

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



PACIFIC
SOFTWARE

Pacific Software, Inc.

34145 Pacific Coast Hwy
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Dana Point, CA 92629
310 600-5064

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info@pacificsoftwareinc.com

SIC: 7372

Quarterly Report
For the Period Ending: June 30, 2024
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

38,512,888 as of June 30, 2024

21,354,699 as of December 31, 2023

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "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.

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

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

Incorporated as Pacific Mining, Inc., on October 12, 2005; changed to Pacific Software, Inc. as of November 28, 2006

Current State and Date of Incorporation or Registration: Nevada, 10/12/2005.

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

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

N/A

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

None.

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

None

Address of the issuer's principal executive office:

34145 Pacific Coast Hwy
Suite 134
Dana Point, CA 92629

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

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

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

Yes:

No:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633.0101
Email: smith@stctransfer.com
Address: 2901 Dallas Pkwy., Suite 380, Plano, TX 75093

Publicly Quoted or Traded Securities:

Trading symbol:	PFSF	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	69482P 205	
Par or stated value:	\$0.001	
Total shares authorized:	950,000,000	as of date: 6/30/2024
Total shares outstanding:	38,512,888	as of date: 6/30/2024
Total number of shareholders of record:	150	as of date: 6/30/2024

Other classes of authorized or outstanding equity securities:

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). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Preferred Stock – Series A	
CUSIP:	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	3,000,000	as of date: 6/30/2024
Total shares outstanding:	1,613,000	as of date: 6/30/2024

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Preferred Stock – Series B	
CUSIP:	N/A	
Par or stated value:	\$0.10	
Total shares authorized:	22,000	as of date: 6/30/2024
Total shares outstanding:	2,000	as of date: 6/30/2024

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Preferred Stock – Series C	
CUSIP:	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	101	as of date: 6/30/2024
Total shares outstanding:	101	as of date: 6/30/2024

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Preferred Stock – Series D	
CUSIP:	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	1,600	as of date: 6/30/2024
Total shares outstanding:	0	as of date: 6/30/2024

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

No special dividends or preemption rights; one vote per share of common stock

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

The Series A Convertible Preferred stock can be converted at the option of the holder into common stock for one preferred share for ten common shares. The Series A Convertible preferred shares have voting rights equal to ten votes per Series A

share. Liquidation rights for one half of available proceeds. No redemption rights. Dividends are only due when declared for common stockholders and are based on an as converted basis.

The Series B Convertible Preferred Stock has 3% annual dividends on stated value, payable upon anniversary date or conversion date. These shares shall rank senior to all common stock issuances and below Series A Convertible Preferred Shares. The Series B Preferred stock is convertible at the option of the holder at the lower of (i) the 25% lowest closing bid price for the 20 trading days prior to the conversion or (ii) the fixed price, which is set at \$1.00 both of which are subject to adjustment as provided in the Series B Preferred certificate of designation, which creates a variable number of common shares into which the Series B shares may be converted. The Series B Preferred shares have no voting rights and there is a limit on beneficial ownership of 9.99%. Liquidation rights are pari passu with all preferred classes of stock. There are no redemption rights.

The Series C Preferred Stock have no conversion rights and voting rights equal to the following formula: total common stock eligible votes multiplied by .019607, divided by .49, minus outstanding common stock multiplied by .019607. The Series C stock has no liquidation or redemption rights. The shares have a term of the earlier of: 36 months from the authorization date or upon receipt of an investment of at least \$10,000,000.

The Series D Preferred is not entitled to receive dividends, nor any liquidation or redemption rights. Each share of Series D shall be convertible, at the option of the holder thereof, without the payment of additional consideration, into that number of fully paid and nonassessable shares of Common Stock equal to 0.01% of the total number of shares of Common Stock outstanding at the Conversion Time. The Series D shall rank junior to the already-existing classes of the Corporation's Series Preferred stock and pari-passu with the Corporation's Common Stock. And any class or series of capital stock of the Corporation hereafter created and has no voting rights. The shares have a term of the earlier of: 36 months from the authorization date or upon receipt of an investment of at least \$5,000,000.

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>9.30.20</u>	Common: <u>19,132,299</u> Preferred: <u>755,000</u>								

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
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4/30/21	New issuance	50	Series C Preferred	N/A	N/A	Izak On	Control block issuance	N/A	N/A
4/30/21	New issuance	51	Series C Preferred	N/A	N/A	Michael Finklestein	Control block issuance	N/A	N/A
11/12/21	New issuance	750	Series D Preferred	N/A	N/A	Michael Finklestein	Services as Officer	N/A	N/A
11/12/21	New issuance	500	Series D Preferred	N/A	N/A	Izak On	Services as Officer	N/A	N/A
11/12/21	New issuance	350	Series D Preferred	N/A	N/A	Todd Sherman	Consulting Services	N/A	N/A
2/23/22	Cancellation	157,029	Series A Preferred	N/A	N/A	Harrysen Mittler	Cancellation/Settlement agreement	N/A	N/A
2/23/22	Cancellation	75,971	Series A Preferred	N/A	N/A	Peter Pizzino	Cancellation/Settlement agreement	N/A	N/A
4/25/22	New Issuance	250,000	Common	\$0.20	Yes	J.P. Carey Limited Partners LP – Joseph Canouse	Cash	Restricted	4(a)(2)
6/22/22	Cancellation	(750)	Series D Preferred	N/A	N/A	Michael Finklestein	Employment termination	N/A	N/A
6/24/22	Cancellation	(51)	Series C Preferred	N/A	N/A	Michael Finklestein	Control block cancellation	N/A	N/A
6/24/22	New Issuance	6,000,000	Common	0.0001	No	Michael Finklestein	Severance	Restricted	4(a)(2)
6/24/22	New Issuance	51	Series C Preferred	N/A	N/A	Ryan Sherman	Control block issuance	Restricted	4(a)(2)
4/1/23	Cancellation	(500)	Series D Preferred	N/A	N/A	Izak On	Surrender and cancellation	N/A	N/A
4/1/23	Cancellation	(350)	Series D Preferred	N/A	N/A	Todd Sherman	Surrender and cancellation	N/A	N/A
4/1/23	Cancellation	(6,000,000)	Common	.0001	N/A	Michael Finklestein	Surrender and cancellation	N/A	N/A
6/9/23	New Issuance	1,917,370	Common	\$0.02	Yes	Frondeur Partners LLC – William Gonyer	Debt Settlement	Restricted	N/A
6/30/26	Cancellation	12,866	Series B Preferred	N/A	N/A	Alpha Capital Anstalt – Konrad Ackermann	Cancellation	N/A	N/A
6/30/23	Cancellation	6,480	Series B Preferred	N/A	N/A	Frondeur Partners LLC – William Gonyer	Cancellation	N/A	N/A
8/23/2023	Cancellation	(50)	Series C Preferred	N/A	N/A	Izak On	Employment termination	N/A	N/A
9/22/2023	Cancellation	(51)	Series C Preferred	N/A	N/A	Ryan Sherman	Employment termination	NA	N/A
9/22/2023	New Issuance	101	Series C Preferred	N/A	N/A	Harrysen Mittler	Services as Officer	N/A	N/A
11/2/2023	New Issuance	40,000	Common	.001	N/A	Roy Ewen	Stock Purchase	Restricted	4(a)(2)
11/16/2023	New Issuance	50,000	Common	.001	N/A	Sean Simpson	Stock Purchase	Restricted	4(a)(2)
11/18/2023	New Issuance	40,000	Common	.001	N/A	Robert Foxen	Stock Purchase	Restricted	4(a)(2)
12/20/2023	New Issuance	50,000	Common	.001	N/A	Daryl Klepzig	Stock Purchase	Restricted	4(a)(2)
12/31/2023	New Issuance	20,000	Common	.20	N/A	Dreama derm - Malcolm Leissing	Stock Purchase	Restricted	4(a)(2)
3/29/2024	New Issuance	250,000	Common	.001	N/A	Jeff Lynch	Stock Purchase	Restricted	4(a)(2)
1/23/2024	New Issuance	600,000	Series A Preferred	.001	N/A	Harrysen Mittler	Acquisition	Restricted	4(a)(2)

1/23/2024	New Issuance	1,500,000	Common	.001	N/A	Regents of University of California- Ronnie Hanecek	Acquisition	Restricted	4(a)(2)
1/23/2024	New Issuance	100,000	Series A Preferred	.001	N/A	James C DiPrima	Acquisition	Restricted	4(a)(2)
1/23/2024	New Issuance	10,000,000	Common	.001	N/A	Malcolm Leissring	Acquisition	Restricted	4(a)(2)
1/23/2024	New Issuance	2,500,000	Common	.001	N/A	Steve Israel	Acquisition	Restricted	4(a)(2)
1/23/2024	New Issuance	2,500,000	Common	.001	N/A	James C DiPrima	Acquisition	Restricted	4(a)(2)
1/23/2024	New Issuance	1,000,000	Common	.001	N/A	LeSandra Morris	Acquisition	Restricted	4(a)(2)
1/23/2024	New Issuance	1,400,000	Common	.001	N/A	Yass Cosmetics Corp Harrysen Mittler	Acquisition	Restricted	4(a)(2)
1/23/2024	New Issuance	220,000	Series A Preferred	.001	N/A	Yass Cosmetics Corp Harrysen Mittler	Acquisition	Restricted	4(a)(2)
1/23/2024	New Issuance	30,000	Series A Preferred	.001	N/A	David Lomedico	Compensation	Restricted	4(a)(2)
1/23/2024	New Issuance	30,000	Series A Preferred	.001	N/A	Fulford Partners 2000 LTD Andrew Coldicutt	Compensation	Restricted	4(a)(2)
4/3/2024	New Issuance	2,000,000	Common	.001	N/A	Malcolm Leissring	Acquisition	Restricted	4(a)(2)
4/3/2024	New Issuance	2,000,000	Common	.001	N/A	Harrysen Mittler	Acquisition	Restricted	4(a)(2)
4/3/2024	New Issuance	2,000,000	Common	.001	N/A	Peter Pizzino	Acquisition	Restricted	4(a)(2)
4/3/2024	New Issuance	200,000	Common	.001	N/A	Alan Stone	Acquisition	Restricted	4(a)(2)
4/3/2024	New Issuance	300,000	Common	.001	N/A	LeSandra Morris	Acquisition	Restricted	4(a)(2)
4/14/2024	New Issuance	57,029	Series A Preferred	.001	N/A	Harrysen Mittler	Acquisition	Restricted	4(a)(2)
4/14/2024	New Issuance	75,971	Series A Preferred	.001	N/A	Peter Pizzino	Acquisition	Restricted	4(a)(2)
6/18/2024	Cancelation	(2,500,000)	Common	.001	N/A	Steve Israel	Acquisition	Restricted	4(a)(2)
6/18/2024	Cancelation	(6,191,781)	Common	.001	N/A	Malcolm Leissring	Acquisition	Restricted	4(a)(2)

<p>Shares Outstanding: <u>Balance sheet date:</u></p> <p>Date <u>6/30/2024</u>. Common: <u>38,512.888</u></p> <p>Preferred Stock Series</p> <p>A: 1,613,000</p> <p>B: 2,000</p> <p>C: 101</p> <p>D: 0</p>	
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B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>9/24/20</u>	<u>160,000</u>	<u>1,929,900</u>	<u>4,000.00</u>	9/24/21	Convertible at fixed price of \$1.00 per common share**	Alpha Capital Anstalt-Konrad Ackermann	<u>Purchase financing</u>
<u>9/24/20</u>	<u>140,000</u>	<u>972,000</u>	<u>3,500.00</u>	8/31/23	Convertible at fixed price of \$1.00 per common share**	<u>Frondeur Partners LLC - William Gonyer**</u>	<u>Purchase financing</u>
<u>2/26/2024</u>	<u>160,000</u>	<u>160,000</u>	5,479.45	2/26/2024	N/A	<u>Harrysen Mittler</u>	<u>Services</u>
<u>3/11/2024</u>	<u>50,000</u>	<u>50,000</u>	1,520.55	3/11/2026	N/A	<u>Dr. Malcolm A. Leissring</u>	<u>Services</u>

<u>5/20/2024</u>	<u>50,000</u>	<u>50,000</u>	561.64	5/20/2026	N/A	<u>Dr. Malcolm A. Leissring</u>	<u>Services</u>
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* Alpha Capital Anstalt and Oscaleta Partners LLC forgave the balance of the notes and all accrued interest on April 1, 2023.

** Oscaleta Partners LLC assigned the new principal and accrued interest to Frondeur Partners LLC, during the three months ended June 30, 2023.

4) 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")

Pacific Software, Inc. is a skin care and medical aesthetics company based in Dana Point, California.

- B. List any subsidiaries, parents, or affiliated companies.

On January 23, 2024, the Company acquired certain assets of Dreamaderm Inc. which is in the business of designing, formulating, manufacturing and marketing a suite of products produced, developed and marketed online through social media platforms, influencers and via wholesale organizations globally. The peptide, known as P12-3A (aka Dermatrix), was invented by Dr. Malcolm A. Leissring, an internationally recognized expert in drug discovery and drug development at the University of California Institute for Memory Impairments and Neurological Disorders (UCI MIND), who will join the company. Dreamaderm Inc., is expected to obtain exclusive, worldwide rights to P12-3A and related peptides covered by U.S. Patent No. 11,555,055, issued January 17, 2023 and assigned to the Regents of the University of California. Dr. Leissring plans to join the Company as President and Chief Science Officer (CSO).

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

None

5) Issuer's Facilities

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

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

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

Our offices are currently located at 34145 Pacific Coast Highway, Dana Point, California as the office facility is provided by a board member at no cost to the Company. Management believes that its current facilities are adequate for its needs through the next twelve months, and that, should it be needed, suitable additional space will be available to accommodate expansion of the Company's operations on commercially reasonable terms, although there can be no assurance in this regard.

All the issuer's operating facilities have been subject to a foreclosure and are longer under the control of the Company. (see footnote 4 in the financial statements)

6) Officers, Directors, and Control Persons

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

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 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.

Name 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	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Harrysen Mittler</u>	<u>>5%, CEO, Director</u>	<u>Dana Point, CA</u>	<u>11,855,000</u> <u>1,114,000</u> <u>1,000</u> <u>101</u>	<u>Common Stock</u> <u>Series A Preferred Stock</u> <u>Series B Preferred Stock</u> <u>Series C Preferred Stock</u>	<u>27.15%</u> <u>69%</u> <u>4.5%</u> <u>100%</u>	
<u>Peter Pizzino</u>	<u>>5%</u>	<u>New York, NY</u>	<u>5,278,500</u> <u>239,000</u> <u>1,000</u>	<u>Common Stock</u> <u>Series A Preferred Stock</u> <u>Series B Preferred Stock</u>	<u>13.71.0%</u> <u>14.82%</u> <u>4.5%</u>	
<u>Malcolm Leissring</u>	<u>>5%</u>	<u>Laguana Beach, CA</u>	<u>5,808,219</u>	<u>Common Stock</u>	<u>9.8%</u>	
<u>James C DiPrima</u>	<u>>5% CFO</u>	<u>Omaha, NE</u>	<u>2,500,000</u> <u>100,000</u>	<u>Common Stock</u> <u>Series A Preferred</u>	<u>6.49%</u> <u>7.2%</u>	
<u>LeSandre Morris</u>	<u>>5%</u>	<u>San Clemente, CA</u>	<u>1,000,000</u> <u>100,000</u>	<u>Common Stock</u> <u>Series A Preferred</u>	<u>2.5%</u> <u>7.2%</u>	

- (1) On August 23, 2023, Izak On resigned as an Officer and Director of the Company. Mr. On also surrendered and cancelled his 50 shares of Series C Preferred Stock, as part of his resignation. On September 22, 2023, Ryan Sherman resigned as an Officer and Director of the Company. Mr. James DiPrima was appointed as the Chief Financial Officer and Secretary of the Company. Mr. Harrysen Mittler was appointed as the Chief Executive Officer, and Director of the Company. Mr. Sherman also surrendered and cancelled his 51 shares of Series C Preferred Stock, as part of his resignation. On January

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.

See footnotes 4 and 12 in financial statements.

8) Third Party Providers

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

Securities Counsel

Name: Chris Jeter
Firm: Massillamany, Jeter & Carson
Address 1: 11640 Lantern Rd., Suite 204
Address 2: Fishers, IN 46038
Phone: 317.576.8580
Email: Mjattorneys.com

Accountant or Auditor

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

Investor Relations

None

Other Service Providers

Andrew Coldicutt
SEC Doc Prep
Document Preparation and Review
1220 Rosecrans St., PMB 258
San Diego, CA 92106
619.228.4970
_info@SECDocPrep.com

9) **Financial Statements**

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

Name: **James C DiPrima**
Title: **CFO**
Relationship to Issuer: **Officer**

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

- U.S. GAAP (see Note 1B Basis of Accounting)
 IFRS

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

Name: **James C DiPrima**
Title: **CFO**
Relationship to Issuer: **Officer**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **40 Years of Public and Private Accounting**

Provide the following qualifying financial statements:

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

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.

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, Harrysen Mittler certify that:

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

August 14, 2024 [Date]

/s/ Harrysen Mittler [CEO’s Signature]

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

Principal Financial Officer:

I, James DiPrima certify that:

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

August 14, 2024 [Date]

/s/ James DiPrima [CFO's Signature]

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

FINANCIAL STATEMENTS

(Unaudited)

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PACIFIC SOFTWARE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30	June 30
ASSETS	2024	2023
Current assets		
Cash	\$ 2,850	\$ 2,324
Prepaid expenses	-	-
Total Current assets	2,850	2,324
Fixed assets, net	-	-
Other assets	4,725,000	-
TOTAL ASSETS	\$ 4,727,850	\$ 2,324
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued expenses	\$ 81,345	\$ 189,488
Accrued interest	7,166	-
Accrued salaries	94,400	-
Convertible notes payable	300,000	300,000
Notes payable	240,000	-
Loan payable	-	500
Officer loan payable	-	2,723
Derivative liabilities	10,032	10,032
Total Current liabilities	732,943	502,743
TOTAL LIABILITIES	732,943	502,743
Commitments and contingencies		
TEMPORARY EQUITY		
Series B, preferred stock, 22,000 shares authorized, par value \$0.10, with 2,000 shares issued and outstanding at June 30, 2024, and 2,000 shares issued and outstanding June 30, 2023	200	200
EQUITY		
Preferred stock, 50,000,000 shares authorized, \$0.001 par value		
Series A, 3,000,000 shares authorized, par value \$0.001 and 1,613,000 issued and outstanding, at June 30, 2024, and 500,000 at June 30, 2023	1,613	500
Series C, 101 shares authorized, par value \$0.001 and 101 issued and outstanding at June 30, 2024, and June 30, 2023, respectively	-	-
Series D, 1,600 shares authorized, \$0.001 par value 0 and 850 issued and outstanding at June 30, 2024, and June 30, 2023, respectively	-	1
Common stock, 950,000,000 shares authorized, par value \$0.001, 38,512,888 and 21,354,669 shares issued and outstanding at June 30, 2024, and June 30, 2023, respectively	38,513	21,355
Additional paid in capital	33,524,641	28,668,991
Accumulated deficit	(29,570,060)	(29,191,465)
Total Equity	3,994,707	(500,619)
TOTAL LIABILITIES AND EQUITY (DEFICIT)	\$ 4,727,850	\$ 2,328

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

PACIFIC SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2024, AND 2023
(Unaudited)

	Three Months Ended June 30,		Nine months Ended June 30,	
	2024	2023	2024	2023
Sales	\$	-\$	-	\$ 1,311,734
Cost of goods sold		-	-	606,211
Gross profit		-	-	705,513
Operating expenses:				
Compensation	77,400	-	363,400	421,658
General and administrative	82,455	1,927	200,741	1,290,715
Total expenses	356,455	1,927	564,141	1,712,373
Income (loss) from operations	(356,455)	(1,927)	(564,141)	(1,006,860)
Other income (expenses):				
Loss on disposition	-	-	-	(27,681,239)
Gain on debt extinguishment		7,904,389	-	15,127,008
Change in fair market of derivatives	-	-	-	74,847
Other income	-	-	-	(90,369)
Interest expense	(5,402)	(7,500)	(7,166)	(874,613)
Total other income (expenses)	(5,402)	7,896,889	(7,166)	(13,353,997)
Income (loss) before income taxes	(131,509)	7,894,962	(571,307)	(14,360,857)
Provision for income taxes	-	-	-	-
Net income (loss)	(131,509)	7,894,962	(571,307)	(14,360,857)
Net income attributable to non-controlling interest	-	-	-	(1,426,216)
Net income (loss) attributable to Pacific Software, Inc.	(131,509)\$	7,894,962 \$	(571,307) \$	(12,951,331)
Income (loss) per share, basic	\$ (.003)\$.40 \$	(0.015) \$	(.059)
Weighted average shares, basic and diluted	38,512,888	19,666,172	35,512,888	21,951,331

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

PACIFIC SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE NINE MONTHS ENDED JUNE 30, 2024, AND 2023
(Unaudited)

The Nine Months Ended June 30, 2024

	Series A Preferred Stock, par value \$0.001		Series C and D Preferred Stock par value \$0.001		Common Stock par value \$0.001		Additional Paid-in Capital	Non -Controlling		Total Equity
	Shares	Amount	Shares	Amount	Shares	Amount		Deficit	Interest	
	Balance September 30, 2023	500,000	500	101	1	21,354,699		21,355	28,668,991	
Comon Stock for cash					450,000	450	149,550			150,000
Shares Issued for acquisition	980,000	980			18,900,000	18,900	4,706,100			4,725,980
Shares Issued for Acquisition	133,000	131			6,500,000	6,500				6,631
Shares Canceled					(8,691,781)	(8,692)				(8,692)
Net income, (loss) nine months ended June 30, 2024	-	-	-	-	-	-	-	(439,799)	-	(439,799)
Balance March 31, 2024	<u>1,613,000</u>	<u>\$ 1,613</u>	<u>101</u>	<u>\$ -</u>	<u>38,512,888</u>	<u>\$ 38,513</u>	<u>\$ 33,524,641</u>	<u>\$ (29,570,060)</u>	<u>\$ -</u>	<u>\$ 3,994,707</u>

Nine months ended June 30, 2023

	Series A		Series C and D		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Non Controlling Interest	Total Equity
	Preferred Stock, par value \$0.001		Preferred Stock par value \$0.001		par value \$0.001					
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance September 30, 2022	500,000	\$ 500	951	\$ 1	25,437,299	\$ 25,477	\$ 28,945,081	\$ (35,572,786)	\$ 57,724	\$ (6,544,043)
Accrued dividend on Series B							(33,000)			(16,500)
Derecognition foreclosure and asset disposition							(568,581)	20,742,178	(57,724)	20,115,873
Conversion of convertible debt					1,917,370	1,918	36,430			38,348
Cancellation of common stock					(6,000,000)	(6,000)	6,000			
Cancellation of warrants and Preferred shares			(850)	(1)			136,211			136,210
Reversal of accrued dividends							146,850			146,850
Net income (loss)								(19,187,299)	-	(19,187,299)
Balance March 31, 2023	<u>500,000</u>	<u>\$ 500</u>	<u>101</u>	<u>\$ 1</u>	<u>21,354,669</u>	<u>\$ 21,355</u>	<u>\$ 28,343,500</u>	<u>\$ (29,191,465)</u>	<u>\$ -</u>	<u>\$ (500,619)</u>

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

PACIFIC SOFTWARE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JUNE 30, 2024, AND 2023

(Unaudited)

	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023
Cash flows from operating activities		
Net income (loss)	\$ (571,307)	\$ (14,360,857)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:		
Depreciation	-	57,139
Gain on extinguishment of debt	-	(15,127,008)
Loss on asset disposition	-	27,681,239
Change in fair market value of derivatives	-	(74,847)
Amortization of debt discount	-	526,311
Change in working capital items:		
Accounts receivable	-	(29,119)
Inventory	-	(106,647)
Prepaid expenses and other assets	-	(38,750)
Accrued Interest	7,166	-
Right of use asset and lease liability, net	-	(135,264)
Other assets	-	(259,571)
Accounts payable and accrued expenses	380,116	(29,559)
Net cash provided by (used in) operating activities	<u>(387,282)</u>	<u>(1,896,753)</u>
Cash flows from investing activities:		
Purchase of property and equipment	<u>97,808</u>	<u>(285,835)</u>
		(869,552)
Cash flows from financing activities:		
Proceeds from Officer loan		2,723
Proceeds from loan	240,000	6,500
Proceeds from shares sold	<u>50,000</u>	<u>1,792,300</u>
Net cash provided by (used in) financing activities	290,000	1,801,753
Net increase (decrease) in cash	526	(640,662)
Cash at beginning of period	2,324	642,986
Cash end of period	\$ <u>2,850</u>	\$ <u>2,324</u>
Supplemental Cash Flow Information		

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

PACIFIC SOFTWARE, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2024, AND 2023
(Unaudited)

NOTE 1 – ORGANIZATION

Pacific Software, Inc. (the “Company”) was incorporated in the State of Nevada on October 12, 2005. The Company was in the development stage and was engaged in developing, producing, and marketing online internet sales portals to facilitate ecommerce between countries.

Acquisition of Pacific Acquisition Assets, Inc.

On September 18, 2020, the Company entered into a Stock Purchase Agreement for the acquisition of all of the issued and outstanding shares of common stock of Pacific Acquisition Assets, Inc., a Nevada corporation (“PAA”). PAA has a fifty-one (51) percent membership interest in the LLCs of the West Hartford World of Beer and Cambridge Craft restaurants as well as the associated assets and liabilities, from Attitude Beer Holding, Inc. As payment for the acquisition the Company issued 22,000 shares of Series B Convertible Preferred Stock, convertible notes aggregating \$4,255,472 with interest ranging from 10% to 12.5%, per annum.

Formation Of LC57 Holdings, Inc.

On May 21, 2021, LC57 Holdings, Inc. (“LC57”) was incorporated under the laws of the state of Wyoming, with the authorized capitalization consisting of 5,000,000 shares of common stock, par value \$0.001. The Company owns 3,500,000 shares or 70% of LC57.

On September 17, 2021, Good Wurst Charlotte 1, LLC (“GW1”) was organized under the laws of the state of Wyoming. LC57 is the sole member.

On September 17, 2021, Good Wurst Charlotte 2, LLC (“GW2”) was organized under the laws of the state of Wyoming. LC57 is the sole member.

On September 28, 2021, Good Wurst Charlotte 3, LLC (“GW3”) was organized under the laws of the state of Wyoming. LC57 is the sole member.

On March 29, 2022, Good Wurst Huntersville, LLC was organized under the laws of the state of Wyoming. LC57 is the sole member.

On March 11, 2022, Good Wurst Atlanta 1, LLC (“Atlanta”) was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. LLR is the sole member. The company is dormant and there is currently no plan to utilize it.

LC57 Acquisition of Good Wurst Charlotte 3, LLC

On September 30 2021, GW3 and LC57 (the “buyers”) completed an asset purchase agreement whereby the buyers acquired certain assets and assumed certain liabilities of Wiener Wunderstand, Inc. a North Carolina domestic corporation with an operating fast-food venue in Charlotte, NC. Wiener Wunderstand, Inc. is owned by a company that is owned by the 30% shareholder of LC57. The assets were recorded at their historical basis at the date of acquisition.

Formation Of LLR Holdings, Inc.

On November 10, 2021, LLR Holdings, Inc. (“LLR”) was incorporated under the laws of the state of Wyoming, with the authorized capitalization consisting of 5,000,000 shares of common stock, par value \$0.001. The Company owns 2,505,000 shares or 50.1% of LLR. The company is dormant and there is currently no plan to utilize it.

Acquisition of Gallo Group

The Company began the organizational phase of expansion on May 24, 2021 with the execution of a shareholder agreement for the formation of Gallo Group Inc. (“Gallo”). Gallo is a corporation registered in Wyoming. Under the shareholder agreement the Company received 3,250,000 (65%) of the shares of Gallo.

On July 6, 2021, Gallo Express Westport LLC (“Westport”) was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On September 29, 2021, Gallo Express Danbury LLC (“Danbury”) was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On January 25, 2022, Gran Gusto New Haven LLC (“Gran Gusto”) was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

On February 23, 2022, Gallo Express Stamford, LLC (“Stamford”) was organized under the laws of the state of Wyoming. Gallo is the sole member.

On March 29, 2022, Gran Gusto West Hartford LLC (“West Hartford”) was organized under the laws of the state of Wyoming, with the intent of creating a concept restaurant. Gallo is the sole member.

Foreclosure

On December 23, 2022 (“the foreclosure date”), senior secured creditors holding \$8,733,788 of predominately convertible notes principal, foreclosed on the assets of the Company. The Company surrendered its equity interest in Pacific Acquisition Assets, Inc. and its 51% interest in West Hartford World of Beer, LC57 Holdings, Inc., and Gallo Group Inc. The creditors forgave \$8,000,000 of principal, default penalties and accrued interest. (see Note 4) Due to foreclosure all assets and liabilities of the former subsidiaries have been derecognized as of December 23, 2022.

Recapitalization Following Foreclosure and Changes in Officers and Directors

On August 23, 2023, Izak On resigned as an Officer and Director of the Company. Mr. On, also surrendered and cancelled his 50 shares of Series C Preferred Stock, as part of his resignation.

On September 22, 2023, Ryan Sherman resigned as an Officer and Director of the Company. Mr. James DiPrima was appointed as the Chief Financial Officer and Secretary of the Company. Mr. Harrysen Mittler was appointed as the Chief Executive Officer, and Director of the Company. Mr. Sherman, also surrendered and cancelled his 51 shares of Series C Preferred Stock, as part of his resignation. The cancellation of the Series C Preferred Stock, had no impact on the financial condition of the Company as they were issued and recognized at par value aggregating \$0.10.

On September 22, 2023, the Company finalized its Settlement Agreement with Alpha Capital Anstalt, Fronduer Partners LLC, Oscaleta Partners LLC, Tarpon Bay Partners LLC and Trillium Partners LP agreed to surrender all common stock warrants and Series B Preferred Stock to the Company. Debt not covered by the foreclosure has been forgiven leaving total convertible note liabilities at \$300,000.

All warrants outstanding, all preferred convertible stock held by the note holders had been cancelled by the holders as of June 30, 2023. The values of the preferred stock of \$2,000 and the warrant value of \$1,520,850 were charged to additional paid capital as of June 30, 2023. In conjunction of the final settlement the cancelled shares were surrendered to the Company.

The noteholders also agreed to amend the conversion price of the notes from \$0.02 to the price equal to the price that the Company sells its next round of shares of at least \$100,000 that is to be completed by January 1, 2024. If the Company does not raise the required amount of funds by January 1, 2024, then the conversion price will remain at \$0.02 per shares. Lastly, the noteholders also agreed to a leak-out and resale agreement wherein they could not sell more shares than the average reported weekly trading volume during the previous four weeks preceding the sale of those shares. The leak-out and resale agreement terminates on May 24, 2024.

The total of gain recognized in the forgiveness of the notes, warrants and preferred shares held was \$8,089,600 for the three months ended June 30, 2023 as reported in the consolidated statement of operations.

Acquisition of Dreamaderm, Inc.

On January 23, 2024, the Company acquired certain assets of Dreamaderm Inc. which is in the business of designing, formulating, manufacturing and marketing a suite of products produced, developed and marketed online through social media platforms, influencers and via wholesale organizations globally. The peptide, known as P12-3A (aka Dermatrix), was invented by Dr. Malcolm A. Leissring, an internationally recognized expert in drug discovery and drug development at the University of California Institute for Memory Impairments and Neurological Disorders (UCI MIND), who will join the company. Dreamaderm Inc., is expected to obtain exclusive, worldwide rights to P12-3A and related peptides covered by U.S. Patent No. 11,555,055, issued January 17, 2023 and assigned to the Regents of the University of California. Dr. Leissring plans to join the Company as President and Chief Science Officer (CSO).

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Management of the Company is responsible for the selection and use of appropriate accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by the accounting principles generally accepted in the United States of America.

Basis of Presentation/Principles of Consolidation

The consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and include the accounts of the Company and its wholly and majority-owned subsidiaries. PAA – 100%; Gallo – 65%; LC57 – 70% and LLR 50.1% until the foreclosure on December 23, 2022. PAA has no assets or liabilities as of December 31, 2022. All material intercompany balances and transactions have been eliminated in consolidation. The consolidated financial statements include the assets and liabilities and results of operations through the foreclosure date. (see Note 4)

Management use of estimates

The preparation of financial statements in conformity with U.S. 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 revenues and expenses during the reporting period. The Company considered COVID-19 related impacts to its estimates, as appropriate, within its consolidated financial statements and there may be changes to those estimates in future periods. The Company believes that the accounting estimates are appropriate after consideration of the increased uncertainties surrounding the severity and duration of the COVID-19 pandemic. Such estimates and assumptions are subject to inherent uncertainties, actual results could differ materially from those estimates.

Reclassification

Certain labor costs have been reclassified from compensation to cost of goods sold to properly reflect gross profit. These reclassifications had no effect on the reported results of operations.

Cash and cash equivalents

Cash includes demand deposits, time deposits, certificates of deposit and short-term liquid investments with an original maturity of three months or less when purchased. The Company maintains deposits in a financial institution. None of the Company's cash and cash equivalents was in excess of federally insured limits.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentration of credit risk consist of cash accounts in a financial institution which, at times, may exceed the Federal depository insurance coverage of \$250,000. The Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts.

Accounts receivable and allowance for doubtful accounts

Accounts receivable is stated at the amount management expects to collect from outstanding balances. These receivables are mostly related to credit card processing by third parties and generally remitted within three days. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount receivable recorded, which is the face amount of the receivable net of the allowance for doubtful accounts.

Inventories

Inventories are stated at the lower of cost or net realizable value with cost determined on a first-in, first-out ("FIFO") basis. Management regularly reviews inventory quantities on hand and records a provision for excess and obsolete inventory based primarily on the estimated forecast of product demand and the ability to sell the product(s) concerned. Demand for products can fluctuate significantly. Additionally, management's estimates of future product demand may be inaccurate, which could result in an understated or overstated provision required for excess and obsolete inventory. At June 30, 2024, and June 30, 2023, no such reserves were established.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation of property and equipment is currently being provided using the straight-line method for financial reporting purposes over an estimated useful life of three to twenty years. Expenditures for normal maintenance and repairs are expensed as incurred. The cost of assets sold or abandoned, and the related accumulated depreciation are eliminated from the accounts and any gains or losses are credited or charged to operations in the respective periods. For the nine months ended June 30, 2024, and 2023, depreciation expense of \$0 and \$57,319 was recognized, respectively.

Long-lived assets

In accordance with Accounting Standards Codification (ASC) Topic 360, Property, Plant, and Equipment, the Company periodically reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

Other assets

On January 23, 2024, the Company acquired certain assets of Dreamaderm Inc. which is in the business of designing, formulating, manufacturing and marketing a suite of products produced, developed and marketed online through social media platforms, influencers and via wholesale organizations globally. The peptide, known as P12-3A (aka Dermatrix), was invented by Dr. Malcolm A. Leissring, an internationally recognized expert in drug discovery and drug development at the University of California Institute for Memory Impairments and Neurological Disorders (UCI MIND), who will join the company. The Company issued 980,000 shares of Series A Convertible Preferred shares at par value and 18,900,000 shares of common stock valued at the market price of \$.25 per share.

Operating Leases

The Company leases its locations, under operating leases. The leases include an option that allows the Company to extend the lease term beyond the initial commitment period, subject to terms agreed at lease inception. The Company adopted ASC 842 using the modified retrospective transition method. In accordance with ASC 842, lease right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The Company's lease does not provide an implicit rate and therefore, the Company uses an incremental borrowing rate based on the information available at the commencement date, including implied traded debt yield and seniority adjustments, to determine the present value of future payments. Lease expense for the minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred.

Fair Value Measurements

The Company follows the FASB *Fair Value Measurements* standard, as they apply to its financial instruments. This standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements.

Level 1 inputs are quoted market prices available in an active market that the Company has the ability to access at the measurement date. Level 2 inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 3 inputs are pricing inputs that are generally observable inputs and not corroborated by market data. Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The standard establishes a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. Level 1 inputs include quoted market prices for identical assets or liabilities in an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data. The standard requires the utilization of the lowest possible level of input to determine fair value and carrying amounts of current liabilities approximate fair value due to their short-term nature. The Company accounts for certain instruments at fair value using level 3 valuation.

Description	At September 30, 2023			At September 30, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Derivative Liability	—	—	\$ 10,031	—	—	\$ 221,089

A roll forward of the level 3 valuation financial instruments is as follows:

	<u>Derivative</u> <u>Liabilities</u>
Balance at September 30, 2023	\$ 10,031
Change in fair market value	-

The fair market value of the derivative is based on the stated value of the preferred series B and D shares, market value of the common shares and annualized volatility of daily returns, and the conversion price as calculated using a Black-Scholes model.

Derivative Liabilities

The Company has certain financial instruments that are derivatives or contain embedded derivatives. The Company evaluates all its financial instruments to determine if those contracts or any potential embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 810-10-05-4 and 815-40. This accounting treatment requires that the carrying amount of any derivatives be recorded at fair value at issuance and marked-to-market at each balance sheet date. In the event that the fair value is recorded as a liability, as is may be the case with the Company, the change in the fair value during the period is recorded as either other income or expense. Upon conversion, exercise or repayment, the respective derivative liability is marked to fair value at the conversion, repayment or exercise date and then the related fair value amount is reclassified to other income or expense as part of gain or loss on extinguishment.

The Company points out that in general for notes that have matured the Company will no longer calculate a derivative value. However, should current information about stock price, or volatility of noteholder conversion terms change an assessment will be made and any material change in fair market value will be recognized.

The Company determined that the conversion feature of the Series B preferred stock, issued in the acquisition of PAA is an embedded derivative since the Series B is convertible into a variable number of common shares upon conversion. The fair value of the Series B embedded conversion feature of \$6,582,408 was bifurcated from the stock and accounted for as a derivative liability on the balance sheet and is marked to fair value for each reporting date. Gains or losses are recognized as other income or expense.

The Company determined that the conversion feature of the Series D preferred stock, issued to officers and a consultant on November 12, 2021 is an embedded derivative since the Series D is convertible into a variable number of common shares upon conversion. The fair value of the Series D embedded conversion feature of \$3,063,250 was bifurcated from the stock and accounted for as a derivative liability on the balance sheet and is marked to fair value for each reporting date. Gains or losses are recognized as other income or expense.

Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note issuance date with a charge to interest expense in accordance with ASC 480 – “Distinguishing Liabilities from Equity”.

Recognition of Revenues

The Company recognizes revenue pursuant to Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers. This new revenue recognition standard (new guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company’s initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

Our revenues are comprised of retail food and beverage sales. Revenues from sales are recognized when payment is tendered. Amounts paid with a credit card are recorded in accounts and other receivables until payment is collected from the credit card processor.

Income Taxes.

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

ASC 740, Income Taxes, requires a company to first determine whether it is more likely than not (which is defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more likely than not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Stock-based compensation

The Company measures and recognizes compensation expense for all share-based payment awards made to employees and directors, including employee stock options and compensatory stock warrants, based on estimated fair values equaling either the fair value of the shares issued or the value of consideration received, whichever is more readily determinable. Non-cash consideration pertains to services rendered by consultants and others and has been valued at the fair value of the Company's common stock at the date of the agreement.

The Company values the stock issued for compensation at the lower of the market price on the date of issuance or the value of the service provided. The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of ASC Topic 505-50, "Equity-Based Payments to Non-Employees." The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete.

The Company has not adopted a stock option plan.

Net Income (Loss) Per Share

Basic loss per share is calculated by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution. As of June 30, 2024, 500,000 shares of Series A preferred stock are outstanding and exercisable into 5,000,000 shares of common stock, and 2,000 shares of Series B preferred stock are outstanding and exercisable, into 15,686,275 shares of common stock. As of June 30, 2024, the outstanding principal balance, including accrued interest of the third-party convertible debt, totaled \$300,000 and was convertible into 15,375,000 shares of common stock. The Company's CEO and Chairman of the Board of Directors and the Chief Operating Officer hold a control block of Series C Preferred Stock which confers upon them a majority vote in all Company matters including authorization of additional common shares or to reverse split the stock.

As of March 31, 2024, and 2023, potentially dilutive securities consisted of the following:

	June 30, 2024	March 31, 2023
Series A Preferred stock	16,130,000	5,000,000
Series B Preferred stock	15,686,275	15,686,275

Series D Preferred stock	-	-
Warrants	-	-
Third party convertible debt (including senior debt)	15,375,000	15,375,000
Total	47,191,275	3,854,972,592

Recent Accounting Pronouncements

On August 5, 2020, the Financial Accounting Standards Board (FASB) issued accounting standards update (ASU) No. 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40)*.

The amendments in the ASU remove certain separation models for convertible debt instruments and convertible preferred stock that require the separation of a convertible debt instrument into a debt component and an equity or derivative component. The ASU also amends the derivative scope exception guidance for contracts in an entity’s own equity. The amendments remove three settlement conditions that are required for equity contracts to qualify for the derivative scope exception.

In addition to the above, the ASU expands disclosure requirements for convertible instruments and simplifies areas of the guidance for diluted earnings-per-share calculations that are impacted by the amendments.

The ASU is effective for public business entities that meet the definition of a Securities and Exchange Commission (SEC) filer, excluding smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021. Early adoption is permitted. The FASB noted that an entity should adopt the guidance as of the beginning of its annual fiscal year. The standard is effective for the Company beginning in fiscal year September 30, 2024.

Entities may elect to adopt the amendments through either a modified retrospective method of transition or a fully retrospective method of transition. If an entity has convertible instruments that include a down round feature, early adoption of the ASU is permitted for fiscal years beginning after December 15, 2020.

ASU 2016-13 Measurement of Credit Losses on Financial Instruments and ASU 2022-02 was effective for fiscal years beginning after December 15, 2022. This adoption did not have a material effect to the Company.

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying consolidated financial statements.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. For the three months ended June 30, 2024, the Company has incurred an operating loss of \$131,509. The working capital deficit and accumulated deficit was \$730,093, and \$29,570,060, respectively, at June 30, 2024. It is management’s opinion that these matters raise substantial doubt about the Company’s ability to continue as a going concern for a period of twelve months from the issuance date of this report. The ability of the Company to continue as a going concern is dependent upon management’s ability to further implement its business plan and raise additional capital as needed from the sales of stock or issuance of debt. The Company has been implementing cost-cutting measures and restructuring. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to continue as a going concern.

NOTE 4 – FORECLOSURE

On December 23, 2022, the senior secured creditors foreclosed on their security interest related to, predominately, convertible notes held. The notes were secured by substantially all the Company’s subsidiaries. In conjunction with the foreclosure note principal, default penalties and accrued interest of \$8,000,000. As a result of the foreclosure a loss on disposition of \$27,681,239, was recognized along with gain on debt extinguishment of \$7,222,619. Effective December 23, 2022, the following assets and liabilities have been derecognized from the consolidated balance sheet:

Assets

Cash	\$	1,415,278
Deposits		1,009,750
Accounts Receivable		37,385
Inventory		146,412
Prepaid expenses		191,754
Property, plant and equipment		2,281,409
Other assets		132,672
Right of use asset		5,036,294
Total Assets	\$	<u>10,251,414</u>
Liabilities		
Accounts payable and accrued expenses	\$	1,334,215
Notes payable		1,792,300
Deferred rent		30,797
Lease liability – Current		569,285
Lease liability – Non current		4,604,190
	\$	<u>8,330,783</u>
Other		
Non-controlling interest	\$	412,273

NOTE 5– INVENTORIES

Inventories, as estimated by management, currently consisted of inventory for World of Beer franchise location in West Hartford, and inventory from GW3 until foreclosure (see Note 4). Inventories were stated at the lower of cost on the first in, first-out method or market. The inventory is comprised of the beverages and food and other items needed for the preparation of meals and spirits to our customers. Balances at June 30, 2024, and June 30, 2023, were \$0, and \$0, respectively.

NOTE 6– PROPERTY PLANT AND EQUIPMENT

Following the foreclosure (see Note 4) property, plant and equipment at March 30, 2023 and March 30, 2022 consist of the following:

	<u>March 30,</u> <u>2023</u>	<u>March 30,</u> <u>2022</u>
Restaurant Equipment	\$ -	\$ 763,127
Computer Equipment	-	57,416
Bar Equipment	-	155,306
Leasehold Improvements	-	1,219,193
Furniture and fixtures	-	180,867
Construction in progress	-	23,971
	-	2,849,896
Less: Accumulated depreciation	-	(375,808)
	<u>\$ -</u>	<u>\$ 2,024,072</u>

NOTE 7 -RELATED PARTY

On September 30, 2021, LC57 completed an asset purchase agreement whereby LC57 acquired the assets of GW3. GW3 was owned by a Company that is owned by the 30% shareholder of LC57.

Until the foreclosure (see Note 4) the historic prices and book value of the assets purchased was:

Inventory	\$	13,000
Computer and phone equipment		6,000
Kitchen equipment		88,000
Total	<u>\$</u>	<u>107,000</u>

LC57 advanced the Company \$6,500 during the three months ended June 30, 2023.

The COO advanced the Company \$2,500 during the three months ended June 30, 2023.

NOTE 8 -NOTES PAYABLE

Notes payable were forgiven in conjunction with a recapitalization on April 1, 2023, principal balances were as follows:

On September 21, 2020, the Company issued a note payable to Alpha Capital Anstalt (“Alpha”) for \$26,600. The note includes: \$26,600 cash, has 8% annual interest, and matured on September 21, 2021. The note principal, and accrued interest were \$0 and \$0 respectively, at June 30, 2023. The note principal and all accrued interest were recognized as gain on extinguishment of debt.

On September 21, 2020, the Company issued a note payable to Tarpon Bay Partners LLC (“Tarpon”) for \$13,400 for services. The note has 8% annual interest and matured on September 21, 2021. The note was assigned to Frondeur Partners LLC during the year ended September 30, 2022. The note principal, and accrued interest were \$0 and \$0 respectively, at June 30, 2023. The note principal and all accrued interest were recognized as gain on extinguishment of debt.

NOTE 9 – CONVERTIBLE NOTES PAYABLE

Convertible notes payable balances were as follows:

	<u>March 30,</u> <u>2024</u>	<u>March 30,</u> <u>2023</u>
Principal (notes classified as stocked settled debt)	\$ -	\$ 248,100
Premiums (related to stock settled debt)	-	444,300
Principal (fixed price notes)	300,000	6,807,146
Discounts	-	-

Convertible notes – current	300,000	7,499,546
Convertible notes payable – long term, net of discounts	\$ -	\$ -

Debt discounts have been reclassified to interest expense during the Nine months ended June 30, 2023.

All convertible notes except for \$300,000 in principal have been forgiven in conjunction with a recapitalization. A total of \$8,089,600 was recognized as gain on debt extinguishment. The gain includes amounts for notes discussed at footnote 8, warrants discussed at footnote 11 and certain related derivative liabilities.

Convertible Notes with Fixed Percentage Conversion Terms Treated as Stock Settled Debt

All forgiven.

Convertible Notes with Fixed Prices

Forgiven Except as Noted

On February 17, 2021, the Company issued a convertible note payable to Trillium for \$33,000. The note includes: \$30,000 cash, with a \$3,000 OID, has 10% annual interest, matured on February 28, 2022 and was convertible at \$0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of \$0.02 per share. The note was amended and restated and the principal balance is \$33,000, at June 30, 2023. The note no longer has an interest component.

On June 15, 2021, the Company issued a convertible note payable to Trillium for \$39,000. The note includes: \$35,000 cash, with an OID of \$4,000, has 10% annual interest, matured on December 31, 2021 and was convertible at \$0.10 per share. On February 25, 2022, the note was amended with the maturity date extended to August 31, 2023 and the conversion terms changed to a fixed conversion price of \$0.02 per share. The note was amended and restated and the principal balance is \$37,000, at June 30, 2023. The note no longer has an interest component.

On September 3, 2021, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with Oscaleta and Alpha (the “Purchasers”), pursuant to which the Company issued to the Purchasers, on September 3, 2021, Secured Convertible Notes in an aggregate principal amount of \$1,650,000 (the “Notes”), consisting of cash proceeds of \$1,500,000, which Notes shall be convertible at any time after issuance into shares of the Company’s common stock, at a conversion price of \$0.02 per share (the “Conversion Price”), subject to adjustment as defined in the Purchase Agreement. The Notes accrue interest at the rate of 10% per annum and matures on March 3, 2023. Upon the occurrence of an event of default, interest accrues at 18% per annum. Interest on the Notes is payable in cash or, at Purchaser’s option, in shares of Common Stock at the Conversion Price. The Conversion Price is subject to adjustment due to certain events, including stock dividends and stock splits, and is subject to reduction in certain circumstances if the Company issues Common Stock or Common Stock equivalents at an effective price per share that is lower than the Conversion Price then in effect. The Company may only prepay the Notes with the prior written consent of the respective Purchasers thereof. The Company issued notes reflecting the Purchase agreement as follows:

Of the above \$1,650,000, secured convertible notes were issued payable to Oscaleta for \$825,000, \$750,000 of which was cash and \$75,000 as original issue discount (OID). The discount has been fully amortized to interest expense. The note was assigned to Frondeur Partners LLC on June 9, 2023. Following a principal conversion for \$38,347 and amendments to the note the note principal balance was \$70,000, at June 30, 2023. The note no longer has an interest component.

The remaining balance of the \$1,650,000, secured convertible notes were issued payable to Alpha for \$825,000. The note includes: \$750,000, cash, and OID of \$75,000. The discount is being amortized to interest expense over the term of the loan. The note was amended and restated and principal balance was \$160,000, at June 30, 2023. The note no longer has an interest component.

The Purchasers also received warrants to purchase up to 82,500,000 shares of the Company’s common stock. The warrants are exercisable at any time on or after the date of the issuance of the warrants and entitle the investors to purchase shares of the Company’s common stock for a period of seven years from the initial date the warrants become exercisable. The warrants are exercisable at a price per share of \$0.02, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement. (See Note 10).

NOTE 10 – TEMPORARY EQUITY

The preferred series B shares have been determined, by the Company, to be conditionally redeemable upon the occurrence of certain events that are not solely within the control of the Company; but upon such occurrence, redeemable at the option of the holders. They are therefore classified as temporary equity. The purpose of this classification is to convey that such a security may not be permanently part of equity and could result in a demand for cash, securities, or other assets of the entity in the future. The shares as valued have been classified as temporary equity and presented as such on the consolidated balance sheet and statement of shareholders deficit, as single line items due to the immaterial par value. The temporary equity value is not included in shareholders' deficit.

Series B Preferred Stock

On June 30, 2023 and September 30, 2022, there were respectively, 2,000 and 22,000 Series B Preferred shares of stock outstanding. The shareholders agreed to surrender 20,000 of the outstanding shares effective April 1, 2023.

On August 5, 2020, the Company authorized 22,000 shares of Series B Convertible Preferred Stock, par value \$0.10, stated value \$100, 3% annual dividends on stated value, payable upon anniversary date or conversion date. These shares shall rank senior to all common stock issuances and below Series A Convertible Preferred Shares. The shares shall be convertible at a substantial discount to market.

On August 7, 2020, with the approval of the majority of the shareholders and the board of directors, the Company designated 22,000 shares of preferred stock as Series B Convertible Preferred Stock ("Series B Preferred"). The Series B Preferred stock is convertible at the lower of (i) the 25% lowest closing bid price for the 20 trading days prior to the conversion or (ii) the fixed price, which is set at \$1.00 both of which are subject to adjustment as provided in the Series B Preferred certificate of designation. The stated value of the shares is \$100 per share. The Series B Preferred shares have no voting rights and there is a limit on beneficial ownership of 9.99%.

On September 18, 2020, the Company entered into a Stock Purchase Agreement ("Purchase Agreement") by and between the Company and certain stockholders. The Company issued 22,000 shares of its Series B Preferred Stock, promissory notes, option agreement, conveyance agreement and a convertible note as consideration for the purchase and acquisition of PAA. See Item 3A. Issuance history for the list of the recipients of the Series B Preferred stock.

The shares issued were valued based on the conversion number of common shares at the market price on the date of issuance. The shares were valued at \$14,657,800 on the issuance date and were charged to investment in subsidiary. Effective April 1, 2023 accrued dividends of \$146,800 and par value of \$2,000 were reclassified as additional paid in capital, in conjunction with the surrender of 20,000 shares. At June 30, 2023, \$18,150 of additional paid in capital related to the 2,000 shares issued and outstanding Series B Preferred Stock dividends are owed to former officers and directors of the Company.

NOTE 11 – STOCKHOLDERS' DEFICIT

Preferred Stock

The Company is currently authorized to issue 50,000,000 shares of preferred stock.

Series A Preferred Stock

On June 30, 2024 and June 30, 2023, there were 1,613,000 and 500,000 shares outstanding respectively.

The Company authorized 3,000,000 shares of Series A Convertible Preferred stock (\$0.001 par or stated value) on October 1, 2018. And issued 1,000,000 shares of preferred stock during the year ended September 30, 2019 to the former CEO and the president of the Company, following cancellation of 500,000 shares of the Series A Convertible Preferred, 500,000 shares are outstanding at June 30, 2023. On January 23, 2024 as part of an acquisition 980,000 Series A Convertible Shares were issued to officers of the Company. The Series A Convertible Preferred stock can be converted into common stock for one preferred share for ten common shares. The Series A Convertible preferred shares have voting rights equal to ten votes per share (on an as converted basis).

Series C Preferred Stock

On June 30, 2024 and June 30, 2023, there were 101, Series C preferred shares of stock outstanding.

On April 27, 2021, the Secretary of the State of Nevada authorized 101 shares of the Company's new non-convertible preferred stock having a par or stated value of \$0.001. The shares have voting rights equal to the following formula: total common stock eligible votes divided by .049. The shares have a term of the earlier of: 36 months for the authorization date or upon receipt of an investment of at least \$10,000,000. The shares are held by the current officers (see Item 6) of the Company.

Series D Preferred Stock

On June 30, 2024 and June 30, 2023, there were 0 and 850, Series D preferred shares of stock outstanding, respectively. The shareholders agreed to surrender all the outstanding shares effective April 1, 2023.

On November 12, 2021, the Board of Directors, by unanimous written consent, authorized the creation of a new class of Preferred Stock, Series D Preferred (“Series D”). The number of shares of Series D authorized shall be 1,600 shares. Each share of Series D shall have a stated value equal to \$0.001 (as may be adjusted for any stock dividends, combinations, or splits with respect to such shares). The Series D is not entitled to receive dividends, nor has any liquidation rights. Each share of Series D shall be convertible, at the option of the holder thereof, without the payment of additional consideration, into that number of fully paid and nonassessable shares of Common Stock equal to 0.01% of the total number of shares of Common Stock outstanding at the Conversion Time. The Series D shall rank junior to the already-existing classes of the Corporation’s Series Preferred stock and pari-passu with the Corporation’s Common Stock. And any class or series of capital stock of the Corporation hereafter created and has no voting rights.

Common Stock and Warrants

The Company is currently authorized to issue 950,000,000 shares of common stock, par value \$0.001 per share. As of June 30, 2024 and June 30, 2023, the Company has 38,512,888 and 21,354,669 shares of common stock issued and outstanding, respectively.

Offering Under Regulation 1-A

The Company submitted a registration statement to offer common stock under Regulation 1-A (Post Effectively amended on March 7, 2022 and Qualified by the SEC on March 18, 2022 to offer 90,278,500 shares at \$0.20 per share. The offering includes 15,278,500 from selling shareholders. The offering was amended on April 5, 2022, such that the shares were to be offered at \$0.16.

Warrants Issued

All warrants issued were cancelled effective April 1, 2023, in conjunction with a recapitalization.

On September 3, 2021, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with Oscaleta Partners LLC (“Oscaleta”) and Alpha (the “Purchasers”), pursuant to which the Company issued to the Purchasers, convertible notes in an aggregate principal amount of \$1,650,000, and 82,500,000 warrants for the Company’s common stock. The warrants may be exercised into 82,500,000 shares of common stock at a price of \$0.02 per share. The warrants expire on September 3, 2028. The Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling \$346,000, charged to warrant discount. The discount will be amortized to interest expense over the term of the related notes. The warrants are exercisable at a price per share of \$0.002, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement.

During the year ended September 30, 2022 the Company, executed Securities Purchase Agreements with Trillium Partners LP and Alpha Anstalt, for financing, issued a total of 59,444,400 warrants for the Company’s common stock. The warrants may be exercised into 59,444,400 shares of common stock at a price of \$0.02 per share. The warrants expire seven years from issuance date. The warrants were issued in conjunction with cash financing therefore, the Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling \$1,174,713, charged to debt discount with any value exceeding the net cash received from the note issuances being charged to interest expense. The discount is being amortized to interest expense over the term of the related notes. The warrants are exercisable at a price per share of \$0.002 subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement.

During the year ended September 30, 2022 the Company, executed Securities Purchase Agreements with Trillium Partners LP and Alpha Anstalt, for financing, issued a total of 228,600,000 warrants for the Company’s common stock. The warrants may be exercised into 228,600,000 shares of common stock at a price of \$0.01 per share. The warrants expire seven years from issuance date. The warrants were issued in conjunction with cash financing therefore, the Company treated the warrants in accordance with ASC 470-20-25-2. The warrants were valued based on the relative value of the proceeds of the notes resulting in a credit to additional paid in capital totaling \$5,367, charged to debt discount with any value exceeding the net cash received from the note issuances being charged to interest expense. The discount is being amortized to interest expense over the term of the related notes. The warrants are exercisable at a price per share of \$0.001, subject to adjustment as defined in the Purchase Agreement. The warrants can be exercised on a cashless basis only if the shares of common stock underlying the warrants are not registered under an effective registration statement.

During the year ended September 30, 2022, the Company issued 37,500,000 warrants to purchase common stock for \$0.051 per share. The warrants were issued in conjunction with convertible notes issued for professional services. The warrants expire five years from the dates of issuance. These warrants have a value of \$1,580 as of September 30, 2023, which has been charged to debt discount.

The table following presents the warrants issued, cancelled and included in the gain recognized on debt extinguishment:

	Number of Warrants	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Grant-Date Fair Value	Aggregate Intrinsic Value
Outstanding and exercisable at September 30, 2022	408,044,400	\$.0135	6.36	\$ -	\$ 224,000
Cancelled	(408,044,400)	-	-	-	(224,000)
Outstanding and exercisable at June 30, 2023	-	\$ -	-	\$ -	\$ -

NOTE 12 – CONTINGENCIES AND COMMITMENTS

Commitments

Leases

Our lease agreements generally do not provide an implicit borrowing rate; therefore, an internal incremental borrowing rate is determined based on information available at lease commencement date for purposes of determining the present value of lease payments. We used the incremental borrowing rate on September 30, 2020 for all leases that commenced prior to that date. In determining this rate, which is used to determine the present value of future lease payments, we estimate the rate of interest we would pay on a collateralized basis, with similar payment terms as the lease and in a similar economic environment.

On December 23, 2022 all ROU assets and related liabilities have been derecognized due to the foreclosure on the related facilities. (see Note 4)

There are no Lease Positions as of June 30, 2024, and June 30, 2023,

Following the foreclosure ROU lease assets and lease liabilities for our operating leases are presented on the balance sheets as follows:

	June 30, 2023	June 30, 2023
ROU assets	\$ -	\$ -

Operating lease liability related to the ROU assets is summarized below:

Total lease liabilities	\$ -	\$ -
Less: current portion	-	-)
Lease liabilities, non-current	\$ -	\$ -

Due to the aforementioned foreclosure the Company has no non-cancellable lease obligations.

Employment Agreement

On August 18, 2021, the Company entered into an employment agreement with Michael Finkelstein. The term of the agreement shall be from August 18, 2021 through December 31, 2022, with automatic extension periods of one year, unless written notice is received from either party within 90 days of the end of the term. The agreement designates Mr. Finkelstein as the Company's Chief Operating Officer ("COO"). The base annual salary shall be \$84,000. In addition, the Company created a Series D class of convertible preferred stock, that gave the COO a 6% interest in the Company with anti-dilutive protection for the initial 18 months, as defined in the agreement. The COO is also entitled to an incentive bonus, based on performance hurdles, as defined in the agreement. On June 8, 2022, the agreement with Michael Finkelstein was terminated upon his resignation. Under the terms of the separation agreement Mr. Finkelstein exchanged 51 Series C Preferred shares and 750 Series D Preferred shares for a severance payment of \$28,000.

On August 18, 2021, the Company entered into an employment agreement with Izak On. The term of the agreement shall be from August 18, 2021 through December 31, 2022, with automatic extension periods of one year, unless written notice is received from either party within 90 days of the end of the term. The agreement designates Mr. Finkelstein as the Company's Chief Executive Officer ("CEO"). The base annual salary shall be \$48,000. In addition, the Company created a Series D class of convertible preferred stock (see Note 11), that gave the CEO a 3% interest in the Company with anti-dilutive protection for the initial 18 months, as defined in the agreement. The CEO is also entitled to an incentive bonus, based on performance hurdles, as defined in the agreement.

On July 7, 2022, the Company entered into an employment agreement with Ryan Sherman. The term of the agreement shall be from June 14, 2022 through June 30, 2023, with automatic extension periods of one year, unless written notice is received from either party within 90 days of the end of the term. The agreement designates Mr. Sherman as the Company's Chief Operating Officer ("COO"). The base annual salary shall be \$90,000. In addition, the Company issued 51 shares of Series C preferred stock, that gave the COO a controlling vote in the affairs of the Company. The COO is also entitled to an incentive bonus, based on performance hurdles, as defined in the agreement.

Consulting Agreements

On September 1, 2021, LC57 and Gallo Group Inc. entered into consulting agreements with Bespoke CFO ("Bespoke"). The agreement calls for the preparation of monthly consolidated and stand-alone financial statements for Gallo and LC57 and each entity that they own. The agreement remains in full force until terminated by either party. LC57 will pay Bespoke \$2,000 per entity per month. During the year ended September 30, 2022 the agreement was suspended for the Gallo entities.

On December 1, 2021 the Company entered into an agreement with Frondeur Partners LLC. The agreement calls for accounting and reporting services to the Company for consolidation of all reporting entities and the preparation of quarterly and annual consolidated financial statements. Frondeur Partners LLC receives convertible notes amounting to \$15,000 and warrants to purchase 3,750,000 shares of common stock on the first day of each month. The agreement may be terminated following written notification.

NOTE 13 – SUBSEQUENT EVENTS

Subsequent to March 31, 2024, the Company acquired a 70% interest in NooMeds, LLC, a Company that specializes in Alzheimer's prevention through dietary supplements. The acquisition will occur by issuing debt to its Founder Dr. Malcolm A. Leissring. Additionally, Harrysen Mittler and Peter Pizzoni surrendered 233,000 series A Preferred shares to settle a transaction with the prior Management. The shares will be reissued in May 2024. On June 18, 2024, Dr. Malcolm Leissring and Steve Israel submitted their resignations. According, the Company canceled all 2,500,000 shares of Mr. Israel's stock pursuant to his refusal to accept his employment. A portion of Dr. Leissring's shares were also cancelled on a prorata basis.