

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

UMAX GROUP CORP.

2020 Bay Street
Los Angeles, California 90012

702-750-7639
www.umaxgrpcorp.com
rondell@umaxgrocorp.com

899: Miscellaneous Services
6799 – Investors, Misc.
7389 Business Services, Not Elsewhere Classified
7812 Motion Picture and Video Tape Production
7819 Services Allied to Motion Picture Production

Quarterly Report
For the Period Ending: October 31, 2022
(the “Reporting Period”)

Amendment dated April 10, 2023

As of October 31, 2022, the number of shares outstanding of our Common Stock was: 70,472,274

As of July 31, 2022, the number of shares outstanding of our Common Stock was: 70,472,274

As of April 30, 2022, the number of shares outstanding of our Common Stock was: 70,472,274

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ “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 incorporated as UMAX Group Corp. on March 21, 2011, with the Nevada Secretary of State, Corporation Division. From inception to the date of this report, the Company has not changed its names and has no predecessors.

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):

Formed on March 21, 2011, in the State of Nevada (Active and in Good Standing)

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

There have not been any trading suspension orders issued by the SEC concerning the Company since inception.

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

On or about May 26, 2021, the Company acquired 51.5% of the equity interest in Funny Media Group, LLC, a Wyoming limited liability company ("FMG") in exchange for 5,000,000 shares of Preferred "B" Stock of the Company. This related party transaction made FMG a control subsidiary of the Company. Rondell Fletcher, the sole officer and director of the Company is the managing member and controlling equity owner of FMG.

On or about January 14, 2021, the Company acquired 51% of the equity interest in Funny Media Studios, a California corporation ("FMS") in exchange for 1,500,000 shares of Preferred "B" Stock of the Company. This related party transaction made FMS a control subsidiary of the Company. Rondell Fletcher, the sole officer and director of the Company, is the sole officer and director of FMS and also its control shareholder.

On or about April 14, 2022, the Company acquired the remaining 48.5% of the equity interest in Funny Media Group, LLC, a Wyoming limited liability company ("FMG") in exchange for 1,000,000 shares of Preferred "B" Stock of the Company. This related party transaction makes FMG a wholly-owned subsidiary of the Company. Rondell Fletcher, the sole officer and director of the Company is the managing member and controlling equity owner of FMG.

The address(es) of the issuer's principal executive office: 2020 Bay Street, Los Angeles, California 90012

The address(es) of the issuer's principal place of business: 2020 Bay Street, Los Angeles, California 90012

Check box 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?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

Not Applicable

2) Security Information

Trading symbol:	<u>UMAX (OTC Pink)</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>904197100</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>1,850,000,000</u>	as of date: <u>October 31, 2022</u>
Total shares outstanding:	<u>70,472,274</u>	as of date: <u>October 31, 2022</u>
Number of shares in the Public Float ² :	<u>18,793,734</u>	as of date: <u>October 31, 2022</u>
Total number of shareholders of record:	<u>117</u>	as of date: <u>October 31, 2022</u>

Note to Common Stock: During the 3rd quarter ended October 31, 2021, the Company cancelled 500,000,000 shares of Common Stock of the Company lowering the issued and outstanding Common Stock of the Company to 65,472,274 (e.g., date of cancellation was August 11, 2021). The Company plans on conducting the necessary corporate actions and document filings to amend its articles of incorporation with the Nevada Secretary of State, Corporation Division, lowering the authorized common stock from 1,850,000,000 to 500,000,000 which shall be completed by the end of the third quarter, January 31, 2023 or earlier. These two transactions are being conducted to provide a more normalized market capitalization of the Company's common stock commensurate to the Company's current and future business operations and financial performance.

Trading symbol:	<u>None (Not Publicly Quoted)</u>	
Exact title and class of securities outstanding:	<u>Preferred "A"</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>50,000,000</u>	as of date: <u>October 31, 2022</u>
Total shares outstanding:	<u>39,435,000</u>	as of date: <u>October 31, 2022</u>

Designation of Security: The "A" Class Preferred has a conversion rate to one (1) share of the "A" Class Preferred to one thousand (1,000) shares of Common Stock. The holders of the "A" Class Preferred Stock are entitled to vote on all matters voted on by the Company's common shareholders, including election of directors, on the basis of one vote per share of "A" Class Preferred Stock held. However, they are not entitled to cumulative voting, and accordingly, the holders of a majority of the voting shares of the Company can elect the entire board of directors if they choose to do so, and, in that event, the holders of the remaining shares will not be able to elect any person to the Company's Board of Directors. At the current time, per the bylaws of the Company (e.g., Section 5), the "A" Class Preferred shares are the only voting stock of the Company. The current amended designation cannot be amended without a 100% vote approval of current issued and outstanding "A" Class Preferred.

Trading symbol:	<u>None (Not Publicly Quoted)</u>	
Exact title and class of securities outstanding:	<u>Preferred "B"</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>19,210,000</u>	as of date: <u>October 31, 2022</u>
Total shares outstanding:	<u>100,000,000</u>	as of date: <u>October 31, 2022</u>

Designation of Security: The "B" Class Preferred had a conversion rate to one (1) share of the "B" Class Preferred to five (5) shares of Common Stock. The conversion rate of the "B" Class Preferred is not affected by a forward or reverse split of the Common Stock of the Company. During May 2021, a majority of the holders of the "B" Class Preferred approved a change (e.g., pursuant to N.R.S. 78.1955.3) to the conversion rate of the "B" Preferred Stock to Common Stock. The new conversion rate is one (1) share of "B" Class Preferred to one (1) share of Common Stock. On June 3, 2021, the Company filed an amended designation with the Nevada Secretary of State to effectuate this proposed change to the conversion rate

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

to the Common Stock of the Company. The Company will file a copy of the amended designation via a supplemental filing on OTC Markets subsequent to such filing being completed.

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

Trading symbol:	<u>None</u>	
Exact title and class of securities outstanding:	<u>N/A</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>N/A</u>	
Total shares authorized:	<u>N/A</u>	as of date: <u>N/A</u>
Total shares outstanding:	<u>N/A</u>	as of date: <u>N/A</u>

Transfer Agent

Name: Transhare Corporation
Phone: 303-662-1112
Email: info@transhare.com
Address: Bayside Center 1, 17755 U.S. Highway 19 N, Clearwater, Florida 33764

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

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³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>May 1, 2020</u> Common: <u>560,372,274</u> Preferred A: <u>39,445,000</u> Preferred B: <u>11,710,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g., for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>11/05/20</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$10,000</u>	<u>Yes</u>	<u>K9 Kountry, LLC (George Rivera)</u>	<u>Cash</u>	<u>Restricted</u>	<u>1933 Act - §4(a)(2)</u>
<u>4/22/21</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$1,100,000</u>	<u>Yes</u>	<u>Cedera Solutions, LLC (Brent Taylor)</u>	<u>Preferred A Conversion</u>	<u>Unrestricted</u>	<u>1933 Act - §4(a)(2)</u>
<u>4/22/21</u>	<u>Conversion</u>	<u>(5,000)</u>	<u>Preferred A</u>	<u>\$1</u>	<u>No</u>	<u>Cedera Solutions, LLC (Brent Taylor)</u>	<u>Preferred A Conversion</u>	<u>Restricted</u>	<u>1933 Act - §4(a)(2)</u>
<u>5/26/21</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Preferred B</u>	<u>\$500</u>	<u>No</u>	<u>Mazuma Holdings, LLC (Wyoming – Rondell Fletcher)</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>1933 Act - §4(a)(2)</u>
<u>8/11/21</u>	<u>Cancellation</u>	<u>(500,000,000)</u>	<u>Common</u>	<u>\$20,625,000</u>	<u>No</u>	<u>Red Mountain Labs, LLC</u>	<u>Cancellation of Common Stock</u>	<u>Restricted</u>	<u>Not Applicable</u>
<u>1/14/22</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Preferred B</u>	<u>\$150</u>	<u>No</u>	<u>Mazuma Holdings, LLC (Wyoming – Rondell Fletcher)</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>1933 Act - §4(a)(2)</u>
<u>3/8/22</u>	<u>Conversion</u>	<u>(5,000)</u>	<u>Preferred A</u>	<u>\$1</u>	<u>No</u>	<u>Ian N. Dixon</u>	<u>Preferred A Conversion</u>	<u>Restricted</u>	<u>1933 Act - §4(a)(2)</u>
<u>3/8/22</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$390,000</u>	<u>No</u>	<u>Ian N. Dixon</u>	<u>Preferred A Conversion</u>	<u>Restricted</u>	<u>1933 Act - §4(a)(2)</u>

<u>4/13/22</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>\$100</u>	<u>No</u>	<u>Mazuma Holdings, LLC (Wyoming – Rondell Fletcher)</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>1933 Act – §4(a)(2)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
Date <u>October 31, 2022</u>									
Common: <u>70,472,274</u>									
Preferred A: <u>39,435,000</u>									
Preferred B: <u>19,210,000</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019, through June 30, 2021 pursuant to the tabular format above.

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

Pursuant to GAAP rules, the cancellation of 500,000,000 shares of Common Stock on August 11, 2021, by Red Mountain Labs, Inc. resulted in an off-setting gain of \$20,625,000 USD against the loss recorded on February 29, 2019, for the issuance of said same shares of Common Stock pursuant to a conversion of Class “A” Preferred Stock.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for	Name of Noteholder (entities must have individual	Reason for Issuance (e.g. Loan, Services, etc.)

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4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Devin Cook
Title: Accountant
Relationship to Issuer: Consultant

Provide the financial statements described below 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.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial Statements and Notes Thereto for Fiscal Year End October 31, 2022 (Enclosed with this Filing)

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

UMAX Group Corp. is a Nevada corporation, is a public quoted Pink Sheet issuer under the ticker symbol "UMAX". Currently, UMAX has one wholly owned operational subsidiary, Funny Media Group, LLC, a Wyoming limited liability company ("FMG"). FMG is a media development company which is currently concentrating on producing its own original content with the intent of selling that content to one of the many streaming companies (i.e., Netflix, Hulu, Showtime, Disney+, etc.) and having our own streaming platforms on our web site and YouTube channels. Funny Media has currently produced over 60 comedy specials (each special being 30 minutes in duration) at its own state of the art

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

facility. The Funny Media facility was built with the development of live audience content in mind with approximately \$200,000 USD in on site video and production equipment and \$200,000 USD in full facility build out costs. The investment in the facility has allowed us to keep out of pocket production costs down and produce each 30-minute comedy special for under \$7,500 USD.

B. Please list any subsidiaries, parents, or affiliated companies.

UMAX Group Corp. is a Nevada corporation, is a public quoted Pink Sheet issuer under the ticker symbol "UMAX". Currently, UMAX has one wholly owned operational subsidiary, Funny Media Group, LLC, a Wyoming limited liability company ("FMG") and one control subsidiary, Funny Media Studios ("FMS") a California corporation.

C. Describe the issuers' principal products or services.

FMG is a media development company which is currently concentrating on producing its own original content with the intent of selling that content to one of the many streaming companies (i.e., Netflix, Hulu, Showtime, Disney+, etc.) and having our own streaming platforms on our web site and YouTube channels. Funny Media has currently produced over 60 comedy specials (each special being 30 minutes in duration) at its own state of the art facility. The Funny Media facility was built with the development of live audience content in mind with approximately \$200,000 USD in on site video and production equipment and \$200,000 USD in full facility build out costs. The investment in the facility has allowed us to keep out of pocket production costs down and produce each 30-minute comedy special for under \$7,500 USD.

6) 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 operates a state-of-the-art facility in Downtown Los Angeles (2020 Bay Street, Los Angeles, California 90012) that has become a one-stop shop for live comedy shows which was formerly known as the Comedy Cube. This 6,000-sq.ft. location has been upgraded with state-of-the-art on-site video and production equipment along with a full build out utilized for a live audience. The Issuer leases this space for \$5,500 USD per month on a month-to-month basis.

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7) Company Insiders (Officers, Directors, and Control Persons)

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.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, 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.**

Name of Officer/Director or Control Person	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	Note
<u>Rondell Fletcher</u> (Sole Officer and Director) 1, 2, and 3	<u>Owner of More than 5% and Sole Officer and Director of the Issuer</u>	<u>2020 Bay Street,</u> <u>Los Angeles,</u> <u>California 90021</u>	<u>45,000,000</u> <u>39,403,000</u>	<u>Common Stock</u> <u>Preferred "A" Stock</u>	<u>63.85%</u> <u>99.92%</u>	<u>None</u>
<u>Donald Franco</u>	<u>Owner of More than 5%</u>	<u>6518 Somervall Ranch Street, Las Vegas, Nevada 89131</u>	<u>2,000,000</u>	<u>Preferred "B" Stock</u>	<u>17.08%</u>	<u>None</u>
<u>Kathleen Arvold</u>	<u>Owner of More than 5%</u>	<u>6424 Sequoia, Rohnert Park, California 94928</u>	<u>3,300,000</u>	<u>Preferred "B" Stock</u>	<u>28.18%</u>	<u>None</u>
<u>Charles Grigsby</u>	<u>Owner of More than 5%</u>	<u>8000 West Sahara Avenue #208, Las Vegas, Nevada 89117</u>	<u>1,000,000</u>	<u>Preferred "B" Stock</u>	<u>8.54%</u>	<u>None</u>

<u>Kurt B. Ludlow</u>	<u>Owner of More than 5%</u>	<u>476 Punto Vallata Drive, Henderson, Nevada 89011</u>	<u>1,000,000</u>	<u>Preferred "B" Stock</u>	<u>8.54%</u>	<u>None</u>
<u>William L. Miskall Jr.</u>	<u>Owner of More than 5%</u>	<u>7614 General Meade Lane, St. Louis, Missouri 63123</u>	<u>700,000</u>	<u>Preferred "B" Stock</u>	<u>5.98%</u>	<u>None</u>

¹ On or about February 12, 2020, Mazuma Holdings, LLC, a Wyoming limited liability company, purchased controlling interest in the issuer (hereinafter referred to as "Mazuma") through the purchase of the Preferred "A" Stock which was classified as a "Change in Control" transaction. Rondell Fletcher is the sole manager and sole equity owner of Mazuma.

² Red Mountain Labs, Inc. a Wyoming corporation, owns 45,000,000 shares of Common Stock of the Company. Rondell Fletcher is the sole officer/director and equity owner of Red Mountain Labs, Inc.

³ (BIO) Rondell Fletcher (President, Treasurer, Secretary, and Sole Director) - Mr. Fletcher is an accomplished entrepreneur with domestic and international experience in operations, multi-channel product distribution, and marketing. Additionally, he vast experience in developing and introducing successful new products and companies for domestic and international markets as well as endeavors in real estate, construction, and land development. At the current time, he owns and operates Broadcast West, a full-service movie and television multimedia production/programming studio located in Los Angeles, California, which also provides live satellite broadcasts, infomercials, Facebook lives and online videos to product, fashion, car photography, and cooking shows made for television. Mr. Fletcher is a graduate of California Baptist University in 1998 with a bachelor's degree in the Liberal Arts.

8) Legal/Disciplinary History

A. Please 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);

No

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;

No

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

No

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.

No

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

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: John E. Dolkart, Jr., Esq.
Firm: Dolkart Law
Address 1: 100 Pine Street, Suite 1250
Address 2: San Francisco, CA 94111
Phone: (702) 275-2181
Email: john@Dolkartlaw.com

Accountant or Auditor

Name: Devin Cook
Firm: _____
Address 1: 3774 West Cheyenne Avenue, Suite 130
Address 2: North Las Vegas, Nevada 89032
Phone: (435) 275-5578
Email: devincook1220@gmail.com

Investor Relations

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

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Rondell Fletcher certify that:

1. I have reviewed this Amended Quarterly Disclosure Statement for 2nd Quarter ended October 31, 2022, of UMAX Group Corp.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 9, 2023

/s/ Rondell Fletcher
Chief Executive Officer

Principal Financial Officer:

I, Rondell Fletcher certify that:

1. I have reviewed this Amended Quarterly Disclosure Statement for 2nd Quarter ended October 31, 2022, of UMAX Group Corp.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 9, 2023

/s/ Rondell Fletcher
Chief Financial Officer

Umax Group Corporation
Balance Sheets

		Consolidated	
		October 31 2022	April 30 2022
		<hr/>	
<u>Assets</u>			
Current assets			
Cash and cash equivalents		\$ 246	\$ 17,521
Accounts Receivable		\$ -	
Inventory		\$ -	
Total current assets		<hr/> \$ 246	<hr/> 17,521
Long term assets			
Investments		\$ 1,404,603	1,178,104
Property, plant and equipment, net		\$ 15,524	26,063
Other Investments		\$ 750	750
Security Deposits			
Total long term assets		<hr/> \$ 1,420,877	<hr/> 1,204,917
Total assets		<hr/> <hr/> \$ 1,421,123	<hr/> <hr/> \$ 1,222,438
<u>Liabilities and Stockholders' Deficit</u>			
Current liabilities			
Trade accounts payable		23,734	27,602
Accrued liabilities		222,757	187,250
Current portion of long term note payable, net		62,000	62,000
Loan payable		2,214,523	2,003,440
Total current liabilities		<hr/> 2,523,014	<hr/> \$ 2,280,292
Long term liability			
Long term note payable, net of current portion, net		<hr/> -	
Total long term liabilities		<hr/> 200,000	
Total liabilities		<hr/> 2,723,014	<hr/> \$ 2,280,292
Stockholders' deficit			
Series A convertible, voting Preferred stock; \$0.0001 par value; 50,000,000 authorized; 39,435,000 and 39,440,000 issued and outstanding as of April 30, 2022 and April 30, 2021		3,944	3,944
Series B convertible, voting Preferred stock; \$0.0001 par value; 100,000,000 authorized; 19,210,000 and 11,710,000 issued outstanding as of April 30, 2022 and April 30, 2021		1,920	1,920
Common stock, 1,850,000,000 shares authorized; 70,472,274 at .0001 par value and 565,472,274 shares at .0001 par value outstanding as of April 30, 2022 and April 30, 2021		7,038	7,038.00
To be issued			
Additional paid in capital		4,323,638	4,323,638
Accumulated deficit		(5,638,431)	(5,394,394)
Total stockholders' deficit		<hr/> (1,301,891)	<hr/> (1,057,854)
Total liabilities and stockholders' deficit		<hr/> <hr/> 1,421,123	<hr/> <hr/> \$ 1,222,438

Statements of Operations

	Three Months Ended October 31		Six Months Ended October 31	
	2022	2021	2022	2021
Revenue				
Service sales	\$ 13,456	\$ 11,754	\$ 28,390	\$ 11,754
Discounts Given		\$ -	\$ -	\$ -
Total revenue	<u>\$ 13,456 -</u>	<u>11,754</u>	<u>\$ 28,390 -</u>	<u>11,754</u>
Cost of services				
Production	\$ 16,148	132,865	\$ 22,136	173,895
Total cost of sales	<u>\$ 16,148</u>	<u>132,865</u>	<u>\$ 22,136</u>	<u>173,895</u>
Gross margin	<u>\$ (2,692)</u>	<u>(121,111)</u>	<u>\$ 6,254</u>	<u>(162,141)</u>
Operating expenses				
General and administrative	\$ 15,118	65,692	\$ 113,640	163,882
Rent Expense	\$ 18,000	11,500	\$ 58,876	22,500
Legal & professional Fees	\$ 14,650	8,904	\$ 34,826	10,754
Wage expense	\$ 14,350	22,885	\$ 29,750	35,140
Total operating expenses	<u>\$ 62,118</u>	<u>108,981</u>	<u>\$ 237,093</u>	<u>232,276</u>
Net operating loss	<u>\$ (64,810)</u>	<u>(230,092)</u>	<u>\$ (230,839)</u>	<u>394,418</u>
Other (expense) income				
Forgiveness of debt				
Interest expense	1,651	50	2,910	100
Depreciation expense	5,144	4,518	10,288	19,067
Cancellation of common stock		20,625,000		20,625,000
Total other expenses	<u>\$ 6,795</u>	<u>20,620,432</u>	<u>\$ 13,198</u>	<u>20,605,833</u>
Other Income				
Cancellation of common stock				
Gain/Loss on Conversion				
Other Miscellaneous Income	\$ 0.17		\$ 0.17	5.60
Gain/Loss before provision for income taxes	<u>(71,605) -</u>	<u>20,390,340</u>	<u>(244,037)</u>	<u>20,211,421</u>
Net Gain/Loss	<u>\$ (71,605)</u>	<u>\$ 20,390,340</u>	<u>\$ (244,037)</u>	<u>\$ 20,211,421</u>
Basic and diluted loss per share		\$ -		\$ -
Weighted average shares outstanding				
Basic and diluted	<u>\$ 561,472,274</u>	<u>561,472,274</u>	<u>\$ 561,472,274</u>	<u>561,472,274</u>

(the accompanying notes are an integral part of these financial statements)

UMAX Group Corporation
Statement of Cash Flow

	Six Months Ended	
	October 31 2022	October 31 2021
Net Gain/Loss	\$ (244,037)	\$ 20,211,421
Changes in operating assets and liabilities:		
Depreciation expense	\$ 10,538	\$ 4,519
Changes in operating assets and liabilities:	\$ 250	
(increase) in accounts recievable	\$ -	
(increase) in prepaid expenses		
(increase) in accounts payable	\$ (3,868)	\$ 12,487
(increase) in acrued liabilities	\$ 35,507	\$ 64,794
(increase) in inventory		
(increase) in security deposits		
Cash used in operating activities	\$ (201,610)	\$ 20,293,221
Cash flows from investing activities:		
(increase) in fixed assets		
Loan Reduction		
Purchase/Sale of Business	\$ -	
Conversion of A Shares	\$ -	
Payment of class B preferred	\$ -	
Sale of Equipment		
Investments	\$ (226,499)	\$ (3,524)
Balancing Activity	\$ (251)	
Cash provided by (used in) investing activities	\$ (226,750)	\$ (3,524)
Cash flows from financing activities:		
Increase in common stock		
Proceeds (payments) from loan	\$ 411,085	
Cancellation of common stock		\$ (20,625,000)
Increase in class B preferred stock		
Increase (decrease) in loan receivable		
Increase (decrease) in loan payable		\$ 349,102
Decrease in Long Term Note		
Increase (decrease) Class A Preferred Stock		
Increase in Stock Payable		
Cash provided by financing activities	\$ 411,085	\$ (20,275,898)
Net change in cash	\$ (17,275)	\$ 13,799
Cash at beginning of the period	\$ 17,521	\$ (13,765)
Cash at end of the period	\$ 246	\$ 34

(the accompanying notes are an integral part of these financial statements)

Statement of Stockholders' Deficit
for the six months ended October 31, 2022

	Preferred Stock A		Preferred Stock B		Common shares		Additional paid	Accumulated	Stockholders'
	Shares	par value	Shares	par value	Shares	par value	in capital	deficit	deficit
Balance, April 30, 2020	39,450,000	3,945	11,700,000	1,170	560,372,274	56,027	24,485,314	(24,417,944)	\$128,512
Common stock issued					5,100,000	\$520	\$1,069,491		\$1,070,011
Preferred A to be issued		\$0							
Preferred B to be issued			10,000	\$1					\$1
Balancing entry	(10,000)	(\$1)		(\$1)			(\$1,059,452)	\$1,043,379	(\$16,075)
Gain (loss) for the year							\$	(1,440,978)	(\$1,440,978)
Balance, April 30, 2021	39,440,000	3,944	11,710,000	1,170	565,472,274	56,547	24,495,353	(24,994,461)	(\$258,529)
Common stock issued					5,000,000	\$500	\$390,000		\$390,500
Preferred A to be issued	(5,000)	\$0.5							\$0.50
Preferred B to be issued			7,500,000	\$750					\$750
Balancing Entry						(\$9)	\$114		(\$8)
Gain (loss) for the year							\$	(659,658)	(\$659,544)
Balance, April 30, 2022	39,435,000	3,944	19,210,000	1,920	70,472,274	7,038	4,323,638	(5,394,394)	(1,057,854)
Common stock issued									
Preferred A to be issued									
Preferred B to be issued									
Balancing Entry							\$1,144		\$1,144
Gain (loss) for the year								(\$141,109)	(\$141,109)
Balance, July 31, 2022	39,435,000	3,944	19,210,000	1,920	70,472,274	7,038	4,323,638	(5,535,503)	(1,197,819)
Common stock issued									
Preferred A to be issued									
Preferred B to be issued									
Balancing Entry									
Gain (loss) for the year								(\$71,605)	(\$71,605)
Balance, October 31, 2022	39,435,000	3,944	19,210,000	1,920	70,472,274	7,038	4,323,638	(5,638,431)	(1,300,747)

UMAX Group Corporation
Notes to Financial Statements
For the Year Ended October 31, 2022

NOTE 1 – Nature of Operations

UMAX Group Corporation (the “Company”) was incorporated on March 21, 2011 under the laws of the state of Nevada. The company is now partnering with projects that it deems feasible and profitable for shareholders, this allows startup companies and revenue generating companies to create jobs and revenue for the approve UMAX projects. UMAX knows the difficulty that startup companies have in procuring financing, hence the development of the public entity with the ability to capitalize on nonrefundable funds from the sales of shares of stock into the market.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Management acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company’s system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) all valid transactions are recorded and (3) transactions are recorded in the period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the company for the respective periods being presented.

The Company’s financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

Use of Estimates

The preparation of financial statements in accounting principles generally accepted in the United States of America 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. A change in management’s estimates or assumptions could have a material impact on the Company’s financial condition and results of operations during the period in which such changes occurred.

Actual results could differ from those estimates. The Company’s financial statements reflect all adjustments that management believes are necessary for the fair presentation of their financial condition and results of operations for the periods presented.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash equivalents include all highly liquid investments with original maturities of three months or less which are not securing any corporate obligations. The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

Property and Equipment

Property and equipment consist of furniture and equipment and are recorded at cost. Expenditures for maintenance and repairs are charged against operations. Renewals and improvements that materially extend the life of the assets are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are written off, and any resulting gain or loss is reflected in income for the period.

Depreciation is computed for financial statement purposes on a straight-line basis over estimated useful lives of the related assets.

The estimated useful lives of depreciable assets are:

<u>Classification</u>	<u>Estimated Useful Life</u>	<u>Amount</u>	<u>Depreciation</u>	<u>Net</u>
Furniture & Office Equipment	Five Years	\$ 60,490	\$ 39,822	\$ 20,668

Investments

The Investments include the value of the Company's past acquisition of Funny Media Group, LLC (Wyoming) and Funny Media Studios (California). The Company acquired 100% of Funny Media Group, LLC in exchange for 6,000,000 shares of Series "B" Preferred Stock and 51% of Funny Media Studios for 6,000,000 shares of Series "B" Preferred Stock. Below is a valuation of each of these acquisitions as a part of the Investments as shown on the Company's Balance Sheet.

Name of Acquisition	Percentage of Entity Owned	Subsidiary Status	Acquisition Value
Funny Media Group, LLC	100%	Wholly-Owned	\$ 994,253
Funny Media Studios	51%	Partially-Owned	<u>\$ 331,417</u>
Total Investment Value			<u>\$1,325,670</u>

Impairment of Long-lived Assets

The Company reviews long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, undiscounted cash flows, or external appraisals, as applicable. The Company reviews long-lived assets for impairment at the individual asset or the asset group level for which the lowest level of independent cash flows can be identified

Revenue Recognition

Revenue consists of product sales at market net of any discount afforded to a client or customer. Sales revenue is recognized upon the shipment of merchandise to customers, persuasive evidence of an arrangement exists, pricing is fixed and determinable, collection is reasonably assured, and delivery has occurred. Customer prepayments will be reflected as deferred revenue as long as there is persuasive evidence that the purchased product will be shipped within a reasonable time.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to

apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

The Company also follows the guidance related to accounting for income tax uncertainties. In accounting for uncertainty in income taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. No liability for unrecognized tax benefits was recorded as of January 31, 2020 and April 30, 2019.

Fair Value Measurements

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs. A fair value hierarchy is used to prioritize the quality and reliability of the information used to determine fair values. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is defined into the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or inputs that are corroborated by market data

Level 3: Unobservable inputs that are not corroborated by market data

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, and amounts due to related parties. Pursuant to ASC 820, the fair value of the Company's cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of all of the Company's other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

Stock-Based Compensation

The Company measures stock-based compensation at fair value as of the date of grant and recognizes the corresponding expense over the requisite service period (usually the vesting period), utilizing the Black-Scholes option-pricing model. The volatility component of the calculation is based on the historic volatility of the Company's stock or the expected future volatility. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting

termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Loss per Common Share

Basic earnings per share is calculated dividing income available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share is calculated based on the assumption that all dilutive convertible shares, stock options and warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, common share equivalents are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Common share equivalents are excluded from the diluted earnings per share calculation when the effect is anti-dilutive. There were no dilutive common share equivalents outstanding as of January 31, 2021 and April 30, 2018.

Year-end

The Company has elected an April 30 fiscal year-end.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. Since its inception, the Company has been engaged substantially in financing activities, product research and development, and continued developing its business plan. As a result, the Company incurred accumulated net losses of \$21,509,813 through the quarter ended April 30, 2021. In addition, the Company's development activities since inception have been financially sustained through the sale of capital stock, loans from third parties and capital contributions from note holders.

The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of common stock or through debt financing and, ultimately, the achievement of significant operating revenues. These 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 result from this uncertainty.

NOTE 4 – PROPERTY AND EQUIPMENT

Property, Plant & Equipment consist of Construction Trucks. Property, Plant & Equipment were acquired in April in from 2019 to 2021 at a cost of \$60,490. This furniture and equipment have been depreciated in the amount of \$24,139.

NOTE 5 – CONVERTIBLE NOTES PAYABLE, NET

None

NOTE 6 – COMMON STOCK

On or about November 9, 2020, the Company issued to K-9 Kountry, LLC 100,000 shares of restricted Common Stock restricted common stock containing the restrictive legend, at \$0.10 per share, for a cash investment.

On or about April 22, 2021 the company issued 5,000,000 shares to Cedera Solutions, LLC for the conversion of 5,000 Preferred A common stock.

On or about August 11, 2021 the company cancelled 500,000,000 shares of restricted common stock owned by Rondell Fletcher. The shares were valued at the issuance price of .04 per share.

On or about March 8, 2022, the company issued 5,000,000 shares to Ian Dixon for the conversion of 5,000 Preferred A common stock.

NOTE 7 – COMMITMENTS and CONTINGENCIES

The Company occupies, on a month-to-month tenancy, approximately 800 square feet of office space at 2020 Bay Street, Los Angeles, CA 90021 at cost of \$500 a month.

NOTE 8 – RELATED PARTY TRANSACTIONS

On or about May 26, 2021, the Company acquired 51.5% of the equity interest in Funny Media Group, LLC, a Wyoming limited liability company (“FMG”) in exchange for 5,000,000 shares of Preferred “Series “B” Stock of the Company. This is classified as a related party transaction (e.g., a related party, Rondell Fletcher, has or will have a direct or indirect interest) made FMG a control subsidiary of the Company. Rondell Fletcher, the sole officer and director of the Company is the managing member and controlling equity owner of FMG.

On or about January 14, 2021, the Company acquired 51% of the equity interest in Funny Media Studios, a California corporation (“FMS”) in exchange for 1,500,000 shares of Preferred “B” Stock of the Company. This related party transaction (e.g., a related party, Rondell Fletcher, has or will have a direct or indirect interest) made FMS a control subsidiary of the Company. Rondell Fletcher, the sole officer and director of the Company, is the sole officer and director of FMS and also its control shareholder.

On or about April 14, 2022, the Company acquired the remaining 48.5% of the equity interest in Funny Media Group, LLC, a Wyoming limited liability company (“FMG”) in exchange for 1,000,000 shares of Preferred “B” Stock of the Company. This related party transaction (e.g., a related party, Rondell Fletcher, has or will have a direct or indirect interest) makes FMG a wholly-owned subsidiary of the Company. Rondell Fletcher, the sole officer and director of the Company is the managing member and controlling equity owner of FMG.

NOTE 9 – SUBSEQUENT EVENTS

None