

## **Sun Pacific Holding Corp**

345 Highway 9 South Ste.388  
Manalapan, NJ 07726

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(888) 845-0242  
www.sunpacificholding.com  
info@sunpacificholding.com

# **Quarterly Report**

**For the period ending June 30, 2024 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

244,193 as of March 18, 2025 *(Current Reporting Period Date or More Recent Date)*

244,193 as of December 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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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

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<sup>4</sup> "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 and names used by predecessor entities, along with the dates of the name changes.

Sun Pacific Holding Corp.

The Company was incorporated under the laws of the State of New Jersey on July 28, 2009, as Sun Pacific Power Corporation and together with its subsidiaries, are referred to as the "Company". On August 24, 2017, the Company entered into an Acquisition Agreement with EXOlifestyle, Inc. whereby the Company became a wholly owned subsidiary of EXOlifestyle, Inc. The acquisition was accounted for as a reverse merger, resulting in the Company being considered the accounting acquirer. Accordingly, the accompanying consolidated financial statements included the accounts of EXOlifestyle, Inc. since August 24, 2017.

Current State and Date of Incorporation or Registration: Nevada, August 24, 2017

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

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

N/A

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:

On Friday, February 16, 2024, FINRA effectuated the reverse stock split of 1:4000. The action was approved by shareholders on October 13, 2023. As a result, there are currently 244,193 shares of common stock outstanding.

Address of the issuer's principal executive office:

345 Highway 9 South, Suite 388 Manalapan NJ 07726

Address of the issuer's principal place of business:

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

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

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

## 2) Security Information

### Transfer Agent

Name: Vstock Transfer, LLC

Phone: 212.828.8436

Email: info@vstocktransfer.com

Address: 18 Lafayette Place Woodmere, NY 11598

**Publicly Quoted or Traded Securities:**

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

|                                                  |                                                 |
|--------------------------------------------------|-------------------------------------------------|
| Trading symbol:                                  | <u>SNPW</u>                                     |
| Exact title and class of securities outstanding: | <u>Common</u>                                   |
| CUSIP:                                           | <u>86686Y</u>                                   |
| Par or stated value:                             | <u>\$0.0001</u>                                 |
| Total shares authorized:                         | <u>1,000,000,000</u> as of date: <u>3/18/25</u> |
| Total shares outstanding:                        | <u>244,193</u> as of date: <u>3/18/25</u>       |
| Total number of shareholders of record:          | <u>567</u> as of date: <u>12/31/24</u>          |

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

\_\_\_\_ N/A

**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>Series A Preferred Stock</u>                |
| Par or stated value:                    | <u>\$0.0001</u>                                |
| Total shares authorized:                | <u>20,000,000</u> as of date: <u>3/18/2025</u> |
| Total shares outstanding:               | <u>12,000,000</u> as of date: <u>3/18/2025</u> |
| Total number of shareholders of record: | <u>1</u> as of date: <u>3/18/2025</u>          |

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

Series A Preferred Stock - Each share of Series A Preferred Stock is entitled to 125 votes on all matters submitted to a vote to the stockholders of the Company, and does not have conversion, dividend or distribution upon liquidation rights.

**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.

N/A

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

Series A Preferred Stock - Each share of Series A Preferred Stock is entitled to 125 votes on all matters submitted to a vote to the stockholders of the Company, and does not have conversion, dividend or distribution upon liquidation rights.

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

Series A Preferred Stock - Each share of Series A Preferred Stock is entitled to 125 votes on all matters submitted to a vote to the stockholders of the Company, and does not have conversion, dividend or distribution upon liquidation rights.

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

N/A

**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 <u>Opening Balance</u> : |                                                                                  |                                        | *Right-click the rows below and select "Insert" to add rows as needed. |                                                   |                                                                                        |                                                                                                                      |                                                                                                |                                               |                                 |
|---------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------|------------------------------------------------------------------------|---------------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------|
| Date                                        | Common:                                                                          | Preferred:                             |                                                                        |                                                   |                                                                                        |                                                                                                                      |                                                                                                |                                               |                                 |
| 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.<br><br>***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. |

|                                            |            |  |  |  |  |  |  |  |  |
|--------------------------------------------|------------|--|--|--|--|--|--|--|--|
|                                            |            |  |  |  |  |  |  |  |  |
|                                            |            |  |  |  |  |  |  |  |  |
|                                            |            |  |  |  |  |  |  |  |  |
| Shares Outstanding on Date of This Report: |            |  |  |  |  |  |  |  |  |
| <u>Ending Balance:</u>                     |            |  |  |  |  |  |  |  |  |
| Date _____                                 | Common:    |  |  |  |  |  |  |  |  |
|                                            | Preferred: |  |  |  |  |  |  |  |  |

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, 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, 2024 through December 31, 2024 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:

**B. Promissory and Convertible Notes**

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

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date                            | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)                                                                                               | Name of Noteholder.<br><br>*** You must disclose the control person(s) for any entities listed. | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------|
| <u>8/24/2016</u>      | <u>\$98,425</u>          | <u>\$200,000</u>                  | <u>\$-</u>            | <u>12/31/2019</u><br><u>(In Default)</u> | the successful filing of a registration statement to become publicly traded, and the Company stock has become publicly quoted on the OTC Markets and the conversion price is above \$0.10. | <u>N/A</u>                                                                                      | <u>Loan</u>                                     |
| <u>8/23/2015</u>      | <u>\$408,196</u>         | <u>\$332,474</u>                  | <u>\$74,722</u>       | <u>8/23/2016</u><br><u>(In Default)</u>  | <u>At election of Holder</u>                                                                                                                                                               | <u>Nicholas Campanalla,CEO</u>                                                                  | <u>Loan</u>                                     |
| <u>8/24/2016</u>      | <u>\$98,425</u>          | <u>\$75,000</u>                   | <u>\$23,425</u>       | <u>8/24/2018</u><br><u>(In Default)</u>  | <u>At election of Holder</u>                                                                                                                                                               | <u>Nicholas Campanalla,CEO</u>                                                                  | <u>Loan</u>                                     |
|                       |                          |                                   |                       |                                          |                                                                                                                                                                                            |                                                                                                 |                                                 |

**\*\*\*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

**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](http://www.OTCMarkets.com).

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

Utilizing management's history in general contracting, coupled with our subject matter expertise and intellectual property ("IP") knowledge of solar panels and other leading-edge technologies, the Company is focused on building a "Next Generation" green energy company. The Company offers competitively priced "Next Generation" solar panel, lighting, and battery storage products by working closely with design, engineering, integration and installation firms.

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

Currently, the Company has four (4) subsidiary holdings. Sun Pacific Power Corp., which was the initial company that specialized in solar & other renewable energy projects., The Company also formed National Mechanical Group Corp, a New Jersey corporation focused on holding the Company's patents. The Company also formed Street Smart Outdoor Corp, a Wyoming corporation that acted as a holding company for the Company's state specific operations in unique advertising through solar bus stops, solar trashcans and "street kiosks." In an effort to focus on the renewable energy sector the Company has stopped offering its unique advertising offerings through Street Smart Outdoor Corp and is winding up its operations. The Company formed Elba Power Corp, an Alabama Corp for the development of a Solar Assembly company, which was unable to close on its financing, which has been closed. Further there were also property purchase issues related to a contract conflict that restricted the owner from selling the property. Together, these issues have put the project on hold. The Company formed Sun Pacific Power PTY LTD in Australia to sell and distribute solar panels.

**C. Describe the issuers' principal products or services.**

The Company offers competitively priced "Next Generation" solar panel, lighting, and battery storage products by working closely with design, engineering, integration and installation firms.

Sun Pacific Power Corp. entered into an agreement with FoxEss, a global leader in the development of inverter and energy storage solutions as a wholesale distributor for North and South America and Australia. Sun Pacific Power Corp. also entered into an agreement with a South Asian solar manufacturer to act as an original equipment manufacturer ("OEM") for Sun Pacific Solar Panels and associated products. Sun Pacific Power Corp commenced in April 2023, a trial sales, marketing, and affiliate program to market and install residential solar panels in various markets within the United States, which currently is non-active.

Our principal source of revenues prior to 2024 was derived from Street Smart Outdoor Corp. operations in the outdoor advertising business. In 2024 the Company is focused on developing revenues in renewable energy sales.

On September 19, 2019, the United States Patent and Trademark Office published patent US 2019 288 139 A1 for the Frame-Less Encapsulated Photo-Voltaic (PV) Solar Power Panel Supporting Solar Cell Modules Encapsulated Within Optically-Transparent Epoxy-Resin Material Coating a Phenolic Resin Support Sheet issued to National Mechanical Group Corp. Originally designed for application in the solar bus shelters operated by Street Smart Outdoor Corp, as a glassless solar panel, the Company has developed a patent protected product and process for creating solar panels that can be integrated directly into the design of products as a molded, weather resistant plastic. The Company began work developing a business plan for expanding on either manufacturing or licensing of the technology in 2020 and it is currently under review, pending financing.

## **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.

N/A

## 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>Nicholas Campanella</u>                            | <u>Chairman of the Board, CEO/CFO &amp;Director</u>                         | <u>3 Kelton Place Manalapan, NJ 07726</u>  | <u>8,474(1)</u>        | <u>Common</u>    | <u>3.48%</u>                              | <u>N/A</u>                                       |
| <u>Vincent Randazzo</u>                               | <u>Director</u>                                                             | <u>3 Kelton Place Manaplapan, NJ 07726</u> | <u>11</u>              | <u>Common</u>    | <u>Nil</u>                                | <u>N/A</u>                                       |
|                                                       |                                                                             |                                            |                        |                  |                                           |                                                  |
|                                                       |                                                                             |                                            |                        |                  |                                           |                                                  |
|                                                       |                                                                             |                                            |                        |                  |                                           |                                                  |

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

- (1) Applicable percentage ownership is based on 244,193 shares of common stock outstanding as of December 31, 2024. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that are currently exercisable or exercisable within 60 days of are deemed to be beneficially owned by the person holding such securities for computing the percentage of ownership of such person but are not treated as outstanding for computing the percentage ownership of any other person. Nicholas Campanella, our Chairman and Chief Executive Officer holds 12,000,000 shares of Series A Preferred Stock as of March 12, 2025. The Series A Preferred Stock has voting rights equal to 125 votes on all matters submitted to a vote to the stockholders of the

Company, does not have conversion, dividend or distribution upon liquidation rights. As a result, Mr. Campanella has the equivalent to 1,500,000,000 votes. Therefore, although the officers, directors and beneficial holders of shares greater than 5% of the common stock have voting rights equal to 3.48% of the voting rights of the common stock, this amounts to only 3.67% of the total voting rights available. Mr. Campanella thus has just over 50% of the total voting rights.

## 7) Legal/Disciplinary History

A. 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:

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);

No

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;

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

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

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

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.

No

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.

N/A

## 8) Third Party Service Providers – N/A

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](http://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: William Eilers, Partner, Smith Eilers, PLLC  
Address 1: 149 S. Lexington Ave.  
Address 2: Asheville, NC 28801  
Phone: 561.484.7172  
Email: [william@smitheilers.com](mailto:william@smitheilers.com)

### Accountant or Auditor

Name:  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

### Investor Relations

Name:  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

### *All other means of Investor Communication:*

X (Twitter):  
Discord:  
LinkedIn  
Facebook:  
[Other ]

### Other Service Providers

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

Name:

Firm:  
Nature of Services:  
Address 1:  
Address 2:  
Phone:  
Email:

## 9) Disclosure & Financial Information

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

Name: Nicholas Campanella  
Title: CEO/CFO  
Relationship to Issuer: CEO/CFO

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):

Name: *Nicholas Campanella*  
Title: CEO/CFO  
Relationship to Issuer: CEO/CFO

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

Provide the following qualifying financial statements:

- Audit letter, if audited; N/A - Unaudited
- 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.

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<sup>5</sup> 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 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, Nicholas Campanella certify that:

1. I have reviewed this Disclosure Statement for Sun Pacific Holding Corp;
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.

March 20, 2025

*/s/ Nicholas Campanella CEO*

### *Principal Financial Officer:*

I, Nicholas Campanella certify that:

1. I have reviewed this Disclosure Statement for Sun Pacific Holding Corp.;
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.

March 20, 2025

*/s/ Nicholas Campanella, CFO*

# **Sun Pacific Holding Corp.**

## **Financial Statements**

**(Unaudited)**

**For the Periods Ended June 30, 2024, and 2023**

## FINANCIAL STATEMENTS

[Balance Sheets](#)

Error! Bookmark not defined.

[Statements of Operations](#)

Error! Bookmark not defined.

[Statements of Stockholders' Equity \(Deficit\)](#)

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[Statements of Cash Flows](#)

[Notes to the Financial Statements](#)

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**SUN PACIFIC HOLDING CORP.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**JUNE 30, 2024 AND DECEMBER 31, 2023**  
(unaudited)

|                                              | June 30,<br>2024 | December 31,<br>2023 |
|----------------------------------------------|------------------|----------------------|
|                                              |                  |                      |
| <b>ASSETS</b>                                |                  |                      |
| Current Assets:                              |                  |                      |
| Cash and cash equivalents                    | \$ 1,891         | \$ 4,533             |
| Accounts receivable, net                     | -                | -                    |
| Total current assets                         | 1,891            | 4,533                |
| Deposits and other assets                    | 23,279           | 22,923               |
| Total assets                                 | \$ 25,170        | \$ 27,456            |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b> |                  |                      |
| Current Liabilities:                         |                  |                      |
| Accounts payable                             | \$ 39,458        | \$ 40,449            |
| Accounts payable, related party              | 84,817           | 81,159               |
| Accrued compensation to officer              | 1,573,710        | 1,479,449            |
| Accrued expenses                             | 126,735          | 114,235              |
| Accrued expenses, related party              | 181,896          | 171,922              |
| Dividends payable, related party             | 22,038           | 22,038               |
| Advances from related parties                | 975,008          | 959,393              |
| Project financing obligation                 | 260,000          | 260,000              |
| Convertible notes payable                    | 98,425           | 98,425               |
| Convertible notes payable, related party     | 409,566          | 408,196              |

|                                                                                                  |                    |                    |
|--------------------------------------------------------------------------------------------------|--------------------|--------------------|
| Notes payable, net of discounts                                                                  | (2,877)            | (2,376)            |
| <b>Total current liabilities</b>                                                                 | <b>3,768,776</b>   | <b>3,632,890</b>   |
| <b>Total liabilities</b>                                                                         | <b>3,768,776</b>   | <b>3,632,890</b>   |
| <b>Stockholders' Deficit:</b>                                                                    |                    |                    |
| Preferred stock \$0.0001 par value, 20,000,000 million shares authorized                         | -                  | -                  |
| Series A preferred stock: 12,000,000 shares designated; 12,000,000 shares issued and outstanding | 1,200              | 1,200              |
| Series B preferred stock: 1,000,000 shares designated; -0- shares issued and outstanding         | -                  | -                  |
| Series C preferred stock: 500,000 shares designated; -0- shares issued and outstanding           | -                  | -                  |
| Common stock \$0.0001 par value, 1,000,000,000 shares authorized;                                | -                  | -                  |
| 244,193 shares issued and outstanding                                                            | 244                | 244                |
| Additional paid in capital                                                                       | 4,945,026          | 4,945,026          |
| Accumulated deficit                                                                              | (8,690,076)        | (8,606,816)        |
| <b>Total stockholders' deficit</b>                                                               | <b>(3,743,606)</b> | <b>(3,660,346)</b> |
| <b>Total liabilities and stockholders' deficit</b>                                               | <b>\$ 25,170</b>   | <b>\$ 27,456</b>   |

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

**SUN PACIFIC HOLDING CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023**  
(unaudited)

|                                   | Three Months Ended |            | Six Months Ended |            |
|-----------------------------------|--------------------|------------|------------------|------------|
|                                   | June 30,           |            | June 30,         |            |
|                                   | 2024               | 2023       | 2024             | 2023       |
| Revenues                          | \$ -               | \$ 23,080  | \$ -             | \$ 45,815  |
| Cost of revenues                  | -                  | 3,610      | -                | 6,697      |
| Gross profit                      | -                  | 19,470     | -                | 39,118     |
| Operating expenses:               |                    |            |                  |            |
| Wages and compensation            | 47,131             | 13,487     | 94,261           | 53,945     |
| Professional fees                 | 498                | 13,396     | 4,045            | 33,790     |
| General and administrative        | 6,811              | 155,474    | 15,846           | 205,241    |
| Total operating expenses          | 54,440             | 182,357    | 114,152          | 292,976    |
| Loss from operations              | (54,440)           | (162,887)  | (114,152)        | (253,858)  |
| Other Income (Expenses):          |                    |            |                  |            |
| Other income                      | -                  | -          | -                | -          |
| Gain on forgiveness of debt       | -                  | 274,699    | -                | 274,699    |
| Interest expense                  | 11,999             | (10,721)   | 24,020           | (26,246)   |
| Total other income (expense), net | (11,999)           | 263,978    | 24,020           | 248,453    |
| Income tax expense                | -                  | -          | -                | -          |
| Net Income (Loss)                 | \$ (66,439)        | \$ 101,091 | \$ (138,172)     | \$ (5,405) |

|                                               |    |         |    |         |    |         |    |         |
|-----------------------------------------------|----|---------|----|---------|----|---------|----|---------|
| Net Income (Loss) Per Common Share - Basic    | \$ | (0.27)  | \$ | 0.41    | \$ | (0.57)  | \$ | (0.02)  |
|                                               |    |         |    |         |    |         |    |         |
| Weighted Average Shares Outstanding - Basic   |    | 244,193 |    | 244,193 |    | 244,193 |    | 244,193 |
|                                               |    |         |    |         |    |         |    |         |
| Net Income (Loss) Per Common Share - Diluted  | \$ | (0.18)  | \$ | 0.32    | \$ | (0.37)  | \$ | (0.02)  |
|                                               |    |         |    |         |    |         |    |         |
| Weighted Average Shares Outstanding - Diluted |    | 369,336 |    | 320,003 |    | 369,336 |    | 320,003 |

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

**SUN PACIFIC HOLDING CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023**  
**(unaudited)**

|                                                 | Series A        |          |              |        | Additional  |                | Total          |
|-------------------------------------------------|-----------------|----------|--------------|--------|-------------|----------------|----------------|
|                                                 | Preferred Stock |          | Common Stock |        | Paid In     | Accumulated    |                |
|                                                 | Shares          | Amount   | Shares       | Amount | Capital     | Deficit        | Deficit        |
| <b>Three and Six Months Ended June 30, 2022</b> |                 |          |              |        |             |                |                |
| Balances at December 31, 2022 (restated)        | 12,000,000      | \$ 1,200 | 244,193      | \$ 244 | \$4,945,026 | \$ (8,043,028) | \$ (3,096,558) |
| Net loss                                        | -               | -        | -            | -      | -           | (106,496)      | (106,496)      |
| Balances at March 31, 2023                      | 12,000,000      | 1,200    | 244,193      | 244    | 4,945,026   | (8,149,524)    | (3,203,054)    |
| Net income                                      | -               | -        | -            | -      | -           | 101,091        | 101,091        |
| Balances at June 30, 2023                       | 12,000,000      | \$ 1,200 | 244,193      | \$ 244 | \$4,945,026 | \$ (8,048,433) | \$ (3,101,963) |
| <b>Three and Six Months Ended June 30, 2024</b> |                 |          |              |        |             |                |                |
| Balances at December 31, 2023                   | 12,000,000      | \$ 1,200 | 244,193      | \$ 244 | \$4,945,026 | \$ (8,551,904) | \$ (3,605,434) |
| Net loss                                        | -               | -        | -            | -      | -           | (71,733)       | (71,733)       |
| Balances at March 31, 2024                      | 12,000,000      | 1,200    | 244,193      | 244    | 4,945,026   | (8,623,637)    | (3,677,167)    |
| Net income                                      | -               | -        | -            | -      | -           | (66,439)       | (66,439)       |
| Balances at June 30, 2024                       | 12,000,000      | \$ 1,200 | 244,193      | \$ 244 | \$4,945,026 | \$ (8,690,076) | \$ (3,743,606) |

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

**SUN PACIFIC HOLDING CORP.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**SIX MONTHS ENDED JUNE 30, 2024 AND 2023**  
**(unaudited)**

|                                                                                                    | 2024         | 2023       |
|----------------------------------------------------------------------------------------------------|--------------|------------|
| Cash flows from Operating Activities:                                                              |              |            |
| Net (loss) income                                                                                  | \$ (138,172) | \$ (5,405) |
| Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities: |              |            |
| Depreciation                                                                                       | -            | -          |
| Provision for doubtful accounts                                                                    | -            | -          |
| Gain on forgiveness of debt                                                                        | 869          | (274,699)  |
| Gain on sale of property                                                                           | -            | -          |
| Changes in operating assets and liabilities:                                                       |              |            |
| Decrease in accounts receivable                                                                    | -            | 260        |
| Decrease (increase) in other assets                                                                | (356)        | 1,108      |
| Increase in accounts payable                                                                       | 2,667        | 3,647      |
| Increase in accrued compensation to officer                                                        | 94,261       | 53,945     |
| Increase in accrued expenses                                                                       | 12,500       | 33,817     |
| Increase in accrued expenses, related party                                                        | 9,974        | 6,431      |
| Net cash (used in) provided by operating activities                                                | (18,257)     | (180,896)  |
| Cash flows from Investing Activities:                                                              |              |            |
| Proceeds from sale of property                                                                     | -            | -          |
| Net cash provided by investing activities                                                          | -            | -          |
| Cash flows from Financing Activities:                                                              |              |            |
| Advances from related party                                                                        | 15,615       | 102,737    |
| Net cash provided by financing activities                                                          | 15,615       | 102,737    |
| Net (decrease) increase in cash and cash equivalents                                               | (2,642)      | (78,159)   |

|                                                  |                 |                  |
|--------------------------------------------------|-----------------|------------------|
| Cash and cash equivalents at beginning of period | 4,533           | 147,049          |
| Cash and cash equivalents at end of period       | <u>\$ 1,891</u> | <u>\$ 68,890</u> |

Supplemental Disclosure of Cash Flow Information:

|               |             |             |
|---------------|-------------|-------------|
| Interest paid | \$ -        | \$ -        |
| Taxes paid    | <u>\$ -</u> | <u>\$ -</u> |

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

**SUN PACIFIC HOLDING CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

## THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

### NOTE 1 - DESCRIPTION OF THE BUSINESS

The Company was incorporated under the laws of the State of New Jersey on July 28, 2009, as Sun Pacific Power Corporation and together with its subsidiaries, are referred to as the “Company”. On August 24, 2017, the Company entered into an Acquisition Agreement with EXOlifestyle, Inc. whereby the Company became a wholly owned subsidiary of EXOlifestyle, Inc. The acquisition was accounted for as a reverse merger, resulting in the Company being considered the accounting acquirer. Accordingly, the accompanying consolidated financial statements included the accounts of EXOlifestyle, Inc. since August 24, 2017.

Utilizing management’s history in general contracting, coupled with our subject matter expertise and intellectual property (“IP”) knowledge of solar panels and other leading-edge technologies, the Company has been focused on building a “Next Generation” green energy company. The Company offered competitively priced “Next Generation” solar panel and lighting products by working closely with design, engineering, integration and installation firms in order to deliver turnkey solar and other energy efficient solutions. We provided solar bus stops, solar trashcans and “street kiosks” that utilize our unique advertising offerings that provide State and local municipalities with costs efficient solutions but have been winding up this business. The Company continues to seek out new revenue sources and opportunities utilizing Management’s expertise.

Currently, the Company has four (4) subsidiary holdings. Sun Pacific Power Corp., which was the initial company that specialized in solar & other renewable energy projects. The Company also formed National Mechanical Group Corp; a New Jersey corporation focused on holding the Company’s patents. The Company also formed Street Smart Outdoor Corp, a Wyoming corporation that acted as a holding company for the Company’s state specific operations in unique advertising through solar bus stops, solar trashcans and “street kiosks.” In an effort to focus on the renewable energy sector the Company has stopped offering its unique advertising offerings through Street Smart Outdoor Corp and is winding up its operations. The Company formed Sun Pacific Power PTY LTD in Australia to sell and distribute solar panels.

Sun Pacific Power Corp. entered into an agreement with FoxEss, a global leader in the development of inverter and energy storage solutions as a wholesale distributor for North and South America and Australia. Sun Pacific Power Corp. also entered into an agreement with a South Asian solar manufacturer to act as an original equipment manufacturer (“OEM”) for Sun Pacific Solar Panels and associated products. Sun Pacific Power Corp commenced in April 2023, a trial sales, marketing, and affiliate program to market and install residential solar panels in various markets within the United States, which currently is non-active.

Our principal source of revenues prior to 2024 was derived from Street Smart Outdoor Corp. operations in the outdoor advertising business. In 2024 the Company has focused on developing revenues in renewable energy sales.

On September 19, 2019, the United States Patent and Trademark Office published patent US 2019 288 139 A1 for the Frame-Less Encapsulated Photo-Voltaic (PV) Solar Power Panel Supporting Solar Cell Modules Encapsulated Within Optically-Transparent Epoxy-Resin Material Coating a Phenolic Resin Support Sheet issued to National Mechanical Group Corp. Originally designed for application in the solar bus shelters operated by Street Smart Outdoor Corp, as a glassless solar panel, the Company has developed a patent protected product and process for creating solar panels that can be integrated directly into the design of products as a molded, weather resistant plastic. The Company began work developing a business plan for expanding on either manufacturing or licensing of the technology in 2020 and it is currently under review, pending financing.

### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Basis of presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles of the United States of America (“GAAP”) and the interim reporting rules of the Securities and Exchange Commission (“SEC”) and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s latest Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments (unless otherwise indicated), necessary for a fair presentation of the financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

### Use of estimates in the preparation of financial statements

Preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates. Significant estimates include the allowance for doubtful accounts and the valuation allowance on fixed assets.

### Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned, and less-than-wholly owned subsidiaries of which the Company holds a controlling interest. All significant intercompany balances and transactions have been eliminated. Amounts attributable to minority interests in the Company's less-than-wholly owned subsidiary are presented as non-controlling interest on the accompanying condensed consolidated balance sheets and statements of operations.

### Cash, and Cash Equivalents

For purposes of the consolidated statements of cash flows, cash includes demand deposits and short-term liquid investments with original maturities of three months or less when purchased. As of June 30, 2024, the Federal Deposit Insurance Corporation (FDIC) provided insurance coverage of up to \$250,000, per depositor, per institution. At June 30, 2024, none of the Company's cash balances were in excess of federally insured limits.

### Accounts Receivable

In the normal course of business, we decide to extend credit to certain customers without requiring collateral or other security interests. Management reviews its accounts receivable at each reporting period to provide for an allowance against accounts receivable for an amount that could become uncollectible. This review process may involve the identification of payment problems with specific customers. Periodically we estimate this allowance based on the aging of the accounts receivable, historical collection experience, and other relevant factors, such as changes in the economy and the imposition of regulatory requirements that can have an impact on the industry. These factors continuously change and can have an impact on collections and our estimation process. The Company's allowance for doubtful accounts was \$0 as of June 30, 2024 and December 31, 2023.

### Contingencies

Certain conditions may exist as of the date financial statements are issued, which may result in a loss, but which will only be resolved when one or more future events occur or do not occur. We assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to pending legal proceedings that are pending against us or unasserted claims that may result in such proceedings, we evaluate the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a liability has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in our consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable would be disclosed.

### Fair value of financial instruments

The carrying amounts of the Company's accounts payable, accrued expenses, and shareholder advances approximate fair value due to their short-term nature.

### Income taxes

Under ASC Topic 740, "Income Taxes", the Company is required to account for its income taxes through the establishment of a deferred tax asset or liability for the recognition of future deductible or taxable amounts and operating loss and tax credit carry forwards. Deferred

tax expense or benefit is recognized as a result of timing differences between the recognition of assets and liabilities for book and tax purposes during the year.

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. Deferred tax assets are recognized for deductible temporary differences and operating losses, and tax credit carry forwards. A valuation allowance is established to reduce that deferred tax asset if it is “more likely than not” that the related tax benefits will not be realized.

### Leases

The Company accounts for leases in accordance with FASB Topic 842 which prescribes the accounting for several aspects of lease accounting, including requiring lessees to recognize leases with a term greater than one year as a right-of-use asset and corresponding liability, measured at the present value of the lease payments.

The Company, effective January 1, 2019 has adopted the provisions of the new standard. The Company had operating leases for warehouses and offices. Management evaluates each lease independently to determine the purpose, necessity to its future operations in addition to other appropriate facts and circumstances.

The Company adopted Topic 842 using a modified retrospective approach for all existing leases at January 1, 2019. The adoption of Topic 842 impacted its balance sheet by the recognition of the operating lease right-of-use assets and the liability for operating leases. The Company had no leases subject to ASC 842 as of June 30, 2023 and 2024, respectively.

### Revenue recognition

The Company recognizes revenue when or as it satisfies a performance obligation by transferring a promised good or service to a customer in accordance with Topic 606. Revenue from the sale of advertising space on displays from the Company’s Outdoor Advertising Shelter Revenues is generally recognized ratably over the term of the contract as the advertisement is displayed.

The Company recognizes revenue in amounts that reflect the consideration it expects to receive in exchange for transferring goods or services to customers, excluding sales taxes and other similar taxes collected on behalf of governmental authorities (the “transaction price”). When this consideration includes a variable amount, the Company estimates the amount of consideration it expects to receive and only recognizes revenue to the extent that it is probable it will not be reversed in a future reporting period. Because the transfer of promised goods and services to the customer is generally within a year of scheduled payment from the customer, the Company is not typically required to consider the effects of the time value of money when determining the transaction price. Advertising revenue is reported net of agency commissions.

In order to appropriately identify the unit of accounting for revenue recognition, the Company determines which promised goods and services in a contract with a customer are distinct and are therefore separate performance obligations. If a promised good or service does not meet the criteria to be considered distinct, it is combined with other promised goods or services until a distinct bundle of goods or services exists.

For revenue arrangements that contain multiple distinct goods or services, the Company allocates the transaction price to these performance obligations in proportion to their relative standalone selling prices. The Company has concluded that the contractual prices for the promised goods and services in its standard contracts generally approximate management’s best estimate of standalone selling price as the rates reflect various factors such as the size and characteristics of the target audience, market location and size, and recent market selling prices. However, where the Company provides customers with free or discounted services as part of contract negotiations, management uses judgment to determine how much of the transaction price to allocate to these performance obligations.

The Company receives payments from customers based on billing schedules that are established in its contracts, and deferred revenue is recorded when payment is received from a customer before the Company has satisfied the performance obligation or a non-cancelable contract has been billed in advance in accordance with the Company’s normal billing terms.

100% of the Company’s revenue for the three and six months ended June 30, 2024 and 2023, is recognized based on the Company’s satisfaction of distinct performance obligations identified generally at a point in time as defined by Topic 606, as amended.

In May 2014, the FASB issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers . This standard replaced most existing revenue recognition guidance and is codified in FASB ASC Topic 606. Effective January 1, 2018, the Company adopted ASU No. 2014-09 using the modified retrospective method. Under the new guidance, the Company recognizes revenue from contracts based on the Company’s satisfaction of distinct performance obligations identified in each agreement. The adoption of the guidance under ASU No. 2014-09 did not result in a material impact on the Company’s consolidated revenues, results of operations, or financial position. As part of the implementation of ASC 606 the Company must present disaggregation of revenues from contracts with customers into categories that depict how the nature, timing, and uncertainty of revenue and cash flows are affected by economic factors. Quantitative disclosures on the disaggregation of revenue for the six months ended June 30, 2024 and 2023, respectively are as follows:

|                                      | 2024 | 2023      |
|--------------------------------------|------|-----------|
| Outdoor Advertising Shelter Revenues | \$ - | \$ 22,735 |

#### Advertising Costs

Advertising costs are expensed in the period incurred and totaled \$0 and \$4,125 for the six months ended June 30, 2024 and 2023, respectively.

#### Earnings Per Share

#### Earnings Per Share

Under ASC 260, “Earnings Per Share” (“EPS”), the Company provides for the calculation of basic and diluted earnings per share. Basic EPS includes no dilution and is computed by dividing income or loss available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of securities that could share in the earnings or losses of the entity. For the three and six months ended June 30, 2024 and 2023, warrants to acquire 1,000,000 shares have been excluded from the calculated of diluted EPS because their impact was anti-dilutive. The following summarizes the diluted income and weighted average shares outstanding for the three and six months ended June 30, 2024 and 2023:

| Three months ended June 30, 2024 | Net Income  | Weighted Average Shares |
|----------------------------------|-------------|-------------------------|
| Basic                            | \$ (66,439) | 244,193                 |
| Convertible Debt                 | -           |                         |
| Diluted                          | \$ (5,405)  | 369,336                 |

| Six months ended June 30, 2024 | Net Income (Loss) | Weighted Average Shares |
|--------------------------------|-------------------|-------------------------|
| Basic                          | \$ (138,172)      | 244,193                 |
| Convertible Debt               | -                 | 125,143                 |
| Diluted                        | \$ (138,172)      | 369,336                 |

| Three months ended June 30, 2023 | Net Income   | Weighted Average Shares |
|----------------------------------|--------------|-------------------------|
| Basic                            | \$ (106,496) | 244,193                 |
| Convertible Debt                 | -            | 75,810                  |
| Diluted                          | \$ (106,496) | 320,003                 |

| Six months ended June 30, 2023 | Net Income | Weighted Average Shares |
|--------------------------------|------------|-------------------------|
| Basic                          | \$ 101,091 | 244,193                 |
| Convertible Debt               | -          | 75,810                  |
| Diluted                        | \$ 101,091 | 320,003                 |

#### Recent Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying condensed consolidated financial statements.

#### **NOTE 3 - GOING CONCERN**

The accompanying condensed consolidated financial statements have been prepared in conformity with GAAP in the United States of America, assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. For the six months ended June 30, 2024 and 2023, the Company incurred losses from operations of \$114,152 and \$253,858, respectively. The Company had a working capital deficit of \$3,743,606 as of June 30, 2024. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on its ability to raise the additional capital to meet short and long-term operating requirements. Management is continuing to pursue external financing alternatives to improve the Company's working capital position however additional financing may not be available upon acceptable terms, or at all. If the Company is unable to obtain the necessary capital, the Company may have to cease operations.

#### **NOTE 4 - BORROWINGS**

##### Convertible Notes Payable

On August 24, 2016, the Company issued two two-year unsecured convertible notes payable totaling \$200,000 pursuant to a private placement memorandum. The notes matured on August 24, 2018 and have an annual interest rate of 12.5%. At the election of the holder, upon the occurrence of certain events, the notes can be converted into common stock of the Company at a conversion price per share equal to 50% of the average bid price for the 30 consecutive business days prior to conversion. The conversion feature is contingent upon i) the successful filing of a registration statement to become publicly traded, and ii) the Company stock has become publicly quoted on the OTC Markets and iii) the conversion price is above \$0.10. In August 2018, the holders of the notes agreed to extend the maturity date of the notes to December 31, 2019, in exchange for warrants to acquire 600,000 shares of common stock for an exercise price of \$0.31 per share, exercisable over three years. The Company estimated the fair value of the warrants, totaling \$16,401, using the Black Scholes Method and recorded an additional discount against the note to be amortized over the extended term of the notes. During the year ended December 31, 2021, one of the holders elected to convert principal of \$100,000 and interest of \$55,209 into 7,626,978 shares

of common stock, 1:4000 pre-split. The notes are carried at \$98,425 with no remaining unamortized discount as of June 30, 2024. This note is currently in default.

#### Convertible Notes Payable, Related Party

On October 23, 2015, a total of \$332,474 in advances from a related party was converted into two one-year unsecured convertible notes payable to Nicholas Campanella, Chief Executive Officer of the Company. The notes have an annual interest rate of 6% and are currently in default. At the election of the holder, the notes can be converted into common stock of the Company at a conversion price per share equal to 20% of the average bid price for the three consecutive business days prior to conversion. As of June 30, 2024 and December 31, 2023, the balances of the notes totaled \$409,566.

On August 24, 2016, a total of \$75,000 in advances from a related party was converted into a two-year unsecured convertible note payable to Nicholas Campanella, Chief Executive Officer of the Company, pursuant to a private placement memorandum. The note matured on August 24, 2018, has an annual interest rate of 12.5% and is due at maturity. At the election of the holder, upon the occurrence of certain events, the note can be converted into common stock of the Company at a conversion price per share equal to 50% of the average bid price for the 30 consecutive business days prior to conversion. The conversion feature is contingent upon i) the successful filing of a registration statement to become publicly traded, and ii) the Company stock has become publicly quoted on the OTC Markets and iii) the conversion price is above \$0.10. In connection with this note, the Company issued 75,000 shares of Series B preferred stock. As of June 31, 2024, the balance of the notes was \$98,425.

Accrued interest on the convertible notes, related party totaled \$181,896 and \$171,922 as of June 30, 2024 and December 31, 2023, respectively.

#### Project Financing Obligation

In June 2018, the Company received proceeds of \$260,000 pursuant to a partnership agreement and related partnership contribution agreements with third party investors, pursuant which investors have agreed to provide financing for no less than (10) ten new bus shelters being installed annually. Each investment in the partnership grants the investor the right to preferential distributions of profits related to the Company's contract with Rhode Island. The investors receive 100% of the profits from the Rhode Island contract to install 20 bus shelters until 100% of the initial investments are returned. Thereafter, the investors receive 20% of the remaining profits from Rhode Island contract. As of June 30, 2024 and December 31, 2023, no profits have been earned on the Rhode Island contract, no repayments have occurred, and the total amount of investments received totaling \$260,000 is reflected within the accompanying consolidated balance sheets as a Project Financing Obligation. The contract with Rhode island has been cancelled with the Company, the bus shelters have been either liquidated and/or disposed of, and the Company is in discussions with the third party investors on next steps concerning the project financing obligation.

#### Line of Credit, Related Party

On October 23, 2015, the Company entered into a line of credit agreement with Nicholas Campanella, Chief Executive Office of the Company, for a total value of \$250,000. The line of credit does not bear an interest rate and is payable on demand. As of June 30, 2024 the balance of the debt to related party was \$163,936 and is included in advances from related parties within the accompanying consolidated balance sheets.

#### Notes Payable

On June 21, 2019, the Company issued a six-month ten percent interest promissory note in the amount of \$200,000. The note was funded July 8, 2019. Per the terms of the note, the Company agreed to issue to the lender 2,000,000 shares of restricted common stock, with a fair value of \$2,600 as an inducement. The balance of the note is \$200,000 as of June 30, 2024. The note is currently in default.

### **NOTE 5 – SUBSEQUENT EVENTS**

Management of the Company has performed a review of all events and transactions occurring after the consolidated balance sheet date to determine if there were any such events or transactions requiring adjustment to or disclosure in the accompanying consolidated financial statements, noting that there were no such events or transactions that occurred other than on Friday, February 16, 2024, FINRA

effectuated the reverse stock split of 1:4000. The action was approved by shareholders on October 13, 2023. As a result, there are currently 244,193 shares of common stock outstanding.