

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Firma Holdings Corporation**

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Wheaton, IL 60189  
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5052

## **Quarterly Report**

**For the period ending 3/31/2023 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

392,913,258 as of March 31, 2023

392,913,258 as of December 31, 2022

### **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>5</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>5</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.

**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.

The Company was incorporated on May 12, 2006 as Tara Minerals Corp. On June 3, 2014 the Company amended its Articles of Incorporation changing its name from Tara Minerals Corp. to Firma Holdings Corp., the company then redomiciled to Colorado 11/12/2020 and changed the name to Firma Holdings Corporation.

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

The Company was incorporated on May 12, 2006 as Tara Minerals Corp. On June 3, 2014 the Company amended its Articles of Incorporation changing its name from Tara Minerals Corp. to Firma Holdings Corp., the company then redomiciled to Colorado 11/12/2020 and changed the name to Firma Holdings Corporation (Active).

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

N/A

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

Acquired 100% of Jamore Food & Beverage International Inc. on 3/25/2022.  
Formation of Saddle Creek Resources Corp. on 4/25/2022

On September 9, 2022, the parties entered into a Non-binding Letter of Intent to acquire Pure North Capital Ltd. regarding the subject matter of this Agreement and at least generally reflecting the terms herein and executed by each Party. The Company is a duly organized Colorado corporation, current with its filing obligations with OTC Markets, and the successor issuer will also be a Colorado corporation, following the Reorganization. ([www.purenorthmarkets.com](http://www.purenorthmarkets.com)) The Company has 392,913,258 Shares of common stock of common stock issued and outstanding. The Company is desirous of acquiring all of PNML outstanding Shares from the PNML Shareholders and PNML and the PNML Shareholders are desirous of conveying all of their shares to the Company, in consideration of equity in the Company, with the result that PNML shall become a wholly owned subsidiary of the Company (the "Acquisition"). Each Party conducted due diligence of the other party, including, but not limited to, the assets and financial position of such party. In connection with the due diligence investigation such party conducting due diligence and its respective representatives received all information sought. Each Party shall have performed, in all material respects, all of their obligations pursuant to this Agreement. All of the statements, representations and warranties contained in this Agreements shall be complete and true in all material respects.

On November 16, 2022 the parties entered into a certain acquisition agreement with certain covenants and provisions involved that are still a "work in progress," and have not been finalized and the transaction has not closed.

**About Pure North Markets**

Pure North Markets provides its clients and partners worldwide with high-quality services and comprehensive support by incorporating cutting-edge technologies to create an optimal trading experience with a presence in Mauritius and the United Arab Emirates. Providing excellent customer service is the core of what we do as a company.

Incorporated in 2006 in the United States, Pure north Capital is a diversified holding company. Metaverse, Fintech, Logistics, and Real Estate are just a few of the industries in which PNC finds and nurtures gems. Pure North Markets is

Pure North Capital's most recent business venture and we are looking forward to be a global leader in financial markets soon.

Our objective is to provide you with the highest level of customer service and to be your trusted partner on the global Forex market. We want your trading experience to be the best it can be, so we provide retail investors with access to a diverse portfolio.

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

20 Danada Sq. W. #214 Wheaton, IL 60189

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

*X 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: EQ Shareowner Services  
Phone: 651-306-2904  
Email: chad.dolton@equiniti.com  
Address: 1110 Centre Pointe Curve Suite 101 Mendota Heights, MN 55120

### 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>FRMA</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>31832R109</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>3/31/2023</u>
Total shares outstanding:	<u>392,913,258</u>	as of date: <u>3/31/2023</u>
Total number of shareholders of record:	<u>289</u>	as of date: <u>3/31/2023</u>

*All additional class(es) of publicly quoted or traded securities (if any):*

Trading symbol: N/A

Exact title and class of securities outstanding: \_\_\_\_\_  
 CUSIP: \_\_\_\_\_  
 Par or stated value: \_\_\_\_\_  
 Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total number of shareholders of record: \_\_\_\_\_ as of date: \_\_\_\_\_

Trading symbol: \_\_\_\_\_  
 Exact title and class of securities outstanding: \_\_\_\_\_  
 CUSIP: \_\_\_\_\_  
 Par or stated value: \_\_\_\_\_  
 Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total shares outstanding: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total number of shareholders of record: \_\_\_\_\_ as of date: \_\_\_\_\_

**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 Stock</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$.01</u>	
Total shares authorized:	<u>100,000,000</u>	as of date: <u>3/31/2023</u>
Total shares outstanding (if applicable):	<u>75,000,000</u>	as of date: <u>3/31/2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>3/31/2023</u>

Exact title and class of the security: \_\_\_\_\_  
 CUSIP (if applicable): \_\_\_\_\_  
 Par or stated value: \_\_\_\_\_  
 Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total shares outstanding (if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_  
 Total number of shareholders of record (if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_

**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.**

Common 1 for 1

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

Of the one hundred million (100,000,000) shares of Preferred Stock, par value \$0.01 per share, authorized pursuant to the Articles of Incorporation, as amended, seventy-five million (75,000,000) of such shares are hereby designated as "Series A Preferred Stock." The powers, designations, preferences, rights, privileges, qualifications, limitations and restrictions applicable to the Series A Preferred Stock are as follows:

A. Designation. There is hereby designated a series of Preferred Stock denominated as "Series A Preferred Stock." Consisting of seventy-five million (75,000,000) shares, par value \$0.01 per share, having the powers, preferences, rights and limitations set forth below.

B. Liquidation Rights. The holders of the Series A Preferred Stock shall have liquidation rights as follows (the "Liquidation Rights"):

1. Payments. In the event of any liquidation, dissolution or winding up of the Company, holders of shares of Series A Preferred Stock are entitled to receive, out of legally available assets, a liquidation preference of no per share, and no more, before any payment or distribution is made to the holders of the of the Corporation's common stock (the "Common Stock"). But the holders of Series A Preferred Stock will not be entitled to receive the liquidation preference of such shares until the liquidation preferences of any series or class of the Corporation's stock hereafter issued that ranks senior as to liquidation rights to the Series A Preferred Stock ("senior liquidation stock") has been paid in full. The holders of Series A Preferred Stock and all other series or classes of the Corporation's stock hereafter issued that rank on parity as to liquidation rights with the Series A Preferred Stock are entitled to share ratably, in accordance with the respective preferential amounts payable thereon. After payment in full of the liquidation preference of the shares of Series A Preferred Stock, the holders of such shares will not be entitled to any further participation in any distribution of assets by the Corporation.

2. Corporation Action. Neither a consolidation, merger or other business combination of the Corporation with or into another corporation or other entity, nor a sale or transfer of all or part of the Corporation's assets for cash, securities or other property will be considered a liquidation, dissolution or winding upon the Corporation.

C. Conversion. The holders of the Series A Preferred Stock shall have the right to convert their Series A Preferred Stock into Common Stock at the rate of one hundred (100) shares of Common Stock for each share of Series A Preferred Stock outstanding. Such conversion right may be exercised at any time during which the Series A Preferred Stock is outstanding. Notwithstanding the foregoing, the Series A Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. Any holder of Series A Preferred Stock desiring to convert its Series A Preferred Stock shall provide a written notice of conversion to the Company specifying the number of shares to be converted, accompanied by the certificate evidencing the Series A Preferred Stock to be converted, as well as a duly executed stock power with signature medallion guaranteed ("Conversion Notice"). In the event that, at the time of its receipt of the Conversion Notice, the Company does not have a sufficient number of authorized but unissued and unreserved shares of Common Stock to permit conversion of all outstanding shares of Series A Preferred Stock, it shall, within five (5) business days following its receipt of the Conversion Notice, provide written notice of its receipt of the Conversion Notice to all holders of Series A Preferred Stock (the "Company Notice"). Each holder of Series A Preferred Stock shall then have a period of five (5) business days from the date of the Company Notice in which to provide written notice to the Company of such holder's election to convert its Series A Preferred Stock into its pro-rata portion of the authorized but unissued and unreserved Common Stock upon conversion of the Series A Preferred Stock based upon the Conversion notice and responses to the Company Notice, if any. The first Conversion Notice received by the Company shall govern the issuance of Common Conversion Notice until the issuance of Common stock based upon the initial Conversion Notice has been completed. Future Conversion notices shall be governed by the process set forth in this paragraph.

D. Voting rights. The holders of Series A Preferred Stock shall have one hundred (100) votes per share of Series A Preferred Stock, and shall be entitled to vote on any and all matters brought to a vote of stockholders of Common Stock. And shall vote as a group with and on the same basis as holders of Common stock. Holders of Series A Preferred Stock shall be entitled to notice of all stockholder meetings or written consents with respect to

which they would be entitled to vote, which note would be provided pursuant to the Corporations By- Laws and applicable statutes. Except as otherwise set forth herein, and except as otherwise required by law, holders of Series A Preferred Stock shall have not have class voting rights on any matter.

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

\_\_\_\_\_

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.

\_\_\_\_\_

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>12/31/2020</u> Common: <u>162,145,696</u> Preferred: <u>N/A</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>01/05/2021</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$ .03</u>	<u>No</u>	<u>Irwin L. Zalcberg</u>	<u>Consulting Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>1/5/2021</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$ .03</u>	<u>No</u>	<u>James Braseth</u>	<u>Consulting Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>01/05/2021</u>	<u>New Issuance</u>	<u>3,846,154</u>	<u>Common</u>	<u>\$ .013</u>	<u>yes</u>	<u>Reuben Taub</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>

<u>02/05/2021</u>	<u>New Issuance</u>	<u>2,365,385</u>	<u>Common</u>	<u>\$.013</u>	<u>yes</u>	<u>Irwin L. Zalcberg</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>02/17/2021</u>	<u>New Issuance</u>	<u>3,846,154</u>	<u>Common</u>	<u>\$.013</u>	<u>Yes</u>	<u>Reuben Taub</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>02/17/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$.05</u>	<u>No</u>	<u>Sean P. Ryan</u>	<u>Consulting Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>02/17/2021</u>	<u>New Issuance</u>	<u>1,000,000</u> <u>1,250,000</u>	<u>Common</u>	<u>\$.04</u> <u>\$.04</u>	<u>No</u> <u>No</u>	<u>Patricia J. Jordan</u>	<u>Previous RSPA 08032018 and 08092018</u>	<u>Restricted</u>	<u>No</u>
<u>02/24/2021</u>	<u>New Issuance</u>	<u>2,307,692</u>	<u>Common</u>	<u>\$.013</u>	<u>Yes</u>	<u>Irwin Zalcberg &amp; Chimgee Batuu</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>03/03/2021</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$.04</u>	<u>No</u>	<u>Jerry Trooien</u>	<u>Previous RSPA 08032018</u>	<u>Restricted</u>	<u>No</u>
<u>03/04/2021</u>	<u>New Issuance</u>	<u>1,115,617</u>	<u>Common</u>	<u>\$.035</u>	<u>No</u>	<u>Patricia J. Jordan</u>	<u>Previous C/N RSPA 11082018</u>	<u>Restricted</u>	<u>No</u>
<u>03/04/2021</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Common</u>	<u>\$.035</u>	<u>No</u>	<u>Patricia J. Jordan</u>	<u>Warrant Exp. 10082021</u>	<u>Restricted</u>	<u>No</u>
<u>03/04/2021</u>	<u>New issuance</u>	<u>75,000,000</u>	<u>Pref A</u>	<u>\$.001</u>	<u>No</u>	<u>Sebastien C. DuFort</u>	<u>Voting Stock</u>	<u>Restricted</u>	<u>N</u>
<u>03/10/2021</u>	<u>New Issuance</u>	<u>3,846,154</u>	<u>Common</u>	<u>\$.013</u>	<u>Yes</u>	<u>Zalcberg Schuetz a Partnership</u> <u>Joseph Schuetz</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>03/10/2021</u>	<u>New Issuance</u>	<u>1,923,077</u>	<u>Common</u>	<u>\$.013</u>	<u>Yes</u>	<u>Joseph D. Schuetz</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>03/10/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$.05</u>	<u>No</u>	<u>Alec Bekoff</u>	<u>Warrant Exp. 11162023</u>	<u>Restricted</u>	<u>No</u>
<u>03/10/2021</u>	<u>New Issuance</u>	<u>769,231</u>	<u>Common</u>	<u>\$.013</u>	<u>Yes</u>	<u>Ross Hochman</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>03/10/2021</u>	<u>New Issuance</u>	<u>3,846,154</u>	<u>Common</u>	<u>\$.013</u>	<u>Yes</u>	<u>Feivel Gottlieb</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>03/10/2021</u>	<u>New Issuance</u>	<u>1,538,462</u>	<u>Common</u>	<u>\$.013</u>	<u>Yes</u>	<u>Henry Pevitz</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>03/10/2021</u>	<u>New Issuance</u>	<u>769,231</u>	<u>Common</u>	<u>\$.013</u>	<u>Yes</u>	<u>Zorigt Ganzorig</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>03/10/2021</u>	<u>New Issuance</u>	<u>13,205,784</u>	<u>Common</u>	<u>\$.02</u>	<u>Yes</u>	<u>MSA Group LLC Drew Enstice</u>	<u>Full Conversion CN Balance \$0 06182019 part of 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>05/25/2021</u>	<u>New Issuance</u>	<u>11,320,218</u>	<u>Common</u>	<u>.05045</u>	<u>Yes</u>	<u>Enstice Family Trust – Phil Enstice</u>	<u>Full Conversion CN Balance \$0 part of 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No.</u>
<u>05/26/2021</u>	<u>New Issuance</u>	<u>8,629,143</u>	<u>Common</u>	<u>.05099</u>	<u>Yes</u>	<u>George Miller</u>	<u>Full Conversion CN Balance \$0 part of</u>	<u>Restricted</u>	<u>N</u>

							<u>03052021 Note Settlement</u>		
<u>05/26/2021</u>	<u>New Issuance</u>	<u>5,608,943</u>	<u>Common</u>	<u>.05099</u>	<u>Yes</u>	<u>E. Thomas Enstice</u>	<u>Full Conversion CN Balance \$0 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>05/26/2021</u>	<u>New Issuance</u>	<u>11,923,907</u>	<u>Common</u>	<u>.05099</u>	<u>Yes</u>	<u>Roth IRA FBO E. Thomas Enstice</u>	<u>Partial Conversion of 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>05/27/2021</u>	<u>New Issuance</u>	<u>1,957,905</u>	<u>Common</u>	<u>.051075</u>	<u>Yes</u>	<u>Atlas Mineral Holdings III LLC John Matheus</u>	<u>Full Conversion of CN Balance \$0 part of 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>05/27/2021</u>	<u>New Issuance</u>	<u>4,209,495</u>	<u>Common</u>	<u>.051075</u>	<u>Yes</u>	<u>Atlas Mineral Holdings II LLC John Matheus</u>	<u>Partial Conversion of 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>5/27/2021</u>	<u>New Issuance</u>	<u>4,943,710</u>	<u>Common</u>	<u>.051075</u>	<u>Yes</u>	<u>Atlas Mineral Holdings LLC John Matheus</u>	<u>Partial Conversion of 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>06/03/2021</u>	<u>New Issuance</u>	<u>3,417,751</u>	<u>Common</u>	<u>.058518</u>	<u>Yes</u>	<u>Atlas Mineral Holdings II LLC John Matheus</u>	<u>Partial Conversion of 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>06/03/2021</u>	<u>New Issuance</u>	<u>3,417,751</u>	<u>Common</u>	<u>.058518</u>	<u>Yes</u>	<u>Atlas Mineral Holdings III LLC John Matheus</u>	<u>Partial Conversion of 03052021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>06/03/2021</u>	<u>New Issuance</u>	<u>80,000</u>	<u>Common</u>	<u>.04</u>	<u>Yes</u>	<u>Meredith Rapp</u>	<u>Part of Adit Settlement 04092021 (see Footnote)</u>	<u>Restricted</u>	<u>No</u>
<u>06/03/2021</u>	<u>New Issuance</u>	<u>13340</u>	<u>Common</u>	<u>.04</u>	<u>Yes</u>	<u>Mary Paparone</u>	<u>Part of Adit Settlement 04092021 (see Footnote)</u>	<u>Restricted</u>	<u>No</u>
<u>06/03/2021</u>	<u>New Issuance</u>	<u>321,109</u>	<u>Common</u>	<u>.04</u>	<u>Yes</u>	<u>John Mullins</u>	<u>Part of Adit Settlement 04092021 (see Footnote)</u>	<u>Restricted</u>	<u>No</u>
<u>06/03/2021</u>	<u>New Issuance</u>	<u>168,000</u>	<u>Common</u>	<u>.04</u>	<u>Yes</u>	<u>Allen Townsend</u>	<u>Part of Adit Settlement 04092021 (see Footnote)</u>	<u>Restricted</u>	<u>No</u>
<u>06/03/2021</u>	<u>New Issuance</u>	<u>13,400</u>	<u>Common</u>	<u>.04</u>	<u>Yes</u>	<u>Maureen Corio</u>	<u>Part of Adit Settlement 04092021 (see Footnote)</u>	<u>Restricted</u>	<u>No</u>
<u>06/03/2021</u>	<u>New Issuance</u>	<u>21,000</u>	<u>Common</u>	<u>.04</u>	<u>Yes</u>	<u>MSSB CUST Kristin Miller IRA</u>	<u>Part of Adit Settlement</u>	<u>Restricted</u>	<u>No</u>



							<a href="#">04092021 (see Footnote)</a>		
<a href="#">06/03/2021</a>	<a href="#">New Issuance</a>	<a href="#">21,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">MSSB CUST Lauren Miller IRA</a>	<a href="#">Part of Adit Settlement 04092021 (see Footnote)</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">06/03/2021</a>	<a href="#">New Issuance</a>	<a href="#">68,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">MSSB CUST Debbie Miller Roth IRA</a>	<a href="#">Part of Adit Settlement 04092021 (see Footnote)</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">06/03/2021</a>	<a href="#">New Issuance</a>	<a href="#">400,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">MSSB CUST George K. Miller Roth IRA</a>	<a href="#">Part of Adit Settlement 04092021 (see Footnote)</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">06/03/2021</a>	<a href="#">New Issuance</a>	<a href="#">34,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">Ken Beddia</a>	<a href="#">Part of Adit Settlement 04092021 (see Footnote)</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">06/04/2021</a>	<a href="#">New Issuance</a>	<a href="#">45,000,000</a>	<a href="#">Common</a>	<a href="#">.0789</a>	<a href="#">No</a>	<a href="#">Berkeley Energy Corp. Ryan Johns</a>	<a href="#">MOU Firma Advanced Carbon Materials Inc.</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">06/04/2021</a>	<a href="#">New Issuance</a>	<a href="#">5,000,000</a>	<a href="#">Common</a>	<a href="#">.0789</a>	<a href="#">No</a>	<a href="#">Poplar Creek Development Co. Ryan Johns</a>	<a href="#">MOU Firma Advanced Carbon Materials Inc.</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">06/15/2021</a>	<a href="#">New Issuance</a>	<a href="#">1,250,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">Reuben Taub</a>	<a href="#">RSPA</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">06/15/2021</a>	<a href="#">New Issuance</a>	<a href="#">402,449</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">Enstice Family Trust (Phil Enstice)</a>	<a href="#">Part of Adit Settlement 04092021 (see Footnote)</a>		
<a href="#">09/01/2021</a>	<a href="#">New Issuance</a>	<a href="#">2,500,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">Jordan Family LLC Patricia Jordan</a>	<a href="#">RSPA</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">09/02/2021</a>	<a href="#">New Issuance</a>	<a href="#">375,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">Ross Hochman</a>	<a href="#">RSPA</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">09/02/2021</a>	<a href="#">New Issuance</a>	<a href="#">625,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">Irwin L. Zalcberg &amp; Chimgee Batuu</a>	<a href="#">RSPA</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">10/1/2021</a>	<a href="#">CXL return to treasury</a>	<a href="#">7,500,000</a>	<a href="#">Common</a>	<a href="#">.03</a>	<a href="#">No</a>	<a href="#">Sebastien DuFort</a>	<a href="#">Monochrome Contract</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">10/7/2021</a>	<a href="#">New Issuance</a>	<a href="#">632,040</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">Enstice Family Trust (Phil Enstice)</a>	<a href="#">Part of Adit Settlement 04092021 (see Footnote)</a>	<a href="#">Restricted</a>	<a href="#">No</a>
<a href="#">10/7/2021</a>	<a href="#">New Issuance</a>	<a href="#">1,250,000</a>	<a href="#">Common</a>	<a href="#">.04</a>	<a href="#">Yes</a>	<a href="#">Reuben Taub</a>	<a href="#">Duplicate transaction reversal of shares to treasury in process</a>	<a href="#">Restricted</a>	<a href="#">No</a>

<u>12/30/2021</u>	<u>New Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>RB Noteholdings LLC - David Richmond</u>	<u>Stock Pledge Agreement* (see footnotes)</u>	<u>Restricted</u>	<u>No</u>
<u>1/7/2022</u>	<u>CXL return to treasury* (see footnote)</u>	<u>45,000,000</u>	<u>Common</u>	<u>.0789</u>	<u>No</u>	<u>Berkely Energy Corporation – Ryan Johns</u>	<u>CXL-MOU Firma Advanced Carbon Materials Inc.</u>	<u>Restricted</u>	<u>No</u>
<u>1/7/2022</u>	<u>CXL return to treasury* (see footnote)</u>	<u>5,000,000</u>	<u>Common</u>	<u>.0789</u>	<u>No</u>	<u>Poplar Creek Development Company – Ryan Johns</u>	<u>CXL-MOU Firma Advanced Carbon Materials, Inc</u>	<u>Restricted</u>	<u>No</u>
<u>1/7/2022</u>	<u>New Issuance</u>	<u>4,765,305</u>	<u>Common</u>	<u>.025</u>	<u>Yes</u>	<u>Lynda R. Keeton-Cardno</u>	<u>Full conversion of debt settlement for services rendered</u>	<u>Restricted</u>	<u>No</u>
<u>1/7/2022</u>	<u>New Issuance</u>	<u>11,472,209</u>	<u>Common</u>	<u>.02195</u> <u>1</u>	<u>Yes</u>	<u>Lynda R. Keeton-Cardno</u>	<u>Full Conversion of Variable Convertible Note * (see footnote in Debt settlement from 3/5/2021)</u>	<u>Restricted</u>	<u>No</u>
<u>1/7/2022</u>	<u>New issuance</u>	<u>4,555,601</u>	<u>Common</u>	<u>.02195</u> <u>1</u>	<u>Yes</u>	<u>Atlas Mineral Holdings, LLC</u> <u>John Matheus</u>	<u>Full Conversion CN Balance \$0 3/5/2021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>1/7/2022</u>	<u>New Issuance</u>	<u>4,555,601</u>	<u>Common</u>	<u>.02195</u> <u>1</u>	<u>Yes</u>	<u>Atlas Mineral Holdings II, LLC</u> <u>John Matheus</u>	<u>Full Conversion CN Balance \$0 3/5/2021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>4/7/2022</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>.02</u>	<u>Yes</u>	<u>Jordan Family, LLC</u> <u>Patricia Jordan</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>4/27/2022</u>	<u>New Issuance</u>	<u>3,846,154</u>	<u>Common</u>	<u>.013</u>	<u>Yes</u>	<u>Jordan Family LLC</u> <u>Patricia Jordan</u>	<u>RSPA</u>	<u>Restricted</u>	<u>No</u>
<u>4/29/2022</u>	<u>New Issuance</u>	<u>19,100,000</u>	<u>Common</u>	<u>.02</u>	<u>Yes</u>	<u>Roth IRA FBO E. Thonas Enstice</u>	<u>Full Conversion CN Balance \$0 3/5/2021 Note Settlement</u>	<u>Restricted</u>	<u>No</u>
<u>5/26/2022</u>	<u>New Issuance</u>	<u>11,320,218</u>	<u>Common</u>	<u>.02224</u> <u>5</u>	<u>Yes</u>	<u>David Barefoot</u>	<u>Full Settlement of Debt Obligations Owed</u>	<u>Restricted</u>	<u>No</u>
<u>5/27/2022</u>	<u>New Issuance</u>	<u>11,320,218</u>	<u>Common</u>	<u>.02224</u> <u>5</u>	<u>Yes</u>	<u>Francis R. Biscan Jr.</u>	<u>Full Settlement of Debt Obligations Owed</u>	<u>Restricted</u>	<u>No</u>

<u>6/16/2022</u>	<u>New issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>.07</u>	<u>Yes</u>	<u>LML Corp. Leslie L. Ryan</u>	<u>Consulting Agreement DTD 02/1/2021</u>	<u>Restricted</u>	<u>No</u>
<u>7/1/2022</u>	<u>New Issuance</u>	<u>1,282,015</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Madison Taylor Consulting Services, LLC  Shauna Yantos</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>213,669</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Mike Williams</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>528,831</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Anna Mae Bensel</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>5,341,728</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>E. Thomas Enstice</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New issuance</u>	<u>115,381</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Phillip Piro</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>432,680</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Anthony Pullella</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>663,443</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Gary and Donna Wilson</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>221,148</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>James and Anne Tustin</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>1,317,271</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>MSA Group LLC  Drew Enstice</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New issuance</u>	<u>221,148</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Bonnie Cade</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New issuance</u>	<u>5,704,965</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>J. Meredith Rapp</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>534,173</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>PDFTE, Inc.  Drew Enstice</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>240,378</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Jennie Gowans</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>240,378</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>Gary Gowans</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>
<u>7/19/2022</u>	<u>New Issuance</u>	<u>12,942,794</u>	<u>Common</u>	<u>\$.0468</u>	<u>No</u>	<u>George Miller</u>	<u>Jamore FBI Asset Purchase Agreement</u>	<u>Restricted</u>	<u>No</u>

Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>3/31/2023</u>			Common: <u>392,913,258</u>						
Preferred A: 75,000,000									

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

MSA Group LLC Full Conversion of Previous Convertible Note Issued 06182019

Between March 31, 2009 and December 31, 2010, 71 persons invested in Adit Resources Corp. (a former subsidiary of Firma). In 2021, current management negotiated with several of these investors to turn their stock investment in Adit (a private company) into:

- the issuance of one share of Firma's common stock in exchange for one share of Adit's common stock, and
- the issuance of one warrant for each share of common stock held by an Adit shareholder at \$.04. This is ongoing and a "work in process" so far 17 Investors have agreed to terms.
- **RB Note Holdings LLC Indebtedness Forgiveness Milestones (please refer to footnotes in debt obligations below)**
- **The potential acquisition through Firma Advanced Carbon Materials, Inc. was cancelled in December 2021, with the 50,000,000 shares of stock surrender in January 2022. We have accounted for the cancellation as of December 31, 2021. For earnings per Share calculation purposes, we also treated these shares as cancelled at December 31, 2021. Due to the length of time the shares were not held by the company the calculation results in earning per share on a weighted basis greater than outstanding shares at December 31, 2021. This is a temporary reporting difference.**

On 3/25/2022 the Company executed an Asset Purchase Agreement for Jamore Food & Beverage International, Inc. (Description Below)

Jamore Food and Beverage International Inc. markets multiple food and beverage products through its significant relationships throughout food and beverage service distribution system. This process includes satisfying the expanding private label market to working with operators to purchase its branded items from the distributor, at the same time the sales teams work to market various products directly to operator customers.

Jamore Food and Beverage International Inc. will handle the continued development of multiple private label items and we will initiate and oversee the creative development, refinement, and commercial development of multiple product lines in the private label and branded spaces. We will introduce, develop, and facilitate growth opportunities in the E-Commerce arena. The Jamore Foods and Beverage International Inc. team will oversee and direct the services of design and E-commerce professionals to achieve the goals of various products along with all new opportunities, while expanding its customer base throughout North America. (More Detailed Disclosures forthcoming in Annual Report 2022 and Q1 2023)

## 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.  *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>03/05/2021</u>	\$0	<u>\$286,000</u>	<u>\$0</u>	<u>12/31/2023</u>	<u>Variable Convertible Note (see Footnotes)</u>	<u>E. Thomas Enstice</u>	<u>Conv. Debt Settlement</u>
<u>03/05/2021</u>	\$0	<u>\$571,105</u>	<u>\$0</u>	<u>12/31/2023</u>	<u>Variable Convertible Note (see Footnotes)</u>	<u>Enstice Family Trust Phil Enstice</u>	<u>Conv. Debt Settlement</u>
<u>03/05/2021</u>	\$382,000.00	<u>\$990,000</u>	<u>\$0</u>	<u>12/31/2023</u>	<u>Variable Convertible Note (see Footnotes)</u>	<u>IRAR Trust FBO E. Thomas Enstice Roth IRA</u>	<u>Conv. Debt Settlement</u>
<u>03/05/2021</u>	\$0	<u>\$440,000</u>	<u>\$0</u>	<u>12/31/2023</u>	<u>Variable Convertible Note (see Footnotes)</u>	<u>George Miller</u>	<u>Conv. Debt Settlement</u>
<u>03/05/2021</u>	\$0	<u>\$552,500</u>	<u>\$0</u>	<u>12/31/2023</u>	<u>Variable Convertible Note (see Footnotes)</u>	<u>Atlas Mineral Holdings LLC (John Matheus)</u>	<u>Conv. Debt Settlement</u>
<u>03/05/2021</u>	\$0	<u>\$515,000</u>	<u>\$0</u>	<u>12/31/2023</u>	<u>Variable Convertible Note (see Footnotes)</u>	<u>Atlas Mineral Holdings II LLC (John Matheus)</u>	<u>Conv. Debt Settlement</u>
<u>03/05/2021</u>	\$0	<u>\$100,000</u>	<u>\$0</u>	<u>12/31/2023</u>	<u>Variable Convertible Note (see Footnotes)</u>	<u>Atlas Mineral Holdings III LLC (John Matheus)</u>	<u>Conv. Debt Settlement</u>
<u>03/05/2021</u>	\$0	<u>\$251,828.46</u>	<u>\$0</u>	<u>12/31/2023</u>	<u>Variable Convertible Note (see Footnotes)</u>	<u>Lynda R. Keeton-Cardno</u>	<u>Conv. Debt Settlement - Services</u>
<u>08/06/2021</u>	\$10,150.68	<u>\$10,000.00</u>	<u>\$150.68</u>	<u>12/6/2021</u>	<u>Promissory Note</u>	<u>Irwin L. Zalcborg</u>	<u>S/T Note</u>
<u>08/09/2021</u>	\$25,356.16	<u>\$25,000.00</u>	<u>\$356.16</u>	<u>12/9/2021</u>	<u>Promissory Note</u>	<u>Reuben Taub</u>	<u>S/T Note</u>
<u>5/25/2022</u>	\$30,246.58	<u>\$25,000.00</u>	<u>\$5246.58</u>	<u>4/30/2023</u>	<u>Promissory Note</u>	<u>E. Thomas Enstice</u>	<u>S/T Note</u>
<u>6/30/2022</u>	\$6600.00	<u>\$5500.00</u>	<u>\$1100.00</u>	<u>4/30/2023</u>	<u>ST Promissory Note</u>	<u>E. Thomas Enstice</u>	<u>S/T Note</u>

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

**RB Note Holdings LLC Indebtedness Forgiveness Milestones.** In connection with that certain Stock Purchase Agreement, dated as of even date hereof, by and between Obligor and Holder, net proceeds received by Holder from the sale or transfer of (a) the Mining Assets (as defined below) will be applied against the Indebtedness on a dollar for dollar basis up to three million dollars (\$3,000,000.00), and (b) all of the shares Obligor pledged to Holder pursuant to that certain Stock Pledge Agreement, dated as of even date hereof, by and between Obligor and Holder ("Pledged Shares") will be applied against the Indebtedness on a dollar for dollar basis up to three million dollars (\$3,000,000.00). Holder will forgive all of the Indebtedness upon the occurrence of one of the following events: (i) net proceeds received by Holder from the sale or transfer of the Mining Assets meets or exceeds three million dollars (\$3,000,000.00); or (ii) if Obligor's stock trades at forty cents (\$0.40) or higher per share for a period of at least three hundred and sixty (360) consecutive days and Holder is able to liquidate all of the Pledged Shares. "Mining Assets" means those certain mining assets owned and controlled by Adit and Gracepoint. The Stock Pledge Agreement is 15,000,000 common shares of Firma Holdings Corp.

On 3/5/2021 the company came to agreement with 9 existing noteholders in its continued effort to clean up the balance sheet. The basic terms of the Settlement and Mutual Release was to acknowledge the principal balance of the notes offer a 10% kicker of principal in lieu of interest and offer a variable conversion feature. To date 9 Noteholders have signed the agreement.

#### 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](http://www.otcm Markets.com)).

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

On 3/25/2022 the Company executed an Asset Purchase Agreement for Jamore Food & Beverage International, Inc. (Description Below)

Jamore Food and Beverage International Inc. markets multiple food and beverage products through its significant relationships throughout food and beverage service distribution system. This process includes satisfying the expanding private label market to working with operators to purchase its branded items from the distributor, at the same time the sales teams work to market various products directly to operator customers.

Jamore Food and Beverage International Inc. will handle the continued development of multiple private label items and we will initiate and oversee the creative development, refinement, and commercial development of multiple product lines in the private label and branded spaces. We will introduce, develop, and facilitate growth opportunities in the E-Commerce arena. The Jamore Foods and Beverage International Inc. team will oversee and direct the services of design and E-commerce professionals to achieve the goals of various products along with all new opportunities, while expanding its customer base throughout North America.

Since January 31, 2023 Jamore FBI has been in negotiation to purchase and use two Pulsar 351 packing machines with the Easysnap Technology for sauces, ketchup, mayonnaise, salad dressing, jam, melted cheese, mustard, spirits, syrups, honey, liquid medications, baby-care products, ointments, toothpaste, shampoo, hair conditioner, liquid hand-sanitizer, body lotions, creams, foam bath, moisturizers, sun creams, and liquid detergents. These machines can be used in the Food, Beauty & Cosmetics, Medical Devices, Pharma, and the Chemical industry. Due to Jamores' relationships with various Food manufacturers management is focusing on Food and Health and Wellness Products, including Eliquids.

On 4/25/2022 the Company formed Saddle Creek Resources Corp. (Company currently analyzing various North American Mining Properties to either Joint Venture and/or Acquire a mining property to take advantage of the corporations existing Net Operating Loss due to previous mining projects in North America.

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

Jamore Food & Beverage International Inc.  
Saddle Creek Resources Corp.  
Monochrome Corp.  
Firma Advanced Carbon Materials Inc.

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

Firma Holdings Corp. ("Firma Holdings" or the "Company"), formerly known as Tara Minerals Corp., consists of two business segments: mining and consumer product sales. We were incorporated in Nevada on May 12, 2006 and redomiciled to the state of Colorado November 12, 2020.

Monochrome believes that utilizing Monochrome's traditional and contemporary delivery methods (through its partners, such as beverage and food distributors), will best serve its development. Additionally, Monochrome's use of non-traditional distribution and delivery channels (such as brokers who will drive business in health care, universities, and health awareness markets) will be equally effective. In December 2021 management seeing the COVID Pandemic winding down it set its sight on an acquisition focused on distribution of Consumer Goods and Services and began negotiations with Jamore Foods shareholders and debtholders. In March of 2022 Jamore Food & Beverage International inc. acquired all trademarks and customer lists from Jamore Foods for 30 million restricted common shares of FRMA.

#### **ABOUT JAMORE FOOD & BEVERAGE INTERNATIONAL INC.**

Jamore Food and Beverage International Inc. markets multiple food and beverage products through its significant relationships throughout food and beverage service distribution system. This process includes satisfying the expanding private label market to working with operators to purchase its branded items from the distributor, at the same time the sales teams work to market various products directly to operator customers.

Jamore Food and Beverage International Inc. will handle the continued development of multiple private label items and we will initiate and oversee the creative development, refinement, and commercial development of multiple product

lines in the private label and branded spaces. We will introduce, develop, and facilitate growth opportunities in the E-Commerce arena. The Jamore Foods and Beverage International Inc. team will oversee and direct the services of design and E-commerce professionals to achieve the goals of various products along with all new opportunities, while expanding its customer base throughout North America.

Since January 31, 2023 Jamore FBI has been in negotiation to purchase and use two Pulsar 351 packing machines with the Easysnap Technology for sauces, ketchup, mayonnaise, salad dressing, jam, melted cheese, mustard, spirits, syrups, honey, liquid medications, baby-care products, ointments, toothpaste, shampoo, hair conditioner, liquid hand-sanitizer, body lotions, creams, foam bath, moisturizers, sun creams, and liquid detergents. These machines can be used in the Food, Beauty & Cosmetics, Medical Devices, Pharma, and the Chemical industry. Due to Jamores' relationships with various Food manufacturers management is focusing on Food and Health and Wellness Products, including Eliquids.

#### **ABOUT SADDLE CREEK RESOURCES CORP. formed 4/25/2022**

Saddle Creek is seeking to acquire and develop a strategic gold or silver based precious metals project located in North America in order to attempt to capitalize on the existing Net Operating Loss of previous mining operations. Management is still actively targeting a mining property and/or Joint venture to take advantage of our NOL from previous years.

Firma Advanced Carbon Materials Inc. has been working with [www.barriereconstruction.com](http://www.barriereconstruction.com) and [igshomes.com](http://igshomes.com) and attempting to form a joint venture to finance and construct various single and multi-family environmentally friendly habitats. We are still finalizing details regarding the Joint Venture, but have targeted a zoned 10 parcel piece of land in the Chicago Suburbs. The Company has been actively working on finalizing a \$10 million dollar financing for a 21 unit residential and two commercial unit ground up apartment complex in Downers Grove, IL. The Company has made great progress in this effort and have targeted two financial institutions willing and able to finance the project. The Company anticipates closing the transaction in Q3 2023.

#### **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 Company is actively seeking a production facility with office space. (More details in Q2 and Q3 2023).

#### **6) Officers, Directors, and Control Persons**

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the 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
Sebastien DuFort	<u>CEO</u>	<u>Wheaton, IL</u>	32,500,000	<u>Common</u>	8.27%	<u>Monochrome Purchase</u>
Sebastien DuFort	<u>CEO</u>	<u>Wheaton, IL</u>	<u>75,000,000</u>	<u>Preferred A</u>	<u>100%</u>	<u>Voting Stock</u>

## 7) Legal/Disciplinary History

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

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A



## 8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Bill Hart  
Firm: Hart & Hart LLC  
Address 1: 1624 N. Washington St.  
Address 2: Denver, CO 80203  
Phone: 303-839-0061

Accountant or Auditor

Name: Lynda R. Keeton-Cardno  
Firm: Keeton CPA  
Address 1: 81 N. Arroyo Grande Blvd. Ste. #140B  
Address 2: Henderson, NV 89704  
Phone: 702-914-0253

Investor Relations

Name: \_\_\_\_\_  
Firm: ICF Industries  
Address 1: 800 Westchester Ave Suite 641N  
Address 2: Rye Brook, NY 10573  
Phone: 855-464-2535

*All other means of Investor Communication:*

Twitter: @firmaholdings  
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) Financial Statements

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>6</sup>:

Name: Lynda Keeton-Cardno  
Title: CEO of Keeton CPA  
Relationship to Issuer: Professional hired to prepare financial statements in accordance with US Gaap for OTC reporting.

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

Since, 2004 Ms. Keeton-Cardno has been the CEO/Managing Member of Lynda R. Keeton CPA, LLC, dba Keeton CPA, an accounting firm based in Henderson, Nevada which provides accounting, audit and consulting services to public and private companies. Between January 1996 and April 2002 Ms. Keeton-Cardno worked for Arthur Andersen, LLP in Phoenix, Arizona and Las Vegas, Nevada in the audit and advisory and technology risk consulting divisions. Ms. Keeton-Cardno is a Nevada licensed certified public accountant and received her accounting degree from Arizona State University's School of Business and Honor's College. In her various roles she has extensive background and experience in managing high performing accounting departments, filings with the SEC and work needed for review and audit by standard promulgated by the Public Companies Accounting Oversight Board.

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

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

## 10) Issuer Certification

*Principal Executive Officer:*

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

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<sup>6</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.

The certifications shall follow the format below:

I, Sebastien C. DuFort certify that:

1. I have reviewed this Disclosure Statement for FRMA;
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.

6/30/2023

/s/Sebastien C. DuFort

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

*Principal Financial Officer:*

I, Sebastien C. DuFort certify that:

1. I have reviewed this Disclosure Statement for FRMA;
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.

6/30/2023

/s/ Sebastien C. DuFort

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

**FIRMA HOLDINGS CORP. AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**AS OF AND FOR THE THREE MONTHS ENDED MARCH 31, 2023, AND 2022**

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**Independent Accountant's Compilation Report**

To the Board of Directors of Firma Holdings Corp. and Subsidiaries:

Management is responsible for the accompanying financial statements of Firma Holdings Corp. and Subsidiaries, which comprise the balance sheets as of March 31, 2023, and December 31, 2022, and the related statements of operations, changes in shareholders' equity and cash flows for the years then ended, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed compilation engagements in accordance with the Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any assurance on these financial statements.

We are not independent with respect to Firma Holdings Corp. and Subsidiaries, as during the engagement we made decisions on accounting entries and presentation to complete the engagement.

*Keeton CPA*

Keeton CPA  
Henderson, NV

June 30, 2023

**FIRMA HOLDINGS CORP. AND SUBSIDIARIES**  
**(formerly known as Tara Minerals Corp.)**  
**(An Exploration Stage Company)**  
**UNAUDITED CONSOLIDATED BALANCE SHEETS**

	<u>March 31, 2023</u>	<u>December 31, 2022</u>
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 80,477	\$ 76,747
Trade receivables	-	58,000
Prepaid assets	3,250	4,625
Inventory	9,620	9,620
Notes receivable, current	52,468	51,820
Notes receivable, related parties	178,241	188,561
Total current assets	<u>324,055</u>	<u>389,373</u>
Intangible assets	1,404,000	1,404,000
Other	73	73
Total assets	<u>\$ 1,728,128</u>	<u>\$ 1,793,446</u>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities:</b>		
Accounts payable and accrued expenses	\$ 1,131,005	\$ 1,113,559
Notes payables, current portion	5,852,434	5,832,434
Convertible notes payable, net	267,000	267,000
Total current liabilities	<u>7,250,439</u>	<u>7,212,993</u>
<b>Stockholders' equity:</b>		
Preferred stock undesignated: \$0.01 par value, authorized 25,000,000 shares; -0- issued and outstanding	-	-
Preferred stock Class A: \$0.01 par value, authorized 75,000,000 shares; 75,000,000 issued and outstanding	750,000	750,000
Common stock: \$0.001 par value; authorized 400,000,000 shares; issued and outstanding 392,913,258 and 288,727,952 shares	392,913	392,913
Additional paid-in capital	52,831,871	52,831,871
Common stock payable	556,676	556,676
Accumulated deficit	(60,053,771)	(59,951,007)
Total Firma Holdings stockholders' equity	<u>(5,522,311)</u>	<u>(5,419,547)</u>
Total liabilities and stockholders' equity	<u>\$ 1,728,128</u>	<u>\$ 1,793,446</u>

**FIRMA HOLDINGS CORP. AND SUBSIDIARIES**  
**(formerly known as Tara Minerals Corp.)**  
**(An Exploration Stage Company)**  
**UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS**

	<u>March 31, 2023</u>	<u>March 31, 2022</u>
Revenues	\$ -	\$ -
Cost of revenue	-	-
Gross margin	-	-
Exploration expenses	-	-
Operating, general and administrative expenses	48,618	199,406
Net operating loss	48,618	199,406
Non-operating (loss) income:		
Interest income	2,528	1,698
Interest expense	(2,900)	(160,783)
Gain on debt extinguishment	-	202,457
Unrealized gain on cash equivalents	4,226	(8,571)
Asset impairment	(58,000)	-
Total non-operating (loss ) income	(54,146)	34,800
Income loss before income taxes	(102,765)	(164,606)
Income tax provision	-	-
Net loss	<u>\$ (102,765)</u>	<u>\$ (164,606)</u>
Net loss per share before discontinued operations, basic and dilutive	\$ (0.00)	\$ (0.00)
Discontinued operations, basic and dilutive	\$ (0.00)	\$ (0.00)
Net loss per share, basic and dilutive	\$ (0.00)	\$ (0.00)
Weighted average number of shares, basic and dilutive	392,913,258	303,730,003



**FIRMA HOLDINGS CORP. AND SUBSIDIARIES**  
**(formerly known as Tara Minerals Corp.)**  
**(An Exploration Stage Company)**  
**UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Preferred Stock		Common Stock		Additional Paid-In Capital	Common Stock Payable (Receivable)	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance at December 31, 2021	75,000,000	\$ 750,000	288,727,952	\$288,728	\$ 49,885,459	\$ 1,052,949	\$(59,419,681)	\$ (7,442,544)
Cash for stock	-	-	5,096,154	5,096	44,904	-	-	50,000
Stock for services	-	-	40,877,950	40,878	973,720	(496,274)	-	518,324
Renegotiated stock subscription to convertible debt	-	-	-	-	-	-	-	-
Beneficial conversion feature on convertible notes payable	-	-	-	-	-	-	-	-
Conversion of convertible debt	-	-	28,211,202	28,211	553,789	-	-	582,000
Asset purchase of Jamore			30,000,000	30,000	1,374,000			1,404,000
Stock in purchase of Monochrome forfeited	-	-	-	-	-	-	-	-
Issuance of preferred stock at par value	-	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	(531,327)	(531,327)
Balance at December 31, 2022	75,000,000	\$750,000	392,913,258	\$392,913	\$52,831,871	\$556,676	\$(59,951,007)	\$(5,419,547)

**FIRMA HOLDINGS CORP. AND SUBSIDIARIES**  
**(Formerly known as Tara Minerals Corp.)**  
**(An Exploration Stage Company)**  
**UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(CONTINUED)**

	Preferred Stock		Common Stock		Additional	Common Stock	Accumulated	
	Shares	Amount	Shares	Amount	Paid-In Capital	Payable (Receivable)	Deficit	Total
Net loss	-	-	-	-	-	-	(102,765)	(102,765)
Balance at March 31, 2023	75,000,000	\$ 750,000	392,913,258	\$ 392,913	\$ 52,831,871	\$ 556,676	\$(60,053,771)	\$ (5,522,312)

**FIRMA HOLDINGS CORP. AND SUBSIDIARIES**  
**(formerly known as Tara Minerals Corp.)**  
**(An Exploration Stage Company)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	For the three months ended March 31,	
	2023	2022
<b>Cash flows from operating activities:</b>		
Net loss attributable to Firma Holdings' shareholders	\$ (102,765)	\$ (164,606)
Adjustments to reconcile net loss to net cash:		
Common stock issued for services and other expenses	-	859,029
Accretion of beneficial conversion feature or debt discount	-	159,633
Gain on debt extinguishment	-	(202,457)
Asset impairment	58,000	-
Changes in current operating assets and liabilities:		
Prepaid expenses	1,375	128,172
Accounts payable and accrued expenses	17,447	(843,415)
Net cash (used in) provided by operating activities	(25,942)	(63,644)
<b>Cash flows from investing activities:</b>		
Payment for notes receivable	(648)	(589)
Payment for notes receivable, related party	10,320	7,891
Net cash used in investing activities	9,672	7,302
<b>Cash flows from financing activities:</b>		
Cash from the sale of common stock	-	50,000
Proceeds from notes payable and convertible debt	20,000	-
Net cash provided by financing activities	20,000	50,000
Net increase (decrease) in cash	3,730	(6,342)
Beginning of period cash balance	76,747	97,864
End of period cash balance	\$ 80,477	\$ 91,522
<b>Supplemental Information:</b>		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
<b>Non-cash Investing and Financing Transactions:</b>		
Stock issued for services treated as prepaid due to contract term	\$ -	\$ 14,688
Stock encumbered for business purchase - Jamore	\$ -	\$ 900,000
Convertible debt converted to common stock	\$ -	\$ 200,000
Stock issued for stock pledge associated with debt	\$ -	\$ 582,000

**FIRMA HOLDINGS CORP. AND SUBSIDIARIES**  
**(formerly known as Tara Minerals Corp.)**  
**(An Exploration Stage Company)**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Note 1. Basis of Presentation and Organization and Significant Accounting Policies**

Basis of Presentation and Organization

Firma Holdings Corp. (“Firma Holdings” or the “Company”), formerly known as Tara Minerals Corp., consists of two business segments: mining and consumer product sales. We were incorporated in Nevada on May 12, 2006, and redomiciled to the state of Colorado on November 12, 2020.

In July 2020, the Company acquired all the outstanding shares of Monochrome Corp. for 32,500,000 shares of the Company's common stock. Monochrome believes that utilizing its traditional and contemporary delivery methods (through its partners, such as beverage and food distributors), will best serve its development. Additionally, Monochrome’s use of non-traditional distribution and delivery channels, such as brokers who will drive business in health care, universities, and health awareness markets, will be equally effective.

In March 2021, the Company organized Firma Advanced Carbon Materials as a wholly owned subsidiary with the intention to use this company for investment in exploration and mining opportunities in the United States.

In December 2021, management, seeing the COVID Pandemic winding down, set its sight on an acquisition focused on distribution of Consumer Goods and Services and began negotiations with Jamore Foods shareholders and debtholders. In March 2022, the Company acquired all trademarks and customer lists from Jamore Foods for 30,000,000 restricted common shares of the Company, valued at \$1,404,000.

In April 2022, the Company formed Saddle Creek Resources Corp. as a wholly owned subsidiary with the purpose to acquire and develop a strategic gold or silver based precious metals project located in North America. As of the date of these financial statement’s operations have not commenced for this entity.

The consolidated financial statements include the financial statements of the Company and its subsidiaries. All amounts are in U.S. dollars unless otherwise indicated. All significant inter-company balances and transactions have been eliminated in consolidation.

The reporting currency of the Company is U.S. dollars.

The Company's significant accounting policies are:

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management routinely makes judgments on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

Cash and Cash Equivalents

For the Statements of Cash Flows, all highly liquid investments with a maturity of three months or less are cash equivalents. As of March 31, 2023, the Company had \$102,765 in cash equivalents; \$76,747 as of December 31, 2022.

Fair Value Accounting

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The three levels of the fair value hierarchy are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;
- Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

### Concentrations

The Company maintains cash balances at highly rated financial institutions in the United States. Each institution is insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000 for deposit accounts. The Company had no bank accounts more than \$250,000, on March 31, 2023, or December 31, 2022, respectively. The Company has not experienced any losses in these accounts.

### Inventory

Inventory is stated at a lower cost (computed on a first-in, first-out basis) or net realizable value.

### Financial and Derivative Instruments

The Company periodically enters into financial instruments. Upon entry, each instrument is reviewed for debt or equity treatment. If the debt or equity treatment is not readily apparent, FASB ASC 480-10-S99 is consulted for temporary treatment. Once an event takes place that removes the temporary element the Company appropriately reclassifies the instrument to debt or equity.

The Company periodically assesses its financial and equity instruments to determine if they require derivative accounting. Instruments which may potentially require derivative accounting are conversion features of debt, equity, and common stock equivalents more than available authorized common shares, and contracts with variable share settlements. In the event of derivative treatment, we mark the instrument to market.

We have determined that common stock equivalents that may be more than available authorized common shares are not derivative instruments since an increase in authorized shares is within our control because our Chief Executive Officer, Sebastien DuFort, controls over 50% of our voting power. Mr. DuFort has the power to elect directors of his choosing, including, if he so chose, to elect himself as the sole director through his greater than 50% effective ownership of the outstanding common shares, through a combination of both common shares and preferred shares with voting rights commensurate with common shareholders. Article 3, Item 10 of the Company's bylaws states that: "Any director may be removed for cause by the majority vote of the stockholders or by a majority vote of the Board of Directors." Therefore, Mr. DuFort has the authority and ability, as controlling shareholder, to take action to remove the board, and either replace them with board members who would act or install himself as the sole board member and act unilaterally.

### Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." Topic 606 established that the Company recognize revenue using the following five-step model:

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

The Company identifies performance obligations in contracts with customers when such contracts arise. At present we have no contracts with customers.

### Exploration Expenses and Technical Data

Exploration costs not directly associated with proven reserves on our mining concessions are charged to operations as incurred.

Technical data, including engineering reports, maps, assessment reports, exploration samples certificates, surveys, environmental studies, and other miscellaneous information, may be purchased for our mining concessions. When purchased for concessions without proven reserves the cost is considered research and development pertaining to a developing mine and is expensed when incurred.

### Income Taxes

Income taxes are provided for using the asset and liability method of accounting in accordance with the Income Taxes Topic of the FASB ASC. Deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized by management. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets will not be realized. The computation of limitations relating to the amount of such tax assets, and the determination of appropriate valuation allowances relating to the realization of such assets, are inherently complex and require the exercise of judgment. As additional information becomes available, management continually assesses the carrying value of our net deferred tax assets.

### Segment reporting

As of the date of these financial statements the management's focus is on satisfying historical noteholders and investigating other business opportunities which are in their infancy. Due to this management has determined that none of the segments at present require additional segment reporting.

### Stock Based Compensation

Stock based compensation is accounted for using the Equity-Based Payments to Non-Employee's Topic of the FASB ASC, which establishes standards for the accounting of transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. We determine the value of stock issued at the date of grant. We also determine, at the date of grant, the value of stock at fair market value or the value of services rendered (based on contract or otherwise), whichever is more readily determinable.

Shares issued to employees are expensed upon issuance.

Stock based compensation for employees is accounted for using the Stock Based Compensation Topic of the FASB ASC. We use the fair value method for equity instruments granted to employees and will use the Black-Scholes model for measuring the fair value of options, if issued. The stock based fair value compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

### Net Loss per Common Share

Earnings per share is calculated in accordance with the Earnings per Share Topic of the FASB ASC. The weighted-average number of common shares outstanding during each period is used to compute basic earnings (loss) per share. Diluted earnings per share is computed using the weighted average number of shares plus diluted potential common shares outstanding. Potentially diluted common shares consist of employee stock options, warrants, and other convertible securities, and are excluded from the diluted earnings per share computation in periods when the Company has incurred a net loss. During the year-to-date periods ended March 31, 2023, and December 31, 2022, respectively, the Company incurred net losses, resulting in no dilutive common shares.

### Recently adopted and recently issued accounting guidance.

Recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the SEC, did not, or are not believed by management to, have a material impact on the Company's present or future financial position, results of operations or cash flows.

### **Note 2. Going Concern**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the ordinary course of business. However, the Company has had negative working capital and a stockholders' deficit. The Company believes that its existing cash resources are not sufficient to fund its debt payments and working capital requirements.

The Company may not be able to raise sufficient additional debt, equity, or other cash on acceptable terms, if at all. Failure to generate sufficient revenues, achieve certain other business plan objectives or raise additional funds could have a material adverse effect on the Company's results of operations, cash flows and financial position, including its ability to continue as a going concern, and may require it to significantly reduce, reorganize, discontinue, or shut down its operations.

In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company which, in turn, is dependent upon the Company's ability to meet its financing requirements on a continuing basis, and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in its existence. Management's plans include efforts to develop new revenue sources and negotiate further debt reductions with creditors.

There can be no assurance that the Company will be able to achieve its business plan objectives or be able to achieve or maintain cash-flow-positive operating results. If the Company is unable to generate adequate funds from operations or raise sufficient additional funds, the Company may not be able to repay its existing debt, continue to operate its network, respond to competitive pressures, or fund its operations. As a result, the Company may be required to significantly reduce, reorganize, discontinue, or shut down its operations. Accordingly, the management of the Company has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year after the issuance date of these financial statements.



**Note 3. Notes receivable, current**

In March 2021, the Company entered into a notes receivable to a third party for \$48,875, with 5% interest. The note was originally due on December 31, 2021, but has been extended to June 30, 2022. Management intends to extend the date again to later in 2023.

The value of this note is \$52,468 as of March 31, 2023; \$51,820 as of December 31, 2022.

**Note 4. Note receivable, related party**

As of March 31, 2023, and December 31, 2022, respectively, the Company advanced funds against the following.

	2023	2022
IPS	\$ 15,850	\$ 15,850
Advanced Carbon	19,425	19,425
ID Global	143,221	153,286
Total	\$ 178,241	\$ 188,561

The above advances, plus additional funds paid in 2021, were turned into notes receivable plus 5% interest. The notes were due and payable December 31, 2021, but have been extended to June 30, 2022. Management intends to extend the date again to later in 2023. Included in the above amounts is accrued interest of \$11,606 as of March 31, 2023, and \$7,845 as of December 31, 2022.

Due to common ownership by our Chief Executive, we have treated these as related party notes receivable. However, the value of these items did not result in consolidation of these entities as the other parties are not economically dependent on the Company.

## **Note 5. Intangible assets**

In March 2022, the Company acquired all trademarks and customer lists from Jamore Foods for 30,000,000 restricted common shares of the Company. All shares related to this transaction were issued in July 2022 at a value of \$0.0468 per share. As there were no other assets purchased, the entire value of the shares was accounted for an intangible asset for the trademarks and customer lists acquired.

The contract holds no claw back provisions in the number of shares issued.

Management is within the one-year measurement date, which allows for retrospective adjustment from the acquisition date to adjust or impair the valuation of the intangibles in this purchase.

## **Note 6. Goodwill**

In July 2020, the Company acquired all the outstanding shares of Monochrome Corp. for 40,000,000 shares of the Company's common stock. On July 15, 2020, the Company's closing stock price was \$0.0063.

Included in the purchase agreement are several contingent clauses which, should they occur, would result in the return of shares to the Company. Pursuant to FASB ASC 805-30, the changes in the fair value will be recognized in earnings. As of July 31, 2021, pursuant to these clauses, management determined that 7,500,000 common shares should be returned to the Company. The shares were surrendered in September 2021.

Due to the Covid pandemic winding down, and the Company unable to move along the intended business plan associated with personal protection equipment the full value of the related goodwill for this transaction was impaired as of June 30, 2022.

Included in the purchase price of this transaction was a trade receivable of \$58,000. This has been impaired as of March 31, 2023.

## **Note 7. Income taxes**

The Company did not record income tax expenses for the year end December 31, 2022, because of the net loss incurred year to date for related period. Due to the net loss position the Company will need to consult with tax advisors on if there is any tax consequence to non-cash debt extinguishments that are part of renegotiated debt. The Company has accumulated net operating losses of approximately \$60 million for United States federal tax purposes as of March 31, 2023, and \$60 million as of December 31, 2022. Due to continued losses the last tax return filed for the Company was as of December 31, 2014, which makes it possible that the Company has no possible net operating losses.

Additionally, per U.S. Internal Revenue Code Section 382, in the event of a change of ownership, the availability of the Company's net operating losses carry forwards may be subject to an annual limitation against taxable income in future periods, which could substantially limit the eventual utilization of this net operating loss carry forwards. This limitation may not apply pursuant to an ownership change as described in Section 1262 of P.L. 111-5.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The only significant component of the Company's deferred tax asset is its net operating loss carryforward,

which provides a deferred tax asset of approximately \$12 million. The Company records a 100% valuation allowance that results in a net deferred tax asset of \$0.

The Company did not have any material unrecognized tax benefits as of March 31, 2023 and December 31, 2022. The Company does not expect the unrecognized tax benefits to significantly increase or decrease within the next twelve months. The Company recorded no interest and penalties relating to unrecognized tax benefits as of and during the year end March 31, 2023 and December 31, 2022. The Company is subject to United States federal income tax, as well as taxes by various state jurisdictions. The Company is currently open to audit under the statute of limitations by the federal and state jurisdictions for the years ending December 31, 2018, through 2021.

#### **Note 8. Notes Payable and Convertible Note Payable, net**

The following table represents the outstanding balance of notes payable and convertible notes payable, net.

	March 31, 2023	December 31, 2022
Mining related notes payable	\$ 5,754,434	\$ 5,754,434
Other notes payable	98,000	78,000
Convertible notes payable, net	267,000	267,000
Less – current portion	(5,852,434)	(5,832,434)
Less – current portion convertible notes payable, net	(267,000)	(267,000)
Total – non-current portion	\$ -	\$ -

The five-year maturity schedule for notes payable and convertible notes payable, net is presented below:

	2023	2024	2025	2026	Thereafter	Total
Mining related notes payable	\$ 5,754,434	\$ -	\$ -	\$ -	\$ -	\$ 5,754,434
Notes payable	98,000	-	-	-	-	98,000
Convertible notes payable, net	267,000	-	-	-	-	267,000
Total	\$ 6,199,434	\$ -	\$ -	\$ -	\$ -	\$ 6,199,434

#### Mining related notes payable:

Prior to January 1, 2019, prior management continued investments in mining concessions and opportunities in Mexico. This resulted in \$2,576,615 in various promissory notes ranging in maturity dates from December 31, 2019, to July 7, 2025. In 2021, current management renegotiated with several of these note holders to convert these term notes into convertible notes resulting in \$249,750 remaining related to this area.

Between March 31, 2009, and December 31, 2010, 71 persons invested in Adit Resources Corp. (a former subsidiary of Firma). In 2021, current management negotiated with several of these investors to turn their stock investment in Adit (a private company) into:

- the issuance of one share of Firma's common stock in exchange for one share of Adit's common stock, and

- the issuance of one warrant for each share of common stock held by an Adit shareholder.

As of March 31, 2023, and December 31, 2022, respectively, the value of the shares in Adit have been treated as non-interest-bearing debt totaling \$1,360,663. For the year ended December 31, 2022, 17 of these Adit shareholders released any claims they have or may have against Firma and signed conversion documents.

In October 2020, the Company divested itself of all mining operations and related companies having to do with mining in the country of Mexico. In connection with this, the Company entered a non-interest-bearing demand promissory note for \$4,211,521 due December 31, 2022, which also required the Company's U.S. subsidiaries associated with the mining concessions in Mexico to be debt free and unencumbered. This resulted in required negotiations with both the Adit shareholders and other debt holders who had previously invested in the Mexico mining opportunities.

In connection with the above demand promissory note, the Company has also pledged 15,000,000 shares of restricted common stock which were issued in December 2021 and have been treated as a non-amortizing debt discount to the related debt. The agreement allows for certain forgiveness of debt if the following milestones are met:

- Net proceeds received from the sale or transfer of the mining assets meets or exceeds \$3,000,000; or,
- The Company's stock trades at \$0.40 or higher per share for a period of at least three hundred and sixty (360) consecutive days and note holder can liquidate the pledged shares.

#### Other notes payable:

As of March 31, 2023, the company had a total of \$98,000 in other notes payable. This consists of five notes, at 10% interest each with various maturity dates from December 2021 to October 2023. Any notes that are delinquent are anticipated to be extended by management in 2023.

#### Convertible notes payable, net:

As of March 31, 2023, the Company had a total of \$267,000 in convertible debt. This consists of three (3) convertible debt notes that are all fix rate conversion instruments with conversion prices ranging from \$0.02 - \$0.035, interest rates that range from 0% - 5% and maturity dates ranging from October 2021 – January 2022. As of the date of these financial statements the noteholders have not executed conversation instructions to management.

## **Note 9. Stockholders' Equity**

The authorized common stock of Firma Holdings consists of 100,000,000 shares of preferred stock with a par value of \$0.01, 25,000,000 of which is not designated and 75,000,000 is designated as Class A; and 400,000,000 shares of common stock with par value of \$0.001.

Class A Preferred Shares have the following clauses:

- Certain liquidation clauses;
- Conversion of Class A Preferred Shareholders' can convert their preferred stock into 100 shares of common stock of the Company;
- Voting rights: 100 votes per share, entitled to vote on all matters brought before common shareholders.

There are no stock transactions for the year to date period ending March 31, 2023.

In 2022 the Company had the following stock transactions:

- Issued 40,877,950 shares of common stock for services valued at an average of \$0.025 per share or \$1,014,598 and releasing \$496,274 in stock payable related to services to be paid in stock from the prior year.
- Issued 28,211,202 shares of common stock for convertible debt valued at an average of \$0.021 per share or \$582,000.
- Issued 5,096,154 common shares for cash for \$50,000 or \$0.01 per share.
- Issued 30,000,000 shares of common stock for the purchase of intangible assets of Jamore Foods valued at \$1,404,000 or \$0.0468 per share.

**Note 10. Warrants**

A summary of warrant activity as of March 31, 2023, and December 31, 2022, and changes during the period then ended is presented below:

Warrants	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding on December 31, 2021	66,590,983	\$ 0.05	2	\$ 2,666,462
Granted	6,346,154	0.03	2	190,385
Exercised	-	-		
Forfeited, expired or cancelled	(18,392,858)	(0.03)		(600,000)
Outstanding on December 31, 2022	54,544,279	\$ 0.04	2	\$ 2,256,847
Granted	-	-		-
Exercised	-	-		
Forfeited, expired or cancelled	(27,000,000)	(0.05)		(1,350,000)
Outstanding on March 31, 2023	27,544,279	\$ 0.05	2	\$ 906,847
Exercisable on March 31, 2023	27,544,279	\$ 0.05	2	\$ 906,847

All warrants vest upon issuance.

**Note 11. Other**

In December 2022, the Company and a third party, Pure North Markets, entered a non-binding letter of intent to acquire the third party with various payments and other actions required by the third party. As of the filing of these financial statements, various actions of the third party have not been performed and management has deemed the non-binding letter of intent as a “work in progress”, not finalized and not closed.

Included in this agreement is a secondary market sale of the Preferred A Shares held by our Chief Executive Officer, Sebastien DuFort. Should the deal ever close, this could result in a change of control of the Company.

Also, in this agreement was a \$100,000 non-refundable payment upon signing the letter of intent. The Company has received that and accounted for this as other income.

**Note 12. Subsequent Events**

The Company issued 2,500,000 of common stock for consulting services valued at \$0.03 per share in the second quarter of 2023.

The Company has evaluated all activity through June 30, 2023 (the date the Financial Statements were available to be issued) and concluded that no subsequent events have occurred that would require recognition in the Financial Statements or disclosure in the Notes to the Financial Statements.