

## **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

### **Gen 2 Technologies Inc**

A Nevada Corporation

1955 Baring Blvd, Sparks, NV 89434

702.572-8050

[Brian.keasberry@yahoo.com](mailto:Brian.keasberry@yahoo.com)

**Annual Report**

**For the Period Ending April 30, 2022**

As of April 30, 2022, the number of shares outstanding of our Common Stock was:

956,344,

As of January 31, 2022, the number of shares outstanding of our Common Stock was:

956,344

As of April 30, 2021, the number of shares outstanding of our Common Stock was:

796,344

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</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.

Yes: ☐ No: ☒

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

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

Gen 2 Technologies Inc  
1955 Baring Blvd sparks NV 89434 March 2021 to present

BRK, Inc  
411 Eastgate Road, Suite A Henderson, NV 89001 2008-to March 2021

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

May 22, 2008 in Nevada Status- Active

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

none

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

In December 21, 2015, the Company filed, with the Secretary of State of the State of Nevada, a Certificate of Change, effecting a ten-for-one (10:1) forward split of the Company's issued and outstanding shares of common. The forward split took effect on the over-the-counter markets on January 12, 2016. All share and per share amounts herein have been retroactively adjusted to reflect the forward stock split.

On September 20, 2019, the Company increased the authorized shares to 5,000,000,000 share of common stock .

On March 30, 2020 effected a reverse split of its common stock of 1 share for each 1,000,000 shares outstanding. The Company reduces its authorized shares to 5,000,000 common and 1,000,000 preferred.

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

1955 Baring Blvd, Sparks NV 89434

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

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

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

Yes: ☐ No: ☒

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

no

**2) Security Information**

Trading symbol: MNIZ

Exact title and class of securities outstanding: Common Stock  
CUSIP: 05575C206  
Par or stated value: \$0.001

Total shares authorized: 5,000,000 as of date: 4/30/22  
Total shares outstanding: 956,344 as of date: 4/30/22  
Number of shares in the Public Float<sup>2</sup>: 1,814 as of date: 4/30/22  
Total number of shareholders of record: 54 as of date: 4/30/22  
*All additional class(es) of publicly traded securities (if any):*

Trading symbol: \_\_\_\_\_  
Exact title and class of securities outstanding: Series A preferred  
CUSIP: \_\_\_\_\_  
Par or stated value: 1.00  
Total shares authorized: 1,000,000 as of date: 4/30/22  
Total shares outstanding: 1 as of date: 4/30/22

Trading symbol: \_\_\_\_\_  
Exact title and class of securities outstanding: Series A-1 preferred  
CUSIP: \_\_\_\_\_  
Par or stated value: 1.00  
Total shares authorized: 1,000,000 as of date: 4/30/22  
Total shares outstanding: 100,000 as of date: 4/30/22

#### Transfer Agent

#### Transfer Agent

Name: Action Stock Transfer  
Address 1: 2469 E Fort Union Blvd  
Address 2: Suite 214  
Address 3: Salt Lake City, UT 84121  
Phone: 801-274-1088

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### 3) Issuance History

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

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

#### **A. Changes to the Number of Outstanding Shares**

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>4/30/19</u>	Common: <u>507,184,768</u> Preferred: <u>one</u>								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
				\$					
5/6/2019	new issuance	23,000,000	common	23,000.00	yes	Auctus	convert debt	Restricted	144
				\$					
5/7/2019	new issuance	23,000,000	common	23,000.00	yes	Auctus	convert debt	Restricted	144
				\$					
5/14/2019	new issuance	27,603,900	common	23,187.28	yes	Auctus	convert debt	Restricted	144
				\$					
5/29/2019	new issuance	21,000,000	common	15,120.00	yes	Crown Bridge	convert debt	Restricted	144
				\$					
5/29/2019	new issuance	28,981,300	common	20,866.54	yes	Auctus	convert debt	Restricted	144
				\$					
6/11/2019	new issuance	48,000,000	common	39,600.00	yes	Continuation Capital	convert debt	Restricted	144
				\$					
6/13/2019	new issuance	28,500,000	common	14,820.00	yes	Crown Bridge	convert debt	Restricted	144
				\$					
6/12/2019	new issuance	33,870,501	common	20,322.30	yes	Auctus	convert debt	Restricted	144
				\$					
6/11/2019	new issuance	38,876,056	common	27,796.38	yes	Continuation Capital	convert debt	Restricted	144
				\$					
6/17/2019	new issuance	36,900,000	common	8,302.50	yes	EMA	convert debt	Restricted	144
				\$					
6/21/2019	new issuance	40,000,000	common	9,000.00	yes	EMA	convert debt	Restricted	144
				\$					
6/21/2019	new issuance	19,438,023	common	8,552.73	yes	Continuation Capital	convert debt	Restricted	144
				\$					
6/24/2019	new issuance	43,730,000	common	12,244.40	yes	Auctus	convert debt	Restricted	144
				\$					
6/25/2019	new issuance	43,000,000	common	10,320.00	yes	Crown Bridge	convert debt	Restricted	144
				\$					
6/26/2019	new issuance	45,800,000	common	10,992.00	yes	Crown Bridge	convert debt	Restricted	144
				\$					
6/28/2019	new issuance	45,000,000	common	6,750.00	yes	EMA	convert debt	Restricted	144
				\$					
7/2/2019	new issuance	52,588,792	common	12,621.31	yes	Auctus	convert debt	Restricted	144
				\$					
7/2/2019	new issuance	52,000,000	common	12,480.00	yes	Crown Bridge	convert debt	Restricted	144
				\$					
7/10/2019	new issuance	57,807,800	common	13,873.87	yes	Auctus	convert debt	Restricted	144

7/17/2019	new issuance	60,692,400	common	\$ 14,566.18	yes	Auctus	convert debt	Restricted	144
7/18/2019	new issuance	15,000,000	common	\$ 2,250.00	yes	EMA	convert debt	Restricted	144
7/22/2019	new issuance	63,000,000	common	\$ 9,450.00	yes	EMA	convert debt	Restricted	144
7/23/2019	new issuance	67,613,100	common	\$ 13,522.62	yes	Auctus	convert debt	Restricted	144
7/24/2019	new issuance	53,000,000	common	\$ 6,625.00	yes	EMA	convert debt	Restricted	144
7/30/2019	new issuance	72,000,000	common	\$ 7,200.00	yes	EMA	convert debt	Restricted	144
7/30/2019	new issuance	29,500,000	common	\$ 11,800.00	no	Michael Kovacocy	Service	Restricted	144
7/30/2019	new issuance	2,000,000	common	\$ 800.00	no	Andrew Cotton	Service	Restricted	144
7/30/2019	new issuance	12,500,000	common	\$ 5,000.00	no	Chris Berney	Service	Restricted	144
8/1/2019	new issuance	54,900,000	common	\$ 4,117.00	Yes	EMA Financial	Convert debt	Restricted	144
9/4/2019	new issuance	47,840,000	common	\$ 3,588.00	Yes	EMA Financial	Convert debt	Restricted	144
9/19/2019	new issuance	49,990,000	common	\$ 3,749.25	Yes	EMA Financial	Convert debt	Restricted	144
10/11/2019	new issuance	75,000,000	common	\$ 5,625.00	Yes	EMA Financial	Convert debt	Restricted	144
10/30/19	New issuance	86,666,667	common	\$15,600	yes	Power Up	Convert Debt	Restricted	144
11/2/19	New Issuance	79,000,000	common	\$ 7,900	yes	EMA Financial	Convert debt	Restricted	144
11/2/2019	new issuance	89,000,000	common	\$ 6,675	Yes	EMA Financial	Convert debt	Restricted	144
11/5/19	New issuance	85,000,000	common	\$ 6,500	yes	Power Up	Convert debt	Restricted	144
11/5/19	New issuance	80,000,000	common	\$ 4,000	yes	EMA Financial	Convert debt	Restricted	144
12/1/19	New issuance	80,000,000	common	\$ 4,400	yes	EMA Financial	Convert debt	Restricted	144
12/16/19	New issuance	90,000,000	common	\$ 4,500	yes	EMA Financial	Convert debt	Restricted	144
1/2/20	New issuance	90,000,000	common	\$ 4,500	yes	EMA Financial	Convert debt	Restricted	144
1/22/20	New issuance	100,000,000	common	\$ 5,000	yes	EMA Financial	Convert debt	Restricted	144
2/5/20	New issuance	100,000,000	Common	\$5,000	yes	EMA Financial	Convert debt	Restricted	144
2/26/20	New issuance	110,000,000	common	\$ 2,750	yes	EMA Financial	Convert debt	Restricted	144
2/26/20	New issuance	100,000,000	common	\$ 20,000	yes	Ira Gaines	Convert debt	Restricted	144
2/26/20	New issuance	100,000,000	common	\$ 20,000	yes	Lanny Lahr	Convert debt	Restricted	144
4/2/20	New issuance	106,000,000 (3,114,733,185 )	common	\$ 2,750	yes	EMA Financial	Convert debt	Restricted	144
4/30/20	Reverse Split		common	--	N/A				
6/04/20	New issuance	12.250	common	\$ 3,062	yes	EMA Financial	Convert Debt	Restricted	144
6/8/20	New issuance	71,667	common	\$ 204,251	yes	D Serrya Consulting	Convert Debt	Restricted	144
6/8/20	New issuance	71.667	common	\$ 204,251	yes	Michael Kovacocy	Service	Restricted	144
6/8/20	New issuance	71,666	common	\$ 204,248	yes	Gary Shields Intrepid	Convert debt	Restricted	144
6/8/20	New issuance	45,000	common	\$128,250	yes	Management	Service	Restricted	144
6/8/20	New issuance	30,000	common	\$ 85,500	yes	Brian Keasberry	Convert debt	Restricted	144
6/8/20	New issuance	10,000	common	\$ 200.000	yes	Rev Three Eight	Service	Restricted	144
6/10/20	New issuance	40,000	common	\$200,000	yes	Amber Jones TD Ameritrade- True	Service	Restricted	144
6/10/20	New issuance	1,358	common	\$ 13	yes	Up Wilson Davis – True	Service	Restricted	144
6/30/20	New issuance	100	common	\$ 1	yes	Up	Service	Restricted	144

7/23/20	New issuance	5,000	common	\$ 47,500	yes	Ira Gaines	Service	Restricted	144
7/23/20	New issuance	5,000	common	\$ 47,500	yes	Lahr Family Trust	Service	Restricted	144
9/18/20	New issuance	45,767	common	\$457,670	yes	Daniel Serruya Consulting	Service	Restricted	144
9/18/20	New issuance	45,667	common	\$456,670	yes	Michael Kovcocy	Service	Restricted	144
9/18/20	New issuance	45,001	common	\$450,010	yes	Gary Shields	Service	Restricted	144
9/18/20	New issuance	10,000	common	\$100,000	yes	Brian Keasberry	Service	Restricted	144
9/18/20	New issuance	10,000	common	\$100,000	yes	Rev Three Eight	Service	Restricted	144
9/25/20	New issuance	2,000	common	\$22,000	yes	Michael Feriola	Service	Restricted	144
9/25/20	New issuance	10,000	common	\$110,000	yes	Ira Gaines	Service	Restricted	144
9/25/20	New issuance	10,000	common	\$110,000	yes	Lahr Family trust	Service	Restricted	144
9/25/20	Cancelled	(300)	common	\$(3,300)	yes	Rounding shares		Restricted	144
11/1/20	New issuance	1,000	common		yes	Chris Eaton	service	Restricted	144
2/23/21	New issuance	3,379	common	13,516	yes	Samantha Glass	Cash	Restricted	144
3/26/21	New issuance	50,000	common	210,000	yes	Daniel Serruya consulting	Service	Restricted	144
3/26/21	New issuance	50,000	common	210,000	yes	Michael Kovacocy	Service	Restricted	144
4/1/21	New issuance	3000	common	14,250	yes	Spotlight Growth	Service	Restricted	144
2/23/21	New issuance	1,000	common	5,360	yes	Neelam Neotia	Finance cost	Restricted	144
2/23/21	New issuance	10,000	common	47,500	yes	Lahr Family Trust	Finance cost	Restricted	144
2/23/21	New issuance	10,000	common	47,500	yes	Ira Gaines	Finance cost	Restricted	144
2/23/21	New issuance	1,000	common	5.360	yes	Michael Kovacocy	Accrued liability	Restricted	144
2/23/21	New issuance	1,000	common	5.360	yes	Daniel Serruya Consulting	Accrued liability	Restricted	144
2/23/21	New issuance	5,000	common	20,000	yes	John Cruz	Service	Restricted	144
2/23/21	New issuance	1,000	common	5,360	yes	Chris Berney	Service	Restricted	144
2/23/21	New issuance	1,000	common	5,360	yes	Martin Higgins	Service	Restricted	144
2/23/21	New issuance	5,000	common	20,000	yes	Robb Montejano	Finance cost	Restricted	144
2/23/21	New issuance	1,000	common	4,000	yes	Andrew Cotton	Service	Restricted	144
4/1/21	New issuance	5,000	common	23,750	yes	Ngoc Ha Vuong	Service	Restricted	144
2/23/21	New issuance	6,000	common	32,160	yes	Kevin Sakser	Service	Restricted	144
2/23/21	New issuance	10,000	common	30,000	yes	RMD Family Trust	cash	Restricted	144

Ending balance:  
Common

Outstanding shares 956,344

on 4/30/22 Preferred : 1

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**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

Auctus- Lou Posner

Crown Bridge Partners- Seth Ahdoot

EMA- Felica Preston

Continuation Capital –Charles Cleland

Power Up- Curt Kramer

Lahr Family Trust- Dr. Lanny Lahr

Rev Three Eight- Rick Pearson

Spotlight Growth

## B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
3/15/2014	1,015.00	1,015.00	\$4,872	demand	.005 per share	0832322 BCLtd -Aarif Jamani	Loan
3/13/2014	14,400.00	14,400.00	\$6,720	demand	.005 per share	0985358 BC Ltd- Aarif Jamani	Loan
10/10/2019	1,728	58,500.00	2,276	4/11/20	60% of lowest trading 25 days before conversion	Auctus Fund LLC- Lou Posner	Loan
7/5/2017	8,150.00	8,150.00	5,737	demand	.005 per share	Black Ridge- Brian Keasberry	Loan
3/2/2011	4,000.00	4,000.00	2,800	demand	.005 per share	Blackstone Energy Solutions- Brian Keasberry	Loan
4/29/2011	7,089.40	7,089.40	4,962	demand	.005 per share	Blue Diamond Equities- Aarif Jamani	Loan
7/19/2011	9,000.00	9,000.00	6,192	demand	.005 per share	Capilano Capital- Aarif Jamani	Loan
9/26/2011	9,000.00	9,000.00	6,012	demand	.005 per share	Christina Mongiardo	Loan
8/7/2019	25,000.00	25,000.00	1,250	Demand	70% 20day prior	Continuation Capital Crown Bridge Partners-Seth Ahdoot	Loan
3/24/2017	6,586.72	50,000.00	1,369	9/24/2017	55% of lowest price 20 days back	EMA- Felicia Preston	Loan
7/31/2019	15,288	116,800.00	5,606	1/31/2020	55% of lowest price 20 days back	EMA- Felicia Preston	Loan
2/2/2011	5,000.00	5,000.00	3,550	demand	.005 per share	Ferzanan Jamani	Loan
5/3/2010	5,000.00	5,000.00	3,920	demand	.005 per share	Jodell Bertwell	Loan
12/2/2016	7,270.32	53,000.00	6,210	6/2/2017	60% lowest 20 days back	JSJ-Matthew Hirji	Loan
1/7/2011	9,000.00	9,000.00	6,480	demand	.005 per share	Justin Mongiardo	Loan
10/15/2019	25,000.00	25,000.00	510	demand	10 lowest closing 15 before conversion	Luke Griffin	Loan
6/1/2011	9,000.00	9,000.00	6,480	demand	.005 per share	Sungate Capital- Asrif Jamani	Loan
2/4/2019	6,670.00	6,670.00	480	demand	.005 per share	Black Ridge- Brian Keasberry	Loan
9/14/2016	42,685.01	42,685.01	11,610	demand	.005 per share	Blue Diamond- Brian Keasberry	Loan
6/12/2013	2,500.00	2,500.00	1,320	demand	.005 per share	Brian Keasberry	Loan
7/19/2011	5,700.00	5,700.00	3,876	demand	.005 per share	Capalino Capital - Aarif Jamani	Loan
12/3/2019	150,000.00	150,000.00	6,250	12/30/21	No conversion	Ira Gaines	Loan
2/11/2015	5,875.00	8,875.00	3,514	Demand	.005 per 4 share	GEO Finance- Brian Keasberry	Loan
11/18/2011	8,000.00	8,000.00	5,621	demand	.005 per share	Great White North-A Jamani	Loan

12/3/2019	150,000.00	150,000.00	6,250	12/30/21	No conversion	Lanny Lahr	Loan
10/29/2012	2,000.00	2,000.00	1,200	demand	.005 per share	Justin Mangiardo	Loan
9/24/2019	1,130.00	1,130.00	41.43	demand	.005 per share	Vitality – Brian Keasberry	Loan
2/8/20	25,000	25,000				Neelan Neotia	Loan
4/2/120	490,000	490,000	4,833	One year	Average of 10 lowest bid prices 15 days before conversion	Intrepid Management-Alex Jones	Loan
9/30/20	140,000	140,000	2,378	One Year	Average of 10 lowest bid prices 15 days before conversion	Intrepid Management-Alex Jones	Loan
8/10/20	10,000	10,000	289	6 Months	Average of 10 lowest bid prices 15 days before conversion	Gary Chayko	Loan
10/16/20	6,070	6,070	25	Demand	.005 per share	0985358 BC Ltd- Aarif Jamani	Loan
10/20/20	30,000	30,000	307	One year	Average of 5 lowest bid prices 10 days before conversion	Chris Eaton	Loan
2/16/21	50,000	50,000	2,054	One year	5 day bid prior but not less than \$5 per share	Robb Montejano	Loan
4/30/21	7,850	7,850		Demand		0985358 BC Ltd- Aarif Jamani	Loans
7/31/21	2,600	2,600		Demand		0985358 BC Ltd- Aarif Jamani	Loan
5/17/21	25,000	25,000	1250	One year	5 day bid prior but not less than \$5 per share	2830373 Ontario Ltd- Noel Murano	Loan
6/25/21	16,861	16,861		One year		Daniel Serruya	Loan
7/12/21	16,695	16,695		One year	5 day bid prior but not less than \$5 per share	Noel Murano	Loan
8/16/21	64,562	64,562	2,688	One year		Daniel Serruya	Loan
11/1/21	1050	1050		One year		Brian Keasberry	Loan
1/3/22	1200	1200		One Year		Black Ridge- Brian Keasberry	Loan
Loan1/4/22	3,000	3,000		One Year		Blue Diamond- Brian Keasberry	Loan
2/1/22	3,500	3,500		One Year		Blackstone Energy- Brian keasberry	Loan
4/4/22	3,000	3,000		One Year		Blue Diamond- Brian Keasberry	Loan
4/20/22	3,044	3,044		One Year		Aarid Jamani	Loan

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

#### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS



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

Name: Lowell Holden  
Title: Consultant  
Relationship to Issuer: None

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

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

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

The accompanying unaudited financial statements for the years ended April 30, 2022 and 2021 are incorporated in this disclosure statement by reference included herein. Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

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

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

BRK, Inc. ("BRK" or the "Company") was incorporated on May 22, 2008 as a Nevada corporation. The Company has developed a product for the repair of hanging venetian blinds. As part of this development the Company has completed the development and is building a machine to make the parts for blind repair that it is selling. The development and testing of the machine was completed with limited production following and the Company reduced its work in the blind repair kit market space. During the year ended April 30, 2017, the Company terminated the blind repair business and wrote off the equipment related to the line of business.

In December 21, 2015, the Company filed, with the Secretary of State of the State of Nevada, a Certificate of Change, effecting a ten-for-one (10:1) forward split of the Company's issued and outstanding shares of common. The forward split took effect on the over-the-counter markets on January 12, 2016. All share and per share amounts herein have been retroactively adjusted to reflect the forward stock split.

On May 6, 2016, the Company acquired intangible assets from ISee Automation for 5,000,000 shares of common stock with a fair market value of \$1,600,000 based on the Company's stock price at the date of issuance. The intangible assets consist of a patent application and related know-how, technology and plans to commercialization related to covers the placement of video cameras and supporting equipment into helmets used by various athletics such as hockey. Life video can then be transmitted from the player's helmet in real time for display on sports events broadcasts. The Company received the RefCam helmets produced by a third party and used the devices to broadcast various hockey events.

On or about February 27, 2017, Christopher Stramacchia, President of iSee Automation, notified the Company that it believes that iSee Automation terminated the Agreement for Services. The Company believes that there is no basis in law or equity for iSee Automation to unilaterally decide to terminate the Agreement for Services and plans to enforce its rights thereunder. Since their usage the helmets and their transmitting devices have been held without permission by ISee Automation.

As of April 30, 2017, ISee Automation was holding the Helmets and transmission equipment. Based on the lack of access to the Equipment the Company has elected to impair the assets related to the ISee Automation agreement resulting in an amortization charge of \$105,133 and impairment of intangible assets of \$1,494,867 for the intellectual property.

On September 28, 2016, the Company incorporated, in the state of Washington, a wholly owned subsidiary ISEE Sports Inc. Since inception, the subsidiary has not been operational or financially active.

On July 7, 2017, the Company incorporated a wholly owned subsidiary 10337188 Canada, Inc.

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

10337188 Canada, Inc

C.

D. Describe the issuers' principal products or services.

Gen2 Technologies (MNIZ) aims to be a leader in the next phase of the digital age. Leveraging a portfolio of Intellectual Property (IP) covering camera, radio, distribution and blockchain technology, Gen2 Technologies will offer a superior user experience addressing a number of use cases across consumer, corporate and governmental end-markets. Our innovative first-mover Iris Media Network, employing our miniature body-worn Iris cameras, is positioned to disrupt the market for sports content and social media. Our IP focused on eKYC and best of breed aim / click / capture of still and

video imagery directly into blockchain-enabled native format aims to address the high-potential of use cases including superior NFT creation and management platforms.

## 6) Issuer's Facilities

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

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

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

No facilities are owned or leased

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

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

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Brian Keasberry	<u>President Secretary, Treasurer Director</u>	<u>411 Eastgate Road, Suite A Henderson, NV 89001</u>	<u>40,100</u>	<u>Common</u>	<u>4.2 %</u>	
Aarid Jamani		<u>411 Eastgate Road, Suite A Henderson, NV 89001</u>			Control Block	<u>Holds one share of Series A preferred with voting rights to 110% of all voting power of the shares issued and outstanding</u>

## 8) Legal/Disciplinary History

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

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

No

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

No

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

No

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

No

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

\_\_\_\_\_

## 9) Third Party Providers

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

### Securities Counsel

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

### Auditor

Name: Robert Boyle  
Firm: \_\_\_\_\_  
Address 1: 351 Hopedale Drive SE  
Address 2: Bayville NJ 08721  
Phone: 732-822-4427  
Email: rboyle@cpaboyle.com

### Investor Relations

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

#### Other Service Providers

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

Name: Lowell Holden  
Firm: Mayday Management. Inc  
Nature of Services: Financial Consulting  
Address 1: 2802 McLeod Street  
Address 2: Burnsville MN 55337  
Phone: 612-961-5656  
Email: ltholden@comcast.net

#### **10) Issuer Certification**

##### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Brian Keasberry certify that:

1. I have reviewed this quarterly report of Gen 2 Technologies 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.

August 12, 2022

/s/ Brian Keasberry [CEO]

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

##### *Principal Financial Officer:*

I, Brian Keasberry certify that:

1. I have reviewed I have reviewed this quarterly report of Gen 2 Technologies 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.

August 12, 2022

/s/Brian Keasberry [CFO]

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

# GEN2 TECHNOLOGIES

Consolidated Financial Statements

FOR YEARS ENDED APRIL 30, 2022 and 2021

(Unaudited)

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*Reference in this report to “BRK” “we,” “us,” and “our” refer to BRK, Inc.*

## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The Securities and Exchange Commission (“SEC”) encourages companies to disclose forward-looking information so that investors can better understand future prospects and make informed investment decisions. This report contains these types of statements. Words such as “may,” “expect,” “believe,” “anticipate,” “estimate,” “project,” or “continue” or comparable terminology used in connection with any discussion of future operating results or financial performance identify forward-looking statements. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. All forward-looking statements reflect our present expectation of future events and are subject to a number of important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

## **PART I – FINANCIAL INFORMATION**

### **ITEM 1: FINANCIAL STATEMENTS**

The financial information set forth below with respect to our statements of operations for the years ended April 30, 2022 and 2020 is unaudited. This financial information, in the opinion of management, includes all adjustments consisting of normal recurring entries necessary for the fair presentation of such data.

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	<u>April 30, 2022</u>	<u>April 30, 2021</u>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 2,251	\$ 2,352
Total current assets	2,251	2,352
Total assets	<u>\$ 2,251</u>	<u>\$ 2,352</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities		
Accounts payable and accrued expense	\$ 280,475	\$ 209,600
Accrued compensation - related party	465,740	283,168
Convertible notes payable - net of unamortized discounts	917,608	907,308
Notes payable	556,654	517,260
Notes payable- related party	87,202	--
Derivative liabilities	1,052,286	1,276,712
Total current liabilities	<u>3,359,965</u>	<u>3,194,048</u>
Stockholders' deficit		
Preferred shares, par value \$0.001, 1,000,000 shares authorized; One Series A share issued and outstanding as of January 31, 2022 and April 30, 2021, respectively		
Series A-1 Zero and 100,000 shares issued and outstanding as of April 30, 2022 and April 30, 2021	-	100
Common stock, par value \$0.001, 5,000,000 shares authorized, 956,344 issued and outstanding as of April 30, 2022 and April 30, 2021	956	956
Additional paid-in capital	3,487,104	3,487,104
Currency translation	(48,947)	(48,991)
Retained earnings (accumulated deficit)	(6,796,827)	(6,630,765)
Total stockholders' deficit	<u>(3,357,714)</u>	<u>(3,191,696)</u>
Total liabilities and stockholders' deficit	<u>\$ 2,251</u>	<u>\$ 2,352</u>

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

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	<b>Years Ended</b>	
	<b>2022</b>	<b>2021</b>
Operating expenses:		
Selling, general and administrative	\$ 78,654	\$ 1,316,115
Consulting	242,522	1,817,799
Total operating expense	321,176	3,133,914
Loss from operations	(321,176)	(3,133,914)
Other income (expense)		
Gain(loss) on extinguishment of debt	--	(220,000)
Financing costs	--	(542,911)
Change in fair value of derivative liabilities	224,426	640,155
Currency	(13,941)	5,534
Interest expense	(55,371)	(34,571)
Total other income (expense)	155,114	(151,793)
Net income (loss)	\$ (166,062)	\$ (3,285,707)
Foreign currency translation adjustment	44	(11,825)
Comprehensive gain (loss)	<u>\$ (166,018)</u>	<u>\$ (3,297,532)</u>
Net loss per common share basic and diluted	<u>\$ (0.17)</u>	<u>\$ (417)</u>
Weighted average number of common shares outstanding:- basic and diluted	<u>956,344</u>	<u>699,631</u>

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

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**For the Years Ended April 30, 2022 and 2021**

(Unaudited)

	<b>Common Stock</b>		<b>Additional</b>	<b>Accumulated</b>	<b>Accumulated</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>	<b>Paid-In</b>	<b>Deficit</b>	<b>Other</b>	<b>Stockholders'</b>
			<b>Capital</b>		<b>Comprehensive</b>	<b>Equity</b>
					<b>Loss</b>	<b>(Deficit)</b>
Balance at April 30, 2020	250,122	\$ 250	\$ (184,646)	\$ ( 3,345,058)	\$ (37,166)	\$ (3,566,620)
Common stock for cash	53,379	53	243,463	--	--	243,516
Common stock issued for service	25,000	25	135,855	--	--	135,880
Common stock for service- RP	511,435	511	2,710,589	--	--	2,711,100
Common stock for debt	12,250	12	3,050	--	--	3,062
Common stock for AP-Related parties	2,000	2	10,718	---	--	10,720
Common stock for finance costs	101,000	101	570,209	--	--	570,310
Common stock cancelled	(228)	2	1,166	----	--	1,168
Comprehensive income (loss)	--	--	--	--	(11,825)	(11,825)
Net loss	--	--	---	(3,285,707)	--	(3,285,707)
Balance at April 30, 2021 (Unaudited)	956,344	956	3,487,104	(6,630,765)	(48,991)	(3,191,696)
Comprehensive income (loss)	--	--	--	--	44	44
Net loss	--	--	--	(166,062)	--	(166,062)
Balance at April 30, 2022 (Unaudited)	956,344	\$ 956	\$ 3,487,104	\$ (6,796,827)	\$ (48,947)	\$ (3,357,714)

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

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>For the Years Ended April 30,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash Flows From Operating Activities:</b>		
Net income(loss)	\$ (166,062)	\$ (3,285,707)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Financing costs		
(Gain) loss on derivative liabilities	(224,426)	(640,155)
Stock based compensation	--	2,846,980
(Gain) loss on debt forgiveness	--	220,000
Changes in operating assets and liabilities:		
Increase in accounts payable and accrued expense	70,875	113,496
Increase in accrued compensation - related party	182,572	(336,030)
<b>Net cash used in operating activities</b>	<b>(137,041)</b>	<b>(538,505)</b>
<b>Cash Flows From Financing Activities:</b>		
Proceeds from convertible debt	10,300	206,000
Proceeds from sale of common stock		243,516
Proceeds from notes payable	39,394	84,700
Proceeds from Notes payable – related party	87,202	--
<b>Net cash provided by financing activities</b>	<b>136,896</b>	<b>536,216</b>
<b>Effect of exchange rate on cash</b>	<b>44</b>	<b>(11,825)</b>
<b>Net change in cash</b>	<b>(101)</b>	<b>(16,114)</b>
<b>Cash at beginning of period</b>	<b>2,352</b>	<b>18,466</b>
<b>Cash at end of period</b>	<b>\$ 2,251</b>	<b>\$ 2,352</b>
<b>SUPPLEMENT DISCLOSURE</b>		
Interest paid	\$ --	\$ --
Income taxes paid	\$ --	\$ --
<b>NON-CASH TRANSACTIONS</b>		
Common stock issued for debt conversion	\$ --	\$ 3,063
Common stock issued for accrued payables – related parties	\$ --	\$ 10,720

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

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1 – BASIS OF PRESENTATION AND ORGANIZATION**

**GEN2 TECHNOLOGIES, INC** (“GEN2” or the “Company”) was incorporated on May 22, 2008 as a Nevada corporation. The Company has developed a product for the repair of hanging venetian blinds. As part of this development the Company has completed the development and is building a machine to make the parts for blind repair that it is selling. The development and testing of the machine was completed with limited production following and the Company reduced its work in the blind repair kit market space. During the year ended April 30, 2017, the Company terminated the blind repair business and wrote off the equipment related to the line of business.

On December 21, 2015, the Company filed, with the Secretary of State of the State of Nevada, a Certificate of Change, effecting a ten-for-one (10:1) forward split of the Company's issued and outstanding shares of common. The forward split took effect on the over-the-counter markets on January 12, 2016. All share and per share amounts herein have been retroactively adjusted to reflect the forward stock split.

On May 6, 2016, the Company acquired intangible assets from ISee Automation for 5,000,000 shares of common stock with a fair market value of \$1,600,000 based on the Company's stock price at the date of issuance. The intangible assets consist of a patent application and related know-how, technology and plans to commercialization related to covers the placement of video cameras and supporting equipment into helmets used by various athletics such as hockey. Life video can then be transmitted from the player's helmet in real time for display on sports events broadcasts. The Company received the RefCam helmets produced by a third party and used the devices to broadcast various hockey events.

On September 28, 2016, the Company incorporated, in the state of Washington, a wholly owned subsidiary ISEE Sports Inc. Since inception, the subsidiary has not been operational or financially active.

On or about February 27, 2017, Christopher Stramacchia, President of iSee Automation, notified the Company that it believes that iSee Automation terminated the Agreement for Services. The Company believes that there is no basis in law or equity for iSee Automation to unilaterally decide to terminate the Agreement for Services and plans to enforce its rights thereunder. Since their usage, the helmets and their transmitting devices have been held without permission by ISee Automation. On March 27, 2018, the Company received a default judgement against ISee Automation Inc in the US District Court, Western District of Washington (Case No C17-1715JLR)

As of April 30, 2017, ISee Automation was holding the Helmets and transmission equipment. Based on the lack of access to the Equipment the Company has elected to impair the assets related to the ISee Automation agreement resulting is an amortization charge of \$105,133 and impairment of intangible assets of \$1,494,867 for the intellectual property.

On June 15, 2017, the Company designated and issued one Series A preferred share. Each share of Series A preferred is entitled to voting rights and power equal to 110% of the total outstanding shares of common stock in the Company. In addition the Company created a special director which is called the Series A Director and the director class will continue as long as there is a Series A share outstanding. The Series A share hold approval on any change in the designation and certain parts of the articles of the Company.

On June 15, 2017 the Company increased total authorized shares to 2,001,000,000, par value \$0.001 per share with the total number of authorized common shares to be 2,000,000,000 and total number of authorized preferred shares to be 1,000,000.

On July 25, 2017, the Company incorporated 10337188 Canada, Inc as a wholly owned subsidiary.

On September 20, 2019, the Company increased its number of authorized shares to 5,001,000,000 of which 5,000,000,000 common shares and 1,000,000 preferred shares all par value \$0.001.

On March 30, 2020, the Company effected a reverse split of its common shares of 1 new share for each 1,000,000 shares. The Company reduces the number of authorized shares to 5,000,000 common and 1,000,000 preferred.

On March 11, 2021, the Company designated 100,000 and issued 100,000 Series A-1 preferred shares. Each share of Series A-1 preferred is entitled to voting rights and power equal to 90% of the total voting power of the Company. In addition, the Company created a special director which is called the Series A-1 Director and the director class will continue as long as there is a Series A-1 share outstanding. The Series A-1 shares holds approval on any changes in the designation and certain parts of the articles of the Company. On April 28, 2022 the Series A-1 preferred we cancelled by a summary judgment issued in the State of Nevada.

## **NOTE 2- SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation**

This summary of significant accounting policies is presented to assist in understanding the Company's financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements. It is the opinion of management that all adjustments necessary to make the financial statements not misleading have been included in these financial statements

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the balance sheet. Actual results could differ from those estimates.

### **Principles of Consolidation**

The consolidated financial statements of the Company include the Company and its wholly-owned subsidiary ISee Sports, Inc. All material intercompany balances and transactions have been eliminated.

### **Cash and Cash Equivalents**

GEN2 considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

### **Foreign currency translation**

The Company's functional and reporting currency is in U.S. dollars. The consolidated financial statements of the Company are translated to U.S. dollars in accordance with ASC 830-30, "*Foreign Currency Translation*". Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

### **Inventories**

Inventories consisting of finished goods, are stated at the lower of cost of market using the first-in; first-out (FIFO) cost method of accounting.

## Revenue Recognition

The Company did not receive any revenue during the three and nine months ended January 31, 2022 and 2020.

## Property, Equipment and Intangible Assets

Property and equipment are carried at cost, less accumulated depreciation. Additions are capitalized and maintenance and repairs are charged to expense as incurred. Intangible assets consist of a patent application purchased and is carried at cost, less accumulated amortization. Depreciation and amortization is provided principally on the straight-line basis method over the estimated useful lives of the assets which is estimated at 36 months. Patent applications submitted after June 8, 1995 have duration of 20 years. Due to the potential changes in technology the Company has elected to amortize the patent application over 15 years.

## Impairment of long-lived assets

The Company reviews the carrying value of its long-lived assets annually or whenever events or changes in circumstances indicate that the historical-cost carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the asset by comparing the undiscounted future net cash flows expected to result from the asset to its carrying value. If the carrying value exceeds the undiscounted future net cash flows of the asset, an impairment loss is measured and recognized. An impairment loss is measured as the difference between the net book value and the fair value of the long-lived asset. Fair value is estimated based upon either discounted cash flow analysis or estimated salvage value. (See Note 9—Impairment of Assets)

## Basic and diluted net income per share

Basic and diluted net income per share calculations are calculated on the basis of the weighted average number of common shares outstanding during the year. They include the dilutive effect of common stock equivalents in years with net income. Basic and diluted net income per share are the same due to the net loss in the years ended April 30, 2022 and 2021.

## Income Taxes

GEN2 recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax basis of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. GEN2 provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

## Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued expenses and shareholder loans. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Financial assets and liabilities recorded at fair value in our condensed consolidated balance sheets are categorized based upon a fair value hierarchy established by GAAP, which prioritizes the inputs used to measure fair value into the following levels:

Level 1— Quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2— Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable and can be corroborated by observable market data.



Level 3— Inputs reflecting management’s best estimates and assumptions of what market participants would use in pricing assets or liabilities at the measurement date. The inputs are unobservable in the market and significant to the valuation of the instruments.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The Company analyzed the conversion option for derivative accounting and beneficial conversion features consideration and noted one variable convertible note qualified as a derivative and thus tainted the fixed conversion notes requiring the notes to accounted for as derivative liabilities

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of January 31, 2022 and April 30, 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>As of April 30, 2021</b>				
Assets				
None				
Liabilities				
Derivative liability	\$ -	\$ -	\$1,276,712	\$ 1,276,712
Asset				
<b>As of January 31, 2022</b>				
None				
Liabilities				
Derivative liability	\$ --	\$ --	\$ 1,052,286	\$ 1,052,286

## Beneficial Conversion Features

The intrinsic value of a beneficial conversion feature inherent to a convertible note payable, which is not bifurcated and accounted for separately from the convertible note payable and may not be settled in cash upon conversion, is treated as a discount to the convertible note payable. This discount is amortized over the period from the date of issuance to the date the note is due using the effective interest method. If the note payable is retired prior to the end of its contractual term, the unamortized discount is expensed in the period of retirement to interest expense. In general, the beneficial conversion feature is measured by comparing the effective conversion price, after considering the relative fair value of detachable instruments included in the financing transaction, if any, to the fair value of the common shares at the commitment date to be received upon conversion.

## Recently Issued Accounting Pronouncements

In July 2017, the FASB issued ASU No. 2017-11, “*Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception*”. The ASU was issued to address the complexity associated with applying generally accepted accounting principles (GAAP) for certain financial instruments with characteristics of liabilities and equity. The ASU, among other things, eliminates the need to consider the effects of down round features when analyzing convertible debt, warrants and other financing instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. The amendments are effective for fiscal years beginning after December 15, 2018 and should be applied retrospectively. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the implementation date and the impact of this amendment on its financial statements.

### **NOTE 3 - GOING CONCERN**

As shown in the accompanying financial statements, GEN2 has an accumulated deficit of \$6,796,827 and \$6,630,765 and negative working capital of \$3,357,714 and \$3,191,696 as of April 30, 2022 and April 30, 2021, respectively. Unless profitability and increases in stockholders' equity continues, these conditions raise substantial doubt as to GEN2's ability to continue as a going concern. The April 30, 2022 and 2021 financial statements do not include any adjustments that might be necessary if GEN2 is unable to continue as a going concern. Management plans to continue to raise funds through debt and equity financing to grow the business to profitability.

### **NOTE 4 - REVENUE**

The Company did not have revenue for the years ended April 30, 2022 and 2021.

### **NOTE 5- RELATED PARTY TRANSACTIONS**

On June 15, 2017, the Company designated one share of preferred stock as Series A preferred at a par value of \$0.001. The series A preferred carries a voting right equal to 110% of the total voting rights of the outstanding common stocks. In addition, the series A shareholders can elect a director. The Series A director must approve any future amendments of the Company's articles and other activities of the Company. Brian Keasberry was granted one share of Series A preferred stock on June 15, 2017. The fair value of the series A preferred share was independently valued at \$237,630 and was accounted for as stock based compensation.

On March 11, 2021, the Company designated 100,000 and issued 100,000 Series A-1 preferred shares. Each share of Series A-1 preferred is entitled to voting rights and power equal to 90% of the total voting power of the Company. In addition, the Company created a special director which is called the Series A-1 Director and the director class will continue as long as there is a Series A-1 share outstanding. The Series A-1 shares holds approval on any changes in the designation and certain parts of the articles of the Company. Michael Kovacocy and Daniel Serruya were each granted 50,000 share of Series A-1 preferred stock. On April 28, 2022 by summary judgement issued in the district court of the State of Nevada the Series A-1 preferred shares were cancelled.

On June 8, 2020 three related parties converted \$494,001 of accrued compensation into 493,828 shares of common stock

During the year ended April 30, 2022 a related party advanced the Company \$87,202.

The total accrued compensation for the officers and director of the Company as of April 30, 2022 and 2021 was \$465,740 and \$283,168, respectively

### **NOTE 6 – EQUITY**

#### **Common**

On June 8, 2020 three related parties converted \$494,001 of accrued compensation into 173,333 shares of common stock.

During the April 30, 2021 the Company issued 356,250 shares of common stock to four individuals with a value of 2,460,052 for service.

During the year ended April 30, 2020 the Company issued 12,250 shares of common stock for the conversion of debt with a value of \$3,063.

#### **Preferred**

On June 15, 2017, the Company designated one share of preferred stock as Series A preferred at a par value of \$0.001. The series A preferred carries a voting right equal to 110% of the total voting rights of the outstanding common stocks. In addition, the series A shareholders can elect a director. The Series A director must approve any future amendments of the Company's articles and other activities of the Company. Brian Keasberry was granted one share of Series A preferred stock on June 15, 2017. The fair value of the series A preferred share was independently valued at \$237,630 and was accounted for as stock based compensation. During the year ended April 30, 2022 Brian Keasberry sold the share to Aarid Jamani.

On March 11, 2021, the Company designated 100,000 and issued 100,000 Series A-1 preferred shares. Each share of Series A-1 preferred is entitled to voting rights and power equal to 90% of the total voting power of the Company. In addition, the Company created a special director which is called the Series A-1 Director and the director class will continue as long as there is a Series A-1 share outstanding. The Series A-1 shares holds approval on any changes in the designation and certain parts of the articles of the Company. Michael Kovacocy and Daniel Serruya were each granted 50,000 share of Series A-1 preferred stock. On April 28, 2022 the shares were cancelled.

#### **NOTE 7 – NOTES PAYABLE**

As of April 30, 2022, the Company had outstanding notes payable of \$556,654 to third parties compared to \$517,260 as of April 30, 2021.

#### **NOTE 8 – CONVERTIBLE NOTES**

The Company analyzed the conversion option for derivative accounting and beneficial conversion features consideration under ASC 815-15 "Derivatives and Hedging" and ASC 470-20 "Convertible Securities with Beneficial Conversion Features" and noted one variable convertible note qualified plus tainted the fixed conversion notes requiring the notes to accounted for as derivative liabilities. (See Note 8 - Fair Value Measurement)

As of April 30, 2022 and 2021 the Company owed net of unamortized discount of \$917,608 and \$907,308. respectively, in non-related party convertible promissory notes.

#### **NOTE 10 – FAIR VALUE MEASUREMENTS AND DERIVATIVE LIABILITIES**

As defined in (Financial Accounting Standards Board ASC 820), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilized the market data of similar entities in its industry or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs. FASB ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy are as follows:

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.
- Level 2 - Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date and includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that

consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value.

The Company analyzed the conversion option for derivative accounting and beneficial conversion features consideration and noted one variable convertible note qualified as a derivative and thus tainted the fixed conversion notes requiring the notes to accounted for as derivative liabilities

The following table sets forth by level within the fair value hierarchy the Company’s financial assets and liabilities that were accounted for at fair value as January 31, 2022 and April 30, 2021.

<b>Recurring Fair Value Measures</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>LIABILITIES:</b>				
Derivative liabilities as of April 30, 2021	\$ --	\$ -	\$ 1,276,712	\$ 1,276,712
Derivative liability as of January 31, 2022	\$ --	\$ --	\$ 1,052,286	\$ 1,052,286

For the year ended April 30, 2022, the net gain on the change of fair value was \$224,4269.

The Company estimated the fair value of the derivative liabilities using the Black Scholes option pricing model using the following key assumptions during the three months ended January 31, 2022:

Expected Dividend	0%
Expected terms	0.05
Volatility	1041%
Risk free rate	.80%

The following table represents the change in the fair value of the derivative liabilities during the year ended April 30, 2022,

Fair value of derivative liabilities as of April 30, 2021	1,276,712
Change in fair value of derivative	(224,426)
Fair value of derivative liabilities as of April 30, 2022	1,052,286

## **NOTE 11 – COMMITMENTS AND CONTINGENCIES**

On July 25, 2016, the Company filed with the Securities and Exchange Commission a Current Report on Form 8-K, disclosing, among other things, that pursuant to the terms and conditions that certain Patent Assignment and Technology Transfer Agreement (the “Patent Assignment and Technology Transfer Agreement”), dated May 6, 2016, by and between BRK, Inc., a Nevada corporation (the “Company”) and iSee Automation Inc., a federal Canada corporation (“iSee

Automation”), the Company purchased U.S. Patent Application No. 15/079,847, “Helmet System” (the “Patent”) and related technology for a helmet camera system, including intellectual property covered by the Patent. The Patent covers technology designed to wirelessly transmit video images from a small, mobile camera to live broadcast (the “Helmet Camera and Broadcast Technology”).

Pursuant to the terms and conditions of the Patent Assignment and Technology Transfer Agreement, the Company issued 5,000,000 shares of common stock to iSee Automation.

The U.S. Patent and Trademark Office subsequently published an Assignment of Abstract of Title, date record July 13, 2017, for conveyance of the Patent from iSee Automation Inc. to BRK, Inc.

In connection with the acquisition of the Patent, the Company also entered into that certain Revenue Assignment and Benefit Transfer Agreement, dated September 16, 2016, by and between the Company and iSee Automation (the “Revenue Assignment Agreement”). Under the Revenue Assignment Agreement, iSee Automation is obligated to “deliver to the Company any and all revenues obtained by iSee Automation based on the Helmet Camera patent application previously purchased by BRK from iSee Automation under the Patent Assignment and Technology Transfer Agreement via wire transfer or via direct delivery from customers.

Although we have clear title to and no restrictions to use our intellectual property, disputes may arise regarding the Revenue Transfer Agreement, including but not limited to, the scope and duration of payment of royalties’ other interpretation-related issues.

On May 17, 2016, the Company entered into that certain Agreement for Services, dated May 17, 2016, by and among the Company, iSee Automation Inc. (Ontario), and Christopher Stramacchia. Pursuant to the terms and conditions of the Agreement for Services, “[any patents derived from the research done jointly and severally by all the above named parties shall be the property of BRK, Inc.,” in consideration for the Company paying \$10,000 to iSee Automation (Michigan), which \$10,000 the Company paid to iSee Automation (Michigan) on or about May 17, 2016.

On or about February 27, 2017, Christopher Stramacchia, President of iSee Automation, notified the Company that it believes that iSee Automation terminated the Agreement for Services. The Company believes that there is no basis in law or equity for iSee Automation to unilaterally decide to terminate the Agreement for Services and plans to enforce its rights thereunder.

On or about February 28, 2017, Christopher Stramacchia, President of iSee Automation, notified the Company that it believes that iSee Automation terminated the Revenue Assignment Agreement. The Company believes that there is no basis in law or equity for iSee Automation to unilaterally decide to terminate the Revenue Assignment Agreement and plans to enforce its rights thereunder. On March 27, 2018, the Company received a default judgement against ISee Automation Inc in the US District Court, Western District of Washington (Case No C17-1715JLR)

## **NOTE 12 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events to determine events occurring after April 30, 2022 through June\_\_, 2022 that would have a material impact on the Company’s financial results or require disclosure and have determined none exist.

