

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis may qualify for the Current Information Tier.

Qualification Process:

1. **Subscribe to the OTC Disclosure & News Service:** by submitting an application through [Gateway](#). Allow OTC Markets 2-4 weeks of application processing time.
2. **Upload Initial Disclosure:** Upload the following documents through OTCIQ:
 - **All Quarterly Reports** for Current Fiscal Year – must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

3. **Attorney Letter** (only required if not providing audited financials): If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
 - **Attorney Letter Agreement:** The attorney must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#). The attorney is required to submit an Attorney Letter Agreement for each company that engages the attorney for the purpose of providing this Letter.
 - **Attorney Letter:** After a qualified attorney reviews the Disclosure Statement, upload the “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
4. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Disclosure:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Disclosure Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end
 - Maintain a Verified Profile. At least once every six months, review and verify the Company’s profile information through OTCIQ.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

7. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
 - Notes to Financial Statements
8. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
9. **Ongoing Disclosure Requirements:** To Qualify for Limited Information on an ongoing basis, companies must:

- Upload reports through OTCIQ on the following schedule:
 - Annual Report (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end
- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer determines to be material

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/products/disclosure-and-news-service>

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

DNA Brands, Inc.

255 Eversedge Ct., Alpharetta GA 30009

404 585 0096

www.dnabrands.biz

info@dnabrands.biz

7311

[ANNUAL] Report

For the period ending [December 31, 2023] (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

678,058,626 of 12/31/2023

587,094,116 of 09/30/2023

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 Control⁵ of the company has occurred over this reporting period:

⁵ “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.

Yes: ☐ No: ☒

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

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

DNA Brands, Inc., as of 7/7/2010

formerly

Famous Products Inc.

Date of inception: 05/23/2007

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

Colorado

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

None

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

200:1 REVERSE STOCK SPLIT, DEC 9TH 2020

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

255 Eversedge Ct., Alpharetta, GA 30009

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

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

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

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

2) Security Information

Transfer Agent

Equiniti

3200 Cherry Creek Dr. South, #430,

Denver, Colorado 80209, US

Phone: 303-282-4800

Email: dbell@corporatestock.com

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>DNAX</u>	
Exact title and class of securities outstanding:	<u>COMMON</u>	
CUSIP:	<u>23328109</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	1,250,000,000	as of date: 4/5/2024
Total shares outstanding:	742,754,468	as of date: 4/5/2024
Total number of shareholders of record:	34	as of date: 4/5/2024

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Preferred</u>	
CUSIP (if applicable):	<u>NA</u>	
Par or stated value:	<u>\$0.25.</u>	
Total shares authorized:	4,000,000	as of date: 4/5/2024
Total shares outstanding (if applicable):	<u>0</u>	as of date: 4/5/2024
Total number of shareholders of record		

(if applicable): 0 as of date: 4/5/2024

Exact title and class of the security: Series C Preferred
CUSIP (if applicable): NA
Par or stated value: \$0.001.
Total shares authorized: 400,000 as of date: 4/5/2024
Total shares outstanding (if applicable): 300,000 as of date: 4/5/2024
Total number of shareholders of record (if applicable): 2 as of date: 4/5/2024

300 votes per share

Exact title and class of the security: Series D Preferred
CUSIP (if applicable): NA
Par or stated value: \$0.055.
Total shares authorized: 1,800,000 as of date: 4/5/2024
Total shares outstanding (if applicable): 0 as of date: 4/5/2024
Total number of shareholders of record (if applicable): 0 as of date: 4/5/2024

Exact title and class of the security: Series E Preferred
CUSIP (if applicable): NA
Par or stated value: \$0.0055.
Total shares authorized: 1,800,000 as of date: 4/5/2024
Total shares outstanding (if applicable): 1,800,000 as of date: 4/5/2024
Total number of shareholders of record (if applicable): 2 as of date: 4/5/2024

Exact title and class of the security: Series F Preferred
CUSIP (if applicable): NA
Par or stated value: \$1.00.
Total shares authorized: 500,000 as of date: 4/5/2024
Total shares outstanding (if applicable): 355,000 as of date: 4/5/2024
Total number of shareholders of record (if applicable): 1 as of date: 4/5/2024

Exact title and class of the security: Series G Preferred
CUSIP (if applicable): NA
Par or stated value: \$1.00.
Total shares authorized: 10,000,000 as of date: 4/5/2024
Total shares outstanding (if applicable): 0 as of date: 4/5/2024
Total number of shareholders of record (if applicable): 0 as of date: 4/5/2024

Security Description:

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

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

Each one common share represents one vote.

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

Series A: No Dividends payable, No Voting Rights, Convertible into one shares of common per share of Series A preferred.

Series C: On May 3, 2013 the Company authorized the issuance of 300,000 shares of Series C Preferred Stock ("Series C") and issued 150,000 shares of Series C to Darren Marks, an officer and director of the Company, in settlement of \$100,000 owed by the Company to Mr. Marks; and issued 150,000 shares of its Series C to Mel Leiner, an officer and director of the Company, in settlement of \$100,000 owed by the Company to Mr. Leiner. Each Series C share entitles the holder to 300 votes on all matters submitted to a vote of the Company's shareholders.

If a Dividend is Declared any holder of Series C Preferred is entitled to One cent Per share (\$0.01) on December 31st of that given year.

Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series C Preferred Shares unless, prior thereto, the holders of Series C Preferred Shares shall have received \$0.67 per share, plus an amount equal to declared and unpaid dividends and distributions thereon to the date of such payment.

Series C Convert at a 25% discount to the trailing 30-day closing average price of the common stock

Series D: The holders of outstanding Series "D" Preferred Shares shall be entitled to receive dividends if and when so declared by the Company's Board of Directors, in their sole discretion.

On October 21, 2013 the Company authorized the issuance of 1,800,000 shares of Series D Preferred Stock ("Series D") and issued 900,000 shares of Series D to Darren Marks in settlement of \$900,000 owed by the Company to Mr. Marks; and issued 900,000 shares of its Series D to Mel Leiner in settlement of \$900,000 owed by the Company to Mr. Leiner. Each share of Series D Convertible Preferred Stock is convertible into 68.2721 shares of our Common Stock.

On December 27, 2013 Messrs. Marks and Leiner returned their Series D shares and these shares were cancelled. Additionally on December 27, 2013 the Company authorized the issuance of 1,800,000 shares of Series E Preferred Stock ("Series E") and issued 900,000 shares of Series E to Darren Marks in settlement of \$50,000 owed by the Company to Mr. Marks; and issued 900,000 shares of its Series E to Mel Leiner in settlement of \$50,000 owed by the Company to Mr. Leiner. Each share of Series E stock has voting rights equal to 68.02721 common shares.

The Series D is not convertible into any of our common shares.

No Dividend Payable.

Series E: Each Series E Preferred Share will entitle the holder thereof to 68.02721 votes on all matters submitted to a vote of the shareholders of the Corporation. In the event of liquidation, dissolution or winding up of the corporation. The holder of Series E preferred shares, shall be entitled to be paid out of the assets of the corporation available for distribution to its stockholders. No Dividends payable. No conversion rights.

Series F: Series F Preferred shares are Voting shares that represent 75,000 votes per share common, (Control Block). On or around December 1, 2021, the 355, 000 shares of Series F Preferred were sold to James Canouse as the new incoming CEO of the Company. The holders of outstanding Series "F" Preferred Shares shall not be entitled to receive any dividends. Series F Preferred Shares shall have NO Redemption or conversion rights.

Series G: Series G Amended June 3 2020: Changing Authorized to 10,000,000 and Par Value to \$1/ share.
<https://www.sos.state.co.us/biz/ViewImage.do?masterFileId=20071247858&fileId=20201494368&org.apache.struts.taglib.html.TOKEN=eaff2f6ed2fd8291542d647fa8d83284>

No Dividend payable, No Voting Rights, Conversion rate of 65% (35% Discount), to the previous 5 Day Closing average.

1:5 conversion (1 share of Pref G converts into 5 common shares)

NOTE: All Series G shares were returned to Treasury on December 27th, 2021, as Per settlement agreement with 954 Solar.

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

None other than described above.

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> <u>12/31/2022</u>	<u>Opening Balance:</u> Common: <u>533,744,3723 Post</u> <u>Reverse</u> Preferred Issued: 300,000 Series C 1,800,000 Series E 355,000 Series F		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individuals with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

<u>1/4/2020</u>	<u>issuance</u>	<u>600,000,000</u>	<u>common</u>	<u>0.00001</u>	<u>yes</u>	<u>Adrian McKenzie-Patasar</u>	<u>debt conversion</u>	<u>Restricted</u>	<u>144</u>
<u>1/4/2020</u>	<u>issuance</u>	<u>14,444,444</u>	<u>common</u>	<u>0.00004</u>	<u>yes</u>	<u>Kerry Goodman</u>	<u>debt conversion</u>	<u>free trading</u>	<u>144</u>
<u>1/30/2020</u>	<u>issuance</u>	<u>25,000,000</u>	<u>common</u>	<u>0.0008</u>	<u>yes</u>	<u>GPL Ventures-Cosmin Panait</u>	<u>REG A purchase</u>	<u>freetrading</u>	<u>Registered Securities</u>
<u>Q1/2020 closing balance</u> <u>786,490,905</u>									
<u>6/4/20</u>	<u>issuance</u>	<u>500,000</u>	<u>Series G</u>	<u>\$1</u>	<u>No</u>	<u>Andrew Ferrin</u>	<u>954Acquisition</u>	<u>Restricted</u>	<u>Preferred</u>
<u>6/4/20</u>	<u>issuance</u>	<u>500,000</u>	<u>Series G</u>	<u>\$1</u>	<u>No</u>	<u>PBDC LLC</u> <u>Adrian McKenzie-Patasar</u>	<u>954 Acquisition commission</u>	<u>Restricted</u>	<u>Preferred</u>
<u>6/30/20</u>	<u>issuance</u>	<u>500,000</u>	<u>Series G</u>	<u>\$1</u>	<u>No</u>	<u>Andrew Ferrin</u>	<u>End of Quarter payment</u>	<u>Restricted</u>	<u>Preferred</u>
<u>6/30/20</u>	<u>issuance</u>	<u>500,000</u>	<u>Series G</u>	<u>\$1</u>	<u>No</u>	<u>PBDC LLC</u> <u>Adrian McKenzie-Patasar</u>	<u>End of Quarter payment</u>	<u>Restricted</u>	<u>Preferred</u>
<u>Q2, Ending common shares</u> <u>786,490,905</u>									
<u>7/9/2020</u>	<u>issuance</u>	<u>75,000,000</u>	<u>common</u>	<u>(\$0.0008)</u>	<u>Yes</u>	<u>GPL Ventures Cosmin Panait</u>	<u>Reg A Registered securities</u>	<u>Free trading</u>	<u>Common</u>
<u>9/18/2020</u>	<u>issuance</u>	<u>37,500,000</u>	<u>common</u>	<u>(\$0.0008)</u>	<u>Yes</u>	<u>Green Coast Capital Internation</u>	<u>Reg A</u>	<u>Free Trading</u>	<u>Common</u>

						al LLC- Jordan Haley	Registered Securities		
<u>Q3 ending balance</u> <u>898,990,905</u> <u>issued and</u> <u>outstanding</u>									
<u>11/4/2020</u>	<u>issuance</u>	<u>62,500,000</u>	<u>common</u>	<u>(\$0.0008)</u>	<u>Yes</u>	GPL Ventures Cosmin Panait	Reg A Registered Securities	Free Trading	<u>Common</u>
<u>11/12/2020</u>	<u>issuance</u>	<u>62,500,000</u>	<u>common</u>	<u>(\$0.0008)</u>	<u>Yes</u>	Green Coast Capital internation al LLC Jordan Haley	Reg A Registered Securities	Free trading	<u>Common</u>
<u>12/9/20</u>	<u>issuance</u>	<u>2126</u>	<u>common</u>	<u>par</u> <u>(\$0.0000</u> <u>1)</u>	<u>no</u>	All shareholder s of record	N/A	N/A	Fractiona l <u>common</u> <u>shares</u> <u>issued</u> <u>post</u> <u>reverse</u>
<u>12/9/2020</u> <u>200:1 Reverse</u> <u>Split</u> <u>5,122,080</u>									
<u>1/20/21</u>	<u>issuance</u>	<u>312,500</u>	<u>common</u>	<u>(\$0.16)</u>	<u>yes</u>	GPL Ventures-	Reg A Purchase	free trading	<u>common</u>

						<u>Cosmin Panait</u>			
<u>2/18/21</u>	<u>issuance</u>	<u>4997</u>	<u>common</u>	<u>(\$0.16)</u>	<u>yes</u>	<u>Coventry LLC Jack Bodenstein</u>	<u>Debt Conversion</u>	<u>free trading</u>	<u>common</u>
<u>3/11/21</u>	<u>issuance</u>	<u>277,505</u>	<u>common</u>	<u>(\$0.18)</u>	<u>yes</u>	<u>Coventry LLC Jack Bodenstein</u>	<u>Debt conversion</u>	<u>Free Trading</u>	<u>Common</u>
<u>3/19/21</u>	<u>issuance</u>	<u>62,597</u>	<u>common</u>	<u>(\$0.62)</u>	<u>yes</u>	<u>Dr. Jan Ehrenwerth</u>	<u>Debt conversion</u>	<u>free trading</u>	<u>Common</u>
<u>3/21/21</u>	<u>issuance</u>	<u>135.000</u>	<u>common</u>	<u>(\$0.16)</u>	<u>yes</u>	<u>Mr. Kerry Goodman</u>	<u>Debt Conversion</u>	<u>free trading</u>	<u>common</u>
<u>3/31/21-5,914,679</u>									
<u>4/20/21</u>	<u>issuance</u>	<u>100,000</u>	<u>common</u>	<u>(\$0.50)</u>	<u>No</u>	<u>Leonite Capital-Avi Geller</u>	<u>Reg A Purchase</u>	<u>Free trading</u>	<u>common</u>
<u>7/1/2021</u>	<u>issuance</u>	<u>250,000</u>	<u>common</u>	<u>(\$0.50)</u>	<u>No</u>	<u>PBDC LLC-Adrian McKenzie-Patasar</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Common</u>
<u>7/1/2021</u>	<u>issuance</u>	<u>150,000</u>	<u>common</u>	<u>(\$0.50)</u>	<u>No</u>	<u>Andrew Ferrin</u>	<u>10-99 Work</u>	<u>Restricted</u>	<u>Common</u>
<u>7/1/2021</u>	<u>issuance</u>	<u>75,000</u>	<u>common</u>	<u>(\$0.50)</u>	<u>No</u>	<u>Terenzio Estrella</u>	<u>10-99 work</u>	<u>Restricted</u>	<u>Common</u>
<u>7/1/2021</u>	<u>issuance</u>	<u>50,000</u>	<u>common</u>	<u>(\$0.50)</u>	<u>No</u>	<u>Thomas Georgiadis</u>	<u>10-99 Work</u>	<u>Restricted</u>	<u>Common</u>
<u>11/1/2021</u>	<u>issuance</u>	<u>500,000,000</u>	<u>common</u>	<u>Par</u>		<u>PBDC LLC-Adrian McKenzie-Patasar</u>	<u>Note Conversion</u>	<u>Restricted</u>	<u>Common</u>
<u>11/5/21</u>	<u>issuance</u>	<u>400,000</u>	<u>common</u>	<u>\$0.05</u>	<u>No</u>	<u>Leonite Capital- Avi Geller</u>	<u>Reg A Purchase</u>	<u>Free Trading</u>	<u>common</u>

<u>11/12/22</u>	<u>issuance</u>	<u>1,500,000</u>	<u>common</u>	<u>\$0.05</u>	<u>N</u> <u>O</u>	<u>JP Carey</u> <u>Limited</u> <u>partners-</u> <u>Joseph</u> <u>Canouse</u>	<u>Reg A</u> <u>Purchase</u>	<u>Free</u> <u>trading</u>	<u>common</u>
<u>12/17/21</u>	<u>issuance</u>	<u>600,000</u>	<u>common</u>	<u>\$0.05</u>	<u>No</u>	<u>Leonite</u> <u>Capital- Avi</u> <u>Geller</u>	<u>Reg A</u> <u>Purchase</u>	<u>Free</u> <u>Trading</u>	<u>Common</u>
<u>12/29/21</u>	<u>issuance</u>	<u>1,785,714</u>	<u>common</u>	<u>\$0.028</u>	<u>Ye</u> <u>s</u>	<u>Kerry</u> <u>Goodman</u>	<u>Note</u> <u>Conversion</u>	<u>Free</u> <u>Trading</u>	<u>common</u>
<u>12/30/21</u>	<u>issuance</u>	<u>500,000</u>	<u>common</u>	<u>\$0.05</u>	<u>N</u> <u>O</u>	<u>Wendell</u> <u>Hecker</u>	<u>Reg A</u> <u>shares</u>	<u>Free</u> <u>Trading</u>	<u>common</u>
<u>05/27/2022</u>	<u>Issuance</u>	<u>2,448,500</u>	<u>Common</u>	<u>\$0.001</u>	<u>N</u> <u>O</u>	<u>GPL</u> <u>Ventures,</u> <u>LLC</u>	<u>Note</u> <u>Conversion</u>	<u>Free</u> <u>Trading</u>	<u>Common</u>
<u>06/28/2022</u>	<u>Issuance</u>	<u>18,476,151</u>	<u>Common</u>	<u>\$0.016</u>	<u>no</u>	<u>J.P. Carey</u> <u>Ltd.,</u> <u>Partners</u> <u>L.P.</u>	<u>Note</u> <u>Conversion</u>	<u>Free</u> <u>Trading</u>	<u>Common</u>
<u>09/1/2022</u>	<u>issuance</u>	<u>3,981,818</u>	<u>Common</u>	<u>\$0.0055</u>	<u>Ye</u> <u>s</u>	<u>Kerry</u> <u>Goodman</u>	<u>Note</u> <u>Conversion</u>	<u>Free</u> <u>Trading</u>	<u>Common</u>
<u>04/25/2023</u>	<u>Issuance</u>	<u>26,683,381</u>	<u>Common</u>	<u>\$0.0011</u>	<u>Y</u>	<u>Anvil</u>	<u>Note</u> <u>Conversion</u>	<u>Free</u> <u>Trading</u>	<u>Common</u>
<u>04/27/2023</u>	<u>Issuance</u>	<u>26,636,363</u>	<u>Common</u>	<u>\$0.0011</u>	<u>Y</u>	<u>J.P. Carey</u> <u>Ltd.,</u> <u>Partners</u> <u>L.P.</u>	<u>Note</u> <u>Conversion</u>	<u>Free</u> <u>Trading</u>	<u>Common</u>
<u>07/24/2023</u>	<u>Issuance</u>	<u>29,348,835</u>	<u>Common`</u>	<u>\$0.0011</u>	<u>y</u>	<u>Anvil</u>	<u>Note</u> <u>Conversion</u>	<u>Free</u> <u>Trading</u>	<u>Common</u>
<u>07/01/2023`</u>	<u>Issuance</u>	<u>29,333,333</u>	<u>Common</u>	<u>\$0.0011</u>	<u>y</u>	<u>J.P. Carey</u> <u>Ltd.,</u> <u>Partners,</u> <u>L.P.</u>	<u>Note</u> <u>Conversion</u>	<u>Free</u> <u>Trading</u>	<u>Common</u>

<u>12/18/2023</u>	<u>Issuance</u>	<u>32,282,432</u>	<u>Common</u>	<u>\$0.0011</u>	<u>y</u>	<u>Anvil</u>	<u>Note Conversion</u>	<u>Free Trading</u>	<u>Common</u>
<u>01/19/2024</u>	<u>Issuance</u>	<u>29,333,333</u>	<u>Common</u>	<u>\$0.0011</u>	<u>y</u>	<u>J.P. Carey Ltd., Partners, L.P.</u>	<u>Note Conversion</u>	<u>Free Trading</u>	<u>Common</u>
<u>02/06/2024</u>	<u>Issuance</u>	<u>29,272,727</u>	<u>Common</u>	<u>\$0.0011</u>	<u>y</u>	<u>J.P. Carey Ltd., Partners, L.P.</u>	<u>Note Conversion</u>	<u>Free Trading</u>	<u>Common</u>
<u>02/24/2024</u>	<u>Issuance</u>	<u>37,130,290</u>	<u>Common</u>	<u>\$0.0011</u>	<u>Y</u>	<u>Anvil</u>	<u>Note Conversion</u>	<u>Free Trading</u>	<u>Common</u>
									<u>Common</u>
									<u>Common</u>
Shares Outstanding on December 31, 2023:	<u>Ending Balance:</u> <u>678,058.626</u> <u>Common shares outstanding</u> <u>Preferred</u> 300,000 Series C 1,800,000 Series E 355,000 Series F								

Shares Outstanding as of Second Most Recent Fiscal Year End: _____ <u>Opening Balance</u> Date _____ Common: _____ Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount 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.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: _____ <u>Ending Balance</u> <u>Ending Balance:</u> Date _____ Common: _____ Preferred: _____									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

NOTE: *On December 30, 2021, pursuant to a stock purchase agreement by and among James Canouse (Chief Executive Officer, Chairman of the Board of Directors of the Company and shareholder representing a majority of the shareholder vote) the Company, and PBDC LLC, a company wholly owned and controlled by Adrian McKenzie-Patasar (the Company's former Chief Executive Officer, former Chairman of the Board of Directors and shareholder formerly representing a majority of the shareholder vote) whereby Mr. Canouse purchased from McKenzie-Patasar: (i) 500,000,000 shares of common stock (the "Common Shares") of the Company; and; (ii) 355,000 shares of Series F preferred stock of the Company. The consideration for the stock purchase was paid by Mr. Canouse to Mr. McKenzie-Patasar pursuant to the Agreement; and the Company, a party to the stock purchase agreement, recorded the stock transfers on its internal books and records as well as represented and warranted the transfer pursuant to the Agreement; consistent with Article 8 of the Uniform Commercial Code.

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:

Note: On June 12, 2023, DNA Brands, Inc., received a letter from GPL Ventures, LLC, stating that by court order they are "surrendering" all notes held by GPL Ventures, LLC.

See Exhibit A attached to Note to Financials.

No: ☐ Yes: X☐ (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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Issuer's Business, Products and Services

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

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

DNA Brands is a Holding company. The Primary asset of the company is the Two Time award Winning Energy drink line (DNA ENERGY). At Present the company owns all the IP that developed the energy drink line. DNA Energy Drink is a proprietary blend of quality ingredients in four flavors: citrus, lemon lime, sugar-free citrus and cranraspberry. The company owns a two-time Award-Winning energy drink line that consists of three flavors. Currently, DNA Energy Brands' proprietary line of carbonated energy drinks includes Original, Cryo-berry, Citrus, Sugar Free Citrus. Previous to current management DNA Energy with its carbonated line of energy drinks, DNA Energy currently had three milk-based energy coffees that are fortified with Omega 3. Those include Caramel Macchiato, Vanilla Latte and Mocha, (with the right partner DNA would consider a launch of a CBD drink line.)

On or about January 23 2021, the company acquired an IP called DNA TAGS™, in an all cash transaction. DNA Tags™ is third party blockchain verified technology to be used in the Medicinal packaging industry

On or around November 2022 DNA Energy announced the potential acquisition of Jumpstart Family Entertainment, LLC, a company focused on family entertainment through its 25,000 square foot entertainment park in Georgia.

On or around March 2023 both parties mutually agreed to not move forward with the acquisition of Jumpstart Family Entertainment, LLC.

DNA Brands on or around February 2023 has made a concerted effort to refocus its efforts toward the marketing and sales of the DNA Energy line of beverages.

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

None:

NOTE: On December 27 2021, a settlement agreement was made to release 954 Solar as a Wholly owned Subsidiary. All Series G shares were returned to Treasury

C. Describe the issuers' principal products or services.

The Company principal product is its energy drink marketed and previously sold under the proprietary name DNA ENERGY.

DNA Brands is a Holding company. The Primary asset of the company is the Two Time award Winning Energy drink line (DNA ENERGY). At Present the company owns all the IP that developed the energy drink line. DNA Energy Drink is a proprietary blend of quality ingredients in four flavors: citrus, lemon lime, sugar-free citrus and cranraspberry. The company owns a two-time Award-Winning energy drink line that consists of three flavors. Currently, DNA Energy Brands' proprietary line of carbonated energy drinks includes Original, Cryo-berry, Citrus, Sugar Free Citrus. Previous to current management DNA Energy with its carbonated line of energy drinks, DNA Energy currently had three milk-based energy coffees that are fortified with Omega 3. Those include Caramel Macchiato, Vanilla Latte and Mocha, (with the right partner DNA would consider a launch of a CBD drink line.)

On or about January 23 2021, the company acquired an IP called DNA TAGS™, in an all cash transaction. DNA Tags™ is third party blockchain verified technology to be used in the Medicinal packaging industry

5) Issuer's Facilities

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

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

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

The issuer holds an office at the address mentioned above , which is an office provided by our CEO.

6) Officers, Directors, and Control Persons

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>James P. Canouse</u>	<u>CEO</u>	<u>Alpharetta, GA</u>	<u>500,000,000</u>	<u>Common</u>	<u>67.31%</u>	<u> </u>
<u>James P. Canouse</u>	<u>CEO</u>	<u>Alpharetta, GA</u>	<u>355,000</u>	<u>Series F Preferred</u>	<u>71%</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

NOTE: *On December 30, 2021, pursuant to a stock purchase agreement by and among James Canouse (Chief Executive Officer, Chairman of the Board of Directors of the Company and shareholder representing a majority of the shareholder vote) the Company, and PBDC LLC, a company wholly owned and controlled by Adrian McKenzie-Patasar (the Company's former Chief Executive Officer, former Chairman of the Board of Directors and shareholder formerly representing a majority of the shareholder vote) whereby Mr. Canouse purchased from McKenzie-Patasar: (i) 500,000,000 shares of common stock (the "Common Shares") of the Company; and; (ii) 355,000 shares of Series F preferred stock of the Company. The consideration for the stock purchase was paid by Mr. Canouse to Mr. McKenzie-Patasar pursuant to the Agreement; and the Company, a party to the stock purchase agreement, recorded the stock transfers on its internal books and records as well as represented and warranted the transfer pursuant to the Agreement; consistent with Article 8 of the Uniform Commercial Code.

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

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);

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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

Upon further inquiry of management and the Board of Directors of the Company, to the best of Counsel's knowledge, and except as described in the following paragraph, neither the Company nor any person or entity holding at least five percent (5%) of the Company's capital stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

In May 2023, the SEC initiated an administrative action against the Company alleging violations of Section 5 of the 1933 Act arising out of the Company's Regulation A offering (SEC File No. 024-11053). In anticipation of the institution of the proceedings, the Company submitted a settlement offer which the Commission accepted. Pursuant to the settlement, the Company paid a fine of \$10,000.00 and agreed to cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5(c) of the 1933 Act.

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: JDT Legal
Address 1: 897 W. Baxter Dr.
Address 2: South Jordan, UT 84096
Phone: 801.810.4465
Email: jeff@jdy-legal.com

Accountant or Auditor

Name: Wendell Hecker
Firm: Hecker & Associates
Address 1: 275 East Commercial Blvd. Ste.208
Address 2: Lauderdale By The Sea, FL. 33308
Phone: 954.296.4532
Email: Wendellhecker@comcast.net

Investor Relations

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

All other means of Investor Communication:

Twitter: <https://twitter.com/dnabrandsinc>
Discord: _____
LinkedIn: _____
Facebook: <https://www.facebook.com/DNAbrands/>
[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: NA
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: James Canouse
Title: CEO
Relationship to Issuer: CEO of Issuer

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

- ☐ IFRS
☒ U.S. GAAP

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

Name: **Wendell Hecker**
Title: Accountant
Relationship to Issuer: Outside Consultant

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

Wendell Hecker earned a Bachelor of Science in Accounting from New York University and has more than 30 years' experience at corporations in New York and Florida.

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

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

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, James P Canouse certify that:

1. I have reviewed this Disclosure Statement for DNA Brands, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

04/05/2024 [Date]

"/s/ [James P. Canouse]" CEO's Signature]

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

Principal Financial Officer:

I, James P. Canouse certify that:

1. I have reviewed this Disclosure Statement for DNA Brands, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

04/05/2024 [Date]

"/s/ [James P. Canouse]" [CFO's Signature]

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