

## **Alternative Reporting Standard:**

### **OTCQX® U.S. and OTCQB® Disclosure Guidelines**

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide adequate current public information. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTCQX U.S. and OTCQB® Disclosure Guidelines (“Guidelines”). These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for OTCQX U.S. and OTCQB traded companies.<sup>1</sup> These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,<sup>2</sup> however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator.

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

### **General Considerations**

An issuer preparing a disclosure document under the Alternative Reporting Standard should consider the purpose of adequate disclosure. Current and potential investors in the issuer’s securities should be provided with all “material” information — the information available to the issuer necessary for the investor to make a sound investment decision. The disclosure should enable an investor of ordinary intelligence and investment skills to understand the issuer’s business and prospects.

The disclosure must therefore present the issuer’s business plan and include a full and clear picture of the issuer’s assets, facilities, properties, investments, management and other resources, as well as a complete description of how they will be used to make profits. The issuer’s business plan should clearly describe the competition, regulatory environment and other risks to the issuer’s business, as well as the issuer’s plans for confronting these challenges.

It is also important for an investor to understand how the issuer raises capital and treats investors. At a minimum, the issuer must describe the ways it has raised capital by issuing shares in the past – to whom and the amount of consideration involved. The investor should also be provided with market information, including the past price history of any transactions in the issuer’s shares.

Finally, the disclosure should use plain English.<sup>3</sup> This means using short sentences, avoiding legal and technical jargon and providing clear descriptions.

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<sup>1</sup> This is not legal advice, and OTC Markets Group cannot assure anyone that compliance with our disclosure requirements will satisfy any legal requirements.

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

<sup>3</sup> For tips, you may wish to consult the SEC’s Plain English Handbook, available for free on the SEC’s website, at <http://www.sec.gov>.

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## **Section One: Issuers' Initial Disclosure Obligations**

*Instructions relating to the preparation of initial disclosure:*

1. Prepare a cover page using the format set forth on the following page.
2. Prepare a disclosure document that responds to each item and sub-item of the Guidelines with information current as of the issuer's most recent fiscal quarter or year end. If a particular item is not applicable or unavailable, include the reason it is not applicable or unavailable.
3. Save the disclosure document(s) in PDF format and upload it via [www.OTCIQ.com](http://www.OTCIQ.com) using the report name "Annual Report" or "Quarterly Report", as applicable. If the disclosure information and financial statements are posted separately, please denote the report content using the subtitle field when uploading.
4. Submit an OTCQX Sponsor Letter of Introduction to OTC Markets Group. The letter is required of all companies applying to the OTCQX market, and required of International Companies applying to the OTCQB market.

# **CB Scientific, Inc.**

Incorporated in Oregon  
340 State Place  
Escondido, CA 92029

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Telephone: (503) 660-9790  
Corporate Website: [www.cbscientificinc.com](http://www.cbscientificinc.com)  
Insert Company Email: [info@cbscientificinc.com](mailto:info@cbscientificinc.com)

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SIC Code: 8071

## **Annual Report**

**For the period ending March 31, 2022**  
(the "Reporting Period")

The number of shares outstanding of our Common Stock is 112,238,195 as of March 31, 2022

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The number of shares outstanding of our Common Stock was 102,316,861 as of December 31, 2021 (end of previous reporting period)

**We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.**

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: ☒ X (Double-click and select "Default Value" to check)

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

Yes: ☐ No: ☒ X

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒ X

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

## Part A      General Company Information

### **Item 1            The exact name of the issuer and its predecessor (if any).**

The Company was originally incorporated in the State of Oregon as WESTAQ NETWORK, INC. in June of 1987. In June of 1996 its name was changed to NET:X AMERICA INC., remaining an Oregon corporation. On December 14, 2015 it changed its name to CB SCIENTIFIC, INC., and is in good standing with the State of Oregon.

### **Item 2            The address of the issuer's principal executive offices and address(es) of the issuer's principal place of business:**

340 State Place  
Escondido, CA 92029  
Phone: (503) 660-9790  
Email: [info@cbscientificinc.com](mailto:info@cbscientificinc.com)  
Website(s): [www.cbscientificinc.com](http://www.cbscientificinc.com)

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

### **Item 3            The jurisdiction(s) and date of the issuer's incorporation or organization.**

June 22, 1987; Oregon; Active

## Part B      Share Structure

### **Item 4            The exact title and class of securities outstanding.**

Trading Symbol: **CBSC**  
Exact title and class of securities outstanding: **Common**  
CUSIP: **12506E103**

### **Item 5            Par or stated value and description of the security.**

A. Par or Stated Value: **0.001**

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights: **None**

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions: **None**

3. Describe any other material rights of common or preferred stockholders: **None**

4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a Change in Control of the issuer: **None**

**Item 6      The number of shares or total amount of the securities outstanding for each class of securities authorized.**

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years. **Class: Common**

- (i) Period end date: **March 31, 2022**
- (ii) Number of shares authorized: **250,000,000**
- (iii) Number of shares outstanding: **112,238,195**
- (iv) Freely tradable shares (public float): **15,368,262**
- (v) Number of beneficial shareholders owning at least 100 shares<sup>5</sup>:  
**171**
- (vi) Total number of shareholders of record: **233**

**Item 7      The name and address of the transfer agent\*.**

Transfer Agent: **ClearTrust, LLC**  
**16540 Pointe Village Dr. Suite 206**  
**Lutz, FL 33558**  
**P: 813.235.4490 | F: 813.388.4549**

Is the Transfer Agent registered under the Exchange Act?\* **Yes: X No:**

\*To be included in OTCQX or OTCQB, the issuers whose securities are incorporated in the U.S. or Canada *must* have a transfer agent registered under the Exchange Act.

**Part C      Business Information**

**Item 8      The nature of the issuer's business.**

In describing the issuer's business, please provide the following information:

**CB Scientific, Inc., through its US and international subsidiaries, provides innovative products and services in the ambulatory non-invasive cardiac monitoring space. Our FDA-CE cleared EKG devices, interactive cloud-based acquisition software, and smartphone apps for both iOS and Android platforms, provide improved compliance for patients at risk of abnormal heart rhythms as well as more accurate information for physicians.**

**CB Scientific's wholly-owned U.S. subsidiary, My-Cardia (USA), Inc., uses a**

small footprint discrete Auto Trigger ECG recording device worn by the patient for up to 30 days. The monitor can record both patient activated ECGs, as well as asymptomatic events by the on-board analysis algorithm. The my Cam device is single use – each patient received a brand new monitor and there is no need for the patient to return the device at the end of the recording period. Recorded ECGs are easy to transmit using either a land line or a mobile phone, ECG reports can be reviewed and/or printed using our cloud-based software which can be access from computers.

On September 28, 2021 the Company announced the official launch of the "Heart Wellness Check-Up" program in Bangkok, Thailand through their authorized distributor Mango Wellness and My-Cardia Thailand. This new B2C remote program is being offered to consumers in partnership with 26 participating pharmacies and medical clinics in the greater Bangkok area. Using CBSC's proprietary my Cam remote cardiac event monitor and its unique features will help customers deal with heart-related issues and their well-being while dealing with Covid 19 and the quarantine requirements in Thailand. The "Heart Wellness Check-Up" program offers a hassle-free 10-day monitoring period that is delivered directly to the consumers' home, remotely, without the need to make multiple trips to hospitals or clinics for evaluation or screening. ECG heart rhythm episodes can be transmitted directly to the My-Cardia propriety cloud-based software portal, anywhere, and at any time using the My-Cardia smartphone app on the customer's iOS or Android phone or tablet through a cellular or Wi-Fi connection.

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.): **Corporation**
2. the year that the issuer (or any predecessor) was organized: **1987**
3. the issuer's fiscal year end date: **March 31**
4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding: **No**
5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:

On June 22, 2020, the Company completed an acquisition of the assets of Prevent Health Care International Corporation ("PHCIC"), a private British Columbia, Canada corporation involved in the development, sale and service of an innovative arrhythmia diagnostic and heart-monitoring intellectual property, and related products. The primary assets of PHCIC are its wholly-owned subsidiaries: My-Cardia (USA) Inc., incorporated in California, My-Cardia (HK) Ltd., incorporated in Hong Kong, China, and Shenzhen Maikadi Medical Technology, Ltd. incorporated in China. My-Cardia (USA) Inc. is a fully operating company, whereas My-Cardia (HK) Ltd. and Shenzhen Maikadi Medical Technology, Ltd. do not yet have operations.

In connection with the agreement, Zig Lambo, the President and sole Director of the Company, at the time, concluded the PHCIC agreement which involved the subsequent return to the Company's treasury and cancellation of 49,895,901 shares of common stock and 10,000,000 shares of Series A Preferred stock which he had previously acquired from Sam Talari and another minority shareholder.

The Company analyzed the acquisition under applicable guidance and determined that the acquisition should be accounted as a reverse merger with My-Cardia (USA) Inc. as the accounting acquirer and CB Scientific, Inc. as the accounting acquiree. The financial reporting will reflect the accounting from the perspective of My-Cardia (USA) ("accounting acquirer"), except for the legal capital, which has retroactively adjusted to reflect the capital of CB Scientific, Inc. ("accounting acquiree") in accordance with ASC 805-40-45-1.

Pursuant to the Acquisition Agreement, the Company issued to PHCIC stockholders 70,050,778 shares of CBSC common stock representing approximately 89% of the fully diluted common stock of CBSC, leaving the CBSC shareholders with 8,697,578 shares. The cost of the acquisition, which represents the consideration transferred to CBSC's stockholders in the CBSC Acquisition, was calculated based on the fair value of common stock of the combined company that CBSC stockholders own as of the closing of the CBSC Acquisition on June 22, 2020.

The merger transaction is considered to be a capital transaction of the legal acquiree and are equivalent to the issuance of shares by the private entity for the net monetary assets of the public shell corporation accompanied by a recapitalization.

6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments: **None**
7. any change of control: **None**
8. any increase of 10% or more of the same class of outstanding equity securities:

**Between the acquisition of the assets of PHCIC on June 22, 2020 and December 31, 2021, the Company issued an additional 43,723,382 common shares, an increase of 75%.**

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

**Between the acquisition of the assets of PHCIC on June 22, 2020 and January 21, 2022, the Company converted \$1,991,857 in convertible promissory notes into 23,139,945 common shares. The Company plans to provide for the Company's capital requirements by**



continuing to issue additional equity and debt securities.

On October 26, 2020, the Company entered into an agreement to purchase the assets of Datrix, LLC ("Datrix"), a global ambulatory device manufacturer based in Escondido, California for \$1,500,000 and 480,000 shares of the Company's common stock. Datrix, LLC brings to CBSC a diversely experienced team of highly qualified individuals with extensive knowledge of design and engineering related to medical devices utilized in this ever-expanding market. This acquisition will further strengthen the Company's digital offering with the addition of an existing commercially available product line which includes wireless Mobile Cardiac Telemetry, Cardiac Event, Extended and Standard Holter monitoring through the Datrix Sirona and VX3 devices. This acquisition is expected to provide CBSC and its subsidiary, My-Cardia (USA) Inc. the ability to enhance and improve our current proprietary my Cam device and to expand into other cardiac arrhythmia testing offerings quickly. This also will open new avenues into the existing Remote Cardiac Ambulatory ECG market which would include possible expansion into future alternative markets. Related to this acquisition will be on-going efforts by CBSC to expand My-Cardia's service capabilities leveraging business relationships and exploring additional acquisitions. As of the disclosure date, the original transaction agreement is in default and is currently being renegotiated towards a new agreement and has not closed.

On February 19, 2021, the Company entered into an agreement to purchase the equity interests of Cardiolink Corp ("Cardiolink"), a Medicare-certified Independent Diagnostic Testing Facility (IDTF) based in Levittown, New York, for \$2,000,000 in cash and 350,000 shares of the Company's common stock. The Company paid the initial deposit of \$50,000 on February 26, 2021. This deposit is recorded on the balance sheet as a deposit. The Company issued the 350,000 shares of common stock on February 24, 2021 in connection with the agreement. As of the disclosure date, the original acquisition agreement is in default and is currently being renegotiated towards a new agreement and has not closed.

10. any delisting of the issuer's securities by any securities exchange: **None**
11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved: **None**

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the

following:

1. the issuer's primary and secondary SIC Codes: **8071**
2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations: **Currently conducting operations**
3. whether the issuer has at any time been a "shell company"<sup>6</sup>: **Yes**

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<sup>6</sup> For the purpose of this section a "shell company" means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

- (1) No or nominal operations; and
- (2) Either:
  - (A) No or nominal assets;
  - (B) Assets consisting solely of cash and cash equivalents; or
  - (C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

*Instruction to paragraph B.3 of Item 8:*

*The issuer must attest that it is not currently a shell company. If the issuer discloses that it was formerly a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12 point type:*

***"We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction."***

4. *the names and contact information of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement: **None***
5. *the effect of existing or probable governmental regulations on the business: **The Company's medical device is subject to regulatory approval, including the FDA in the United States and the NMPA/CFDA in China.***
6. *an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities were borne directly by customers: **Approximately \$56,000 has been spent on R&D activities in the last two fiscal years, none of which was borne directly by customers.***
7. *costs and effects of compliance with environmental laws (federal, state and local): **None***
8. *the number of total employees and number of full-time employees: **Zero; all are 1099 contractors***

For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer's business is required. Contact OTC Markets Group for more information. **N/A**

## **Item 9      The nature of products or services offered.**

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

- A. principal products or services, and their markets: **The Company is a U.S.-based company with Remote Cardiac “telehealth” monitoring operations in the U.S., Thailand, Malaysia, Singapore, and Hong Kong. The my Cam cardiac event recording device and cloud-based monitoring application are approved for coverage by Medicare and other Third-party health care insurance providers.**
- B. distribution methods of the products or services: **International distribution partners are being established in SE Asia with 3 completed agreements in Thailand, Malaysia, and Singapore and more to follow. An agreement with a Canadian partner has also been established.**
- C. status of any publicly announced new product or service: **None**
- D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition: **There are multiple competitors in the remote cardiac monitoring space, including iRhythm and Philips Biotelemetry, with market share predominantly in the U.S. The Company has perfected the most effective cardiac event telehealth monitor on the market today and is positioned to be the leader in a number of advanced healthcare opportunities through strategic acquisitions and partnerships. The Company is also positioned to be the leader in this space in Thailand, Malaysia, Singapore, and Hong Kong.**
- E. sources and availability of raw materials and the names of principal suppliers: **Datrix, LLC, Clarity Design, Silicon Labs, Advanced Assembly, Nemko, Ikonix, and Xin Hua Xin Industries.**
- F. dependence on one or a few major customers: **No**
- G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration: **The Company acquired the intellectual property for an innovative heart-monitoring device, my Cam, and its associated cloud-based acquisition software and smartphone apps.**
- H. the need for any government approval of principal products or services and the status of any requested government approvals: **The Company's medical device is subject to regulatory approval, including the FDA in the United States and the NMPA/CFDA in China. US FDA 510(k) clearance and CE for my Cam device have been obtained to commence sales. Additional new 510K submission to the USFDA for upgraded version of the myCam device expected in August 2022. Actively involved in final phase of**

**China NMPA/CFDA Registration Process and awaiting final certification approval of the my Cam device and associated software and applications.**

**Item 10 The nature and extent of the issuer's facilities.**

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

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases. **Current facilities are being utilized in connection with our business relationship with Datrix, LLC at 340 State Place in Escondido, California 92029. We are in the process of acquiring Datrix, LLC. We believe that these facilities are adequate for our needs, including providing the space and infrastructure to accommodate our development work based on our current operating plan. We do not own any real estate.**

**Part D Management Structure and Financial Information**

**Item 11 Company Insiders (Officers, Directors, and Control Persons).**

Please give 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 shareholders.

A. Officers and Directors.

B. Other Control Persons.

1. Full name;
2. Officer/Director Title:
3. Business address;
4. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
5. Board memberships and other affiliations;
6. Compensation by the issuer; and

Name of Officer/Director or Control Person	Affiliation with Company	Business Address (City / State Only)	Number of shares owned at 3/31/2022	Share type/class	Ownership Percentage of Class Outstanding	Compensation
Charles K. Martin III	Officer/Director	Escondido, CA	4,068,018	Common	3.55%	\$225,000/yr

Robert Kelley Mondial Holdings LLC	Director Company controlled by Robert Kelley	Denver, CO Greenwood Village, CO	3,300,000	Common	2.88%	\$0
Zbigniew Lambo Fortuna Minerals Corp.	Director Company partly controlled by Zbigniew Lambo	Portland, OR Vancouver, WA	1,239,552	Common	1.08%	\$0
James E. Ott	Officer/Director	Kirkwood, MO	951,870	Common	0.83%	\$216,000/yr
Paul K. Danner	Director	Norton, MA	0		0%	\$0
Brooke A. Martellaro	Officer	Escondido, CA	0		0%	\$3000/mo
Mong Yuen Chong	Owner of more than 5%	Kuala Lumpur. MALAYSIA	9,760,000	Common	8.52%	
Ku Kai Fung	Owner of more than 5%	Vancouver, BC CANADA	5,804,000	Common	5.07%	

<b>Charles K. Martin III</b>				
<b>Employer Name</b>	<b>Employer Address</b>	<b>Position Held</b>	<b>From (Mo/Yr)</b>	<b>To (Mo/Yr)</b>
My-Cardia (USA) Inc.	340 State Place, Escondido, CA 92029	CEO	2/2018	present
Biotelemetry, Inc.	1000 Cedar Hollow Road, Suite 102, Malvern, PA 19355	Sr Director, Global Sales	4/2014	7/2018
Biomedical Systems	77 Progress Parkway, Maryland Heights, MO 63043	VP Business Dev.	12/2005	4/2014

<b>Robert A. Kelley</b>				
<b>Employer Name</b>	<b>Employer Address</b>	<b>Position Held</b>	<b>From (Mo/Yr)</b>	<b>To (Mo/Yr)</b>
Self employed	4500 S. Monaco Street, #1311, Denver CO 80237	Consultant	11/2011	present

<b>Zbigniew Lambo</b>
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Employer Name	Employer Address	Position Held	From (Mo/Yr)	To (Mo/Yr)
Day TradeXchange Inc.	4320 S. Corbett Ave. - Suite 214 Portland, Oregon 97239	President, Director	10/2021	present
Blockchain Loyalty Corp	4320 S. Corbett Ave. - Suite 214 Portland, Oregon 97239	President, Director	9/2021	present
Self (Resource Capital Consultants)	4320 S Corbett Ave. #214, Portland, OR 97239	Consultant	11/2011	present

James E. Ott				
Employer Name	Employer Address	Position Held	From (Mo/Yr)	To (Mo/Yr)
My-Cardia (USA) Inc	340 State Place, Escondido, CA 92029	CTO	5/2022	present
Freedom Cardio LLC	1002 Scarlet Bend Ct, Kirkwood, Mo 63122	Founder	9/2018	present
Biomedical Systems	77 Progress Parkway, Maryland Heights, MO 63043	CTO	11/1992	3/2018

Paul K. Danner III				
Employer Name	Employer Address	Position Held	From (Mo/Yr)	To (Mo/Yr)
Pepex Biomedical, Inc.	Norcross, GA	CEO	10/2018	present
Alliance MMA, Inc.	New York, NY	Chairman & CEO	5/2016	5/2018
Destiny Partners LLC	Jacksonville, FL	Managing Director	3/2010	4/2016

Brooke A. Martellaro				
Employer Name	Employer Address	Position Held	From (Mo/Yr)	To (Mo/Yr)
My-Cardia (USA) Inc.	340 State Place, Escondido, CA 92029	CFO	11/2021	present
Self employed	4366 Chateau Ridge Lane, Castle Rock, CO 80108	Consultant	7/2011	present
MadSky MRP	365 Inverness Parkway, Englewood, CO 80112	CFO	2/2017	10/2018

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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**
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities: **None**
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated: **None**
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**

C. Disclosure of Family Relationships. Describe any family relationships<sup>7</sup> among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become

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<sup>7</sup> The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin. directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities: **None**

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer: **N/A**
2. The related person's interest in the transaction: **N/A**
3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and

interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness): **N/A**

4. The approximate dollar value of the related person's interest in the transaction: **N/A**
5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction: **N/A**

*Instruction to paragraph D of Item 11:*

1. *For the purposes of paragraph D of this Item 11, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer's equity securities, immediate family members<sup>8</sup> of any such person, and any person (other than a tenant or employee) sharing the household of any such person.*
2. *For the purposes of paragraph D of this Item 11, a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.*
3. *The "amount involved in the transaction" shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:*

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<sup>8</sup> "Immediate family members" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

- a. *In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer's last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and*
  - b. *In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer's last fiscal year and all amounts of interest payable on it during the last fiscal year.*
4. *In the case of a transaction involving indebtedness:*
    - a. *The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and*
    - b. *Disclosure need not be provided of any indebtedness transaction for beneficial*



owners of more than five percent (5%) of any class of the issuer's equity securities or such person's family members.

5. *Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.*
  6. *A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item 11 where:*
    - a. *The interest arises only:*
      - i. *From such person's position as a director of another corporation or organization that is a party to the transaction; or*
      - ii. *From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or*
      - iii. *From both such position and ownership; or*
    - b. *The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.*
  7. *Disclosure need not be provided pursuant to paragraph D of this Item 11 if:*
    - a. *The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;*
    - b. *The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or*
    - c. *The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.*
  8. *Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.*
- E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

## Item 12 Financial information for the issuer's most recent fiscal period.

*Instruction to Item 12:* The issuer shall post the financial statements required by this Item 12 through [www.OTCIQ.com](http://www.OTCIQ.com) under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an “*Annual Report*,” or if the financial statements relate to a quarter end, publish it as a “*Quarterly Report*” or “*Interim Financial Report*”) **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item 12 can be found in the incorporated documents.

**The 3/31/22 fiscal year-end financial statements are attached at the end of this annual update.**

- 1) **balance sheet - page 57**
- 2) **statement of income - page 58**
- 3) **statement of cash flows - page 61**
- 4) **statement of changes in stockholders' equity - page 59**
- 5) **financial notes - page 63**

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (U.S. GAAP or IFRS, as applicable) by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statements are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

Additionally, if the issuer is an insurance company, the issuer shall also post its most recent “**Insurance Company Annual Regulatory Statement**” required to be filed with the Commissioner of Insurance (or other officer or agency performing a similar function) of its domiciliary state, per section 12(g)(2)(G)(i) of the Securities Exchange Act of 1934. This statement shall be posted through [www.OTCIQ.com](http://www.OTCIQ.com).

## Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Please provide the financial statements described in Item 12 above for the issuer's two preceding fiscal years.

*Instruction to Item 13:* The issuer shall either (i) attach the financial statements required by this Item 13 to its initial disclosure or (ii) post such financial statements through [www.OTCIQ.com](http://www.OTCIQ.com) as a separate report under the name of “*Annual Report*” for the applicable fiscal year end. **The issuer must state**

**in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item 13 can be found in the incorporated documents.

**The Company has posted the following financial statements for the two preceding fiscal years (March 31, 2021 and March 31, 2020) at:**  
<https://www.otcmartets.com/stock/CBSC/disclosure>. These financial statements are incorporated by reference.

- 1) **balance sheet;**
- 2) **statement of income;**
- 3) **statement of cash flows;**
- 4) **statement of changes in stockholders' equity;**
- 5) **financial notes**

**Item 14 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

1. Investment Banker: **None**
2. Promoter: **None**
3. Securities Counsel:

**Gora Law  
2 Corporate Drive, Suite  
210, Trumbull, CT 06611**

**Tom Beener  
2244 Paraday Ave.  
Carlsbad, CA 92008**

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

**MaloneBailey, LLP  
10370 Richmond Avenue, Suite 600  
Houston, TX 77042  
Phone: 713.343.4286  
Email: svertucci@malonebailey.com**

- (i) **MaloneBailey provides audit and quarterly/yearly review services.**
- (ii) **MaloneBailey most recently completed and certified the audit of fiscal years 2021 and 2022.**
- (iii) **Preparation of CB Scientific's unaudited consolidated financial statements are the responsibility of the Company. CB Scientific's**

**independent auditors, MaloneBailey, LLC, an independent registered public accounting firm, are responsible for expressing an opinion on the consolidated financial statements based on its audit of our consolidated financial statements for the years ended March 31, 2021 and 2022 included with our 2022 Annual Report filed on the OTC website. All other historical consolidated financial statements of the Company posted to the OTC website are unaudited.**

5. Public Relations Consultant:

**Dorchester Group, LLC  
360 Thornton Rd  
Englewood, NJ 07631-1901**

6. Investor Relations Consultant:

**Dorchester Group, LLC  
360 Thornton Rd  
Englewood, NJ 07631-1901**

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the name, address, telephone number and email address of each advisor.

**William G. Thomas, III  
A-Frame Accounting & Advisory, Inc.  
3419 W Gray Ct,  
Tampa, Florida, 33609**

## **Item 15      Management's Discussion and Analysis or Plan of Operation.**

### *Instructions to Item 15*

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

#### **A.      Plan of Operation.**

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

- i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months:

**We have not generated significant revenues to date and our principal activities have been limited to identifying strategic acquisitions, running clinical trials, seeking regulatory approvals, and acquiring IP for our new product and associated monitoring software. We will not have the necessary capital to fully execute upon our operating plan until we are able to secure additional financing. There can be no assurance that such financing will be available on suitable terms. We need to raise an additional \$2,000,000 to expand over the next twelve months our sales, operations, and marketing capabilities. Our current cash on hand is insufficient to accelerate development and growth in our products and service offerings, including the addition of complementary products, technology, services and distribution channels. If we are unable to raise adequate additional funds, or if those funds are not available on terms that are acceptable to us, we will not be able to carry out our business plan and we may cease operations.**

- ii. a summary of any product research and development that the issuer will perform for the term of the plan:

**The company is currently in development of the next improved version of the my Cam 1.1 acoustic event monitor in efforts to meet the newer performance requirements of the US FDA. This will be followed shortly thereafter with a newer acoustic version 1.2 to include a more robust processor that positions the device for future development of a wireless Bluetooth option in future product design after the completion of the acoustic version 1.2. Additional R&D plans include pursuit of a 7-1 device to meet the expanding needs of the Ambulatory Remote Monitoring market.**

- iii. any expected purchase or sale of plant and significant equipment:

**Our expansion acquisition plans as follows:**

- **Medical Device Manufacturer:**
  - **Expands current My-Cardia ECG remote ECG monitoring capabilities by adding 7-in-1 device that can perform Holter monitoring, extended Holter monitoring, Cardiac Event and Mobile Cardiac Telemetry.**
  - **Addition of future innovative applications to include multifunctional Bluetooth enabled patch worn devices.**
  - **Provides existing engineering and manufacturing expertise for continuing and future device and software development.**
- **Independent Diagnostic Testing Facility:**

- Expands My-Cardia ECG monitoring service offerings with additional tests including Holter monitoring, extended Holter monitoring, Mobile Cardiac Telemetry, and INR testing
- Provides ability to bill Medicare and other 3<sup>rd</sup> party payers for multiple remote ECG monitoring tests
- Expand current diagnostic services offering to support clinical trials for pharmaceutical, biotech, and medical device companies.
- **China Expansion Plans:**
  - **Continue to pursue NMPA certification for my Cam in China**

iv. any expected significant changes in the number of employees:

**We plan to add 8 key roles in the next 12 months.**

**B. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following: **N/A**

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;
- ii. Internal and external sources of liquidity;
- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;
- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;
- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;
- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and
- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item 15 to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements: **As of March 31, 2022, we did not have any off-balance sheet arrangements.**
- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits: **N/A**
- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise: **N/A**
- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances: **N/A**

(iv) As used in paragraph C of this Item 15, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in Financial Accounting Standards Board("FASB") Accounting Standards Codification ("ASC") Topic 460-10, Guarantees; formerly FIN 45: **N/A**
- ii. A retained or contingent interest in assets transferred to an

unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets: **N/A**

- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB ASC 815, Derivatives and hedging; formerly FAS 133: **N/A**
- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB ASC 810, Consolidation; formerly FIN 46R ) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer: **N/A**

*Instructions to paragraph C of Item 15*

- i. No obligation to make disclosure under paragraph C of this Item 16 shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.
- iii. For purposes of paragraph C of this Item 16 only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item 16 shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item 15, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.



## Part E Issuance History

### Item 16 List of securities offerings and shares issued for services in the past two years.

- A. List below any events, in chronological order, that resulted in direct changes to the total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, including debt convertible into equity securities, whether private or public, and shall indicate:

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares, whether they are restricted or unrestricted; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

Shares Outstanding as of Second Most Recent Fiscal Year End:

Opening Balance

Date 3/31/20 Common: 58,593,479

Preferred: 10,000,000

\*Right-click the rows below and select "Insert" to add rows as needed.

Transaction Date	Transaction type	Number of Shares Issued	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?	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
6/22/2020	New	465,000	Common	\$0.60	Yes	ROBERT ACHTYMICHUK	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	40,000	Common	\$0.60	Yes	PATRICIA ASHLEY	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	100,000	Common	\$0.60	Yes	MICHELLE BEREZAN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	175,000	Common	\$0.60	Yes	RALPH BEREZAN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	250,000	Common	\$0.60	Yes	DAVID BONDIETTI	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	125,000	Common	\$0.60	Yes	GRANT BREWSTER	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	37,500	Common	\$0.60	Yes	DANA BROWN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	610,000	Common	\$0.60	Yes	DON BROWN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	209,000	Common	\$0.60	Yes	BRIAN BUCKLEY	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	700,000	Common	\$0.60	Yes	JOE KWONG ON CHAN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	834,000	Common	\$0.60	Yes	KANEUNGKIT CHAN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	63,000	Common	\$0.60	Yes	SHIU PING CHAN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	250,000	Common	\$0.60	Yes	ROGER CHANNON	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	40,000	Common	\$0.60	Yes	YANG CHEN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	125,000	Common	\$0.60	Yes	TEDDY CHIU	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	9,760,000	Common	\$0.60	Yes	MONG YUEN CHONG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	642,000	Common	\$0.60	Yes	PADI KWOK KWAN CHOW	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	205,000	Common	\$0.60	Yes	DOCERE CONSULTING LTD. Margaret Whelpdale	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	75,000	Common	\$0.60	Yes	MARTIN ELLIS	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	100,000	Common	\$0.60	Yes	RYAN ELLIS	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	700,000	Common	\$0.60	Yes	FORTUNA MINERALS CORP. Rob O'Lenic	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	145,000	Common	\$0.60	Yes	GEORGE FUKUSHIMA	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	5,804,000	Common	\$0.60	Yes	FU KAE FUNG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	2,159,000	Common	\$0.60	Yes	MARVIN GLASER	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	125,000	Common	\$0.60	Yes	TIMOTHY GRACE	Acquisition of assets	Restricted	4(a)(2)

6/22/2020	New	150,000	Common	\$0.60	Yes	DAVID HEIGHTINGTON	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	135,000	Common	\$0.60	Yes	RONALD HELIN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	409,000	Common	\$0.60	Yes	GLYNN HENDRY & LORNA HENDRY JT TEN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	125,000	Common	\$0.60	Yes	STEVEN HENNEMEIER	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	209,000	Common	\$0.60	Yes	FOOI SHAR HO	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	125,000	Common	\$0.60	Yes	MATT HOUSEMAN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	140,000	Common	\$0.60	Yes	DARREN JOHNSON	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	125,000	Common	\$0.60	Yes	ELMER JOHNSON	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	700,000	Common	\$0.60	Yes	ROBERT KELLEY	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	2,317,000	Common	\$0.60	Yes	KIN YU LAM	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	300,000	Common	\$0.60	Yes	ZBIGNIEW LAMBO	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	209,000	Common	\$0.60	Yes	DALE LANIUK	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	784,000	Common	\$0.60	Yes	WING HING LAU	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	617,000	Common	\$0.60	Yes	VERMONT SIU-PING LEE	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	300,000	Common	\$0.60	Yes	L.E.J.C. SOCIEDAD ANONIMA Mike Spencer	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	300,000	Common	\$0.60	Yes	NGAI LEONG CHONG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	300,000	Common	\$0.60	Yes	STEPHEN T.Y. LEUNG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	1,617,000	Common	\$0.60	Yes	CHAN MA QIONG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	1,500,000	Common	\$0.60	Yes	CHARLES MARTIN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	270,000	Common	\$0.60	Yes	JOHN W. MATHIAS	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	200,000	Common	\$0.60	Yes	CARRIE MCGLONE	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	75,000	Common	\$0.60	Yes	BRIAN MCKAY	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	63,000	Common	\$0.60	Yes	1787551 ALBERTA LTD. Peter Mercier	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	2,300,000	Common	\$0.60	Yes	MONDIAL HOLDINGS LLC Robert Kelley	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	42,000	Common	\$0.60	Yes	DARCY NICKEL	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	1,687,500	Common	\$0.60	Yes	NOBLE INVESTMENT CORP. Dan Patience	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	135,000	Common	\$0.60	Yes	JAMES E OTT	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	75,000	Common	\$0.60	Yes	RICH PAL	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	209,000	Common	\$0.60	Yes	DAVID PARRY	Acquisition of assets	Restricted	4(a)(2)

6/22/2020	New	37,500	Common	\$0.60	Yes	BLAKE PATIENCE	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	37,500	Common	\$0.60	Yes	CONNOR PATIENCE	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	40,000	Common	\$0.60	Yes	DARREL PITTS	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	100,000	Common	\$0.60	Yes	DAVID PATIENCE	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	60,000	Common	\$0.60	Yes	DAVID RUBIN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	75,000	Common	\$0.60	Yes	RON SCOTT	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	417,000	Common	\$0.60	Yes	ALFRED SHURN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	400,000	Common	\$0.60	Yes	ERIC SIT	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	4,294,000	Common	\$0.60	Yes	WINNIE YUEN CHING SIT	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	722,000	Common	\$0.60	Yes	ANDREAS STILLINGER	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	1,084,000	Common	\$0.60	Yes	STRYKER 11 INC. Robert Achtymichuk	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	993,000	Common	\$0.60	Yes	TAI KANG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	1,917,000	Common	\$0.60	Yes	GWOWEI TAN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	350,000	Common	\$0.60	Yes	ALEXANDER THEODORE	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	7,000,000	Common	\$0.60	Yes	LOK TOH WENG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	687,500	Common	\$0.60	Yes	TORO NEGRO INVESTMENTS S.A. Andy Beers	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	164,000	Common	\$0.60	Yes	BERNIE TROITSKY	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	209,000	Common	\$0.60	Yes	PETER VAN SEGGELEN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	200,000	Common	\$0.60	Yes	NICHOLAS VOLOSIN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	1,400,000	Common	\$0.60	Yes	THIAN SEONG BENEDICT VOON	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	75,000	Common	\$0.60	Yes	CURB DESIGN INC.	Acquisition of assets	Restricted	4(a)(2)
				\$0.60		David Walkington			
6/22/2020	New	300,000	Common	\$0.60	Yes	RICHARD C. WEINER	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	114,000	Common	\$0.60	Yes	ROBERT DALE WEIR	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	75,000	Common	\$0.60	Yes	KELLY WEISNER	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	165,000	Common	\$0.60	Yes	BRIAN WHITSTONE	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	1,834,000	Common	\$0.60	Yes	AH HENG WONG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	63,000	Common	\$0.60	Yes	JOHNNY GARFIELD WONG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	1,500,000	Common	\$0.60	Yes	XIAN HOR WONG	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	400,000	Common	\$0.60	Yes	TAI XHIA WOON	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	100,000	Common	\$0.60	Yes	THIN LIANG WOON	Acquisition of assets	Restricted	4(a)(2)

6/22/2020	New	125,000	Common	\$0.60	Yes	GEORGE KWOK HING YAU	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	334,000	Common	\$0.60	Yes	SHU KWONG YUEN	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	145,000	Common	\$0.60	Yes	ZENITH APPRAISAL & LAND CONSULTING LTD - Dave Wood	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	834,000	Common	\$0.60	Yes	BIAO ZHOU JIE	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	417,000	Common	\$0.60	Yes	PING ZHU MEI	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	84,000	Common	\$0.60	Yes	TONY ZICCARDI	Acquisition of assets	Restricted	4(a)(2)
6/22/2020	New	700,000	Common	\$0.60	Yes	CHARLES MARTIN	Compensation agreement	Restricted	4(a)(2)
6/22/2020	New	300,000	Common	\$0.60	Yes	CHARLES MARTIN	Compensation agreement	Restricted	4(a)(2)
6/22/2020	New	447,475	Common	\$0.60	Yes	TIMOTHY GRACE	Compensation agreement	Restricted	4(a)(2)
6/22/2020	New	381,461	Common	\$0.60	Yes	DAVID BONDIETTI	Compensation agreement	Restricted	4(a)(2)
6/22/2020	New	460,824	Common	\$0.60	Yes	STEVEN HENNEMEIER	Compensation agreement	Restricted	4(a)(2)
6/22/2020	New	1,301,518	Common	\$0.60	Yes	CHARLES MARTIN	Compensation agreement	Restricted	4(a)(2)
6/22/2020	New	300,000	Common	\$0.60	Yes	ROBERT KELLEY	Compensation agreement	Restricted	4(a)(2)
7/21/2020	Cancellation	49,895,901	Common	N/A	N/A	ZBIGNIEW LAMBO	N/A	Restricted	4(a)(2)
8/21/2020	New	30,000	Common	\$1.65	Yes	DAVID BONDIETTI	Compensation agreement	Restricted	4(a)(2)
8/21/2020	New	145,934	Common	\$1.65	Yes	TIMOTHY GRACE	Compensation agreement	Restricted	4(a)(2)
8/21/2020	New	148,750	Common	\$1.65	Yes	STEVEN HENNEMEIER	Compensation agreement	Restricted	4(a)(2)
8/21/2020	New	266,500	Common	\$1.65	Yes	CHARLES MARTIN	Compensation agreement	Restricted	4(a)(2)
8/21/2020	New	300,000	Common	\$1.65	Yes	JAMES OTT	Compensation agreement	Restricted	4(a)(2)
8/21/2020	New	1,566	Common	\$1.65	Yes	TIMOTHY GRACE	Compensation agreement	Restricted	4(a)(2)
10/28/2020	New	180,000	Common	\$1.65	Yes	DATRIX LLC – Jon Barron	Deposit on acquisition	Restricted	4(a)(2)
10/28/2020	New	250,000	Common	\$1.39	Yes	EDUCATIONAL GROUP, LLC Theresa Haynes	Consulting agreement	Restricted	4(a)(2)
1/20/2021	New	300,000	Common	\$1.37	Yes	DATRIX LLC – Jon Barron	Deposit on acquisition	Restricted	4(a)(2)
1/20/2021	New	87,300	Common	\$1.03	Yes	STEVEN HENNEMEIER	Compensation agreement	Restricted	4(a)(2)
1/20/2021	New	87,300	Common	\$1.03	Yes	TIMOTHY GRACE	Compensation agreement	Restricted	4(a)(2)
1/20/2021	New	18,000	Common	\$1.03	Yes	DAVID BONDIETTI	Compensation agreement	Restricted	4(a)(2)
1/20/2021	New	250,000	Common	\$1.39	Yes	DAVID TRUMBULL	Compensation agreement	Restricted	4(a)(2)
1/20/2021	New	1,000,000	Common	\$1.07	Yes	JOHN LEE	Compensation agreement	Restricted	4(a)(2)
2/24/2021	New	10,000	Common	\$1.14	Yes	ADAM STROTHMAN	Compensation agreement	Restricted	4(a)(2)
2/24/2021	New	350,000	Common	\$1.20	Yes	CARDIOLINK - Robert Kammerer	Compensation agreement	Restricted	4(a)(2)
3/22/2021	New	50,000	Common	\$1.03	Yes	Revelers.IO Media Group, Inc. (RIO).	Compensation agreement	Restricted	4(a)(2)

3/23/2021	Cancellation	10,000,000	Preferred	N/A	N/A	ZBIGNIEW LAMBO	N/A	N/A	4(a)(2)
3/26/2021	New	70,042	Common	\$1.03	Yes	Carl Miller	Conversion of notes payable	Restricted	4(a)(2)
6/4/2021	New	262,720	Common	\$0.50	Yes	Noble Investment Corp. - Dan Patience	Conversion of notes payable	Restricted	4(a)(2)
6/4/2021	New	48,532	Common	\$0.56	Yes	J David Gambrel	Conversion of notes payable	Restricted	4(a)(2)
7/21/2021	New	100,000	Common	\$0.35	Yes	Robert Hesse	Compensation agreement	Restricted	4(a)(2)
9/21/2021	New	125,480	Common	\$0.50	Yes	James E. Ott	Conversion of notes payable	Restricted	4(a)(2)
9/21/2021	New	125,466	Common	\$0.50	Yes	Spring Creek Partners - John Hanahan	Conversion of notes payable	Restricted	4(a)(2)
9/21/2021	New	12,031	Common	\$0.50	Yes	J David Gambrel	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	150,000.00	Common	\$0.10	Yes	Adam Cottrill	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	360,000.00	Common	\$0.15	Yes	Adam Ryan Resseger	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	700,000.00	Common	\$0.10	Yes	Adam Ryan Resseger	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	36,000.00	Common	\$0.15	Yes	Alexandra Houlios	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	36,000.00	Common	\$0.15	Yes	Angela Tausanis	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	720,000.00	Common	\$0.15	Yes	Berezan Investments Inc. Attn: Ralph Berezan	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	36,000.00	Common	\$0.15	Yes	Bonnie Rodger	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	700,000.00	Common	\$0.10	Yes	Brad Hanners	Conversion of notes payable	Restricted	4(a)(2)
11/2/2021	New	298,733.00	Common	\$0.15	Yes	Bradley Joseph Mann	Equity Kicker	Restricted	4(a)(2)
12/15/2021	New	144,000.00	Common	\$0.15	Yes	Bradley Joseph Mann	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	350,000.00	Common	\$0.10	Yes	Bradley Joseph Mann	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	72,000.00	Common	\$0.15	Yes	Carl Miller	Conversion of notes payable	Restricted	4(a)(2)
12/1/2021	New	104,958.00	Common		Yes	Carl Miller		Restricted	4(a)(2)
11/8/2021	New	1,050,000.00	Common	\$0.05	Yes	Carran Schneider	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	36,000.00	Common	\$0.15	Yes	Catanga International SA - Attn: Robert Seeley	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	72,000.00	Common	\$0.15	Yes	Catanga International SA - Attn: Robert Seeley	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	100,000.00	Common	\$0.10	Yes	Corey Dutiel	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	35,000.00	Common	\$0.15	Yes	Doug Staruch	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	52,500.00	Common	\$0.15	Yes	Gary Edge	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	36,000.00	Common	\$0.15	Yes	Gary Edge	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	52,500.00	Common	\$0.15	Yes	Gary Edge	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	216,000.00	Common	\$0.15	Yes	Gary Reed	Conversion of notes payable	Restricted	4(a)(2)
12/1/2021	New	114,437.00	Common	\$0.15	Yes	J David Gambrel	Conversion of notes payable	Restricted	4(a)(2)

11/2/2021	New	292,787.00	Common	\$0.15	Yes	James E. Ott	Equity Kicker	Restricted	4(a)(2)
12/15/2021	New	98,603.00	Common	\$0.15	Yes	James E. Ott	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	72,000.00	Common	\$0.15	Yes	John Daniel Trotter	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	333,333.00	Common	\$0.15	Yes	John Daniel Trotter	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	72,000.00	Common	\$0.15	Yes	John W Mathias	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	36,000.00	Common	\$0.15	Yes	Joseph Fiore	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	177,052.00	Common	\$0.15	Yes	Karen M. May	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	70,000.00	Common	\$0.15	Yes	Karla Tritten	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	84,000.00	Common	\$0.15	Yes	Kelvin Isert	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	216,000.00	Common	\$0.15	Yes	Kim Reed	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	140,603.00	Common	\$0.15	Yes	Larry Miller - Matrix Equities, Inc.	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	72,496.00	Common	\$0.15	Yes	Michael Dyer	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	72,000.00	Common	\$0.15	Yes	Michelle Berezan	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	108,000.00	Common	\$0.15	Yes	Michelle Berezan	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	250,000.00	Common	\$0.10	Yes	Nick Spears	Conversion of notes payable	Restricted	4(a)(2)
12/1/2021	New	437,280.00	Common	\$0.15	Yes	Noble Investment Corp. - Dan Patence	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	72,000.00	Common	\$0.15	Yes	Noble Investment Corp. - Dan Patence	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	70,000.00	Common	\$0.15	Yes	Oscar and Lorraine Isert	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	17,500.00	Common	\$0.15	Yes	Oscar and Lorraine Isert	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	35,394.00	Common	\$0.15	Yes	Owen Dave Smith	Conversion of notes payable	Restricted	4(a)(2)
11/8/2021	New	1,050,000.00	Common	\$0.05	Yes	Patrick Schneider	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	72,000.00	Common	\$0.15	Yes	Roger Channon	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	35,000.00	Common	\$0.15	Yes	Scott Lowes	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	52,500.00	Common	\$0.15	Yes	Sound Emergency Planning Corp. - Rick Hopkins	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	52,500.00	Common	\$0.15	Yes	Sound Emergency Planning Corp. - Rick Hopkins	Conversion of notes payable	Restricted	4(a)(2)
11/2/2021	New	292,755.00	Common	\$0.15	Yes	Spring Creek Partners - John Hanahan	Equity Kicker	Restricted	4(a)(2)
12/15/2021	New	43,200.00	Common	\$0.15	Yes	Steve Christifulli	Conversion of notes payable	Restricted	4(a)(2)
12/15/2021	New	105,820.00	Common	\$0.15	Yes	Steven Lusthaus	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	250,000.00	Common	\$0.10	Yes	Tyler Spears	Conversion of notes payable	Restricted	4(a)(2)
12/21/2021	New	2,000,000.00	Common	\$0.05	Yes	Venture Consulting LLC - Mark Butler	Conversion of notes payable	Restricted	4(a)(2)

12/15/2021	New	72,000.00	Common	\$0.15	Yes	Winnie Yuen Ching Sit	Conversion of notes payable	Restricted	4(a)(2)
12/28/2021	New	1,018,590.00	Common	\$0.15	Yes	Greentree	Conversion of notes payable	Restricted	4(a)(2)
11/8/2021	New	57,500.00	Common	\$0.10	Yes	WB Skyline Invoice	Consulting agreement	Restricted	4(a)(2)
12/28/2021	New	161,083.00	Common	\$0.15	Yes	WB Skyline Invoice	Consulting agreement	Restricted	4(a)(2)
12/21/2021	New	5,936,760.00	Common	\$0.001	Yes	One Eyed Jack Enterprises LLC	Exercise of Warrants	Restricted	4(a)(2)
10/14/2021	New	200,000.00	Common	\$0.17	Yes	David Beccue	Consulting agreement	Restricted	4(a)(2)
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date 3/31/22 Common: 112,238,195									
Preferred: None									

- B. List below and describe any issuance of Promissory Notes, Convertible Notes, or Convertible Debentures. In responding to this item, please provide the date of execution of the Note or the Agreement, a description of the reason for the issuance, the outstanding balance and any interest accrued. Provide the maturity dates for each Note or Agreement, their conversion terms, names of beneficial owners or holders and the exact class of security such Notes or Agreement may be converted to. Also, specify if the Note is Secured or Unsecured and whether or not it is in Default.

Date of Note Issuance	Outstanding Balance (\$) as of March 31, 2022	Principal Amount at Issuance (\$)	Interest Accrued (\$) as of March 31, 2022	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
8/3/2020	--	\$50,000	--	8/3/2021	50,000 x 2 + 10,000 x 2 = 120,000 shares	James E. Ott	Loan
8/3/2020	--	\$50,000	--	8/3/2021	50,000 x 2 + 10,000 x 2 = 120,000 shares	Spring Creek Partners – John Hanahan	Loan
8/20/2020	--	\$30,000	--	8/20/20/21	30,000 x 2 + 6,000 x 2 = 72,000 shares	Bradley Joseph Mann	Loan
8/27/2020	--	\$25,000	--	8/27/2021	25,000 x 2 + 5,000 x 2 = 60,000 shares	Karen M May	Loan
9/3/2020	--	\$5,000	--	9/3/2021	5,000 x 2, + 1,000 x 2 = 12,000 shares	Owen Dave Smith	Loan



9/15/2020	--	\$20,000	--	9/15/2021	20,000 x 2, 4,000 x 2 = 48,000 shares	Larry Miller - Matrix Equities, Inc.	Loan
9/15/2020	--	\$105,000	--	9/15/2021	105,000 x 2, = 210,000 shares	Greentree Financial Group, Inc.,	Loan
9/22/2020	--	\$15,000	--	9/22/2021	15,000 x 2, 3,000 x 2 = 36,000 shares	Steven Lusthaus	Loan
9/23/2020	--	\$10,000	--	9/23/2021	10,000 x 2 + = 20,000 shares	Michael Dyer	Loan
10/7/2020	--	\$50,000	--	10/7/2021	50,000 x 2 + 10,000 x 2 = 120,000 shares	Patrick Schneider	Loan
10/7/2020	--	\$50,000	--	10/7/2021	50,000 x 2 + 10,000 x 2 = 120,000 shares	Carran Schneider	Loan
12/10/2020	--	\$10,000	--	12/10/2021	10,000 x 2, + 2,000 x 2 = 24,000 shares	Roger Channon	Loan
12/14/2020	--	\$6,000	--	12/14/2021	6,000 x 2, + 1,200 x 2 = 14,400 shares	Steve Christifulli	Loan
12/14/2020	--	\$5,000	--	12/14/2021	5,000 x 2, + 1,000 x 2 = 12,000 shares	Catanga International SA - Attn: Robert Seeley	Loan
12/14/2020	--	\$10,000	--	12/14/2021	10,000 x 2, + 2,000 x 2 = 24,000 shares	Catanga International SA - Attn: Robert Seeley	Loan
12/18/2020	--	\$100,000	--	12/18/2021	100,000 x 2, + 40,000 x 2 = 280,000 shares	Berezan Investments Inc. Attn: Ralph Berezan	Loan
1/14/2021	--	\$12,000	--	1/14/2022	12,000 x 2 = 24,000 shares	Kelvin Isert	Loan
1/14/2021	--	\$10,000	--	1/14/2022	10,000 x 2 = 20,000 shares	Carl Miller	Loan
1/16/2021	--	\$7,500	--	1/16/2022	7,500 x 2 = 15,000 shares	Gary Edge	Loan
1/21/2021	--	\$10,000	--	1/21/2022	10,000 x 2 = 20,000 shares	Oscar and Lorraine Isert	Loan
1/22/2021	--	\$7,500	--	1/22/2022	7,500 x 2 = 15,000 shares	Sound Emergency Planning Corp. - Rick Hopkins	Loan
2/4/2021	--	\$50,000	--	2/4/2022	50,000 x 2 + 10,000 x 2 = 120,000 shares	Noble Investment Corp. - Dan Patence	Loan
2/11/2021	--	\$5,000	--	2/11/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	Gary Edge	Loan
2/11/2021	--	\$5,000	--	2/11/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	Angela Tausanis	Loan
2/11/2021	--	\$5,000	--	2/11/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	Alexandra Houlios	Loan

2/16/2021	--	\$10,000	--	2/16/2022	10,000 x 2, + 2,000 x 2 = 24,000 shares	John Daniel Trotter	Loan
2/17/2021	--	\$5,000	--	2/17/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	Joseph Fiore	Loan
2/19/2021	--	\$10,000	--	2/19/2022	10,000 x 2, + 2,000 x 2 = 24,000 shares	J David Gambrel	Loan
2/23/2021	--	\$5,000	--	2/23/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	Bonnie Rodger	Loan
2/24/2021	--	\$30,000	--	2/24/2022	30,000 x 2 + 6,000 x 2 = 72,000 shares	Gary Reed	Loan
2/24/2021	--	\$30,000	--	2/24/2022	30,000 x 2 + 6,000 x 2 = 72,000 shares	Kim Reed	Loan
3/1/2021	--	\$5,000	--	3/1/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	J David Gambrel	Loan
3/1/2021	--	\$7,500	--	3/1/2022	7,500 x 2 = 15,000 shares	Sound Emergency Planning Corp. - Rick Hopkins	Loan
3/1/2021	--	\$2,500	--	3/1/2022	2,500 x 2 + 1,000 x 2 = 7,000 shares	Oscar and Lorraine Isert	Loan
3/3/2021	--	\$10,000	--	3/3/2022	10,000 x 2, + 2,000 x 2 = 24,000 shares	Karla Tritten	Loan
3/17/2021	--	\$25,000	--	3/17/2022	25,000 x 20 = 500,000 shares	Carl Miller	Loan
3/18/2021	--	\$7,500	--	3/18/2022	7,500 x 2 = 15,000 shares	Gary Edge	Loan
3/22/2021	--	\$5,000	--	3/22/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	Scott Lowes	Loan
4/1/2021	--	\$5,000	--	2/28/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	Doug Staruch	Loan
4/29/2021	--	\$10,000	--	4/29/2022	10,000 x 2, + 2,000 x 2 = 24,000 shares	John W Mathias	Loan
5/5/2021	--	\$10,000	--	5/5/2022	10,000 x 2, + 2,000 x 2 = 24,000 shares	Michelle Berezan	Loan
5/13/2021	--	\$5,000	--	5/13/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	J David Gambrel	Loan
5/17/2021	--	\$15,000	--	5/17/2022	15,000 x 2, 3,000 x 2 = 36,000 shares	Michelle Berezan	Loan
5/21/2021	--	\$50,000	--	5/21/2022	50,000 x 2 + 10,000 x 2 = 120,000 shares	Noble Investment Corp. - Dan Patence	Loan
6/1/2021	--	\$20,000	--	6/1/2022	20,000 x 2, 4,000 x 2 = 48,000 shares	Bradley Joseph Mann	Loan
6/2/2021	--	\$50,000	--	6/2/2022	50,000 x 2 + 10,000 x 2 = 120,000 shares	Adam Ryan Resseger	Loan

8/2/2021	--	\$5,000	--	8/2/2022	5,000 x 2, + 1,000 x 2 = 12,000 shares	J David Gambrel	Loan
8/11/2021	--	\$10,000	--	8/11/2022	20,000 x 2, 4,000 x 2 = 48,000 shares	Noble Investment Corp. - Dan Patience	Loan
8/11/2021	--	\$10,000	--	8/11/2022	20,000 x 2, 4,000 x 2 = 48,000 shares	Winnie Yuen Ching Sit	Loan
9/16/2021	--	\$12,240	--	9/16/2022	12,240 x 6 + 2,720 x 6 = 97,920 shares	James E. Ott	Loan
9/17/2021	\$0	\$100,000	\$1,438.36	9/20/2022	100,000 x 20 = 2,000,000 shares	Alan Cage	Loan
9/17/2021	\$0	\$50,000	\$719.18	9/21/2022	50,000 x 20 = 1,000,000 shares	Business Asset - Greg Preslier	Loan
10/1/2021	\$0	\$25,000	\$315.07	10/1/2022	25,000 x 20 = 500,000 shares	Stephen Posner	Loan
10/22/2021	\$100,000	\$100,000	\$1,260.27	10/1/2022	100,000 x 20 = 2,000,000 shares	Quick Capital - Eilon Natan	Loan
10/28/2021	\$0	\$25,000	\$315.07	10/28/2022	25,000 x 20 = 500,000 shares	CMLC Consulting	Loan
12/8/2021	\$0	\$50,000	\$0.00	12/8/2022	50,000 x 6.66 = 333,333 shares	John Daniel Trotter	Loan
12/8/2021	\$0	\$35,000	\$0.00	12/8/2022	35,000 x 10 = 350,000 shares	Bradley Joseph Mann	Loan
12/8/2021	\$0	\$70,000	\$0.00	12/8/2022	70,000 x 10 = 700,000 shares	Adam Ryan Resseger	Loan
12/8/2021	\$0	\$25,000	\$0.00	12/8/2022	25,000 x 10 = 250,000 shares	Tyler Spears	Loan
12/8/2021	\$0	\$25,000	\$0.00	12/8/2022	25,000 x 10 = 250,000 shares	Nick Spears	Loan
12/8/2021	\$0	\$70,000	\$0.00	12/8/2022	70,000 x 10 = 700,000 shares	Brad Hanners	Loan
12/8/2021	\$0	\$15,000	\$0.00	12/8/2022	15,000 x 10 = 150,000 shares	Adam Cottrill	Loan
12/8/2021	\$0	\$10,000	\$0.00	12/8/2022	10,000 x 10 = 100,000 shares	Corey Dutiel	Loan
12/10/2021	\$0	\$100,000	\$0.00	12/10/2022	100,000 x 20 = 2,000,000 shares	Venture Consulting LLC - Mark Butler	Loan
12/10/2021	\$0	\$50,000	\$630.14	12/10/2022	50,000 x 20 = 1,000,000 shares	Business Asset - Greg Preslier	Loan
12/13/2021	\$0	\$25,000	\$315.07	12/13/2022	25,000 x 20 = 500,000 shares	Stephen Posner	Loan
12/16/2021	\$0	\$150,000	\$1,890.41	12/16/2022	150,000 x 20 = 3,000,000 shares	CMLC Consulting	Loan

12/21/2021	\$0	\$100,000	\$1,260.27	12/21/2022	100,000 x 6.66 = 666,667 shares	Elevate Dental Partners - Karl Alexandrunas	Loan
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## Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

### **Item 17 Material Contracts.**

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through [www.OTCIQ.com](http://www.OTCIQ.com) or was entered into not more than two years before such posting. Also include the following contracts:

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price; **None**
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements; **We have distribution agreements for Mango Wellness in Thailand, Auto Calibre in Malaysia, and Avacado Medical in Singapore. They are all well established medical device distributors in their respective countries and have added our product to their promotional offerings. Simply put these three are exclusive authorized distributors of the my-Cam device and the associated My-Cardia Cloud-based software and iOS/Android smartphone apps for their individual countries, promoting the device and related monitoring services to hospitals and cardiologists there. The distribution model in each country is a shared revenue agreement.**
- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or **None**
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer. **None**

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or

significance. **We have a Board and Stockholder approved Stock Incentive Plan. The purposes of this Plan are to attract and retain the best available personnel; to provide additional incentives to Employees, Directors and Consultants to contribute to the successful performance of the Company and any Related Entity; to promote the growth of the market value of the Company's Common Stock; to align the interests of Grantees with those of the Company's stockholders; and to promote the success of the Company's business. The maximum aggregate number of Shares which may be issued pursuant to all Awards is 5,000,000 Shares.**

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

#### **Item 18 Articles of Incorporation and Bylaws.**

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed. **See attached, page 74**

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed. **See attached, page 80**

#### **Item 19 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

A. In the following tabular format, provide the information specified in paragraph (B) of this Item 20 with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item 19) of shares or other units of any class of the issuer's equity securities. **None**

<b>ISSUER PURCHASES OF EQUITY SECURITIES</b>
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<b>Period</b>	<b>Column (a)</b> Total Number of Shares (or Units) Purchased	<b>Column (b)</b> Average Price Paid per Share (or Unit)	<b>Column (c)</b> Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	<b>Column (d)</b> Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
<b>Month #1</b>  (identify beginning and ending dates)	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>Month #2</b>  (identify beginning and ending dates)	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>Month #3</b>  (identify beginning and ending dates)	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>Total</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares

purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions). **N/A**

2. The average price paid per share (or unit) (Column (b)). **N/A**
3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)). **N/A**
4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)). **N/A**

*Instructions to paragraphs (B)(3) and (B)(4) of this Item 20:*

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced. **N/A**
- b. By footnote to the table, indicate: **N/A**
  - i. The date each plan or program was announced;
  - ii. The dollar amount (or share or unit amount) approved;
  - iii. The expiration date (if any) of each plan or program;
  - iv. Each plan or program that has expired during the period covered by the table; and
  - v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

C. For purposes of this Item 19, "Affiliated Purchaser" means:

1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; *provided, however*, that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

## Item 20 Issuer's Certifications.

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).

The certifications shall follow the format below:

I, [identify the certifying individual], certify that:

1. I have reviewed this [specify either annual or quarterly disclosure statement] of [identify issuer];
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.

Date: 8/12/2022



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Charles K. Martin III

CEO

Date: 8/12/2022



Brooke Martellaro

CFO



## **Section Two: Issuers' Continuing Disclosure Obligations**

Issuers are considered to have adequate current information publicly available to the extent such information is updated to reflect new developments after the publication of the initial issuer disclosure information. In general, an issuer shall provide updates to the most recent balance sheet, income statement and statement of cash flows, as required under Item 12 above, as well as disclose changes in any other of the above disclosure items no later than 45 days after the end of any fiscal quarter ("Quarterly Updates") and 90 days after the end of any fiscal year ("Annual Updates").

Issuers shall provide updates ("Current Updates") within 10 business days in the event that any of the information contained in the disclosure statement (including information contained in any prior Update) has become materially inaccurate or incomplete, or upon the occurrence of certain events described under the Current Reporting Obligations section. The specific requirements for Quarterly, Annual and Current Updates are set forth below.

Insiders, affiliates and control persons of issuers shall be aware that Rule 144 under the Securities Act requires that adequate current information be publicly available if they wish to sell any of their securities in the public secondary markets.

### ***Quarterly Reporting Obligations***

In order to be considered as having adequate current information publicly available, issuers must publish Quarterly Updates to their disclosure statements through [www.OTCIQ.com](http://www.OTCIQ.com), no later than 45 days after the end of each fiscal quarter. Quarterly Updates should contain responses to the following items, and should follow the format below.

#### ***Instruction relating to the preparation of Quarterly Updates:***

Issuers shall prepare a document that responds to each item and sub-item below and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable.

Quarterly Updates should be published under the report name of "*Quarterly Report*" or "*Interim Financial Report*" for the appropriate fiscal quarter end.

#### **Item 1      Exact name of the issuer and the address of its principal executive offices.**

In answering this item, the issuer shall provide the information required by Items 1 and 2 of the requirements for initial disclosure in Section One of these Guidelines.

#### **Item 2      Shares outstanding.**

In answering this item, the issuer shall provide the information required by Item 6 of Section One and provide updates to Item 17 of Section One of these Guidelines with respect to the fiscal quarter end.

### **Item 3      Interim financial statements.**

The issuer shall include financial statements for the most recent fiscal quarter, which quarterly financial statements shall meet the requirements of Item 12 of Section One of these Guidelines, provided, however, that (i) the issuer is not required to provide a statement of changes in stockholders' equity, and (ii) "*Instruction to Item 12*" contained in Section One of these Guidelines should not be followed; instead, issuers should follow the Instruction set forth below rather than the Instruction contained in Item 12.

*Instruction to Item 3:* The interim financial statements required by this Item 3 may either be included in the text of the Quarterly Update under the heading of Item 3 or attached at the end of the Quarterly Update. If attached at the end of the Quarterly Update, the disclosure under this Item 3 must (i) state that the interim financial statements are attached at the end of this Quarterly Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by this Item 3 can be found.

### **Item 4      Management's discussion and analysis or plan of operation.**

The issuer shall provide the information required by Item 16 of Section One of these Guidelines.

### **Item 5      Legal proceedings.**

The issuer shall provide the information required by Item 8(a)(11) of Section One of these Guidelines, to the extent not already disclosed in a prior disclosure statement.

### **Item 6      Defaults upon senior securities.**

If there has been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer, (i) identify the indebtedness and (ii) state the nature of the default, the amount of the default and the total arrearage as of a recent date.

If any material arrearage in the payment of dividends has occurred or if there has been any other material delinquency not cured within 30 days, with respect to any class of preferred stock of the issuer, give the title of the class and state the nature of the arrearage or delinquency. In the case of a default in the payment of dividends, state the amount and the total arrearage as of a recent date.

The issuer need not respond to this item with respect to any class of securities all of which is held by, or for the account of, the issuer or its totally held subsidiaries. Issuers need not repeat information that has been previously disclosed in a prior disclosure statement, although the issuer shall provide updates regarding previously reported defaults.

### **Item 7      Other information.**

The issuer shall include here responses to any items that the issuer would be required include in a Current Update. See the Current Update section below regarding the information required to be in a Current Update.

## **Item 8 Exhibits.**

The issuer shall either describe or attach any exhibits that are required under Items 18 and XIX of Section One, and which have not already been described or attached in any prior disclosure statement, except that the issuer must describe or attach any amendments to any previously described or attached exhibits.

## **Item 9 Certifications.**

The issuer shall include current certifications, meeting the requirements contained in Item 21 of Section One, relating to the Quarterly Update.

### ***Annual Reporting Obligations***

In order to be considered as having adequate current information publicly available, issuers must also publish Annual Updates to their initial disclosure through [www.OTCIQ.com](http://www.OTCIQ.com), no later than 90 days after the end of each fiscal year.

#### ***Instruction relating to the preparation of Annual Updates:***

Issuers shall prepare a document that responds to each item and sub-item of Section One of the Guidelines and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. Each Annual Update must contain complete responses to all of the items required by Section One of these Guidelines, even if no changes have occurred since the last Annual Update.

Annual Updates should be published under the report name of “*Annual Report*” for the appropriate fiscal year end.

***Specific Note relating to Annual Updates:*** The “*Instruction to Item 12*” contained in Section One of these Guidelines should not be followed with respect to Annual Updates; instead issuers should follow the instruction set forth below.

***Instructions to Item 12:*** The fiscal year-end financial statements required by Item 12 may either be included in text of the Annual Update under the heading of Item 12 or attached at the end of the Annual Update. If attached at the end of the Annual Update, the disclosure under Item 12 must (i) state that the fiscal year-end financial statements are attached at the end of this Annual Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by Item 12 can be found.

## **Current Reporting Obligations**

***Important: The following is a description of events that may be material to the issuer and its securities and that shall be made publicly available by the issuer. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public.***

If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a press release within 4 business days following their occurrence, and posting such press release through [www.OTCIQ.com](http://www.OTCIQ.com):

### **1. Entry into a Material Definitive Agreement.**

(a) If the issuer has entered into a material definitive agreement not made in the ordinary course of business of the issuer, or into any amendment of such agreement that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the agreement was entered into or amended, the identity of the parties to the agreement or amendment and a brief description of any material relationship between the issuer or its affiliates and any of the parties, other than in respect of the material definitive agreement or amendment; and

(2) a brief description of the terms and conditions of the agreement or amendment that are material to the issuer.

(b) A "material definitive agreement" means an agreement that provides for obligations that are material to and enforceable against the issuer, or rights that are material to the issuer and enforceable by the issuer against one or more other parties to the agreement, in each case whether or not subject to conditions.

### **2. Termination of a Material Definitive Agreement.**

(a) If a material definitive agreement which was not made in the ordinary course of business of the issuer and to which the issuer is a party is terminated otherwise than by expiration of the agreement on its stated termination date, or as a result of all parties completing their obligations under such agreement, and such termination of the agreement is material to the issuer, the issuer shall disclose the following information:

(1) the date of the termination of the material definitive agreement, the identity of the parties to the agreement and a brief description of any material relationship between the issuer or its affiliates and any of the parties other than in respect of the material definitive agreement;

(2) a brief description of the terms and conditions of the agreement that are material to the issuer;

- (3) a brief description of the material circumstances surrounding the termination;  
and
- (4) any material early termination penalties incurred by the issuer.

### **3. Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers.**

If the issuer or any of its majority-owned subsidiaries has completed the acquisition or disposition of a significant amount of assets, otherwise than in the ordinary course of business, the issuer shall disclose the following information:

- (a) the date of completion of the transaction;
- (b) a brief description of the assets involved;
- (c) the identity of the person(s) from whom the assets were acquired or to whom they were sold and the nature of any material relationship, other than in respect of the transaction, between such person(s) and the issuer or any of its affiliates, or any director or officer of the issuer, or any associate of any such director or officer;
- (d) the nature and amount of consideration given or received for the assets and, if any material relationship is disclosed pursuant to paragraph 3(c) above, the formula or principle followed in determining the amount of such consideration;
- (e) if the transaction being reported is an acquisition and if any material relationship is disclosed pursuant to paragraph 3(c) above, the source(s) of the funds used; and
- (f) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the transaction, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the transaction.

The term “acquisition” includes every purchase, acquisition by lease, exchange, merger, consolidation, succession or other acquisition, except that the term does not include the construction or development of property by or for the issuer or its subsidiaries or the acquisition of materials for such purpose.

The term “disposition” includes every sale, disposition by lease, exchange, merger, consolidation, mortgage, assignment or hypothecation of assets, whether for the benefit of creditors or otherwise, abandonment, destruction, or other disposition.

### **4. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer.**

- (a) If the issuer becomes obligated on a direct financial obligation that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the issuer becomes obligated on the direct financial obligation and a brief description of the transaction or agreement creating the obligation;

(2) the amount of the obligation, including the terms of its payment and, if applicable, a brief description of the material terms under which it may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties; and

(3) a brief description of the other terms and conditions of the transaction or agreement that are material to the issuer.

(b) If the issuer becomes directly or contingently liable for an obligation that is material to the issuer arising out of an off-balance sheet arrangement, the issuer shall disclose the following information:

(1) the date on which the issuer becomes directly or contingently liable on the obligation and a brief description of the transaction or agreement creating the arrangement and obligation;

(2) a brief description of the nature and amount of the obligation of the issuer under the arrangement, including the material terms whereby it may become a direct obligation, if applicable, or may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties;

(3) the maximum potential amount of future payments (undiscounted) that the issuer may be required to make, if different; and

(4) a brief description of the other terms and conditions of the obligation or arrangement that are material to the issuer.

## **5. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

(a) If a triggering event causing the increase or acceleration of a direct financial obligation of the issuer occurs and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the agreement or transaction under which the direct financial obligation was created and is increased or accelerated;

(2) a brief description of the triggering event;

(3) the amount of the direct financial obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the direct financial obligation.

(b) If a triggering event occurs causing an obligation of the issuer under an off-balance sheet arrangement to increase or be accelerated, or causing a contingent obligation of the issuer under an off-balance sheet arrangement to become a direct financial obligation of the issuer, and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the off-balance sheet arrangement;

(2) a brief description of the triggering event;

(3) the nature and amount of the obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the obligation under the off-balance sheet arrangement or its becoming a direct financial obligation of the issuer.

(c) A “triggering event” is an event, including an event of default, event of acceleration or similar event, as a result of which a direct financial obligation of the issuer or an obligation of the issuer arising under an off-balance sheet arrangement is increased or becomes accelerated or as a result of which a contingent obligation of the issuer arising out of an off-balance sheet arrangement becomes a direct financial obligation of the issuer.

## **6. Costs Associated with Exit or Disposal Activities.**

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, commits the issuer to an exit or disposal plan, or otherwise disposes of a long-lived asset or terminates employees under a plan of termination described in the FASB ASC 420-10, Exit or Disposal Cost Obligations, formerly FAS 146 under which material charges will be incurred under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

(a) the date of the commitment to the course of action and a description of the course of action, including the facts and circumstances leading to the expected action and the expected completion date;

(b) for each major type of cost associated with the course of action (for example, one-time termination benefits, contract termination costs and other associated costs), an estimate of the total amount or range of amounts expected to be incurred in connection with the action;

(c) an estimate of the total amount or range of amounts expected to be incurred in connection with the action; and

(d) the issuer's estimate of the amount or range of amounts of the charge that will result in future cash expenditures.

## **7. Material Impairments.**

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that a material charge for impairment to one or more of its assets, including, without limitation, impairments of securities or goodwill, is required under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

(a) the date of the conclusion that a material charge is required and a description of the impaired asset or assets and the facts and circumstances leading to the conclusion that the charge for impairment is required;

(b) the issuer's estimate of the amount or range of amounts of the impairment charge; and

(c) the issuer's estimate of the amount or range of amounts of the impairment charge that will result in future cash expenditures.

## **8. Sales of Equity Securities.**

If the issuer sells equity securities in a transaction that has not been previously described in any prior disclosure statement, the issuer shall provide the information required by Item 17 of Section One of these Guidelines with respect to any such securities offering(s).

## **9. Material Modification to Rights of Security Holders.**

(a) If the constituent instruments defining the rights of the holders of any class of securities of the issuer have been materially modified, the issuer shall disclose the date of such modification and the title of the class of securities involved and briefly describe the general effect of such modification upon the rights of holders of such securities.

(b) If the rights evidenced by any class of securities have been materially limited or qualified by the issuance or modification of any other class of securities by the issuer, the issuer shall briefly disclose the date of such issuance or modification and the general effect of such issuance or modification of such other class of securities upon the rights of the holders of the registered securities.

## **10. Changes in Issuer's Certifying Accountant.**

(a) If an independent accountant who was previously engaged as the principal accountant to audit the issuer's financial statements, or an independent accountant upon whom the principal accountant expressed reliance in its report regarding a significant subsidiary, resigns (or indicates that it declines to stand for re-appointment after completion of the current audit) or is dismissed, the issuer shall state:

(1) Whether the former accountant resigned, declined to stand for re-election or was dismissed and the date of such resignation, refusal to stand for re-election or dismissal;



(2) Whether the accountant's report on the financial statements for either of the past two years contained an adverse opinion or disclaimer of opinion, or was modified as to uncertainty, audit scope, or accounting principles, and also describe the nature of each such adverse opinion, disclaimer of opinion or modification;

(3) Whether the decision to change accountants was recommended or approved by the board of directors or an audit or similar committee of the board of directors; and

(4) (A) Whether there were any disagreements with the former accountant, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the former accountant's satisfaction, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its report; or

(B) if applicable, whether the former accountant advised the issuer that:

(1) Internal controls necessary to develop reliable financial statements did not exist;

(2) Information has come to the attention of the former accountant which made the accountant unwilling to rely on management's representations, or unwilling to be associated with the financial statements prepared by management; or

(3) The scope of the audit shall be expanded significantly, or information has come to the accountant's attention that the accountant has concluded will, or if further investigated may, materially impact the fairness or reliability of a previously issued audit report or the underlying financial statements, or the financial statements issued or to be issued covering the fiscal period(s) subsequent to the date of the most recent audited financial statements (including information that might preclude the issuance of an unqualified audit report), and the issue was not resolved to the accountant's satisfaction prior to its resignation or dismissal; and

(C) The subject matter of each such disagreement or event identified in response to paragraph (4)(A) above;

(D) Whether any committee of the board of directors, or the board of directors, discussed the subject matter of the disagreement with the former accountant; and

(E) Whether the issuer has authorized the former accountant to respond fully to the inquiries of the successor accountant concerning the subject matter of each of such disagreements or events and, if not, describe the nature of and reason for any limitation.

(b) If a new accountant has been engaged as either the principal accountant to audit the issuer's financial statements or as the auditor of a significant subsidiary and on whom the principal accountant is expected to express reliance in its report, the issuer shall identify the new accountant. If the conditions in paragraphs (b)(1) through (b)(3) below exist, the issuer shall describe the nature of the disagreement or event and the effect on the financial statements if the method of the former

accountants had been followed (unless that method ceases to be generally accepted because of authoritative standards or interpretations issued after the disagreement or event):

(1) In connection with a change in accountants subject to paragraph (b) above, there was any disagreement or event as described in paragraph (a)(4)(A) above;

(2) During the fiscal year in which the change in accountants took place or during the later fiscal year, there have been any transactions or events similar to those involved in such disagreement or event; and

(3) Such transactions or events were material and were accounted for or disclosed in a manner different from that which the former accountants would have likely concluded was required.

## **11. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

(a) If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that any previously issued financial statements covering the last three fiscal years or interim periods since the end of the last fiscal year shall no longer be relied upon because of an error in such financial statements as addressed in Accounting Principles Board Opinion No. 20, as may be modified, supplemented or succeeded, the issuer shall disclose the following information:

(1) the date of the conclusion regarding the non-reliance and an identification of the financial statements and years or periods covered that shall no longer be relied upon;

(2) a brief description of the facts underlying the conclusion to the extent known to the issuer at the time of filing; and

(3) a statement of whether the audit committee, or the board of directors in the absence of an audit committee, or authorized officer or officers, discussed with the issuer's independent accountant the matters disclosed in the press release issued pursuant to this paragraph 11.

(b) If the issuer is advised by, or receives notice from, its independent accountant that disclosure shall be made or action shall be taken to prevent future reliance on a previously issued audit report or completed interim review related to previously issued financial statements, the issuer shall disclose the following information:

(1) the date on which the issuer was so advised or notified;

(2) identification of the financial statements that shall no longer be relied upon;

(3) a brief description of the information provided by the accountant; and

(4) a statement of whether the audit committee, or the board of directors in the absence of an audit committee, or authorized officer or officers, discussed with the

independent accountant the matters disclosed in the press release issued pursuant to this paragraph 11.

## **12. Changes in Control of Issuer.**

(a) If, to the knowledge of the issuer's board of directors, a committee of the board of directors or authorized officer or officers of the issuer, a change in control of the issuer has occurred, the issuer shall furnish the following information:

- (1) the identity of the person(s) who acquired such control;
- (2) the date and a description of the transaction(s) which resulted in the change in control;
- (3) the basis of the control, including the percentage of voting securities of the issuer now beneficially owned directly or indirectly by the person(s) who acquired control;
- (4) the amount of the consideration used by such person(s);
- (5) the source(s) of funds used by such person(s); and
- (6) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the change in control, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the change in control.

## **13. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(a) If a director has resigned or refuses to stand for re-election to the board of directors since the date of the last annual meeting of shareholders because of a disagreement with the issuer, known to an executive officer of the issuer on any matter relating to the issuer's operations, policies or practices, or if a director has been removed for cause from the board of directors, the issuer shall disclose the following information:

- (1) the date of such resignation, refusal to stand for re-election or removal;
- (2) any positions held by the director on any committee of the board of directors at the time of the director's resignation, refusal to stand for re-election or removal; and
- (3) a brief description of the circumstances representing the disagreement that the issuer believes caused, in whole or in part, the director's resignation, refusal to stand for re-election or removal.

(b) If the issuer's principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or any person performing similar functions retires, resigns or is terminated from that position, or if a director retires, resigns, is removed, or refuses to

stand for re-election (except in circumstances described in paragraph (a) above), the issuer shall disclose the fact that the event has occurred and the date of the event.

(c) If the issuer appoints a new principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or person performing similar functions, the issuer shall disclose the following information with respect to the newly appointed officer:

(1) the name and position of the newly appointed officer and the date of the appointment;

(2) the information described in Item 11 of Section One above; and

(3) a brief description of the material terms of any employment agreement between the issuer and that officer.

(d) If the issuer appoints a new director, the issuer shall disclose the following information with respect to the newly appointed director:

(1) the name and position of the newly appointed director and the date of the appointment;

(2) the information described in Item 11 of Section One above; and

(3) a brief description of the material terms of the agreement between the issuer and that director.

#### **14. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) If an issuer amends (i) its articles of incorporation or in the event that the issuer is not a corporation, its certificate of organization, or (ii) its bylaws, the issuer shall disclose the following information:

(1) the effective date of the amendment; and

(2) a description of the provision adopted or changed by amendment and, if applicable, the previous provision.

(b) If the issuer decides to change its fiscal year, the issuer shall disclose the date of such decision and the date of the new fiscal year end.

#### **15. Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

(a) The issuer shall briefly describe the date and nature of any amendment to a provision of the issuer's code of ethics that applies to the issuer's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

(b) If the issuer has granted a waiver, including an implicit waiver, from a provision of the code of ethics to an officer or person described in paragraph 15(a) above, the issuer shall briefly describe the nature of the waiver, the name of the person to whom the waiver was granted, and the date of the waiver.



# **CB SCIENTIFIC, INC.**

## **Annual Financial Statements**

**For the Years Ended March 31, 2022 and 2021**

**FOR THE YEAR ENDED MARCH 31, 2022**  
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of  
CB Scientific, Inc.

### ***Opinion on the Financial Statements***

We have audited the accompanying consolidated balance sheets of CB Scientific, Inc. and its subsidiaries (collectively, the “Company”) as of March 31, 2022 and 2021, and the related consolidated statements of operations, stockholders’ equity (deficit), and cash flows for the years then ended, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

### ***Going Concern Matter***

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### ***Basis for Opinion***

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB and in accordance with standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### ***Critical Audit Matters***

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ MaloneBailey, LLP  
[www.malonebailey.com](http://www.malonebailey.com)

We have served as the Company's auditor since 2020.  
Houston, Texas  
August 11, 2022



**CB SCIENTIFIC, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2022</b>	<b>March 31, 2021</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 426,976	\$ 18,713
Accounts receivable	51,576	13,197
Inventory	9,272	154,318
Notes receivable	40,000	-
Deposits	126,150	125,000
Total current assets	<u>653,974</u>	<u>311,228</u>
Property and equipment, net	-	51
Intangible assets	-	560
Total assets	<u>\$ 653,974</u>	<u>\$ 311,839</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 9,770	\$ 9,211
Accrued liabilities	111,233	103,709
Convertible notes payable, net of discount	43,836	297,951
PPP loan, current	-	85,747
Total current liabilities	<u>164,839</u>	<u>496,618</u>
PPP loan	-	5,098
<b>Total Liabilities</b>	<u>164,839</u>	<u>501,716</u>
Commitments and contingencies		
<b>Stockholder's equity (deficit)</b>		
Preferred stock, \$0.001 par value, 50,000,000 shares authorized; 0 shares issued and outstanding at March 31, 2022 and 2021	-	-
Common stock, \$0.001 par value; 150,000,000 shares authorized 112,238,195 and 82,043,748 issued and outstanding at March 31, 2022 and 2021	112,233	82,042
Additional paid in capital	13,013,859	6,022,762
Accumulated deficit	(12,636,957)	(6,294,681)
Total stockholders' equity (deficit)	<u>489,135</u>	<u>(189,877)</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 653,974</u>	<u>\$ 311,839</u>

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

**CB SCIENTIFIC, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>For the year ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Revenues</b>		
Merchandise sales	\$ 75,576	\$ 32,438
Cost of goods sold	149,241	9,809
Gross profit	(73,665)	22,629
<b>Operating expenses</b>		
General and administrative	1,796,547	2,958,490
Depreciation and amortization	611	6,753
Total operating expenses	1,797,158	2,965,243
Net operating loss	(1,870,823)	(2,942,614)
<b>Other income (expenses):</b>		
Interest expense	(54,820)	(21,349)
Amortization of debt discount	(1,488,993)	(322,951)
Loss on settlement of liabilities	-	(1,040,768)
Loss on extinguishment of debt	(3,018,485)	-
Gain on forgiveness of PPP loan	90,845	-
Total other expenses	(4,471,453)	(1,385,068)
Net loss	\$ (6,342,276)	\$ (4,327,682)
<b>Basic and diluted loss per share</b>	\$ (0.07)	\$ (0.06)
<b>Weighted average number of shares outstanding, basic and diluted</b>	91,224,686	77,917,962

The accompanying notes are an integral part of these consolidated financial statements  
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**CB SCIENTIFIC, INC. AND SUBSIDIARIES**  
**STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**FOR THE YEARS ENDED MARCH 31, 2022 AND 2021**

	<u>Preferred Stock</u>				<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Series B</u>		<u>Common Stock</u>				
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
<b>Balance, March 31, 2020</b>	-	\$ -	70,050,778	\$ 70,051	\$ (69,551)	\$ (1,966,999)	\$ (1,966,499)
Contributed capital from Prevent Healthcare	-	-	-	-	2,121,994	-	2,121,994
Common stock issued in reverse merger	-	-	8,697,578	8,697	(8,697)	-	-
Stock issued for accrued compensation	-	-	785,350	784	1,175,606	-	1,176,390
Stock issued for board of director services	-	-	300,000	300	494,700	-	495,000
Stock issued for future acquisition (Datrix, LLC)	-	-	480,000	480	(480)	-	-
Stock issued for future acquisition (CardioLink)	-	-	350,000	350	(350)	-	-
Stock issued for services	-	-	1,310,000	1,310	1,479,090	-	1,480,400
Stock issued for conversion of principal and interest	-	-	70,042	70	24,950	-	25,020
Beneficial conversion feature	-	-	-	-	805,500	-	805,500
Net loss	-	-	-	-	-	(4,327,682)	(4,327,682)
<b>Balance, March 31, 2021</b>	-	-	82,043,748	82,042	6,022,762	(6,294,681)	(189,877)
Stock issued for conversion of principal and interest	-	-	23,069,903	23,068	4,957,979	-	4,981,047
Stock issued for accrued liabilities	-	-	669,201	669	136,280	-	136,949
Stock issued for services	-	-	518,583	518	98,394	-	98,912

Warrants issued for services	-	-	-	-	717,000	-	717,000
Exercise of warrants	-	-	5,936,760	5,936	-	-	5,936
Beneficial conversion feature	-	-	-	-	1,081,444	-	1,081,444
Net loss	-	-	-	-	-	(6,342,276)	(6,342,276)
<b>Balance, March 31, 2022</b>	<u>0</u>	<u>\$ 0</u>	<u>112,238,195</u>	<u>\$ 112,233</u>	<u>\$ 13,013,859</u>	<u>\$ (12,636,957)</u>	<u>\$ 489,135</u>

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

**CB SCIENTIFIC, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>For the years ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (6,342,276)	\$ (4,327,682)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	611	6,753
Bad debt expense	22,233	-
Stock issued for services	98,912	1,480,400
Warrants issued for services	717,000	-
Stock issued for board of director services	-	495,000
Amortization of debt discount	1,488,993	322,951
Impairment of inventory	123,994	-
Loss on settlement of liabilities	-	1,040,768
Loss on extinguishment of debt	3,018,485	-
Gain on forgiveness of PPP loan	(90,845)	-
Convertible notes issued for services	-	105,000
Changes in working capital requirements:		
Accounts receivable	(60,612)	(501)
Inventory	21,052	-
Accounts payable	559	(4,370)
Accrued liabilities	217,017	219,087
Deposits	(1,150)	-
Net cash used in operating activities	<u>(786,027)</u>	<u>(662,594)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Deposits	-	(125,000)
Cash issued for notes receivable	(40,000)	-
Net cash (used in) provided by investing activities	<u>(40,000)</u>	<u>(125,000)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from payroll protection program loan	-	90,845
Proceeds from exercise of warrants	5,936	-
Cash receipts from issuance of convertible notes payable	1,228,354	700,500
Net cash provided by financing activities	<u>1,234,290</u>	<u>791,345</u>
<b>NET INCREASE IN CASH</b>	408,263	3,751
<b>CASH, BEGINNING OF PERIOD</b>	18,713	14,962
<b>CASH, END OF PERIOD</b>	<u>\$ 426,976</u>	<u>\$ 18,713</u>
 Supplemental disclosure of cash flow information		
Cash paid for interest expense	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>

Non-cash operating and financing activities:

Conversion of notes and accrued interest	<u>\$ 1,962,562</u>	<u>\$ 25,020</u>
Beneficial conversion feature	<u>\$ 1,081,444</u>	<u>\$ 805,500</u>
Shares issued for accrued liabilities	<u>\$ 136,949</u>	<u>\$ -</u>
Contributed capital from PHCIC	<u>\$ -</u>	<u>\$ 2,121,994</u>

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

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## CB SCIENTIFIC, INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. Nature of operations

CB SCIENTIFIC INC. ("CB Scientific", "we", "us", "our", or the "Company") is an Oregon corporation which was originally incorporated as WESTAQ NETWORK, INC. on 06-22-1987. WESTAQ NETWORK, INC. changed its name to NET:X AMERICA INC. on 06-20-1996. There was no change of control in connection with the name change. NET:X AMERICA INC. changed its name to CB SCIENTIFIC, INC. on 12-14-2015. There was a change of control in connection with the name change. CB Scientific trades on OTC Markets under the symbol "CBSC".

On June 22, 2020, the Company completed an acquisition of the assets of Prevent Health Care International Corporation ("PHCIC"), a private British Columbia, Canada corporation involved in the development, sale and service of an innovative arrhythmia diagnostic and heart-monitoring intellectual property, and related products. The transaction was accounted for as reverse merger with MyCardia (USA) Inc. as the accounting acquirer and CB Scientific, Inc. as the accounting acquiree. See Note 4.

CB Scientific, Inc., through its US and international subsidiaries, provides innovative products and services in the ambulatory non-invasive cardiac monitoring space. Our FDA-CE cleared EKG devices, interactive cloud-based acquisition software, and smartphone apps for both iOS and Android platforms, provide improved compliance for patients at risk of abnormal heart rhythms as well as more accurate information for physicians.

#### 2. Summary of significant accounting policies

##### Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

##### Principles of Consolidation

CB Scientific, Inc. has three wholly-owned subsidiaries: MyCardia (USA) Inc., incorporated in California, MyCardia (HK) Ltd., incorporated in Hong Kong, China, and Shenzhen Maikadi Medical Technology, Ltd. incorporated in China. The consolidated financial statements, which include the accounts of the Company and its three wholly-owned subsidiaries, are prepared in conformity with generally accepted accounting principles in the United States of America (U.S. GAAP). All significant intercompany balances and transactions have been eliminated. The consolidated financial statements, which include the accounts of the Company and its three wholly-owned subsidiaries, and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Financial Statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") and presented in US dollars. The year end is March 31.

##### Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant assumptions and estimates relate to the valuation of equity issued for services, valuation of equity associated with convertible debt, the valuation of derivative liabilities, and the valuation of deferred tax assets. Actual results could differ from these estimates.

### Inventory Valuation

Inventories including raw materials, work-in-process, and finished goods are valued at the weighted average cost method. As of March 31, 2022, we have \$9,272 in inventory which is all considered finished goods. During the year ended March 31, 2022, we determined certain inventory was obsolete. As such we recorded an impairment of inventory in the amount of \$123,994.

### Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, Fair Value Measurements. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments

### Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of six months or less to be cash equivalents. There are no cash equivalents as of March 31, 2022 and 2021, respectively.

### Accounts Receivable and Allowance for Doubtful Accounts

The Company monitors outstanding receivables based on factors surrounding the credit risk of specific customers, historical trends, and other information. The allowance for doubtful accounts is estimated based on an assessment of the Company's ability to collect on customer accounts receivable. There is judgment involved with estimating the allowance for doubtful accounts and if the financial condition of the Company's customers were to deteriorate, resulting in their inability to make the required payments, the Company may be required to record additional allowances or charges against revenues. The Company writes-off accounts receivable against the allowance when it determines a balance is uncollectible and no longer actively pursues its collection. As of March 31, 2022 and 2021 based upon the review of the outstanding accounts receivable, the Company has determined that an allowance for doubtful accounts is not material. The allowance for doubtful accounts is created by forming a credit balance which is deducted from the total receivables balance in the balance sheet.

As of March 31, 2022 and 2021, the Company had \$51,576 and \$13,197 in trade receivables, respectively. During the year ended March 31, 2022, the Company wrote off \$22,233 in uncollectible accounts receivable to bad debt.

### Property and Equipment

Property and equipment are stated at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 7 years.



### Stock Based Compensation Expense

The Company records stock-based compensation in accordance with the provisions of FASB ASC Topic 718, “Accounting for Stock Compensation,” which establishes accounting standards for transactions in which an entity exchanges its equity instruments for goods or services. The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors and non-employees, the fair value of the award is measured on the grant date. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Stock-based compensation expense is recorded by the Company in the same expense classifications in the consolidated statements of operations, as if such amounts were paid in cash.”

### Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “Revenue from contracts with customers,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation. The Company’s main revenue stream is from products. The Company recognizes as revenues the amount of the transaction price when the performance obligation is satisfied. Generally, the Company’s performance obligation is satisfied when the Company transfers the product to the customer.

### Beneficial Conversion Feature

If the conversion feature is not treated as a derivative, the Company assesses whether it is a beneficial conversion feature (“BCF”). A BCF exists if the conversion price of the convertible debt instrument is less than the stock price on the commitment date. This typically occurs when the conversion price is less than the fair value of the stock on the date the instrument was issued. The value of a BCF is equal to the intrinsic value of the feature, the difference between the conversion price and the common stock into which it is convertible.

When the Company records a BCF, the value of the BCF is recorded as a debt discount against the face amount of the respective debt instrument (offset to additional paid in capital) and amortized to interest expense over the life of the debt.

During the year ended March 31, 2022 and 2021 the Company recorded a beneficial conversion feature in the amount of \$1,081,444 and \$805,500, respectively.

### Advertising, Marketing and Public Relations

The Company follows the policy of charging the costs of advertising, marketing, and public relations to expense as incurred.

## Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our consolidated federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, Accounting for Income Taxes, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

## Net Income (loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants. No potential dilutive common shares are included in the computation of any diluted per share amount when a loss is reported.

For the years ended March 31, 2022 and 2021, respectively, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive:

	Year Ended	
	March 31,	
	2022	2021
Convertible notes payable	2,000,000	16,925,673
Warrants	1,484,190	-
Total	3,484,190	16,925,673

F-8

### Recent Accounting Pronouncements

In August 2020, the FASB issued Accounting Standards Updated (“ASU”) 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity*, which will simplify an issuer’s accounting for convertible instruments and its application of the derivatives scope exception for contracts in its own equity. Additionally, ASU 2020-06 removes the requirements for accounting for beneficial conversion features. The guidance is effective for smaller reporting companies for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company will adopt this guidance effective April 1, 2022.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **3. Going Concern**

The accompanying consolidated financial statements have been prepared on a going concern basis. For the year ended March 31, 2022, the Company had net cash used in operating activities of \$786,027, working capital of 489,135 and accumulated deficit of \$12,636,957. These matters raise substantial doubt about the Company’s ability to continue as a going concern for a period of one year from the date of this filing. The Company’s ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company’s capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **4. Reverse Merger and Recapitalization**

*Prevent Health Care International Corporation / MyCardia (USA) Inc.*

On June 22, 2020, the Company completed an acquisition of the assets of Prevent Health Care International Corporation (“PHCIC”), a private British Columbia, Canada corporation involved in the development, sale and service of an innovative arrhythmia diagnostic and heart-monitoring intellectual property, and related products. The primary assets of PHCIC are its wholly-owned subsidiaries: MyCardia (USA) Inc., incorporated in California, MyCardia (HK) Ltd., incorporated in Hong Kong, China, and Shenzhen Maikadi Medical Technology, Ltd. incorporated in China. MyCardia (USA) Inc. is a fully operating company, whereas MyCardia (HK) Ltd. and Shenzhen Maikadi Medical Technology, Ltd. do not yet have operations.

In connection with agreement, Zig Lambo, the President and sole Director of the Company, at the time, concluded the PHCIC agreement which involved the subsequent return to the Company’s treasury and cancellation of 49,895,901 shares of common stock and 10,000,000 shares of Series A Preferred stock which he had previously acquired from Sam Talari and another minority shareholder.

The Company analyzed the acquisition under applicable guidance and determined that the acquisition should be accounted as a reverse merger with MyCardia (USA) Inc. as the accounting acquirer and CB Scientific, Inc. as the accounting acquiree. The financial reporting will reflect the accounting from the perspective of MyCardia (USA) (“accounting acquirer”), except for the legal capital, which has retroactively adjusted to reflect the capital of CB Scientific, Inc. (“accounting acquiree”) in accordance with ASC 805-40-45-1.

Pursuant to the Acquisition Agreement, the Company issued to PHCIC stockholders 70,050,778 shares of CBSC common stock representing approximately 89% of the fully diluted common stock of CBSC, leaving the CBSC shareholders with 8,697,578 shares. The cost of the acquisition, which represents the consideration transferred to CBSC's stockholders in the CBSC Acquisition, was calculated based on the fair value of common stock of the combined company that CBSC stockholders own as of the closing of the CBSC Acquisition on June 22, 2020.

The merger transaction is considered to be a capital transaction of the legal acquiree and are equivalent to the issuance of shares by the private entity for the net monetary assets of the public shell corporation accompanied by a recapitalization.

#### *Datrix, LLC*

On October 26, 2020, the Company entered into an agreement to purchase the assets of Datrix, LLC ("Datrix"), a global ambulatory device manufacturer based in Escondido, California for \$1,500,000 and 480,000 shares of the Company's common stock. Upon signing the agreement, the Company is required to make an initial deposit of \$75,000 and \$50,000 per month until the earlier of the closing date or termination of the agreement. The Company is required to issue 180,000 shares as a deposit upon the signing of the agreement and the remaining 300,000 shares on the later of the closing date or January 1, 2021. As of the report date, the transaction has not closed and is being renegotiated.

The Company paid the initial deposit of \$75,000 on October 27, 2020. This deposit is recorded on the balance sheet as a deposit. The Company issued 180,000 shares on October 28, 2020 as part of the agreement. On January 13, 2021, the Company issued the remaining 300,000 shares.

#### *Cardiolink Corp.*

On February 19, 2021, the Company entered into an agreement to purchase the equity interests of Cardiolink Corp ("Cardiolink"), a Medicare-certified Independent Diagnostic Testing Facility (IDTF) based in Levittown, New York, for \$2,000,000 in cash and 350,000 shares of the Company's common stock. The Company paid the initial deposit of \$50,000 on February 26, 2021. This deposit is recorded on the balance sheet as a deposit. The Company issued the 350,000 shares of common stock on February 24, 2021 in connection with the agreement. As of the report date, the acquisition has not closed and is being renegotiated.

### **5. Notes receivable**

On February 2, 2022, we provided a short-term loan of \$40,000 to one of our independent distributors. Subsequent to March 31, 2022, this loan was repaid.

### **6. Convertible notes payable**

During the year ended March 31, 2021, the Company issued unsecured convertible notes payable with an aggregate face value of \$700,500 with coupon rates of 5% and 8%. The notes have a maturity date of one year. The agreements provided the holder with the option to convert the principal balance and any accrued interest to common stock of the Company at a conversion price of \$.50 per share. In connection with the convertible notes, the Company issued equity kickers with a relative fair value of \$149,214, which is treated as part of the debt discount.

On September 15, 2020, the Company entered into an agreement with a financial advisory firm. The agreement provided for the payment of \$105,000 for the services in the form of an unsecured convertible note with a coupon rate of 12% and a maturity date of one year. The agreements provided the holder with the option to convert the principal balance and any accrued interest to common stock of the Company at a conversion price of \$.50 per share. During the year ended March 31, 2022, this note has been converted.

During the year ended March 31, 2022, the Company issued convertible notes payable with an aggregate face value of \$1,228,354 with coupon rates between 5% and 8%. The notes have a maturity date of one year. The agreements provided the holder has the option to convert the principal balance and any accrued interest to common stock of the Company at conversion prices between \$.05 and \$.50 per share.

The Company evaluated the agreement under ASC 815 Derivatives and Hedging (“ASC 815”). ASC 815 generally requires the analysis embedded terms and features that have characteristics of derivatives to be evaluated for bifurcation and separate accounting in instances where their economic risks and characteristics are not clearly and closely related to the risks of the host contract. None of the embedded terms required bifurcation and liability classification.

The Company was required to determine if the debt contained a beneficial conversion feature (“BCF”), which is based on the intrinsic value on the date of issuance. For the years ended March 31, 2022 and 2021, the Company recorded a beneficial conversion feature in the amount of \$1,081,444 and \$805,500, respectively, which is a debt discount and will be amortized over the life of the note.

For the years ended March 31, 2022 and 2021, the Company recorded \$1,488,993 and \$322,951, respectively, in amortization of debt discount related to the notes. For the years ended March 31, 2022 and 2021, the Company recorded \$54,820 and \$21,349, respectively, in interest expense related to the notes.

On March 22, 2021, one of the note holders converted \$25,000 in principal and \$20 in accrued interest into 70,042 shares of common stock.

Between May 19, 2021 and January 21, 2022, holders converted \$1,907,740 in principal and \$54,822 in accrued interest into 23,069,903 shares of common stock. In order for note holders to convert, the Company agreed to lower the conversion prices on certain notes. This resulted in the issuance of 6,764,079 shares above the shares committed under the original conversion terms. As a result, the Company calculated an extinguishment loss in the amount of \$3,018,485. The following table illustrates the conversions:

Conversion Price Reduction	Principal Converted	Interest Converted	Total Converted	Loss on Extinguishment	Total Shares Issued
From \$0.50 to \$0.15	765,500	47,260	812,760	1,988,882	5,780,168
From \$0.13 to \$0.105	105,000	1,952	106,952	517,413	1,018,590
From \$0.50 to \$0.05	100,000	5,000	105,000	512,190	2,100,000
No modification to conversion price	937,240	5,246	942,486	-	14,171,145
Totals	\$1,907,740	\$59,458	\$1,967,198	\$3,018,485	23,069,903

## 7. Related-party transactions

Prior to the reverse merger, the Company had a loan due to PHCIC in the amount of \$2,121,994 which was forgiven and recorded as contributed capital.

## **8. PPP loan**

### *PPP Loans*

The Company received loan proceeds in the amount of \$90,845 under the Paycheck Protection Program (“PPP”) on May 4, 2020. The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act (“CARES Act”), provides for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable after twenty-four weeks as long as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its payroll levels. The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during the period.

The unforgiven portion of the PPP loan is payable over five years at an interest rate of 1%, with a deferral of payments for the first six months. On August 23, 2021, our PPP loan was forgiven. During the year ended March 31, 2022, the Company recorded a gain on the forgiveness of PPP loan in the amount of \$90,845.

## **9. Equity**

### **Common Stock**

During the year ended March 31, 2021, the company issued a total of 785,350 shares to employees/consultants as satisfaction of accrued compensation in the amount of \$135,646. The shares were valued at \$1,176,390, resulting in the Company recording a loss on extinguishment of debt in the amount of \$1,040,768.

During the year ended March 31, 2021, the company issued 1,310,000 shares for services, valued at \$1,480,400.

During the year ended March 31, 2021, the company issued 300,000 shares for board of director services, valued at \$495,000.

During the year ended March 31, 2021, the company issued 830,000 shares for future acquisitions.

During the year ended March 31, 2021, the company issued 70,042 shares for a conversion of \$25,000 in principal and \$20 in accrued interest.

During the year ended March 31, 2022, the Company issued 518,583 shares for services valued at \$98,912.

During the year ended March 31, 2022, the Company issued 669,201 shares for satisfaction of accrued liabilities valued at \$136,949.

During the year ended March 31, 2022, the company issued 7,420,950 warrants for services valued at \$717,000.

During the year ended March 31, 2022, 5,936,760 warrants were exercised into 5,936,760 shares of common stock for \$5,936.

During the year ended March 31, 2022, holders converted \$1,907,740 in principal and \$54,822 in accrued interest into 23,069,903 shares of common stock. In order for note holders to convert, the Company agreed to lower the conversion prices on certain notes. This resulted in the issuance of 6,764,079 shares above the shares committed under the original conversion terms. As a result, the Company calculated an extinguishment loss in the amount of \$3,018,485.

## 10. Share Based Compensation

### Warrants

On September 15, 2021 the Company issued 7,420,950 warrants, exercisable at \$0.001 per share, as part of a consulting agreement. The warrants are subject to the following performance-based vesting criteria.

**Tranche 1** - the first 50% of the warrants (3,710,475) will vest after the Company achieves following objectives:

- Secure one or more financing sources to sustain corporate requirements through November 30, 2022 -20%
- Identify and hire a Chief Financial Officer with signatory approval authority - 20%
- Submit OTCQB application to uplist with OTC Markets -20%; Initiate audit -10%
- Coordinate accounting services necessary for completion of corporate audit -10%
- Initiate final prototype development of My-Cam II device -10%
- Identify and hire a regulatory consultant to compete FDA device requirements for My-Cam II device -10%

**Tranche 2** - the next 30% of the warrants (2,226,285) will vest after the Company achieves the following objectives:

- Secure one or more financing sources to sustain corporate requirements through March 30, 2022 based on management's detailed line-item budget - 50%
- Identify institutional sources of bridge financing, of sufficient amount and on mutually agreeable terms, to secure and sustain corporate operations beyond April 1, 2022 -15%
- Secure meetings with identified institutional investors during the period December 15/16/17 2021 -15%
- Introduce one or more financing sources to secure two corporate acquisitions -10%
- Assist BoD in developing agenda for special meeting of the shareholders to change corporate name, transfer state of incorporation, implement incentive stock plan, increase the number of authorized shares, etc. -10%

**Tranche 3** - the 20% remaining balance of the warrants (1,484,190) will vest after the Company achieves the following objectives:

- Completes agreements to secure two target acquisitions -50%
- Initiate the process to uplist with Nasdaq -50%

During the year ended March 31, 2022, 5,936,760 warrants vested. The warrants were valued using a Black-Scholes Merton ("BSM") model. The value of \$717,000 was recorded in additional paid-in capital and expensed in the Statement of Operations. The unrecognized amount will be recorded once vesting criteria is met. The performance conditions of tranche 3 are related to completion of acquisitions and uplist with Nasdaq. Therefore, these liquidity events will be satisfied only until the event occurs because a company may not be able to determine that it is probable.

The Company valued these options using the Black-Scholes Model using inputs as detailed below:

Grant Date	<b>September 15, 2021</b>
Black-Scholes Inputs:	
Underlying price	\$0.121
Contractual strike price	\$0.001
Expected term	2.00 Years
Market volatility:	
Equivalent Volatility	244.84%
Risk free rate	1.80%

During the year ended March 31, 2022, 5,936,760 warrants were exercised into 5,936,760 shares of common stock for \$5,936.

	Number of Shares	Weighted Average Exercise Price	Intrinsic Value Outstanding	Weighted Average Remaining Contractual Life
Warrants Outstanding – March 31, 2021				
Issued	7,420,950			2.00 Years
Exercised	(5,936,760)			
Expired	-			
Warrants Outstanding – March 31, 2022	1,484,190	\$ 0.001	\$ 339,880	1.46 Years
Outstanding Exercisable – March 31, 2022	-	-	-	-

## 11. Income taxes

The Company adopted the provisions of uncertain tax positions as addressed in ASC 740-10-65-1. As a result of the implementation of ASC 740-10-65-1, the Company recognized no increase in the liability for unrecognized tax benefits. As of March 31, 2022 the Company had net operating loss carry forwards of \$5,801,000 that may be available to reduce future years' taxable income in varying amounts through 2030. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized.



The components of the net deferred tax asset (liability) at March 31, 2022 and, 2021 and the statutory tax rate, the effective tax rate and the elected amount of the valuation allowance are indicated below:

	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Deferred tax asset attributable to		
Net operating loss carry-forward	\$ 1,218,000	\$ 1,032,000
Valuation Allowance	(1,218,000)	(1,032,000)
Net Deferred Tax Asset (Liability)	\$ -	\$ -

Income tax benefit resulting from applying statutory rates in jurisdictions in which we are taxed (Federal and State) differs from the income tax provision (benefit) in our financial statements. The following table reflects the reconciliation for the years ended March 31, 2022 and 2021:

	Year Ended March 31,	
	2022	2021
Benefit at federal and statutory rate	(21)%	(21)%
Change in valuation allowance	21%	21%
Effective tax rate	0%	0%

## 12. Subsequent events

### *Stock options*

On June 22, 2022, the board of directors granted each officer and director 50,000 stock options with a ten year term with a strike price of \$0.16 per share and 100% vested on July 1, 2022.

### *Reincorporation*

Only July 14, 2022, the Company reincorporated from Oregon to Nevada and increases its authorized common stock shares from 150,000,000 to 250,000,000.

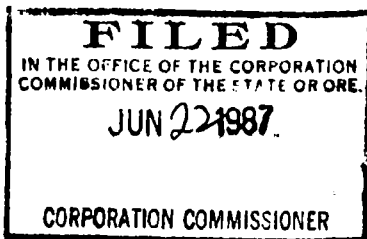
### *Consulting agreement and convertible promissory note*

On June 1, 2022, the Company entered into a consulting agreement for legal services, which consisted of a \$36,000 retainer fee which was to be paid as part of convertible promissory note with a conversion price of \$0.10 per share. The note was converted on June 10, 2022.

The remaining portion of the monthly flat fee of \$3,000 is invoiced and paid each month. The total annual cost for the above-mentioned services is \$6,000 per month or \$72,000 annually.

On July 19, 2022, the Company issued a convertible promissory note with a face value of \$100,000 and a conversion price of \$0.05 per share. The note was converted on July 21, 2022 into 2,000,000 shares of common stock.

079637-88



STATE OF OREGON  
DEPARTMENT OF COMMERCE  
CORPORATION DIVISION

BUSINESS CORPORATION  
ARTICLES OF INCORPORATION  
(ORS 57.311)

Submit Original and One  
True Copy  
Filing Fee \$20  
License Fee \$20  
TOTAL \$40(831.115)

ARTICLE 1. Name of Corporation WESTAQ Network, Inc.

(The corporate name must contain the word "Corporation", "Company", "Incorporated", or "Limited" or an abbreviation of one of such words).

ARTICLE 2. Name of initial registered agent Phyllis L. Haaland

Street address of initial registered office

382 S.W. Hamilton Ct.	Portland, OR	97201
(Street and Number)	(City and State)	(Zip Code)

ARTICLE 3. Address where Division may mail notices

382 S.W. Hamilton Ct.	Portland, OR	97201
(Street or PO Box)	(City and State)	(Zip Code)

ARTICLE 4. Purpose or purposes for which corporation is organized

The corporation shall engage in the business of providing electronic information services and any other lawful activity.

ARTICLE 5. Aggregate number of shares which the corporation shall have authority to issue

shall be 10,000,000 shares with \$0.001 par value.

(Insert statement as to par value of each share or a statement that all of such shares are to be without par value.)

BC-1 (8/85)

NET:X AMERICA INC.



7963788-1103196 NEW

**ARTICLE 6.** Names and addresses of the persons who are to serve as initial directors until the first annual meeting of shareholders or until their successors are elected and shall qualify


<u>Name</u>	<u>Address</u>
Phyllis L. Haaland	382 S.W. Hamilton Ct., Portland, OR 97201
_____	_____
_____	_____

**ARTICLE 7.** (Optional provisions for the regulation of the internal affairs of the corporation as may be appropriate. If none, leave blank.)

**ARTICLE 8.** Name and address of each incorporator

<u>Name</u>	<u>Address</u>
Phyllis L. Haaland	382 S.W. Hamilton Ct., Portland, OR 97201
_____	_____

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct and complete. (Those named in Article 8 should sign here.)

 (Signature)	_____ (Signature)
--	----------------------

Dated June 15, 1987.

Person to contact about this filing.

<u>Phyllis L. Haaland</u> NAME	<u>(503) 241-1330</u> PHONE NUMBER
-----------------------------------	---------------------------------------

Submit the original and one true copy to the Corporation Division, Commerce Building, 158 12th Street NE, Salem, Oregon 97310, with the filing fee of \$20 and license fee of \$20 — total \$40.

If you have any questions  
please call 378-4752

079637-88

Registry No.  
079637-88

ARTICLES OF AMENDMENT  
By Shareholders  
of

WESTAQ Network, Inc.

FILED  
JUN 20 1996  
SECRETARY OF STATE

ARTICLE 1. is amended to read as follows:

ARTICLE 1.  
Corporate Name

The name of the corporation is Net:X America Inc.

ARTICLE 5. is amended to read as follows:

ARTICLE 5.  
Authorized Capital Stock

The aggregate number of shares which the corporation shall have authority to issue shall be 200,000,000 shares with \$0.001 par value.

The above amendments were adopted on June 17, 1996.

Shareholder action was required to adopt the amendments. The vote was as follows:

<u>Class or series of shares</u>	<u>Number of shares outstanding</u>	<u>Number of votes entitled to be cast</u>	<u>Number of votes cast for</u>	<u>Number of votes cast against</u>
Common	1,200,000	1,200,000	1,200,000	0

Execution:

Leslie Freres  
Signature

Leslie Freres  
Printed name

Secretary  
Title

Person to contact about this filing: James Durward, President

Daytime phone number: 403-543-3570

NET:X AMERICA INC.



7963788-1103187

NBA

C 419637-88

**AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
NET:X AMERICA INC.**

**FILED**  
04/21/1998 APR 21 1998  
00012001-000#9456  
BUSINESS REG  
OREGON  
SECRETARY OF STATE

A50  
\$10.00

Net.X America Inc, a corporation organized under the laws of the State of Oregon, June 22, 1987, hereby approves a reverse split of the issued and outstanding common shares of the Company and adopts the following Articles of Amendment to its Articles of Incorporation pursuant to the provisions of Oregon Revised Statutes Sections 60.431 et seq. and 60.341 which allows the Board of Directors to take action without a meeting upon unanimous written consent of the Directors. Shareholder action for the adoption of the reverse split was not required.

**I**

**Reverse Split of Issued and Outstanding Shares**

The Board of Directors voted and approved a one for five reverse split of the issued and outstanding common shares of the Company. Prior to the reverse split, there were 3,118,037 shares issued and outstanding in the Company and following the reverse split there will be 623,608 common shares issued and outstanding

**II**

**The Articles of Incorporation shall provide as follows:**

**ARTICLE IV**

**AUTHORIZED CAPITAL STOCK**

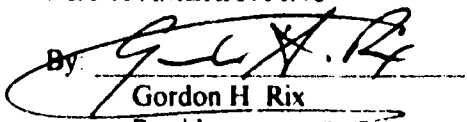
The authorized shares of common stock shall be 200,000,000, \$ .001 par value common voting shares

The date of the adoption of the foregoing actions by the Board of Directors was April 8, 1998

DATED this 14th day of April 1998

NET X AMERICA INC

By

  
Gordon H. Rix  
President

NET:X AMERICA INC.



7963788-1103186

NMC

b. netx after annual art



## Articles of Amendment - Business/Professional Corporation

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200

FILED

DEC 14 2015

REGISTRY NUMBER:

079637-88

In accordance with Oregon Revised Statutes 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

OREGON  
SECRETARY OF STATE Office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. ENTITY NAME: NETIX AMERICA INC.

2. THE FOLLOWING AMENDMENT(S) TO THE ARTICLES OF INCORPORATION IS MADE HEREBY: State the article number(s) and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

Article 1. Entity Name.The name of this corporation is:CB SCIENTIFIC, INC.3. THE AMENDMENT WAS ADOPTED ON: 12/08/15

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. PLEASE CHECK THE APPROPRIATE STATEMENT:

☐ Shareholder action was required to adopt the amendment(s).

The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

☒ Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

5. EXECUTION: By my signature, I declare as an authorized signer, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Sam Talar

Title:

12/09/15

CONTACT NAME: (To resolve questions with this filing)

Sam Talar

PHONE NUMBER: (Include area code)

727-417-9338

Annual Report For the period ending March 31, 2022  
Articles of Amendment - Business/Professional Corporation (DS/14)

CB SCIENTIFIC, INC.



7963788-16596019

AMDART



## Articles of Amendment - Business/Professional Corporation

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

DEC 31 2015

OREGON  
SECRETARY OF STATE

For office use only

REGISTRY NUMBER: 079637-88

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. ENTITY NAME: CB SCIENTIFIC, INC.

2. THE FOLLOWING AMENDMENT(S) TO THE ARTICLES OF INCORPORATION IS MADE HEREBY: State the article number(s) and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

## ARTICLE 5. Authorized Capital Stock

The aggregate number of shares which the corporation shall authorize to issue shall be 200,000,000 shares, \$0.001 par value, which 150,000,000 shares shall be designated as common shares and 50,000,000 shares shall be designated as preferred shares. Of 50,000,000 shares of preferred, 10,000,000 shares at 7 1/2% Series A Convertible Preferred Stock and 10,000,000 shares at Series B Convertible Preferred Stock.

3. THE AMENDMENT WAS ADOPTED ON: 12/15/2015

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. PLEASE CHECK THE APPROPRIATE STATEMENT:

☐ Shareholder action was required to adopt the amendment(s).

The vote was as follows:

Class or series of shares:	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

☒ Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

5. EXECUTION: By my signature, I declare as an authorized signer, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Title:

Sam Talari

Chairman

CONTACT NAME: (To resolve questions with this filing)

Sam Talari

PHONE NUMBER: (include area code)

7274179338

Amendment For the period ending March 31, 2022

Articles of Amendment - Business/Professional Corporation (05/14)

CB SCIENTIFIC, INC.



7963788-16660308

AMDART

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**CB SCIENTIFIC INC.**

An Oregon corporation

**BYLAWS**

As Adopted 07/01/2020

**ARTICLE I: STOCKHOLDERS**

**Section 1.1: Annual Meetings.** If required by applicable law, an annual meeting of stockholders shall be held for the election of directors at such date and time as may be determined from time to time by the Board of Directors of the Corporation (the “*Board*”). The meeting may be held either at a place, within or without the State of

Oregon, or by means of remote communication as the Board in its sole discretion may determine. Any other proper business may be transacted at the annual meeting.

**Section 1.2: Special Meetings.** Unless otherwise provided by the Certificate of Incorporation of the Corporation (the “*Certificate of Incorporation*”), special meetings of stockholders for any purpose or purposes may be called at any time by the Chairperson of the Board, the President, the Chief Executive Officer, or by a majority of the total number of authorized directors, whether or not there exist any vacancies in previously authorized directorships (the “*Whole Board*”), and may not be called by any other person or persons. Any special meeting may be held either at a place, within or without the State of Oregon, or by means of remote communication as the Board in its sole discretion may determine.

**Section 1.3: Notice of Meetings.** Notice of all meetings of stockholders shall be given in writing or by electronic transmission in the manner provided by applicable law (including, without limitation, as set forth in Section 7.1.1 of these Bylaws) stating the place, if any, date and time of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed present in person and vote at such meeting, the record date for determining the stockholders entitled to vote at the meeting, if such date is different from the record date for determining stockholders entitled to notice of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise required by applicable law or the Certificate of Incorporation, such notice shall be given not less than ten (10), nor more than sixty (60), days before the date of the meeting to each stockholder of record entitled to vote at such meeting as of the record date for determining stockholders entitled to notice of the meeting.

**Section 1.4: Adjournments.** Any meeting of stockholders, annual or special, may adjourn from time to time, and notice need not be given of any such adjourned meeting if the time, date and place (if any) thereof and the means of remote communications (if any) by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken; *provided, however*, that if the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting; *provided, further*, that if after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting, the Board shall fix a new record date for notice of such adjourned meeting (which record date for determining stockholders entitled to notice of such adjourned meeting shall be the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting), and shall give notice of the adjourned meeting to each stockholder of record as of the record date so fixed for notice of such adjourned meeting. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting. To the fullest extent permitted by law, the Board may postpone, re-schedule or cancel any previously scheduled annual or special meeting of stockholders.

**Section 1.5: Quorum.** Except as otherwise provided by applicable law, the Certificate of Incorporation or these Bylaws, at each meeting of stockholders the holders of a majority of the voting power of the shares of stock entitled to vote, present in person or represented by proxy, shall constitute a quorum for the transaction of business. If such quorum shall not be present or represented at any meeting of stockholders, the chairperson of the meeting may adjourn the meeting without notice other than announcement at the meeting, until such quorum shall be present or represented by proxy. Shares of the Corporation’s stock belonging to the Corporation (or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation are held, directly or indirectly, by the Corporation), shall neither be entitled to vote nor counted for quorum purposes; *provided, however*, that the foregoing shall not limit the right of the Corporation or any other corporation to vote any shares of the Corporation’s stock held by it in a fiduciary capacity and to count such shares for purposes of determining a quorum.

**Section 1.6: Organization; Conduct of Meetings.** Meetings of stockholders shall be presided over by such person as the Board may designate or, in the absence of such a person, the Chairperson of the Board, or, in the absence of such person, the Chief Executive Officer of the Corporation, or, in the absence of such person, the President of the Corporation, or, in the absence of such person, such person as may be chosen by the holders of a majority of the voting power of the shares entitled to vote who are present, in person or by proxy, at the meeting. Such person shall be chairperson of the meeting. The Board may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such

rules and regulations as adopted by the Board, the chairperson of the meeting shall have the right and authority to convene and, for any or no reason, to recess and/or to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as in his or her judgment are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairperson, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The chairperson of the meeting, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and, if such chairperson should so determine, such chairperson shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. The Secretary of the Corporation shall act as secretary of the meeting, but in such person's absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

**Section 1.7: Voting; Proxies.** Each stockholder entitled to vote at a meeting of stockholders, or to take corporate action by written consent without a meeting, may authorize another person or persons to act for such stockholder by proxy. Such a proxy may be prepared, transmitted and delivered in any manner permitted by applicable law. Except as otherwise provided by the Certificate of Incorporation, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Except as otherwise provided by applicable law, the Certificate of Incorporation or these Bylaws, or any other applicable rules or regulations, including the applicable rules or regulations of any stock exchange, every matter other than the election of directors shall be decided by the affirmative vote of a majority of the votes properly cast for or against such matter, and, for the avoidance of doubt, neither abstentions nor broker non-votes shall be counted as votes cast for or against such matter.

**Section 1.8: Fixing Date for Determination of Stockholders of Record.**

1.8.1 Meetings. In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board and which record date shall not be more than sixty (60), nor less than ten (10), days before the date of such meeting. If the Board so fixes such record date for notice of such meeting, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board determines, at the time it fixes such record date for notice of such meeting, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, then the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; *provided, however*, that the Board may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and, in such case, shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

1.8.2 Stockholder Action by Written Consent. In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board pursuant to the first sentence of this Section 1.8.2, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by applicable law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in Oregon, its principal place of business, or to any officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. If no record date has been fixed by the Board pursuant to the first sentence of this Section 1.8.2, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting if prior action by the Board is required by applicable law shall be at the close of business on the date on which the Board adopts the resolution taking such prior action.

1.8.3 Other Matters. In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall not be more than sixty (60) days prior to such action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

**Section 1.9: List of Stockholders Entitled to Vote.** The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before the date of every meeting of stockholders, a complete list of stockholders entitled to vote at the meeting: *provided, however,* if the record date for determining the stockholders entitled to vote is less than ten (10) days before the meeting date, the list shall reflect the stockholders entitled to vote as of the tenth (10th) day before the meeting date, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting, (i) on a reasonably accessible electronic network (provided that the information required to gain access to the list is provided with the notice of the meeting), or (ii) during ordinary business hours at the principal place of business of the Corporation. If the meeting is to be held at a place, the list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present at the meeting. If the meeting is held solely by means of remote communication, then the list shall be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided with the notice of the meeting.

**Section 1.10: Action by Written Consent of Stockholders.**

Annual Report For the period ending March 31, 2022

1.10.1 **General.** Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Oregon, its principal place of business, or an officer or agent of the Corporation having custody of the book in which minutes of proceedings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by law, be given to those stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the Corporation.

1.10.2 **Procedures.** Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days after the earliest dated written consent received in accordance with this Section 1.10, a valid written consent or valid written consents signed by a sufficient number of stockholders to take such action are delivered to the Corporation in the manner prescribed in this Section 1.10 and applicable law, and not revoked.

**Section 1.11: Inspectors of Elections.**

1.11.1 **Applicability.** Unless otherwise required by the Certificate of Incorporation or by the General Corporation Law of the State of Oregon (the "***DGCL***"), the following provisions of this Section 1.11 shall apply only if and when the Corporation has a class of voting stock that is: (a) listed on a national securities exchange; (b) authorized for quotation on an interdealer quotation system of a registered national securities association; or (c) held of record by more than two thousand (2,000) stockholders. In all other cases, observance of the provisions of this Section 1.11 shall be optional, and at the discretion of the Board.

1.11.2 **Appointment.** The Corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors of election to act at the meeting and make a written report thereof. The Corporation may designate one or

more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the chairperson of the meeting shall appoint one or more inspectors to act at the meeting.

1.11.3 **Inspector's Oath.** Each inspector of election, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of such inspector's ability.

1.11.4 **Duties of Inspectors.** At a meeting of stockholders, the inspectors of election shall (a) ascertain the number of shares outstanding and the voting power of each share, (b) determine the shares represented at a meeting and the validity of proxies and ballots, (c) count all votes and ballots, (d) determine and retain for a reasonable period of time a record of the disposition of any challenges made to any determination by the inspectors, and (e) certify their determination of the number of shares represented at the meeting, and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors.

1.11.5 **Opening and Closing of Polls.** The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced by the chairperson of the meeting at the meeting. No ballot, proxies or votes, nor any revocations thereof or changes thereto, shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery of the State of Oregon upon application by a stockholder shall determine otherwise.

1.11.6 Determinations. In determining the validity and counting of proxies and ballots, the inspectors shall be limited to an examination of the proxies, any envelopes submitted with those proxies, any information provided in accordance with Section 211(e) or Section 212(c)(2) of the DGCL, or any information provided pursuant to Section 211(a)(2)b.(i) or (iii) of the DGCL, ballots and the regular books and records of the Corporation, except that the inspectors may consider other reliable information for the limited purpose of reconciling proxies and ballots submitted by or on behalf of banks, brokers, their nominees or similar persons which represent more votes than the holder of a proxy is authorized by the record owner to cast or more votes than the stockholder holds of record. If the inspectors consider other reliable information for the limited purpose permitted under the DGCL and set forth herein, the inspectors at the time they make their certification of their determinations pursuant to the relevant provisions of the DGCL set forth herein shall specify the precise information considered by them, including the person or persons from whom they obtained the information, when the information was obtained, the means by which the information was obtained and the basis for the inspectors' belief that such information is accurate and reliable.

## **Section 1.12: Notice of Stockholder Business; Nominations.**

### **1.12.1 Annual Meeting of Stockholders.**

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(a) Nominations of persons for election to the Board and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the Corporation's notice of such meeting (or any supplement thereto), (ii) by or at the direction of the Board or any committee thereof or (iii) by any stockholder of the Corporation who was a stockholder of record at the time of giving of the notice provided for in this Section 1.12, who is entitled to vote at such meeting and who complies with the notice procedures set forth in this Section 1.12.

(b) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to Section 1.12.1(a):

- (i) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation;
- (ii) any such proposed business (other than the nomination of persons for election to the Board) must constitute a proper matter for stockholder action;
- (iii) if the stockholder, or the beneficial owner on whose behalf any such proposal or nomination is made, has provided the Corporation with a Solicitation Notice, as that term is defined in this Section, such stockholder or beneficial owner must, in the case of a proposal other than the

nomination of persons for election to the Board, have delivered a proxy statement and form of proxy to holders of at least the percentage of the Corporation's voting shares required under applicable law to carry any such proposal, or, in the case of a nomination or nominations, have delivered a proxy statement and form of proxy to holders of a percentage of the Corporation's voting shares reasonably believed by such stockholder or beneficial holder to be sufficient to elect the nominee or nominees proposed to be nominated by such stockholder, and must, in either case, have included in such materials the Solicitation Notice; and

(iv) if no Solicitation Notice relating thereto has been timely provided pursuant to this Section, the stockholder or beneficial owner proposing such business or nomination must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this Section.

To be timely, a stockholder's notice must be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting (which anniversary date, in the case of the first annual meeting following the closing of the Corporation's initial public offering, shall be deemed to be **July 10, 2021**); provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder to be timely must be so delivered (A) no earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and (B) no later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the close of business on the tenth (10th) day following the day on which Public Announcement of the date of such meeting is first made by the Corporation. In no event shall the Public Announcement of an adjournment or postponement of an annual meeting commence a new time-period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth:

- (x) as to each person whom the stockholder proposes to nominate for election or reelection as a director, (i) all information relating to such person that would be required to be disclosed in solicitations of proxies for election of directors, or would be otherwise required, in each case pursuant to and in accordance with Section 14(a) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules and regulations promulgated thereunder, and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected;

(y) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made;

(z) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made, (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the Corporation that are owned beneficially and of record by such stockholder and such beneficial owner, and (iii) a description of any agreement, arrangement or understanding with respect to the nomination or proposal between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, including, in the case of a nomination, the nominee, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and any such beneficial owner, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to securities of the Corporation, (v) a representation that the stockholder is a holder of record of stock of the

Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (vi) a representation whether such stockholder or beneficial owner intends (or is part of a group that intends) to deliver a proxy statement and/or form of proxy to holders of, in the case of a proposal, at least the percentage of the Corporation's voting shares required under applicable law to carry the proposal or, in the case of a nomination or nominations, a sufficient number of holders of the Corporation's voting shares to elect such nominee or nominees (an affirmative statement of such intent being a "***Solicitation Notice***"), and (vii) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder.

The foregoing notice requirements of this Section 1.12.1(b) shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as the Corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(c) Notwithstanding anything in the second sentence of Section 1.12.1(b) to the contrary, in the event that the number of directors to be elected to the Board is increased effective after the time period for which nominations would otherwise be due under Section 1.12.1(b) and there is no Public Announcement by the Corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 1.12 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary of the Corporation at the principal executive office of the Corporation no later than the close of business on the tenth (10th) day following the day on which such Public Announcement is first made by the Corporation.

**1.12.2 Special Meetings of Stockholders.** Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of such meeting. Nominations of persons for election to the Board may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of such meeting (a) by or at the direction of the Board or any committee thereof or (b) provided that the Board has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice of the special meeting, who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 1.12. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board, any such stockholder entitled to vote in the election of such directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by Section 1.12.1(b) is delivered to the Secretary of the Corporation at the principal executive offices of the Corporation (i) no earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and (ii) no later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which Public Announcement is first made of the date of the special meeting and of the nominees proposed by the Board to be elected at such

meeting. In no event shall the Public Announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

### 1.12.3 General.

(a) Only such persons who are nominated in accordance with the procedures set forth in this Section 1.12 shall be eligible to be elected at a meeting of stockholders and to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 1.12. Except as otherwise provided by law, the chairperson of the meeting shall have the power and duty to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set

forth in this Section 1.12 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made or solicited (or is part of a group that solicited) or did not so solicit, as the case may be, proxies or votes in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by Section 1.12.1(b)(z)(vi) and, if any proposed nomination or business was not made or proposed in compliance with this Section 1.12, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 1.12, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 1.12.3, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(b) For purposes of this Section 1.12, the term “**Public Announcement**” shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to section 13, 14 or 15(d) of the Exchange Act.

(c) Notwithstanding the foregoing provisions of this Section 1.12, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth herein; provided however, that any references in these Bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 1.12, and compliance with the requirements under this Section 1.12 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the penultimate sentence of Section 1.12.1(b), business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Section 1.12 shall be deemed to affect any rights of (a) stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (b) the holders of any series of Preferred Stock to elect directors elected by one or more series of Preferred Stock pursuant to any applicable provisions of the Certificate of Incorporation.

## ARTICLE II: BOARD OF DIRECTORS

**Section 2.1: Number; Qualifications.** The number of directors constituting the Whole Board shall be the number fixed by, or determined in the manner provided in, the Certificate of Incorporation. No decrease in the authorized number of directors constituting the Whole Board shall shorten the term of any incumbent director. Directors need not be stockholders of the Corporation.

**Section 2.2: Election; Resignation; Vacancies.** Directors shall be elected for such terms and in the manner provided by the Certificate of Incorporation and applicable law. Each director shall hold office until such director's successor is duly elected and qualified, or until such director's earlier death, resignation, or removal. Any director may resign at any time upon written notice to the Corporation. Except as otherwise provided by the Certificate of Incorporation or by applicable law, any vacancy in the Board resulting from the death, resignation, removal or disqualification of any director or for any other reason, and any newly created directorship resulting from any increase in the authorized number of directors to be elected by all stockholders entitled to vote generally in the election of directors, may be filled by the stockholders, by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director.

**Section 2.3: Regular Meetings.** Regular meetings of the Board may be held at such place, within or without the State of Oregon, and at such times as the Board may from time to time determine. Notice of regular meetings need not be given if the date, times and places thereof are fixed by resolution of the Board.



**Section 2.4: Special Meetings.** Special meetings of the Board may be called by the Chairperson of the Board, the President or a majority of the members of the Board then in office and may be held at any time, date or

place, within or without the State of Oregon, as the person or persons calling the meeting shall fix. Notice of the time, date and place of such meeting shall be given orally (in person, by telephone or otherwise), in writing or by electronic transmission (including electronic mail), by the person or persons calling the meeting to all directors at least four (4) days before the meeting (if the notice is mailed) or at least twenty-four (24) hours before the meeting (if such notice is given orally, in person, by telephone or otherwise, or by hand delivery, facsimile, or other means of electronic transmission, including electronic mail). Unless otherwise indicated in the notice, any, and all business may be transacted at a special meeting.

**Section 2.5: Remote Meetings Permitted.** Members of the Board, or any committee of the Board, may participate in a meeting of the Board or such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to conference telephone or other communications equipment shall constitute presence in person at such meeting.

**Section 2.6: Quorum; Vote Required for Action.** Subject to Section 2.2 above, a majority of the Whole Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another place, date, or time without further notice thereof. Except as otherwise provided herein or in the Certificate of Incorporation, or required by law, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 2.7: Organization.** Meetings of the Board shall be presided over by the Chairperson of the Board or, in such person's absence, by the Chief Executive Officer or, in such person's absence, by the President or, in such person's absence, by a chairperson chosen by the Board at the meeting. The Secretary shall act as secretary of the meeting, but in such person's absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

**Section 2.8: Action by Unanimous Consent of Directors.** Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee, respectively, in the minute books of the Corporation. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

**Section 2.9: Fees and Compensation of Directors.** Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board shall have the authority to fix the compensation of directors, including without limitation compensation for services as members of committees of the Board. No such compensation shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

**Section 2.10: Chairperson of the Board.** The Corporation may also have, at the discretion of the Board, a Chairperson of the Board who shall be elected from among its ranks and who shall have the power to preside at all meetings of the Board and have such other powers and duties as provided in these Bylaws and as the Board may from time to time prescribe. The Chairperson of the Board, as such, shall not be deemed to be an officer of the Corporation.

### ARTICLE III: COMMITTEES

**Section 3.1: Committees.** The Board may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting of such committee who are not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in a resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it; but no such committee shall have the power or authority in reference to the following matters: (a) approving, adopting, or

recommending to the stockholders any action or matter (other than the election or removal of members of the Board) expressly required by the DGCL to be submitted to stockholders for approval or (b) adopting, amending or repealing any bylaw of the Corporation.

**Section 3.2: Committee Minutes; Committee Rules.** Each committee shall keep regular minutes of its meetings and, except as otherwise provided in the resolutions of the Board establishing such committee, shall report the same to the Board as requested by the Board or as otherwise required. Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II of these Bylaws.

## **ARTICLE IV: OFFICERS**

**Section 4.1: Generally.** The officers of the Corporation shall consist of a Chief Executive Officer, a President, a Secretary and a Treasurer and may consist of such other officers, including a Chief Financial Officer, and one or more Vice Presidents, as may from time to time be appointed by the Board (subject to the rights, if any, of an officer under any contract of employment). All officers shall be elected by the Board; *provided, however*, that the Board may empower the Chief Executive Officer of the Corporation to appoint any officer other than the Chief Executive Officer, the President, the Chief Financial Officer, or the Treasurer. Each officer shall hold office until such person's successor is appointed or until such person's earlier resignation, death, or removal. Any number of offices may be held by the same person. Any officer may resign at any time upon written notice to the Corporation. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled by the Board or, if the vacancy is of an office that the Chief Executive Officer has been empowered to appoint, the Chief Executive Officer.

**Section 4.2: Chief Executive Officer.** Subject to the control of the Board and such supervisory powers, if any, as may be given by the Board, the powers and duties of the Chief Executive Officer of the Corporation are:

- (a) To act as the general manager and, subject to the control of the Board, to have general supervision, direction and control of the business and affairs of the Corporation;
- (b) Subject to Article I, Section 1.6 of these Bylaws, to preside at all meetings of the stockholders;
- (c) Subject to the Certificate of Incorporation and Article I, Section 1.2 of these Bylaws, to call special meetings of the stockholders to be held at such times and, subject to the limitations prescribed by law or by these Bylaws, at such places as he or she shall deem proper; and
- (d) To affix the signature of the Corporation to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the judgment of the Chief Executive Officer, should be executed on behalf of the Corporation; and, subject to the direction of the Board, to have general charge of the property of the Corporation and to supervise and control all officers, agents and employees of the Corporation.

The person holding the office of President shall be the Chief Executive Officer of the Corporation unless the Board shall have designated another person to be the Chief Executive Officer. If there is no President, and the Board has not designated any other person to be the Chief Executive Officer, then the Chairperson of the Board shall be the Chief Executive Officer until such time as a Chief Executive Officer or President shall have been appointed.

**Section 4.3: President.** The person holding the office of Chief Executive Officer shall be the President of the Corporation unless the Board shall have designated one person as the President and a different person as the Chief Executive Officer of the Corporation. Subject to the provisions of these Bylaws and to the direction of the Board, and subject to the supervisory powers of the Chief Executive Officer (if the offices of Chief Executive Officer and President are not then held by the same person), the President shall have the responsibility for the general management and control of the business and affairs of the Corporation and the general supervision and direction of all of the officers, employees and agents of the Corporation (other than the Chief Executive Officer, if the offices of Chief Executive Officer and President are not then held by the same person) and shall perform all duties and have all powers that are commonly incident to the office of President, including the power to sign certificates representing shares of capital stock of the Corporation, or that are delegated to the President by the

Board or the Chief Executive Officer (if such office is then held by a person other than the person holding the office of President).

**Section 4.4: Chief Operating Officer.** The Chief Operating Officer shall have all such powers and duties as are commonly incident to the office of Chief Operating Officer or that are delegated to him or her by the Board or the Chief Executive Officer. The Chief Operating Officer may be designated by the Board to perform the duties and exercise the powers of the Chief Executive Officer or President in the event of the Chief Executive Officer's and President's absence or disability.

**Section 4.5: Vice President.** Each Vice President shall have all such powers and duties as are commonly incident to the office of Vice President, including the power to sign certificates representing shares of capital stock of the Corporation, or that are

delegated to him or her by the Board or the Chief Executive Officer. A Vice President may be designated by the Board to perform the duties and exercise the powers of the Chief Executive Officer or President in the event of the Chief Executive Officer's and President's absence or disability.

**Section 4.6: Chief Financial Officer.** The person holding the office of Chief Financial Officer shall be the Treasurer of the Corporation unless the Board shall have designated another officer as the Treasurer of the Corporation. Subject to the direction of the Board and the Chief Executive Officer, the Chief Financial Officer shall perform all duties and have all powers that are commonly incident to the office of Chief Financial Officer.

**Section 4.7: Treasurer.** The Treasurer shall have custody of all moneys and securities of the Corporation. The Treasurer shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions. The Treasurer shall also perform such other duties and have such other powers as are commonly incident to the office of Treasurer, including the power to sign certificates representing shares of capital stock of the Corporation, or as the Board or the Chief Executive Officer may from time to time prescribe.

**Section 4.8: Secretary.** The Secretary shall issue or cause to be issued all authorized notices for, and shall keep, or cause to be kept, minutes of all meetings of the stockholders and the Board. The Secretary shall have charge of the corporate minute books and similar records and shall perform such other duties and have such other powers as are commonly incident to the office of Secretary, including the power to sign certificates representing shares of capital stock of the Corporation, or as the Board or the Chief Executive Officer may from time to time prescribe.

**Section 4.9: Delegation of Authority.** The Board may from time to time delegate the powers or duties of any officer of the Corporation to any other officers or agents of the Corporation, notwithstanding any provision hereof.

**Section 4.10: Removal.** Any officer of the Corporation shall serve at the pleasure of the Board and may be removed at any time, with or without cause, by the Board; provided that if the Board has empowered the Chief Executive Officer to appoint any officer of the Corporation, then any such officer may be removed by the Chief Executive Officer. Such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation.

**Section 4.11: Representation of Shares of Other Corporations.** Except as otherwise provided by the Board, and subject to the direction and control thereof, the Chief Executive Officer, the President, the Chief Operating Officer, any Vice President, the Chief Financial Officer, the Treasurer, the Secretary or any assistant secretary of this Corporation, or any other person authorized by the Board or the Chief Executive Officer, the Chief Operating Officer or the President or a Vice President, is authorized to vote, represent, and exercise on behalf of this Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by the person having such authority.

## ARTICLE V: STOCK

**Section 5.1: Certificates.** The shares of capital stock of the Corporation shall be represented by certificates; provided, however, that the Board may provide by resolution or resolutions that some or all of any or all

classes or series of its capital stock may be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of the Corporation by, the Chairperson or Vice-Chairperson of the Board, or the CEO or President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, or a director, of the Corporation, representing the number of shares registered in certificate form. Any, or all, of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

**Section 5.2: Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates or Uncertificated Shares.** The Corporation may issue a new certificate of stock, or uncertificated shares, in the place of any certificate previously issued by it, alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

**Section 5.3: Other Regulations.** The issue, transfer, conversion and registration of stock certificates and uncertificated shares shall be governed by such other regulations as the Board may establish.

## ARTICLE VI: INDEMNIFICATION

**Section 6.1: Indemnification of Officers and Directors.** Each person who was or is made a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “*Proceeding*”), by reason of the fact that such person is or was a director or officer of the Corporation, or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (for purposes of this Article VI, an “*Indemnitee*”), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, against all expenses, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith, provided such Indemnitee acted in good faith and in a manner that the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or Proceeding, had no reasonable cause to believe the Indemnitee’s conduct was unlawful. Such indemnification shall continue as to an Indemnitee who has ceased to be a director or officer of the Corporation and shall inure to the benefit of such Indemnitees’ heirs, executors and administrators. Notwithstanding the foregoing, except as provided in Section 6.5, the Corporation shall not be obligated under this Article VI to indemnify any Indemnitee seeking indemnification in connection with a Proceeding (or part thereof) initiated by such Indemnitee unless such Proceeding (or part thereof) was authorized in the first instance by the Board.

**Section 6.2: Advance of Expenses.** The Corporation shall pay all expenses (including attorneys’ fees) incurred by such an Indemnitee in defending any such Proceeding in advance of its final disposition; *provided, however*, that (a) the payment of such expenses incurred by such an Indemnitee in advance of the final disposition of such Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified under this Article VI or otherwise; and (b) the Corporation shall not be required to advance any expenses to a person against whom the Corporation directly brings a claim alleging that such person has breached such person’s duty of loyalty to the Corporation, committed an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law, or derived an improper personal benefit from a transaction.

**Section 6.3: Non-Exclusivity of Rights.** The rights conferred on any person in this Article VI shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaw, agreement, vote or consent of stockholders or disinterested directors, or otherwise. Additionally, nothing in this Article VI shall limit the ability of the Corporation, in its discretion but

subject to applicable law, to provide rights to indemnification or advancement of expenses to any person other than an Indemnified Person or to provide greater rights to indemnification and advancement of expenses than those provided in this Article VI to any Indemnified Person.

**Section 6.4: Indemnification Agreements.** The Board is authorized to cause the Corporation to enter into agreements with any director, officer, employee or agent of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing indemnification or advancement rights to such person. Such rights may be greater than those provided in this Article VI.

### **Section 6.5: Claims.**

**6.5.1 Right to Bring Suit.** If a claim for indemnification (following the final disposition of such proceeding) under Section 6.1 of this Article VI is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, or a claim for advancement of expenses is not paid in full within thirty (30) days after the Corporation has received a statement or statements therefor, the Indemnitee shall be entitled at any time thereafter (but not before) to bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall be entitled, to the fullest extent permitted by law, to be paid also the expense of prosecuting or defending such suit. In (a) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (b) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the Indemnitee has not met any applicable standard of conduct for entitlement to indemnification under applicable law.

**6.5.2 Effect of Determination.** Neither the failure of the Corporation (whether by its directors who are not parties to such action, a committee of such directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the standard of conduct for entitled to indemnification under applicable law, nor an actual determination by the Corporation (whether by its directors who are not parties to such action, a committee of such directors, independent legal counsel or its stockholders) that the Indemnitee

has not met such standard of conduct, shall create a presumption that the Indemnatee has not met such standard of conduct or, in the case of such a suit brought by the Indemnatee, be a defense to such suit.

**6.5.3 Burden of Proof.** In any suit brought by the Indemnatee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking provided hereunder, the burden of proving that the Indemnatee is not entitled to be indemnified, or is required to repay any amounts advanced pursuant to the terms of such undertaking, under this Article VI shall be on the Corporation.

**Section 6.6: Nature of Rights.** The rights conferred upon Indemnitees in this Article VI shall be contract rights and such rights shall continue as to an Indemnatee who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the Indemnatee's heirs, executors and administrators. Any right to indemnification or to advancement of expenses arising under this Article VI shall not be eliminated or impaired by an amendment to these Bylaws after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

**Section 6.7: Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the DGCL.

## ARTICLE VII: NOTICES

### **Section 7.1: Notice.**

**7.1.1 Form and Delivery.** Except as otherwise specifically required in these Bylaws (including, without limitation, Section 2.4 above or Section 7.1.2 below) or by applicable law, all notices required to be given pursuant to these Bylaws shall be in writing and may (a) in every instance in connection with any delivery to a member of the Board, be effectively given by hand delivery (including use of a delivery service), by depositing such notice in the mail, postage prepaid, or by sending such notice by prepaid overnight express courier, facsimile, electronic mail or other form of electronic transmission and (b) be effectively be delivered to a stockholder when given by hand delivery, by depositing such notice in the mail, postage prepaid or, if specifically consented to by the stockholder as described in Section 7.1.2 of this Article VII, by sending such notice by electronic transmission. Any such notice shall be addressed to the person to whom notice is to be given at such person's address as it appears on the records of the Corporation. Except as otherwise provided by law, the notice shall be deemed given (a) in the case of hand delivery, when received by the person to whom notice is to be given or by any person accepting such notice on behalf of such person, (b) in the case of delivery by mail, upon deposit in the mail, postage prepaid, (c) in the case of delivery by overnight express courier, when dispatched, and (d) in the case of delivery via electronic mail or other form of electronic transmission, when dispatched.

**7.1.2 Electronic Transmission.** Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders given by the Corporation under any provision of the DGCL, the Certificate of Incorporation, or these Bylaws shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given in accordance with Section 232 of the DGCL. Any such consent shall be revocable by the stockholder by written notice to the Corporation. Any such consent shall be deemed revoked if (a) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (b) such inability becomes known to the Secretary or an Assistant Secretary of the Corporation or to the transfer agent, or other person responsible for the giving of notice; *provided, however*, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given pursuant to this Section 7.1.2 shall be deemed given: (i) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of such posting and the giving of such separate notice; and (iv) if by any other form of electronic transmission, when directed to the stockholder.

**7.1.3 Affidavit of Giving Notice.** An affidavit of the Secretary or an Assistant Secretary or of the transfer agent or other agent of the Corporation that the notice has been given in writing or by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

**Section 7.2: Waiver of Notice.** Whenever notice is required to be given under any provision of the DGCL, the Certificate of Incorporation or these Bylaws, a written waiver of notice, signed by the person entitled to notice, or waiver by electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a

person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors or members of a committee of directors need be specified in any waiver of notice.

## ARTICLE VIII: MISCELLANEOUS

**Section 8.1: Fiscal Year.** The fiscal year of the Corporation shall be determined by resolution of the Board.

**Section 8.2: Seal.** The Board may provide for a corporate seal, which may have the name of the Corporation inscribed thereon and shall otherwise be in such form as may be approved from time to time by the Board.

**Section 8.3: Form of Records.** Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on or by means of, or be in the

form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to any provision of the DGCL.

**Section 8.4: Severability.** If any provision of these Bylaws shall be held to be invalid, illegal, unenforceable or in conflict with the provisions of the Certificate of Incorporation, then such provision shall, to the fullest extent permitted by law, be enforced to the maximum extent possible consistent with such holding and the remaining provisions of these Bylaws (including without limitation, all portions of any section of these Bylaws containing any such provision held to be invalid, illegal, unenforceable or in conflict with the Certificate of Incorporation, that are not themselves invalid, illegal, unenforceable or in conflict with the Certificate of Incorporation) shall remain in full force and effect.

## ARTICLE IX: MARKET STANDOFF RESTRICTION

Each stockholder of the Corporation shall not, to the extent requested by the Corporation or an underwriter of securities of the Corporation, sell or otherwise transfer or dispose of any shares of capital stock of the Corporation (other than (1) to donees pursuant to bona fide gifts or (2) distributions to partners, members or stockholders of the stockholder of the Corporation, provided that in each of case (1) and (2) the recipient agrees to be similarly bound, and other than sales of shares acquired in open market transactions or purchased in the initial public offering) for a period ending up to one hundred eighty (180) days following the effective date of any registration statement of the Corporation filed under the Securities Act of 1933, as amended, plus such additional period to accommodate regulatory restrictions on (a) the publication or other distribution of research reports or (b) analyst recommendations and opinions, including (without limitation) the restrictions set forth in Rule 2711(f)(4) of the National Association of Securities Dealers and Rule 472(f)(4) of the New York Stock Exchange, as amended, or any similar successor rules in order to permit publication, recommendations and opinions without such restrictions in the event the Corporation issues an earnings release or material news or a material event relating to the Corporation occurs during the period; *provided, however*, that such agreement shall be applicable only to the first such registration statement of the Corporation which covers securities sold on its behalf to the public in an underwritten offering. For purposes of this ARTICLE IX, the term "Corporation" shall include any wholly owned subsidiary of the Corporation into which the Corporation merges or consolidates. In order to enforce the foregoing covenant, the Corporation shall have the right to place restrictive legends on the certificates representing the shares of capital stock of the Corporation subject to this ARTICLE IX and to impose stop transfer instructions with respect to such shares until the end of such period.

## ARTICLE X: AMENDMENT

Notwithstanding any other provision of these Bylaws, any alteration, amendment or repeal of these Bylaws, or the adoption of new Bylaws, shall require the approval of the Board or the stockholders of the Corporation as provided by the Certificate of Incorporation and applicable law.

**CERTIFICATION OF BYLAWS**

**OF**

**CB SCIENTIFIC INC.**

An Oregon corporation

I, Charles Martin, certify that I am the CEO of CB SCIENTIFIC INC., An Oregon Corporation (the Corporation”), that I am duly authorized to make and deliver this certification, that the attached Bylaws are a true and complete copy of the Bylaws of the Corporation in effect as of the date of this certificate.

Dated: 07/10/2020