

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

US CLEAN WATER TECHNOLOGY, INC.

FKA

SUCCESS HOLDING GROUP CORP, INC.

605 Sandy Plains Road, Suite 240
Marietta 30066
260-490-9990
No website
Bkistler1956@gmail.com

**Quarterly Report
For the Period Ending:**

March 31, 2022
(the "Reporting Period")

As of March 31, 2022, the number of shares outstanding of our Common Stock was: 21,014,126

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 21,014,126

As of September 30, 2021, the number of shares outstanding of our Common Stock was: 21,014,126

As of June 30, 2021, the number of shares outstanding of our Common Stock was: 2,614,126

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

Predecessor Entities: Prior to September 20, 2021, the Company's predecessor issuer was Success Holding Group Corp. USA ("Success"), a former Colorado company. Prior to January 2013, Success's name was Nanometer Storage Corporation. Prior to April 2008, Nanometer Storage Corporation's name was Istran Technologies, Inc. Prior to July 2004, Istran Technologies, Inc's name was Andar Enterprises, Inc, as incorporated in the State of Colorado.

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

Oklahoma – active in good standing
Colorado

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

None

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

Stock Cancellation: On the 23rd day of April, 2021, by Resolution of the Board of Directors, and upon received the necessary consents, the Company cancelled 1,008,333,300 shares of outstanding Common Stock of the Company leaving an outstanding balance of Common Stock of 2,614,126. Under the same Resolution, the Company issued to Director, Brian Kistler, two (2) shares of Preferred Series A Stock of the Company. On the 20th day of September, 2021, by agreement of the Company with Brian Kistler, those two (2) outstanding Preferred Series A shares were cancelled and no longer on the books of the Company.

Domiciliary Merger: On September 15, 2021, the predecessor issuer, Success Holding Group Corp. USA. of Colorado, completed a domiciliary merger into Success Holding Group Corp. USA. of Oklahoma, with the Oklahoma company being the survivor.

Holding Company Parent/Subsidiary Formation: On September 20, 2021, Success Holding Group Corp. USA. an Oklahoma Corporation became the parent/successor issuer pursuant to Section 1081(g) of the Oklahoma General Corporation Act under an executed agreement titled "Agreement and Plan of Reorganization" ("Parent Subsidiary Formation") which was executed by Success Holding Group Corp. USA. ("Success A"), Success Holding Group Corp. USA, an Oklahoma company created September 20, 2021 ("the Company"), and Success Merger, Inc. ("Merger Corp"). Under the terms of the Agreement, Success A merged into Merger Corp and Success A ceased to exist, wherein Merger Corp became the survivor and successor under Section 1088 of the Oklahoma Act, having acquired all of Success A's assets, rights financial statements, obligations, and liabilities as the constituent or resulting corporation. The Company became the parent and the holding company of Merger Corp under the Parent Subsidiary Formation which was in compliance with Section 1081(g) of the Oklahoma General Corporation Act.

Upon consummation of the Parent Subsidiary Formation, each issued and outstanding equity of the former Success A was transmuted into and represented the identical equity structure of Success Holding Group Corp. USA (CO) that existed prior to the domiciliary change and immediately prior to the Reorganization (on a share-for-share basis) having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions. Upon consummation of the Agreement, the Company was the issuer since the former Success A equity structure was transmuted pursuant to Section 1081(g) as the current issued and outstanding equities of the Company. The subsidiary, Merger Corp was divested on

September 20, 2021, and therefore is no longer consolidated into the Company. The shareholders of the Company became the shareholders of Success Holding Group Corp. USA (CO).

On September 20, 2021 (the "Share Exchange Date") the Company, Success Holding Group Corp. USA, now known as US Clean Water Technology, Inc. acquired all of the common shares of US Clean Water, Inc. ("Wyoming") under a certain Share Exchange Agreement.

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

3605 Sandy Plains Road, Suite 240, Marietta 30066

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

Check box if principal executive office and principal place of business are the same address: ☐

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

Yes: ☐ No: ☒

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

N/A

2) Security Information

Trading symbol:	SHGR
Exact title and class of securities outstanding:	COMMON
CUSIP:	864583 109
Par or stated value:	\$0.0001

Total shares authorized:	2,000,000,000	as of date: December 31, 2021
Total shares outstanding:	21,014,126	as of date: December 31, 2021
Number of shares in the Public Float ² :	65,004	as of date: December 31, 2021
Total number of shareholders of record:	51	as of date: December 31, 2021

All additional class(es) of publicly traded securities (if any): None

Transfer Agent

Name: Globex Transfer, LLC
Phone: 813-344-4490
Email: er@globextransfer.com
Address: 780 Deltona Blvd., Suite 202, Deltona, FL 32725

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

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

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>06-22-2021 (Inception)</u> Common: 21,014,126 Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
07-23-2021	Share Exchange Agreement	10,500,000	common	\$0.0001	No	US Clean Water Technology, LLC – Kurt Swogger	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	3,000,000	common	\$0.0001	No	Madbrook Holdings, LLC – Rose Bosso	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	1,000,000	common	\$0.0001	No	BHDH Family, LP – Darienne Hall	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	1,000,000	common	\$0.0001	No	The Swogger Family Trust – Kurt Swogger	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	500,000	common	\$0.0001	No	Elliot Bellen	Services	Restricted	NA

07-23-2021	Share Exchange Agreement	200,000	common	\$0.0001	No	William Bosso, III	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	100,000	common	\$0.0001	No	Eckerd Kirsch	Services	Restricted	NA
08-11-2021	Share Exchange Agreement	1,000,000	common	\$0.0001	No	John Richard Graves	Services	Restricted	NA
08-11-2021	Share Exchange Agreement	500,000	common	\$0.0001	No	James Aslaksen	Services	Restricted	NA
08-11-2021	Share Exchange Agreement	400,000	common	\$0.0001	No	SCI, Inc. – William Burton	Services	Restricted	NA
09-20-2021	Share Exchange Agreement	100,000	Preferred Series B	\$0.0001	No	Kurt Swogger	Services	Restricted	NA
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>3-31-2022</u> Common: <u>21,014,126</u>									
Preferred: <u>100,000</u>									

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for 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.)
<u>09-08-2021</u>	<u>\$32,360</u>	<u>\$32,360</u>	<u>\$1,447</u>	<u>09-08-2022</u>	<u>None</u>	<u>Kurt Swogger</u>	<u>Loan</u>

<u>09-23-2021</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>\$414</u>	<u>09-23-2021</u>	<u>None</u>	<u>James Aslaksen</u>	<u>Loan</u>
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On September 8, 2021, the Company signed a \$32,360 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on September 8, 2022. Through March 31, 2022, the Company recorded \$638 of interest expense in the accompanying unaudited Statement of Operations and at March 31, 2022, the Company has recorded \$1,447 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheet.

On September 23, 2021, the Company signed a \$10,000 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on September 23, 2022. Through March 31, 2022, the Company recorded \$197 of interest expense in the accompanying unaudited consolidated Statement of Operations and at March 31, 2022, the Company has recorded \$414 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheet.

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Bruce Hall
Title: CFO
Relationship to Issuer: CFO

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

- C. Balance sheet.
- D. Statement of income.
- E. Statement of cash flows.
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

ATTACHED UNAUDITED FINANCIAL STATEMENTS (From inception)

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

US Clean Water Technology, Inc.
Consolidated Statement of Financial Position

	<u>March 31, 2022</u> <u>(Unaudited)</u>	<u>December 31, 2021</u>
Assets		
Current assets:		
Cash	\$ 3,768	\$ 1,163
Prepaid expenses	12,000	-
Subscription receivable	10	10
Total current assets	15,778	1,173
Total assets	\$ 15,778	\$ 1,173
Liabilities and Stockholder's Deficit		
Current liabilities:		
Accounts payable to related parties	3,197	3,197
Accounts payable to related parties	200	400
Accrued interest to related parties	1,861	1,026
Promissory note to related parties	42,360	42,360
Advances from related parties	16,950	-
Accrued license fee	1,500,000	1,500,000
Total current liabilities	1,564,568	1,546,983
Total liabilities	1,564,568	1,546,983
Commitments and Contingencies		
Stockholder's Deficit:		
Preferred stock, \$0.0001 par value, 15,000,000 shares authorized		
Series B, 100,000 shares authorized, 100,000 issued and outstanding at March 31, 2022 and December 31, 2021	10	10
Common stock, \$0.0001 par value, 2,000,000,000 shares authorized 21,014,126 shares issued and outstanding at March 31, 2022 and December 31, 2021	2,101	2,101
Additional paid in capital	(1,500,301)	(1,500,301)
Accumulated deficit	(50,600)	(47,620)
Total Stockholder's Deficit	(1,548,790)	(1,545,810)
Total Liabilities and Stockholder's Deficit	\$ 15,778	\$ 1,173

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

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US Clean Water Technology, Inc.
Consolidated Statement of Operations

	For the Three Months Ended March 31, 2022 (Unaudited)
Operating Expenses	
Professional fees	\$ 2,100
General and administrative	45
Total Operating Expenses	<u>2,145</u>
Other Expense	
Interest expense	<u>835</u>
Total Other Expense	<u>835</u>
Net loss	<u><u>\$ 2,980</u></u>
Basic and Diluted Net Loss Per Share	<u><u>\$ 0.00</u></u>
Weighted Average Shares - Basic and Diluted	<u><u>21,014,126</u></u>

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

**US Clean Water
Technology, Inc.
Consolidated Statement of
Stockholder's Deficit
(Unaudited)**

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Stockholder's Deficit
Balance at December 31, 2021	100,000	\$ 10	21,014,126	\$ 2,101	\$ (1,500,301)	\$ (47,620)	\$ (1,545,810)
Net loss for the three months ended March 31, 2022	-	-	-	-		(2,980)	(2,980)
Balance at March 31, 2022	100,000	\$ 10	21,014,126	\$ 2,101	\$ (1,500,301)	\$ (50,600)	\$ (1,548,790)

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

US Clean Water Technology, Inc.
Consolidated Statement of Cash Flows

	For the Three Months Ended March 31, 2022 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss	\$ (2,980)
Adjustments to reconcile net loss to net cash used in operating activities:	
Amortization of intangible asset	-
Changes in operating assets and liabilities:	
Prepaid expenses	(12,000)
Accounts payable	(200)
Accrued interest to related parties	835
Net cash used in operating activities	<u>(14,345)</u>
 CASH FLOWS FROM FINANCING ACTIVITIES	
Advances from related parties	18,000
Repayment of advances from related parties	(1,050)
Net cash provided by financing activities	<u>16,950</u>
 NET INCREASE IN CASH	<u>2,605</u>
CASH - BEGINNING OF PERIOD	<u>1,163</u>
CASH - END OF PERIOD	<u>\$ 3,768</u>
 <u>SUPPLEMENTAL DISCLOSURE OF CASH FLOWS</u>	
CASH PAID FOR INTEREST	<u>\$ -</u>
CASH PAID FOR INCOME TAXES	<u>\$ -</u>
 <u>NON-CASH INVESTING AND FINANCING ACTIVITIES</u>	<u>\$ -</u>

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

US CLEAN WATER TECHNOLOGY, INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

History and Nature of Business

US Clean Water Technology, Inc. (the “Company”), is an Oklahoma domiciled publicly traded company with its wholly owned subsidiary, US Clean Water, Inc., (“Wyoming”) a Wyoming domiciled company incorporated on June 22, 2021.

Prior to September 20, 2021, the Company’s predecessor issuer was Success Holding Group Corp. USA (“Success”), a former Colorado company. Prior to January, 2013, Success’s name was Nanometer Storage Corporation. Prior to April 2008, Nanometer Storage Corporation’s name was Istran Technologies, Inc. Prior to July, 2004, Istran Technologies, Inc.’s name was Andar Enterprises, Inc, as incorporated in the State of Colorado.

Domiciliary Merger: On September 15, 2021, the predecessor issuer, Success Holding Group Corp. USA. of Colorado, completed a domiciliary merger into Success Holding Group Corp. USA of Oklahoma, with the Oklahoma company being the survivor.

Holding Company Parent/Subsidiary Formation: On September 20, 2021, Success Holding Group Corp. USA. an Oklahoma Corporation became the parent/successor issuer pursuant to Section 1081(g) of the Oklahoma General Corporation Act under an executed agreement titled “Agreement and Plan of Reorganization” (“Parent Subsidiary Formation”) which was executed by Success Holding Group Corp. USA. (“Success A”), Success Holding Group Corp. USA (“the Company”), and Success Merger, Inc. (“Merger Corp”). Under the terms of the Agreement, Success A merged into Merger Corp and Success A ceased to exist, wherein Merger Corp became the survivor and successor under Section 1088 of the Oklahoma Act, having acquired all of Success A’s assets, rights financial statements, obligations, and liabilities as the constituent or resulting corporation. The Company became the parent and the holding company of Merger Corp under the Parent Subsidiary Formation which was in compliance with Section 1081(g) of the Oklahoma General Corporation Act.

Upon consummation of the Parent Subsidiary Formation, each issued and outstanding equity of the former Success A was transmuted into and represented the identical equity structure of Success Holding Group Corp. USA (CO) that existed prior to the domiciliary change and immediately prior to the Reorganization (on a share-for-share basis) having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions. Upon consummation of the Agreement, the Company was the issuer since the former Success A equity structure was transmuted pursuant to Section 1081(g) as the current issued and outstanding equities of the Company. The subsidiary, Merger Corp was divested on September 20, 2021 and therefore is no longer consolidated into the Company. The shareholders of the Company became the shareholders of Success Holding Group Corp. USA (CO).

On September 20, 2021 (the “Share Exchange Date”) the Company, Success Holding Group Corp. USA, now known as US Clean Water Technology, Inc. acquired all of the common shares of US Clean Water, Inc. (“Wyoming”) under a certain Share Exchange Agreement.

On October 4th, 2021, Oklahoma, by corporate action, amended its Certificate of Incorporation, changing the name of the Company to US Clean Water Technology, Inc.

The Company currently trades on the OTC Pink Sheets under the symbol SHGR. The Company operates out of an office located in Marietta, Georgia. The primary objective of the Company is to possess exclusive licenses to proprietary technology that treats and cleans water; processes leachate; services oil fields; and can be used for tire reclamation projects. Through acquisitions and partnerships, the Company intends to deploy the licensed water cleaning & treating technology and systems throughout the United States. The fiscal year end for the Company is December 31.

US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022

Going Concern

The accompanying unaudited consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As reflected in the accompanying unaudited consolidated financial statements, the Company had a net loss of \$2,980 and had net cash used in operating activities of \$14,345 for the three months ended March 31, 2022. At March 31, 2022, the Company had a working capital deficit of \$1,548,790 and an accumulated deficit of \$50,600, which could have a material impact on the Company's financial condition and operations.

In view of these matters, recoverability of asset amounts shown in the accompanying unaudited consolidated financial statements is dependent upon the Company's ability to successfully complete its business plan, specifically rated to receivables. The consolidated financial statements do not include any adjustments relating to the recoverability or classification of recorded assets and liabilities that might result should the Company be unable to continue as a going concern.

In March 2020, the World Health Organization declared the novel strain of coronavirus (COVID-19) a global pandemic and recommended containment and mitigation measures worldwide. Subsequently, the COVID-19 pandemic has continued to spread and various state and local governments have issued or extended "shelter-in-place" orders, which have impacted and restricted various aspects of the Company's operations. The spread of the pandemic has caused severe disruptions in the global economy and financial markets and could potentially create widespread business continuity issues of an as yet unknown magnitude and duration.

The COVID-19 pandemic may have a negative impact and potentially delay the Company's ability to obtain capital for its planned operations and for general working capital. COVID-19 could continue to have material and adverse effects on our ability to successfully commence and operate our planned operations.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements are presented in conformity with accounting principles generally accepted in the United States of America ("US GAAP").

Consolidation

The accompanying unaudited consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, US Clean Water, Inc. All intercompany accounts and transactions have been eliminated in consolidation.

Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in the future, actual results could differ from the estimates. Significant estimates in the accompanying consolidated financial statements include the allowance for estimated receivable losses, valuation of equity-based instruments issued for other than cash and valuation allowance on deferred tax assets.

Cash and Cash Equivalents

For the statements of cash flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. There were no cash equivalents at March 31, 2022.

US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Concentrations

Certain financial instruments potentially subject the Company to concentrations of credit risk and consist primarily of cash. The Company maintains principally all cash with one financial institution, which, at times, may exceed the amount insured by the Federal Deposit Insurance Corporation. The exposure to the Company is solely dependent upon daily bank balances and the respective strength of the financial institution. The Company has not incurred any losses on these accounts. At March 31, 2022, the Company did not have deposits with a financial institution that exceeded the FDIC deposit insurance coverage.

Fair Value of Financial Instruments

ASC 820, Fair Value Measurements and Disclosures requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels to be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities with quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, receivables acquired from an exchange agreement, receivables – direct funding, accounts payable, and promissory note – related party. Pursuant to ASC 820, Fair Value Measurements and Disclosures and ASC 825, Financial Instruments, the Company believes that the recorded values of the other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

There were no assets and liabilities that would be measured at fair value on a recurring/non-recurring basis at March 31, 2022.

Leases

In February 2016, the Financial Accounting Standards Board issued Accounting Standards Update No. 2016-02: "Lease (Topic 842)" whereby lessees need to recognize leases on their balance sheet as a right of use asset and a corresponding lease liability. The Company adopted this standard as of May 1, 2019 using the effective date method. As a part of our policy, we have chosen to exclude leases with a lease term of one year or less. Accordingly, we have no leases over one year and thus the adoption of this standard did not have any effect on the accompanying consolidated financial statements.

US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company adopted ASC 606 “Revenues from Contracts with Customers” on June 22, 2021. There was no cumulative effect upon this adoption.

Revenue Recognition

The Company will recognize revenue in accordance with the five-step method prescribed by ASC 606 “Revenues from Contracts with Customers”.

Income Taxes

Deferred income tax assets and liabilities arise from temporary differences associated with differences between the financial statements and tax basis of assets and liabilities, as measured by the enacted tax rates, which are expected to be in effect when these differences reverse. Deferred tax assets and liabilities are classified as current or non-current, depending upon the classification of the asset or liabilities to which they relate. Deferred tax assets and liabilities not related to an asset or liability are classified as current or noncurrent depending on the periods in which the temporary differences are expected to reverse. Valuation allowances are established when necessary to reduce the deferred tax assets to the amount expected to be realized.

The Company follows the provisions of FASB ASC 740-10 “Uncertainty in Income Taxes” (ASC 740-10). Certain recognition thresholds must be met before a tax position is recognized in the financial statements. An entity may only recognize or continue to recognize tax positions that meet a “more-likely-than-not” threshold. At December 31, 2021, the Company does not believe it has any uncertain tax positions that would require either recognition or disclosure in the accompanying consolidated financial statements.

Net Loss per Share of Common Stock

The Company computes net earnings (loss) per share in accordance with ASC 260-10, “Earnings per Share.”, which requires presentation of both basic and diluted earnings per share (“EPS”) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period and diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Certain conditions may exist as of the date the financial statements are issued which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. Company management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be reasonably estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable would be disclosed. The Company does not include legal costs in its estimates of amounts to accrue

US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)
Contingencies

Related Parties

Parties are related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. All transactions are recorded at fair value of the goods or services exchanged.

New Accounting Pronouncements

The Company has evaluated recent accounting pronouncements and their adoption, and has not had, and is not expected to have, a material impact on the Company's financial position or results of operations. Other new pronouncements issued but not yet effective until after December 31, 2021 are not expected to have a significant effect on the Company's financial position or results of operations.

NOTE 2 – LICENSE AGREEMENT

Effective July 15, 2021, the Company executed an exclusive license agreement with US Clean Water Technology, LLC, a related party ("LICENSOR") for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided. These include:

1. Intellectual Property - The inventions, systems, methods, apparatuses, techniques, and know-how embodied in the Environmental Treatment Technologies and Environmental Treatment Apparatus being:
 - a. the Environmental Treatment Technology.
 - b. all future Environmental Treatment Technology developed by the LICENSOR utilizing the underlying proprietary technology and or trade secrets that are currently owned by LICENSOR.
2. Licensed Products:
 - a. The Pyrolysis system for the LICENSORS Water cleaning & treating technology with anticipated immediate uses to treat leachate; service oil field water contamination issues; and tire reclamation projects.
 - b. All other applications of all current and future Environmental Treatment

The Company shall have Right of First Refusal to license any other applications, either currently known or unknown, under terms similar to those contained herein. This shall include, but not be limited to any additional applications that LICENSOR may develop, such as the "FOG" application as generated by municipal wastewater treatment systems and agricultural applications. This term of the agreement is five (5) years and shall be automatically renewable for five (5) year extension periods provided the LICENSOR has met the Exclusive Licensing Agreement milestones.

US CLEAN WATER TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022

NOTE 2 – LICENSE AGREEMENT (Continued)

As consideration for the license agreement, the Company agreed to pay a one-time license payment of \$1,500,000. The \$1,500,000 cash payment is due as follows, by virtue of a signed amendment:

- Six Hundred Thousand (\$600,000) Dollars due on July 31, 2022; and
- Six Hundred Thousand (\$600,000) Dollars due on October 31, 2022; and
- Three Hundred Thousand (\$300,000) Dollars due on January 31, 2023

To maintain its exclusivity, the Company must meet the following performance guarantees for the end of each fiscal year ended December 31:

- 1) 2023: Minimum sale of Four Units or \$100,000 cash with payment made on or before 3/31/2024.
- 2) 2024: Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2025.
- 3) 2025: Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2026.
- 4) 2026 Minimum sale of Five Units or \$150,000 cash with payment made on or before 3/31/2027.

In the event that the Company does not meet the performance guarantees, the terms of the license agreement will become non-exclusive.

The Company will provide LICENSOR with the following: including but not limited to

- 1) Back Office Management
- 2) Five percent (5%) royalty to LICENSOR for all sales of products that are derivative of the License.
- 3) Reimbursement to LICENSOR of reasonable and preapproved expenses.

On the effective date of the license agreement, the Company determined that since the license agreement was with a related party that is also a significant shareholder, in accordance with Staff Accounting Bulletin 5 (G), “*Transfers of Nonmonetary Assets by Promoters or Shareholders*” recorded the \$1,500,000 license fee as a component of additional paid in capital. As a result of the cash consideration not being paid, the offset was recorded as accrued license fee in the accompanying unaudited consolidated balance sheet at March 31, 2022.

NOTE 3 – DEBT

	December 31, 2021
Promissory Note, Related Party:	
Sep. 8, 2021. Interest at 8% and principal due Sep. 8, 2022	\$ 32,360
Sep. 23, 2021. Interest at 8% and principal due Sep. 23, 2022	10,000
Total Promissory Note – Related Party	\$ 42,360

On September 8, 2021, the Company signed a \$32,360 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on September 8, 2022. See Note 6 – Related Party Transactions. Through March 31, 2022, the Company recorded \$638 of interest expense in the accompanying unaudited Statement of Operations and at March 31, 2022, the Company has recorded \$1,447 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheet.

On September 23, 2021, the Company signed a \$10,000 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on September 23, 2022. See Note 6 – Related Party Transactions. Through March 31, 2022, the Company recorded \$197 of interest expense in the accompanying unaudited consolidated Statement of Operations and at March 31, 2022, the Company has recorded \$414 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheet.

US CLEAN WATER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022

NOTE 4 – ADVANCES

During the three months ended March 31, 2022, two related parties advanced \$18,000 of funds to the Company for working capital purposes. Additionally, the Company repaid \$1,050 of the advances and at March 31, 2022, the balance is \$16,950 and classified as a current liability in the accompanying unaudited Balance Sheet. The advances are non-interest bearing.

NOTE 5 – STOCK

Preferred Stock

The Company is authorized to issue up to 15,000,000 shares of preferred stock at \$0.0001 par value per share. Additionally, the Company has 100,000 shares of Class B Preferred (“Class B”) authorized. At March 31, 2022, there are 100,000 shares of Class B Preferred Stock issued and outstanding. The Class B has no rights to convert into Common Stock but contains a super voting right of fifty (50) voting rights for each share of Preferred Stock. See Note 6 – Related Party Transactions.

Common Stock

The Company is authorized to issue up to 2,000,000,00 shares of \$0.0001 par value common stock and at March 31, 2022, 21,014,126 shares were issued and outstanding.

NOTE 6 – RELATED PARTY TRANSACTIONS

On September 8, 2021, the Company signed a \$32,360 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on September 8, 2022. See Note 3 – Debt. Through March 31, 2022, the Company recorded \$638 of interest expense in the accompanying unaudited Statement of Operations and at March 31, 2022, the Company has recorded \$1,447 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheet.

On September 23, 2021, the Company signed a \$10,000 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on September 23, 2022. See Note 3 – Debt. Through March 31, 2022, the Company recorded \$197 of interest expense in the accompanying unaudited consolidated Statement of Operations and at March 31, 2022, the Company has recorded \$414 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheet.

Effective July 15, 2021, the Company executed an exclusive license agreement with LICENSOR for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided.

As consideration for the license agreement, the Company agreed to pay a one-time license payment of \$1,500,000. The \$1,500,000 cash payment is due as follows, by virtue of a signed amendment:

- Six Hundred Thousand (\$600,000) Dollars due on July 31, 2022; and
- Six Hundred Thousand (\$600,000) Dollars due on October 31, 2022; and
- Three Hundred Thousand (\$300,000) Dollars due on January 31, 2023

NOTE 6 – SUBSEQUENT EVENTS

The Company has evaluated and determine there are no subsequent events as of the date of this filing.

5) Issuer's Business, Products and Services

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

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

The primary objective of the Company is to possess exclusive licenses to proprietary technology that treats and cleans water; processes leachate; services oil fields; and can be used for tire reclamation projects. Through acquisitions and partnerships, the Company intends to deploy the licensed water cleaning & treating technology and systems throughout the world.

Effective July 15, 2021, the Company executed an exclusive license agreement with a related party ("LICENSOR") for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided. These include:

1. Intellectual Property - The inventions, systems, methods, apparatuses, techniques, and know-how embodied in the Environmental Treatment Technologies and Environmental Treatment Apparatus being:

- a. the Environmental Treatment Technology,
- b. all future Environmental Treatment Technology developed by the LICENSOR utilizing the underlying proprietary technology and or trade secrets that are currently owned by LICENSOR.

2. Licensed Products:

- a. The Pyrolysis system for the LICENSORS Water cleaning & treating technology with anticipated immediate uses to treat leachate; service oil field water contamination issues; and tire reclamation projects.
- b. All other applications of all current and future Environmental Treatment

The Company shall have Right of First Refusal to license any other applications, either currently known or unknown, under terms similar to those contained herein. This shall include, but not be limited to any additional applications that LICENSOR may develop, such as the "FOG" application as generated by municipal wastewater treatment systems and agricultural applications. This term of the agreement is five (5) years and shall be automatically renewable for five (5) year extension periods provided the LICENSOR has met the Exclusive Licensing Agreement milestones.

The Company commenced operations immediately with its formation in June 2021 and has engaged a CEO and a CFO that are working with service professionals and related parties to execute contracts that will provide revenue and cash flow from its licensed technology applications. Through the date of this filing, the Company has relied on related parties for operation cash.

The Company is in final negotiations with third parties that will result in revenue recognition utilizing the licensed technology for a tire reclamation project and a brown grease/bio diesel facility in the United States. The Company plans for these negotiations to be finalized during the second quarter of fiscal 2022 resulting in revenue recognition and operating cash flow.

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

US Clean Water, Inc., a Wyoming Company

C. Describe the issuers' principal products or services.

The primary objective of the Company is to utilize its licensed proprietary technology to provide economical and efficient environmental solutions to third parties to remove toxins and impurities from their processes to enable them to meet Federal; State and Municipality environmental regulations. The Company intends to deploy the licensed water cleaning & treating technology and systems throughout the world.

6) Issuer's Facilities

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

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

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

3605 Sandy Plains Road, Suite 240, Marietta 30066.

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

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

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
US Clean Water Technology, LLC – Kurt Swogger	Over 5%	Austin, Texas	10,500,000	Common	49.97%	Share Exchange Agreement
Madbrook Holdings, LLC – Rose Bosso	Over 5%	Marietta, Georgia	3,000,000	Common	14.28%	Share Exchange Agreement
Success International Holding Group, Inc. – Steve Chen	Over 5%	Tapei City, Taiwan	1,378,197	Common	6.53%	Share Exchange Recapitalization

Brian Kistler	Officer-Director	Ossian, Indiana	500,000	Common	2.37%	Share Exchange Recapitalization
William Bosso	Officer-Director	Marietta, Georgia	0	NA	NA	NA
Bruce Hall	Officer-Director	Coppell, Texas	0	NA	NA	NA

8) Legal/Disciplinary History

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

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

No

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

No

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

No

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

No

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

None

9) Third Party Providers

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

Securities Counsel

Name: John Heskett
Firm: Heskett & Heskett
Address 1: 2401 Nowata Place, Suite A
Address 2: Bartlesville, Oklahoma 74006
Phone: (918) 336-1773
Email: jheskett@hesklaw.com

Accountant or Auditor

Name: Scott Salberg
Firm: Salberg & Company, PC
Address 1: 2295 NW Corporate Blvd., Suite 240
Address 2: Boca Raton, FL 33431
Phone: (561) 995-8270scottsalberg@salbergco.com

Investor Relations - None

Other Service Providers

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

None

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Brian Kistler certify that:

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

May 16, 2022

/s/ Brian Kistler

Principal Financial Officer:

I, Bruce Hall certify that:

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

May 16, 2022

/s/ Bruce Hall