

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BLACKWELL 3D CONSTRUCTION CORP.,

a Nevada Corporation

USA ADDRESS

701 S. Carson St., Suite 200
Carson City, NV 89701

UNITED ARAB EMIRATES ADDRESS

1F/19, Albudoor BLDG
Naif, Dubai, UAE
Postal Code: 95905

Telephone: +1 (702) 718-0807

Email: info@blackwell3d.com

SIC Code: 2759 – Commercial Printing, Not Elsewhere Classified

Quarterly Report Amendment #1

**For the period ending February 29, 2024
(the “Reporting Period”)**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

37,197,373 as of **April 14, 2024**

1,197,373 as of **February 29, 2024***

176,795 as of **May 31, 2023**

**On January 16, 2024, FINRA made effective a 1-for-250 reverse stock split. As of that date, the reverse stock split resulted in our issued and outstanding shares being decreased from 299,198,575 shares of common stock to 1,196,824 shares of common stock. All references to shares issuances or share amounts throughout this Report account for the 1-for-250 reverse stock split (excluding narrative related to past corporate events).*

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:

Yes: ☐

No: ☒

⁴ “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.

EXPLANATORY NOTE: On April 14, 2024, Blackwell 3D Construction Corp. filed its Quarterly Report for the period ended February 29, 2024 (“Original Filing”). This Amendment #1 to such Original Filing (the “Amendment”) is being filed to update certain debt holder information disclosed in *Section 3B. Promissory and Convertible Notes* (“Section 3B”) which was outdated and inadvertently not updated to current date. Consistent therewith, we have also updated the footnotes to Section 3B to properly and accurately detail the updated information. There are no other changes from the Original Filing to this Amendment.

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.

On October 17, 2023, the Company changed its name to “Blackwell 3D Construction Corp.”

On March 16, 2022, the Company changed its name to “Power Americas Resource Group Ltd.”

On July 24, 2014, the Company changed its state of incorporation from Florida to Nevada and concurrently changed its name to “Brisset Beer International, Inc.”

On May 19, 2011, the Company changed its name to “Buckeye Oil & Gas, Inc.”

On May 11, 2010, the Company was incorporated in the State of Florida under the name “Benefit Solutions Outsourcing Corp.”

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 October 23, 2022 (the “Closing Date”), Power Americas Resource Group Ltd. (the “Company”) and Ramasamy Balasubramanian, an individual, (“RB”) entered into an Asset Purchase Agreement (“RB APA”), with an effective date of October 19, 2022, pursuant to which the Company acquired various proprietary assets and intellectual property collectively known as “Twin Infra” (the “Assets”), which is a complete IT solution for the Construction/Infrastructure industry based on the concept of “Digital Twin.”

A description of the specific terms and conditions of the acquisition are set forth in the RB APA, which is attached as Exhibit A to the Company’s “Current Report of Material Events” as filed with the OTC Markets on October 25, 2022, which is incorporated herein by reference.

On October 12, 2023, the Company and Ramasamy Balasubramanian, an individual (“Ramasamy”) entered into that certain Unwind Agreement and Mutual Release (the “Unwind Agreement”), for the purpose of unwinding, and rendering void, the Asset Purchase Agreement (“Original APA”) executed by and between the Company and Ramasamy on October 19, 2022. The Parties have mutually and voluntarily agreed to unwind the transaction contemplated by the Original APA. Accordingly, the Company shall return all the Assets acquired per the Original APA once Ramasamy has cancelled, and returned to the Company’s treasury, the 40,000,000 restricted shares of the Company’s common stock he received per the terms of the Original APA. Additionally, effective the same day, Ramasamy resigned as Chief Financial Officer, Treasurer and Chairman of the Board of Directors of the Company. The resignations were not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices. The specific terms and

conditions of the Unwind Agreement may be found by referring to the Unwind Agreement which is attached as Exhibit B to the Company's supplemental report captioned "Supplemental Information - Corporate Events (APA, Unwind Agreement, & Change of Control)" as filed with the OTC Markets on October 17, 2023, which is incorporated herein by reference.

Additionally, on October 12, 2023, Power Americas Resource Group Ltd. (the "Company") announced the closing of an Asset Purchase Agreement ("Purchase Agreement") between the Company and Mr. Mohammed Zaveri (Mr. Zaveri") pursuant to which the Company acquired various assets that, together, provide a turnkey solution with respect to acquiring land, overseeing construction projects, acquisition of buildable land in major residential areas in the United Arab Emirates, and the development of a 3-D printer for use in residential single- home and small-scale apartment building construction (collectively, the "Assets"). In exchange for the Assets, the Company issued 250,000,000 restricted shares of its Common Stock and 3,000,000 shares of its Series A Preferred Stock to Mr. Zaveri.

The specific terms and conditions of the Purchase Agreement may be found by referring to the Purchase Agreement which is attached as Exhibit A to the Company's supplemental report captioned "Supplemental Information - Corporate Events (APA, Unwind Agreement, & Change of Control)" as filed with the OTC Markets on October 17, 2023, which is incorporated herein by reference.

On or about October 15, 2023, the Company's Board of Directors, receiving the majority vote of the Company's shareholders of approximately 74.91%, approved the following: (i) Changing our corporate name from Power Americas Resource Group Ltd. to Blackwell 3D Construction Corp.; (ii) A change in the Company's OTC trading symbol from PARG to BDCC or, (the "Corporate Symbol Change"); and, (iii) A One for Two Hundred Fifty (1-for-250) Reverse Stock Split ("Reverse Split") of the issued and outstanding shares of Common Stock of the Company whereby every 250 shares of the Company's issued and outstanding common stock shall automatically convert into one new share of common stock. As a result of the Board and Shareholders approved actions set forth above, on October 15, 2023, the Company filed the necessary documentation with the Nevada Secretary of State changing its name from Power Americas Resource Group Ltd. to Blackwell 3D Construction Corp., and also filed a Certificate of Change Pursuant to N.R.S. 78.209 reflecting the Reverse Split.

The Certificate of Amendment reflecting the name change is attached as Exhibit A and the Certificate of Change reflecting the Reverse Split is attached as Exhibit B to the Company's supplemental report captioned "Supplemental Information - Corporate Events (Name Change & Split)" as filed with the OTC Markets on October 17, 2023, which is incorporated herein by reference.

On January 16, 2024, FINRA made the 1-for-250 Reverse Split effective. As of that date, the reverse stock split resulted in our issued and outstanding shares being decreased from 299,198,575 shares of common stock to 1,196,824 shares of common stock. *All references to shares issuances or share amounts issued and outstanding made prior to January 16, 2024, throughout this Report do not account for the 1-for-250 reverse stock split.*

Address of the issuer's principal executive office:

U.S.A. OFFICE
701 S. Carson St., Suite 200
Carson City, NV 89701

U.A.E. OFFICE
1F/19, Albudoor BLDG
Naif, Dubai, UAE
Postal Code: 95905

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: **TranShare**
Phone: **303-662-1112**
Email: **kwhitside@transhare.com**
Address: **Bayside Center 1**
17755 North US Highway 19, Suite 140
Clearwater, FL 33764

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:	BDCC	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	10973Y107	
Par or stated value:	\$0.00001	
Total shares authorized:	500,000,000	as of date: 02.29.2024
Total shares outstanding:	37,197,373	as of date: 02.29.2024
Total number of shareholders of record:	60	as of date: 02.29.2024

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.

Exact title and class of the security:	Series A Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	10,000,000	as of date: 02.29.2024
Total shares outstanding (if applicable):	4,350,000	as of date: 02.29.2024
Total number of shareholders of record:	2	as of date: 02.29.2024

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.

On September 9, 2022, the Company filed a Certificate of Amendment together with Amended & Restated Articles of Incorporation ("Restated Articles") with the Secretary of State of the State of Nevada increasing its authorized shares of common stock from 500,000,000 shares, par value \$0.00001, to 600,000,000 shares, par value, \$0.00001 and also created a new class of Preferred Stock totaling 100,000,000 shares, par value \$0.00001.

Series A Preferred Stock

In the Restated Articles, 10,000,000 shares of our preferred stock were designated as Series A Preferred Stock (the "Series A Preferred Stock"). The Series A Preferred Stock have the following rights, preferences, powers, privileges and restrictions, qualifications, and limitations:

Conversion. Each share of Series A Preferred Stock is convertible into 20 shares of the Company's common stock.

Voting. The holders of shares of Series A Preferred Stock shall vote on an "as converted" unless and until such shares are converted into shares of common stock, par value \$.00001 per share, of the Company. The holder of each share of Series A Preferred Stock shall have such number of votes as is determined by multiplying the number of shares of Series A Preferred Stock held by such holder by 100.

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: Date: May 31, 2022 Common: 790 Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *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.
September 9, 2022	Cancellation	-540	Common	\$0.00001	No	Aplicaciones Químicas Especializadas Del Sureste, S.A. DE C.V. <u>Beneficial Owner:</u> Oscar Estudillo Quiñones	Common Stock Cancelled & Exchanged for Series A Preferred	Restricted	3(a)(9)
September 9, 2022	New Issuance	1,350,000	Series A Preferred	\$0.00001	No	Aplicaciones Químicas Especializadas Del Sureste, S.A. DE C.V. <u>Beneficial Owner:</u> Oscar Estudillo Quiñones	Common Stock Cancelled & Exchanged for Series A Preferred	Restricted	3(a)(9)
September 12, 2022	New Issuance	120,000	Common	\$0.00001	No	Boris Goldstein 657 Via Faisan San Clemente, CA 92673	Asset Purchase Agreement	Restricted	4(a)(2)
September 12, 2022	Debt Conversion	6,000	Common	\$0.00001	No	Pusker, S.A de C.V. <u>Beneficial Owner:</u> Jose Armando Pichardo Martinez	Debt Conversion	Restricted	4(a)(2)
September 12, 2022	Debt Conversion	6,000	Common	\$0.00001	No	Desarrollos Inmobiliarios Borlam, S.A.de C.V. <u>Beneficial Owner:</u> Josue Jesualdo Gomez Vela	Debt Conversion	Restricted	4(a)(2)
September 12, 2022	Debt Conversion	6,000	Common	\$0.00001	No	Farland Caput, S.A. de C.V. <u>Beneficial Owner:</u> Marina Burgueno Luna	Debt Conversion	Restricted	4(a)(2)
September 12, 2022	Debt Conversion	6,000	Common	\$0.00001	No	Samperini, S.A. de C.V. <u>Beneficial Owner:</u> Francisco Javier Martinez Bojorquez	Debt Conversion	Restricted	4(a)(2)
September 12, 2022	Debt Conversion	6,000	Common	\$0.00001	No	Atomic Tecnologia de Negocios, S.A.de C.V. <u>Beneficial Owner:</u> Hector Fernando Moreno Aldecoa	Debt Conversion	Restricted	4(a)(2)

September 12, 2022	Debt Conversion	6,000	Common	\$0.00001	No	Agronegocios Trevor, S.A. de C.V. <u>Beneficial Owner:</u> Efrain Burgueno Luna	Debt Conversion	Restricted	4(a)(2)
October 17, 2022	Cancellation	-120,000	Common	\$0.00001	No	Boris Goldstein 657 Via Faisan San Clemente, CA 92673	Unwinding of Asset Purchase Agreement	Restricted	4(a)(2)
October 19, 2022	New Issuance	160,000	Common	\$0.00001	No	Ramasamy Balasubramanian No. 21- B, 5th Cross Street (South Phase) Thiru Vi Ka Industrial Estate Guindy Chennai Tamil Nadu 600032, India	Asset Purchase Agreement – By way of letter, Mr. Balasubramanian requested that 40,000,000 shares be issued to him and 5,000,000 to each of two different parties.	Restricted	4(a)(2)
October 19, 2022	New Issuance	40,000	Common	\$0.00001	No	Crest Ventures, LLC 520 Brickell Key Dr #1607, Miami, FL 33131 <u>Beneficial Owner:</u> Charles Arnold	Business Development Agreement	Restricted	4(a)(2)
October 19, 2022	New Issuance	20,000	Common	\$0.00001	No	Mark Croskery 3350 SW 148th Avenue Suite 203 Miramar, FL 33027	Employment Agreement	Restricted	4(a)(2)
October 19, 2022	New Issuance	20,000	Common	\$0.00001	No	Wise Lane Business Advisory Services Inc. 263 W. 49th Ave. Vancouver, BC V5Y 2Z8 Canada <u>Beneficial Owner:</u> Ashok Subramanian	Asset Purchase Agreement – Shares assigned by Mr. Balasubramanian	Restricted	4(a)(2)
October 19, 2022	New Issuance	20,000	Common	\$0.00001	No	Manideep Gopishetty 263 W.49th Ave Vancouver, BC V5Y 2Z8 Canada	Asset Purchase Agreement – Shares assigned by Mr. Balasubramanian	Restricted	4(a)(2)
November 23, 2022	New Issuance	40	Common	\$0.00001	No	Philip Magri 2642 NE 9th Ave Ft. Lauderdale, FL 33334	Debt Settlement	Restricted	4(a)(2)
November 23, 2022	New Issuance	60,000	Common	\$0.00001	No	Kirubakaran Candasamy No: 2/4 Seethakathi Road, Mogappair East Nagar, Chennai Tamil Nadu 600037 India	Employment Agreement	Restricted	4(a)(2)
November 23, 2022	Debt Conversion	10,000	Common	\$0.00001	No	Pusker, S.A de C.V. <u>Beneficial Owner:</u> Jose Armando Pichardo Martinez	Debt Conversion	Restricted	4(a)(2)
November 23, 2022	Debt Conversion	10,000	Common	\$0.00001	No	Desarrollos Inmobiliarios Borlam, S.A.de C.V. <u>Beneficial Owner:</u> Josue Jesualdo Gomez Vela	Debt Conversion	Restricted	4(a)(2)

November 23, 2022	Debt Conversion	10,000	Common	\$0.00001	No	Farland Caput, S.A. de C.V. <u>Beneficial Owner:</u> Marina Burgueno Luna	Debt Conversion	Restricted	4(a)(2)
November 23, 2022	Debt Conversion	10,000	Common	\$0.00001	No	Samperini, S.A. de C.V. <u>Beneficial Owner:</u> Francisco Javier Martinez Bojorquez	Debt Conversion	Restricted	4(a)(2)
November 23, 2022	Debt Conversion	10,000	Common	\$0.00001	No	Atomic Tecnologia de Negocios, S.A. de C.V. <u>Beneficial Owner:</u> Hector Fernando Moreno Aldecoa	Debt Conversion	Restricted	4(a)(2)
November 23, 2022	Debt Conversion	10,000	Common	\$0.00001	No	Agronegocios Trevor, S.A. de C.V. <u>Beneficial Owner:</u> Efrain Burgueno Luna	Debt Conversion	Restricted	4(a)(2)
November 23, 2022	New Issuance	160,000	Common	\$0.00001	No	Ramasamy Balasubramanian No. 21- B, 5th Cross Street (South Phase) Thiru Vi Ka Industrial Estate Guindy Chennai Tamil Nadu 600032, India	Employment Agreement	Restricted	4(a)(2)
November 23, 2022	New Issuance	500,000	Series A Preferred	\$0.00001	No	Ramasamy Balasubramanian No. 21- B, 5th Cross Street (South Phase) Thiru Vi Ka Industrial Estate Guindy Chennai Tamil Nadu 600032, India	Employment Agreement	Restricted	4(a)(2)
November 23, 2022	New Issuance	100,000	Series A Preferred	\$0.00001	No	Kirubakaran Candasamy No: 2/4 Seethakathi Road, Mogappair East Nagar, Chennai Tamil Nadu 600037 India	Employment Agreement	Restricted	4(a)(2)
March 21, 2023	New Issuance	505	Common	\$0.00001	No	Integrity Media Inc. 12106 Rojo Roma Ave. Las Vegas, NV 89138 <u>Beneficial Owner:</u> Kurt Divich	Debt Conversion	Restricted	4(a)(2)
October 12, 2023	Cancellation	-320,000	Common	\$0.00001	No	Ramasamy Balasubramanian No. 21- B, 5th Cross Street (South Phase) Thiru Vi Ka Industrial Estate Guindy Chennai Tamil Nadu 600032, India	Unwind Agreement	N/A	N/A

October 12, 2023	Cancellation	-60,000	Common	\$0.00001	No	Kirubakaran Candasamy No: 2/4 Seethakathi Road, Mogappair East Nagar, Chennai Tamil Nadu 600037 India	Unwind Agreement	N/A	N/A
October 12, 2023	Cancellation	-500,000	Series A Preferred	\$0.00001	No	Ramasamy Balasubramanian No. 21- B, 5th Cross Street (South Phase) Thiru Vi Ka Industrial Estate Guindy Chennai Tamil Nadu 600032, India	Unwind Agreement	N/A	N/A
October 12, 2023	Cancellation	-100,000	Series A Preferred	\$0.00001	No	Kirubakaran Candasamy No: 2/4 Seethakathi Road, Mogappair East Nagar, Chennai Tamil Nadu 600037 India	Unwind Agreement	N/A	N/A
October 15, 2023	New Issuance	1,000,000	Common	\$0.00001	No	Mohammed Zaveri 1f/19 Albudoor Bldg Naif, Dubai, UAE Postal Code: 95905	Asset Purchase Agreement	Restricted	4(a)(2)
October 16, 2023	New Issuance	3,000,000	Series A Preferred	\$0.00001	No	Mohammed Zaveri 1f/19 Albudoor Bldg Naif, Dubai, UAE Postal Code: 95905	Asset Purchase Agreement	Restricted	4(a)(2)
January 16, 2024	New Issuance	578	Common	\$0.00001	No	Cede & Co.	Round-Up Shares (Reverse-Split Adjustment)	Unrestricted	4(a)(2)
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date: February 29, 2024			*Common: 1,197,373						
			Preferred: 4,350,000						

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:

** On January 16, 2024, FINRA made the 1-for-250 Reverse Split effective. As of that date, the reverse stock split resulted in our issued and outstanding shares being decreased from 299,198,575 shares of common stock to 1,196,824 shares of common stock. All references to shares issuances or share amounts throughout this Report account for the 1-for-250 reverse stock split (excluding narrative related to past corporate events).*

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	Interest Accrued(\$)	Maturity Date	Conversion Terms (e.g.	Name of Noteholder (entities must have	Reason for Issuance (e.g.
March 31, 2018	\$8,809.00	\$6,500.00	\$2,309	June 30, 2018	None	Sandberg International LTD. <u>Beneficial Owner:</u> Patrick Wong	Loan
October 12, 2023	\$449,295.00	\$449,295.00	N/A	Per Payment Plan(1)(4)	None	Aplicaciones Quimicas Especializadas Del Sureste, S.A. DE C.V. <u>Beneficial Owner:</u> Oscar Estudillo Quiñones	Loan
October 12, 2023	\$40,000.00	\$40,000.00	N/A	Per Payment Plan(2)	None	Otvikling Consulting, S.C. <u>Beneficial Owner:</u> Alejandro Lopez Zapien	Loan
October 12, 2023	\$12,946.00	\$11,622.00	\$1,324	Per Payment Plan(3)	None	Aplicaciones Quimicas Especializadas Del Sureste, S.A. DE C.V.	Loan
October 17, 2023	\$7,259.00	\$7,000.00	\$259	Demand	None	Atomic Tecnologia de Negocios SA <u>Beneficial Owner:</u> Hector Fernando Moreno Aldecoa	Loan
October 17, 2023	\$3,111.00	\$3,000.00	\$111	Demand	None	Atomic Tecnologia de Negocios SA	Loan
November 30, 2023	\$8,998.00	\$8,779.00	\$219	Demand	None	Atomic Tecnologia de Negocios SA	Loan
January 29, 2024	\$7,564.00	\$7,500.00	\$64	Demand	None	Distribucion Hergomex, S.A de C.V. <u>Beneficial Owner:</u> César Alan Jiménez González	Loan
October 12, 2023	\$4,700.00	\$4,700.00	N/A	Demand	None	Distribucion Hergomex, S.A de C.V.	Loan

***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) On October 12, 2023, the Company and Atomic Tecnologia de Negocios, S.A. de C.V. ("Atomic") entered into a Loan Restructure & Repayment Agreement under which the \$449,295.00 owed by the Company to Atomic would cease accruing interest as of August 31, 2023, would become non-convertible into shares of Company common stock, and would be subject to repayment per the schedule set forth in the Loan Restructure and Repayment Agreement. Per the terms of the Loan Restructure & Repayment Agreement, to reiterate, the amounts owing to Atomic cannot, under any circumstances, be converted into shares of the Company's common stock. Further, by way of Addendum executed on November 30, 2023, the parties agreed to defer all payments until the first day of the first quarter after which the Company is deemed "PINK – CURRENT INFORMATION" and the Caveat Emptor designation is removed from the Company's stock symbol. On March 13, 2024, the Company was deemed to be "PINK – CURRENT INFORMATION" and the Caveat Emptor was removed, meaning payments are now due and payable as of June 1, 2024.

(2) On October 12, 2023, the Company and Otvikling Consulting, S.C. ("Otvikling") entered into a Loan Restructure & Repayment Agreement under which the \$40,000 owed by the Company to Otvikling would cease accruing interest as of August 31, 2023, would become nonconvertible into shares of Company common stock, and would be subject to repayment per the schedule set forth in the Loan Restructure and Repayment Agreement. Per the terms of the Loan Restructure & Repayment Agreement, to reiterate, the amounts owing to Otvikling cannot, under any circumstances, be converted into shares of the Company's common stock. Further, by way of Addendum executed on March 1, 2024, the parties agreed to defer all payments until the first day of the first quarter after which the Company is deemed "PINK – CURRENT INFORMATION" and the Caveat Emptor designation is removed from the Company's stock symbol. On March 13, 2024, the Company was deemed to be "PINK – CURRENT INFORMATION" and the Caveat Emptor was removed, meaning payments are now due and payable as of June 1, 2024.

(3) On October 12, 2023, the Company and Aplicaciones Quimicas Especializadasc Del Sureste, S.A. DE C.V. ("Quimicas") entered into a Loan Restructure &

Repayment Agreement under which the \$11,622 owed by the Company to Quimicas would cease accruing interest as of August 31, 2023, would become non-convertible into shares of Company common stock, and would be subject to repayment per the schedule set forth in the Loan Restructure and Repayment Agreement. Per the terms of the Loan Restructure & Repayment Agreement, to reiterate, the amounts owing to Quimicas cannot, under any circumstances, be converted into shares of the Company's common stock. Further, by way of Addendum executed on March 1, 2024, the parties agreed to defer all payments until the first day of the first quarter after which the Company is deemed "PINK – CURRENT INFORMATION" and the Caveat Emptor designation is removed from the Company's stock symbol. On March 13, 2024, the Company was deemed to be "PINK – CURRENT INFORMATION" and the Caveat Emptor was removed, meaning payments are now due and payable as of June 1, 2024.

(4) On February 21, 2024, the Company received notice from Atomic that it had entered into a Debt Purchase and Assignment Agreement by and between itself and Quimicas whereby Atomic sold all of its right, title, and interest in and to Atomic's debt as set forth in Atomic's Loan Restructure & Repayment Agreement to Quimicas for an aggregate price of Four Hundred Twenty-Five Thousand Dollars (\$425,000.00), Quimicas purchased the debt from Atomic pursuant to the same terms and conditions set forth in footnote 1 above. As a result of the Addendum executed on November 30, 2023, to which Quimicas agreed, the parties agreed to defer all payments until the first day of the first quarter after which the Company is deemed "PINK – CURRENT INFORMATION" and the Caveat Emptor designation is removed from the Company's stock symbol. On March 13, 2024, the Company was deemed to be "PINK – CURRENT INFORMATION" and the Caveat Emptor was removed, meaning payments are now due and payable as of June 1, 2024.

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")

Blackwell 3D Construction owns certain innovative 3D house printing technology (the "Technology") assets aimed at revolutionizing the construction industry. Our goal is to specialize in printing fully functional and livable residential housing and small-scale apartment buildings in a fraction of the time and cost compared to traditional construction methods. Initially, our focus will be on launching in the United States and in Southeast Asia. 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. Blackwell's unique approach to construction has several advantages.

1. Our 3D printed houses are much faster to build than traditional houses, taking only a few weeks to complete;
2. Our process is much more environmentally friendly, producing less waste and using less energy; and,
3. 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 client's specific requirements and preferences. As we implement our business plan, we intend to constantly innovate and improve our Technology to provide even better solutions for our clients.

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

None.

C. Describe the issuers' principal products or services.

See Description above.

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 \$250.00 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	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Shar type/class	Ownership Percentage of Class Outstanding(1)	Names of control person(s) if a corporate entity
Mohammed Saif Zaveri (2)	Chief Executive Officer, President, and, Chairman of the Board of Directors	701 S. Carson St., Suite 200 Carson City, NV 89701	1,000,000 3,000,000	Common Series A Preferred	83.51% 68.96%	
Mitesh Ashok Rasaikar (3)	Chief Financial Officer, Treasurer, Secretary, Chief Technology Officer, and Director	701 S. Carson St., Suite 200 Carson City, NV 89701	NIL	N/A	N/A	
Murali Krishna Velupillai (4)	Independent Director	701 S. Carson St., Suite 200 Carson City, NV 89701	NIL	N/A	N/A	
Senthil Kumaran Srinivasan (5)	Independent Director	701 S. Carson St., Suite 200 Carson City, NV 89701	NIL	N/A	N/A	
Aplicaciones Quimicas Especializadas del Sureste, S.A. de C.V. (6)	5% Owner	Calle 53 414 Col. Centro, Merida, Yucatan, Mexico CP 97000	1,350,000	Series A Preferred		Control Person: Oscar Estudillo Quiñones

- (1) The percentages shown above are based on 1,197,373 shares issued and outstanding as of the date of this February 29, 2024.
- (2) Following the date of this Report, on March 13, 2024, Mr. Zaveri entered into an Employment Agreement with the Company whereby he agreed to act as the Company's Chief Executive Officer, President, and Chairman of the Board of Directors as per the terms and conditions of the Employment Agreement, in exchange he received 36,000,000 shares of the Company's Common Stock and an additional 1,000,000 shares of the Company's Series A Preferred Shares. Accordingly, in the aggregate Mr. Zaveri owns 36,000,000 shares of our Common Stock and 4,000,000 shares of our Series A Preferred Stock which carries 100-to-1 voting rights (or 400,000,000 voting preferred shares), accordingly and taking into account to totality of Voting Stock, as of the filing date hereof, Mr. Zaveri controls approximately **89.49%** of our total voting shares.
- (3) On October 12, 2023, Mitesh Ashok Rasaikar was appointed by the Company's board of directors to act as the Company's Chief Financial Officer, Treasurer, Secretary, Chief Technology Officer, and Director.
- (4) On October 12, 2023, Murali Krishna Velupillai was appointed to the Company's board of directors as an independent director.
- (5) On October 12, 2023, Senthil Kumaran Srinivasan was appointed to the Company's board of directors as an independent director.
- (6) Aplicaciones Quimicas Especializadas del Sureste, S.A. de C.V. owns 1,350,000 shares of the Company's Series A Preferred Shares which they acquired on September 12, 2022, by exchanging 135,000 shares of common stock for the 1,350,000 shares of Series A Preferred Stock. Oscar Estudillo Quiñones is the representative and beneficial owner of Aplicaciones Quimicas Especializadas del Sureste, S.A. de C.V. and his address is also that of the company, Calle 53 414 Col. Centro, Merida, Yucatan, Mexico CP 97000. The Aplicaciones Quimicas shares of our preferred stock carry total voting rights of 135,000,000. As such, Aplicaciones Quimicas controls approximately 31.03% of our total voting shares.

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: **Jessica Lockett, Esq.**
Firm: **Lockett + Horwitz**
Address: **2 South Pointe, Suite 275**
Lake Forest, CA 92630

Phone: **949-540-6540**
Email: **jlockett@lhlawpc.com**

Accountant or Auditor

Name: **Victor Mokuolu**
Firm: **Victor Mokuolu CPA PLLC**
8990 Kirby Dr, Suite 220
Houston, TX 77054
Phone: **713.588.6622**
Email: **ask@VMCPAFirm.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: **Mohammed Saif Zaveri**
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, Mohammed Saif Zaveri certify that:

1. I have reviewed this Disclosure Statement for Blackwell 3D Construction 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 24, 2024

/s/ Mohammed Saif Zaveri
Chief Executive Officer

Principal Financial Officer:

⁵ 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.

I, Mohammed Saif Zaveri, certify that:

1. I have reviewed this Disclosure Statement for Blackwell 3D Construction 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 24, 2024

/s/ Mohammed Saif Zaveri
Chief Financial Officer

Financial Statements

for

February 29, 2024

BLACKWELL 3D CONSTRUCTION CORP
(FKA POWER AMERICAS RESOURCES GROUP LTD)
CONSOLIDATED BALANCE SHEETS

	February 29, 2024	May 31, 2023
ASSETS		
Current assets		
Cash	\$ -	\$ 54
Total current assets	-	54
Other assets		
Licenses	825,300	-
Total assets	<u>\$ 825,300</u>	<u>\$ 54</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	175,587	114,066
Derivative liability	-	14,032
Note payable	499,568	447,266
Convertible notes	5,000	12,500
Total current liabilities	<u>680,155</u>	<u>587,864</u>
Total liabilities	<u>680,155</u>	<u>587,864</u>
Stockholders' deficit		
Series A Preferred stock, \$0.00001 par value, 100,000,000 shares authorized, 4,949,400 and 1,950,000 shares issued and outstanding as of February 29, 2024 and May 31, 2023 , respectively	495	195
Common stock, \$0.00001 par value, 500,000,000 shares authorized, 1,196,794 and 576,794 shares issued and outstanding as of February 29, 2024 and May 31, 2023 , respectively	12	6
Additional paid in capital	7,899,677	7,117,739
Accumulated deficit	(7,755,039)	(7,705,750)
Total stockholders' deficit	<u>145,145</u>	<u>(587,810)</u>
Total liabilities and stockholders' deficit	<u>\$ 825,300</u>	<u>\$ 54</u>

See accompanying notes to the consolidated financial statements

BLACKWELL 3D CONSTRUCTION CORP
(FKA POWER AMERICAS RESOURCES GROUP LTD)
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the three months ended		For the nine months ended	
	February 29, 2024	February 28, 2023	February 29, 2024	February 28, 2023
Revenue	-	-	\$ -	\$ -
Operating expenses				
General and administration	-	7,799	13,993	83,381
Professional fees	8,170	59,791	34,993	191,655
Total operating expenses	<u>8,170</u>	<u>67,590</u>	<u>48,986</u>	<u>275,036</u>
Loss from operations	(8,170)	(67,590)	(48,986)	(275,036)
Other income (expenses)				
Interest expense	(2,642)	(6,651)	(17,868)	(18,184)
Loss on change of derivative liability	-	(10,695)	1,488	(11,330)
Foreign currency translation	-	-	2,013	1,620
Gain on forgiveness of notes payable	6,564	134,960	14,064	143,553
Total income (expenses)	<u>3,922</u>	<u>117,614</u>	<u>(303)</u>	<u>115,659</u>
Net loss before tax provision	<u>(4,248)</u>	<u>50,024</u>	<u>(49,289)</u>	<u>(159,377)</u>
Tax provision	-	-	-	-
Net income(loss)	<u>\$ (4,248)</u>	<u>\$ 50,024</u>	<u>\$ (49,289)</u>	<u>\$ (159,377)</u>
Net loss per common share - basic and diluted	\$ (0.00)	0.09	(0.06)	(0.28)
Weighted average number of common shares outstanding - basic and diluted	<u>\$</u> <u>1,196,794</u>	<u>\$</u> <u>576,289</u>	<u>\$</u> <u>888,181</u>	<u>\$</u> <u>576,289</u>

See accompanying notes to the consolidated financial statements

BLACKWELL 3D CONSTRUCTION CORP
(FKA POWER AMERICAS RESOURCES GROUP LTD)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS'

	DEFICIT					Total	
	Preferred	Stock	Common Stock		Additional	Accumulated	Stockholders
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Deficit
Balance, May 31, 2023	1,950,000	195	576,794	6	7,117,739	(7,705,750)	(587,810)
Net loss	-	-	-	-	-	(28,387)	(28,387)
Balance, August 31, 2023	1,950,000	195	576,794	6	7,117,739	(7,734,137)	(616,197)
Shares returned to unwind employment agreement	(600)	-	(220,000)	(2)	(55,598)	-	(55,600)
Shares returned to unwind asset purchase agreemen	-	-	(160,000)	(2)	2	-	-
Shares issued for asset purchase agreement	3,000,000	300	1,000,000	10	824,990	-	825,300
Rounding shares due to stock split	-	-	-	-	-	-	-
Derivative liability written off to APIC	-	-	-	-	12,544	-	12,544
Net loss	-	-	-	-	-	(16,654)	(16,654)
Balance, November 30, 2023	4,949,400	495	1,196,794	12	7,899,677	(7,750,791)	149,393
Net loss	-	-	-	-	-	(4,248)	(4,248)
Balance, February 29, 2024	4,949,400	495	1,196,794	12	7,899,677	(7,755,039)	145,145

	Preferred	Stock	Common Stock		Additional	Accumulated	Stockholders
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Deficit
Balance, May 31, 2022	-	-	789	-	2,021,284	(2,398,853)	(377,569)
Net loss	-	-	-	-	-	(80,270)	(80,270)
Balance, August 31, 2022	-	-	789	-	2,021,284	(2,479,123)	(457,839)
Shares issued for debt conversion	-	-	96,000	1	23,999	-	24,000
Share issued for settlement of accrued expenses	-	-	40	-	10	-	10
Shares issued for services	1,950,000	195	279,460	3	70,402	-	70,600
Shares issued for asset purchase agreement	-	-	200,000	2	4,999,998	-	5,000,000
Derivative liability written off to additional paid in	-	-	-	-	2,046	-	2,046
Net loss	-	-	-	-	-	(129,131)	(129,131)
Balance, November 30, 2022	1,950,000	195	576,289	6	7,117,739	(2,608,254)	4,509,686
Net loss	-	-	-	-	-	50,024	50,024
Balance, February 28, 2023	1,950,000	195	576,289	6	7,117,739	(2,558,230)	4,559,710

See accompanying notes to the consolidated financial statements

BLACKWELL 3D CONSTRUCTION CORP
(FKA POWER AMERICAS RESOURCES GROUP LTD)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the nine months ended	
	February 29, 2024	February 28, 2023
Cash Flows from Operating Activities		
Net loss	\$ (49,289)	\$ (159,377)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Gain on change in derivative liability	(1,488)	11,330
Amortization of debt discount	-	1,975
Shares issued for services	-	70,600
Gain on forgiveness of notes payable	(7,500)	(143,410)
Shares returned to unwind agreement	(55,600)	-
Changes in assets and liabilities		
Prepaid expenses	-	(14,685)
Accounts payable and accrued liabilities	61,521	6,046
Net cash used in operating activities	(52,356)	(227,521)
Cash Flows from Investing Activities:		
Net cash used in investing activities	-	-
Cash Flows from Financing Activities:		
Proceeds from notes payable	52,302	326,973
Net cash provided by financing activities	52,302	326,973
Net increase in cash	(54)	99,452
Cash, beginning of period	54	317
Cash, end of period	\$ -	\$ 99,769
Supplemental disclosure of cash flow information		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -

SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

Conversion of convertible notes and accrued interest to notes payable	\$ -	\$ 26,485
Shares issued for intangible assets	\$ 825,300	\$ -
Derivative liability written of to additional paid in capital	\$ 12,544	\$ -

See accompanying notes to the consolidated financial statements

BLACKWELL 3D CONSTRUCTION CORP
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
FEBRUARY 29, 2024

NOTE 1 – NATURE OF BUSINESS AND OPERATIONS

Organization

Blackwell 3D Construction Corp (FKA Power Americas Resources Group Ltd.) (the “Company”) was incorporated in the State of Florida on May 11, 2010 under the name Benefit Solutions Outsourcing Corp.

The Company was engaged in the marketing of a craft beer which was brewed, distributed, and marketed solely in Quebec, Canada until the change of control which occurred in March 2019, at which time it ceased business operations.

On February 11, 2019, pursuant to a Stock Purchase Agreement, dated November 21, 2017, by and among Stephan Pilon, Pol Brisset (the “Selling Stockholders”), and Redstone Ventures, LTD (the “Purchaser”), the Purchaser purchased an aggregate of 151,220 (Post split) shares of common stock of Brisset Beer International, Inc., a Nevada corporation (the “Company”), from the Selling Stockholders for \$0.119 per share, or an aggregate purchase price of \$18,000. The 151,220 shares of common stock (Post split) purchase by the Purchaser from the Selling Stockholders represent approximately 76.66% of the outstanding 789 (Post split) shares of common stock of the Company and constitute a change in control of the Company. The source of funds was working capital of the Purchaser. Mr. S. Polishetty has voting and dispositive control over the Purchaser.

On September 13, 2022, the Company received notice of resignation from Kevin G. Malone from the positions of President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and Sole-Director of the Corporation and appointed Mark Croskery to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Director of the Corporation.

On October 12, 2023, the Company and Ramasamy Balasubramanian entered into that certain Unwind Agreement and Mutual Release for the purpose of unwinding, and rendering void, the Asset Purchase executed by and between the Company and Ramasamy on October 19, 2022. The Parties have mutually and voluntarily agreed to unwind the transaction contemplated by the Original APA. Accordingly, the Company shall return all the Assets acquired per the Original APA once Ramasamy has cancelled, and returned to the Company’s treasury, the 160,000 restricted shares of the Company’s common stock he received per the terms of the Original APA. Additionally, effective as of October 12, 2023, Ramasamy resigned as Chief Financial Officer, Treasurer and Chairman of the Board of Directors of the Company.

On or about October 17, 2023, the Company's Board of Directors, receiving the majority vote of the Company's shareholders of approximately 74.91%, approved the following: (i) Changing the corporate name from Power Americas Resource Group Ltd. to Blackwell 3D Construction Corp.; (ii) A change in the Company's OTC trading symbol from PARG to BDCC or, if unavailable, to BLCC or BCCP and, (iii) A One for Two Hundred Fifty (1-for-250) Reverse Stock Split of the issued and outstanding shares of Common Stock of the Company whereby every 250 shares of the Company's issued and outstanding common stock on the Payment Date shall automatically convert into one new share of common stock. The financial statements have been retroactively restated to reflect the stock split.

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 nine months ended February 29, 2024, the Company has incurred net loss of \$49,289, accumulated deficits of \$7,759,285, and used cash in operations of \$52,356. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

Our current operations have been funded entirely from capital raised from our private offering of securities as well as additional funding received through the issuance of convertible notes and stock issuances. We are entirely dependent on our ability to attract and receive additional 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 operations, 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 which could cause us to become dormant. Any additional equity financing may involve substantial dilution to our then existing stockholders.

The Company's ability to continue as a going concern is dependent on its ability to achieve profitable operations and to generate sufficient cash flow from financing and operations to meet its obligations as they become payable. Management may seek additional capital through a private placement and public offering of its common stock. Although there are no assurances that management's plans will be realized, management believes that the Company will be able to continue operations in the future.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC) regarding interim financial reporting. Certain information and note disclosures normally included in the consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations.

The accompanying consolidated financial statements represent the results of operations, financial position and cash flows of Power Americas, Inc. include the financial statements of the Company, and its 100% owned subsidiaries. All inter-company balances and transactions have been eliminated.

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.

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. The cash account that is held in Canadian Dollar, and foreign exchange transaction gain (loss) resulting from fluctuations in the currency exchange rate between U.S. dollar and Canadian dollar has been recorded in the statements of operations. Translation gain (loss) is reported as a component of other accumulated comprehensive income, which was nil during the nine months ended February 29, 2024 and February 28, 2022.

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.

Earnings per share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share ("EPS") calculations are determined by dividing net income by the weighted average number of shares of common stock 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 of net loss, all common stock equivalents are excluded from the diluted EPS calculation because they are antidilutive. There were no potential equivalent shares of common stock as of February 29, 2024.

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 February 29, 2024 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 to related parties 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 February 29, 2024 and May 31, 2023.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of February 29, 2024:

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

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities				
Derivative Financial Instruments	\$ -	\$ -	\$ 14,032	\$ 14,032

As of May 31, 2023, the Company's stock price was \$0.1577, risk-free discount rate of 5.08% and volatility of 475.94%.

The following table provides a summary of the changes in fair value, including net transfers in and/or out, of the derivative financial instruments, measured at fair value on a recurring basis using significant unobservable inputs:

	<u>Amount</u>
Balance May 31, 2023	\$ 14,032
Change in fair market value of derivative liabilities	(1,488)
Derivative liability written of to additional paid in capital	<u>(12,544)</u>
Balance February 29, 2024	\$ -

Recent Accounting Pronouncements

Management has considered all recent accounting pronouncements issued. The Company's management believes that these recent pronouncements will not have a material effect on the Company's financial statements.

NOTE 4 –PROMISSORY NOTES

Promissory notes payable at February 29, 2024 and February 28, 2023 consists of the following:

	<u>February 29, 2024</u>	<u>May 31, 2023</u>
Dated March 31, 2018	\$ 6,500	\$ 6,500
Dated November 12, 2021	20,000	20,000
Dated November 12, 2021	20,000	20,000
Dated January 20, 2022	5,000	5,000
Dated January 20, 2022	5,000	5,000
Dated February 8, 2022	5,000	5,000
Dated February 16, 2022	20,000	20,000
Dated February 16, 2022	15,000	15,000
Dated March 3, 2022	2,500	2,500
Dated June 2, 2022	26,485	26,485
Dated June 29, 2022	2,500	2,500
Dated June 29, 2022	10,000	10,000
Dated June 29, 2022	10,000	10,000
Dated July 8, 2022	8,000	8,000
Dated July 11, 2022	12,500	12,500
Dated July 19, 2022	6,000	6,000
Dated July 20, 2022	5,000	5,000
Dated July 20, 2022	10,000	10,000
Dated July 23, 2022	13,500	13,500
Dated September 2, 2022	2,530	2,530
Dated November 30, 2022	6,444	6,444
Dated November 30, 2022	27,140	27,140
Dated December 7, 2022	5,030	5,030
Dated December 16, 2022	51,000	51,000
Dated January 25, 2023	51,000	51,000
Dated February 8, 2023	15,060	15,060
Dated February 16, 2023	25,030	25,030

Dated February 23, 2023	50,030	50,030
Dated February 28, 2023	4,789	4,789
Dated March 1, 2023	389	389
Dated May 4, 2023	5,839	5,839
Dated June 6, 2023	5,163	-
Dated August 9, 2023	3,000	-
Dated August 9, 2023	5,000	-
Dated August 31, 2023	5,160	-
Dated September 13, 2023	3,000	-
Dated October 17, 2023	7,000	-
Dated October 17, 2023	3,000	-
Dated November 30, 2023	8,779	-
Dated January 29, 2024	7,500	
Dated February 29, 2024	4,700	
Short-term promissory note payable	<u>\$ 499,568</u>	<u>\$ 447,266</u>

On March 31, 2018, the Company issued a promissory note for proceeds of \$6,500. The note matures on September 23, 2018 and accrues interest at 1.5% per quarter.

On November 12, 2021, the holders of certain convertibles notes issued on July ,13, 2018, March 23, 2018, December 31,2018 and February 15, 2019 assigned their balances to a new note holder (See Note 5). On the same date, the Company issued new promissory notes in replacement of the assigned notes. Under the new promissory notes the conversion feature was removed, the interest rate was changed to 0%, the due was updated to being due upon 10 days written notice. On October 12, 2023, the note notes were restructured to include a payment schedule with a maturity date of November 30, 2024. The restructured note calls for quarterly payments of \$5,000. In addition to the new payment schedule the notes also stop accruing interest as of August 31, 2023.

On September 19, 2022, the Company issued a promissory note for proceeds of \$950 to an officer for the Company for working capital purposes. The note is due on demand and accrues interest at 10% per year. On October 17, 2022, the officer resigned and agreed to release and forgive the note payable and accrued interest. As such the Company recorded a gain on forgiveness of debt in the amount of \$969

On September 26, 2022, the Company issued a promissory note for proceeds of \$2,500 to an officer for the Company for working capital purposes. The note is due on demand and accrues interest at 10% per year. On October 17, 2022, the officer resigned and agreed to release and forgive the note payable and accrued interest. As such the Company recorded a gain on forgiveness of debt in the amount of \$2,545.

On October 3, 2022, the Company issued a promissory note for proceeds of \$5,000 to an officer for the Company for working capital purposes. The note is due on demand and accrues interest at 10% per year. On October 17, 2022, the officer resigned and agreed to release and forgive the note payable and accrued interest. As such the Company recorded a gain on forgiveness of debt in the amount of \$5,079.

During the year ended May 31, 2023, the Company issued various promissory notes to the same note holder for proceeds of \$11,622. The notes are due on demand and accrues interest at 10% per year. On October 12, 2023, the note notes were restructured to include a payment schedule with a maturity date of August 31, 2024. The restructured note calls for quarterly payment ranging from \$2,500 to \$5,367. In addition to the new payment schedule the notes also stop accruing interest as of August 31, 2023.

On December 7, 2022, the Company issued a promissory note for proceeds of \$5,030. The note is due on demand and accrues interest at 10% per year.

During the nine months ended February 29, 2023 and the year ended May 31, 2023, the Company issued various promissory notes with the same noteholders amounting to \$40,102 and \$331,716 for general operating purposes, respectively. The notes carry a 10% interest rate and are due upon 10 days written notice. On October 12, 2023, the note notes were restructured to include a payment schedule with a maturity date of August 31, 2026. The restructured note calls for quarterly payment ranging from \$15,000 to \$39,295. In addition to the new payment schedule the notes also stop accruing interest as of August 31, 2023. On February 21, 2024, the notes were sold and assigned to a new note holder in a private transaction. During the nine months ended February 29, 2023, the Company issued various promissory notes with the new noteholder amounting to \$12,200 for general operating purposes, respectively. The notes carry a 10% interest rate and are due upon 10 days written notice. As of February 29, 2024 and May 31, 2023, the Company had notes payable due to this holder in the amount of \$365,695 and \$350,039, respectively.

During the nine months ended February 29, 2024 and February 29, 2023, the Company recorded interest expense of \$15,751 and \$14,143, respectively.

NOTE 5 – CONVERTIBLE NOTES

Convertible notes payable at February 29, 2024 and February 28, 2023, consists of the following:

	February 29, <u>2024</u>	May 31, <u>2022</u>
Dated February 17, 2017	-	7,500
Dated September 12, 2022	<u>5,000</u>	<u>5,000</u>
Total convertible notes payable, gross	<u>5,000</u>	<u>12,500</u>
Less: Unamortized debt discount	<u>-</u>	<u>-</u>
Total convertible notes	<u>\$ 5,000</u>	<u>\$ 12,500</u>

On February 17, 2017, the Company issued a convertible note for \$7,500 proceeds. The Company recorded a debt discount related to the beneficial conversion feature of the note for \$7,500. The note is convertible in common stock at 50% discount to the lowest average 20-day trading price and was due on August 17, 2017. At the Company's election, the convertible promissory note can also be settled by cash payment. On October 12, 2023, the noteholder agreed to forgive the note for no consideration. The carrying value of the note and accrued interest in the amount of \$14,064 was recorded to gain on forgiveness of notes payable in the Consolidated Statement of Operations for the nine months ended February 29, 2024.

On September 12, 2022, the noteholder of a certain notes payables dated November 12, 2021 converted his note amounting to \$29,000 into a new convertible promissory notes. Under the new convertible promissory notes, a conversion feature of \$.00001 was added, and the interest rate was changed to 10% (See note 4). During the year ended May 31, 2023, the noteholder converted \$24,000 in principal into 24,000,000 shares of common stock valued at \$24,000.

During the nine months ended February 29, 2024 and February 28, 2023, the Company recorded interest expense of \$867 and \$2,076 respectively.

NOTE 6 – STOCKHOLDERS' EQUITY

The Company's authorized common stock consists of 500,000,000 shares common stock and 100,000,000 shares of Series A Preferred Stock with par value of \$0.00001. As of February 29, 2024 and May 31, 2023, the issued and outstanding shares of common stock was 1,196,794 and 576,794 (Post split). As of February 29, 2024 and May 31, 2023, the issued and outstanding shares of common stock was 4,949,400 and 1,950,000, respectively.

On October 12, 2023, the Company and Ramasamy Balasubramanian entered into that certain Unwind Agreement and Mutual Release for the purpose of unwinding, and rendering void, the Asset Purchase executed by and between the Company and Ramasamy on October 19, 2022. The Parties have mutually and voluntarily agreed to unwind the transaction contemplated by the Original APA. Accordingly, the Company shall return all the Assets acquired per the Original APA once Ramasamy has cancelled, and returned to the Company's treasury, the 160,000 (Post split) restricted shares of the Company's common stock he received per the terms of the Original APA. Additionally, effective as of October 12, 2023, Ramasamy resigned as Chief Financial Officer, Treasurer and Chairman of the Board of Directors of the Company. As a result of his resignation he agreed to return 220,000 shares of common stock (Post Split) and 600 shares of Series A Preferred Stock valued at \$55,600.

On October 12, 2023, the Company entered into an new Asset Purchase Agreement pursuant to which the Company acquired various proprietary assets and intellectual property for 1,000,000 restricted shares of common stock (Post Split) and 3,000,000 shares of its Series A Preferred Stock valued at \$825,300.

On or about October 17, 2023, the Company's Board of Directors, receiving the majority vote of the Company's shareholders of approximately 74.91%, approved the following: (i) Changing the corporate name from Power Americas Resource Group Ltd. to Blackwell 3D Construction Corp.; (ii) A change in the Company's OTC trading symbol from PARG to BDCC or, if unavailable, to BLCC or BCCP and, (iii) A One for Two Hundred Fifty (1-for-250) Reverse Stock Split of the issued and outstanding shares of Common Stock of the Company whereby every 250 shares of the Company's issued and outstanding common stock on the Payment Date shall automatically convert into one new share of common stock.

NOTE 7 – SUBSEQUENT EVENTS

In accordance with ASC 855 the Company's management reviewed all material events through the date these financial statements were available to be issued, there were no material subsequent events.