DISCLOSURE STATEMENT PURSUANT TO THE PINK BASIC DISCLOSURE GUIDELINES

WEALTHCRAFT CAPITAL, INC.

A Nevada Corporation
("Company")

[Executive Office]
1460 E Holt Ave.
Suite 184
Pomona, California 91767
Telephone: 909.318.0220

Website: www.wealthcraftcapital.com
Email: info@wealthcraftcapital.com

SIC CODE: 0191

QUARTERLY REPORT FOR THE PERIOD ENDING MARCH 31, 2022
(the "Reporting Period")

As of the Current Reporting Period (March 31, 2022) and the date hereof, the number of shares outstanding of our Common Stock was:

75,673,060

As of the date of the Prior Reporting Period (December 31, 2021), the number of shares outstanding of our Common Stock was:

75,673,060

As of the Most Recent Completed Fiscal Year(s) ended December 31, 2021 [and December 31, 2020], the number of shares outstanding of our Common Stock was:

75,673,060

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 Control of the Company has occurred over this reporting period:

Yes: ☐ No: ☒

Information required for compliance with the provisions of the OTC Markets Group Inc.'s Pink Basic Disclosure Guidelines

To provide more meaningful and useful information, this Quarterly Report Disclosure Statement may contain certain "forward-looking statements" [as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act")]. These statements may reflect our current expectations regarding our possible future results of operations, performance, and achievements.

Wherever possible, Wealthcraft Capital, Inc. (the "Company") has tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements.

The Company cannot predict all of the risks and uncertainties. To the extent included, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and the Company does not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management, any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

The public market should be informed that the coronavirus (COVID-19 and the Delta variant and other variations thereof or other infectious diseases) is continuing to spread rapidly around the world and has negatively affected the economies and financial markets worldwide together with the stock market and investor sentiment. The perceived value of the Company and the price of our Common Stock may be disproportionately affected as investors favor and seek less volatile or traditional companies (or assume more risks) during the times of market uncertainty and instability. Further, it is currently difficult to estimate with any certainty how long the pandemic and the effect on the economy will continue.

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Exchange Act as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. On September 16, 2020, the Securities and Exchange Commission adopted amendments to Rule 15c2-11, an important component of the over-the-counter market regulatory structure which governs the public quoting of securities traded. The Rule recognizes OTC Markets Group Inc.'s Pink Basic Disclosure Guidelines as a standard for providing current public disclosure information. Under the Rule, securities on the OTC Market Group Inc.'s OTCQB, OTCQB and the Pink Current market designation can continue to be the subject of public broker-dealer quotations. The Rule also restricts public quoting in companies that do not provide current public disclosure information and under certain other circumstances. This Disclosure Statement was prepared in view for compliance with these laws and the rules and regulations promulgated thereunder.

The safe harbor provisions of the Exchange Act may not apply to a company that issues penny stock. (The term "penny stock" generally refers to a security issued by a small company that trades at less than $ 5 per share.) Actual results may differ materially from those indicated by such forward-looking statements because of various important factors. The Company does not assume any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Disclosure Statement except as required by applicable law.

WEALTHCRAFT CAPITAL, INC.

Item 1. Name of the Issuer and its predecessor (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 current name of the Issuer and the names used by predecessor entities and the dates of the name changes are as follows:

Issuer:

WEALTHCRAFT CAPITAL, INC.

Wealthcraft Capital, Inc.	February 1, 2017 to present
Formerly Wealthcraft Systems, Inc.	October 19, 2006 to January 31, 2017
Formerly Parque La Quinta Estates	October 29, 1992 to October 19, 2006

Predecessor Entities:

None

Except for the name changes referred to above, there have been no name changes or changes in the state of incorporation since inception.

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

The date of incorporation in Nevada is October 29, 1992. At all times, the Company has been a Nevada corporation (there have been no changes in state of incorporation since inception). The Company is an active corporation, validly existing and in good standing under the laws of the State of Nevada, with a valid and existing Nevada State Business License and is current with its Quarterly report filings.

On April 5, 2018, the Company acquired a majority interest in Geaux Industries ("Geaux"), a provider of security services for commercial, retail and industrial customers in exchange for 4,000,000 shares of the Company's Common Stock. These shares were subsequently issued by the Company to William Mayhew, Jr on November 8, 2018 and were valued at $ 0.25 per share. The Exchange Agreement provides for the Company to acquire the minority interest, under certain terms and conditions. Geaux is an active corporation, validly existing and in good standing under the laws of the State of California, with valid and existing applicable licenses (to include State of California Department of Consumer Affairs) and is current with its Secretary of State report filings.

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

None

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

None

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

1460 E Holt Ave.
Suite 184
Pomona, California 91767

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

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

Item 2. Security Information.

The Company has a class of Common Stock outstanding as of March 31, 2022 and as of the date hereof:

Trading Symbol:	WCCP
Exact title and class of securities outstanding:	Common Stock
CUSIP No:	94700015
Par Value:	$ .001

Total Shares Authorized:	250,000,000	as of March 31, 2022
Total Shares Outstanding:	75,673,060	as of March 31, 2022
Number of Shares in Public Float:	15,547,408	as of March 31, 2022
Total Number of Record Shareholders:	68	as of March 31, 2022

The Company does not have any additional class(es) of publicly traded securities.

Transfer Agent:

Pacific Stock Transfer Company
800.785.7782
http://pacificstocktransfer.com
6725 Via Austi Parkway
Suite 300
Las Vegas, NV 89119

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

Item 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: ☒

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 ($) [as at year ended December 31, 2021]	Principal Amount at Issuance	Interest Accrued (1)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
March 27, 2017	0 (3)	$ 50,000	(3)	(3)	Not Applicable	Geaux Industries William Mayhew (49 %)	Working Capital
March 20, 2018	$ 31,030	$ 20,000	$ 11,030	December 31, 2020	Convertible at the option of the holder at $.25	Anthony and Elena Riccio	Acquisition and Working Capital
March 27, 2018	$ 33,836	$ 25,000	$ 8,836	December 31, 2020	Convertible at the option of the holder at $.25	John MacPhail	Acquisition and Working Capital
March 30, 2018	$ 202,603	$ 150,000	$ 52,603	December 31, 2020	Convertible at the option of the holder at $.25	Katell Productions LLC	Acquisition and Working Capital
April 25, 2018	$ 33,589	$ 25,000	$ 8,589	December 31, 2020	Convertible at the option of the holder at $.25	Andrew Galloway Family Trust	Acquisition and Working Capital
September 20, 2018	$ 325,753	$ 250,000	$ 75,753	January 1, 2021	Not Applicable	Silicon Beach LLC	Working Capital
December 31, 2019	$ 5,678	$ 5,678	$ 5,678	December 31, 2020	Not Applicable	John MacPhail	Accounts Payable
December 31, 2019	$22,103	$ 22,103	$ 22,103	December 31, 2020	Not Applicable	Robert Wilson	Accounts Payable
January 27, 2021	(2)	$ 229,247	(2)	January 27, 2022	Not Applicable	Paycheck Protection Program (2)	Working Capital

(1) The Company had accrued interest payable of $177,234 on the notes at March 31, 2022. The Company has $220,000 of debt that is convertible at $0.25 per share and accrues interest at 10% at December 31, 2021, $50,000 of this amount had a variable conversion feature until April 30, 2021 when the terms of the note were amended to change the conversion feature to a fixed conversion at $0.25 per share. The Company has $302,350 of debt which has no conversion feature as at March 31, 2022. See Notes 5 and 6 to Notes to Financial Statements.

(2) On May 4, 2020, the Company had received a loan in the principal amount of $ 229,246 as part of the federal Paycheck Protection Program ("PPP Loan") administered by the Small Business Administration ("SBA") and on January 27, 2021, the Company received another PPP Loan in the principal amount of $ 229,247. On February 9, 2021, the SBA forgave the loan of May 4, 2020. The Note was forgiven on February 16, 2021 in accordance with the terms of the note since the Company used the funds for the approved expenditures (mainly payroll) within the prescribed timeframe and applied for forgiveness in a timely manner.

(3) On March 27, 2017, the Company issued a Convertible Note Payable in the principal amount of $50,000 to the Chief Executive Officer of Geaux Industries, of which the Company owns a fifty-one percent (51%) controlling interest. This note accrues interest at the rate of ten percent (10%) per annum and matures on January 1, 2021. As of March 31, 2022 and December 31, 2021, the Company had recorded $25,085 and $23,835 respectively of accrued and unpaid interest in relation to this convertible note payable. On April 3, 2021, Geaux bought this note from the CEO and the note and accrued interest from April 3, 2021 eliminates in consolidation.

The Company is in default on its promissory notes which provide legal remedies for satisfaction of defaults, the holders of the promissory notes havenot pursued their legal remedies. The Company continues to accrue interest at the rates under the terms and conditions of the promissory notes. The Company has classified the entire loan amounts as a current liability. Preliminary negotiations have commenced with certain of the promissory note holders to waive any default and extend the due date of the notes, coupled with a reduction of the conversion price. See Notes 5 and 6 to Notes to the Financial Statements.

C. Future Action.

Certain shareholders of the Company suggested that it may be in the best interest of the Company and its shareholders to change domicile to either the State of Oklahoma or the State of Delaware for the purpose of reorganizing the Company and its operations into a holding company structure, pursuant to applicable state law. The Company is in the process of retaining counsel in the State of Oklahoma for determine the viability of such a structure.

If it is determined to be in the best interest of the Company to proceed, after changing its domicile, it will incorporate WCCP Holdings Inc. as a wholly owned subsidiary, and immediately thereafter, WCCP Holdings Inc. will incorporated Wealth-Geaux Merger Corp. as its wholly owned subsidiary. With each of the new corporations formed, the Company will merge down into Wealth-Geaux Merger Corp., with Wealth-Geaux Merger Corp. surviving and resulting as a wholly owned subsidiary of WCCP Holdings Inc., with the assets and liabilities of the Company succeeded to by Wealth-Geaux Merger Corp. These assets will include the interest of the Company in Geaux Industries. As part of the merger agreement, the issued and outstanding shares of the Company will be exchangeable into shares of WCCP Holdings Inc. on a one for one basis or on a greater basis, but pro rate percentage ownership will remain the same. The equity securities held by the Company in

WCCP Holdings Inc. being canceled under the terms of the merger agreement leaving WCCP Holdings Inc. as the sole shareholder of Wealth-Geaux Merger Corp. Thereafter, Wealth-Geaux Merger Corp. may or will change its name to Wealth-Geaux Industries, Inc. Variations of this suggestion may be considered so the result will be the holding company structure.

If the Company considers these proposals, the Company will submit its corporate action notification to the Financial Industry Regulatory Authority ("FINRA") seeking approval to announce the aforementioned corporate actions and may be required to provide additional documents that are responsive to the staff's questions, if any. With the receipt of FINRA's approval, the Company intends to publish a press release with the OTC Markets Group, Inc that announces the forgoing and the approval will allow the Company to proceed and to continue trading under the name "WCCP" with Wealth-Geaux Industries, Inc. as a wholly-owned subsidiary.

As part of reorganizing the Company into a holding company structure, the Company has been asked to consider having all non-convertible outstanding promissory notes or any other debt instruments modified so that may be converted into a class of the Issuer's equity securities on the same terms and conditions of the current convertible promissory notes.

The current conversion price is $ 0.25, substantially higher than current market valuation. The last current bid and ask price of the Company's Common Stock is:

Bid	$ 0.03	Ask	$ 0.1699

The52 week range of the Company's Common Stock is:

Low	$.011	High	$ 0.2529

The Company is considering reducing the conversion rate on the convertible promissory notes (see Item B. above) and extending the due date for conversion to the holders of the convertible promissory notes.

The Company has had preliminary negotiations with Katell Productions LLC and Silicon Beach LLC to convert a portion of the principal and interest of their convertible promissory notes.

Any reduction in the conversion rate coupled with the conversion into securities of the Company or Geaux (to be renamed Wealth-Geaux Industries, Inc.) will result in further substantial dilution of the ownership percentage of current shareholders. It is contemplated the holders of any convertible note will have the option to convert in to shares of the Company or into shares of Wealth-Geaux Industries, Inc.

This action will result in further substantial dilution of the ownership percentage of current shareholders. It is contemplated the holders of any convertible note will have the option to convert in to shares of the Company or into shares of Wealth-Geaux Industries, Inc.

Dependent on the then financial condition of the Company and Wealth-Geaux Industries, Inc., it has been suggested that Wealth-Geaux Industries, Inc. offer and sell securities to the public under Regulation A., an exemption from registration under the Securities Act. Said exemption, generally permits a smaller company in an earlier stage of development to use this rule as a more cost-effective method to raise money. Although an offering circular is submitted to the SEC and generally subject to review and qualification by the staff at the SEC, the SEC does not pass upon the merits or give its approval to any securities offered.

Item 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):

Name:	William Mayhew
Title:	Chief Executive Officer
Relationship to Issuer:	Chief Executive Officer and interim Chief Financial Officer

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Wealthcraft Capital, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

	March 31, 2022	Dec 31, 2021
Assets		
Current assets		
Cash and cash equivalents	$ 2,962	$ 26,319
Accounts receivable	215,618	87,336
Total current assets	218,580	113,655
Territory franchise	63,467	50,000
Total assets	$ 282,047	$ 163,655
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable and accrued expenses	$ 150,573	$ 157,957
Accrued liabilities - related parties	4,800	4,800
Credit line	28,113	-
Accrued interest payable	177,234	165,670
Derivative Liability	-	-
Convertible notes payable	195,000	195,000
Notes payable	267,386	250,000
Related party convertible notes payable	25,000	25,000
Related Party Notes Payable	27,781	27,781
Total current liabilities	875,887	826,208
Note payable	7,183	-
Total liabilities	883,070	826,208
Stockholders' deficit		
Common stock, $0.001 par value, 250,000,000 shares authorized, 75,673,060 shares issued and outstanding	75,673	75,673
Additional paid-in capital	8,084,872	8,084,872
Accumulated deficit	(8,873,817)	(8,895,183)
Total Wealthcraft stockholders' deficit	(713,272)	(734,638)
Noncontrolling interest	112,249	72,085
Total Stockholders’ Deficit	(601,023)	(662,553)
Total liabilities and stockholders' deficit	$ 282,047	$ 163,655

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

Wealthcraft Capital, Inc.
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended	
	March 31, 2022	**March 31, 2021**
Revenue	$ 505,337	$ 417,968
General and administrative expenses	431,921	391,140
Income (loss) from operations	73,416	26,828
Other income (expense):		
Other income	2,066	14
Change in fair value of derivative	-	25,042
Gain on extinguishment of debt	-	231,061
Interest expense	(13,952)	(15,050)
Total other income (expense)	(11,886)	241,067
Net income (loss) before income taxes	61,530	267,895
Provision for income taxes	-	-
Net loss	61,530	267,895
Less net income (loss) attributable to noncontrolling interest	40,164	125,646
Net income (loss) attributable to Wealthcraft Capital, Inc.	$ 21,366	$ 142,249
Net loss per share - basic and diluted	$ (0.00)	$ (0.00)
Weighted average shares outstanding - basic and diluted	75,673,060	75,673,060

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

Wealthcraft Capital, Inc.
Consolidated Statement of Stockholders' Deficit
For the Twelve Months Ended December 31, 2021 and 2020

For the Three Months Ended March 31, 2022

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Noncontrolling Interest	Total
Balance at December 31, 2021	75,673,060	$75,673	$8,084,872	$ (8,895,183)	$ 72,085	$(662,553)
Net income	-	-	-	21,366	40,164	61,530
Balance at March 31, 2022	75,673,060	$75,673	$8,084,872	$ (8,873,817)	$ (112,249)	$(601,023)

For the Three Months Ended March 31, 2021

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Noncontrolling Interest	Total
Balance at December 31, 2020	75,673,060	$75,673	$8,084,872	$ (9,187,126)	$ (170.949)	$(1,197,530)
Net income	-	-	-	142,249	125,646	267,895
Balance at March 31, 2021	75,673,060	$75,673	$8,084,872	$ (9,044,877)	$ (45,303)	$(929,635)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

Wealthcraft Capital, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	For the Three Months Ended	
	March 31, 2022	**March 31, 2021**
Cash Flows from Operating Activities		
Net income	$ 61,530	$ 267,895
Adjustments to reconcile net loss to net cash used in operating activities:		
Change in fair value of derivative	-	(25,042)
Gain on extinguishment of debt	-	(231,061)
Accounts receivable	(128,282)	21,920
Accounts payable and accrued expenses	(7,384)	(49,457)
Accrued liabilities - related parties	-	(10,500)
Accrued interest on notes payable	11,564	13,956
Net cash used in operating activities	(62,572)	(12,289)
Cash flows from (used in) investing activities		
Purchase of security franchise	(13,467)	-
Net cash used in investing activities	(13,467)	-
Cash flows from financing activities		
Proceeds from note payable	37,467	-
Proceeds from Small Business Administration PPP loan	-	229,247
Credit line, net of repayments	28,113	(83,941)
Payments on Notes Payable	(12,898)	(26,470)
Net cash provided by financing activities	52,682	118,836
Net increase (decrease) in cash and cash equivalents	(23,357)	106,547
Cash and cash equivalents, beginning balance	26,319	2,757
Cash and cash equivalents, ending balance	$ 2,962	$ 109,304
Supplemental Disclosures:		
Cash paid for income taxes	$ -	$ -
Cash paid for interest expense	$ 297	$ 3,543

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities, History and Organization

WealthCraft Capital, Inc, (the "Company") was organized on September 29, 1992 under the laws of the State of Nevada. On November 13, 2007, WealthCraft Capital, Inc. ("WealthCraft") completed the transactions contemplated by that certain Exchange Agreement, dated as of September 19, 2007, by and among WealthCraft, certain shareholders of WealthCraft, WealthCraft Capital Ltd., a private limited company organized under the laws of the Hong Kong Special Administrative Region of the People's Republic of China ("WealthCraft HK") and the shareholders of WealthCraft HK (the "Exchange Agreement"). Accordingly, WealthCraft acquired all of the issued and outstanding shares of stock of WealthCraft HK, in exchange for the issuance in the aggregate of 7,000,000 shares of common stock of WealthCraft, which shares represent 70% of the issued and outstanding capital stock of WealthCraft after the consummation of the Exchange Agreement and the transactions contemplated thereby.

On September 18, 2012, the Company sold WealthCraft HK to an Australian publicly held company in exchange for approximately $75,000 and 2,000,000 shares of their common stock. Subsequent to this date the Company has had no operations and only incurred administrative expenses.

On February 1, 2017, the Company changed its name to WealthCraft Capital, Inc.

On April 5, 2018, the Company acquired a majority interest in Geaux Industries ("Geaux"), a provider of security services for commercial, retail and industrial customers in exchange for 4,000,000 shares of the Company's common stock. These shares were subsequently issued by the Company to William Mayhew, Jr on November 8, 2018.and were valued at $0.25 per share. The Exchange Agreement provides for the Company to acquire the minority interest, under certain terms and conditions. Geaux is licensed by State of California Department of Consumer Affairs.

Reclassifications and Adjustments

Certain financial statement reclassifications have been made to prior period balances to reflect the current period's presentation format; such reclassifications had no impact on the Company's consolidated statements of income or consolidated statements of cash flows and had no material impact on the Company's consolidated balance sheets.

Significant Accounting Policies

The Company's management selects accounting principles generally accepted in the United States of America and adopts methods for their application. The application of accounting principles requires the estimating, matching and timing of revenue and expense. The accounting policies used conform to generally accepted accounting principles which have been consistently applied in the preparation of these financial statements.

The financial statements and notes are representations of the Company's management which is responsible for their integrity and objectivity. Management further 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) valid transactions are recorded; and 3) transactions are recorded in the proper 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 presented.

Basis of Presentation

The Company prepares its financial statements on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States.

Principles of Consolidation

The financial statements include the accounts of Weathcraft Capital, Inc. as well as the Company's 51% interest in Geaux Industries, Inc. All significant inter-company transactions have been eliminated. All amounts are presented in U.S. Dollars unless otherwise stated.

Non-Controlling Interest

The Company owns 51% of Geaux Industries, Inc. The Company accounts for the 49% outside interest as "non-controlling interest".

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents. At times, cash balances may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limits.

Accounts Receivable and Allowances for Doubtful Accounts

The allowance for accounts receivable is recorded when receivables are considered to be doubtful of collection. As of March 31, 2022 and December 31, 2021, respectively, no allowance has been made.

Income Taxes

The Company accounts for income taxes under ASC 740 *"Income Taxes"* using the liability method, recognizing certain temporary differences between the financial reporting basis of liabilities and assets and the related income tax basis for such liabilities and assets. This method generates either a net deferred income tax liability or asset for the Company, as measured by the statutory tax rates in effect. The Company derives the deferred income tax charge or benefit by recording the change in either the net deferred income tax liability or asset balance for the year. The Company records a valuation allowance against any portion of those deferred income tax assets when it believes, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

Use of Estimates

In order to prepare financial statements in conformity with accounting principles generally accepted in the United States, management must make estimates, judgments and assumptions that affect the amounts reported in the financial statements and determines whether contingent assets and liabilities, if any, are disclosed in the financial statements. The ultimate resolution of issues requiring these estimates and assumptions could differ significantly from resolution currently anticipated by management and on which the financial statements are based.

Revenue Recognition

The Company adopted ASC 606 "*Revenue from contracts with customers*" on January 1, 2018 using the modified retrospective approach. The Company generates revenue by selling gold and silver produce from its mining operations. The Company recognizes revenue for gold and silver concentrate production, net of treatment and refining costs, when it satisfies the performance obligation of transferring control of the concentrate to the customer. This is generally when the material is delivered to the customer facility for treatment and processing as the customer has the ability to direct the use of and obtain substantially all the remaining benefits from the material and the customer has the risk of loss.

The amount of revenue recognized is initially recorded on a provisional basis based on the contract price and the estimated metal quantities based on assay data. The revenue is adjusted upon final settlement of the sale. The chief risk associated with the recognition of sales on a provisional basis is the fluctuations between the estimated quantities of precious metals base on the initial assay and the actual recovery from treatment and processing.

For the three months ended March 31, 2022 and 2021, there are no contract costs or commissions deferred.

We have elected to account for shipping and handling costs as fulfillment costs after the customer obtains control of the goods.

Stock-Based Compensation

The Company accounts for stock options at fair value as prescribed in ASC 718. The Company estimates the fair value of each stock option at the grant date by using the Black-Scholes option-pricing model and provides for expense recognition over the service period, if any, of the stock option.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, receivables, payables and long-term debt. The carrying amount of cash, receivable and payables approximates fair value because of the short-term nature of these items. The carrying amount of long-term debt approximates fair value due to the relationship between the interest rate on long-term debt and the Company's incremental risk adjusted borrowing rate.

Per Share Amounts

Earnings per share are calculated in accordance with ASC 260 "*Earnings per Share*". The weighted average number of common shares outstanding during each period is used to compute basic earnings (loss) per share. Diluted earnings per share are computed using the weighted average number of shares and potentially dilutive common shares outstanding. Potentially dilutive common shares are additional common shares assumed to be exercised. Potentially dilutive common shares consist of stock warrants, convertible preferred shares and convertible notes and are excluded from the diluted earnings per share computation in periods where the Company has incurred a net loss, as their effect would be considered anti-dilutive.

The Company had convertible debt instruments with accrued interest as of March 31, 2022 and December 31, 2021which, upon conversion, would result in the issuance of 1,523,760 and 1,496,760 shares of stock, respectively.

The Company had no options or warrants outstanding at March 31, 2022 and December 31, 2021.

	3 Months Ended March 31, 2022	**Year Ended Dec 31, 2021**
Net income (loss) attributable to common shareholders	$21,366	$291,943
Shares:		
Weighted average number of common shares outstanding, Basic	75,673,060	75,673,060
Weighted average number of common shares outstanding, Diluted	75,673,060	75,673,060
Basic income (loss) per share	$(0.00)	$(0.00)
Diluted income (loss) per share	$(0.00)	$(0.00)

Related Party Transactions

FASB ASC 850, "Related Party Disclosures" requires companies to include in their financial statements, disclosures of material related party transactions. The Company discloses all material related party transactions. A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party."

Recently Issued Accounting Pronouncements

Leases

In February 2016, FASB issued ASU 2016-02— Leases (Topic 842). The update is intended to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. As such, The Company is required to adopt these provisions as of the fiscal year beginning on January 1, 2019. The Company elected the available practical expedients and adopted ASC 842 effective January 1, 2019, prospectively. The adoption of this standard resulted in no change to the financial statements of the Company since the Company leases an office on a month to month basis for $1,090 per month.

NOTE 2 – ACCOUNTS RECEIVABLE

As of December 31, 2021 and 2020, the Company had outstanding accounts receivable in the amount of $215,618 and $87,336 respectively, which consisted of services rendered by the Company to its clients. As of March 31, 2022 and December 31, 2021, the Company had not established an allowance for doubtful accounts.

As previously stated, the Company extends credit terms to the majority of its clients, with accounts receivable being based on the contracted prices for services provided by the Company. Normal accounts receivable are due thirty (30) days after the issuance of the invoice. Receivables past due more than one hundred twenty (120) days are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and the specific circumstances of the customer. During the three months ended March 31, 2022 and 2021, the Company did not write-off any of its account receivables as bad debt expense.

NOTE 3 – INTANGIBLE ASSETS

As of March 31, 2022 and December 31, 2021, the Company had recorded a $63,467 and $50,000 intangible asset respectively, on its balance sheet in relation to the Initial Franchise Fee paid and an additional territory franchise fee paid by the Company to acquire a new service territory.

As previously stated, the Company determined that this intangible asset had an indefinite useful life, and in accordance with *ASC 350, Intangibles - Goodwill and Other,* the Company will not be amortizing this intangible asset each reporting period. The Company will evaluate the remaining useful life of this intangible asset each reporting period to determine whether events and circumstances continue to support an indefinite useful life. Should the Company determine that this intangible asset has a finite useful life, the Company will test it for impairment and then amortize it over its estimated remaining useful life and account for it in the same manner as other intangible assets that are subject to amortization.

As of March 31, 2022 and December 31, 2021, the Company had determined that there was no impairment to this intangible asset. Accordingly, the Company did not record any non-cash impairment expense related to this intangible asset during the periods ended March 31, 2022 and December 31, 2021.

NOTE 4 – CREDIT LINE

As of March 31, 2022 and December 31, 2021, the Company had recorded $28,113 and $0 respectively, in relation to a credit line. Any outstanding credit line balance is secured against the Company's accounts receivable (see Note 2. Accounts Receivable). As of March 31, 2022 and December 31, 2021, the Company was in compliance with the terms of this credit line.

NOTE 5 – RELATED PARTY TRANSACTIONS

As of March 31, 2022, the Company had recorded total related party financial obligations in the amount of $52,781. This consisted of three (3) separate notes payable issued by the Company in the aggregate principal amount of $52,781 (see Note 6. Notes Payable and Convertible Notes Payable) and accrued and unpaid interest in the amount of $12,967. Additionally, $4,800, and $4,800 respectively of cash advances from Robert Wilson, a former director and officer of the Company The Company had recorded these related party cash advances as "accrued liabilities – related party" on its balance sheet as of March 31, 2022 and December 31, 2021.

The Company also has related party notes payable and convertible notes payable – See NOTE 6.

NOTE 6 – NOTES PAYABLE AND CONVERTIBLE NOTES PAYABLE

Notes Payable

The components of the Company's debt as of March 31, 2022 and December 31, 2021 were as follows:

		Dec 2021		**Dec 2020**
Note Payable - $20,000, 10% interest payable monthly or accrued, due Dec 31, 2020		20,000		20,000
Note Payable - $150,000, 10% interest payable monthly or accrued, due Dec 31, 2020		150,000		150,000
Note Payable - $25,000, 10% interest added to note quarterly, due Dec 31, 2020		25,000		25,000
Note Payable - $250,000, 10% interest payable monthly or accrued, due Jan 1, 2021		250,000		250,000
Note Payable - $12,000, 10.14% interest accrued, due March 8, 2023		12,000		-
Note Payable - $13,467, 0% interest. 30 installments of $449 starting in February 2022		12,569		-
Subtotal		469,569		445,000
Related Party Debt				
Note Payable - $25,000, 10% interest added to note quarterly, due Dec 31, 2020	$	25,000	$	25,000
Note Payable - $22,103, 10% interest payable monthly or accrued, due Dec 31, 2020		22,103		22,103
Note Payable - $5,678, 10% interest payable monthly or accrued, due Dec 31, 2020		5,678		5,678
Subtotal – Related Party Debt		52,781		52,781
Total	$	522,350	$	497,781

The Company had accrued interest payable of $177,234 and $165,670 on the notes at March 31, 2022 and December 31, 2021, respectively.

(1) The Company received a Payroll Protection Program loan from the Small Business Administration. The Note was forgiven on February 16, 2021 in accordance with the terms of the note since the Company used the funds for the approved expenditures (mainly payroll) within the prescribed timeframe and applied for forgiveness in a timely manner.

(2) On March 27, 2017, the Company issued a Convertible Note Payable in the principal amount of $50,000 to the Chief Executive Officer of Geaux Industries, of which the Company owns a fifty-one percent (51%) controlling interest. This note accrues interest at the rate of ten percent (10%) per annum and matures on January 1, 2021. As of March 31, 2022 and December 31, 2021, the Company had recorded $25,085 and $23,835 respectively of accrued and unpaid interest in relation to this

convertible note payable. On April 3, 2021, Geaux bought this note from the CEO and the note and accrued interest from April 3, 2021 eliminates in consolidation.

For the period through the elimination of the derivative conversion option (April 30, 2021), the Company analyzed the conversion option for derivative accounting consideration under ASC 815-15 “Derivatives and Hedging” and determined that the instrument should be classified as liabilities due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. The instrument is measured at fair value at the end of each reporting period or termination of the instrument with the change in fair value recorded to earnings. See more information in Note 8.

A summary of the debt, net of debt discount, in total is as follows:

	2022	2021
Convertible debt – fixed conversion rate	$ 195,000	$ 195,000
Convertible debt – fixed conversion rate – Related Party	25,000	25,000
Non-Convertible debt	274,569	250,000
Non-Convertible debt - Related Party	27,781	27,781
Net	$ 522,350	$ 497,781

The Company has $220,000 and $220,000 of debt that is convertible at $0.25 per share and accrues interest at 10% at December 31, 2021 and 2020 respectively. $50,000 of this amount had a variable conversion feature until April 30, 2021 when the terms of the note were amended to change the conversion feature to a fixed conversion at $0.25 per share.

The Company has $302,350 and $277,781 of debt which has no conversion feature at March 31, 2022 and December 31, 2021 respectively.

The Company is in default on a number of its promissory notes which provide legal remedies for satisfaction of defaults, none of which to this point have pursued their legal remedies. The Company continues to accrue interest at the listed rates and plans to seek their conversion or payoff within the next twelve months. Accordingly, the Company has classified the entire loan amounts as a current liability.

NOTE 7 – DERIVATIVE LIABILITY

The Company evaluates all of its financial instruments in accordance with *ASC 815, Derivatives and Hedging* to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-measured at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified on the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within twelve months of the balance sheet date.

Based upon the Company’s analysis of *ASC 815*, and the criteria contained in *ASC 815-40, Derivatives and Hedging: Contracts in Entity’s Own Equity*, the Company determined that its convertible note issued March 27, 2017 (the “March 2017 Convertible Note”) contained features that qualify as embedded derivatives. Accordingly, the Company recorded this derivative financial instrument as a liability on its balance sheet on the date of issuance and then re-measured its fair value on each reporting date, with the resulting change in fair value being recorded in the Company’s statements of operations.

During fiscal year 2017, the Company estimated the fair value of the derivative liability related to the March 2017 Convertible Note using a weighted average Black-Scholes-Merton option pricing model with the following range of assumptions:

	Date of Issuance	As of December 31, 2017
Fair value of the Company's common stock	$ 0.1500	$ 0.1105
Per share conversion price	$ 0.0750	$ 0.0553
Term of the note (years)	1.00	0.25
Risk-free interest rate	1.00%	1.76%
Expected volatility	223%	167%
Dividend yield	-	-

Based on the above criteria, the Company estimated the fair value of the derivative financial instrument to be $81,871 as of the date of issuance. On December 31, 2017, the Company re-measured the fair value of the derivative financial instrument and estimated its value to be $56,569. As a result, the Company recorded a $25,302 reduction in its derivative liability as of December 31, 2017 and a corresponding $25,302 gain on the change in fair value of derivative. The $25,302 represents the change in the estimated fair value of the Company's derivative liability from the $81,871 as of March 27, 2017 to the $56,569 as of December 31, 2017.

On March 27, 2018, the Company and the Holder of the March 2017 Convertible Note mutually agreed to amend its terms to change the maturity date from March 27, 2018 to September 27, 2019. No other changes were made to the terms of the March 2017 Convertible Note. The Company accounted for the modification of the March 2017 Convertible Note in accordance with *ASC 470-50, Modifications and Extinguishments*, which states that for all extinguishments of debt, the difference between the reacquisition price (including any premium) and the net carrying amount of the debt being extinguished (including any deferred debt issuance costs) should be recognized as a gain or loss when the debt is extinguished.

On March 27, 2018 (the "Date of Extinguishment"), using the original terms of the March 2017 Convertible Note, the Company estimated the fair value of its derivative liability to be $50,000, which resulted in the Company recording a $6,569 reduction in its derivative liability and a corresponding $6,569 gain on the change in fair value of derivative. The $6,569 represents the change in the estimated fair value of the Company's derivative liability from the $56,569 as of December 31, 2017 to the $50,000 as of March 27, 2018.

On the Date of Extinguishment, the Company re-measured the estimated fair value of the derivative liability related to the March 2017 Convertible Note using the amended terms, which resulted in an estimated fair value of $95,173. Accordingly, the Company recorded a $45,173 loss on extinguishment of debt in its statements of operations while increasing the value of the derivative liability on its balance sheet from $50,000 to $95,173.

On December 31, 2018, the Company re-measured the derivative liability related to the March 2017 Convertible Note and estimated its fair value to be $80,061. As a result, the Company recorded a $15,112 gain on the change in fair value of derivative in its statements of operations and a corresponding reduction of the derivative liability on its balance sheet. The $15,112 represents the change in the estimated fair value of the Company's derivative liability from the $95,173 as of March 27, 2018 to the $80,061 as of December 31, 2018.

For the fiscal year ended December 31, 2018, the Company recorded a $21,681 gain on the change in fair value of derivative in its statements of operations.

During fiscal year 2018, the Company estimated the fair value of the derivative liability related to the March 2017 Convertible Note using a weighted average Black-Scholes-Merton option pricing model with the following range of assumptions:

	As of March 27, 2018		
	Pre-Modification	Post-Modification	As of 12/31/2018
Fair value of the Company's common stock	$ 0.3100	$ 0.3100	$ 0.4250
Per share conversion price	$ 0.1550	$ 0.1550	$ 0.2125
Term of the note (years)	-	1.50	0.75
Risk-free interest rate	1.69%	2.18%	2.60%
Expected volatility	0%	295%	242%
Dividend yield	0%	0%	0%

On September 30, 2019, the Company and the Holder of the March 2017 Convertible Note mutually agreed to amend its terms to change the maturity date from September 30, 2019 to January 1, 2021. No other changes were made to the terms of the March 2017 Convertible Note. The Company accounted for this modification in accordance with ASC 470-50, Modifications and Extinguishments, which states that for all extinguishments of debt, the difference between the reacquisition price (including any premium) and the net carrying amount of the debt being extinguished (including any deferred debt issuance costs) should be recognized as a gain or loss when the debt is extinguished.

On September 30, 2019 (the “Date of Extinguishment”), using the September 30, 2019 maturity date, the Company estimated the fair value of its derivative liability to be $50,002, which resulted in the Company recording a $30,059 reduction in its derivative liability and a corresponding $30,059 gain in the change in fair value of derivative. The $30,059 represents the change in the estimated fair value of the Company’s derivative liability from the $80,061 as of December 31, 2018.

On the Date of Extinguishment, the Company re-measured the estimated fair value of the derivative liability using the January 1, 2021 maturity date, which resulted in an estimated fair value of $98,221. Accordingly, the Company recorded a $48,219 loss on extinguishment of debt in its statements of operations while increasing the value of the derivative liability on its balance sheet from $50,002 to $98,221 as of September 30, 2019 (**Note 11. Gain (Loss) on Extinguishment of Debt**).

The Company estimated the fair value of the derivative liability on September 30, 2019 using a weighted average Black-Scholes-Merton option pricing model with the following range of assumptions:

	Pre-Modification	Post-Modification
Fair value of the Company's common stock	$ 0.4300	$ 0.4300
Per share conversion price	$ 0.2150	$ 0.2150
Term of the note (years)	-	1.25
Risk-free interest rate	1.91%	1.75%
Expected volatility	0%	399%
Dividend yield	0%	0%

On December 31, 2019, the Company re-measured the derivative liability related to the March 2017 Convertible Note using a weighted average Black-Scholes-Merton option pricing model with the following assumptions:

	As of December 31, 2019
Fair value of the Company's common stock	$ 0.2000
Per share conversion price	$ 0.1000
Term of the note (years)	1.08
Risk-free interest rate	1.59%
Expected volatility	209%
Dividend yield	0%

This resulted in an estimated fair value of $101,542 as of December 31, 2019. Accordingly, the Company recorded a $3,321 loss on the change in fair value of derivative in its statements of operations and a corresponding increase of the derivative liability on its balance sheet. The $3,321 represents the change in the estimated fair value of the Company's derivative liability from the $98,221 as of September 30, 2019 to the $101,542 as of December 31, 2019.

During the fiscal year ended December 31, 2019, the Company recorded a $26,738 gain on the change in fair value of derivative.

The following is a summary of the Company's derivative liability related to the March 2017 Convertible Note:

	Fair Value Measurements Using Inputs			
Financial Instruments	**Level 1**	**Level 2**	**Level 3**	**Carrying Amount**
Liabilities:				
Derivative liabilities	$ -	$ 56,569	$ -	$ 56,569
Carrying Amount as of December 31, 2017	-	56,569	-	56,569
Gain on change in fair value of derivative	-	(21,681)	-	(21,681)
Loss on extinguishment of debt	-	45,173	-	45,173
Carrying Amount as of December 31, 2018	$ -	$ 80,061	$ -	$ 80,061
Loss on extinguishment of debt	-	48,219	-	48,219
Gain on change in fair value of derivative	-	(26,738)	-	(26,738)
Carrying Amount as of December 31, 2019	$ -	$ 101,542	$ -	$ 101,542
Gain on change in fair value of derivative	-	(6,415)	-	(6,415)
Loss on extinguishment of debt	-	-	-	-
Carrying Amount as of December 31, 2020	$ -	$ 95,127	$ -	$ 95,127

On April 30, 2021, the Company amended the Note with the noteholder to change the conversion feature from a variable conversion rate to a fixed conversion rate of $0.25 per share.

NOTE 8 – GAIN (LOSS) ON EXTINGUISHMENT OF DEBT

The Company received a Payroll Protection Program loans from the Small Business Administration. The Notes was forgiven on February 16, 2021 and September 9, 2021 in accordance with the terms of the note since the Company used the funds for the approved expenditures (mainly payroll) within the prescribed timeframe and applied for forgiveness in a timely manner.

SBA PPP Loans	Loan Amount	Accrued Interest	Amount Forgiven	Date Received	Date Forgiven
SBA PPP Loan #1	$229,247	$1,814	$231,061	May 4, 2020	Feb 16, 2021
SBA PPP Loan #2	$229,246	$1,416	$230,662	Jan 27, 2021	Sept 9 , 2021
Total	$458,493	$3,230	$461,723		

NOTE 9 – INCOME TAXES

The Company has adopted ASC 740-10, "*Income Taxes*", which requires the use of the liability method in the computation of income tax expense and the current and deferred income taxes payable (deferred tax liability) or benefit (deferred tax asset). Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The cumulative tax effect at the expected tax rate of 21% of significant items comprising the Company's net deferred tax amounts as of March 31, 2022 and December 31, 2021 are as follows:

Deferred Tax Asset Related to:

	March 31, 2022	Dec 31, 2021
Prior Year	**$ 159,054**	**$ 220,362**
Tax (Expense) Benefit for Current Year	**(4,487)**	**(61,308)**
Total Deferred Tax Asset	**154,567**	**159,054**
Less: Valuation Allowance	**(154,567)**	**(159,054)**
Net Deferred Tax Asset	**$ —**	**$ —**

The net deferred tax asset and benefit for the current year is generated primarily from the cumulative net operating loss carry-forward which is approximately $600,000 at March 31, 2022. Net operating losses may now be carried forward indefinitely until the loss is fully recovered, but they are limited to 80% of the taxable income in any one tax period. The CARES Act removed the restrictions on tax loss carryback for tax years 2018, 2019, and 2020.

The realization of deferred tax benefits is contingent upon future earnings and is fully reserved at March 31, 2022 and December 31, 2021.

The Company does not have any other material items of temporary or permanent differences, which give rise to deferred tax assets or liabilities.

NOTE 10 – STOCKHOLDERS' EQUITY

Authorized Capital. The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is 250,000,000 shares, consisting of two hundred and fifty million (250,000,000) shares of Common Stock, par value $0.001 per share ("Common Stock").

Common Stock

The Company is authorized to issue 250,000,000 common shares at a par value of $0.001 per share. These shares have full voting rights. At March 31, 2022 and December 31, 2021, the Company had 75,673,060 shares outstanding. No dividends were paid for the periods ended March 31, 2022 and 2021, respectively.

Stock Issuances

There were no issuances of common stock during the three months ending March 31, 2022 and 2021.

Options and Warrants

The Company had no stock options or warrants outstanding at March 31, 2022 and December 31, 2021.

NOTE 11 – RELATED PARTY TRANSACTIONS

Related Party Transactions

The Company follows FASB ASC subtopic 850-10, Related Party Disclosures, for the identification of related parties and disclosure of related party transactions. Pursuant to ASC 850-10-20, related parties include: a) affiliates of the Company; b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Material related party transactions are required to be disclosed in the consolidated financial statements, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which statements of operation are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which statements of operations are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

The related party transactions are disclosed in NOTE 6.

NOTE 12 – NON-CONTROLLING INTEREST

The Company's Non-Controlling Interest recorded in the consolidated financial statements relates to the minority interest in Geaux Industries, Inc. of 49%. Changes in Non-Controlling Interest for the periods ended March 31, 2022 and December 31, 2021, respectively were as follows:

	Year Ended December 31, 2021	Year Ended December 31, 2021
Beginning balance	**$ 72,085**	**$ (170,949)**
Operating income (loss)	**40,164**	**243,034**
Ending balance	**$ 112,249**	**$ 72,085**

The Company began allocating a portion of other comprehensive income (loss) to the non-controlling interest with the adoption of ASC 160 as of January 1, 2009.

NOTE 13 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The ASC guidance for fair value measurements and disclosure establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs – Quoted prices for identical instruments in active markets.
Level 2 Inputs – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
Level 3 Inputs – Instruments with primarily unobservable value drivers.

As of March 31, 2022 and December 31, 2021, the Company's financial assets were measured at fair value using Level 3 inputs, with the exception of cash, which was valued using Level 1 inputs.

		Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair Value Measurement at March 31, 2022 Using:				
Assets:				
None	$ -	$ -	$ -	$ -
Totals	$ -	$ -	$ -	$ -
Liabilities:				
Derivative Liabilities	$ -	$ -	$ -	$ -
Totals	$ -	$ -	$ -	$ -
Fair Value Measurement at December 31, 2021 Using:				
Assets:				
None	$ -	$ -	$ -	$ -
Totals	$ -	$ -	$ -	$ -
Liabilities:				
Derivative Liabilities	$ -	$ -	$ -	$ -
Totals	$ -	$ -	$ -	$ -

NOTE 14 – SUBSEQUENT EVENTS

The Company has evaluated events from March 31, 2022, through the date whereupon the financial statements were issued, and has determined the following events subsequent to the date of the financial statements should be disclosed

Item 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").

Summary:

The objective of the Company is to create a vertically integrated Hemp and cannabidiol (“CBD”) company with a focus on consumer wellness. The Company intends to achieve this objective through the acquisition of controlling interests in private businesses across the hemp and CBD value chain. This vertical market acquisition strategy is expected to provide opportunities to grow and integrate cultivation, processing, product formulation, branding, marketing, distribution and sale of hemp to CBD.

Prior Operations:

On April 5, 2018, the Company acquired a majority interest in Geaux Industries (“Geaux”), a provider of security services for commercial, retail and industrial customers. Geaux was acquired 51% in exchange for 4,000,000 shares of Common Stock which were subsequently issued by the Company on November 8, 2018. The Exchange Agreement provides for the Company to acquire the minority interest, under certain terms and conditions. See Notes to Financial Statements.

Prior to December 31, 2020, the proposed acquisition of Frontier Wellness Management and proposed financing as previously announced by the Company on May 13, 2020 was terminated on failures of the parties to obtain financing and failure of other conditions precedent to closing. See Notes prior Financial Statements.

On July 10, 2021, the Company and ICH Holdings Ltd. mutually consented to terminate the Stock Purchase and Sale Agreement for ICH Washington Holdings Ltd. entered into on June 10, 2020. See Notes to prior Financial Statements.

Current Operations:

The Company is a provider of security services for commercial, retail and industrial customers, to include, but not limited to the hemp and CBD suppliers in the Southern California area of the State of California.

Consistent the objectives of the Company, using a holding company structure, the Company intends to achieve its expansion objective through the acquisition of controlling interests in private businesses across the hemp and CBD value chain within separate business units or subsidiaries. This vertical market acquisition strategy is expected to provide business opportunities.

To achieve our vertical market acquisition strategy, the Company will utilize its capital stock, debt or a combination of capital stock and debt. The issuance of additional shares of our capital stock may significantly further reduce the equity interest of our shareholders.

As of the date hereof and subject to the Company reorganizing into the holding company structure, the Company has had engaged in preliminary negotiations with Discharger Capital LLC., a Wyoming limited liability company, the owner of ICH Washington Holdings Ltd., a Washington corporation, to acquire said shares in ICH Washington Holdings Ltd. Discharger Capital LLC had been a party to an amended stock purchase and sale agreement entered into as of July 1, 2021, by and among the Company, Captor Capital Corp., an Ontario company and ICH Holdings Ltd., and ICH Washington Holdings Ltd. when closed, on or about July 10, 2021, terminated the Company's participation in the transaction. Discharger Capital LLC is the holder of income agreements with Cascadia Gardens LLC and with Fine Detail Greenway, as well as all of the issued and outstanding stock in ICH Washington Holdings Ltd.

Item 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.

As of the date hereof, our executive offices and corporate office is located at:

1460 E. Holt Avenue
Suite 184
Pomona, CA

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

See also Financial Statements and Notes to Financial Statements.

The Company acquired a majority interest in Geaux, a provider of security services for commercial, retail and industrial customers in exchange for 4,000,000 shares of the Company's Common Stock. As of both December 31, 2020 and December 31, 2019, the Company had recorded a $ 50,000 intangible asset on its balance sheet in relation to the Initial Franchise Fee paid by the Company to acquire a new service territory. The Company determined that this intangible asset had an indefinite useful life and did not record any non-cash impairment expense related thereto.

Item 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% of 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 and Control Person	Affiliation with Company (e.g. Officer/Director/ Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding
37 CFS Holdings LLC (1)		Wilmington, Delaware	12,798,425	Common	16.91%
John MacPhail	Former Chairman and Director	Vancouver, British Columbia	8,000,000	Common	10.57 %
Robert Wilson (2)	Former Chief Executive Officer and Director	Toronto, Ontario	9,750,000	Common	12.88 %
Adam Sexton (3)	Former Director and CEO	Los Angeles, California	3,660,888	Common	4.84 %
Katell Productions LLC (4)		Los Angeles, California	4,000,000	Common	5.29 %
William Mayhew (5)	Chief Executive Officer, Director and President of 51% subsidiary Geaux Industries	Los Angeles, California	4,000,000	Common	5.29 %
Nordberg Management Group LL (6)		Los Angeles, California	8,133,859 (9)	Common	10.75 %

Parthian Capital Partners LLC (7)		Wilmington, Delaware	5,797,244	Common	7.66 %
CLCP II LLC (8)		Wilmington, Delaware	3,985,236	Common	5.27 %

(1) 37 CFS Holdings LLC registered agent is Tim Pratts, Corporate Creations Network Inc., 3411 Silverside Road, Suite 104, Wilmington, Delaware.

(2) Held by EWC Corporation which is controlled by Robert Wilson and includes the ownership of Robert Wilson's wife Karen Ewing.

(3) Adam Sexton holds his shares and a $ 250,000 debenture through his company Silicon Beach LLC.

(4) Katell Productions LLC also holds the $ 150,000 convertible debenture which, upon conversion at the conversion price, would represent an additional 600,000 shares. The registered agent is Gerald L. Katell, 100 Wilshire Boulevard, Suite 1830, Santa Monica, California.

(5) See also Item 3.B.

(6) Norberg Management Group LLC registered agent is Brent Norton, 11937 Gorham Ave #1, Los Angeles, California.

(7) Parthian Capital Partners LLC registered agent is Robert Melchiorre. The Company Corporation, 251 Little Falls Drive, Wilmington, Delaware.

(8) CLCP II LLC registered agent is Robert Melchiorre Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware

The Company is informed and believes that on December 17th 2018, Nordbreg Management Group LLC agreed to sell, by way of a private sale, 1,500,000 shares to Parthian Capital Partners LLC. As of September 30, 2021, certificates associated with this sale have not been delivered to the transfer agent for reissuance. After taking effect of this sale, Nordbreg Management Group LLC would own 6,633,859 shares and Parthian Capital Partners LLC would own 7,297,244 shares.

Item 8. Legal/Disciplinary History.

A. Please identify whether any of the foregoing persons have in the past ten 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).

None of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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 a person's involvement in any type of business, securities, commodities, or banking activities.

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, 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.

None of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law.

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.

None of the foregoing persons have been the subject of any 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.

B. There are no pending legal proceedings incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

Item 9. Third Party Providers.

Set forth below are the name, address, telephone number, and email address of each of the following outside providers that advise the Company on matters relating to operations, business development and disclosure:

Securities Counsel:

Christopher H. Dieterich, Esq.
Dieterich & Associates
11835 W. Olympic Blvd. Suite 1235E
Los Angeles, CA 90064
310.312.6888
venturelaw@gmail.com

Accountant or Auditor:

Financials prepared by Management.

Investor Relations:

None.

Other Advisors:

Any other advisor(s) that assisted, advised, prepared, or provided information with respect to this disclosure documentation.

Ronald J. Stauber, Esq.
Stauber Law Offices
9420 Wilshire Boulevard
2nd Floor
Beverly Hills, CA 90212
310.556.0080
ronstauber@stauber.com

Item 10. Issuer Certification.

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 Quarterly Report.

Principal Executive Officer:

I, William Mayhew, President of Wealthcraft Capital, Inc., hereby certify that:

1. I have reviewed this Quarterly Report disclosure statement of March 31, 2022 of Wealthcraft Capital, 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 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, and for, the periods presented in this disclosure statement.

Date: May 21, 20022

/s/ *William Mayhew*

William Mayhew, President and Chief
Executive Officer

Principal Financial Officer:

I, William Mayhew, interim Chief Financial Officer of Wealthcraft Capital, Inc., hereby certify that:

1. I have reviewed this Quarterly Report disclosure statement of March 31, 2022 of Wealthcraft Capital, 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 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, and for, the periods presented in this disclosure statement.

Date: May 21, 2022

/s/ *William Mayhew*

William Mayhew (Chief
Financial Officer)