

Holiday Island Holdings, Inc.

2713 Charleston Drive
Plant City, FL 33563

702-480-3215
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Annual Report

For the period ending December 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

124,777,987 as of 03/31/2024 (Current Reporting Period Date or More Recent Date)

96,777,987 as of 12/31/2023 (Most Recent Completed Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Holiday Island Holdings, Inc. (Name change effective 02/17/2014)
VillageEDOCS, Inc.

Current State and Date of Incorporation or Registration: Delaware 1997

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

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

None

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

None

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

None

Address of the issuer's principal executive office:

2713 Charleston Drive
Plant City, FL 33563

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: 702-361-3033
Email: JOSLYN@PACIFICSTOCKTRANSFER.COM
Address: 4045 South Spencer Street
Las Vegas, NV 89119

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>HIHI</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>43508J 402</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>1,500,000,000</u>	as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>96,777,987</u>	as of date: <u>12/31/2023</u>
Number of shares in the Public Float ¹ :	<u>14,218,166</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>132</u>	as of date: <u>12/31/2023</u>

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

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol:	<u>HIHI</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred Stock</u>	
CUSIP:	<u>43508J 402</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>1,500,000,000</u>	as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>455</u>	as of date: <u>12/31/2023</u>
Number of shares in the Public Float ² :	<u>0</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>12/31/2023</u>

Trading symbol:	<u>HIHI</u>	
Exact title and class of securities outstanding:	<u>COMMON TO1</u>	
CUSIP:	<u>43508J 402</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>1,500,000,000</u>	as of date: <u>12/31/2023</u>
Total shares issued:	<u>270,216</u>	as of date: <u>12/31/2023</u>

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

⁶ "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.

⁶ "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.

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 Stock. The total number of shares of common stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share.

As of December 31, 2023 and December 31, 2022, the Company had 96,777,987 and 22,184,774 shares of its common stock issued and outstanding, respectively. No dividends or preemption rights.

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

Preferred Stock. The total number of shares of preferred stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share, designated Series A. Each share of Series A Preferred Stock is non-voting and is convertible into One Hundred Thousand (100,000) shares of the Corporation's common stock, par value \$0.00001.

The preferred stock shall include a ten percent (10%) coupon.

In the event of any consolidation or merger of the Company which is in the nature of the winding up of the Company's business or sale of all or substantially all of the Company's assets, each holder of record of shares of Series A Preferred Stock shall be entitled to be paid in cash in respect of each such share an amount equal to and at that same time as any amount that may be paid to the holders of the Company's Common Stock with any such amount equal, on a per share basis, to the amount paid per share to the holders of the Common Stock.

The shares of the Series A Preferred Stock shall be deemed to be converted into One Hundred Thousand (100,000) shares of the Company's common stock, par value \$0.00001.

As of December 31, 2023 and December 31, 2022, the Company had 455 and 123 shares of its Series A Preferred Stock issued and outstanding, respectively.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>12/31/2021</u> Common: <u>16,429,341</u> Preferred: <u>0</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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>2/1/2022</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>No</u>	<u>Megan Margaret May Williams</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>5/18/2022</u>	<u>New Issuance</u>	<u>205,433</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Nick B. Herman</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>6/22/2022</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Sophia Filfil</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>8/19/2022</u>	<u>New Issuance</u>	<u>23</u>	<u>Preferred</u>	<u>\$0.025</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/8/2022</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>William R Jackson</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/26/2022</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Nick B. Herman</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>Cont...</u>									

<u>12/23/2022</u>	<u>New Issuance</u>	<u>250.000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Megan Margaret May Williams</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/3/2023</u>	<u>New Issuance</u>	<u>200.000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>Bold Leego Enterprises Inc</u> <u>Joe Poe</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/3/2023</u>	<u>New Issuance</u>	<u>16.000.000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Anti-Dilution Agreement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/3/2023</u>	<u>New Issuance</u>	<u>2.200.000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>S. Gene Thompspon</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/3/2023</u>	<u>New Issuance</u>	<u>40.000.000</u>	<u>Common</u>	<u>\$0.0015</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Note Receivable</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/13/2023</u>	<u>New Issuance</u>	<u>1.000.000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Lynn Lang</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/13/2023</u>	<u>New Issuance</u>	<u>666.666</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/14/2023</u>	<u>New Issuance</u>	<u>100.000</u>	<u>Common</u>	<u>\$0.036634</u>	<u>Yes</u>	<u>Gary Solomon</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/14/2023</u>	<u>New Issuance</u>	<u>100.000</u>	<u>Common</u>	<u>\$0.036634</u>	<u>Yes</u>	<u>Mark Solomon</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/14/2023</u>	<u>New Issuance</u>	<u>44.460</u>	<u>Common</u>	<u>\$0.044984</u>	<u>Yes</u>	<u>Thomas Jody</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/15/2023</u>	<u>New Issuance</u>	<u>333.452</u>	<u>Common</u>	<u>\$0.044984</u>	<u>Yes</u>	<u>Bob Schiros</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/18/2023</u>	<u>New Issuance</u>	<u>165.994</u>	<u>Common</u>	<u>\$0.060243</u>	<u>Yes</u>	<u>Charles Jaeger</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/19/2023</u>	<u>New Issuance</u>	<u>7.500.000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>RB Capital Partners, Inc.</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/30/2023</u>	<u>Conversion</u>	<u>(16.000.000)</u>	<u>Common</u>	<u>0.10</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Conversion of Common to Preferred</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>9/30/2023</u>	<u>Conversion</u>	<u>160</u>	<u>Preferred</u>	<u>0.10</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Conversion of Common to Preferred</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/1/2023</u>	<u>New Issuance</u>	<u>11</u>	<u>Preferred</u>	<u>0.03</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Anti-Dilution Agreement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/1/2023</u>	<u>New Issuance</u>	<u>11</u>	<u>Preferred</u>	<u>0.03</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Anti-Dilution Agreement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/1/2023</u>	<u>New Issuance</u>	<u>3</u>	<u>Preferred</u>	<u>0.015</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Anti-Dilution Agreement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>Cont...</u>									

<u>10/1/2023</u>	<u>New Issuance</u>	<u>147</u>	<u>Preferred</u>	<u>0.0275</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Interest</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/1/23</u>	<u>New Issuance</u>	<u>29,853</u>	<u>Common</u>	<u>0.066993</u>	<u>No</u>	<u>Pat Flammia</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/18/23</u>	<u>New Issuance</u>	<u>1,300,000</u>	<u>Common</u>	<u>0.025</u>	<u>Yes</u>	<u>Chris Montana</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/25/23</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>0.10</u>	<u>No</u>	<u>Michael Adams</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/25/23</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>0.10</u>	<u>No</u>	<u>N. Katherine Dees</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/28/23</u>	<u>New Issuance</u>	<u>4,448,250</u>	<u>Common</u>	<u>0.10</u>	<u>No</u>	<u>H. Jay Hill</u>	<u>Anti-Dilution Agreement</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>12/8/23</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>0.0412</u>	<u>No</u>	<u>Nathan Betances</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>12/8/23</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>0.0412</u>	<u>No</u>	<u>Ellen Betances</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>12/8/23</u>	<u>New Issuance</u>	<u>3,600,000</u>	<u>Common</u>	<u>0.10</u>	<u>No</u>	<u>Alverico Ascencio</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>12/20/23</u>	<u>New Issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>0.293</u>	<u>Yes</u>	<u>TheRoyal Family Investments LLC</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>12/20/23</u>	<u>New Issuance</u>	<u>682,594</u>	<u>Common</u>	<u>0.293</u>	<u>Yes</u>	<u>Francisca Soriano</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>12/20/23</u>	<u>New Issuance</u>	<u>341,296</u>	<u>Common</u>	<u>0.293</u>	<u>Yes</u>	<u>Elsa Y Mateo</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>12/20/23</u>	<u>New Issuance</u>	<u>170,648</u>	<u>Common</u>	<u>0.293</u>	<u>Yes</u>	<u>Hector Daniel Medina</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
<u>Date</u>	<u>Ending Balance:</u>								
<u>12/31/2023</u>	Common: <u>96,777,987</u>								
	Preferred: <u>455</u>								

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

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

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

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 <small>*You must disclose the control person(s) for any entities listed</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2013</u>	<u>\$11,212</u>	<u>\$16,208</u>	<u>\$11,212</u>	<u>2013</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2015</u>	<u>\$13,000</u>	<u>\$10,000</u>	<u>\$3,000</u>	<u>2015</u>	<u>Not convertible</u>	<u>Silver Lake Holdings Group, LLC</u> <u>Ricardo A. Salas</u>	<u>Debt</u>
<u>2019</u>	<u>\$229</u>	<u>\$387</u>	<u>\$229</u>	<u>2019</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2019</u>	<u>\$107</u>	<u>\$5,050</u>	<u>\$107</u>	<u>2019</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$8,354</u>	<u>\$6,500</u>	<u>\$1,854</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$26,915</u>	<u>\$21,000</u>	<u>\$5,915</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>Cont...</u>							
<u>2021</u>	<u>\$14,056</u>	<u>\$11,000</u>	<u>\$3,056</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid</u>	<u>H. Jay Hill</u>	<u>Debt</u>

					price during the 25 trading days prior to conversion date		
<u>2021</u>	<u>\$6,348</u>	<u>\$5,000</u>	<u>\$1,348</u>	<u>2021</u>	25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$5,705</u>	<u>\$4,500</u>	<u>\$1,205</u>	<u>2021</u>	25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$6,259</u>	<u>\$5,000</u>	<u>\$1,259</u>	<u>2021</u>	25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$6,226</u>	<u>\$5,000</u>	<u>\$1,226</u>	<u>2021</u>	25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$1,240</u>	<u>\$1,000</u>	<u>\$240</u>	<u>2021</u>	25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$3,103</u>	<u>\$2,500</u>	<u>\$603</u>	<u>2021</u>	25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$3,069</u>	<u>\$2,500</u>	<u>\$569</u>	<u>2021</u>	25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$9,062</u>	<u>\$7,500</u>	<u>\$1,562</u>	<u>2021</u>	25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2021</u>	<u>\$9,023</u>	<u>\$7,500</u>	<u>\$1,523</u>	<u>2021</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,979</u>	<u>\$7,500</u>	<u>\$1,479</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,934</u>	<u>\$7,500</u>	<u>\$1,434</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,905</u>	<u>\$7,500</u>	<u>\$1,405</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$10,056</u>	<u>\$8,500</u>	<u>\$1,556</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,858</u>	<u>\$7,500</u>	<u>\$1,358</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,827</u>	<u>\$7,500</u>	<u>\$1,327</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,795</u>	<u>\$7,500</u>	<u>\$1,295</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
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<u>2022</u>	<u>\$5,258</u>	<u>\$4,500</u>	<u>\$758</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$7,588</u>	<u>\$6,500</u>	<u>\$1,088</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,733</u>	<u>\$7,500</u>	<u>\$1,233</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>8,702</u>	<u>\$7,500</u>	<u>\$1,202</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,661</u>	<u>\$7,500</u>	<u>\$1,161</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,626</u>	<u>\$7,500</u>	<u>\$1,126</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,145</u>	<u>\$1,000</u>	<u>\$145</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,583</u>	<u>\$7,500</u>	<u>\$1,083</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
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<u>2022</u>	<u>\$5,146</u>	<u>\$4,500</u>	<u>\$646</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$3,989</u>	<u>\$3,500</u>	<u>\$489</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$5,116</u>	<u>\$4,500</u>	<u>\$616</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$2,270</u>	<u>\$2,000</u>	<u>\$270</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$5,107</u>	<u>\$4,500</u>	<u>\$607</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$2,266</u>	<u>\$2,000</u>	<u>\$266</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$792</u>	<u>\$700</u>	<u>\$92</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$3,959</u>	<u>\$3,500</u>	<u>\$459</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
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<u>2022</u>	<u>\$1,128</u>	<u>\$1,000</u>	<u>\$128</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,125</u>	<u>\$1,000</u>	<u>\$125</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$8,437</u>	<u>\$7,500</u>	<u>\$937</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,347</u>	<u>\$1,200</u>	<u>\$147</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,120</u>	<u>\$1,000</u>	<u>\$120</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$5,252</u>	<u>\$4,700</u>	<u>\$552</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,118</u>	<u>\$1,000</u>	<u>\$118</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$782</u>	<u>\$700</u>	<u>\$82</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
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<u>2022</u>	<u>\$10,832</u>	<u>\$9,700</u>	<u>\$1,132</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,115</u>	<u>\$1,000</u>	<u>\$115</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$2,787</u>	<u>\$2,500</u>	<u>\$287</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$3,899</u>	<u>\$3,500</u>	<u>\$399</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,111</u>	<u>\$1,000</u>	<u>\$111</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$1,109</u>	<u>\$1,000</u>	<u>\$109</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$2,212</u>	<u>\$2,000</u>	<u>\$212</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2022</u>	<u>\$661</u>	<u>\$600</u>	<u>\$61</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
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<u>2022</u>	<u>\$1,650</u>	<u>\$1,500</u>	<u>\$150</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$4,393</u>	<u>\$4,000</u>	<u>\$393</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$1,312</u>	<u>\$1,200</u>	<u>\$112</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$1,638</u>	<u>\$1,500</u>	<u>\$138</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$2,179</u>	<u>\$2,000</u>	<u>\$179</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$1,084</u>	<u>\$1,000</u>	<u>\$84</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$1,620</u>	<u>\$1,500</u>	<u>\$120</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$630</u>	<u>\$600</u>	<u>\$30</u>	<u>2023</u>	25% multiplied by <u>lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
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<u>2023</u>	<u>\$232,048</u>	<u>\$225,000</u>	<u>\$7,048</u>	<u>2023</u>	<u>\$0.01 per share</u>	<u>RB Capital Partners, Inc.</u> <u>Brett D. Rosen</u>	<u>Assignment and Consolidation of 2016-2021 Debt</u>
<u>2023</u>	<u>\$255,610</u>	<u>\$250,000</u>	<u>\$5,610</u>	<u>2023</u>	<u>\$0.70 per share</u>	<u>RB Capital Partners, Inc.</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2023</u>	<u>\$611</u>	<u>\$600</u>	<u>\$11</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$507</u>	<u>\$500</u>	<u>\$7</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$7,553</u>	<u>\$7,500</u>	<u>\$53</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2023</u>	<u>\$502</u>	<u>\$500</u>	<u>\$2</u>	<u>2023</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

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

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

4) Issuer's Business, Products and Services

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

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

As reflected in our filings and press releases, the following were completed between 2018 and 2023:

During 2018, the following were accomplished: 1) the Company booked a gain from the settlement of accrued interest and debt in the amount of \$984,129, resulting in posted net income and increase in equity of \$867,810 for the year.

During 2019 the following were accomplished: 1) the Company continued conversations with a Colorado-based “Tiny Home” and modular home manufacturer regarding possible joint operations within residential sections of Holiday Island Resort in Northwest Arkansas, and within other prospective acquisition targets in Texas, Oklahoma, Louisiana, and Missouri; 2) engaged Lantana Capital Advisors – a Houston, Texas-based financial and strategic consulting firm - to source and help finance the acquisition of income producing recreational, residential, and commercial properties in the Company’s defined marketing areas of Arkansas, Texas, Oklahoma, Louisiana, and Missouri (in addition to the Company’s base area in Northwest Arkansas).

In 2020 the following were achieved ; 1) began to locate and evaluate numerous prospective recreational, residential, and commercial properties/business in its defined marketing area; 2) strengthened its Advisory Board with the additional engagement of Lantana Capital Advisors and Daryl Thompson, the CEO of a Colorado-based “Tiny Home” and modular home manufacturing company; 3) negotiated to acquire via a contract for deed a residential facility in Holiday Island Resort to use as a corporate home office; 4) Completed the purchase of the aforementioned prime residential property, and we took possession on September 1, making this our first permanent company headquarters, and we are significantly improving the value of the property with inside and outside additions and renovations over the next 1-3 years.

In 2021 the following were completed: 1) Located and received a Consulting Agreement with a PCAOB Audit Firm to assist the Company in uplifting to the OTCQB and complete the required upfront two-year Audit and current year Quarterly Reviews; 2) HIHI is in the process of raising the fees to begin and complete the Uplift with the aim to begin in Q2 2022; 3) Engaged a third party and completed a comprehensive “Pitch (Investor) Deck” now circulating the investor/lender circles to raise initially \$50 million in Acquisition and Development Capital; 4) In connection with the Pitch Deck, the Company has identified a minimum of \$40 million of Recreational Properties to be acquired that generates good returns as is, and that can be immediately expanded and profit enhanced; 5) HIHI’s M & A Team is also in talks with an Investor Group that specializes in RV Park Acquisitions and Management with the intent to put together an Exit Strategy to purchase HIHI RV Parks post-enhancement at higher than original returns; 6) The Company converted a large block of Common Stock held by a single shareholder to Preferred Series A Stock resulting in reducing Debt and increasing Equity by \$808,000.

In 2022, the following were accomplished: 1) Consummated a Consulting Agreement with a PCAOB Audit Firm (Borgers CPA) to assist the Company in uplifting to the OTCQB and to complete the required upfront two-year Audit (2020, 2021) and current year (2022) Quarterly Reviews; 2) Secured a \$50,000 cash investment from a Houston-based Investor/Real Estate developer to be used to pay for the Company’s OTCQB Uplift; 3) engaged an independent public accounting firm to conduct an audit for 2020 and 2021 with an estimated completion date during the 3rd quarter of 2023.

In 2023, the following were accomplished:

Effective June 30, 2023, the Company entered into that certain Agreement and Plan of Reorganization (the “Reorganization Agreement”) with the holder of a majority of the outstanding Common Stock of XA Interactive, Inc., a Nevada corporation (the “Target” or “XA”).

Under the terms of the Reorganization Agreement the Company acquired all of the outstanding capital stock of the Target consisting of One Hundred Million (100,000,000) shares of the Target’s Common Stock (par value \$0.00000001) (the “Target Stock”) for a multiple of Three Point Six shares of the Company with the result that the Company is obligated to issue an aggregate of Three Hundred Sixty Million (360,000,000) shares of the Company’s Common Stock to acquire all of the outstanding capital stock of the Target. As a result, the Target became a wholly-owned subsidiary of the Company. The transaction set forth in the Reorganization Agreement was undertaken upon a claim that the Company’s acquisition of the Target Stock was a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended. As a result of and at the closing of the Reorganization Agreement, the Company’s assets and operations were primarily those of the Target.

The Target is a small, early-stage company, with very limited assets and management. The Target is and has been in the secondary recovery of oil and natural gas business in the United States, with a focus on projects located in South and

West Texas. Currently, the Target owns or is a partner in approximately 20,000 acres of land leases involved in secondary recovery oil and gas drilling operations. If circumstances and favorable market conditions allow, the Target may develop additional wells within the next 12-18 months. However, the Target faces intense worldwide competition from many larger, well-established oil and gas operators who have significantly greater financial and managerial resources together with far greater asset and market diversification.

On July 3, 2023, the Company issued 40,000,000 shares of its restricted common stock to XA at \$0.0015 per share in connection with the Reorganization Agreement in exchange for \$60,000 to be used to meet general working capital requirements.

On July 3, 2023, the Company issued 16,000,000 shares of its restricted common stock to H. Jay Hill at \$0.10 per share in consideration for consulting services related to the reverse merger with XA.

On July 3, 2023, the Company issued 2,200,000 shares of its restricted common stock to S. Gene Thompson at \$0.10 per share in connection with his employment agreement. Mr. Thompson is an officer and director of the Company.

On July 3, 2023, the Company issued 200,000 shares of its restricted common stock to Bold Leego Enterprises, Inc. at \$0.10 per share in consideration for consulting services related to the merger with XA.

We initiated a Private Placement Offering in Q3 of 2023 raising approximately \$120,000 to date with the goal of raising \$500,000 in working capital in 2024 and beyond..

During Q4, 2023 our due diligence discovered numerous material omissions that lead to our decision to terminate the Merger with XA Interactive, Inc.

Subsequently in 2024, the following actions were taken: 1) XA returned the 40,000,000 Common shares to the HIHI Treasury, 2) all ties with Michael Prozer and XA Interactive were cut, and each company proceeded in its separate direction, 3) Ownership of 2 oil wells located in Texas known as the "Weigand Wells" was transferred to Holiday Island Holdings, Inc. with a capitalization value of \$250,000, 4) HIHI agreed to pay \$100,000 to XA over 12 months, 4) HIHI made one payment of \$10,500, then missed the next scheduled payment leading to XA declaring the Agreement in Default.

To cure the default, HIHI entered into an agreement with Diversion Point wherein it assumed the cash payment balance of \$89,500 to XA Interactive in exchange for 40,000,000 HIHI Common shares, which were issued on March 15, 2024.

During Q1 2024, S. Gene Thompson resigned as CEO and Chairman and Glenn M. Klinker was appointed CEO and Chairman to run the operations of the Company in view of his oil and gas experience and investments (\$70,000) in the Company to continue oil field operations.

Thompson was retained by Klinker to run the publicly held affairs of the Company as Consultant.

Here are other material events that are in process as of this writing: 1) We are in the process of changing our name to EP3OIL, Inc. and changing our stock trading symbol. We expect this name and symbol change to give us a fresh start in the market, 2) We have recently sent the paperwork for the name and symbol change to FINRA, our regulatory agency. We expect it to be complete in the next 4 weeks, 3) We have several oil wells located in Texas in various stages of development. We expect to have our first well online this month, and we expect it to start providing monthly income in the next 30 days. 4) In some cases, we sell working interest in our well production to investors and retain a comfortable management fee that helps us to improve and maintain our liquidity, 5) we plan to start an on-going Investors Relations program in Q2 2024 designed to get more attention to our company, progress, and stimulate investment interest, 6) We have several specialists raising equity capital with the goal of raising several million for acquisitions, development, and working capital, 7) We are searching for an Audit firm to prepare audits for years (2022, 2023), uplift to the OTC Bulletin Board, freeing us from the limitations of the OTC Pink trading platform, 8) We have scheduled a Registration Statement

to be filed in Q2 2024, and we plan it to be approved in Q3, or Q4, 2024. This registration will make our Common Stock free trading and reduce the holding period from 2 years to 6 months, which we expect to help make our stock more valuable and attractive.

We expect the audit, registration, and uplift will help us raise a significant amount of money to finance our growth.

Intellectual Property

The Company owns its website (www. www.ep3oil.com).

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

None

C. Describe the issuers' principal products or services.

The Company plans to acquire sufficient capital (equity, debt), or arrange suitable joint ventures, with which to acquire and/or develop interest in the Secondary Recovery of Oil and Gas from proven sources. This will enhance our ability to raise capital and enable our growth. Our primary focus is to develop revenue and earnings from O & G recovery and use those assets to build additional energy fields for short and long term profits. EP3OILINC has secured a well and land leases in Midwest Texas that is expected to produce meaningful revenues and earnings beginning in May of 2024 and build its production in the foreseeable future. We are positioned to reduce the risks of drilling by the partnering with highly experienced industry specialist and proven Oil Reserves.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company's office address is 2713 Charleston Drive, Plant City, FL 33563

The Company owns non-cash property and equipment including computer and networking equipment, software, printers, furniture, and fixtures.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>S. Gene Thompson</u>	<u>CEO & DIRECTOR</u>	<u>Holiday Island, AR</u>	<u>7,410,790</u>	<u>Restricted Common</u>	<u>7.43%</u>	<u>_____</u>
<u>XA Interactive Inc</u>	<u>Shareholder</u>	<u>Las Vegas, NV</u>	<u>40,000,000</u>	<u>Restricted Common</u>	<u>40.09%</u>	<u>Glenn Klinker</u>
<u>RB Capital Partners, Inc.</u>	<u>Shareholder</u>	<u>La Jolla, CA</u>	<u>7,500,000</u>	<u>Restricted Common</u>	<u>7.52%</u>	<u>Brett Rosen</u>
<u>Nick B. Herman</u>	<u>Shareholder</u>	<u>Houston, TX</u>	<u>6,325,000</u>	<u>Restricted Common</u>	<u>6.34%</u>	<u>_____</u>
<u>H. Jay Hill</u>	<u>Shareholder</u>	<u>Safety Harbor, FL</u>	<u>6,576,211</u>	<u>Restricted Common</u>	<u>6.59%</u>	<u>_____</u>
<u>H. Jay Hill</u>	<u>Shareholder</u>	<u>Safety Harbor, FL</u>	<u>455</u>	<u>Class A Preferred</u>	<u>100%</u>	<u>_____</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

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

None

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Morgan Petitti, Esq
Firm:	<u>Petitti Law</u>
Address 1:	<u>118 Streetsboro Road #317</u>
Address 2:	<u>Hudson, OH 44236</u>
Phone:	<u>330-697-8548</u>
Email:	<u>petittilaw@gmail.com</u>

countant or Auditor

Name: Ben Borgers
Firm: BF Borgers CPA PC
Address 1: 5400 West Cedar Avenue
Address 2: Lakewood, CO 80226
Phone: 303-953-1454
Email: contact@bfbcpa.us

Investor Relations

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

All other means of Investor Communication:

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

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: _____
Title: _____
Relationship to Issuer: _____

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

- ☐ IFRS
☒ U.S. GAAP

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

Name: Michael Richard
Title: _____
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ 20+ years of experience in senior finance and accounting roles at public and private companies.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

The unaudited financial statements for the years ended December 31, 2023 and 2022, are incorporated herein and attached below.

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

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, Glenn Klinker certify that:

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

04-15-2024 [Date]

/s/ Glenn Klinker [CEO's Signature]

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

Principal Financial Officer:

I, Glen Klinker certify that:

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

04-15-2024 [Date]

/s/ Glenn Klinker [CFO's Signature]

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

Holiday Island Holdings, Inc.**Balance Sheets**

(unaudited)	December 31, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ -	\$ 260
Other receivables	230,000	-
Total current assets	230,000	260
Property and equipment, net	6,519	63,627
Total Assets	\$ 236,519	\$ 63,887
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 43,855	\$ 8,668
Accrued expenses and other liabilities	191,515	150,968
Current portion of notes payable	10,000	21,692
Current portion of convertible notes payable	793,999	548,099
Total current liabilities	1,039,369	729,427
Notes payable, net of current portion	-	38,135
Total liabilities	1,039,369	767,562
Stockholders' equity:		
Preferred stock Class A, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued and outstanding -- 455 and 123 shares, respectively	37	8
Common stock, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued and outstanding -- 96,778,618 and 22,184,774 shares, respectively	972	224
Treasury stock, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued -- 270,216 and 270,216 shares, respectively	3	3
Additional paid-in capital	43,959,567	41,746,393
Accumulated deficit	(44,763,429)	(42,450,303)
Total stockholders' equity	(802,850)	(703,675)
Total Liabilities and Stockholders' Equity	\$ 236,519	\$ 63,887

See accompanying notes to unaudited financial statements.

Holiday Island Holdings, Inc.

Statements of Operations

(unaudited)

	Years Ended December 31,	
	2023	2022
Net revenues	\$ -	\$ -
Cost of revenues	-	-
Gross profit	-	-
Operating expenses:		
Sales and marketing	-	1,762
General and administrative	2,084,128	325,076
Depreciation and amortization	4,800	8,175
Total operating expenses	2,088,928	335,013
Net operating loss	(2,088,928)	(335,013)
Other income - gain on extinguishment of debt	56,562	-
Other expense - loss on disposal of assets	(164,448)	-
Interest expense, net of interest income	(116,312)	(112,911)
Net loss	\$ (2,313,126)	\$ (447,924)
Net loss available to common shareholders		
Basic	\$ (2,313,126)	\$ (447,924)
Diluted	\$ (2,313,126)	\$ (447,924)
Basic loss per share:	(\$0.02)	(\$0.03)
Diluted loss per share:	(\$0.02)	(\$0.03)
Weighted average shares outstanding - basic and diluted	96,777,987	17,845,573
<i>See accompanying notes to unaudited financial statements.</i>		

Holiday Island Holdings, Inc.
Statements of Cash Flows
(unaudited)

	Years Ended December 31,	
	2023	2022
Cash Flows from Operating Activities:		
Net (loss) income	\$ (2,313,126)	\$ (447,924)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	4,800	8,175
Extinguishment of notes payable debt	(56,562)	-
Loss on write down of note receivable	157,143	-
Loss on disposal of assets	7,305	-
Stock-based compensation	1,960,125	124,500
Changes in operating assets and liabilities:		
Other assets	-	43,333
Accounts payable	35,187	-
Accrued expenses, other liabilities and interest	40,547	46,246
Net cash used in operating activities	(164,581)	(225,670)
Cash Flows from Investing Activities:		
Purchases of property and equipment, net of disposals	7,821	(1,764)
Net cash provided by (used in) investing activities	7,821	(1,764)
Cash Flows from Financing Activities:		
Proceeds from notes payable	40,087	230,624
Payments on notes payable	(270)	(4,226)
Acquisition of notes receivable	(387,143)	-
Issuance of promissory note payable in exchange	250,000	-
Issuance of common stock in exchange	253,826	-
Net cash provided by financing activities	156,500	226,398
Net change in cash and cash equivalents	(260)	(1,036)
Cash and cash equivalents, beginning of period	260	1,296
Cash and cash equivalents, end of period	\$ -	\$ 260
Supplemental disclosure of cash flow information -		
Cash paid during the period for:		
Interest	\$ 8,936	\$ 45,350
Non-cash transactions:		
Common stock issued for conversion of debt	\$ 75,000	\$ 6,163
Preferred stock issued for conversion of debt	\$ 404,250	\$ 27,006
<i>See accompanying notes to unaudited financial statements.</i>		

Holiday Island Holdings, Inc.

Statement of Stockholders' Equity

For the Years Ended December 31, 2023 and 2022

(unaudited)

	Treasury Stock		Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balances, January 1, 2023	270,216	\$3	123	\$8	22,184,774	\$224	\$41,746,393	\$(42,450,303)	\$(703,675)
Estimated fair value of common stock									
issued for conversion of notes payable	-	-	-	-	7,500,000	75	74,925	-	75,000
Estimated fair value of common stock									
issued for services	-	-	-	-	18,904,538	190	1,040,360	-	1,040,550
Estimated fair value of common stock									
issued for note receivable	-	-	-	-	43,740,155	439	178,387	-	178,826
Estimated fair value of common stock									
issued for anti-dilution agreement	-	-	-	-	20,448,250	204	444,621	-	444,825
Estimated fair value of preferred stock									
issued for anti-dilution agreement	-	-	25	3	-	-	70,497	-	70,500
Estimated fair value of preferred stock									
issued for interest payable	-	-	147	10	-	-	404,240		404,250
Estimated fair value of preferred stock									
issued for conversion of common stock	-	-	160	16	(16,000,000)	(160)	144		-
Net loss					-	-	-	(2,313,126)	(2,313,126)
Balances, December 31, 2023	270,216	\$3	455	\$37	96,777,717	\$972	\$43,959,567	\$(44,763,429)	\$(802,850)
	Treasury Stock		Preferred Stock		Common Stock		Additional	Accumulated	

	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in Capital</u>	<u>Deficit</u>	<u>Total</u>
Balances, January 1, 2022	270,216	\$3	101	\$8	16,429,341	\$165	\$41,588,783	\$(42,002,379)	\$(413,420)
Estimated fair value of common stock									
issued for conversion of debt					205,433	2	6,161		6,163
Estimated fair value of preferred stock									
issued for conversion of debt			22	-			27,006		27,006
Estimated fair value of common stock									
issued for services					5,250,000	53	117,447		117,500
Estimated fair value of common stock									
issued as gift to noteholder					300,000	4	6,996	-	7,000
Net loss					-	-	-	(447,924)	(447,924)
Balances, December 31, 2022	270,216	\$3	123	\$8	22,184,774	\$224	\$41,746,393	\$(42,450,303)	\$(703,675)

See accompanying notes to unaudited financial statements.

Holiday Island Holdings, Inc.
Notes to the Unaudited Financial Statements
December 31, 2023

Note 1 Organization, Business Operations and Summary of Significant Accounting Policies

Organization and Business Operations

Holiday Island Holdings, Inc. (“HIHI” and the “Company”) is a Delaware corporation formed in 1997. The Company specializes in the secondary recovery of oil and gas. The Company’s primary focus is to develop revenue and earnings from oil and gas recovery. The Company has secured a working interest in two wells and a land lease located in Texas. See Note 7, *Subsequent Events*, for more information.

On June 30, 2023, the Company entered into that certain Agreement and Plan of Reorganization (the “Reorganization Agreement”) with the holder of a majority of the outstanding Common Stock of XA Interactive, Inc., a Nevada corporation (the “Target” or “XA”). As of December 31, 2023, the closing of the transaction remained pending due to a number of factors, including ongoing due diligence. The Reorganization Agreement was terminated on February 8, 2024. See Note 7, *Subsequent Events*, for more information.

The Company is in the process of changing its name to Enhanced Petroleum Extraction Enterprises, "EP3OILINC."

Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited financial statements include the accounts of the Company.

The preparation of the Company’s financial statements is in conformity with U.S. generally accepted accounting principles (“GAAP”), which requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

In the opinion of the Company’s management, the unaudited interim financial information contained herein includes all normal recurring adjustments, necessary to present fairly the financial position of the Company as of December 31, 2023 and December 31, 2022, and the results of its operations and cash flows for the years ended December 31, 2023 and 2022, respectively.

The results reported in these unaudited financial statements should not be regarded as necessarily indicative of results that may be expected for any future periods.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States

of America requires management to make estimates and assumptions that reflect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Financial Instruments

The Company's balance sheets may include the following financial instruments: cash, loans from shareholders, accounts payable, accrued expenses, notes payable and convertible notes payable. The carrying amounts of current assets and current liabilities approximate their fair value due to the relatively short period of time between the origination of these instruments and their expected realization. The carrying values of the notes payable and convertible notes payable approximates fair value based on borrowing rates currently available to the Company for instruments with similar terms and remaining maturities.

Fair Value Measurement

Financial Accounting Standard Board, or FASB, Accounting Standards Codification, or ASC, Topic 820, *Fair Value Measurements and Disclosures*, established a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring fair value. This framework defined three levels of inputs to the fair value measurement process and requires that each fair value measurement be assigned to a level corresponding to the lowest level input that is significant to the fair value measurement in its entirety. The three broad levels of inputs defined by FASB ASC Topic 820 hierarchy are as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability; and

Level 3 - unobservable inputs for the asset or liability. These unobservable inputs reflect the entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability and are developed based on the best information available in the circumstances (which might include the reporting entity's own data).

Receivables are carried at amounts that approximate fair value. Receivables are recognized net of an allowance for doubtful accounts receivable. The allowance for doubtful accounts reflects the current estimate of credit losses expected to be incurred over the life of the financial asset, based on historical experience, current conditions, and reasonable forecasts of future economic conditions. Accounts receivable are written down or off when a portion or all of such account receivable is determined to be uncollectible.

Inventories are valued at the lower of cost or net realizable value with cost being determined on the weighted average cost method. Elements of cost in inventories include:

- raw materials,
- direct labor, and
- manufacturing and indirect overhead.

Supplies are valued at the lower of cost or net realizable value; cost is generally determined by the weighted average cost method. Inventories deemed to have costs greater than their respective market values are reduced to net realizable value with a loss recorded in income in the period recognized.

At December 31, 2023 and December 31, 2022, the carrying value of the Company's financial instruments such as accounts receivable and payables approximated their fair values based on the short-term nature of these instruments. The carrying value of short-term notes and advances approximated their fair values because the underlying interest rates approximated market rates at the balance sheet dates.

Cash and Cash Equivalents

The Company considers all liquid investments with original maturities of six months or less from the date of purchase that are readily convertible into cash to be cash equivalents. The Company had no cash equivalents at December 31, 2023 or December 31, 2022.

Revenue Recognition

As of the date these financial statements were issued, the Company had no revenue producing activities. The Company recognizes revenue as it satisfies contractual performance obligations by transferring promised goods or services to its customers. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for those promised goods or services. A good or service is transferred to a customer when, or as, the customer obtains control of that good or service.

Property and equipment

Property, Plant and Equipment is stated at cost. Maintenance and repairs are charged to expense as incurred and the costs of additions and betterments that increase the useful lives of the assets are capitalized. When property, plant and equipment is disposed of, the cost and related accumulated depreciation are removed from the balance sheets and any gain or loss is included in Other income/(expense) in the statements of operations.

Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, as follows:

Office equipment: 5 - 7 years
Computer hardware and software: 3 - 5 years
Buildings: 40 years

Investment in Property and Other Long-Lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. The Company did not recognize any impairment losses for any periods presented.

Business Combinations

Business combinations are accounted for using the acquisition method of accounting. Under the acquisition method, assets acquired and liabilities assumed are recorded at their respective fair values as of the acquisition date in the Company's

financial statements. The excess of the fair value of consideration transferred over the fair value of the net assets acquired is recorded as goodwill.

Share-Based Compensation

The Company from time to time may issue stock options, warrants and restricted stock as compensation to employees, directors, officers and affiliates, as well as to acquire goods or services from third parties. In all cases, the Company calculates share-based compensation using the Black-Scholes option pricing model and expenses awards based on fair value at the grant date on a straight-line basis over the requisite service period, which in the case of third party suppliers is the shorter of the period over which services are to be received or the vesting period, and for employees, directors, officers and affiliates is typically the vesting period. Share-based compensation is included in general and administrative expenses in the accompanying statements of operations.

Earnings per Share

Basic earnings per share are computed using the weighted average number of common shares outstanding at December 31, 2023 and 2022, respectively. The weighted average number of common shares outstanding for the years ended December 31, 2023 and 2022 was 96,777,987 and 17,845,573, respectively. Diluted earnings per share reflect the potential dilutive effects of common stock equivalents such as options, warrants and convertible securities. Given the historical and projected future losses of the Company, all potentially dilutive common stock equivalents are considered anti-dilutive.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

Recently Adopted Accounting Standards

In May 2021, the FASB issued ASU 2021-04, Earnings Per Share (Topic 260), Debt - Modifications and Extinguishments (Subtopic 470-50), Compensation - Stock Compensation (Topic 718), and Derivatives and Hedging - Contracts in Entity’s Own Equity (Subtopic 815-40): Issuer’s Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options (“ASU 2021-04”). ASU 2021-04 provides guidance as to how an issuer should account for a modification of the terms or conditions or an exchange of a freestanding equity-classified written call option (i.e., a warrant) that remains classified after modification or exchange as an exchange of the original instrument for a new instrument. An issuer should measure the effect of a modification or exchange as the difference between the fair value of the modified or exchanged warrant and the fair value of that warrant immediately before modification or exchange and then apply a recognition model that comprises four categories of transactions and the corresponding accounting treatment for each category (equity issuance, debt origination, debt modification, and modifications unrelated to equity issuance and debt origination or modification). ASU 2021-04 is effective for all entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. An entity should apply the guidance provided in ASU 2021-04 prospectively to modifications or exchanges occurring on or after the effective date. The Company adopted ASU 2021-04 effective January 1, 2022. The adoption of ASU 2021-04 did not have any impact on the Company’s consolidated financial statement presentation or disclosures.

Note 2 Going Concern

Historically the Company has experienced, and the Company continues to experience, net losses, net losses from operations, negative cash flow from operating activities, and working capital deficits. These conditions raise substantial doubt about the Company's ability to continue as a going concern within one year after the date of issuance of the unaudited financial statements. The unaudited financial statements do not reflect any adjustments that might result if the Company was unable to continue as a going concern.

The Company anticipates that operating losses will continue in the near term as management continues efforts to acquire income producing assets and complete the Reorganization Agreement. The Company intends to meet near-term obligations through debt and equity financing as it seeks to generate positive cash flow from operations.

In addition to generating cash flow from operations, we will be required to obtain other liquidity resources to support ongoing operations. We are addressing this need by developing additional capital sources, which we believe will enable us to execute our recapitalization and growth plan.

Based upon anticipated new sources of capital, we believe we will have enough capital to cover expenses through at least the next twelve months. We will continue to monitor liquidity carefully, and in the event we do not have enough capital to cover expenses, we will make the necessary and appropriate reductions in spending to remain cash flow positive. While management believes our plans help mitigate the substantial doubt that we are a going concern, there is no guarantee that our plans will be successful or if they are, will fully alleviate the conditions that raise substantial doubt that we are a going concern.

Note 3 Property and Equipment

Property and equipment, as of December 31, 2023 and December 31, 2022 consist of:

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Property & Equipment	\$ 30,427	\$ 90,623
Less accumulated depreciation	<u>(23,908)</u>	<u>(26,996)</u>
	<u>\$ 6,519</u>	<u>\$ 63,627</u>

Depreciation of property and equipment was \$4,800 and \$8,175 for the years ended December 31, 2023 and 2022, respectively.

During 2023, the Company defaulted on its payment obligations pursuant to a Contract for Deed for a property that it was using for its corporate offices. On November 1, 2023, the Company signed a Quit Claim Deed in favor of Fred Holz with respect to the property wherein the Company agreed to return such property to Mr. Holz.

Note 4 Convertible Notes Payable and Notes Payable

Convertible notes payable is comprised of the following at:

	December 31, 2023	December 31, 2022
Rosen Capital, LLC / RB Capital Partners, Inc.	\$ 475,000	\$ 211,000
H. Jay Hill	268,899	248,099
Sophia Filfil	50,000	50,000
Negma Group	-	25,000
Tri-Bridge Ventures, LLC	-	10,000
John Moyers	-	2,500
Michael D Adams	-	1,500
Total convertible notes payable	\$ 793,999	\$ 548,099
Current portion of convertible notes payable	\$ 793,999	\$ 548,099

Notes payable is comprised of the following at:

	December 31, 2023	December 31, 2022
Fred K. Holz Revocable Trust	\$ -	\$ 45,002
Silver Lake Partners	10,000	10,000
Fundbox	-	3,113
CS Bank	-	1,712
Total notes payable	\$ 10,000	\$ 59,827
Current portion of notes payable	10,000	21,692
Long term notes payable, net	\$ -	\$ 38,135

Note 5 Stockholder's Equity

Effective May 13, 2021 the Corporation amended its Certificate of Incorporation to authorize two classes of stock designated "Common Stock" and "Preferred Stock."

- Preferred Stock. The total number of shares of preferred stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share, designated Series A. Each share of Series A Preferred Stock is non-voting and is convertible into One Hundred Thousand (100,000) shares of the Corporation's common stock, par value \$0.00001. As of December 31, 2023 and 2022, the Company had 455 and 123 shares of its Series A Preferred Stock issued and outstanding, respectively.

Effective August 19, 2022, the Company issued 22 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 2,200,000 shares of the Company's common stock, in consideration for the conversion of \$27,006 of convertible promissory notes issued to Mr. Hill by the Company between January 2013 and September 2019

Effective September 30, 2023, the Company issued 160 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 16,000,000 shares of the Company's common stock, in consideration for the conversion of 16,000,000 shares of the Company's common stock to its Series A Preferred Stock.

Effective October 1, 2023, the Company issued 11 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 1,100,000 shares of the Company's common stock, in consideration for the anti-dilution provisions of the Series A Preferred Stock.

Effective October 1, 2023, the Company issued 11 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 1,100,000 shares of the Company's common stock, in consideration for the anti-dilution provisions of the Series A Preferred Stock.

Effective October 1, 2023, the Company issued 3 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 300,000 shares of the Company's common stock, in consideration for the anti-dilution provisions of the Series A Preferred Stock.

Effective October 1, 2023, the Company issued 147 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 14,700,000 shares of the Company's common stock, in consideration for \$100.999 which had accrued pursuant to the ten percent coupon included in the Series A Preferred Stock.

Dividends in the amount of \$210,268 and \$154,000, representing dividends on the Company's 10%, cumulative Preferred Stock, were in arrears as of December 31, 2023 and 2022, respectively.

- b. Common Stock. The total number of shares of common stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share. As of December 31, 2023 and 2022, the Company had 96,777,987 and 22,184,774 shares of its common stock issued and outstanding, respectively.

Effective July 3, 2023, the Company issued 40,000,000 shares of its restricted common stock to XA at \$0.0015 per share in connection with the Reorganization Agreement in exchange for \$60,000 to be used to meet general working capital requirements. As of December 31, 2023, XA had issued direct payments of \$36,983 to vendors of the Company on the Company's behalf and the remainder of \$23,017 was outstanding.

Effective July 3, 2023, the Company issued 16,000,000 shares of its restricted common stock to H. Jay Hill at \$0.10 per share in consideration for an anti-dilution agreement.

Effective July 3, 2023, the Company issued 2,200,000 shares of its restricted common stock to S. Gene Thompson at \$0.10 per share in connection with his employment agreement. Mr. Thompson is an officer and director of the Company.

Effective July 3, 2023, the Company issued 200,000 shares of its restricted common stock to Bold Leego Enterprises, Inc. at \$0.10 per share in consideration for consulting services related to the merger with XA.

Effective October 25, 2023, the Company issued 200,000 shares of its restricted common stock to Michael D. Adams. at \$0.10 per share in consideration for services.

Effective October 25, 2023, the Company issued 10,000 shares of its restricted common stock to N. Katherine Dees. at \$0.10 per share in consideration for services.

Effective October 28, 2023, the Company issued 4,448,250 shares of its restricted common stock to H. Jay Hill at \$0.10 per share in consideration for an anti-dilution agreement.

Effective December 8, 2023, the Company issued 7,600,000 shares of restricted common stock at per share prices ranging from \$0.0412 to \$0.10 to three individuals in connection with consulting services.

Effective December 20, 2023, the Company issued 8,694,538 units comprising shares of restricted common stock and warrants to purchase an additional 8,694,538 shares of common stock to four individuals and entities in connection with consulting services.

During 2023, the Company issued 3,740,425 units comprising shares of restricted common stock and warrants to purchase an additional 3,740,425 shares of common stock in connection with private placements to 9 accredited investors resulting in net proceeds of \$118,826 which were paid directly to XA in exchange for a note receivable issued by XA in favor of the Company. The issue price of the units, and the exercise price of the warrants, ranged from \$0.025 to \$0.066993 per share.

As of the date of these financial statements, the Company is in the process of completing an analysis of the classification and fair value of outstanding shares of restricted common stock and warrants issued in connection with the private placement. The fair value of these instruments is being determined and is subject to change based on various factors, including market conditions and the Company's financial performance.

Management intends to work with an independent third-party valuation specialist to ensure the accuracy and reliability of the fair value measurements. The analysis is expected to be completed by June 2024.

The Company will reflect any changes in the fair value of the common stock and warrants, and any other changes to its liabilities and equity, in its financial statements in the period in which the analysis is completed. Investors are advised to consider these factors when assessing the financial statements and should be aware that actual results may differ materially from the estimates presented herein.

Effective August 11, 2020, the Company completed a one-for-two thousand reverse stock split of the Company's issued and outstanding common stock. As a result, every two thousand shares of the Company's issued and outstanding common stock were automatically combined and reclassified into one share of the Company's common stock. No fractional shares were issued in connection with the reverse stock split. Shareholders who would otherwise hold a fractional share of common stock received an increase to their common stock as the common stock was rounded up to a full share. All disclosures of share and per share data in these unaudited financial statements have been retroactively adjusted to reflect the reverse stock split for all periods presented.

- c. Options. The Company recognizes all share-based payments to employees, or third parties including grants of employee stock options to be recognized as compensation expense, or services in the financial statements based on their fair values. That expense is recognized over the period during which an employee, or third party, is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). The Company issued no options to purchase shares of its common stock during the years ended December 31, 2023 and 2022, respectively, and there were no options outstanding as of December 31, 2023.
- d. Warrants. The Company issued warrants to purchase 3,750,559 shares of its common stock during 2023 in connection with a private placement and warrants to purchase 8,694,538 shares of its common stock for services. The exercise price of the warrants ranged from \$0.03 to \$0.066993 per share. The Company issued no warrants to purchase shares of its common stock during 2022. As of December 31, 2023, the Company had 12,445,097 warrants outstanding.

Note 6 Income Taxes

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*, which requires an asset and liability approach for financial accounting and reporting of income taxes. Deferred income taxes reflect the impact of temporary differences between the amount of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations. Deferred tax assets, if any, include tax loss and credit carry forwards and are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Note 7 Subsequent Events

Effective January 22, 2024, the Company accepted the resignation of S. Gene Thompson as CEO and Chairman and appointed Glenn Klinker as the Company's Chief Executive Officer and Chairman.

Mr. Thompson was appointed Mr. Klinger to continue providing services to the Company as a consultant to manage all matters pertaining to the Company's publicly held status.

Effective January 2, 2024, the Board of Directors of the Company declared it advisable and in the best interest of the Company and its stockholders to appoint Alverirco Asencio to its Board of Directors.

Effective February 8, 2024, the Company entered into a Termination and Settlement Agreement with XA Interactive, Inc., which was subsequently amended on March 13, 2024 (the "Termination Agreement").

HIHI made the first scheduled payment of \$10,500 to XA, then missed the next payment resulting in XA declaring the Settlement Agreement in default.

Pursuant to an amended Termination Agreement and to cure the default, HIHI entered into an agreement with Diversion Point wherein Diversion Point assumed the balance due to XA of \$89,500 in exchange for 40,000,000 HIHI common stock, that was issued on March 15, 2024.

Pursuant to the amended Termination agreement:

- The Reorganization Agreement is terminated;
- XA transfers to the Company all of XA's right, title and interest in two wells located in Texas, capitalized at \$250,000;
- The 40,000,000 shares of common stock issued to XA in connection with the Reorganization Agreement were cancelled;
- The Company has agreed to pay XA the sum of \$100,000 over a 12 month period;
- The Company shall pay to XA ten percent of the net revenue from the two wells that exceed two million dollars per year in revenue.

Between January 4, 2024 and March 14, 2024, the Company issued 28,000,000 shares of its common stock at prices ranging from \$0.02 to \$0.10 per share to 16 individuals and entities for services.

Between January 4, 2024 and March 14, 2024, the Company issued warrants to purchase 39,250,000 shares of its common stock at prices ranging from \$0.015 to \$0.04 per share to 15 individuals and entities for services.

There were no subsequent events requiring adjustment to the unaudited financial statements or disclosures therein through April 15, 2024, the date the Company's unaudited financial statements were issued.

