

## **Galexxy Holdings, Inc.**

4630 Campus Drive, Suite 104  
Newport Beach, CA 92660

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949-418-7450

www.galexxyholdings.com

info@galexxyholdings.com

# **Annual Report**

**For the period ending December 31, 2023 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

244,926,107 as of December 31, 2023 (*Current Reporting Period Date or More Recent Date*)

216,277,774 as of December 31, 2022 (*Most Recent Completed Fiscal Year End*)

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

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

Yes:  No:

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

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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.

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

The exact name of the Company is Galexy Holdings, Inc. The company was formed as a Nevada corporation on May 9, 2000, under the name of PasoVideo.com, Inc. On March 7, 2001, the company changed its name to Legal Broadcast Company, Inc., subsequent to that, the name was changed to LBC, Inc. on September 18, 2003. On February 21, 2006, the company changed its name to True Colors International, Inc. The name was changed to AgTech Global International, Inc. on October 18, 2017, and then to Galexy Holdings Inc., which was declared effective by FINRA on March 29, 2022.

Current State and Date of Incorporation or Registration: Nevada 05/09/2000

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

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

NONE

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

NONE

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

Address of the issuer's principal executive office:

4630 Campus Drive, Suite 104 Newport Beach, CA 92660

Address of the issuer's principal place of business:

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

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

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

## 2) Security Information

### Transfer Agent

Name: Transfer Online, Inc.

Phone: 503) 227-2950

Email: [mgenera@transferonline.com](mailto:mgenera@transferonline.com)  
Address: 512 SE Salmon Street Portland, Oregon 97214

**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>GXXY</u>   |
| Exact title and class of securities outstanding: | <u>Common</u>   |
| CUSIP:   | <u>363524109</u>  |
| Par or stated value:                             | <u>\$0.001</u>  |
| Total shares authorized:                         | <u>500,000,000</u> as of date: <u>December 31, 2023</u> |
| Total shares outstanding:                        | <u>244,926,107</u> as of date: <u>December 31, 2023</u> |
| Total number of shareholders of record:          | <u>414</u> as of date: <u>December 31, 2023</u>         |

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

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

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

|   |                         |
|---|-------------------------|
| Exact title and class of the security:  | _____                   |
| Par or stated value:                    | _____                   |
| Total shares authorized:                | _____ as of date: _____ |
| Total shares outstanding:               | _____ as of date: _____ |
| Total number of shareholders of record: | _____ as of date: _____ |

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

\_\_\_\_\_

**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.**

\_\_\_\_\_ No shareholders of the Corporation holding Common Stock have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class.

Subject to the rights of holders of Preferred Stock, holders of Common Stock shall be entitled to receive such cash dividends as may be declared thereon by the Board from time to time out of assets of funds of the Corporation legally available, therefore.

Cumulative Voting. Except as otherwise required by applicable law, there shall be no cumulative voting on any matter brought to a vote of stockholders of the Corporation.

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

\_\_\_\_\_ Preferred Stock Shares have been authorized but have not been designated or issued. The powers, preferences, rights, qualifications, limitations, and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board in its sole discretion. Authority to do so being hereby expressly vested in the Board.

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

\_\_\_\_\_ No other material rights apply.

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

\_\_\_\_\_ None.

**3) Issuance History**

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

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

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

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

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

| Shares Outstanding Opening Balance: |  |  | *Right-click the rows below and select "Insert" to add rows as needed. |   |  |   |   |   |                                 |  |
|-------------------------------------|--|--|--|---|--|---|---|---|---------------------------------|--|
| Date                                | Common:  | Preferred:                             |  |   |  |   |   |   |                                 |  |
|                                     | 1/01/2021  | 53,868,555                             | 0  |   |  |   |   |   |                                 |  |
| 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.                 | 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. |  |
| 6/10/2021                           | New  | 10,477,500                             | Common   | \$0.05  | Yes  | Boston Securities Group Pty Ltd.<br>Brian Harcourt<br>CEO | Equity issued in exchange for Galexy Corp. shares   | Restricted                                    | Section 4a2                     |  |
| 6/10/2021                           | New  | 3,667,040                              | Common   | \$0.05  | Yes  | Geza G. Molnar  | Equity issued in exchange for Galexy Corp. shares   | Restricted                                    | Section 4a2                     |  |
| 6/10/2021                           | New  | 3,143,175                              | Common   | \$0.05  | Yes  | James Beeker  | Equity issued in exchange for Galexy Corp. shares   | Restricted                                    | Section 4a2                     |  |
| 6/10/2021                           | New  | 1,000,000                              | Common   | \$0.05  | Yes  | James Carter  | Cash  | Restricted                                    | Section 4a2                     |  |
| 6/10/2021                           | New  | 838,180                                | Common   | \$0.05  | Yes  | Jorge J. Cruz Jr.   | Equity issued in exchange for Galexy Corp. shares   | Restricted                                    | Section 4a2                     |  |

|                  |            |                   |               |               |            |   |  |                   |                    |
|------------------|------------|-------------------|---------------|---------------|------------|---|--|-------------------|--------------------|
| <u>6/10/2021</u> | <u>New</u> | <u>2,095,450</u>  | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Mario Irizarry</u>                             | <u>Equity issued in exchange for Galexy Corp. shares</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/10/2021</u> | <u>New</u> | <u>1,257,270</u>  | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Mark Askey</u>                                 | <u>Equity issued in exchange for Galexy Corp. shares</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/10/2021</u> | <u>New</u> | <u>523,860</u>    | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Rachel Fyffe</u>                               | <u>Equity issued in exchange for Galexy Corp. shares</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/10/2021</u> | <u>New</u> | <u>77,997,525</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>RxMM Health Ltd<br/>Brian Harcourt<br/>CEO</u> | <u>Equity issued in exchange for Galexy Corp. shares</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/11/2021</u> | <u>New</u> | <u>200,000</u>    | <u>Common</u> | <u>\$0.03</u> | <u>Yes</u> | <u>David Harris</u>                               | <u>Cash</u>  | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/11/2021</u> | <u>New</u> | <u>700,000</u>    | <u>Common</u> | <u>\$0.03</u> | <u>Yes</u> | <u>Larry Anderson</u>                             | <u>Cash</u>  | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/11/2021</u> | <u>New</u> | <u>100,000</u>    | <u>Common</u> | <u>\$0.03</u> | <u>Yes</u> | <u>Brian Bischof</u>                              | <u>Cash</u>  | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/11/2021</u> | <u>New</u> | <u>250,000</u>    | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Keith Ring</u>                                 | <u>Cash</u>  | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/11/2021</u> | <u>New</u> | <u>250,000</u>    | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Ken Pope</u>                                   | <u>Cash</u>  | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/11/2021</u> | <u>New</u> | <u>2,333,335</u>  | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Michael Sean Albert</u>                        | <u>Cash</u>  | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/11/2021</u> | <u>New</u> | <u>20,000</u>     | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Michele Shareef</u>                            | <u>Cash</u>  | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/11/2021</u> | <u>New</u> | <u>25,000,000</u> | <u>Common</u> | <u>\$0.02</u> | <u>Yes</u> | <u>RxMM Health Ltd<br/>Brian Harcourt<br/>CEO</u> | <u>Debt Conversion</u>                                   | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>6/16/2021</u> | <u>New</u> | <u>100,000</u>    | <u>Common</u> | <u>\$0.10</u> | <u>Yes</u> | <u>David Moats</u>                                | <u>Cash</u>  | <u>Restricted</u> | <u>Section 4a2</u> |

|                  |            |                |               |               |            |   |   |                     |                           |
|------------------|------------|----------------|---------------|---------------|------------|---|---|---------------------|---------------------------|
| <u>6/17/2021</u> | <u>New</u> | <u>50,000</u>  | <u>Common</u> | <u>\$0.10</u> | <u>Yes</u> | <u>Brad Kitchen</u>   | <u>Cash</u>   | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/17/2021</u> | <u>New</u> | <u>100,000</u> | <u>Common</u> | <u>\$0.10</u> | <u>Yes</u> | <u>John T Flaxel</u>  | <u>Cash</u>   | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/17/2021</u> | <u>New</u> | <u>50,000</u>  | <u>Common</u> | <u>\$0.10</u> | <u>Yes</u> | <u>John Van Sant</u>  | <u>Cash</u>   | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/17/2021</u> | <u>New</u> | <u>50,000</u>  | <u>Common</u> | <u>\$0.10</u> | <u>Yes</u> | <u>Alan Hassall</u>   | <u>Cash</u>   | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/17/2021</u> | <u>New</u> | <u>100,000</u> | <u>Common</u> | <u>\$0.10</u> | <u>Yes</u> | <u>Jeffrey Wray<br/>Lawrence</u>  | <u>Cash</u>   | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/22/2021</u> | <u>New</u> | <u>139,900</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Boston Securities<br/>Group Pty Ltd<br/>Brian Harcourt<br/>CEO</u>                     | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/22/2021</u> | <u>New</u> | <u>176,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>George Roth</u>  | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/22/2021</u> | <u>New</u> | <u>189,600</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Geza G. Molnar</u>   | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/22/2021</u> | <u>New</u> | <u>250,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Malcolm<br/>Richmond</u>   | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/22/2021</u> | <u>New</u> | <u>176,770</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Mario Irizarry</u>   | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>6/22/2021</u> | <u>New</u> | <u>176,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Securities<br/>Compliance<br/>Management<br/>LLC<br/>Mike Roth<br/>Managing Member</u> | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section 4a2</u>        |
| <u>8/04/2021</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Paul Winkle</u>  | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>8/13/2021</u> | <u>New</u> | <u>666,667</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Roger Pham</u>   | <u>Cash</u>   | <u>Restricted</u>   | <u>Section 4a2</u>        |

|                   |            |                  |               |                |            |   |   |                     |                           |
|-------------------|------------|------------------|---------------|----------------|------------|---|---|---------------------|---------------------------|
| <u>8/13/2021</u>  | <u>New</u> | <u>166,666</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Leonite Fund I,<br/>LP Jake<br/>Morgenstern</u>                              | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>9/10/2021</u>  | <u>New</u> | <u>333,333</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Leonite Fund I,<br/>LP Jake<br/>Morgenstern</u>                              | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>10/19/2021</u> | <u>New</u> | <u>2,000,000</u> | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>ICF Industries,<br/>Inc. Paul Riss</u>                                       | <u>Shares<br/>Issued per<br/>Consulting<br/>Agreement</u> | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>10/22/2021</u> | <u>New</u> | <u>350,000</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Paul Winkle</u>  | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>10/26/2021</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>The Beling<br/>Family Trust<br/>David C. Beling<br/>Trustee</u>              | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>10/27/2021</u> | <u>New</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Leonite Fund I LP<br/>Jake<br/>Morgenstern</u>                               | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>11/01/2021</u> | <u>New</u> | <u>333,334</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>DDS Separate<br/>Property Trust</u>  | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>02/02/2022</u> | <u>New</u> | <u>133,333</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>The Beling<br/>Family Trust<br/>David C. Beling<br/>Trustee</u>              | <u>Cash</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>02/02/2022</u> | <u>New</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>The Diana and<br/>David Freshwater<br/>Living Trust<br/>David Freshwater</u> | <u>Cash</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>02/04/2022</u> | <u>New</u> | <u>150,000</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Paul Winkle</u>  | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>04/01/2022</u> | <u>New</u> | <u>133,333</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>The Beling<br/>Family Trust<br/>David C. Beling<br/>Trustee</u>              | <u>Cash</u>   | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>05/11/2022</u> | <u>New</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Mark A. Harden<br/>or Jackie E.<br/>Harden</u>                               | <u>Cash</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/09/2022</u> | <u>New</u> | <u>400,000</u>   | <u>Common</u> | <u>\$0.10</u>  | <u>Yes</u> | <u>Jonathan M.<br/>Wood</u>   | <u>Cash</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/09/2022</u> | <u>New</u> | <u>666,667</u>   | <u>Common</u> | <u>\$0.03</u>  | <u>Yes</u> | <u>Dr. Todd Zang</u>  | <u>Cash</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |

|                   |            |                  |               |                |            |   |   |                     |                           |
|-------------------|------------|------------------|---------------|----------------|------------|---|---|---------------------|---------------------------|
| <u>06/09/2022</u> | <u>New</u> | <u>1,515,151</u> | <u>Common</u> | <u>\$0.033</u> | <u>Yes</u> | <u>Mark A. Harden<br/>Jackie E. Harden</u>  | <u>Cash</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/09/2022</u> | <u>New</u> | <u>909,767</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Boston Securities<br/>Group Pty Ltd<br/>Brian Harcourt<br/>CEO</u>                     | <u>Accrued<br/>fees<br/>converted<br/>equity</u>    | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/09/2022</u> | <u>New</u> | <u>442,400</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Geza G. Molnar</u>   | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/09/2022</u> | <u>New</u> | <u>412,463</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Mario Irizarry</u>   | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/09/2022</u> | <u>New</u> | <u>410,667</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>George Roth</u>  | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/09/2022</u> | <u>New</u> | <u>50,000</u>    | <u>Common</u> | <u>\$0.10</u>  | <u>Yes</u> | <u>Reed &amp; Linda<br/>Woodruff</u>  | <u>Cash</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/13/2022</u> | <u>New</u> | <u>50,000</u>    | <u>Common</u> | <u>\$0.10</u>  | <u>Yes</u> | <u>Gagik<br/>Shamamyan</u>  | <u>Cash</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>06/30/2022</u> | <u>New</u> | <u>410,667</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Securities<br/>Compliance<br/>Management LLC<br/>Mike Roth<br/>Managing<br/>Member</u> | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>07/07/2022</u> | <u>New</u> | <u>453,333</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Rachel Fyffe</u>   | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>07/07/2022</u> | <u>New</u> | <u>819,833</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Geza G. Molnar</u>   | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>07/07/2022</u> | <u>New</u> | <u>1,623,333</u> | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Boston Securities<br/>Group Pty Ltd<br/>Brian Harcourt<br/>CEO</u>                     | <u>Accrued<br/>fees<br/>converted<br/>to equity</u> | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |

|                   |            |                  |               |               |            |  |  |                     |                           |
|-------------------|------------|------------------|---------------|---------------|------------|--|--|---------------------|---------------------------|
| <u>08/12/2022</u> | <u>New</u> | <u>833,333</u>   | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Wyatt21 LLC<br/>Emma Dowling<br/>Managing Partner</u>                     | <u>Cash</u>  | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>08/16/2022</u> | <u>New</u> | <u>466,667</u>   | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Wyatt21 LLC<br/>Emma Dowling<br/>Managing Partner</u>                     | <u>Cash</u>  | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>08/16/2022</u> | <u>New</u> | <u>666,667</u>   | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Habena<br/>Nominees Pty Ltd<br/>Stephen Hall<br/>Managing Partner</u>     | <u>Cash</u>  | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>08/16/202</u>  | <u>New</u> | <u>2,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Henry H. Moen</u>   | <u>Shares<br/>Issued per<br/>Acquisition<br/>of Interest<br/>Agreement</u> | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>08/16/2022</u> | <u>New</u> | <u>2,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Thomas M.<br/>Hensley, III</u>  | <u>Shares<br/>Issued per<br/>Acquisition<br/>of Interest<br/>Agreement</u> | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>08/16/2022</u> | <u>New</u> | <u>2,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Michael L.<br/>Chosewood</u>  | <u>Shares<br/>Issued per<br/>Acquisition<br/>of Interest<br/>Agreement</u> | <u>Unrestricted</u> | <u>Reg A<br/>Offering</u> |
| <u>08/31/2022</u> | <u>New</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Peter Matthew<br/>Blee</u>  | <u>Shares<br/>Issued per<br/>Acquisition<br/>Agreement</u>                 | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>08/31/2022</u> | <u>New</u> | <u>4,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Anne Margaret<br/>Biagi</u>   | <u>Shares<br/>Issued per<br/>Acquisition<br/>Agreement</u>                 | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>08/31/2022</u> | <u>New</u> | <u>2,650,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Trans Pacific<br/>Marine PTY Ltd.<br/>Owen Reily<br/>Managing Partner</u> | <u>Shares<br/>Issued per<br/>Acquisition<br/>Agreement</u>                 | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>08/31/2022</u> | <u>New</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Wyatt Chris Saul</u>  | <u>Shares<br/>Issued per<br/>Acquisition<br/>Agreement</u>                 | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |
| <u>08/31/2022</u> | <u>New</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Mark Godfrey<br/>Saul</u>   | <u>Shares<br/>Issued per</u>   | <u>Restricted</u>   | <u>Section<br/>4a2</u>    |

|                   |            |                  |               |               |            |   |  |                   |                    |
|-------------------|------------|------------------|---------------|---------------|------------|---|--|-------------------|--------------------|
|                   |            |                  |               |               |            |   | <u>Acquisition Agreement</u>                   |                   |                    |
| <u>08/31/2022</u> | <u>New</u> | <u>1,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Elden Thorell Saul</u>                                       | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/31/2022</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Embia Linnea Ingall Saul</u>                                 | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/31/2022</u> | <u>New</u> | <u>1,500,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Miriam Saul</u>  | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/31/2022</u> | <u>New</u> | <u>2,250,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Joseph John Bito Biagi</u>                                   | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/01/2022</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Richard Warfe</u>  | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/01/2022</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Joshua Biagi</u>   | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/01/2022</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Anthony Prpic</u>  | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/01/2022</u> | <u>New</u> | <u>2,500,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>True Colors Intl LLC Schiber Vandegriff Managing Partner</u> | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/01/2022</u> | <u>New</u> | <u>2,000,000</u> | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Mario Irizarry</u>   | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/01/2022</u> | <u>New</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.15</u> | <u>Yes</u> | <u>Cameron Dean Irizarry</u>                                    | <u>Shares Issued per Acquisition Agreement</u> | <u>Restricted</u> | <u>Section 4a2</u> |

|                   |            |                   |               |                |            |  |  |                     |                       |
|-------------------|------------|-------------------|---------------|----------------|------------|--|--|---------------------|-----------------------|
| <u>09/01/2022</u> | <u>New</u> | <u>500,000</u>    | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Brendon Irizarry</u>  | <u>Shares Issued per Acquisition Agreement</u>           | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>09/01/2022</u> | <u>New</u> | <u>350,000</u>    | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Jeff and Jeanette Tackett</u>                                     | <u>Consulting Services</u>                               | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>09/01/2022</u> | <u>New</u> | <u>10,000,000</u> | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>MERIS LLC<br/>Fronz Tizeli<br/>Managing Partner</u>               | <u>Shares Issued per Acquisition Agreement</u>           | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>09/01/2022</u> | <u>New</u> | <u>10,000,000</u> | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>MYNOT LLC<br/>Tehina Tomy<br/>Managing Partner</u>                | <u>Shares Issued per Acquisition Agreement</u>           | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>09/01/2022</u> | <u>New</u> | <u>9,500,000</u>  | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Wyatt21 LLC<br/>Emma Dowling<br/>Managing Partner</u>             | <u>Shares Issued per Acquisition Agreement</u>           | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>09/08/2022</u> | <u>New</u> | <u>7,000,000</u>  | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Habena Nominees Pty Ltd<br/>Stephen Hall<br/>Managing Partner</u> | <u>Shares Issued for Wellbeing Farms Debt Conversion</u> | <u>Unrestricted</u> | <u>Reg A Offering</u> |
| <u>09/09/2022</u> | <u>New</u> | <u>200,000</u>    | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Al Slavich</u>  | <u>Shares in Lieu of Loan Repayment</u>                  | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>01/18/2023</u> | <u>New</u> | <u>1,000,000</u>  | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Mark A Harden<br/>Jackie E. Harden</u>                            | <u>Cash</u>  | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>02/01/2023</u> | <u>New</u> | <u>100,000</u>    | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Richard D. Andersen</u>   | <u>Cash</u>  | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>02/09/2023</u> | <u>New</u> | <u>200,000</u>    | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Bobby Bartlet</u>   | <u>Cash</u>  | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>02/09/2023</u> | <u>New</u> | <u>100,000</u>    | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Christopher Reid</u>  | <u>Cash</u>  | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>02/10/2023</u> | <u>New</u> | <u>166.667</u>    | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Mark L Leavitt</u>  | <u>Cash</u>  | <u>Restricted</u>   | <u>Section 4a2</u>    |
| <u>02/10/2023</u> | <u>New</u> | <u>1,100,000</u>  | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Mark L Leavitt</u>  | <u>Cash</u>  | <u>Restricted</u>   | <u>Section 4a2</u>    |

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|-------------------|------------|------------------|---------------|---------------|------------|---|-------------|-------------------|--------------------|
| <u>02/15/2023</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Christopher Reid</u>                           | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>02/15/2023</u> | <u>New</u> | <u>100,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Richard D Andersen</u>                         | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>02/16/2023</u> | <u>New</u> | <u>520,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Al Slavich</u>                                 | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>02/17/2023</u> | <u>New</u> | <u>100,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Dewey Thurman Pitts</u>                        | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>02/23/2023</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Steven Stearman</u>                            | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>02/23/2023</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>ES Family Fitness, LLC</u>                     | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>02/23/2023</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Building Blocks Childcare Center</u>           | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>02/24/2023</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Anthony D Baade</u>                            | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>03/09/2023</u> | <u>New</u> | <u>600,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Richard D Andersen</u>                         | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>03/22/2023</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Richard D Andersen</u>                         | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>03/30/2023</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>JL Consulting LLC Julio Milan Sr. Sole MBR</u> | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>03/31/2023</u> | <u>New</u> | <u>400,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Joe Cunningham</u>                             | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>04/03/2023</u> | <u>New</u> | <u>150,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Anthony D Baade</u>                            | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>04/04/2023</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Z and Z Podiatry Ltd. Dr. Todd Zang</u>        | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>04/06/2023</u> | <u>New</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Rob McGregor</u>                               | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>04/11/2023</u> | <u>New</u> | <u>2,000,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>DDS Separate Property Trust David Shively</u>  | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>04/12/2023</u> | <u>New</u> | <u>400,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Patricia Sandoval</u>                          | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>04/18/2023</u> | <u>New</u> | <u>100,000</u>   | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Pat Devereaux</u>                              | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |

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|-------------------|------------|----------------|---------------|---------------|------------|--|---|-------------------|--------------------|
| <u>04/19/2023</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Richard and Merra N. Rosser</u>               | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>04/20/2023</u> | <u>New</u> | <u>200,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Richard D. Andersen</u>                       | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>05/02/2023</u> | <u>New</u> | <u>100,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Wayne T. Young</u>                            | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>05/05/2023</u> | <u>New</u> | <u>700,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Randy McGregor</u>                            | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>05/15/2023</u> | <u>New</u> | <u>200,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Coreen Reinhart</u>                           | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>05/22/2023</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>DDS Separate Property Trust David Shively</u> | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>05/23/2023</u> | <u>New</u> | <u>100,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Pat Devereaux</u>                             | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>05/30/2023</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Dr. Rich Yeater</u>                           | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/07/2023</u> | <u>New</u> | <u>100,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Richard D Andersen</u>                        | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/09/2023</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>John Walsh</u>                                | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/13/2023</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Dr. Hansen Le</u>                             | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/13/2023</u> | <u>New</u> | <u>100,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Pat Devereaux</u>                             | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/13/2023</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Gregory D. Wilson</u>                         | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/14/2023</u> | <u>New</u> | <u>250,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Tiffany Johnston</u>                          | <u>Accrued fees converted to equity</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/15/2023</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>John Walsh</u>                                | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/21/2023</u> | <u>New</u> | <u>500,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Greg Anderson</u>                             | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/21/2023</u> | <u>New</u> | <u>400,000</u> | <u>Common</u> | <u>\$0.05</u> | <u>Yes</u> | <u>Joe Cunningham</u>                            | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |

|                   |            |                  |               |                |            |   |   |                   |                    |
|-------------------|------------|------------------|---------------|----------------|------------|---|---|-------------------|--------------------|
| <u>06/21/2023</u> | <u>New</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>William Jesse and Robin Lea Hanger</u>                         | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/21/2023</u> | <u>New</u> | <u>333,333</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Howard Monte Hawes</u>   | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/28/2023</u> | <u>New</u> | <u>333,333</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Dr. Hansen Le</u>  | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>06/29/2023</u> | <u>New</u> | <u>333,333</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Greg Andersen</u>  | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/11/2023</u> | <u>New</u> | <u>1,800,000</u> | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Boston Securities Group Pty Ltd<br/>Brian Harcourt<br/>CEO</u> | <u>Accrued fees converted to equity</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/11/2023</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.15</u>  | <u>Yes</u> | <u>Boston Securities Group Pty Ltd<br/>Brian Harcourt<br/>CEO</u> | <u>Accrued fees converted to equity</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/11/2023</u> | <u>New</u> | <u>645,000</u>   | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Rob McGregor</u>   | <u>Accrued fees converted to equity</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/11/2023</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Tiffany Johnston</u>   | <u>Accrued fees converted to equity</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/18/2023</u> | <u>New</u> | <u>933,333</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>DDS Separate Property Trust<br/>David Shively</u>              | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/20/2023</u> | <u>New</u> | <u>400,000</u>   | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>RxMM Health Ltd<br/>Brian Harcourt<br/>CEO</u>                 | <u>Accrued fees converted to equity</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/24/2023</u> | <u>New</u> | <u>166,667</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Howard Monty Hawes</u>   | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/25/2023</u> | <u>New</u> | <u>66,667</u>    | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Brandon Wagg</u>   | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>07/25/2023</u> | <u>New</u> | <u>66,667</u>    | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Tyler Thuan Thanh Nguyen</u>                                   | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/02/2023</u> | <u>New</u> | <u>200,000</u>   | <u>Common</u> | <u>\$0.10</u>  | <u>Yes</u> | <u>Pat Devereaux</u>  | <u>Cash</u>                             | <u>Restricted</u> | <u>Section 4a2</u> |

|                   |            |                  |               |                |            |   |                                   |                   |                    |
|-------------------|------------|------------------|---------------|----------------|------------|---|-----------------------------------|-------------------|--------------------|
| <u>08/02/2023</u> | <u>New</u> | <u>66,667</u>    | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Leanne Tainsh</u>  | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/03/2023</u> | <u>New</u> | <u>75,000</u>    | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Andy Nguyen</u>  | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/09/2023</u> | <u>New</u> | <u>100,000</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Anthony D Baade</u>  | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/21/2023</u> | <u>New</u> | <u>133,333</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>William Jesse and Robin Lea Hanger</u>                         | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/21/2023</u> | <u>New</u> | <u>33,333</u>    | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Richard D Andersen</u>   | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>08/24/2023</u> | <u>New</u> | <u>66,667</u>    | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Steven Bellach</u>   | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/11/2023</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.10</u>  | <u>Yes</u> | <u>Mark A. Harden Jackie E. Harden</u>                            | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/14/2023</u> | <u>New</u> | <u>500,000</u>   | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>D&amp;P Kuipers Superfund Dave Kuipers</u>                     | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/14/2023</u> | <u>New</u> | <u>333,333</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Eric Emick Near</u>  | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/15/2023</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.10</u>  | <u>Yes</u> | <u>The AJ Trust Dated September 14, 2019 Trustee Jason Pawlak</u> | <u>Bonus Shares</u>               | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>09/19/2023</u> | <u>New</u> | <u>133,333</u>   | <u>Common</u> | <u>\$0.075</u> | <u>Yes</u> | <u>Sharon Webb</u>  | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>10/20/2023</u> | <u>New</u> | <u>558,333</u>   | <u>Common</u> | <u>\$0.03</u>  | <u>Yes</u> | <u>Mark A. Harden Jackie E. Harden</u>                            | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>10/25/2023</u> | <u>New</u> | <u>250,000</u>   | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Mark A. Harden Jackie E. Harden</u>                            | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>10/30/2023</u> | <u>New</u> | <u>416,667</u>   | <u>Common</u> | <u>\$</u>      | <u>Yes</u> | <u>Howard Monte Hawes</u>   | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>11/16/2023</u> | <u>New</u> | <u>2,000,000</u> | <u>Common</u> | <u>\$0.05</u>  | <u>Yes</u> | <u>Danny L. Gay</u>   | <u>Shares Issued per Contract</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| <u>11/22/2023</u> | <u>New</u> | <u>1,666,667</u> | <u>Common</u> | <u>\$0.03</u>  | <u>Yes</u> | <u>DDS Separate Property Trust</u>                                | <u>Cash</u>                       | <u>Restricted</u> | <u>Section 4a2</u> |

|  |                            |                |               |               |            |                            |             |                   |                    |
|--|----------------------------|----------------|---------------|---------------|------------|----------------------------|-------------|-------------------|--------------------|
| <u>11/29/2023</u>                          | <u>New</u>                 | <u>100,000</u> | <u>Common</u> | <u>\$0.03</u> | <u>Yes</u> | <u>Richard D. Andersen</u> | <u>Cash</u> | <u>Restricted</u> | <u>Section 4a2</u> |
| Shares Outstanding on Date of This Report: |                            |                |               |               |            |                            |             |                   |                    |
| <u>Ending Balance:</u>                     |                            |                |               |               |            |                            |             |                   |                    |
| Date <u>12/31/2023</u>                     | Common: <u>244,926,107</u> |                |               |               |            |                            |             |                   |                    |
| Preferred: <u>0</u>                        |                            |                |               |               |            |                            |             |                   |                    |

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

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

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

\_\_\_\_\_

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder.<br>*** You must disclose the control person(s) for any entities listed. | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|---|---|
| _____                 | _____                    | _____                             | _____                 | _____         | _____  | _____   | _____   |
| _____                 | _____                    | _____                             | _____                 | _____         | _____  | _____   | _____   |
| _____                 | _____                    | _____                             | _____                 | _____         | _____  | _____   | _____   |
| _____                 | _____                    | _____                             | _____                 | _____         | _____  | _____   | _____   |

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

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

\_\_\_\_\_

## 4) Issuer's Business, Products and Services

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

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

We are developing high-profile, big box (over the counter) and online Functional Mushroom products through a dedicated website and Amazon store. Marketing to wholesale distributors and directly to consumers through strategically placed Smart Vending Kiosks.

The Company is also seeking to acquire existing businesses whose products and distribution structures are complimentary to its proprietary product range and marketing plan.

Based in Newport Beach California, Galexy is leveraging the increasing, wide-spread consumer interest in the benefits available from natural plant-based health products.

Galexy's initial product range is comprised of tinctures, gummies, and capsule products which are formulated for a variety of popular indications and has plans to expand the product range over the next 12 months to include proprietary formulations and consumer delivery methods.

The Company sold its 100% owned subsidiary, Galexy Corporation to RxMM Health Limited of Australia on July 19, 2022, for 50,000,000 Galexy Holdings, Inc.'s shares. With the company retaining a license to Genus product range. This transaction reduced Galexy Holdings, Inc.'s, issued and outstanding shares by 50 million shares

On August 4, 2022, the Company completed the acquisition of Wellbeing Farms LLC, a company specializing in the production and marketing of specially formulated Functional Mushroom and Adaptogen health products. The Company issued 30 million restricted common shares to acquire 100% of Wellbeing Farm's membership interests. Wellbeing Farms' is marketing directly to retail in the USA, Mexico, and UK. and through its patent pending customer verification smart vending kiosks.

On July 3, 2023, the Company established Galexy LLC controlling 52% of a Direct Sales Marketing Company, selling a full line of functional mushroom and adaptogen products. Galexy LLC also offers an innovative technology software delivering 'real-time' payment information, fast pay solutions, compensation management, and real-time reporting to scale and manage distributors' businesses in 'real-time'.

On August 7, 2023 the Company established VendGenie, a vending machine using a technology solution for age verification products providing 24 x 7 access and convenience.

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

The Company has four subsidiaries; AgTech Global Inc., a Nevada corporation incorporated on May 26, 2016; Wellbeing Farms LLC acquired on 4 August 2022 and ABC Wholesale LLC acquired on 17 August 2022. Galexy LLC established July 3, 2023 and VendGenie August 7, 2023 AgTech Global Inc. has no current operations. For the description of Wellbeing Farms LLC, Galexy LLC, and VendGenie, please see Item 4A of this report.

C. Describe the issuers' principal products or services.

### **Functional Mushroom Products**

Functional mushroom products, through our Wellbeing Farms brand, remains Galexy Holdings' core product range. We offer a unique range of Functional Mushrooms, combined with targeted adaptogens, to create specific blends that assist with – Energy, Focus, Wellbeing, Calm, Sleep, and Immunity. Our product range includes Gummies, Glycerite Tinctures and Capsules made with the highest quality ingredients that include 100-day triple extracted US grown mushrooms.

We work closely with the manufacturer on research and development to continually create new products for the market. New products have been developed and will continue to be developed, to capture the ever-growing functional mushroom industry.

### **5) Issuer's Facilities**

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

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

The Company's Principal Executive office, consisting of 629 square feet, is located at 4630 Campus Drive, Suite 104, Newport Beach, CA, 92660 and subject to the following: month to month at \$1,731.00 per month.

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

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

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

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

| Names of All Officers, Directors, and Control Persons | Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Names of control person(s) if a corporate entity                   |
|---|---|---|------------------------|------------------|---|--|
| <u>Michael Biagi</u>                                  | <u>CEO, Director</u>  | <u>Newport Beach, CA</u>                | <u>7,325,000</u>       | <u>N/A</u>       | <u>2.84%</u>                              | _____  |
| <u>Iain G. Saul</u>                                   | <u>Chairman of the Board</u>  | <u>Redcliffe, Queensland, Australia</u> | <u>1,300,000</u>       | <u>N/A</u>       | <u>0.50%</u>                              |  |
| <u>Rachel Fyffe</u>                                   | <u>VP Communications Director</u>   | <u>Dana Point, CA</u>                   | <u>2,053,293</u>       | <u>N/A</u>       | <u>0.80%</u>                              | _____  |
| <u>DDS Separate Property Trust</u>                    | <u>Owner of more than 5%</u>  | <u>Bakersfield, CA</u>                  | <u>19,600,000</u>      | <u>N/A</u>       | <u>7.61%</u>                              | <u>DDS Separate Property Trust is managed by Dr. David Shively</u> |
| <u>Habena Nominees Pty Ltd</u>                        | <u>Affiliation – Chairman of the Board</u>                                  | <u>Brisbane, Queensland, Australia</u>  | <u>4,841,667</u>       | <u>N/A</u>       | <u>1.88%</u>                              | <u>Iain Saul Director of Habena Nominees</u>                       |
| _____   | _____   | _____                                   | _____                  | _____            | _____                                     | _____  |
|   |   |   |                        |                  |   |  |
|   |   |   |                        |                  |   |  |
|   |   |   |                        |                  |   |  |

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

*Footnotes: Iain G Saul was appointed to Chairman of the Board on November 10, 2023. Michael Biagi was appointed as CEO and as a Director on November 13, 2023. Brian Harcourt resigned as Chairman of the Board and Director on November 10, 2023.*

*Galexxy Holdings, Inc. irrevocably assigns, conveys, and transfers its entire sixty-nine percent (69%) Economic Interest and its entire sixty-nine percent (69%) Membership Interest in ABC Wholesale Products, LLC, a Georgia limited liability company, to ABC Partners, LLC, a Georgia limited liability company effective February 9, 2024.*

*March 29, 2024 Geza G. Molnar retired and resigned as Chief Financial Officer, Corporate Secretary and as a member of the Board of Directors of Galexxy Holdings, Inc.*

## 7) Legal/Disciplinary History

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

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

## 8) **Third Party Service Providers**

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Dietrich & Associates – Christopher Dietrich  
Address 1: 11835 W Olympic Blvd., Suite 1055E, Los Angeles, CA 90064  
Address 2: \_\_\_\_\_  
Phone: (310) 312-6888  
Email: venturelaw@gmail.com  
Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): <https://twitter.com/GXXYHoldings>  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 9) Disclosure & Financial Information

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

Name: Rachel Fyffe  
Title: VP of Communications  
Relationship to Issuer: Director and VP of Communications

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

- IFRS  
 U.S. GAAP

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

Name: Rodney Sperry – Sperry Advisory Services, LLC  
Title: Consulting Accountant  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

Mr. Sperry has 14 years of experience in public accounting at leading accounting services and consulting firms in Utah. His industry background includes audits for both private and publicly traded companies in various industries including manufacturing, distribution, mining, energy, and not for profit organizations. He has served as outside controller for several public companies over the last fourteen years and has been responsible for SEC filings and compliance. Mr. Sperry was a licensed CPA in the state of Utah from February 2001 through September 2014 and has operated his own practice for the past fourteen years. He obtained his Bachelor degree in accounting from Westminster College and his Master's degree in business administration from Utah State University.

Provide the following qualifying financial statements:

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

### **Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.

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

- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

## 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, Michael Biagi certify that:

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

April 16, 2024

/s/ Michael Biagi

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

*Principal Financial Officer:*

I, Rodney Sperry certify that:

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

April 16, 2024

/s/ Rodney Sperry

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

**GALEXXY HOLDINGS, INC.**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2023**

**(UNAUDITED)**

**Galexxy Holdings, Inc.**  
**Consolidated Balance Sheet**  
**December 31, 2023**  
**(UNAUDITED)**

|  |    | <u>December 31, 2023</u> |
|--|----|--------------------------|
| <b>ASSETS</b>                                    |    |                          |
| Current Assets                                   |    |                          |
| Cash and Cash Equivalents                        | \$ | 163,317                  |
| Net Accounts Receivable                          |    | 113,088                  |
| Inventory  |    | 176,921                  |
| Prepaid Expenses                                 |    | 27,438                   |
| Other Current Assets                             |    | 16,493                   |
| Total Current Assets                             |    | <u>497,257</u>           |
| Fixed Assets                                     |    |                          |
| Property, Plant and Equipment                    |    | 452,906                  |
| Accumulated Depreciation                         |    | (65,402)                 |
| Net Fixed Assets                                 |    | <u>387,504</u>           |
| Goodwill and Intellectual Property               |    | -                        |
| Other Assets                                     |    | 17,438                   |
| Total Assets                                     | \$ | <u><u>902,198</u></u>    |
| <b>LIABILITIES AND SHAREHOLDERS'<br/>DEFICIT</b> |    |                          |
| Current Liabilities                              |    |                          |
| Accounts Payable                                 | \$ | 203,095                  |
| Accrued Liabilities                              |    | 383,281                  |
| Short-term Loans Payable                         |    | 116,100                  |
| Total Current Liabilities                        |    | <u>702,476</u>           |
| Long-term Liabilities                            |    |                          |
| Long-term Loans Payable                          |    | 76,259                   |
| Long-term Loan Payable-RxMM Health Ltd           |    | 206,036                  |
| Long-term Loan Payable-Habena                    |    | 475,000                  |
| Nominees   |    | 475,000                  |
| Total Long-term Liabilities                      |    | <u>757,295</u>           |
| Total Liabilities                                |    | 1,459,771                |
| Shareholders' Deficit                            |    |                          |
| Common Stock                                     |    | 244,926                  |
| Additional Paid-in Capital                       |    | 14,892,774               |
| Accumulated Deficit                              |    | (15,971,520)             |
| Total Controlling Interest                       |    | (833,820)                |
| Non-Controlling Interest                         |    | 276,247                  |
| Total Shareholders' Deficit                      |    | <u>(557,573)</u>         |
| Total Liabilities and Shareholders' Deficit      | \$ | <u><u>902,198</u></u>    |

**Galexxy Holdings, Inc**  
**Consolidated Statement of Operations**  
**Year Ended December 31, 2023**  
**(UNAUDITED)**

|   | <b>For the Year Ended<br/>December 31, 2023</b> |
|---|---|
| Revenue   | \$ 1,055,745                                    |
| Cost of Goods Sold  | 583,461   |
| Gross Profit  | 472,284   |
| Operating Expenses  |   |
| Marketing and Selling Expenses  | 39,294  |
| Depreciation Expense  | 43,262  |
| General and Administrative Expenses   | 1,227,769                                       |
| Total Operating Expenses  | 1,310,325                                       |
| Income (Loss) from Operations   | (838,041)                                       |
| Other Income (Expenses)   |   |
| Other Income  | 1,358   |
| Loss on Disposal of Fixed Assets  | (15,338)  |
| Total Other Income (Expenses)   | (13,980)  |
| Net Income (Loss) from Operations before Income Taxes                             | (852,021)                                       |
| Provision for Income Taxes  | -   |
| <b>Net Income (Loss)</b>  | <b>(852,021)</b>                                |
| Net Income (Loss) - Non-Controlling Interest                                      | 260,924   |
| <b>Net Income (Loss) - Controlling Interest</b>                                   | <b>\$ (591,097)</b>                             |
| Net Income (Loss) per share - Basic and Diluted                                   | \$ (0.00)                                       |
| Weighted Average Number of Shares Outstanding during the Year - Basic and Diluted | 229,196,632                                     |

**Galaxy Holdings, Inc**  
**Consolidated Statement of Changes in Stockholders' Deficit**  
**Year Ended December 31, 2023**  
**(UNAUDITED)**

|                                   | Common Stock       |                   | Additional Paid-<br>in Capital | Accumulated<br>Deficit | Non-Controlling<br>Interest | Total<br>Shareholders'<br>Deficiency |
|-----------------------------------|--------------------|-------------------|--------------------------------|------------------------|-----------------------------|--------------------------------------|
|                                   | Shares             | Amount            |                                |                        |                             |                                      |
| <b>Balance, December 31, 2022</b> | 216,444,441        | \$ 216,444        | \$ 13,715,586                  | \$ (15,380,423)        | \$ 37,171                   | \$ (1,411,222)                       |
| Issuance of Common Shares         | 28,481,666         | 28,482            | 1,177,188                      | -                      | -                           | 1,205,670                            |
| Subsidiary Equity sold for Cash   | -                  | -                 | -                              | -                      | 500,000                     | 500,000                              |
| Net Income (Loss) for the Year    | -                  | -                 | -                              | (591,097)              | (260,924)                   | (852,021)                            |
| <b>Balance, December 31, 2023</b> | <u>244,926,107</u> | <u>\$ 244,926</u> | <u>\$ 14,892,774</u>           | <u>\$ (15,971,520)</u> | <u>\$ 276,247</u>           | <u>\$ (557,573)</u>                  |

**Galexxy Holdings, Inc**  
**Consolidated Statement of Cash Flows**  
**Year Ended December 31, 2023**  
**(UNAUDITED)**

|   | <b>For the Year Ended<br/>December 31, 2023</b> |
|---|---|
| <b>Cash flows from operating activities:</b>                                |   |
| Net income (loss)   | \$ (852,021)                                    |
| Net income (loss) from discontinued operations                              | -   |
| Adjustments to reconcile net loss to net cash used in operating activities: |   |
| Depreciation  | 43,262  |
| Loss on disposal of assets  | 15,338  |
| Changes in operating assets and liabilities:                                |   |
| Accounts Receivable   | (107,380)                                       |
| Prepaid Expenses  | (20,000)  |
| Inventory   | (118,675)                                       |
| Other Receivable  | (16,493)  |
| Accounts Payable  | 27,188  |
| Accrued Expenses  | (948,862)                                       |
| Net cash used in operating activities                                       | (1,977,643)                                     |
| <b>Cash flows from investing activities:</b>                                |   |
| Purchase of Property, Plant and Equipment                                   | (70,154)  |
| Proceeds from Selling Equity in Subsidiary                                  | 500,000   |
| Net cash flows used in investing activities                                 | 429,846   |
| <b>Cash flows from financing activities:</b>                                |   |
| Proceeds from Short-term Loans  | 100,000   |
| Repayment of Short-term Loans   | (7,273)   |
| Proceeds from Issuance of Common Stock                                      | 1,499,990                                       |
| Net cash provided by financing activities                                   | 1,592,717                                       |
| <b>Net change in cash</b>   | 44,920  |
| Cash and cash equivalents - beginning of period                             | 118,397   |
| <b>Cash and cash equivalents - end of period</b>                            | \$ 163,317                                      |

**GALEXXY HOLDINGS, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2023**

**Note 1: Establishment and operations of the Company**

**Galexxy Holdings, Inc. (formerly AgTech Global International, Inc.)** (the “Company”) was formed as a Nevada corporation on May 9, 2000, under the name of PasoVideo.com, Inc. The Company subsequently went through several name changes and on March 29, 2022, the Company changed its name to Galexxy Holdings, Inc.

In April 2017, the Company entered into a Contribution Agreement with RxMM Health Ltd by which the Company acquired control of AgTech Global, Inc. a wholly owned subsidiary of RxMM Health Ltd. After acquiring control of AgTech Global the Company changed its name to AgTech Global International, Inc. In June 2017, the terms of that Contribution Agreement were finalized in an exchange of the Company’s common stock.

Galexxy Holdings, Inc. is based in Newport Beach, California, and its shares trade on the OTC Markets Pink Sheets as OTC: GXXY.

Galexxy Holdings Inc. (Galexxy) recently completed a reorganization of its capital structure and business strategy and in April 2021 the Company entered the high growth CBD consumer products market. The Company’s principal executive leased offices are located at 4630 Campus Drive, Suite 104, Newport Beach, CA 92660. The secondary leased facility consists of a warehouse, operations, and manufacturing facility located at 41655 Reagan way, Suites A-B, Murrieta, CA 92562.

GXXY sold its 100% owned subsidiary, Galexxy Corporation to RxMM Health Limited on July 19, 2022, for 50,000,000 Galexxy Holdings, Inc. shares. As part of this sale Galexxy Corporation, assigned GXXY a perpetual exclusive license for North America to its VRMS technology and the Genus CBD product range. This transaction reduced Galexxy Holdings, Inc. issued and outstanding shares by 50 million shares.

On August 3, 2022, the Company acquired Wellbeing Farms LLC., (WBF) as a 100% owned subsidiary, located at its Murrieta facility. The Company issued 30 million restricted common shares to acquire 100% of Wellbeing Farm’s membership interests. WBF is a Functional Mushroom and Phytocannabinoid health supplements production and sales company.

On August 12, 2022, the Company acquired a 69% majority controlling interest in ABC Wholesale LLC., which is based in Gainesville, Georgia where it produces and is successfully marketing its proprietary AVALOO™ range of quality CBD consumer products.

The ABC Wholesale acquisition, which is being structured as a Galexxy subsidiary is generating profitable revenues. This acquisition will enable The Company to access new markets in eastern states through 20 wholesale distributors that sell ABC products to a significant number of retail outlets. The ABC acquisition will also provide white labelling and cross marketing opportunities between ABC’s and Wellbeing Farms’ products for their respective markets.

The Company prepares its annual consolidated financial statements as of December 31<sup>st</sup> of each year. These consolidated financial statements reflect the historical financial position, results of operations and cash flows of Galexxy Holdings, Inc. during each respective period.

**Note 2: Summary of significant accounting policies.**

The financial statements are prepared in accordance with generally accepted accounting principles in the United States and under the historical cost convention.

The significant accounting policies adopted by the Company are as follows:

### **Cash and cash equivalents**

Cash and cash equivalents comprise current bank accounts and other bank deposits free of encumbrances and having maturity dates of three months or less from the respective dates of deposit.

### **Financial instruments**

Financial assets and financial liabilities are recognized on the Company's balance sheet when the Company has become a party to the contractual provisions of the instrument.

### **Receivables**

Trade accounts receivable are stated at nominal value, less an appropriate allowance for estimated uncollectible accounts to reflect any loss anticipated on the trade accounts receivable balances and charged to the provision for doubtful accounts. The allowance for doubtful accounts is determined based on the Company's history of write offs, the level of past due accounts based on the contractual terms of the receivables and its relationship with its customers and their economic status.

### **Payables**

Trade accounts payable and other accounts payable are stated at nominal value.

### **Due to related parties**

Amounts due to related party are stated at nominal value.

### **Borrowing**

Interest bearing bank loans and overdrafts are recorded at the time that the proceeds are received. Direct issue costs are capitalized and amortized over the related loan period.

### **Share capital**

Shares of common stock issued by the Company are recorded at the consideration received, net of direct issue costs.

### **Use of Estimates and Assumptions**

The use of estimates and assumptions as determined by management are required in the preparation of the Company's financial statements in conformity with generally accepted accounting principles. These estimates are based on management's evaluation of historical trends and other information available when the financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate. Actual results could differ from those estimates.

### **Inventories**

Inventories are stated at the lower of cost or market value. Cost is determined using the first-in, first-out (FIFO) method. Cost comprises invoice value plus applicable shipping charges in the case of raw materials, packing materials and consumable operating supplies. Finished goods comprise cost of materials plus applicable labor and overhead charges that have been incurred in manufacturing the inventories. Market value is based on the estimated selling price of the product. Provisions are made for obsolete and slow-moving items.

### **Property, Plant and Equipment**

Property, plant, and equipment are carried at cost less accumulated depreciation. Plant and equipment are depreciated using the straight-line method over their respective estimated useful lives as follows:

|   |         |
|---|---------|
| Machinery and equipment                   | 7 Years |
| Furniture, fixtures, and office equipment | 5 Years |
| Computer equipment                        | 3 Years |

Depreciation is charged on these assets from the date on which they are placed in service.

### **Revenue Recognition**

Revenue is recognized when title and risk of loss are transferred to customers upon delivery, based on the terms of the sale and collectability is reasonably assured. Revenue is recognized as the net amount received after deducting estimated amounts for discounts, trade allowances and returns of damaged or out-of-date products.

### **Income taxes**

The Company is subject to federal and state taxes on corporate income. However, due to the lack of activity and losses that the Company has incurred it paid no federal corporate income taxes and only minimum state income taxes based on statutory requirements.

### **Borrowing costs**

Borrowing costs are recognized as an expense in the period in which they are incurred except those that are directly attributed to the acquisition and construction of an asset that takes a substantial period to get ready for its intended use. Such borrowing costs are capitalized as part of the related asset until such time as the asset is substantially ready for use.

### **Research and development costs**

Expenditures for research and development are recognized as an expense as incurred.

### **Leases**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease. The Company had no financing leases as of December 31, 2023.

### **Financial instruments: credit, interest rate and exchange rate risk exposures**

The Company's activities expose it to a variety of financial risks, primarily credit risk and interest rate risk. Risk management is carried out by the Company's Chief Financial Officer. The Company does have written policies to manage customer credit risk that typically limit the amount of credit exposure to a single customer. The Company's interest rate risk arises from bank borrowings and other loans which have fixed interest rates.

**Credit risk** - The Company's credit risk is primarily attributable to trade accounts receivable. The credit risk on cash and cash equivalents is limited as the counterparties are banks with high credit ratings.

**Interest rate risk** - Term loans and other bank borrowings are at floating rates of interest generally obtained within the United States of America, which are negotiated with the banks at

various indexes plus negotiated margins. Amounts due to related parties currently bear interest rates varying between 5% and 10%.

**Exchange rate risk** - The Company has no significant exchange rate risk as substantially all financial assets and financial liabilities are denominated in U.S. dollars.

### **Financial instruments: fair values**

The fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. As of December 31, 2023, the fair values of the Company's financial assets and financial liabilities approximate their carrying values.

### **Segmental reporting**

The Company has only one reporting segment. The Company's primary focus is proprietary CBD and functional mushroom products.

### **Contingent liabilities**

There were no contingent liabilities of which management was aware as of December 31, 2023.

### **Note 3: Cash and cash equivalents**

As of December 31, 2023, the Company had cash balances of \$163,317.

### **Note 4: Trade accounts receivable**

As of December 31, 2023, the Company had trade accounts receivable amounting to \$ \$113,088.

### **Note 5: Intercompany Receivables**

As of December 31, 2023, the Company had no intercompany receivables.

### **Note 6: Inventories**

As of December 31, 2023, the Company had inventories of \$176,921.

### **Note 7: Property, plant, and equipment**

Property, plant, and equipment are carried at cost less accumulated depreciation. As of December 31, 2023, the Company had net property, plant, and equipment of \$387,504. Depreciation expense for the year ended December 31, 2023, was \$43,262.

### **Note 8: Leases**

The Company entered into an operating lease in April 2021 for a term of two years. The rent expense under lease for the year ended December 31, 2023, was \$85,188.

### **Note 9: Trade accounts payable and other accounts payable**

As of December 31, 2023, the Company had trade accounts payables of \$ \$203,095.

### **Note 10: Accrued Expenses**

As of December 31, 2023, the Company had accrued expenses of \$ \$383,282.

**Note 11: Loan Payable**

As of December 31, 2023, the Company had loans payable to Habena Nominees of \$475,000, RxMM Health Ltd of \$206,036, and other loans payable of \$172,100.

**Note 12: Income Taxes**

The Company is subject to federal and state taxes on corporate income. However, due to the losses that the Company has incurred in prior years it paid no federal corporate income taxes and only minimum state income taxes based on statutory requirements. As a result of loss carry-overs, the Company did not pay federal income taxes for the years ended December 31, 2021, and 2022. The Company does not expect to pay any income taxes for the year ended December 31, 2023.

**Note 13: Capital Stock**

The Company has one class of common stock with a \$0.001 par value which carries no right to fixed income. On May 12, 2021, the Company filed for a recapitalization increasing its authorized capital from 100,000,000 shares to 500,000,000 shares which became effective as of May 24, 2021.

The number of issued and outstanding shares of common stock at \$0.001 par value as of December 31, 2023, was 244,926,107 shares.

**Note 14: Related Party Transactions**

As of December 31, 2023, the Company had related party transactions comprised of loans payable to RxMM Health Ltd, the Company's largest shareholder of \$206,036.

Additionally, as of December 31, 2023, the Company had loans payable of \$172,100 to minority shareholders.

**Note 15: Revolving Line of Credit – \$1 million**

On September 17, 2022, Galexy arranged a \$1,000,000 non-dilutive revolving credit line from a related party, to fund the initial roll out of Wellbeing Farms Inc's smart vending kiosk marketing program. As of December 31, 2023, the Company had drawn down \$475,000 outstanding on this credit line.

**Note 16: Subsequent Events**

There were no material subsequent events after December 31, 2023.