Rights: The Holders are entitled to conversion rights equal to one (1) share of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to one (1) share of common stock for each one (1) share of Preferred series.

All shares of the Series B Convertible Preferred Stock were redeemed or converted prior to December 31, 2023

C. Series C Convertible Preferred Stock.

The Series C Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders of this Preferred series are not entitled to receive any dividends.

Voting Rights: The Holders are entitled to vote equal to Five (5) shares of common stock for each one (1) share of Preferred series.

Conversion Rights: The Holders are entitled to conversion rights equal to five (5) shares of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to Five (5) shares of common stock for each one (1) share of Preferred series.

All shares of the Series C Convertible Preferred Stock were redeemed or converted prior to December 31, 2023.

D. Series D Convertible Preferred Stock.

The Series D Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time as authorized herein and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders of this Preferred series are not entitled to receive any dividends.

Voting Rights: The Holders are entitled to vote equal to the stated value of \$2.00 divided by 50% of the average closing price of the Common stock five (5) business days preceding the date of conversion.

Conversion Rights: The Holders are entitled to conversion rights equal to the stated value of \$2.00 divided by 50% of the average closing price of the Common stock five (5) business days preceding the date of conversion.

Liquidation Rights: The Holders are entitled to liquidation rights equal to the number of shares of Common stock into which the Preferred shares are then convertible into.

Redemption Rights: The Holders are entitled to receive a price of the stated value of \$2.00, per share, plus interests of 8%, per annum, and before the holders of Common stock or any junior securities that are receiving any amount as a result of liquidation.

All shares of the Series D Convertible Preferred Stock were redeemed effective October 23, 2023

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

None other than the rights delineated above in Item 2.

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

The Board of Directors effectuated a capital restructuring of the Corporation for transparency and simplification, by way of (a) amending the Series A Convertible Preferred Stock to reduce the number of authorized shares of the Series A Stock from One Hundred Million (100,000,000) shares to Two Million (2,000,000) shares and amending certain rights, privileges, preferences and restrictions of the Series A Stock, as set forth in the Certificate of Amendment, a copy of which will be filed as Supplemental Information following the filing of this Report, and (b) redeeming the Series D Convertible Preferred Stock as discussed in 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 for the two most recently completed fiscal years and any subsequent period.

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 Opening Balance: Date: 1/1/2022 Common: 102,073,434 ³ Preferred Series A: 42,000,000 Preferred Series B: -0- Preferred Series C: -0- Preferred Series D: 10,000,000									
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 the market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

10/23/2023	Cancellation	(21,000,000) ⁴	Series A Convertible Preferred Stock	\$.001	N/A	Delmar Janovec	N/A	N/A – 42,000,000 Shares of Series A Cancelled	N/A
10/23/2023	Cancellation	(21,000,000)	Series A Convertible Preferred Stock	\$.001	/A	Brent Crouch	N/A	N/A – Shares of Series A Amended and Transferred	N/A
10/23/2023	Re-Issuance	2,000,000 ⁴	Series A Convertible Preferred Stock	\$.001	No	Bring It LLC - Jeffrey T. Lambert Control Person	Cash Purchase	Restricted	Rule 144 - Section 4(2) When Issued
10/23/2023	Cancellation	(20,000,000) ⁵	Common Stock	.001	N/A	Brent Crouch	N/A	N/A – Shares of Common Stock Transferred on Sale	N/A
10/23/2023	Re-Issuance	20,000,000 ⁶	Common Stock	\$.001	No	Bring It LLC - Jeffrey T. Lambert	Acquisition of XFC Global Inc.	Restricted	Rule 144 - Section 4(2) When Issued
10/23/2023	New Issuance	30,000,000 ⁶	Common Stock	\$.001	No	Jeffrey T. Lambert	Acquisition of XFC Global Inc.	Restricted	Section 4(2)
10/23/2023	Issuance over 5 years ago	13,632,424	Common Stock	\$.001	N/A	Delmar Janovec	N/A	Former Affiliate	Section 4(2) When Issued
10/23/2023	Issuance for Services over 5 years ago	13,333,300	Common Stock	\$.001	N/A	Brent Crouch	N/A	Former Affiliate	Section 4(2) When Issued
2/22/2024	New Issuance	2,350,000	Common Stock	50% Discount to Market for Restricted	N/A	Global Business Strategies Inc.	Payment of Expenses	Restricted	Section 4(2) When Issued
Shares Outstanding on Date of This Report:									
Date:		6/30/2024							
Common:		134,423,434 ⁵							
Preferred Series A:		2,000,000							
Preferred Series B:		-0-							
Preferred Series C:		-0-							
Preferred Series D:		-0-							

Footnote 3. Mr. Mark Kirkland holds 25,000,000 shares of the Company's Common Stock (the "Kirkland Shares") issued to Mr. Kirkland in a transaction in 2014 which was cancelled. Pursuant to an agreement with the Company and Mr. Kirkland, Mr. Kirkland agreed to return the certificate, however it was lost in transit. The Company, due to financial constraints in 2014-2017 did not bond around the "Lost Certificate" or the outright cancellation. As a result, and the shares have not yet been returned to the Company or cancelled and continue to appear on the Company's Shareholder List.

Footnote 4. Effective September 15, 2023 Janovec and Crouch, as the holders of the 42,000,000 shares of the Company's Series A Convertible Preferred Stock (the "Series A Preferred") approved an amendment to the rights, privileges, and other preferences of the Series A Preferred which reduced the number of authorized Series A Preferred to 2,000,000 (the "Amended Series A Preferred") from 100,000,000 shares. Effective October 19, 2023, Bring It LLC, a Limited Liability Company ("Bring It"), controlled by Jeffrey T. Lambert ("Lambert") serving as the Managing Member and majority membership interest owner, acquired the 2,000,000 shares of the Amended Series A Preferred (the Series A Transaction").

Footnote 5. On September 27, 2023, Bring It LLC entered into a Stock Purchase Agreement with Crouch, serving as the advisory accountant for the Company, pursuant to which Bring It acquired 20,000,000 shares of the Company's Common Stock held by Crouch (the "Crouch Shares") for cash (the "Crouch-Bring It Agreement").

Footnote 6. On October 12, 2023, the Company entered into an Acquisition and Stock Exchange Agreement with Lambert the sole shareholder of XFC Global Inc., a Wyoming corporation ("XFC Global"), pursuant to which the Company agreed to acquire all of the issued and outstanding capital stock of XFC Global (the "XFC Shares") owned by Lambert in a stock-for stock transaction (the "XFC transaction" by way of an exchange of 30,000,000 shares of the Company's \$.001 par value restricted Common Stock (the "Acquisition Shares") for the XFC Shares.

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)

Certain accredited investors holding convertible promissory notes issued by the Company cancelled all outstanding convertible promissory notes and accrued interest during the 4th Quarter of 2021. For additional information in regard to the convertible notes, please see the Annual Report for December 31, 2022, and December 31, 2021, filed with OTC at <http://www.otcmkts.com>.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

The Company does not have any outstanding convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the Company's equity securities; it does have a several Promissory Notes issued and outstanding on December 31, 2023 and December 31, 2022, but such promissory notes are not convertible - see Footnotes to the Company's Financial Statements attached and incorporated by reference.

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.otcmkts.com).

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

Prior to October 23, 2023, the Company's primary business was the management of properties located in Huerfano County, Colorado (the "Huerfano Farms"). Following the "Change of Control" effective October 23, 2023, the Company added the management of certain sporting and entertainment events via the acquisition of

XFC Global Inc., a Wyoming corporation (“XFC Global”) and, effective December 28, 2023, changed its name to Xtreme One Entertainment, Inc. (“Xtreme One”) and relocated its executive office to 47 Commerce Avenue SW, Grand Rapids, Michigan 49503.

Effective December 14, 2023, the Company notified the Financial Industry Regulatory Authority (“FINRA”) of its intention to re-brand itself by implementing a strategic shift in its core business to focus on sports and entertainment event marketing, and the name change, and requested a new trading symbol. On May 7, 2024, FINRA completed its review of the Company’s Change in Control and name change, and request for a new trading symbol, following which the Company’s common stock began trading under its new trading symbol “XONI”; its CUSIP number remained the same.

The Company continues to file its periodic disclosure and financial reports with OTC Markets Group Inc. (“OTC”) Alternative Reporting System pursuant to the OTC Pink Guidelines, and trades on the Pink Market at OTCMarkets.com under the symbol XONI.

XFC Global, the Company’s only subsidiary, is the Licensee of certain rights to Mixed Martial Arts (“MMA”) intellectual property, MMA fight branding and media developed by an un-related third-party and early-entrant to the promotion and staging of MMA fights, with nearly two decades of experience and a library spanning thousands of hours of fights across the globe featuring some of the MMA industry’s top fighters(the “Legacy MMA Properties”).

On April 12, 2024, the Company’s XFC Global subsidiary completed its first live XFC branded MMA event, “XFC 50: Resurrection” at the RP Funding Center in Lakeland, Florida. The event featured eight total bouts with a variety of male and female fighters in various weight classes. The event was held for a live ticketed audience as well as a media broadcast to pay-per-view audiences in the United States and internationally. The Company’s subsidiary also engaged in the sale of branded merchandise at the event.

On May 31, 2024, XFC Global hosted “XFC Grand Prix II” at the Masonic Temple in Detroit, Michigan. This event featured a variety of bouts in conjunction with the Detroit Grand Prix racing event held that same weekend. The event featured nine total bouts with a variety of male and female fighters in various weight classes. The event was held for a live ticketed audience as well as a media broadcast pay-per-view audiences in the United States and internationally. The Company’s subsidiary also engaged in the sale of branded merchandise at the event. The second main event marked sequential improvements in several key performance measures, including increased ticket sales, increased streaming viewership, and significant improvements in fan engagement through the Company’s website and social media channels.

XFC Global is currently planning its next main event, “XFC 51: Evolution” to be held on September 27, 2024, at the Baird Center in Milwaukee, Wisconsin. In addition, XFC Global is planning on revitalizing its “Young Guns” series of bouts featuring emerging MMA fighters in smaller venues presented before a live audience and broadcast via streaming services. Three Young Guns events are in the initial planning phases for late 2024 and early 2025.

Through XFC Global and the Legacy MMA Properties, the Company will continue developing premier MMA events in 2025, and our initial plans include five main event productions and up to 12 Young Guns events. The Company is planning to develop additional entertainment properties spanning combat sports, watersports and others beyond fiscal 2024.

Live events are produced for spectators as well as for broadcast over media, including pay-per-view streaming services. Additionally, the company seeks sponsorship partners to advertise at live and broadcast events, offering partners logo and product placement at various platforms within the event venues or on broadcasts.

In addition to live events, the Company is also engaged in the sale and marketing of branded merchandise to fans of its extreme sports and entertainment properties.

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

Subsidiaries:

The Company has one (1) subsidiary, XFC Global, which operates as a management organization for the promotion and production of various MMA sporting and entertainment events.

Parent Company:

The Company is the “Parent Company”.

Affiliated companies:

Following the acquisition of XFC Global, Lambert Global by LLYC (“Lambert LLC”) one of several entities related to Lambert, the Company’s control person, began providing marketing and investor relations services to the Company. Lambert LLC is an entity that was formerly owned by Lambert, who still maintains a 30% ownership interest in that entity. Management believes the services provided by Lambert represent an important part of the Company’s sports and entertainment marketing strategy, and these services are provided at terms that are comparable to what similar service providers would offer in the market. On February 23, 2024, the Company is negotiating a credit agreement with its majority shareholder and control person, Lambert, pursuant to which the Company will be able to borrow funds to meet its working capital needs up to \$1,250,000 (each an “Advance”) with the sum of all Advances to be repaid Fifty-nine (59) months from the date of the first Advance (the “Credit Term”). Each Advance accrues interest at a rate of 18% per annum. As of June 30, 2024, and 2023, the total outstanding amount due under this agreement was \$1,211,635 and -0- and, \$41,197 and -0- in accrued interest, respectively. The Company has and intends to continue to utilize Advances to fund its operations, including the recently completed XFC Grand Prix II event.

C. Describe the issuers’ principal products or services.

Xtreme One Entertainment, Inc. is engaged in live sports and event marketing. Xtreme One Entertainment’s XFC Global subsidiary has acquired the licensing rights to the intellectual property, branding, and media of Xtreme Fighting Championships (XFC), an early-mover and legacy mixed martial arts league. XFC has been in existence for nearly two decades and owns an extensive library spanning thousands of hours of fights across the globe and featuring some of MMA’s top fighters.

Xtreme One Entertainment, Inc. began developing premier mixed martial arts events under the XFC brand in the first quarter of 2024 and produced two main events in the second quarter of 2024. The company intends to develop additional Xtreme entertainment properties spanning combat sports, watersports and more. Live events are produced for spectators as well as for broadcast over media, including pay-per-view streaming services. Additionally, the company seeks sponsorship partners to advertise at live and broadcast events, offering partners logo and product placement at various platforms within the event venues or on broadcasts.

In addition to live events, the company is also engaged in the sale and marketing of branded merchandise to fans of its extreme sports and entertainment properties. The company intends to offer dynamic, live sporting events that offer value to participants, attendees, and sponsors. On additional mixed martial arts competition is scheduled for the third quarter of 2024, with others in development. These competitions are expected to produce revenues through ticket and merchandise sales, sponsorship agreements, and distribution agreements.

D. Related-party Relationship Between Majority Shareholder and Certain Service Providers.

See Item 4B above.

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 to which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

In January 2024 the Company relocated its principal place of business and temporarily shares offices provided by its majority shareholder at 47 Commerce Ave., Grand Rapids, Michigan 49503 and certain of its employees and consultants operate remotely.

6) All Officers, Directors, and Control Persons of the Company.

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.

Name of Officer/Director and Control Person ⁷	Affiliation with Company (e.g., Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned ⁷	Share type/class	Ownership Percentage of Class Outstanding ⁷	Note
Doug Kuiper	President	Troy, MI	-0-	N/A	-0-	N/A
Christopher Defendis	President	Westfield, IN	-0-	N/A	-0-	N/A
Jeff Tryka	Chief Financial Officer, Treasurer & Secretary	Elkhart, IN	3,600	N/A	0.003%	N/A
Delmar Janovec	Former CEO, Secretary, Treasurer, & Director	Pueblo, CO	13,632,424	Common	10.141%	Resigned Effective October 23, 2023
Brent Crouch*	Former Advisory Accountant	Hanna, UT	13,333,300	Common	9.919%	Resigned Effective September 17, 2023
Bring It LLC	Shareholder	Grand Rapids, MI	20,000,000	Common	14.878%	Jeffrey T. Lambert is the Control Person of Bring It LLC
Jeffrey T. Lambert	Shareholder	Grand Rapids, MI	30,000,000	Common Stock	22.318%	Control Person
Bring It LLC	Shareholder	Grand Rapids, MI	2,000,000	Series A Convertible Preferred Stock	100.00%	N/A
Ettore G. Ewen, Jr.	Director	Land O' Lakes, Florida	-0-	N/A	-0-	N/A
Hiram E. Jackson	Director	Detroit, MI	-0-	N/A	-0-	N/A
James M. Kantor	Director	Fox Point WI	-0-	N/A	-0-	N/A
Jose Lozano	Director	Cypress, Texas	-0-	N/A	-0-	N/A

Footnote 7. Mr. Mark Kirkland holds 25,000,000 shares of the Company's Common Stock (the "Kirkland Shares") issued to Mr. Kirkland in a transaction in 2014 which was cancelled. Pursuant to an agreement with the Company and Mr. Kirkland, Mr. Kirkland agreed to return the certificate, however it was lost in transit. The Company, due to financial constraints in 2014-2017 did not bond around the "Lost Certificate" or the outright cancellation. As a result, the shares have not yet been returned to the Company or cancelled and continue to appear on the Company's Shareholder List but Kirkland Shares are not used in this calculation of the percentage of the Company's securities held by 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, as Mr. Kirkman is not affiliated in any way with the Company and its operations, and inclusion of the Kirkland Shares would present a false representation of the holdings of the percentage of the Company's securities held by 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; Mr. Kirkland has, however, provided OTC with a Personal Information Form which has been accepted by OTC.

Effective July 1, 2024, Douglas Kuiper resigned his position as President and Chief Executive Officer of the Company. Mr. Kuiper will remain available in a consulting capacity to ensure an orderly transition of leadership. Effective July 1, 2024, Mr. Christopher Defend is was named President of the Company, succeeding Mr. Kuiper.

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. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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. Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

John Thomas Esq.
John Thomas P.C.
11650 South State Street, Suite 240
Draper, Utah 84020
Phone: (801) 816-2536
Email: jthomas@acadiagrp.com

Accountant or Auditor

Jeff Tryka, CFA,
Secretary, Treasurer and Chief Financial Officer of the Issuer
47 Commerce Ave.SW
Grand Rapids, Michigan 49503.

Investor Relations Consultant

Lambert by LLYC
Lambert Global LLC
47 Commerce Ave.SW
Grand Rapids, Michigan 49503

All other means of Investor Communication:

X (Twitter	https://x.com/XFCFight
Discord:	None
LinkedIn	https://www.linkedin.com/company/xtreme-one-entertainment/
Facebook	https://www.facebook.com/OfficialXFC
Instagram	https://www.instagram.com/XfcFight/
Youtube	https://www.instagram.com/XfcFight/

Other Service Providers

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

Global Business Strategies Inc.
23 Corporate Plaza Drive, Suite 150
Newport Beach, CA 92660
(949) 852-7362

luke.gbsi@gmail.com

Compliance consultant:

Mr. John Thomas Esq.
11650 South State Street, Suite 240
Draper, Utah 84020
(801) 816-2536

9) Financial Statements.

A. This Disclosure Statement was prepared by (name of individual):

Name: Fred G. Luke
Global Business Strategies Inc.
Title: CEO
Relationship to Issuer: Advisor to XFC Global Inc.

Name: Jeff Tryka, CFA,
Xtreme One Entertainment Inc.
Title: CFO
Relationship to Issuer: Interim Treasurer and Chief Financial Officer of the Issuer

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

☐ IFRS

☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual)⁶:

Name: Jeff Tryka, CFA
Title: Secretary, Treasurer, and Chief Financial Officer.
Relationship to Issuer: President, Treasurer, Director, and Principal Financial Officer.

Name: Fred G. Luke
Title: Advisor
Relationship to Issuer: Financial advisor

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

As to Mr. Tryka, he holds nearly 20 years of investor relations experience, plus another decade of experience on Wall Street, including experience as a sell-side analyst covering small-cap manufacturing, recreational vehicles, and large-cap retail. Jeff has extensive experience managing public company finances and this expertise has equipped him with unique perspectives and insights to benefit small-cap public companies to Fortune 500 organizations. Previously, Jeff spent four years as the director of corporate development and investor relations for THOR Industries, Inc. (NYSE: THO), the world's largest RV company. During his tenure, THOR tripled in market capitalization and saw a 50% increase in analyst coverage. In 2017, Jeff was honored as the Best IR Professional in Consumer Leisure by Institutional Investor magazine. Jeff holds an MBA in finance from Indiana University and a bachelor's degree in accounting from Bucknell University. He has held the Chartered Financial Analyst (CFA) designation since 2003 and previously served as President of CFA Society West Michigan and is currently co-chair of the Communications Advisory Group for CFA Society Chicago.

As to Mr. Luke, he has over 40 years of international experience in corporate finance, accounting, and in the analysis of domestic and foreign corporate financial statements. During his career Mr. Luke has served as an advisor and in various C-Level executive positions, inclusive of President, Secretary, Treasurer and Principal Financial Officer, for start-up and mature private companies, and reporting and non-reporting publicly traded companies listed on US, Canadian, Frankfurt, London AIM and other securities exchanges.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable. Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

The Consolidated Financial Statements as of June 30, 2024, and December 31, 2023, and for the Three and Six Months Ended June 30, 2024, and 2023 are attached at the end of this Report.

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:

*President and Chief Executive Officer*⁷

I, Doug Kuiper, certify that:

1. I have reviewed this Disclosure Statement for Xtreme One Entertainment, Inc., formerly CannaGrow 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.

August 14, 2024

/s/ Doug Kuiper

Principal Financial Officer:

I, Jeffery Tryka, certify that:

1. I have reviewed this Disclosure Statement for Xtreme One Entertainment, Inc., formerly CannaGrow 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.

August 14, 2024

/s/ Jeffery Tryka

XTREME ONE ENTERTAINMENT, INC. AND SUBSIDIARY
(Formerly CannaGrow Holdings, Inc.)

*Financial Statements as of June 30, 2024, and December 31, 2023
and the Three Months Ended June 30, 2024, and 2023*

XTREME ONE ENTERTAINMENT, INC. AND SUBSIDIARY
(Formerly CannaGrow Holdings, Inc.)

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

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XTREME ONE ENTERTAINMENT INC.
(Formerly Cannagrow Holdings, Inc.)
Consolidated Balance Sheets
June 30, 2024 and December 31, 2023
(Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash	\$ 4,143	\$ -
Accounts receivable	17,705	-
Inventory	9,545	-
Prepaid expenses	47,673	-
Total Current Assets	79,066	-
Other Assets		
Goodwill and Intangibles	595,346	595,346
Total Other Assets	595,346	595,346
Total Assets	<u>\$ 674,412</u>	<u>\$ 595,346</u>
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities		
Accounts payable and accrued expenses	\$ 358,909	\$ 40,348
Accounts payable and accrued expenses-Related party	816,368	198,479
Notes payable	847,468	847,468
Derivative liability	1,542,955	1,344,234
Total Current Liabilities	3,565,700	2,430,529
Long Term Liabilities		
Notes payable-Related party	1,211,635	-
Total Liabilities	4,777,335	2,430,529
Commitments and contingencies	-	-
Stockholders (Deficit)		
Preferred stock, Class A convertible, \$.001 par value, 100,000,000 shares authorized, 2,000,000 and 42,000,000 shares issued and outstanding at June 30, 2024 and December 31, 2023	2,000	2,000
Preferred stock, Class C convertible, \$.001 par value, 20,000,000 shares authorized, 0 and 184,500 shares issued and outstanding at June 30, 2024 and December 31, 2023	-	-
Preferred stock, Class D, \$.001 par value, 25,000,000 shares authorized, 0 and 10,000,000 shares issued and outstanding at June 30, 2024 and December 31, 2023	-	-
Common stock, \$.001 par value, 300,000,000 shares authorized, 134,423,434 and 132,073,434 shares issued and outstanding at June 30, 2024 and December 31, 2023	134,423	132,073
Additional paid-in capital	8,003,359	7,993,959
Accumulated (Deficit)	(12,242,705)	(9,963,215)
Total Stockholders' (Deficit)	(4,102,923)	(1,835,183)
Total Liabilities and Stockholders' (Deficit)	<u>\$ 674,412</u>	<u>\$ 595,346</u>

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

XTREME ONE ENTERTAINMENT INC.**(Formerly Cannagrow Holdings, Inc.)**

Statements of Operations

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenues	\$ 87,363	\$ 15,000	\$ 87,363	\$ 30,000
Total revenues	87,363	15,000	87,363	30,000
Operating Expenses				
Cost of revenues	1,159,388	10,500	1,159,388	21,000
General and administrative	620,470	21,950	922,120	28,775
Total operating expenses	1,779,858	32,450	2,081,508	49,775
(Loss) before other expenses	(1,692,495)	(17,450)	(1,994,145)	(19,775)
Other (expense)				
Derivative loss	(198,721)	-	(198,721)	-
Interest expense-Related party	(41,197)	-	(48,697)	-
Interest expense	(18,963)	-	(37,927)	-
Total other	(258,881)	-	(285,345)	-
(Loss) before income taxes	(1,951,376)	(17,450)	(2,279,490)	(19,775)
Income taxes	-	-	-	-
Net (loss)	<u>\$ (1,951,376)</u>	<u>\$ (17,450)</u>	<u>\$ (2,279,490)</u>	<u>\$ (19,775)</u>
Income per share-Basic and diluted	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.02)</u>	<u>\$ (0.00)</u>
Weighted average shares outstanding				
Basic and diluted	<u>134,423,434</u>	<u>102,073,434</u>	<u>133,868,214</u>	<u>102,073,434</u>

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

XTREME ONE ENTERTAINMENT INC.
(Formerly Cannagrow Holdings, Inc.)
Statements of Stockholders' (Deficit)
For the Three and Six Months Ended June 30, 2024 and 2023
(Unaudited)

	Preferred Stock				(Unaudited)		Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)
	Series A Shares	Amount	Series C Shares	Amount	Series D Shares	Amount	Shares	Amount			
Balance-January 1, 2023	42,000,000	\$42,000	184,500	\$ 185	10,000,000	\$10,000	102,073,434	\$102,073	\$7,565,005	\$(8,561,044)	\$(841,781)
Net (loss) for the three months ended March 31, 2023	-	-	-	-	-	-	-	-	-	(2,325)	(2,325)
Balance-March 31, 2023	42,000,000	42,000	184,500	185	10,000,000	10,000	102,073,434	102,073	7,565,005	(8,563,369)	(844,106)
Cancel preferred stock	-	-	-	(185)	-	-	-	-	-	-	(185)
Net (loss) for the six months ended June 30, 2023	-	-	-	-	-	-	-	-	-	(17,450)	(17,450)
Balance-June 30, 2023	<u>42,000,000</u>	<u>\$ 42,000</u>	<u>184,500</u>	<u>\$ -</u>	<u>10,000,000</u>	<u>\$10,000</u>	<u>102,073,434</u>	<u>\$102,073</u>	<u>\$7,565,005</u>	<u>\$(8,580,819)</u>	<u>\$(861,741)</u>
	Preferred Stock				(Unaudited)		Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)
	Series A Shares	Amount	Series C Shares	Amount	Series D Shares	Amount	Shares	Amount			
Balance-January 1, 2024	2,000,000	\$ 2,000	-	\$ -	-	\$ -	132,073,434	\$132,073	\$7,993,959	\$(9,963,215)	\$(1,835,183)
Issuance of common stock for debt	-	-	-	-	-	-	2,350,000	2,350	9,400	-	11,750
Net (loss) for three months ended March 31, 2024	-	-	-	-	-	-	-	-	-	(328,114)	(328,114)
Balance-March 31, 2024	2,000,000	2,000	-	-	-	-	134,423,434	134,423	8,003,359	(10,291,329)	(2,151,547)
Net (loss) for three months ended June 30, 2024	-	-	-	-	-	-	-	-	-	(1,951,376)	(1,951,376)
Balance-June 30, 2024	<u>2,000,000</u>	<u>\$ 2,000</u>	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>134,423,434</u>	<u>\$134,423</u>	<u>\$8,003,359</u>	<u>\$(12,242,705)</u>	<u>\$(4,102,923)</u>

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

XTREME ONE ENTERTAINMENT INC.
(Formerly Cannagrow Holdings, Inc.)
Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	\$ (2,279,490)	\$ (19,775)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Derivative loss	198,721	-
Cancel Preferred Stock C	-	(185)
Payment of debt with common stock	11,750	-
Changes in assets and liabilities:		
(Increase) in accounts receivable	(17,705)	(30,000)
(Increase) in inventory	(9,545)	
(Increase) in prepaid expenses	(47,673)	-
Increase in accounts payable and accrued expenses	318,561	39,960
Increase in accounts payable and accrued expenses-Related party	617,889	
Note payable-related party	1,211,635	10,000
Increase in derivative liability	-	-
Net cash provided by operating activities	4,143	-
Net increase in cash	4,143	-
CASH AT BEGINNING PERIOD	-	-
CASH AT END OF PERIOD	\$ 4,143	\$ -
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Payment of debt with common stock	\$ 11,750	\$ -
Change in fair value of derivative liability	\$ 198,721	\$ -

The accompanying footnotes are an integral part of these unaudited consolidated financial statements

XTREME ONE ENTERTAINMENT, INC. AND SUBSIDIARY
(Formerly CannaGrow Holdings, Inc.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIODS ENDING June30, 2024, AND DECEMBER 31, 2023
(Unaudited)

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statement follows. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included in this quarterly report.

The Company.

The Company was formed as a Delaware corporation on May 5, 1995, as Topper's Brick Oven Pizza, Inc. Since the inception of the Company there have been several subsequent name changes resulting in the Company being named CannaGrow Holdings, Inc., and on December 28, 2023, when a further name change to "Xtreme One Entertainment, Inc.", was approved by the Company's Board. effective December28, 2023.

The Company changed its business model during the spring of 2014 and has entered the Medical and Recreational Marijuana industry in the State of Colorado as a Lessor, Liaison, and Consultant to developers, licensed growers, and operators. From 2014 through the year-ended December 31, 2022, the Company worked as a property manager on a 20-acre lease in which the Company acted as a liaison with the various County and State Agencies, and Utility companies. As CannaGrow Holdings, Inc. the Company served as a management company for various farm products – it does not and will not, grow, harvest, distribute or sell marijuana or any substance that violate the laws of the United States of America.

Effective October 23, 2023, the Company re-branded itself and implemented a strategic shift in its core business to focus on sports and entertainment event marketing. As Xtreme One Entertainment, Inc. (formerly CannaGrow Holdings, Inc.), through its wholly owned subsidiary, XFC Global Inc. ("XFC Global"), the Company has been exploiting certain licensing rights to the intellectual property, branding and media acquired by ProActive Management Inc. ("PMI"), a subsidiary of Xtreme Fighting Championships Inc. ("XFCI"). XFCI was an early entrant in the mixed martial arts league and developed an extensive library spanning thousands of hours of fights across the globe and featuring some of MMA's top fighters during its nearly two decades of activity.

In addition to sponsoring and promoting premier mixed martial arts events under the XFC brand, beginning in the second quarter of 2024, the Company intends to develop additional Xtreme One-sponsored entertainment properties spanning combat sports, watersports and others, with live events to be produced for spectators as well as for broadcast over media, including pay-per-view streaming services. Additionally, the Company seeks sponsorship partners to advertise at live and broadcast events, offering partners logo and product placement at various platforms within the event venues or on broadcasts. The Company also markets branded apparel and merchandise under its owned and licensed brands.

Basis of Presentation.

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") as promulgated in the United States of America.

Principles of Consolidation.

The consolidated financial statements include the accounts of Xtreme One Entertainment, Inc. (formerly CannaGrow Holdings, Inc.). and its wholly owned Subsidiary XFC Global. All intercompany transactions are eliminated in consolidation.

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates.

The preparation of the financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the 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. The assumptions used by management in future estimates could change significantly due to changes in circumstances, including, but not limited to, challenging economic conditions. Accordingly, future estimates may differ significantly.

Reclassifications.

Certain prior year amounts have been reclassified to conform to the current year presentation. Such reclassifications had no impact on previously reported net losses.

Cash and Cash Equivalents.

For the purposes of the Statements of Cash Flows, the company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Income Taxes.

The Company has adopted Financial Accounting Standard No. 109 (SFAS 109) which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

Net Loss Per Common Share

The Company computes earnings per share under Financial Accounting Standard No. 128, "Earnings Per Share" (SFAS 128). Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the periods presented. Dilutive common stock equivalents consist of shares issuable upon conversion of convertible preferred shares. During the six months ended June 30, 2024, and 2023, common stock equivalents are not considered in the calculation of the weighted average number of common shares outstanding because they would be anti-dilutive, thereby decreasing the net loss per common share.

Use of Estimates

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

Advertising

The Company follows the policy of charging the costs of advertising to expenses as incurred. For the periods ended June 30, 2024, and 2023, advertising costs were \$29,255 and \$0, respectively. The Company expects advertising to materially increase due to the promotion of its events.

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and related party receivables. The Company places its cash and temporary cash investments with credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

Stock Based Compensation

In December 2002, the FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of SFAS 123." This statement amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value-based method of accounting for stock-based employee compensation. In addition, this statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in APB Opinion No. 25 and related interpretations. Accordingly, the compensation expense for stock options is measured as the excess, if any, of the fair market value of the Company's stock at the date of the grant over the exercise price of the related option. The Company has adopted the annual disclosure provisions of SFAS No. 148 in its financial reports for the six months ended June 30, 2024, and 2023.

Fair Value of Financial Instruments

The carrying values of our financial instruments, including cash, accounts payable and due to related parties approximate their fair value due to the short-term nature of these financial instruments. Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 820, "Fair Value Measurement" defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets.

Level 2: Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3: Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

The Company does not have any assets or liabilities that are required to be measured and recorded at fair value on a recurring basis.

Revenue Recognition

The Company will record revenue in accordance with FASB Accounting Standards Codification ("ASC") as topic 606 ("ASC 606"). The revenue recognition standard in ASC 606 outlines a single comprehensive model for recognizing revenue as performance obligations, defined in a contract with a customer as goods or services transferred to the customer in exchange for consideration, are satisfied. The standard also requires expanded disclosures regarding the Company's revenue recognition policies and significant judgments employed in the determination of revenue. The Company will recognize revenue from the sale of products or services in accordance with ASC 606, "Revenue Recognition" following the five steps procedure:

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

- Step 1: Identify the contract(s) with customers.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to performance obligations.
- Step 5: Recognize revenue when the entity satisfies a performance obligation.

The revenue policies of the new activities are being established as customary in the entertainment industry.

Impairment of Long-Lived Assets

Tangible and intangible assets (excluding goodwill) are assessed at each reporting date for indications that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. The asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or a group of assets exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the group of assets.

Business Combinations

In accordance with ASC 805, Business Combinations, the Company accounts for all business combinations using the acquisition method of accounting. Under this method, assets and liabilities, including any remaining non-controlling interests, are recognized at fair value at the date of acquisition. The excess of the purchase price over the fair value of assets acquired, net of liabilities assumed, and non-controlling interests is recognized as goodwill. Certain adjustments to the assessed fair values of the assets, liabilities, or non-controlling interests made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income. Any cost or equity method interest that the Company holds in the acquired company prior to the acquisition is re-measured to fair value at acquisition with a resulting gain or loss recognized in income for the difference between fair value and the existing book value. Results of operations of the acquired entity are included in the Company's results from the date of the acquisition onward.

Goodwill

The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The fair value of each reporting unit is estimated primarily using a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital.

NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results, market conditions, and other factors. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit.

Emerging Growth Company Critical Accounting Policy Disclosure

The Company qualifies as an “emerging growth company” under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, the Company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company may elect to take advantage of the benefits of this extended transition period in the future.

Segment Information

Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise, and Related Information (SFAS 131) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. SFAS 131 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions to allocate resources and assess performance. The information disclosed herein, materially represents all of the financial information related to the Company's principal operating segment.

Recent Accounting Pronouncements

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations or financial position.

NOTE 2. GOING CONCERN.

Our financial statements have been prepared assuming we will continue as a going concern. However, we have incurred losses in each year since inception and have a working capital deficit of \$3,486,634 as of June 30, 2024, we have sustained recurring losses totaling \$12,242,705 and have a stockholders' deficit of \$4,102,923. These conditions, among others, give rise to substantial doubt about our ability to continue as a going concern. Management is continuing to seek additional equity capital to fund the acquisition or to purchase an ongoing business and improve profitability of existing operations. Until the Company improves profitability it anticipates that its working capital needs will be funded through the issuance of debt and equity instruments. Management believes these steps may provide us with adequate funds to sustain our continued existence. There is, however, no assurance that the steps taken by management will meet all our needs or that we will continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company's existence is dependent upon advances from its affiliates, the sale of additional equity stock, loans, and management's ability to develop profitable operations. Management anticipates the Company will attain profitable status and improve its liquidity through the continued developing, marketing, and selling of its live events, branded products and advertising, as well as additional equity investments in the Company. The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern. In order to improve the Company's liquidity, the Company is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance the Company will be successful in its effort to secure additional equity financing. If operations and cash flows continue to improve through these efforts, management believes that the Company can continue to operate and achieve profitability. However, no assurance can be given that management's actions will result in profitable operations or the resolution of its liquidity problems.

NOTE 3 – ACQUISITION.

Effective October 23, the Company acquire all of the issued and outstanding capital stock of XFC Global Inc., a Wyoming corporation (“XFC Global”) consisting of Sixty Million (60,000,000) shares of XFC Global owned by from Mr. Jeffrey T. Lambert (“Lambert”) in exchange for Thirty Million (30,000,000) shares of the Company’s \$.001 par value restricted Common Stock (the “XFCG Acquisition”). This transaction has been accounted for as an “acquisition” not as a “reverse takeover”.

The purchase price for the acquisition of XFCG was the issuance of 30,000,000 shares of the Company’s common stock at \$.018 per share with a fair value of \$540,000 and the assumption of the net liabilities of XFCG of in the amount of 55,346.

The allocation of the purchase price and the estimated fair market values of the assets acquired, and liabilities assumed are shown below.

Cash	\$	-
Total assets acquired		-
Accounts payable and accrued expenses		55,346
Total liabilities assumed		55,346
Common stock issued for acquisition		540,000
Total purchase price assigned to goodwill	\$	595,346

The acquired business contributed no revenue and a net loss from operations of \$153,134 to the Company during the period from November 1 through December 31, 2023.

Combined Pro Forma Information

The following table gives effect to the unaudited pro forma combined revenue and net earnings (loss) of the Company as if the above business combinations had transpired on January 1, 2022:

Revenue	Year Ended December 31,		Net Earnings (Loss)	
	2023	2022	2023	2022
Revenues	\$ -	\$ -	\$ (208,480)	\$

NOTE 4 – PREPAID EXPENSES

The prepaid expenses consist of \$5,256 of expenses paid in advance for future events and \$42,417 of prepaid insurance.

NOTE 5 – INVENTORY.

Inventory is valued at the lower of cost or market value, as determined by the first-in, first out (“FIFO”) method.

NOTE 6 – RELATED PARTY TRANSACTIONS.

During the calendar year 2023, the Company, effective October 23, 2023, the Janovec-led Board of Directors together with the holders of the Series D Convertible Preferred Stock (the “Series D Preferred”) mutually agreed to a redemption of the Series D Preferred in exchange for an assignment of the Companies rights to manage a portion of the property then under Lease to the Company by a third-party located in Huerfano County, Colorado (the “Farm”) together with the assumption of all of the Company’s debts and claims against the Company related in any way to its operation of the Farm (the “Exchange and Assumption Agreement”).The Company recorded again of \$174,046 from this transaction, which reflected the amount

NOTE 6 – RELATED PARTY TRANSACTIONS (Continued).

originally given for the preferred stock of \$179,040, less \$5,000 that represented the net receivable for the releasing of the Farm.

NOTE 7 – NOTES PAYABLE

Effective in October 2023 Mr. Brent Crouch, the Company's accountant ("Crouch") and Mr. Delmar Janovec ("Janovec"), the Company's president, Secretary, Treasurer and sole Director agreed to waive the conversion features and accrued interest on the promissory notes issued to them and the subject amounts were reduced to new non-convertible notes. Effective October 2023 the subject promissory notes in the aggregate amount of \$847,468, previously held by Crouch and Janovec, were acquired by an unrelated third-party. As a result, the subject promissory notes have been reclassified as "Notes payable".

The Company's debt consists of the following:

	June 30, 2024	December 31, 2023
Notes payable, 9% interest, interest and principal due upon demand, unsecured.	<u>\$847,468</u>	<u>\$847,468</u>
Total due	847,468	847,468
Current Portion	<u>847,468</u>	<u>847,468</u>
Long-term portion	\$ 0	\$ 0

The Company has incurred an interest expense of \$37,927 and \$0 during the six months ended June 30, 2024, and 2023, respectively. The Company has interest accrued on the above notes in the amount of \$56,526 and \$0 at June 30, 2024, and 2023, respectively.

NOTE 8 – NOTES PAYABLE-RELATED PARTY

The Company's related party debt consists of the following:

	June 30, 2024	December 31, 2023
Notes payable, 18% interest, interest and principal due January 29, 2029, unsecured	<u>\$1,211,635</u>	<u>\$ 0</u>
Total due	1,211,635	0
Current Portion	<u>0</u>	<u>0</u>
Long-term portion	<u>\$1,211,635</u>	<u>\$ -</u>

The Company has incurred an interest expense of \$48,697 and \$0 during the six months ended June 30, 2024, and 2023, respectively. The Company has interest accrued on the above notes in the amount of \$48,697 and \$0 on June 30, 2024, and 2023 respectively.

NOTE 9 – STOCK DESCRIPTION AND CHANGES.

In the fourth quarter of 2021 certain accredited investors holding promissory notes issued by the Company were forgiven as to their remaining principle, accrued interests and convertibility. The cancellation of the promissory notes was due in part to the reinterpretation by the Securities and Exchange Commission ("SEC") of certain rules and regulations governing the

NOTE 9 – STOCK DESCRIPTION AND CHANGES (Continued).

lending and securities-related practices of certain “lenders” together with civil judgments against such “lenders” for violation of usury laws.

NOTE 10 – STOCKHOLDERS’ DEFICIT.

General.

The Company has authorized 450,000,000 shares of capital stock, 300,000,000 shares designated as Common Stock with a par value of \$.001 per share, and 150,000,000 shares designated as Preferred Stock with a par value of \$.001 per share.

As of June 30, 2024, and December 31, 2023, respectively, the Company had 134,423,434 and 132,073,434 shares of Common Stock, and 2,000,000 and 42,000,000 shares of Series A Convertible Preferred Stock outstanding, with 0 and 0 shares of Series B Convertible Preferred Stock outstanding, -0- and -0- shares of Series C Convertible Preferred Stock outstanding, -0- and 10,000,000 shares of Series D Convertible Preferred Stock outstanding.

Common Stock.

As disclosed above, on June 30, 2024, and December 31, 2023, respectively, the Company has issued and outstanding, 134,423,434 and 132,073,434 shares of Common Stock. However, it should be noted that Mr. Mark Kirkland holds 25,000,000 shares of the Company’s Common Stock (the “Kirkland Shares”) issued to Mr. Kirkland in a transaction in 2014 which was cancelled. Pursuant to an agreement between the Company and Mr. Kirkland, Mr. Kirkland agreed to return the Certificate for the 25,000,000 shares, however the Certificate was lost in transit. The Company, due to financial constraints in 2014-2017 did not bond around the “Lost Certificate” or the outright cancellation. As a result, the shares have not yet been returned to the Company or cancelled and continue to appear on the Company’s Shareholder List.

The Company issued Thirty Million (30,000,000) shares of its Common Stock during the reporting period ending December 31, 2023, for the acquisition of its new wholly owned subsidiary XFC Global, Inc. This transaction was valued at \$540,000, the current quoted price of its common stock on the date of issuance.

The Company issued 2,350,000 shares of its common stock on February 12, 2024, for debts totaling \$11,750.

Preferred Stock

During this reporting period ending December 31, 2023, effective September 15, 2023, the holders of the 42,000,000 shares of the Company’s Series A Convertible Preferred Stock (the “Series A Preferred”) approved an amendment to the rights, privileges, and other preferences of the Series A Preferred which reduced the number of authorized shares of Series A Preferred to 2,000,000 (the “Amended Series A Preferred”) from 100,000,000. Effective October 19, 2023, there was a sale and transfer of the Amended Series A Preferred to a previously un-related party (the Series A Transaction”).

The Company exchanged 2,000,000 shares of its newly designated Series A Preferred Stock for 42,000 000 shares of its previously issued Series A Preferred Stock. The new Series A Preferred Stock has certain conversion features to give the holder voting control and majority control upon conversion.

The Company cancelled 184,500 shares of its Series C Preferred Stock valued at \$185.

The Company cancelled 10,000,000 shares of its Series D Preferred Stock for the exchange of its prior farm operations valued at a \$174,046 gain.

Other than the Series A Transaction and the Series D Transaction, there were not any issuances, transfers, or redemptions of the Company’s Preferred Stock during the reporting periods ending December 31, 2023 and December 31, 2022.

NOTE 11 – DERIVATIVE LIABILITY.

The Company has convertible Series A Preferred Stock outstanding at June 30, 2024, that are convertible into Company's common stock to be issued upon conversion of preferred stock based the current conversion formula into shares of common stock.

NOTE 11 – DERIVATIVE LIABILITY (Continued).

Due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion option embedded in the Preferred Stock, the conversion feature is classified as derivative liabilities and recorded at fair value. The liability has been established for the conversion rate into common stock for the period ending June 30, 2024. The amount of the increase for the six months June 30, 2024, was \$198,721.

Pursuant to ASC 815, "Derivatives and Hedging," the Company recognized the fair value of the embedded conversion feature of the Preferred Stock. During the year ended December 31, 2023, the Company recorded a mark-to-market adjustment based on the fair value of the derivative liability on that date which has resulted in a charge of \$1,344,234 to operations during this period of time. The fair value of the derivative liability was determined using the Black-Scholes option pricing model with a quoted market price of \$.02, a conversion price of fifty percent of the closing bid price with high expected volatility.

The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on June 30, 2024.

	Level 1	Level 2	Level 3	Total
Assets				
None	\$ -	\$ -	\$ -	\$ -
Liabilities				
Derivative Financial instruments	\$ -	\$ -	\$ 1,542,955	\$ 1,542,955

NOTE 12 – COMMITMENTS AND CONTINGENCIES.

The Company did not have any Commitments or Contingencies on June 30, 2024. During the fourth quarter of 2023, the Company redeemed the Series D Convertible Preferred Stock pursuant an Exchange and Assumption Agreement under which Crouch and Janovec agreed to assume all obligations associated with the operation of the Farm. For information as to previous years, please see Company's periodic reports at <http://www.otckmarkets.com>).

NOTE 13 – LEGAL.

The Company did not have any outstanding legal matters at June 30, 2024. For information as to previous years, please see Company's periodic reports for Fiscal 2014-2021 filed with the OTC Markets Group Inc. at <http://www.otckmarkets.com>).

NOTE 14 - SUBSEQUENT EVENTS.

The Company issued 2,000,000 shares of its common stock on July 11,2024, to the five members of the Company's Board of Director and its two executive officers in lieu of cash directors' fees. On the same date, the Company issued 800,000 shares of its common stock to its two principal executive officers as incentive compensation for the successful events produced in the first half of 2024.