



HUMAN UNITEC INTERNATIONAL INC

ANNUAL REPORT AND FINANCIALS

FOR THE PERIOD ENDING

DECEMBER 31, 2023



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

HUMAN UNITEC INTERNATIONAL INC

A Nevada Corporation

551 Warren Street

Suite 304

Hudson, NY 12534

(438) 364-2277

<http://www.hmnuusa.com>

hmnuusa@gmail.com

SIC CODE: 8742

ANNUAL REPORT

For the Period Ending: December 31, 2023

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of **December 31, 2023**, the number of shares outstanding was:

Common Stock: 895,930,000

As of **December 31, 2022**, the most Recent Completed Fiscal Year End Date, the number of shares outstanding of our Common Stock was:

Common Stock: 895,930,000

Shell Status

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: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

The name of the issuer is Human Unitec International, Inc.
We were incorporated on August 19, 2002 as Smart Home Concepts, Inc.
On May 19, 2005 the name was changed to AfO International, Inc.
On November 14, 2008, the name was changed to its current name, Human Unitec International Inc

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):

As of the date of this filing, the issuers current standing in its state of incorporation, Nevada, is Active and Business License renewed through August 31, 2024.

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:

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

**551 Warren Street
Suite 304
Hudson, NY 12534
(917) 287-6347**

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

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

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

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
6725 Via Austi Pkwy, Suite 300
Las Vegas, Nevada 89119
Phone: 800-785-7782
Email: info@pacificstocktransfer.com

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>HMNU</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>44485L105</u>	
Par or stated value:	<u>\$0.001</u>	
FEIN	<u>47-0885197</u>	
Total shares authorized	900,000,000	as of date December 31, 2023
Total Common shares outstanding:	895,930,000	as of date December 31, 2023
Number of shares in the Public Float ² :	302,683,433	as of date December 31, 2023
Total number of shareholders of record:	<u>216</u>	as of date December 31, 2023

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.

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Preferred Series A		
CUSIP (if applicable):	N/A		
Par or stated value:	.001		
Total shares authorized:	5,000,000	as of	December 31, 2023
Total shares outstanding (if applicable):	4,708,820	as of	December 31, 2023
Total number of shareholders of record (if applicable):	32	as of	December 31, 2023

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Dividends for Common shareholders are determined by the board of directors. There are no current dividends. The voting for Common Shareholders are 1 vote per share. There are no preemptive rights.

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

Dividends for Common shareholders are determined by the board of directors. There are no current dividends. The Preferred Shareholders have the same voting rights as the common shareholders, e.g. one share equals one vote. The Preferred Shareholders are authorized to convert their Preferred Shares for Common Stock after a Two (2) year holding. The Conversion factor is one share of common stock for one share of Preferred Series A stock.

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

There are no other material rights of the common or preferred stockholders.

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

There has been no modifications to the rights of holders of the company's securities during this reporting period.

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>January 1, 2021</u> Common: 881,930,000 Preferred: 4,708,820					*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					
05/26/2022	New	7,000,000	Common	\$.001	No	Naima Zeghloul	Purchase Agreement	Restricted	4(a)(2)
05/26/2022	New	7,000,000	Common	\$.001	No	Asset Restitution International, LLC (Note 1)	Incentive Payment	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date <u>December 31, 2023</u> Common: 895,930,000* Note 2 Preferred: 4,708,820									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

- Asset Restitution International, LLC is a Florida LLC whose beneficial owner is Kurt Gaensel, Miami, Florida.
- Our Transfer Agent finalized their review and have provided this notification to ensure the information is accurate in our report, see FN in the 12/31/2021 Annual Report. See "The software team researched and determined the outstanding number we provided (881,930,000) is correct. The error in the reporting came from the below transaction, which occurred in our old system across 2 different classes of Common stock. The new system couldn't convert transactions between 2 different classes of common in the same transaction, so the 2 AFO class certs for 2,500 and 2,000 (4,500 total) were reflected appropriately in the 13K debit and credit to the outstanding, but didn't show up on the registrar control report." Pacific Stock Transfer, dated 04/13/2022. As of the date of this filing this has not been resolved by the Transfer Agent.

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.

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

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.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the Issuer's current operations. 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 Board of Directors and Management of the Company has engaged Finn One Incorporated, a Florida corporation, and Biofin Corp, a Florida corporation to facilitate investment banking facilities for the development of various renewable energy projects. The Company is entering into long term contracts for the financing and development of substantial renewable energy projects in Italy and other European based metropolitan markets. The company intends to complete agreements and contracts with a substantial Italian based partner in the renewable energy field. In October 2016, the Company acquired MSKKinesis, a Florida corporation, engaged in development and marketing healthcare equipment for the treatment of pain management technology and is working in Italy for the potential treatment of Parkinson's disease with the MSKKinesis equipment. Management reports the acquisition on March 2th, 2017, the acquisition of MSKKinesis was completed.

The company has investments in renewable energy and development of its healthcare and rehabilitation medical equipment, including distribution of healthcare related equipment.

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

MSK KINESIS Foundation, 767 Arthur Godfrey Road, Miami Beach, Florida 33140, Barbara Molnar President and Sergio Massaglia Majority shareholders.

MSK Kinesis is engaged in development and marketing of healthcare equipment for the treatment of pain management.

MSK Kinesis divisions include Sports Medicine and a veterinary medicine.

9385-6516 Quebec Inc., Montréal, Canada. 9385-6516 Quebec Inc provides technical assistance or MSK Kinesis Foundation HMNU Medical division.

Sedda Green Energy S.R.L., Porto Torres, Italy is a renewable energy company. Sedda Green Energy S.R.L. has been a subsidiary of the Issuer since June 2020.

C. Describe the Issuers' principal products or services.

The principal products or services is the manufacture, marketing and distribution of the MSK KINESIS devise(s), health care distribution products and renewable energy.

The company has investments in renewable energy and development of its healthcare and rehabilitation medical equipment, including distribution of healthcare related equipment.

5) 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.

The administrative offices include 1,500 square feet of office space. The Issuer's office space is leased to the Issuer at approximately \$1,800 per month.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

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

The goal of this section is to provide 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.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Kurt Gaensel	President	Miami, Florida	7,000,000	N/A	.07 %	
Fabio De Stefano	Chief Financial Officer	Milan, Italy	0	N/A	N/A	

Claire Singleton	more than 5%	Salt Lake City, Utah	50,000,000	Common	5.6%	
PIL ALLIANCE S.A	more than 5%	LUXEMBOURG	180,000,000	Common	20.03%	Note 1
Fabio Fasolini	More than 5%	Milan Italy	75,000,000	Common	8.3%	
Naomi Zegloul	More than 5%	Milan Italy	63,000,00	Common	7%	
Global Development Advisors Limited	More than 5%	London, England	52,000,000	Common	5.8%	Note 2

Note 1: The principal of PIL ALLIANCE S.A. is Gaetano Tedeschi, a resident of Rome, Italy, who has sole dispositive and voting power over the shares. The business address of PIL ALLIANCE S.A. is 92 RUE DE BONNEVOIE, LUXEMBOURG, 1260

Note 2: The principal of Global Development Advisors Limited is Fabrizio Bosticco, a resident of Italy, who has the sole dispositive and voting power over the shares.

7) Legal/Disciplinary History

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

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

8) Third Party Providers

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

Securities Counsel

McMurdo Law Group, LLC
Matthew McMurdo, Esq.
1185 Avenue of the Americas
3rd Floor
New York, New York 10036
917-318-2865
matt@nannaronelaw.com

Accountant or Auditor

Investor Relations

Managed internally

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

9) Financial Statements

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

Name: Fabio De Stefano
Title: Chief Financial Officer
Relationship to Issuer: Chief Financial Officer

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

- ☒ U.S. GAAP
☐ IFRS

C. The financial statements for this reporting period were prepared by (name of individual)³:

Name: Vincenzo Sedda
Title: Chief Financial Officer
Relationship to Issuer: CFO/Corporate Secretary
Describe the qualifications of the person or persons who prepared the financial statements: Educated and 10 years financial management in Italy.

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Kurt Gaensel, certify that:

1. I have reviewed this Annual Report and Disclosure Statement for Period Ending December 31, 2023 of Human Unitec International 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.

April 15, 2024

/s/ Kurt Gaensel

Principal Financial Officer:

I, V Fabio De Stefano certify that:

1. I have reviewed this Annual Report and Disclosure Statement for Period Ending December 31, 2023 of Human Unitec International 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.

April 15, 2024

/s/ Fabio De Stefano

Human Unitec International, Inc.

EXHIBIT “A”

Consolidated Financial Statements

Annual Financial Reports for the Period Ending December 31st , 2023

HUMAN UNITEC INTERNATIONAL INC.

CONSOLIDATED BALANCE SHEET
For The Period Ending September 30, 2023

	12/31/2023	12/31/2022
Current Assets		
Bank Accounts		
Checking/Investment Accounts	\$90,924	\$2,962,367
Total Current Accounts	\$90,924	\$2,962,367
Inventories	\$0	\$0
Accounts Receivable	\$0	\$680,000
Total Current Assets	\$90,924	\$3,642,367
Other Assets	\$32,774,306	\$33,069,306
Investments/Acquisitions:	\$0	\$210,000
Total Other Assets	\$32,774,306	\$33,279,306
TOTAL ASSETS	\$32,865,230	\$36,921,673
LIABILITIES AND EQUITY		
Other liabilities		
Accounts Payable	\$295,977	\$620,575
Total Current Liabilities	\$295,977	\$620,575
Long-Term Liabilities		
Deferred Notes	\$31,140,863	\$35,151,147
Total Liabilities	\$31,436,840	\$35,771,722
Equity		
Common Stock		
895,930,000 par value 0.001	895,930	\$0
Preferred Stock 4,708,820 par value \$.001	4,709	
Retained Earnings	\$889,751	\$889,751
Net Income	(\$362,000)	\$0
Net Income subsidiary	\$0	\$260,200
Total Equity	\$1,428,390	\$1,149,951
TOTAL LIABILITIES AND EQUITY	\$32,865,230	\$36,921,673

HUMAN UNITEC INTERNATIONAL INC.
CONSOLIDATED INCOME STATEMENT
For The Period Ending December 31, 2023

	<u>12/31/2023</u>	<u>12/31/2022</u>
REVENUE	\$189,000	\$712,000
COST OF SALES	\$58,000	\$192,750
GROSS PROFIT	<u>\$131,000</u>	<u>\$192,750</u>
OPERATING EXPENSES		
Contractors		
Depreciation		
Payroll Expenses	\$385,000	\$132,000
Loss on discontinued operations		
Professional fees	\$6,000	\$7,500
General and administrative expenses	\$35,000	\$119,550
Total Operating Expenses	<u>\$426,000</u>	<u>\$259,050</u>
GAIN/LOSS FROM OPERATIONS	(\$362,000)	\$260,200
OTHER EXPENSES		
Interest expense		
Total Other Expenses		
GAIN/LOSS BEFORE INCOME TAXES	<u>(\$362,000)</u>	<u>\$260,200</u>
NET INCOME	<u>(\$362,000)</u>	<u>\$260,200</u>

HUMAN UNITEC INTERNATIONAL INC.
CONSOLIDATED CASH FLOW
For The Period Ending December 31, 2023

	<u>12/31/2023</u>	<u>12/31/2022</u>
OPERATING ACTIVITIES		
Net Income	(\$362,000)	\$260,200
Depreciation		
Adjustments to reconcile Net Income to Net Cash provided by operations:		
A/P	\$0	\$0
Inventory Asset	\$0	\$0
Prepayment & Deposits	\$0	
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$0	\$0
Net cash provided by operating activities	(\$362,000)	\$260,200
Net Cash Financing Activities	\$0	
Net cash provided by financing activities	(\$2,134,645)	\$889,751
NET CASH INCREASE FOR PERIOD	(\$2,496,645)	\$260,200
Cash at beginning of period	\$2,587,569	\$2,327,369
Cash at the end of period	\$90,924	\$2,587,569

Human Unitec International Inc.							
STATEMENT OF SHAREHOLDERS EQUITY							
Annual Report Period Ending 31st December 2023							
	Common Stock		Preferred Series		Net	Retained	Total
	par value 0.001		par value \$.001		Income	earnings	
	Amount	Value	Amount	Value			
	USD						
Balance as at 31 December 2023	895,930,000	\$895,930.00	4,708,820	\$4,708.82	\$260,200	\$889,751	\$2,050,590
Issue of bonus shares	-					0	\$0
Issue of new shares	0		0		-	0	\$0
Net income	-		0		-	0	\$0
Transfer to capital reserve	-				-	0	\$0
Dividends	-		0		-	0	\$0
Share buyback	-		0		-	-	\$0
Balance as at 30 September 2023	895,930,000	\$895,930.00	4,708,820	\$4,708.82	(\$362,000)	\$889,751	\$1,428,390

Human Unitec International, Inc.
Financial Statements
December 31, 2023

Note 1. Organization, History and Business

Human Unitec International, Inc. (the Issuer) is publicly traded on OTC Markets under ticker symbol HMNU and was formed in the state of Nevada on August 19, 2002 under the name Smart Home Concepts, Inc. The Issuer's name was changed to Alo International, Inc. on May 19, 2004, and again on November 14, 2008 to Human Unitec International, Inc.

Note 2. Summary of Significant Accounting Policies

The Issuer's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Revenue Recognition

Revenue is derived from contracts with our consumers. Revenue is recognized in accordance with ASC 605. As such, the Issuer identifies performance obligations and recognizes revenue over the period through which the Issuer satisfies these obligations. Any contracts that by nature cannot be broken down by specific performance criteria will recognize revenue on a straight-line basis over the contractual term of period of the contract.

Accounts Receivable

Accounts receivable is reported at the customers' outstanding balances, less any allowance for doubtful accounts. Interest is not accrued on overdue accounts receivable.

Allowance for Doubtful Accounts

An allowance for doubtful accounts on accounts receivable is charged to operations in amounts sufficient to maintain the allowance for uncollectible accounts at a level management believes is adequate to cover any probable losses. Management determines the adequacy of the allowance based on historical write-off percentages and information collected from individual customers. Accounts receivable are charged off against the allowance when collectability is determined to be permanently impaired.

Stock Based Compensation

When applicable, the Issuer will account for stock-based payments to employees in accordance with ASC 718, "Stock Compensation" ("ASC 718"). Stock-based payments to employees include grants of stock, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant.

The Issuer accounts for stock-based payments to non-employees in accordance with ASC 505-50, "Equity-Based Payments to Non-Employees." Stock-based payments to non-employees include grants of stock, grants of stock options and issuances of warrants that are recognized in the consolidated statement of operations based on the value of the vested portion of the award over the requisite service period as measured at its then-current fair value as of each financial reporting date.

The Issuer calculates the fair value of option grants and warrant issuances utilizing the Binomial pricing model. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest.

ASC 718 requires forfeitures to be estimated at the time stock options are granted and warrants are issued to employees and non-employees, and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term “forfeitures” is distinct from “cancellations” or “expirations” and represents only the unvested portion of the surrendered stock option or warrant. The Issuer estimates forfeiture rates for all unvested awards when calculating the expense for the period. In estimating the forfeiture rate, the Issuer monitors both stock option and warrant exercises as well as employee termination patterns. The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on a straight-line basis over the period in which the Issuer expects to receive the benefit, which is generally the vesting period.

Earnings/Loss per Share

The Issuer reports earnings (loss) per share in accordance with ASC Topic 260-10, “Earnings per Share.” Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share has not been presented since there are no dilutive securities.

Cash and Cash Equivalents

For purpose of the statements of cash flows, the Issuer considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

Concentration of Credit Risk

The Issuer primarily transacts its business with one financial institution. The amount on deposit in that one institution may from time to time exceed the federally insured limit.

Depreciation

Equipment is stated at cost less accumulated depreciation. Major improvements are capitalized while minor replacements, maintenance and repairs are charged to current operations. Depreciation is computed by applying the straight-line method over the estimated useful lives, which are generally three to five years.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that 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. Actual results could differ from those estimates.

Business segments

ASC 280, “*Segment Reporting*” requires use of the “*management approach*” model for segment reporting. The management approach model is based on the way a Issuer’s management organizes segments within the Issuer for making operating decisions and assessing performance. The Issuer determined it has one operating segment as of September 30, 2023.

Income Taxes

The Issuer accounts for its income taxes under the provisions of ASC Topic 740, “Income Taxes.” The method of accounting for income taxes under ASC 740 is an asset and liability method. The asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

Recent Accounting Pronouncements

The Issuer continually assesses any new accounting pronouncements to determine their applicability to the Issuer. Where it is determined that a new accounting pronouncement affects the Issuer’s financial reporting, the Issuer undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Issuer’s financials properly reflect the change. The Issuer currently does not have any recent accounting pronouncements that they are studying, and feel may be applicable.

Note 3. Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases 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. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

The effective tax rate on the net loss before income taxes differs from the U.S. statutory rate as follows:

12/31/2023

U.S statutory rate

34.00%

Less valuation allowance	-34.00%
Effective tax rate	0.00%

The significant components of deferred tax assets and liabilities are as follows:

12/31/2023

Deferred tax assets

Net operating losses /Gain	\$		-362,000
Deferred tax liability			
Net deferred tax assets			(\$0)
Less valuation allowance			0
Deferred tax asset - net valuation allowance	\$		0

The Issuer adopted the provisions of ASC 740-10-50, formerly FIN 48, and “Accounting for Uncertainty in Income Taxes”. The Issuer had no material unrecognized income tax assets or liabilities as of December 31, 2023.

The Issuer’s policy regarding income tax interest and penalties is to expense those items as general and administrative expense but to identify them for tax purposes. During the period ending December 31, 2023 there were no income tax, or related interest and penalty items in the income statement, or liabilities on the balance sheet. The Issuer files income tax returns in the U.S. federal jurisdiction and Nevada state jurisdiction. We are not currently involved in any income tax examinations.

Note 4. Related Party Transactions

Note 5. Stockholders’ Equity

Common Stock

The holders of the Issuer's common stock are entitled to one vote per share of common stock held. As of December 31, 2023, the Issuer **895,930,000** shares issued and outstanding.

Preferred Stock

Series A

The holders of the Issuer’s Preferred Series A stock are entitled to:

Each individual share of Series A Preferred Stock shall have the voting rights equal to one share of common stock voting issued and outstanding at the time of voting. The Preferred Stock is convertible after 2 years for one share of Preferred Stock for one shares of Common Stock. As of December 31, 2023, the Issuer had 4,708,820 shares of Preferred Series A issued and outstanding.

Note 6. Commitments and Contingencies

Commitments:

The Issuer currently has no long-term commitments as of our balance sheet date.

Contingencies:

None as of our balance sheet date.

Note 7. Notes Payable

Notes payable consist of the following for the periods ended;		<u>12/31/2023</u>
working capital notes with no stated interest rate. Note is payable on demand .	\$	\$0
Total Notes Payable		\$216,438
Less Current Portion		(\$0)
Long Term Notes Payable	\$	216,438

Note 8. Going Concern

The accompanying financial statements have been prepared assuming that the Issuer will continue as a going concern. Currently, the Issuer has limited operating history.

These factors raise substantial doubt about the Issuer's ability to continue as a going concern. Management believes that the Issuer's capital requirements will depend on many factors including the success of the Issuer's development efforts and its efforts to raise capital. Management also believes the Issuer needs to raise additional capital for working capital purposes. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The financial statements of the Issuer do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Issuer be unable to continue as a

Note 9. Subsequent Events