

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

VIRATECH CORP.,

a Nevada Corporation

710, Damac Executive Heights, Tecom
PO BOX 487889
Dubai 00000
United Arab Emirates
Tel: +1 2104297737
Email: info@viratechcorporation.com

3559 - Special Industry Machinery

Annual Report

For the Period Ending: December 31, 2023
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,499,338,547 as of April 12, 2024
1,499,338,547 as of December 31, 2023
1,499,338,547 as of December 31, 2022

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 Control⁴ of the company has occurred during this reporting period:

⁴⁴ "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.

Yes: ☐

No: ☒

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

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

**The Company was incorporated under the name Imperia Entertainment, Inc. on July 18, 2006.
The Company changed its name to Viratech, Corp. on August 11, 2011.**

Current State and Date of Incorporation or Registration: **Nevada**

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

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

The Company is presently in good standing in the State of Nevada, and there is no relevant prior incorporation information or predecessor information for the past five years other than that set forth above, as applicable.

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:

On March 8, 2023, the Company entered into an Asset Purchase Agreement (“Purchase Agreement”), between the Company and Blackwell Properties, LLC, a Dubai limited liability company, (“Blackwell”) and Charandeep Gopishetty, an individual (“Gopishetty”) and the sole-officer, director, and shareholder of Blackwell (collectively, Blackwell and Gopishetty are hereinafter referred to as the “Seller”) pursuant to which Corporation acquired various assets from Seller in exchange for 9,000,000 restricted shares of the Company’s Series A Preferred Stock (the “Shares”) to be issued to Seller, or his assigns, concurrently with the closing of the Purchase Agreement. The Shares convert at a ratio of 1-for-50, meaning each share of Series A Preferred Stock converts into 50 shares of Common Stock, and the Shares carry voting rights equal to 500 times the number of shares of Common Stock into which shares of Series A Preferred Stock is then convertible, thus giving Seller voting control of the Company.

The Company and Seller made customary representations, warranties, covenants, and indemnities in connection with the Purchase Agreement, a true and correct copy of the Purchase Agreement is attached as Exhibit A to the Company’s “Supplemental Information - Restated Articles, Change in Control, & Asset Purchase Agreement” report as filed with OTC Markets on April 3, 2023, and is incorporated herein by reference.

Address of the issuer’s principal executive office:

**710, Damac Executive Heights, Tecom
PO BOX 487889
Dubai, UAE 00000**

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: **Standard Registrar and Transfer Co.**
Phone: **(801) 571-8844**
Email: **amy@standardregistrar.com**
Address: **440 E S Suite 200**
Salt Lake City, UT 84111
United States

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:	VIRA	??
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	??927647107	
Par or stated value:	\$0.0001	
Total shares authorized:	2,000,000,000	as of December 31, 2023
Total shares outstanding:	??1,499,338,547	as of December 31, 2023
Total number of shareholders of record:	265	as of December 31, 2023

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

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.

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Series A Preferred Stock	
CUSIP:	N/A	
Par or stated value:	\$0.0001	
Total shares authorized:	10,000,000	as of December 31, 2023
Total shares outstanding:	9,003,773	as of December 31, 2023
Total number of shareholders of record:	12	as of December 31, 2023

Exact title and class of the security: **Series B Preferred Stock**

CUSIP (if applicable):	N/A	
Par or stated value:	\$0.0001	
Total shares authorized:	10,000,000	as of date: December 31, 2023
Total shares outstanding:	??3,500,000	as of date: December 31, 2023
Total number of shareholders of record:	2	as of date: December 31, 2023

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

None.

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.

The common stock votes one vote per share on all matters brought before the shareholders of the company, including the election of directors. Shareholders are entitled to dividends if and when declared by the board of directors of the company. The common stock of the company does not have preemption rights.

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

Series A Preferred Shares. The total number of shares of Series A Preferred Shares this Corporation is authorized to issue is Ten Million (10,000,000), with a stated par value of \$0.0001 per share.

Priority. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Company to the holders of any Junior Stock by reason of their ownership of such stock an amount per share for each share of Series A Preferred Stock held by them equal to the sum of the Liquidation Preference.

Conversion Ratio. The "Conversion Ratio" per share of the Series A Preferred Stock in connection with any Conversion shall be at a ratio of 1:50, meaning every (1) one Series A Preferred Share shall convert into 50 shares of Common Stock of the Company (the "Conversion"). Holders of Series A Preferred Shares shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation), to convert any or all their shares of the Series A Preferred Shares into Common Stock at the Conversion Ratio.

Voting. The holder of each share of Series A Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Series A Preferred Stock held by such holder; and (b) by 500.

Series B Preferred Shares. The total number of shares of Series B Preferred Shares this Corporation is authorized to issue is Ten Million (10,000,000), with a stated par value of \$0.0001 per share.

Priority. The Series B Preferred Stock shall rank junior to the Series A Preferred Stock with respect to the payment of dividends, the distribution of assets upon liquidation, dissolution, or winding up.

Conversion Ratio. The "Conversion Ratio" per share of the Series B Preferred Stock in connection with any Conversion shall be at a ratio of 1:25, meaning every (1) one Series B Preferred Share shall convert into 25 shares of Common Stock of the Company (the "Conversion"). Holders of Series B

Preferred Shares shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation), to convert any or all their shares of the Series B Preferred Shares into Common Stock at the Conversion Ratio.

Voting. The holder of each share of Series B Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Series B Preferred Stock held by such holder; and (b) by 50.

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

None.

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 as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 12/31/2021 Common: 1,488,525,462 Preferred A: 9,003,773 Preferred B: 3,500,000									
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.* You must disclose the control person(s) for any entities listed.	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.
02/16/2021	New issuance	10,000,000	Common stock	\$60,000	Yes	Garrett Ellington	Consulting services	Restricted	Section 4(2)
03/16/2021(1)	Cancellation	(15,600,00)	Common stock	\$23,400	Yes	CF Golf, LLC Control Person: Craig Forney	Prior Consulting Services	Restricted	Section 4(2)

04/28/2021	New Issuance	6,413,085	Common stock	\$15,071	Yes	Garrett Ellington	Consulting services	Restricted	Section 4(2)
09/01/2021	New Issuance	10,000,000	Common stock	\$60,000	Yes	Garrett Ellington	Consulting services	Restricted	Section 4(2)
03/08/2023	New Issuance	9,000,000	Series A	\$900	N/A	Charandeep Gopishetty	Asset Purchase Agreement	Restricted	Section 4(2)
Shares Outstanding on Date of This Report:									
Date 12/31/2023 Common: 1,499,338,547 Preferred A: 9,003,777 Preferred B: 3,500,000									

Example: A company with a fiscal year end of December 31st 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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
02/01/2015	\$83,775	\$30,000	\$55,275	Due upon demand	None	James Gutner	Working capital
01/01/2016	\$27,973	\$9,667	\$18,306	Due upon demand	None	Linda Tremblay	Working capital
06/20/2017	\$13,207	\$5,000	\$8,207	06/14/2019 (1)	None	Lionel Fields	Working capital
08/15/2017	\$7,202	\$5,000	\$2,202	06/14/2019 (1)	None	Michael Tarpley	Working capital
07/10/2018	\$9,100	\$7,000	\$2,100	07/14/2019 (1)	None	Steve Hornyak	Working capital
06/25/2020	\$50,447	\$46,000	\$4,447	06/25/2025	None	SBA(2)	Working capital
05/04/2023	\$13,260	\$12,439	\$821	Due upon demand	None	Inmobiliaria Riseup, S.A. de C.V. (3)	Working capital
06/30/2023	\$4,722	\$4,495	227	Due upon demand	None	Inmobiliaria Riseup, S.A. de C.V. (3) <u>Beneficial Owner:</u> Ramon Alberto Ramirez Arellano	Working capital
08/09/2023	\$3,118	\$3,000	\$118	Due upon demand	None	Inmobiliaria Riseup, S.A. de C.V. (3)	Working capital
09/29/2023	\$8,891	\$8,670	\$221	Due upon demand	None	Inmobiliaria Riseup, S.A. de C.V. (3)	Working capital
11/29/2023	\$3,035	\$3,000	\$35	Due upon demand	None	Inmobiliaria Riseup, S.A. de C.V. (3)	Working capital

*****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:

- (1) These three notes are being renegotiated as to terms and due date.
- (2) Loan by the U.S. Small Business Administration to fund the Company's request for a loan under round 1 of the SBA's Paycheck Protection Program, created as part of the enacted CARES Act administered by the SBA.

(3) *The funds were loaned as of or prior to the dates indicated, the loans were consolidated per lender as of the date indicated.*

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.

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

As of the date of the filing of this Report, our operations consisted of the below:

On March 8, 2023, the Company entered into an Asset Purchase Agreement ("Purchase Agreement"), Blackwell Properties, LLC, a Dubai limited liability company, ("Blackwell") and Charandeep Gopishetty, an individual ("Gopishetty") and the sole-officer, director, and shareholder of Blackwell pursuant to which Corporation acquired various assets from Blackwell Properties, LLC and Mr. Gopishetty (collectively, Blackwell and Mr. Gopishetty are hereinafter referred to as the "Seller") including exclusive Memorandums of Understanding with various with land owners in Dubai, UAE and the purchase of 3, 3-D printers which will be deployed in phase one of a housing project located in Dubai. Additionally, Mr. Gopishetty brings over 20 years of experience in providing turnkey solutions from acquiring land to completion of projects, acquisition of buildable land in major residential areas in Dubai.

Any and all prior operations have been discontinued.

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

Blackwell Properties, LLC, a Dubai limited liability company.

C. Describe the issuers' principal products or services.

Our 3D house printing company is based in Dubai and aims to revolutionize the construction industry in the UAE with our innovative technology. We specialize in printing fully functional and livable houses in a fraction of the time and cost compared to traditional construction methods. Our 3D house printing process involves using a large-scale printer and a specialized concrete mixture to create the structural components of the house. The printing process is highly automated, allowing us to create intricate designs and details with precision.

Our company's unique approach to construction has several advantages. Firstly, our 3D printed houses are much faster to build than traditional houses, taking only a few weeks to complete. Secondly, our process is much more environmentally friendly, producing less waste and using less energy. Thirdly, our construction costs are significantly lower, allowing us to offer affordable housing solutions.

We cater to a diverse range of clients, including individuals, businesses, and governments, who are looking for a modern and cost-effective solution to their construction needs. Our experienced team can design customized houses that meet our clients' specific requirements and preferences. We are constantly innovating and improving our technology to provide even better solutions for our clients.

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.

Our office is located in a shared office space which presently is sufficient for our needs, and we pay approximately \$500.00 a month. We do, however, test our technology at off-site locations, where we also conduct our research and development.

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(1)	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share Type / Class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Charandeep Gopishetty(2)	Officer and Director	Dubai, United Emirates	9,000,000	Series A Preferred	99.95%	None
Fred Schiemann(3)	None	Reno, NV	125,000,000	Common	8.337%	
Health and Hope, LLC(3)	None	Reno, NV	3,400,000	Series B	97.00%	Fred Schiemann
Henry Manayan(4)	Former Officer and Director	San Diego, CA	100,000,000	Common	6.670%	None

- (1) The foregoing table sets forth the identity of the persons whom, at the time of the report and as of the filing date of this Report, were involved in managing, controlling, or advising the operations, business development and disclosure of the issuer, as well as the identity of our significant or beneficial shareholders. The ownership percentages are based on 1,499,338,547 shares of common stock issued and outstanding as of December 31, 2023.
- (2) On March 7, 2023, the Company received the resignation of Henry Manayan; effective the same day Mr. Charandeep Gopishetty ("Mr. Gopishetty") was appointed to serve as the sole-officer and director of the Corporation, and to serve until the next annual meeting of the Corporation. Mr. Gopishetty is the beneficial owner of 9,000,000 shares of the Company's Series A Preferred Stock which vote at a ratio of 1:500 and convert into shares of the Company's common stock at a ratio of 1:50. By virtue of these shares, Mr. Gopishetty holds a total of 4,500,000,000 shares of voting stock, a clear majority of our voting stock.
- (3) Fred Schiemann's ownership percentage of the Company's Common Stock is 8.337%, and he is the beneficial owner of Health and Hope, LLC, which owns 3,400,000 shares of the Series B Preferred Stock, representing approximately 97.00% of the Series B Preferred Stock.
- (4) Henry Manayan's ownership percentage of the Company's common stock is 6.670%.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Morgan E. Petitti, Attorney at Law
Firm:	Morgan E. Petitti

Address 1: 118 W. Streetsboro Road, #317
Address 2: Hudson, OH 44236
Phone: (330) 697-8548
Email: petittlaw@gmail.com

Accountant or Auditor

Name: Shamar Tobias
Firm: Blue Chip Accounting, LLC
Nature of Services: Accounting
Address 1: 8475 S. Eastern Ave.
Address 2: Suite 200
Phone: 702-625-6406
Email: info@consultbc.com

Investor Relations

None.

All other means of Investor Communication:

X (Twitter): **None.**
Discord: **None.**
LinkedIn: **None.**
Facebook: **None.**
[Other] **None.**

Other Service Providers]

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

Name: Shamar Tobias
Firm: Blue Chip Accounting, LLC
Nature of Services: Accounting
Address 1: 8475 S. Eastern Ave.
Address 2: Suite 200
Phone: 702-625-6406
Email: info@consultbc.com

9) Disclosure & Financial Information

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

Name: Charandeep Gopishetty
Title: Chief Executive Officer
Relationship to Issuer: Officer

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: **Shamar Tobias**
Title: **Certified Public Accountant**
Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements:⁵

Mr. Tobias is the founder of Blue Chip Accounting, LLC and he is a Certified Public Accountant.

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.
- 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.

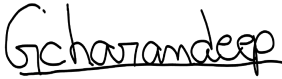
The certifications shall follow the format below:

I, Charandeep Gopishetty, certify that:

1. I have reviewed this Disclosure Statement for Viratech Corp.
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

⁵⁵⁵ 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.

condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 12, 2024 
/s/ Charandeep Gopishetty
Principal Executive Officer

Principal Financial Officer:

I, Charandeep Gopishetty, certify that:

1. I have reviewed this Disclosure Statement for Viratech Corp.
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 12, 2024 
/s/ Charandeep Gopishetty
Principal Financial Officer

Exhibit A

Financial Statements

at

December 31, 2023

VIRATECH CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	December 31, 2023	December 31, 2022
ASSETS		
Current assets		
Cash	-	-
Total current assets	-	-
Other Assets		
Intangible assets	405,000	-
Total assets	405,000	-
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	1,650,728	1,500,350
Accounts payable and accrued liabilities - related party	612,500	537,500
Advances	127,650	127,650
Advances - Related party	80,680	80,680
Judgement payable	103,000	103,000
Notes payable - related party	7,000	7,000
Notes payable	125,771	94,167
Total current liabilities	2,707,329	2,450,347
Total liabilities	2,707,329	2,450,347
Stockholders' deficit		
Preferred stock, \$0.0001 par value, 480,000,000 shares authorized, 0 and 0 shares issued and outstanding as of December 31, 2023 and 2022, respectively	-	-
Class A Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, 9,003,774 and 3,774 shares issued and outstanding as of December 31, 2023 and 2022, respectively	900	-
Class B Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, 3,500,000 and 3,500,000 shares issued and outstanding as of December 31, 2023 and 2022, respectively	350	350
Common stock, \$0.0001 par value, 2,500,000,000 shares authorized, 1,499,338,547 and 1,495, December 31, 2023 and 2022, respectively	149,934	149,934
Additional paid in capital	2,385,176	1,981,076
Accumulated deficit	(4,838,689)	(4,581,707)
Total stockholders' deficit	(2,302,329)	(2,450,347)
Total liabilities and stockholders' deficit	405,000	-

See accompanying notes to the consolidated financial statements
No assurance provided

VIRATECH CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the year ended	
	December 31, 2023	December 31, 2022
Revenue	\$ -	\$ 220,172
Cost of goods sold	-	(34,594)
Gross profit	-	185,578
Operating expenses		
General and administrative	247,709	771,896
Depreciation and amortization	-	61,410
Total operating expenses	247,709	833,306
Loss from operations	(247,709)	(647,728)
Other income (expenses)		
Interest income	-	-
Interest expense	(9,273)	(17,352)
Goodwill impairment	-	(308,816)
Total other income (expenses)	(9,273)	(326,168)
Net loss before tax provision	(256,982)	(973,896)
Tax provision	-	-
Net loss	\$ (256,982)	\$ (973,896)
Net loss per common share - basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	1,501,638,547	1,499,338,547

See accompanying notes to the consolidated financial statements
No assurance provided

VIRATECH CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

	<u>Class A Preferred Stock</u>		<u>Class B Preferred Stock</u>		<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in Capital</u>	<u>Deficit</u>	<u>Stockholders' Deficit</u>
Balance, December 31, 2021	3,774	-	3,500,000	350	1,499,338,547	149,934	1,981,076	(3,607,811)	(1,476,451)
Net loss	-	-	-	-	-	-	-	(973,896)	(973,896)
Balance, December 31, 2022	<u>3,774</u>	<u>-</u>	<u>3,500,000</u>	<u>350</u>	<u>1,499,338,547</u>	<u>149,934</u>	<u>1,981,076</u>	<u>(4,581,707)</u>	<u>(2,450,347)</u>
Shares issued for asset purchase agreement	9,000,000	900	-	-	-	-	404,100	-	405,000
Net loss	-	-	-	-	-	-	-	(256,982)	(256,982)
Balance, December 31, 2023	<u>9,003,774</u>	<u>900</u>	<u>3,500,000</u>	<u>350</u>	<u>1,499,338,547</u>	<u>149,934</u>	<u>2,385,176</u>	<u>(4,838,689)</u>	<u>(2,302,329)</u>

See accompanying notes to the consolidated financial statements
No assurance provided

VIRATECH CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended	
	December 31, 2023	December 31, 2022
Cash Flows from Operating Activities		
Net loss	\$ (256,982)	\$ (973,896)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Allowance on note receivable	-	82,250
Impairment of goodwill	-	308,815
Depreciation and amortization	-	61,410
Changes in assets and liabilities		
Inventory	-	17,500
Accrued interest receivable	-	282,628
Accounts payable and accrued liabilities	150,378	147,091
Accounts payable and accrued liabilities - related party	75,000	-
Lease liability	-	(31,570)
Net cash used in operating activities	<u>(31,604)</u>	<u>(105,772)</u>
Cash Flows from Investing Activities:		
Net cash used in investing activities	<u>-</u>	<u>-</u>
Cash Flows from Financing Activities:		
Advances	-	57,650
Advances - related party	-	32,000
Proceeds from notes payable	31,604	-
Repayments from notes payable	-	(2,500)
Net cash provided by (used in) financing activities	<u>31,604</u>	<u>87,150</u>
Net increase in cash	<u>-</u>	<u>(18,622)</u>
Cash, beginning of period	<u>-</u>	<u>18,622</u>
Cash, end of period	<u>\$ -</u>	<u>\$ -</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Shares issued for asset purchase agreement	<u>\$ 405,000</u>	<u>\$ -</u>

See accompanying notes to the consolidated financial statements
No assurance provided

VIRATECH CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

NOTE 1 – NATURE OF BUSINESS AND OPERATIONS

Organization

Viratech Corp., formerly known as Imperia Entertainment, Soleil Film and Television, Inc. Ameridream Entertainment, Inc. and Mc Smoothie's, Inc. (the Company) was incorporated under the laws of the state of California as Acquisition Solutions on March 21, 2000. It became a Nevada corporation on July 18, 2006.

The Company and its subsidiaries are targeting the multi-billion-dollar US market for golf, nutrition and lifestyle products. Specifically, the company is targeting the US golf market. Through its unique approach, the Company is positioned to participate in this massive market through its strategic and targeted line of products tailored for the golf and sports enthusiast. The Company is poised to bring innovation to the golfing market with creative performance nutrition products, golf balls, equipment, clothing, accessories and more. The Company is a platform to accelerate innovation for the golfing market and bring additional innovation, growth and technologically-advanced products to market. The Company plans on continuing to extend and deepen its product lines to include other progressive market segments through acquisitions and organic growth of existing product lines.

On March 7, 2023, the Company received notice of resignation from Mr. Henry Chang Manayan ("Mr. Manayan") sole-officer and director of the Company (the "Resignation"), Mr. Manayan stated that his resignation was not the result of any disagreements between himself and the Company relating to the Company's operations, policies, or practices. Effective immediately upon the resignation of Mr. Manayan, the Company appointed Mr. Charandeep Gopishetty ("Mr. Gopishetty") to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Director of the Company to serve until the next annual meeting of the Company or until his respective successor is duly appointed. Mr. Gopishetty accepted the appointments, effective as of March 7, 2023.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared in US dollars and in accordance with accounting principles generally accepted in the United States ("GAAP") on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. During the year ended December 31, 2023, the Company incurred net losses of \$256,982 and accumulated deficits of \$4,838,689. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

We are entirely dependent on our ability to attract and receive funding from either the sale of securities or outside sources such as private investment or a strategic partner. We currently have no firm agreements or arrangements with respect to any such financing and there can be no assurance that any needed funds will be available to us on acceptable terms or at all. The inability to obtain sufficient funding of our operations in the future will restrict our ability to grow and reduce our ability to continue to conduct business operations. Our failure to raise additional funds will adversely affect our business, and may require us to suspend our operations, which in turn may result in a loss to the purchasers of our common stock. If we are unable to obtain necessary financing, we will likely be required to curtail our development plans. Any additional equity financing may involve substantial dilution to our then existing stockholders.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ significantly from those estimates.

No assurance provided.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Intangible assets

The Company follows Financial Accounting Standard Board's (FASB) Codification Topic 350-10 ("ASC 350-10"), "Intangibles – Goodwill and Other". According to this statement, intangible assets with indefinite lives are no longer subject to amortization, but rather an annual assessment of impairment by applying a fair-value based test. Under ASC 350-10, the carrying value of assets are calculated at the lowest level for which there are identifiable cash flows.

Stock-based compensation

The Company follows ASC 718-10, "Stock Compensation", which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 is a revision to SFAS No. 123, "Accounting for Stock-Based Compensation," and supersedes Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and its related implementation guidance. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

Concentration of Credit Risk

The Company has no off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains all of its cash balances with two financial institutions in the form of demand deposits.

Loss per Share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share ("EPS") outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

The Company's calculation of its tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in various taxing jurisdictions. The Company recognizes tax liabilities for uncertain tax positions based on management's estimate of whether it is more likely than not that additional taxes will be required. The Company had no uncertain tax positions as of December 31, 2023 and 2022.

Income Taxes

Deferred income taxes are recognized in the consolidated financial statements for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates. Temporary differences arise from net operating losses, differences in depreciation methods of archived images, and property and equipment, stock-based and other compensation, and other accrued expenses. A valuation allowance is established when it is determined that it is more likely than not that some or all of the deferred tax assets will not be realized.

The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws and regulations themselves are subject to change as a result of changes in fiscal policy, changes in legislation, the evolution of regulations and court rulings. Therefore, the actual liability for U.S., or the various state jurisdictions, may be materially different from management's estimates, which could result in the need to record additional tax liabilities or potentially reverse previously recorded tax liabilities. Interest and penalties are included in tax expense.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operation in the provision for income taxes. As of December 31, 2023 and 2022, the Company had no accrued interest or penalties related to uncertain tax positions.

Revenue Recognition

The Company recognizes revenue from its contracts with customers in accordance with *ASC 606 – Revenue from Contracts with Customers*. The Company recognizes revenues when satisfying the performance obligation of the associated contract that reflects the consideration expected to be received based on the terms of the contract.

Revenue related to contracts with customers is evaluated utilizing the following steps: (i) Identify the contract, or contracts, with a customer; (ii) Identify the performance obligations in the contract; (iii) Determine the transaction price; (iv) Allocate the transaction price to the performance obligations in the contract; (v) Recognize revenue when the Company satisfies a performance obligation.

Fair Value of Financial Instruments

The Company measures fair value in accordance with ASC 820 - Fair Value Measurements. ASC 820 defines fair value and establishes a three-level valuation hierarchy for disclosures of fair value measurements. ASC 820 establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by ASC 820 are:

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

Level 2 - Inputs (other than quoted market prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 - Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model. Valuation of instruments includes unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

As defined by ASC 820, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale, which was further clarified as the price that would be received to sell an asset or paid to transfer a liability ("an exit price") in an orderly transaction between market participants at the measurement date

The reported fair values for financial instruments that use Level 2 and Level 3 inputs to determine fair value are based on a variety of factors and assumptions. Accordingly, certain fair values may not represent actual values of the Company's financial instruments that could have been realized as of December 31, 2023 and 2022 or that will be recognized in the future, and do not include expenses that could be incurred in an actual settlement. The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, receivables from related parties, prepaid expenses and other, accounts payable, accrued liabilities, and related party and third party notes payables approximate fair value due to their relatively short maturities. The Company's notes payable approximates the fair value of such instrument based upon management's best estimate of terms that would be available to the Company for similar financial arrangements at December 31, 2023 and 2022.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of December 31, 2023:

No assurance provided.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities				
	\$ -	\$ -	\$ -	\$ -

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of December 31, 2022:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities				
	\$ -	\$ -	\$ -	\$ -

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, ASC Subtopic 470-20 “Debt—Debt with “Conversion and Other Options” and ASC subtopic 815-40 “Hedging—Contracts in Entity’s Own Equity”. The standard reduced the number of accounting models for convertible debt instruments and convertible preferred stock. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting; and, (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The amendments in this update are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years.

NOTE 4 – ASSET PURCHASE AGREEMENT

On March 8, 2023, the Company entered into an Asset Purchase Agreement pursuant to which Corporation acquired various assets from Seller in exchange for 9,000,000 restricted shares of the Company’s Series A Preferred Stock valued at \$405,000.

The Company evaluated the Asset Purchase Agreement in accordance with ASC 805 – Business Combinations which notes the threshold requirements of a business combination that includes the expanded definition of a “business” and defines elements that are to be present to be determined whether an acquisition of a business occurred. No “activities” of the acquiree were acquired. Instead, the Company obtained control of a set of inputs (the acquired assets). Thus, the Company determined agreement is an acquisition of assets, not an acquisition of a business in accordance with ASC 805. The total purchase price of \$405,000

NOTE 5 –PROMISSORY NOTES

Promissory notes payable as of December 31, 2023 and 2022 consists of the following:

<u>December 31, 2023</u>	<u>December 31, 2022</u>
\$ 46,000	\$ 46,000
5,000	5,000
5,000	5,000
28,500	28,500
9,667	9,667

No assurance provided.

	12,439	-
	4,495	-
	3,000	-
	8,670	-
	3,000	-
	<u>\$ 125,771</u>	<u>\$ 94,167</u>

The Company has issued various promissory notes amounting to \$59,837 for general operating purposes. The notes carry a various interest rates ranging from 8 -15% and various due dates of which all are past due.

The Company received approval from the U.S. Small Business Administration to fund the Company's request for a loan under round 1 of the SBA's Paycheck Protection Program, created as part of the enacted CARES Act administered by the SBA. In connection with the PPP Loan, the Company has entered into the promissory note in principal amount of \$46,000. In accordance with the requirements of the CARES Act, the Company used the proceeds from the PPP Loan primarily for payroll costs. The PPP Loan is scheduled to mature on March 10, 2025, has a 2.75% interest rate, and is subject to the terms and conditions applicable to all loans made pursuant to the Paycheck Protection Program as administered by the SBA under the CARES Act.

During the year ended December 31, 2023, the Company issued various promissory notes amounting to \$31,604 for general operating purposes. The notes carry a various interest rates ranging from 10% and are due on demand.

During the years ended December 31, 2023 and 2022, the Company recorded interest expense of \$8,922 and \$17,352 respectively.

NOTE 6 – RELATED PARTY TRANSACTIONS

The Company has issued a promissory notes amounting to \$7,000 for general operating purposes to a related party. The note carries a interest rate of 5% and was due on July 14, 2019.

As of December 31, 2023 and 2022, the Company had advances due to related parties of \$80,680 and \$80,680, respectively. The amounts due bears no interest and are due on demand.

As of December 31, 2023 and 2022 the Company had accounts payable and accrued liabilities due to related parties for services of \$612,500 and \$537,500, respectively.

NOTE 7 – INCOME TAXES

The Company provides for income taxes under ASC 740, "Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax basis of assets and liabilities and the tax rates in effect when these differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

The components of the Company's deferred tax asset and reconciliation of income taxes computed at the statutory rate to the income tax amount recorded as of December 31, 2023 and 2022, are as follows:

	December 31, 2023	December 31, 2022
Net operating loss carryforward	\$ (256,982)	\$ (973,896)
Statutory tax rate	21%	21%
Deferred tax asset	<u>(53,966)</u>	<u>(204,518)</u>

No assurance provided.

Less: Valuation allowance	53,966	204,518
Net deferred asset	<u>\$ -</u>	<u>\$ -</u>

As of December 31, 2022 and 2021, the Company had approximately \$4.84 and \$4.58 million in net operating losses (“NOLs”), respectively that may be available to offset future taxable income. NOLs generated in tax years prior to December 31, 2019 can be carryforward for twenty years, whereas NOLs generated after December 31, 2019 can be carryforward indefinitely. In accordance with Section 382 of the U.S. Internal Revenue Code, the usage of the Company’s net operating loss carry forwards is subject to annual limitations following greater than 50% ownership changes.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm business. Management is currently not aware of any such legal proceedings or claims that could have, individually or in the aggregate, a material adverse effect on our business, financial condition, or operating results.

NOTE 9 – STOCKHOLDERS’ EQUITY

On March 8, 2023, the Company filed a Certificate of Amendment together with Amended & Restated Articles of Incorporation with the Secretary of State of the State of Nevada to consolidate and clarify the previously filed Articles of Incorporation, as amended. The Restated Articles include provisions amended the Company’s total authorized shared to Three Billion (3,000,000,000), consisting of (a) Two Billion Five Hundred Million (2,500,000,000) shares of Common Stock, par value \$0.0001 per share (the “Common Stock”) and (b) Five Hundred Million (500,000,000) shares of preferred stock, par value \$0.0001 per share (the “Preferred Stock”), issuable in one or more Series as hereinafter provided. with the rights and preferences for such Preferred Stock being designated, from time to time, by the Company’s Board of Directors.

Further, the Restated Articles amended and restates the rights, preferences, and privileges of the Company’s previously designated Series A and Series B Preferred Stock. The Company is authorized to issue Ten Million (10,000,000) Series A Preferred Shares the designations, powers, preferences, rights, and restrictions granted or imposed upon the Series A Preferred Shares and holders thereof, in part, are as follows: the Series A Preferred Stock ranks senior to all other classes of stock, is convertible at a ratio of 1:50, and votes by multiplying the number of shares of Series A Preferred Stock held by such holder by 500.

Additionally, the Company is authorized to issue Ten Million (10,000,000) Series B Preferred Shares he designations, powers, preferences, rights, and restrictions granted or imposed upon the Series B Preferred Shares and holders thereof are, in part, as follows: the Series B Preferred Stock ranks junior to all other classes of Preferred Stock, is convertible at a ratio of 1:25, and votes by multiplying the number of shares of Series A Preferred Stock held by such holder by 50.

As of December 31, 2023 and 2022, the Company had 1,499,338,835 and 1,499,338,835 shares of common stock issued and outstanding.

As of December 31, 2023 and 2022, the Company had 9,003,774 and 3,774 shares of Class A preferred stock issued and outstanding, respectively.

As of December 31, 2023 and 2022, the Company had 3,500,000 and 3,500,000 Class B preferred stock issued and outstanding, respectively.

On March 8, 2023, the Company issued 9,000,000 restricted shares of the Company’s Series A Preferred Stock valued at \$405,000 for certain intangible assets (See Note 4).

No assurance provided.

NOTE 10 – SUBSEQUENT EVENTS

In accordance with ASC Topic 855-10, the Company has analyzed its operations subsequent to December 31, 2023 to the date these financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these financial statements.