

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

VENTANA BIOTECH, INC.

A NEVADA Corporation

1660 SOUTH ALBION ST., SUITE 1007, DENVER, CO 80222

303-916-3479

Website: NONE

EMAIL: NONE

SIC CODE:5122

QUARTERLY Report
For the Period Ending: JUNE 30, 2022
(the "Reporting Period")

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

1,075,665,990

As of April 29, 2022, the number of shares outstanding of our Common Stock was:

1,075,665,990

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

1,075,665,990

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

1,075,665,990

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: ☒ (Double-click and select "Default Value" to check)

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 of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Exact Company Name: VENTANA BIOTECH, INC. (hereinafter referred to as "we", "us", or "our" or "the Issuer").

Formerly known as:

Personalica Inc (until October 2008)

Personalica Dating Services Ltd (until April 2008)

ResortShips International, Inc. (NEVADA – redomiciled) (until April 2008)

American Design Corp. (DELAWARE) (until November 2006)

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

State of Nevada – February 25, 2008; revived October 19, 2020 (active)

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

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:

Company revived October 19, 2020. On June 17, 2021, the Company entered into a reverse merger transaction with LaunchPad Café, Ltd. LaunchPad Café, Ltd. was the accounting acquirer and is a wholly owned subsidiary of the Company.

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

1660 South Albion St., Suite 1007
Denver, CO 80222

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: ☒

1660 South Albion St., Suite 1007
Denver, CO 80222

Has the issuer or any of its predecessors ever 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:

The Company was dissolved and filed a Certificate of Reinstatement/Revival on October 7, 2020, and it was approved on October 19, 2020, in the State of Nevada.

2) Security Information

Trading symbol:	<u>VNTA</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>92277F109</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>3,000,000,000</u>	as of date: <u>June 30, 2022</u>
Total shares outstanding:	<u>1,075,665,990</u>	as of date: <u>June 30, 2022</u>
Number of shares in the Public Float:	<u>20,034,892</u>	as of date: <u>June 30, 2022</u>
Total number of shareholders of record:	<u>646</u>	as of date: <u>June 30, 2022</u>

Additional class of securities (if any):

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>June 30, 2022</u>
Total shares outstanding:	<u>1</u>	as of date: <u>June 30, 2022</u>

Transfer Agent

Name: Madison Stock Transfer, Inc.
Phone: 718-627-4453
Email: info@madisonstocktransfer.com
Address: 2500 Coney Island Avenue, Brooklyn, NY 11223

Is the Transfer Agent registered under the Exchange Act? 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: ☐

Number of Shares outstanding as of <u>January 1, 2020</u>	<u>Opening Balance:</u> Common: <u>107,566,599</u> Preferred: <u>0</u>		*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 (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 (if applicable)	Restri cted or Unres tricted as of this filing?	Exempti on or Registra tion Type?
<u>10/7/2020</u>	<u>Issuance</u>	<u>1</u>	<u>Series A Super Voting Preferred Stock</u>	<u>No value</u>	<u>No</u>	<u>Joseph Passalacqua (conveyed to Stephen Replin – June 2021)</u>	<u>Services</u>	<u>N/A</u>	<u>N/A</u>
<u>6/29/2021</u>	<u>Issuance</u>	<u>107,566,599</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Colosseum Ventures, LLC (control person - Joseph Passalacqua)</u>	<u>Conversion of payable</u>	<u>R</u>	<u>N/A</u>

<u>6/29/2021</u>	<u>Issuance</u>	<u>753,172,792</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Stephen Replin</u>	<u>Merger</u>	<u>R</u>	<u>N/A</u>
<u>6/29/2021</u>	<u>Issuance</u>	<u>53,680,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Ira Miller</u>	<u>Merger</u>	<u>R</u>	<u>N/A</u>
<u>6/29/2021</u>	<u>Issuance</u>	<u>53,680,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Jay Wright</u>	<u>Merger</u>	<u>R</u>	<u>N/A</u>
Shares Outstanding on <u>June 30, 2022 and April 29, 2022</u>	Ending Balance: Common: <u>1,075,665,990</u> Preferred: <u>1</u>								

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

NONE

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or 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	Reason for Issuance (e.g. Loan, Services, etc.)
<u>6/21/2021</u>	<u>\$94,760</u>	<u>\$81,535</u>	<u>\$0</u>	<u>On demand</u>	<u>The Company granted Stephen Replin warrants convertible into 372,800,000 common shares at the rate of \$.0003 per share for a 2-year period as the result of the outstanding balance of indebtedness owed to Mr. Replin by the Company.</u>	<u>Stephen Replin</u>	<u>Payment of expenses for Merger</u>

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

None

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):

Name: John McGehee, CPA
Title: Accountant
Relationship to Issuer: N/A

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 Changes in Stockholders' Equity (Deficit)
- G. Financial notes

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.

Included in this document

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")

The Company was a development stage company and was dormant for over ten years until a Certificate of Reinstatement/Revival was filed with the State of Nevada on October 7, 2020. On October 19, 2020, the State of Nevada formally approved the revival. The Company on June 17, 2021 acquired LaunchPad Café, Ltd. in a reverse merger transaction, a Colorado financial consulting company formed July 20, 2020.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

LaunchPad Café, Ltd. (effective June 17, 2021)

- C. Describe the issuers' principal products or services, and their markets

The Company currently has no products and is a financial consulting company who provides consulting services.

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.

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.

At this time the Company does not have any tangible assets and is in the process of identifying suitable targets for acquisition. The Company does not own or lease any real estate.

7) 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, regardless of the number of shares they own.

If any 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 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 (as converted)	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Stephen D. Replin</u>	<u>CEO</u>	<u>Denver, CO</u>	<u>753,172,792</u>	<u>Common</u>	<u>70%</u>	
			<u>1</u>	<u>Preferred</u>	<u>100%</u>	
<u>Colosseum Ventures, LLC (Joseph Passalacqua)</u>	<u>Control Person</u>	<u>Liverpool, New York</u>	<u>53,786,599</u>	<u>Common</u>	<u>5%</u>	

8) Legal/Disciplinary History

A. Please identify whether any of the persons 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);

NONE

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;

NONE

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

NONE

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.

NONE

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

NONE

9) Third Party Providers

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

Securities Counsel

Name: Jeff Turner
Firm: Jeff Turner Law
Address 1: 807 Baxter Drive
Address 2: South Jordan, UT 84095
Phone: 801-810-4465
Email: jeff@jdt-legal.com

Accountant or Auditor

Name: John McGehee, CPA
Firm: McGehee Davis & Associates
Address 1: 6900 W 44th Avenue
Address 2: Wheat Ridge, CO 80033
Phone: (303) 421-0220
Email: john@mdataxes.com

Investor Relations Consultant

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Stephen D. Replin certify that:

1. I have reviewed this quarterly disclosure statement of Ventana Biotech, 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.

08/12/2022 [Date]

/s/ Stephen D. Replin [CEO's Signature]

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

Principal Financial Officer:

I, Stephen D. Replin certify that:

1. I have reviewed this quarterly disclosure statement of Ventana Biotech, 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.

08/12/2022 [Date]

/s/ Stephen D. Replin [CFO's Signature]

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

VENTANA BIOTECH, INC.
BALANCE SHEETS (UNAUDITED)

	<u>June 30, 2022</u>	<u>December 31, 2021</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 7,550	\$ 325
Prepaid expenses and other current assets	-	-
Total current assets	<u>7,550</u>	<u>325</u>
Total non-current assets	-	-
TOTAL ASSETS	<u>\$ 7,550</u>	<u>\$ 325</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable	\$ 3,475	\$ 13,125
Note payable – officer	94,760	81,535
Total current liabilities	<u>98,235</u>	<u>94,660</u>
TOTAL LIABILITIES	<u>98,235</u>	<u>94,660</u>
STOCKHOLDERS' DEFICIT		
Preferred stock, par value \$0.0001; 10,000,000 shares authorized; 1 share issued and outstanding as of June 30, 2022 and December 31, 2021, respectively	-	-
Common stock, par value \$0.0001; 3,000,000,000, 1,075,665,990 shares issued and outstanding as of June 30, 2022 and December 31, 2021, respectively	107,567	107,567
Additional paid in capital	74,560	74,560
Accumulated deficit	(272,812)	(276,462)
Total stockholders' deficit	<u>(90,685)</u>	<u>(94,335)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 7,550</u>	<u>\$ 325</u>

See notes to financial statements.

VENTANA BIOTECH, INC.
STATEMENTS OF OPERATIONS (UNAUDITED)
SIX MONTHS ENDED JUNE 30, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
REVENUES	\$ 7,000	\$ -
COST OF REVENUES	<u>-</u>	<u>-</u>
GROSS PROFIT	7,000	-
OPERATING EXPENSES:		
Professional fees	3,475	-
General and administrative	<u>-</u>	<u>-</u>
Total operating expenses	<u>3,475</u>	<u>-</u>
INCOME FROM OPERATIONS BEFORE OTHER EXPENSES	3,525	-
OTHER INCOME (EXPENSE):		
Misc. Income	125	-
Total other income (expense)	<u>125</u>	<u>-</u>
INCOME FROM OPERATIONS BEFORE BENEFIT (PROVISION) FOR INCOME TAXES	<u>3,650</u>	<u>-</u>
BENEFIT (PROVISION) FOR INCOME TAXES	<u>-</u>	<u>-</u>
NET INCOME	<u>\$ 3,650</u>	<u>\$ -</u>
NET INCOME PER SHARE		
Basic and diluted	\$ (0.000)	\$ (0.000)
SHARES USED IN CALCULATION OF NET EARNINGS PER SHARE		
Basic and diluted	1,075,665,990	177,098,599

See notes to financial statements.

VENTANA BIOTECH, INC.
STATEMENTS OF CASH FLOWS (UNAUDITED)
SIX MONTHS ENDED JUNE 30, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
Cash flows from operating activities:		
Net income	\$ 3,650	\$ -
Adjustments to reconcile net income to net cash provided by operating activities:		
Discount on note payable – officer	-	-
Changes in assets and liabilities		
Prepaid expenses	-	-
Accounts payable and accrued expenses	3,475	-
Net cash provided by operating activities	<u>7,125</u>	<u>-</u>
Cash flows from investing activities:		
Cash received in acquisition of LaunchPad Café, Ltd.	10,000	200
Cash repaid LaunchPad Café, Ltd.	<u>(10,000)</u>	<u>-</u>
Net cash provided by investing activities	-	200
Cash flows from financing activities:		
Proceeds from exercise of warrants	-	-
Proceeds from issuance of common stock	-	-
Proceeds from officer	100	-
Net cash provided by financing activities	<u>100</u>	<u>-</u>
NET INCREASE (DECREASE) IN CASH	<u>7,225</u>	<u>200</u>
Cash - beginning of period	325	-
Cash - end of period	<u>\$ 7,550</u>	<u>\$ 200</u>
SUPPLEMENTAL DISCLOSURES:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
NON-CASH ACTIVITIES:		
Common shares issued for accounts payable	\$ -	\$ 1,000
Note payable – officer for accounts payable	\$ -	\$ 74,560

See notes to financial statements.

VENTANA BIOTECH, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT (UNAUDITED)
SIX MONTHS ENDED JUNE 30, 2022 AND 2021

	Preferred		Common		Additional		
	Shares	Amount	Shares	Amount	Paid-In Capital	Accumulated Deficit	Total
Balances at December 31, 2020	1	\$-	107,566,599	\$10,757*	\$ -	\$(57,688)	\$ (46,931)
Net loss of the Company prior to the reverse merger with LaunchPad Café, Ltd.	-	-	-	-	-	(41,629)	(41,629)
Shares issued in conversion of accounts payable	-	-	107,566,599	10,757	(9,757)	-	1,000
Reclassification of additional paid in capital to accumulated deficit	-	-	-	-	9,757	(9,757)	-
Shares issued in reverse merger with LaunchPad Café, Ltd.	-	-	860,532,792	86,053	-	(85,853)	200
Net income for the period after reverse merger with LaunchPad Café, Ltd.	-	-	-	-	-	-	-
Balances at June 30, 2021	1	\$ -	1,075,665,990	\$107,567	\$ -	\$(194,927)	\$ (87,360)
Balances at December 30, 2021	1	\$-	1,075,665,990	\$107,567	\$74,560	\$ (276,462)	\$(94,335)
Net income for the period	-	-	-	-	-	3,650	3,650
Balances at June 30, 2022	1	\$ -	1,075,665,990	\$107,567	\$ 74,560	\$(272,812)	\$ (90,685)

* Retroactively adjusted for change in par value that occurred June 17, 2021

See notes to financial statements.

VENTANA BIOTECH, INC.
NOTES TO FINANCIAL STATEMENTS
June 30, 2022

NOTE 1 - NATURE OF OPERATIONS

Nature of Operations

Ventana Biotech, Inc. (the "Company") was incorporated in the State of Nevada on February 25, 2008. The Company was a development stage company and was dormant for over ten years until a Certificate of Reinstatement/Revival was filed with the State of Nevada on October 7, 2020. On October 19, 2020, the State of Nevada formally approved the revival. The Company on June 17, 2021 acquired LaunchPad Café, Ltd. in a reverse merger transaction, a Colorado financial consulting company formed July 20, 2020.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented as unaudited and in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America. The Company believes that these financial statements present fairly, in all material respects, the financial position of the Company and the results of its operations and cash flows for the periods presented.

Use of Estimates

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the period in which they are determined to be necessary.

NOTE 3 – REVENUE

For the quarter ended June 30, 2022, the Company earned \$7,000, primarily from two sources:

- (A) As the servicing agent for a loan made by an affiliate of the Company to an independent third party, the Company was entitled to a one-time fee in the amount of \$5,000. As the loan closed in the quarter ended June 30, 2022, this item is reflected in the revenues earned during this quarter.
- (B) In exchange for its services as a consultant to an independent third party, the Company earned a one-time consulting fee in the amount of \$2,000. These consulting revenues were earned and received during the quarter ended June 30, 2022.

NOTE 4 - STOCKHOLDERS' DEFICIT

On October 20, 2020, the Company amended their Certificate of Incorporation and filed a Certificate of Designation to create a Series A Super Voting Preferred Stock from the previously designated Preferred Stock which was approved on October 20, 2020. The Company authorized 1 share to be designated as Series A Super Voting Preferred Stock and issued this one share on October 20, 2020. The Series A Super Voting Preferred Stock has a voting preference that entitles the holder thereof to vote or consent on all matters, equal to the number of votes that all issued and outstanding shares of common stock and all other securities of the Company are entitled to, as of any such date of determination, on a fully diluted basis, plus 10,000,000 votes. The holder of the Series A Super Voting Preferred Stock shall vote together with the holders of common stock as a single class.

VENTANA BIOTECH, INC.
NOTES TO FINANCIAL STATEMENTS
June 30, 2022

NOTE 4 – STOCKHOLDERS' DEFICIT (CONTINUED)

On June 18, 2021, the Company amended their Certificate of Incorporation to increase their authorized common shares to 3,000,000,000 and changed the par value to \$0.0001.

In the year ended December 31, 2021, the Company issued 107,566,599 shares of common stock to convert \$1,000 in accounts payable to the former President of the Company, and 860,532,792 shares of common stock to acquire LaunchPad Café, Ltd. in a reverse merger on June 17, 2021.

There were no common stock transactions for the six months ended June 30, 2022.

In the year ended December 31, 2021, the Company granted Stephen Replin 372,800,000 warrants for a two-year period with an exercise price of \$0.003 for paying certain outstanding payables of the Company at closing. The entire balance of the note payable - officer was reflected as a debt discount and fully amortized on July 1, 2021.

There were no other stock options or warrants outstanding as of June 30, 2022.

NOTE 5 – ACCRUED EXPENSES

For the quarter ended June 30, 2022, there are two items that are accrued liabilities of the Company at the end of the quarter and hence accounted for as expenses on the Statement of Operations and as accounts payable on the Balance Sheets.

- (i) The amount of \$1,200 is owed to its stock transfer agency for normal and ordinary stock transfer services as of June 30, 2022 and was unpaid as of the quarter end.
- (ii) The amount of \$2,275 is owed to the prior accounting firm that had prepared the quarterly and year-end unaudited financial statements from the quarter ended June 30, 2021 through the quarter ended March 31, 2022.

NOTE 6 – NOTE PAYABLE - OFFICER

On June 21, 2021, Stephen Replin, who acquired control of the Company, personally paid some past due expenses totaling \$74,560. This amount is non-interest bearing and is due on demand. This balance has increased to \$94,760 and \$81,535, as of June 30, 2022, and December 31, 2021, respectively.

NOTE 7 – REVERSE MERGER WITH LAUNCHPAD CAFÉ, LTD.

On June 17, 2021, the Company acquired LaunchPad Café, Ltd. in a reverse merger transaction. LaunchPad Café, Ltd. was formed July 20, 2020, and conducted no business through the date of the reverse merger into the Company. The value of the transaction was \$200 which was the cash received to start-up the company in 2020. The Company issued 860,532,792 shares for the acquisition which represents 80% of the total issued shares of the Company. The Company received \$200 in cash.

As the acquisition of LaunchPad Café, Ltd. resulted in the owners of LaunchPad Café, Ltd. gaining control over the combined entity after the transaction, and the shareholders of Ventana Biotech, Inc. continuing only as passive investors, the transaction is usually not considered a business combination because the accounting acquiree (Ventana Biotech, Inc.) does not meet the definition of a business under the ASC. Instead, these types of transactions are considered to be capital transactions of the legal acquiree (LaunchPad) and are equivalent to the issuance of shares by LaunchPad for the net monetary assets of

VENTANA BIOTECH, INC.
NOTES TO FINANCIAL STATEMENTS
June 30, 2022

NOTE 7 – REVERSE MERGER WITH LAUNCHPAD CAFÉ, LTD. (CONTINUED)

Ventana Biotech, Inc. accompanied by a recapitalization. As a result of the recapitalization, the historical numbers presented are those of LaunchPad Café, Ltd.

Under generally accepted accounting principles of the United States, any excess of the fair value of the shares issued by LaunchPad Café, Ltd. over the value of the net monetary assets of Ventana Biotech, Inc. is recognized as a reduction of equity.

NOTE 8 – SUBSEQUENT EVENTS

Management has considered subsequent events reviewed through August 12, 2022. There were no subsequent events that required recognition or disclosure.