

Neutra Corp.

Amendment to Annual Report NTRR 2023 Year End for 01/31/2024 originally published through the OTC Disclosure & News Service on [12/05/2024](#)

Explanatory Note:

Per the submission response, we have amended the report to address Item 3a

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

NEUTRA CORP.

2500 CityWest Blvd Ste 150-161
Houston, TX 77042

307-228-1488

N/A

info@neutrainc.com

Annual Report

For the period ending January 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,917,899,124 as of October 31, 2024 (Current Reporting Period Date or More Recent Date)

2,917,899,124 as of January 31, 2024 (Most Recent Completed Fiscal Year End)

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: ☒

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.

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

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

Neutra Corp

Current State and Date of Incorporation or Registration: Wyoming on August 16, 2019

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Neutra Corp. was incorporated in Florida on January 11, 2011. On October 5, 2015, we reincorporated from Florida to Nevada. On August 16, 2019 we reincorporated from Nevada to Wyoming.

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

N/A

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

None

Address of the issuer's principal executive office:

2500 CityWest Blvd, Ste 150-161
Houston, TX 77042

Address of the issuer's principal place of business:

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

Same

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

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

No

2) Security Information

Transfer Agent

Name: Transhare Corporation

Phone: 303-662-1112

Email: info@transhare.com

Address: 17755 US Hwy 19 N, Clearwater, FL 33764

Publicly Quoted or Traded Securities:

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

Trading symbol:

NTRR

Exact title and class of securities outstanding:

Common Stock

CUSIP:

64129C303

Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>Unlimited as of date: January 31, 2024</u>
Total shares outstanding:	<u>2,917,899,124 as of date: January 31, 2024</u>
Total number of shareholders of record:	<u>11 as of date: January 31, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Preferred stock</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>20,000,000 as of date: January 31, 2024</u>
Total shares outstanding: Series A convertible preferred stock	<u>50,000 as of date: January 31, 2024</u>
Total number of shareholders of record:	<u>1 as of date: January 31, 2024</u>
Total shares outstanding: Series B convertible preferred stock	<u>10,000 as of date: January 31, 2024</u>
Total number of shareholders of record:	<u>1 as of date: January 31, 2024</u>
Total shares outstanding: Series C convertible preferred stock	<u>40,000 as of date: January 31, 2024</u>
Total number of shareholders of record:	<u>1 as of date: January 31, 2024</u>
Total shares outstanding: Series E convertible preferred stock	<u>1,000,000 as of date: January 31, 2024</u>
Total number of shareholders of record:	<u>1 as of date: January 31, 2024</u>
Total shares outstanding: Series F convertible preferred stock	<u>1,00,000 as of date: January 31, 2024</u>
Total number of shareholders of record:	<u>1 as of date: January 31, 2024</u>
Total shares outstanding: Series G convertible preferred stock	<u>0 as of date: January 31, 2024</u>
Total number of shareholders of record:	<u>0 as of date: January 31, 2024</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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:

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

We are authorized to issue unlimited shares of common stock, with a par value of \$0.001.. All shares of common stock have one vote per share on all matters including election of directors, without provision for cumulative voting. The common stock is not redeemable and has no conversion or preemptive rights. In the event of liquidation of the Company, the holders of common stock will share equally in any balance of the Company's assets available for distribution to them after satisfaction of creditors and preferred shareholders, if any. The holders of the Company's common are entitled to equal dividends and distributions per share with respect to the common stock when, as and if, declared by the Board of Directors from funds legally available.

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

Series A Preferred Stock. Our Series A Preferred Stock rank is subordinate to all shares of common stock and do not have voting rights. The Series A Preferred Stock has a stated value of \$5 per share. The Series A Preferred Stock is entitled to receive dividends of 10% of the net profit of VIVIS Corporation. The holders of the Series A Preferred Stock have the option to convert each share into 800 shares of common stock of the Company.

Series B Preferred Stock. Our Series B Preferred Stock rank is subordinate to all shares of common stock and do not have voting rights. The Series B Preferred Stock has a stated value of \$5 per share. The Series B Preferred Stock is entitled to receive dividends of 0.4% of the net profit of VIVIS Corporation. Holders of the Series B Preferred Stock have the option to convert each share into 800 shares of common stock.

Series C Preferred Stock. Our Series C Preferred Stock rank is subordinate to all shares of common stock and do not have voting rights. The Series C Preferred Stock has a stated value of \$5 per share. The Series C Preferred Stock is entitled to receive dividends of 10% of the net profit of VIVIS Corporation. After the Series C Preferred Stock has received cumulative dividends of \$500,000, the dividend rate will reduce to 1%. Holders of the Series C Preferred Stock have the option to convert each share into 38 shares of common stock.

Series E preferred stock The Series E Preferred Stock is subordinated to our common stock. It does not receive dividends and does not participate in equity distributions. The Series E Preferred stock has 2 votes for each outstanding share of common stock in the company.

Series F preferred stock The Series F Preferred Stock is subordinated to our common stock and superior to all shares of Preferred Stock. It does not receive dividends and does not participate in equity distributions. The Series F Preferred stock retains 2/3 of the voting rights in the company.

Series G convertible preferred stock. The Series G convertible preferred stock has a stated value of \$1.00 per share, carries no voting rights and earns dividends of 8% per annum on the stated value of the stock. The Series G convertible preferred stock is redeemable at the option of the Company during the first nine months it is outstanding at a premium of between 3% and 33% depending on the date of redemption. After the stock has been outstanding for nine months, it is convertible into common stock of the Company at a 29% discount to the market value of the common stock.

Describe any other material rights of common or preferred stockholders.

None

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

None

3) Issuance History

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

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

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 <u>Opening Balance:</u> Date <u>February 1, 2022</u> Common: <u>1,782,073,799</u> Series A Preferred: <u>50,000</u> Series B Preferred: <u>10,000</u> Series C Preferred: <u>40,000</u>	*Right-click the rows below and select “Insert” to add rows as needed.
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Series E Preferred: <u>1,000,000</u> Series F Preferred: <u>1,000,000</u> Series G Preferred: <u>250,000</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
February 3, 2022	Common stock issued for Series G preferred stock conversions of 30,000 shares of Series G preferred stock	43,943,662	Common stock	\$31,200	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>
February 10, 2022	Common stock issued for Series G preferred stock conversions of 29,600 shares of Series G preferred stock	48,100,000	Common stock	\$30,784	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>
February 22, 2022	Common stock issued for Series G preferred stock conversions of 49,000 shares of Series G preferred stock	79,625,000	Common stock	\$50,960	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>
March 18, 2022	Common stock issued for Series G preferred stock conversions of 40,200 shares of Series G preferred stock	97,227,907	Common stock	\$41,808	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>

March 22, 2022	Common stock issued for Series G preferred stock conversions of 20,000 shares of Series G preferred stock	48,373,093	Common stock	\$20,808	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>
April 25, 2022	Common stock issued for Series G preferred stock conversions of 30,000 shares of Series G preferred stock	62,400,000	Common stock	\$31,200	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>
April 26, 2022	Common stock issued for Series G preferred stock conversions of 19,000 shares of Series G preferred stock	45,953,488	Common stock	\$19,760	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>
June 8, 2022	Common stock issued for Series G preferred stock conversions of 20,000 shares of Series G preferred stock	57,777,778	Common stock	\$20,800	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>

June 21, 2022	Common stock issued for Series G preferred stock conversions of 12,200 shares of Series G preferred stock	35,244,444	Common stock	\$12,688	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>
July 18, 2022	60,200 shares of Series G convertible preferred stock issued for cash	60,200	Series G convertible preferred stock	\$50,000	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Sale of Series G convertible preferred stock for \$50,000 cash		<u>Section 3(a)(9)</u>
January 20, 2023	Common stock issued for Series G preferred stock conversions of 25,000 shares of Series G preferred stock	92,857,143	Common stock	\$26,000	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares to common stock	Unrestricted	<u>Section 3(a)(9)</u>

February 1, 2023	Common stock issued for Series G preferred stock conversions of 24,100 shares of Series G preferred stock	119,352,381	Common stock	\$25,064	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares and accumulated dividends to common stock	Unrestricted	<u>Section 3(a)(9)</u>
February 10, 2023	Common stock issued for Series G preferred stock conversions of 11,100 shares of Series G preferred stock	54,971,429	Common stock	\$11,543	No	<u>POWERUP LENDING GROUP, LTD. – Curt Kramer</u>	Conversion of preferred shares and accumulated dividends to common stock	Unrestricted	<u>Section 3(a)(9)</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date January 31, 2024 Common: <u>2,917,899,124</u> Series A Preferred: <u>50,000</u> Series B Preferred: <u>10,000</u> Series C Preferred: <u>40,000</u> Series E Preferred: <u>1,000,000</u> Series F Preferred: <u>1,000,000</u> <u>Series G Preferred: 0</u>									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

N/A

Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
March 11, 2022	\$54,156	\$60,000	\$5,176	June 18, 2023	No conversion terms.	Liang On Call PLLC – Dr. Jeffery Liang	Loan
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

N/A

4) Issuer's Business, Products and Services

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

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

Neutra Corp. participates in the nutraceutical space by bringing products derived from all natural and organic origins. Along with participating in the actual nutraceutical products, we plan to research and bring new technology to the nutraceutical space. Nutraceutical natural medicine is an alternative system that focuses on natural remedies and the body's vital ability to heal and maintain itself. One of the nutraceutical sub-markets is the new thriving medical cannabis market, in which we intend to participate. We intend to entrust the manufacturing to a nutraceutical contractor to private label all of our products and to sell them under our unique brand.

As the global cannabis market grows exponentially, it is constantly in need of better technologies and products to be more efficient in how it grows, what it grows and how it consumes cannabis and its related products. From lighting to dosage devices, from pesticide replacements to plant enhancers, Neutra Corp. is constantly combing the industry for the latest and greatest to test, prove and bring to market.

List any subsidiaries, parent company, or affiliated companies.

The Company's wholly owned subsidiaries, Diamond Anvil Designs, LLC, Deity Corporation and Vivis Corporation.

Describe the issuers' principal products or services.

Business development consulting services, and natural and organic nutraceutical medicinal products.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. 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.

The Company owns machinery and equipment.

The company does not own or lease any real property or facilities.

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.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Sydney Jim</u>	<u>Principal Executive Officer and Sold Director</u>	<u>2500 CityWest Blvd Ste 150-161 Houston, TX 770425</u>	<u>20,000,000</u> <u>1,000,000</u>	<u>Common stock</u> <u>Series F Preferred Stock</u>	<u>2%</u> <u>100%</u>	<u>N/A</u> <u>N/A</u>
<u>Gilbert Fung</u>	<u>Board Member</u>	<u>2500 CityWest Blvd Ste 150-161 Houston, TX 77042</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>Daniel Chen</u>	<u>Board Member</u>	<u>2500 CityWest Blvd Ste 150-161 Houston, TX 77042</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>Amar Raval</u>	<u>Board Member</u>	<u>2500 CityWest Blvd Ste 150-161 Houston, TX 77042</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>Cole Munger</u>	<u>Board Member</u>	<u>2500 CityWest Blvd Ste 150-161 Houston, TX 77042</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

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, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

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);

No

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;

No

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;

No

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

No

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.

No

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.

No

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.

No pending legal proceedings.

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).

Name:	<u>Sam Whitley Esq. Whitley LLP Attorneys at Law.</u>
Address 1:	<u>24285 Katy Freeway, Suite 300</u>
Address 2:	<u>Katy, TX 77494</u>
Phone:	<u>(281) 206-0434</u>
Email:	<u>_____</u>

Accountant or Auditor

Name:	<u>William Hudgens</u>
Firm:	<u>Hudgens CPA, PLLC</u>
Address 1:	<u>1220 Blalock Rd., STE 300</u>
Address 2:	<u>Houston, Texas 77055</u>
Phone:	<u>(713) 570-9028</u>
Email:	<u>whudgens@hudgenscpas.com</u>

Investor Relations

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

All other means of Investor Communication:

X (Twitter): N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
[Other] N/A

Other Service Providers

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

Name: _____
Firm: Fresh Notion Financial Services
Nature of Services: Consulting and financial services
Address 1: PO Box 79897
Address 2: Houston, Texas 77279
Phone: 800-706-2041
Email: info@freshnotiongroup.com

9) Disclosure & Financial Information

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

Name: **Sydney Jim**
Title: **Chairman and CEO**
Relationship to Issuer: **Chairman and CEO**

The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

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

Name: **Fresh Notion Financial Services**
Title: **Consultant firm**
Relationship to Issuer: **Service provider**

Describe the qualifications of the person or persons who prepared the financial statements:⁵
Experts in accounting and financial reporting for public and private companies.

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)

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Sydney Jim certify that:

I have reviewed this Disclosure Statement for Neutra Corp's Annual Report;

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

Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

December 20, 2024

/s/ Sydney Jim

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

Principal Financial Officer:

I, Sydney Jim certify that:

I have reviewed this Disclosure Statement for Neutra Corp's Annual Report;

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

Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

December 20, 2024

/s/ Sydney Jim

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

NEUTRA CORP.
UNAUDITED CONSOLIDATED BALANCE SHEETS

	January 31, 2024	January 31, 2023
ASSETS		
CURRENT ASSETS		
Cash	\$ 1,969	\$ 1,969
Accounts receivable	98	-
Inventory	-	23,846
Total current assets	<u>1,730</u>	<u>25,815</u>
Property and equipment, net	1,121	49,360
TOTAL ASSETS	<u>\$ 2,851</u>	<u>\$ 75,175</u>
LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 474,823	\$ 516,890
Accounts payable, related party	423,610	233,087
Advances payable	3,450	3,450
Advances payable to related party	12,314	2,314
Dividends payable on Series G preferred stock	-	2,062
Notes payable, related party, in default	54,156	-
Accrued interest payable	5,176	1,836
Total current liabilities	<u>973,529</u>	<u>759,639</u>
Notes payable, related party	<u>-</u>	<u>54,156</u>
TOTAL LIABILITIES	<u>973,529</u>	<u>813,795</u>
COMMITMENTS AND CONTINGENCIES		
MEZZANINE EQUITY		
Series G preferred stock; \$1.00 stated value, 0 shares and 35,200 shares issued and outstanding at January 31, 2024 and 2023, respectively	-	35,200
STOCKHOLDERS' DEFICIT		
Common stock, \$0.001 par value; unlimited shares authorized; 2,917,899,124 and 2,743,575,314 shares issued and outstanding at January 31, 2024 and January 31, 2023, respectively	2,917,898	2,743,575
Preferred stock; \$0.001 par value; 20,000,000 shares authorized:		
Series A convertible preferred stock; 50,000 shares issued and outstanding at January 31, 2024 and 2023	50	50
Series B convertible preferred stock; 10,000 and 0 shares issued and outstanding at January 31, 2024 and 2023	10	10
Series C convertible preferred stock; 40,000 and 0 shares issued and outstanding at January 31, 2024 and 2023	40	40
Series E preferred stock, 1,000,000 shares issued and outstanding at January 31, 2024 and 2023	1,000	1,000
Series F preferred stock, \$0.001 par value; 1,000,000 shares issued and outstanding at January 31, 2024 and 2023	1,000	1,000
Additional paid-in capital	7,751,839	7,889,555
Preferred stock subscribed but not issued	50,000	50,000
Accumulated deficit	<u>(11,692,515)</u>	<u>(11,459,050)</u>
Total stockholders' deficit	<u>(970,678)</u>	<u>(773,820)</u>
TOTAL LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' DEFICIT	<u>\$ 2,851</u>	<u>\$ 75,175</u>

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

NEUTRA CORP.
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended January 31,	
	2024	2023
REVENUE	\$ 39,534	\$ 67,996
COST OF GOODS SOLD	25,199	32,690
GROSS MARGIN	14,335	35,306
OPERATING EXPENSES		
Depreciation	48,239	78,906
Sales commissions	8,459	26,101
General and administrative expenses	187,123	227,974
Total operating expenses	243,821	332,981
LOSS FROM OPERATIONS	(229,486)	(297,675)
OTHER INCOME (EXPENSE)		
Interest expense	(3,340)	(62,063)
(Gain) loss on settlement of liabilities	-	(198,156)
Total other income (expense)	(3,340)	(260,219)
Net loss before income taxes	(232,826)	(557,894)
Provision for income taxes	(639)	(3,523)
NET LOSS	\$ (233,465)	\$ (561,417)
Dividends on Series G convertible preferred stock	-	(5,245)
Deemed dividend on preferred stock	-	(10,200)
NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	\$ (233,465)	\$ (576,862)
NET LOSS PER COMMON SHARE – Basic and fully diluted	\$ (0.00)	\$ (0.00)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING – Basic and diluted	2,916,066,065	2,230,594,112

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

NEUTRA CORP.
UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

	Common stock		Series A Convertible Preferred Stock		Series B Preferred Stock		Series C Preferred Stock		Series E Preferred Stock		Series F Preferred Stock		Additional paid-in capital	Accumulated Deficit	Stock subscribed but not issued	Total Equity (Deficit)
	Shares	Par	Shares	Par	Shares	Par	Shares	Par	Shares	Par	Shares	Par				
Balance, January 31, 2022	1,782,073,799	1,782,074	50,000	50	10,000	10	40,000	40	1,000,000	1,000	1,000,000	1,000	7,824,982	(10,882,188)	—	(1,273,032)
Common stock issued for preferred stock conversions	611,501,515	611,501	—	—	—	—	—	—	—	—	—	—	(325,502)	—	—	285,999
Common stock issued for conversion of debt	350,000,000	350,000	—	—	—	—	—	—	—	—	—	—	390,075	—	—	740,075
Preferred stock subscribed but not issued	—	—	—	—	—	—	—	—	—	—	—	—	—	—	50,000	50,000
Dividends on Series G preferred stock	—	—	—	—	—	—	—	—	—	—	—	—	—	(5,245)	—	(5,245)
Deemed dividend on Series G preferred stock	—	—	—	—	—	—	—	—	—	—	—	—	—	(10,200)	—	(10,200)
Net loss	—	—	—	—	—	—	—	—	—	—	—	—	—	(561,417)	—	(561,417)
Balance, January 31, 2023	2,743,575,314	2,743,575	50,000	50	10,000	10	40,000	40	1,000,000	1,000	1,000,000	1,000	7,889,555	(11,459,050)	50,000	(773,820)
Common stock issued for preferred stock conversions	174,323,810	174,323	—	—	—	—	—	—	—	—	—	—	(137,716)	—	—	36,607
Net loss	—	—	—	—	—	—	—	—	—	—	—	—	—	(233,465)	—	(233,465)
Balance, January 31, 2024	<u>2,917,899,124</u>	<u>\$2,917,899</u>	<u>50,000</u>	<u>\$ 50</u>	<u>10,000</u>	<u>\$ 10</u>	<u>40,000</u>	<u>\$ 40</u>	<u>1,000,000</u>	<u>\$1,000</u>	<u>1,000,000</u>	<u>\$1,000</u>	<u>\$7,751,839</u>	<u>\$ (11,692,515)</u>	<u>\$ 50,000</u>	<u>\$ (970,678)</u>

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

NEUTRA CORP.
CONSOLIDATED STATEMENT OF CHANGES IN MEZZANINE EQUITY

	Series G Preferred Stock	
	Shares	Amount
Balance, January 31, 2022	250,000	\$ 250,000
Series G preferred stock issued for cash	60,200	60,200
Series G preferred stock converted to common stock	<u>(275,000)</u>	<u>(275,000)</u>
Balance, January 31, 2023	35,200	35,200
Series G preferred stock issued for cash	-	60,200
Series G preferred stock converted to common stock	<u>(35,200)</u>	<u>(275,000)</u>
Balance, January 31, 2024	<u>-</u>	<u>\$ 35,200</u>

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

NEUTRA CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended January 31,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (233,465)	\$ (561,417)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	48,239	78,906
(Gain) loss on settlement of liabilities	-	198,156
Inventory impairment	18,610	
Changes in operating assets and liabilities:		
Accounts receivable	(98)	-
Deposits	-	1,610
Inventory	5,236	(23,846)
Accounts payable and accrued liabilities	27,766	(9,748)
Accounts payable to related parties	120,035	101,332
Accrued interest payable	3,340	61,764
NET CASH USED IN OPERATING ACTIVITIES	(10,337)	(153,243)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	-	-
NET CASH USED IN INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from sale of Series G convertible preferred stock	-	50,000
Stock subscriptions received	-	50,000
Repayments of notes payable, related party	-	(5,844)
Proceeds from issuance of note payable, related	-	60,000
Proceeds from advance from related party	10,000	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	10,000	154,156
NET CHANGE IN CASH AND CASH EQUIVALENTS	(337)	913
CASH, at the beginning of the period	1,969	1,056
CASH, at the end of the period	\$ 1,632	\$ 1,969
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest	\$ -	\$ -
Taxes	\$ -	\$ -

Noncash investing and financing transaction:

Conversion of Series G preferred stock	\$ 36,607	\$ 285,999
Deemed dividend on Series G preferred stock	\$ -	\$ 10,200
Expenses paid on the Company's behalf	\$ 70,488	\$ -
Conversion of note payable and accrued interest	\$ -	\$ 541,919

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

NEUTRA CORP.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2024

Note 1. Background Information

Neutra Corp. was incorporated in Nevada on January 11, 2011 to market and participate in the nutraceutical space by bringing products derived from all natural and organic origins. Along with participating in the actual nutraceutical products, we plan to research and bring new technology to the nutraceutical space. Nutraceutical natural medicine is an alternative system that focuses on natural remedies and the body's vital ability to heal and maintain itself. One of the nutraceutical sub-markets is the new thriving medical cannabis market, in which we intend to participate. We intend to entrust the manufacturing to a nutraceutical contractor to private label all of our products and to sell them under our unique brand. We have established a fiscal year end of January 31.

As the global cannabis market grows exponentially, it is constantly in need of better technologies and products to be more efficient in how it grows, what it grows and how it consumes cannabis and its related products. From lighting to dosage devices, from pesticide replacements to plant enhancers, Neutra Corp. is constantly combing the industry for the latest and greatest to test, prove and bring to market.

Note 2. Going Concern

For the fiscal year ended January 31, 2024, the Company had a net loss of \$233,465 and negative cash flow from operations of \$10,337. As of January 31, 2024, the Company has negative working capital of \$971,799. The Company has a history of recurring net losses and negative cash flows from operations. We have generated limited revenues to date and our activities have been primarily limited to developing our business plan and research and development of products. We will not have the necessary capital to fully develop or execute our business plan until we are able to secure additional financing. There can be no assurance that such financing will be available on suitable terms. We need to raise additional funds in order to implement our business plan. Our current cash on hand is insufficient to commercialize our products or fully develop our business strategy. If we are unable to raise adequate additional funds or if those funds are not available on terms that are acceptable to us, we will not be able to execute our business plan and we may cease operations.

These factors raise a substantial doubt about the Company's ability to continue as a going concern. The accompanying unaudited consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

The Company does not have the resources at this time to repay its credit and debt obligations, make any payments in the form of dividends to its shareholders or fully implement its business plan. Without additional capital, the Company will not be able to remain in business.

Management has plans to address the Company's financial situation as follows:

In the near term, management plans to continue to focus on raising the funds necessary to implement the Company's business plan. Management will continue to seek out debt financing to obtain the capital required to meet the Company's financial obligations. There is no assurance, however, that lenders will continue to advance capital to the Company or that the new business operations will be profitable. The possibility of failure in obtaining additional funding and the potential inability to achieve profitability raises doubts about the Company's ability to continue as a going concern.

In the long term, management believes that the Company's projects and initiatives will be successful and will provide cash flow to the Company that will be used to finance the Company's future growth. However, there can be no assurances that the Company's planned activities will be successful, or that the Company will ultimately attain profitability. The Company's long-term viability depends on its ability to obtain adequate sources of debt or equity funding to meet current commitments and fund the continuation of its business operations, and the ability of the Company to achieve adequate profitability and cash flows from operations to sustain its operations.

Note 3. Significant Accounting Policies

The significant accounting policies that the Company follows are:

Basis of Presentation

The unaudited consolidated financial statements and related disclosures have been prepared pursuant to the rules and regulations of the SEC. The unaudited consolidated financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Consolidated Financial Statements

The unaudited consolidated financial statements of the Company include the accounts of the Company and its wholly owned subsidiaries, Diamond Anvil Designs, LLC, Deity Corporation and Vivis Corporation, from the date of their formations or acquisition. Significant intercompany transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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.

Cash and Cash Equivalents

All cash, other than held in escrow, is maintained with a major financial institution in the United States. Deposits with this bank may exceed the amount of insurance provided on such deposits. Temporary cash investments with an original maturity of three months or less are considered to be cash equivalents. Cash and cash equivalents were \$1,632 and \$1,969 at January 31, 2024 and 2023, respectively.

Cash Flow Reporting

The Company follows ASC 230, *Statement of Cash Flows*, for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method (“Indirect method”) as defined by ASC 230, *Statement of Cash Flows*, to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period.

Deposits

Deposits represent cash on deposit with the Company’s attorney.

Inventory

Inventory is comprised of packaging and supplies and at times raw materials. Inventory is valued at cost, based on the average cost method, unless and until the net realizable value for the inventory is lower than cost, in which case an allowance is established to reduce

the valuation to the net realizable value. During the year ended January 31, 2024, the Company recognized an inventory impairment loss of \$18,610.

Property and Equipment, net

Property and equipment consist of equipment used to manufacture the Company's products and is presented at cost. Depreciation is recognized over the useful life of the equipment on a straight-line basis over three years beginning when the asset is put in service.

Impairment of long-lived assets

Long-lived assets, including fixed assets and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the long-lived asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If it is determined that an impairment loss has occurred, the loss is measured as the amount by which the carrying amount of the long-lived asset exceeds its fair value. The Company determined that there was no impairment of long-lived assets during the years ended January 31, 2024 and 2023.

Common stock

The Company records common stock issuances when all of the legal requirements for the issuance of such common stock have been satisfied.

Mezzanine equity

Where ordinary or preferred shares are determined to be conditionally redeemable upon the occurrence of certain events that are not solely within the control of the issuer, and upon such event, the shares would become redeemable at the option of the holders, they are classified as 'mezzanine equity' (temporary equity). The purpose of this classification is to convey that such a security may not be permanently part of equity and could result in a demand for cash, securities or other assets of the entity in the future.

Revenue Recognition

The Company recognizes revenue in accordance with ASC Topic 606, Revenue From Contracts With Customers. Revenues are recognized when control of the promised goods or services is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for transferring those goods or services. Revenue is recognized based on the following five step model:

- Identification of the contract with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, the Company satisfies a performance obligation

Product sales are recognized all of the following criteria are satisfied: (i) a contract with an end user exists which has commercial substance; (ii) it is probable the Company will collect the amount charged to the end user; and (iii) the Company has completed its performance obligation whereby the end user has obtained control of the product. A contract with commercial substance exists once the Company receives and accepts a purchase order or once it enters into a contract with an end user. If collectability is not probable, the sale is deferred and not recognized until collection is probable or payment is received. Control of products typically transfers when title and risk of ownership of the product has transferred to the customer. Payment is received before shipment of the product. Net revenues comprise gross revenues less customer discounts and allowances, actual and expected returns. Shipping charges billed to customers are included in net sales. Various taxes on the sale of products to customers are collected by the Company as an agent and remitted to the respective taxing authority. These taxes are presented on a net basis and recorded as a liability until remitted to the respective taxing authority. The Company allows for customers to return unopened products within 10 days in certain limited circumstances. During the years ended January 31, 2024 and 2023, there were a no refunds processed for returned product.

The Company also provides consulting services of business development. The revenue from this contract is recognized over time as the customer receives the benefit of the services under the contract.

For the years ended January 31, 2024 and 2023, revenue from contracts with customers was \$39,534 and \$67,996, respectively. The revenue included consulting income from business development consulting services to one customer which totaled \$25,423 for the year

ended January 31, 2024. For the year ended January 31, 2023, the Company had two customers that accounted for 57% and 16% of total revenue.

Contract Costs

Costs incurred to obtain a customer contract are not material to the Company. The Company elected to apply the practical expedient to not capitalize contract costs to obtain contracts with a duration of one year or less, which are expensed and included within cost of goods and services.

Cost of Sales

Cost of sales includes all of the costs to purchase and assemble the Company's products. Products are manufactured for the Company by third-party contractors, such costs represent the amounts invoiced by the contractors. Additionally, shipping costs are included in Cost of Sales in the Statements of Operations.

Income Taxes

The Company accounts for income taxes under ASC 740 *Income Taxes*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized as of January 31, 2024 and 2023, respectively.

Section 280E of the Internal Revenue Code, as amended, prohibits businesses from deducting certain expenses associated with trafficking controlled substances (within the meaning of Schedule I and II of the Controlled Substances Act). The IRS has invoked Section 280E in tax audits against various cannabis businesses in the U.S. that are permitted under applicable state laws. Although the IRS has issued a clarification allowing the deduction of certain expenses, the bulk of operating costs and general administrative costs are generally not permitted to be deducted. The operations of certain of the Company's subsidiaries are subject to Section 280E. This results in permanent differences between ordinary and necessary business expenses deemed non-deductible under IRC Section 280E. Therefore, the effective tax rate can be highly variable and may not necessarily correlate with pre-tax income or loss.

The Company recorded a provision for income taxes in the amount of \$639 during the year ended January 31, 2024 compared to \$3,523 during the year ended January 31, 2023. Although we have net operating losses that we believe are available to us to offset this entire tax liability, which arises under Section 280E of the Code because we are a cannabis company, as a conservative measure, we have accrued this liability.

Loss per Common Share

We compute basic and diluted earnings per common share amounts in accordance with ASC Topic 260, *Earnings per Share*. The basic earnings (loss) per common share are calculated by dividing our net income available to common shareholders by the weighted average number of common shares outstanding during the year. The diluted earnings (loss) per common share are calculated by dividing our net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity. There are no dilutive shares outstanding for any periods reported.

Financial Instruments

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period between the origination of these instruments and their expected realization.

FASB Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures* (ASC 820) 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. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which

gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of January 31, 2024 and 2023. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, other current assets, accounts payable, and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms that is not significantly different from its stated value.

Commitments and Contingencies

The Company follows ASC 450-20, *Loss Contingencies*, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. On December 14, 2022, the Company entered into a settlement agreement with a former customer who filed lawsuit against the Company for medical issues after consuming a product sold by the Company agreed to pay \$10,000 for full settlement of the customer's claims, which was paid subsequent to January 31, 2023. There were no other known commitments or contingencies as of January 31, 2024 and January 31, 2023.

Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

Reclassification

Certain reclassifications have been made to our prior year's financial statements to conform to our current year presentation. These reclassifications had no effect on our previously reported results of operations or accumulated deficit.

Recently Adopted Accounting Pronouncements

The Company does not believe that any recently issued effective pronouncements, or pronouncements issued but not yet effective, if adopted, would have a material effect on the accompanying financial statements.

Note 4. Property and equipment, net

Property and equipment consist of the following:

	<u>January 31, 2024</u>	<u>January 31, 2023</u>
Equipment	\$ 236,717	\$ 236,717
Total property and equipment	236,717	236,717
Less: accumulated depreciation	(235,596)	(187,357)
Property and equipment, net	<u>\$ 1,121</u>	<u>\$ 49,360</u>

For the years ended January 31, 2024 and 2023, the Company recognized depreciation expense of \$48,239 and \$78,906, respectively.

Note 5. Related Party Transactions

During the years ended January 31, 2024 and 2023, we incurred salary expense of \$98,020 and \$105,649 to our CEO, Sydney Jim. In addition, we incurred commission expense of \$8,459 and \$26,101 payable to Mr. Jim. Mr. Jim also paid a total of \$70,488 in expenses of the Company on its behalf during the year ended January 31, 2024, and he funded \$10,000 in cash during the period.

As of January 31, 2024 and 2023, we owe Mr. Jim, or entities controlled by him, \$343,410 and \$233,087, respectively, which is recorded on the balance sheet in "Accounts Payable – Related Party" and \$12,314 in "Advances payable to related party" related to the items discussed above.

On March 11, 2022, the Company entered into a loan agreement for \$60,000 of proceeds with the holder of the Company's Series A and B preferred stock. The loan is unsecured and bears interest at 6%. The Company will make monthly payments of \$4,240 per month beginning in April 2022 through the maturity at June 18, 2023. As of January 31, 2023, the note principal balance was \$54,156 and accrued interest was \$5,176. The Company has not made all required monthly payments under the note agreement to date.

During the year ended January 31, 2022, the Company acquired the assets of Deity Corporation, a Texas corporation which the Sydney Jim, the Company's CEO, had a controlling interest in that will produce hemp and cannabis products. The transaction was considered

an asset acquisition, as there were no operations of Deity Corporation prior to the transaction. The Company received the formulas for certain hemp and cannabis-based products and a website to market the products that will be produced. In exchange, the Company will pay to Mr. Jim 60% of the revenue from Deity Corporation sales until a total of \$250,000 is reached, at which point the Company will pay 20% of Deity Corporation revenue to Mr. Jim.

Note 6. Advances and Notes Payable

As of January 31, 2024 and 2023, we had amounts due under advances of \$3,450 at each period. These advances are not collateralized, non-interest bearing and are due on demand.

On March 11, 2022, the Company entered into a loan agreement for \$60,000 of proceeds with the holder of the Company's Series A and B preferred stock. The loan is unsecured and bears interest at 6%. The Company will make monthly payments of \$4,240 per month beginning in April 2022 through the maturity at June 18, 2023. As of January 31, 2024, the note principal balance was \$54,156 and accrued interest was \$5,176. The Company is currently in default of this loan agreement, and the entire balance is classified as a current liability on the Company's unaudited consolidated balance sheet.

Note 7. Income Taxes

There is no current or deferred income tax expense or benefit for the years ended January 31, 2024 and 2023.

The statutory tax rate for the years ended January 31, 2024 and 2023 was 21%. The provision for income taxes is different from that which would be obtained by applying the statutory federal income tax rate to income before income taxes. The items causing this difference for the periods ended January 31, 2024 and 2023 are as follows.

	2024	2023
Tax benefit (provision) at U.S. statutory rate	\$ 48,895	\$ 117,158
less: amortization of beneficial conversion feature	—	—
Plus: permanent differences for nondeductible items	—	(41,613)
Plus: Section 280E adjustment	639	3,523
Plus: Gain on settlement of debt and PPP loan forgiveness	—	—
less: change in valuation allowance	(48,893)	(75,545)
Tax provision, net	<u>\$ 639</u>	<u>\$ 3,523</u>

Section 280E of the Internal Revenue Code, as amended, prohibits businesses from deducting certain expenses associated with trafficking controlled substances (within the meaning of Schedule I and II of the Controlled Substances Act). The IRS has invoked Section 280E in tax audits against various cannabis businesses in the U.S. that are permitted under applicable state laws. Although the IRS issued a clarification allowing the deduction of certain expenses, the scope of such items is interpreted very narrowly and the bulk of operating costs and general administrative costs are not permitted to be deducted. While there are currently several pending cases before various administrative and federal courts challenging these restrictions, there is no guarantee that these courts will issue an interpretation of Section 280E favorable to cannabis businesses.

We recorded a provision for income taxes in the amount of \$639 during the year ended January 31, 2024 compared to \$3,523 during the year ended January 31, 2023. Although the Company has net operating losses that it believes are available to offset this entire tax liability, which arises under Section 280E of the Code because we are a cannabis company, as a conservative measure, the Company has accrued this liability.

The Company's deferred tax asset as of January 31, 2023 and 2022 consisted of the following:

	2024	2023
Net operating loss carryforward	\$ 1,104,441	\$ 966,187
Valuation allowance	(1,104,441)	(966,187)
Deferred tax asset, net	<u>\$ —</u>	<u>\$ —</u>

We have net operating loss carryforwards of approximately \$4,830,672 as of January 31, 2024.

Note 8. Convertible Notes Payable

Settlement of Convertible Note Payable

On December 2, 2022, the Company entered into a convertible note exchange agreement with Lead Enterprises, Inc. Per the agreement, the Company issued 350,000,000 shares of common stock in exchange for the settlement of the October 31, 2015 convertible note with principal of \$156,976 with accrued interest of \$194,573 and the January 31, 2016 in the principal of \$82,735 with accrued interest of \$107,635. As a result, the Company recognized a loss on settlement of liabilities of \$198,156. As of January 31, 2023, the convertible notes were settled in full.

Note 9. Shareholders' Equity

Reincorporation

On August 16, 2019, the Company reincorporated from Nevada to Wyoming. The reincorporation was approved by its board of directors and by the holders of a majority of the voting rights for its common stock. There was no change in share ownership as a result of the reincorporation. Authorized shares in the Wyoming corporation are unlimited shares of common stock and 20,000,000 shares of preferred stock.

Series A Preferred Stock. In January 2020, our board of directors designated 50,000 shares of our preferred stock as Series A Preferred Stock which rank subordinate to all shares of common stock and do not have voting rights. The Series A Preferred Stock has a stated value of \$5 per share. The Series A Preferred Stock is entitled to receive dividends of 10% of the net profit of VIVIS Corporation. The holders of the Series A Preferred Stock have the option to convert each share into 800 shares of common stock of the Company. As of January 31, 2024 and 2023, there are 50,000 shares of Series A Preferred Stock outstanding.

Series B Preferred Stock. In July 2020, our board of directors designated 10,000 shares of our preferred stock as Series B Preferred Stock which rank subordinate to all shares of common stock and do not have voting rights. The Series B Preferred Stock has a stated value of \$5 per share. The Series B Preferred Stock is entitled to receive dividends of 0.4% of the net profit of VIVIS Corporation. Holders of the Series B Preferred Stock have the option to convert each share into 800 shares of common stock. During the year ended January 31, 2021, the Company subscribed 10,000 shares of Series B Preferred Stock for cash proceeds of \$50,000. The shares were issued during the year ended January 31, 2022. As of January 31, 2024 and 2023, there are 10,000 shares of Series B Preferred Stock outstanding.

Series C Preferred Stock. In November 2020, our board of directors designated 40,000 shares of our preferred stock as Series C Preferred Stock which rank subordinate to all shares of common stock and do not have voting rights. The Series C Preferred Stock has a stated value of \$5 per share. The Series C Preferred Stock is entitled to receive dividends of 10% of the net profit of VIVIS Corporation. After the Series C Preferred Stock has received cumulative dividends of \$500,000, the dividend rate will reduce to 1%. Holders of the Series C Preferred Stock have the option to convert each share into 38 shares of common stock. During the year ended January 31, 2021,

the Company subscribed 40,000 shares of Series B Preferred Stock for cash proceeds of \$200,000. The shares were issued during the year ended January 31, 2022. As of January 31, 2024 and 2023, there are 40,000 shares of Series C Preferred Stock outstanding.

Series E preferred stock issued for services

On November 13, 2015, our board of directors designated 1,000,000 shares of our preferred stock as Series E Preferred Stock. The Series E Preferred Stock is subordinated to our common stock. It does not receive dividends and does not participate in equity distributions. The Series E Preferred stock has 2 votes for each outstanding share of common stock in the company. As of January 31, 2023 and 2022, there are 1,000,000 shares Series E Preferred Stock outstanding. Dividends, when, as and if declared by the Board of Directors, shall be paid out of funds at the time legally available for such purposes. As of January 31, 2024 and 2023, there are 1,000,000 shares of Series E Preferred Stock outstanding.

Series F preferred stock issued for services

The Series F Preferred Stock is subordinated to our common stock and superior to all shares of Preferred Stock. It does not receive dividends and does not participate in equity distributions. The Series F Preferred stock retains 2/3 of the voting rights in the company. During the year ended January 31, 2021, the Company issued 1,000,000 shares of Series F Preferred Stock to Sydney Jim, our CEO, in exchange for services. As of January 31, 2024 and 2023, there are 1,000,000 shares of Series F Preferred Stock outstanding.

Series G convertible preferred stock

Fiscal Year Ended January 31, 2024

During the year ended January 31, 2024, the Company the holder of the Series G convertible preferred stock converted 35,200 shares and accrued dividends of \$1,408 into 174,323,810 shares of common stock. As of January 31, 2024, there were no shares of Series G convertible preferred stock outstanding.

Fiscal Year Ended January 31, 2023

During the year ended January 31, 2023, the Company issued 60,200 shares of Series G convertible preferred stock and received cash proceeds of \$50,000. The Series G convertible preferred stock has a stated value of \$1.00 per share, carries no voting rights and earns dividends of 8% per annum on the stated value of the stock. During the year ended January 31, 2023, the Company accrued dividends of \$5,245, and the holder of the Series G convertible preferred stock converted 275,000 shares and accrued dividends of \$11,000 into 611,501,515 shares of common stock.

Preferred Stock Subscription

On February 23, 2022, the Company sold 10,000 shares of preferred stock not yet designated for cash proceeds of \$50,000.

Conversions to common stock – convertible notes payable

During the year ended January 31, 2024, the holders of our Series G preferred stock elected to preferred shares and accumulated dividends into shares of common stock as detailed below:

Date	Preferred Shares Converted	Amount Converted	Number of Shares Issued
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February 1, 2023	24,100	\$	25,064	119,352,381
February 10, 2023	11,100		11,543	54,971,429
Total	35,200	\$	36,607	174,323,810

During the year ended January 31, 2023, the holders of our Series G preferred stock elected to preferred shares and accumulated dividends into shares of common stock as detailed below:

Date	Preferred Shares Converted		Amount Converted	Number of Shares Issued
February 3, 2022	30,000	\$	31,200	43,943,662
February 10, 2022	29,600		30,784	48,100,000
February 22, 2022	49,000		50,960	79,625,000
March 18, 2022	40,200		41,808	97,227,907
March 18, 2022	20,000		20,800	48,372,093
April 25, 2022	30,000		31,200	62,400,000
April 26, 2022	19,000		19,760	45,953,488
June 8, 2022	20,000		20,800	57,777,778
June 21, 2022	12,200		12,688	35,244,444
January 20, 2023	25,000		25,999	92,857,143
Total	275,000	\$	285,999	611,501,515

Note 10. Subsequent Events

Management has evaluated events through November 15, 2024, the date these financial statements were available for issuance, and noted no events requiring disclosures.