

# ZA GROUP, INC.

240 VAUGHAN DRIVE  
ALPHARETTA, GEORGIA  
30009  
(770) 235-6053

j.canouse@forever-brands.com

SIC Code: 722511

## ANNUAL REPORT

For the period ending 12/31/23 (the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

9,528,033,068 as of December 31, 2023

9,228,033,068 as of December 31, 2022

### Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### Change in Control

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

Yes: ☐ No: ☒

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

---

<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

As of December 17, 2018, the name of the issuer is ZA Group, Inc. (approved by FINRA in July 2019).

From December 8, 2014 to December 17, 2018, the issuer was known as The Automotive Resource Network Holdings, Inc.

From February 18, 2014 to December 8, 2014, the issuer was known as Nationwide Capital Ventures, Inc.

From April 9, 2013 to February 18, 2014, the issuer was known as Covenant Alliance Group, Inc.

From September 28, 2011 to April 9, 2013, the issuer was known as The Automotive Resource Network Holdings, Inc.

From June 4, 2007 to September 28, 2011, the issuer was known as Diversity Group International, Inc.

From October 27, 1997 to June 4, 2007, the issuer was known as SKRCO, Inc.

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

State of Florida; Active

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

None

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

None

*Acquisition and subsequent rescission of E-Roots Systems Inc.*

On March 1, 2022, the Company entered into a Stock Purchase Agreement with E-Roots Systems Inc. and their Selling Shareholders. On this date the Company issued a Ten Percent (10%) Convertible Note for \$200,000 to E-Roots Manufacturing. The note has 10% annual interest, matures on March 1, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. On April 1, 2022, the Company issued 5,000,000 shares of Series O Convertible Preferred Stock ("Series O") to the Selling Shareholders. The Series O had a value of \$520,000 which gave rise to goodwill of \$720,000. The goodwill was fully impaired on June 30, 2022. During the fourth quarter of 2023, the Company rescinded its transaction with E-Roots. See Note 11 for more detail.

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

240 Vaughan Drive  
Alpharetta, GA 30009

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

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

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

Yes: ☐ No: ☒

## 2) Security Information

Name: VStock Transfer, LLC

Phone: (212) 828-8436  
 Email: [info@vstocktransfer.com](mailto:info@vstocktransfer.com)  
 Address: 18 Lafayette Place, Woodmere, NY 11598

**Publicly Quoted or Traded Securities:**

Trading symbol:	ZAAG	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	0752Y105	
Par or stated value:	\$0.0001	
Total shares authorized:	60,000,000,000	as of date: 12.31.23
Total shares outstanding:	9,528,033,068	as of date: 12.31.23
Total number of shareholders of record:	215	as of date 12.31.23

***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.*

There are 300,000,000 authorized preferred shares of stock, designated and issued as indicated below.

Exact title and class of the security:	Series A Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	63,000,000	as of date: 12.31.23
Total shares outstanding (if applicable):	63,000,000	as of date: 12.31.23
Total number of shareholders of record (if applicable):	Unknown	as of date: 12.31.23

Exact title and class of the security:	Series B Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	1	as of date: 12.31.23
Total shares outstanding (if applicable):	1	as of date: 12.31.23
Total number of shareholders of record (if applicable):	1	as of date: 12.31.23

Exact title and class of the security:	Series C Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	51,000	as of date: 12.31.23
Total shares outstanding (if applicable):	51,000	as of date: 12.31.23
Total number of shareholders of record (if applicable):	Unknown	as of date: 12.31.23

Exact title and class of the security:	Series D Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	71,000,000	as of date: 12.31.23
Total shares outstanding (if applicable):	71,000,000	as of date: 12.31.23
Total number of shareholders of record (if applicable):	Unknown	as of date: 12.31.23

Exact title and class of the security:	Series E Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	5,020,520	as of date: 12.31.23
Total shares outstanding (if applicable):	5,020,520	as of date: 12.31.23
Total number of shareholders of record (if applicable):	Unknown	as of date: 12.31.23

Exact title and class of the security:	Series F Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	0	as of date: 12.31.23
Total shares outstanding (if applicable):	0	as of date: 12.31.23
Total number of shareholders of record (if applicable):	0	as of date: 12.31.23

Exact title and class of the security:	Series G Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	1,450,000	as of date: 12.31.23
Total shares outstanding (if applicable):	1,450,000	as of date: 12.31.23
Total number of shareholders of record (if applicable):	Unknown	as of date: 12.31.23

Exact title and class of the security:	Series M Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	79,993	as of date: 12.31.23
Total shares outstanding (if applicable):	79,993	as of date: 12.31.23
Total number of shareholders of record (if applicable):	1	as of date: 12.31.23

Exact title and class of the security:	Series N Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	14,999	as of date: 12.31.23
Total shares outstanding (if applicable):	-	as of date: 12.31.23
Total number of shareholders of record (if applicable):	-	as of date: 12.31.23

Exact title and class of the security:	Series O Convertible Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	5,000,000	as of date: 12.31.23
Total shares outstanding (if applicable):	-	as of date: 12.31.23
Total number of shareholders of record (if applicable):	-	as of date: 12.31.23

### **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 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.**

*Series A Convertible Preferred Stock*

Per the Certificate of Designation filed with the Florida Secretary of State on September 13, 2011 (as amended), each Series A share shall have a stated value of \$0.001, have no dividend rights, no special liquidation rights or redemption rights. Each one thousand (1,000) shares of Series A are convertible into one (1) share of Company common stock. Except as provided by law, holders of Series A shall vote together with the holders of Common Shares as a single class, each share of Series A shall have one vote.

*Series B Preferred Stock*

Each issued and outstanding Series B share shall have a stated value of \$0.001. The Series B has no dividend rights, no liquidation rights and no redemption rights. Each share of Series B shall be entitled to 51% voting power of the total voting shares outstanding. Except as provided by law, holders of Series B shall vote together with the holders of Common Shares as a single class.

*Series C Convertible Preferred Stock*

Each one thousand (1,000) shares of Series C is convertible into one (1) share of Company common stock.

*Series D Convertible Preferred Stock*

The Series D is entitled to dividends, when and if declared by the Board of Directors. The Series D, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series D are convertible into one (1) share of Company common stock. Each share of Series D shall be entitled to ten votes per share. Except as provided by law, holders of Series D shall vote together with the holders of Common Shares as a single class.

*Series E Convertible Preferred Stock*

The Series E is entitled to dividends, when and if declared by the Board of Directors. The Series E, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series E are convertible into one (1) share of Company common stock. Each share of Series E shall be entitled to ten votes per share. Except as provided by law, holders of Series E shall vote together with the holders of Common Shares as a single class.

During the Three Months ended December 31, 2012, the former Chief Executive Officer of the Company exchanged 68,000,000 shares of Series A for 20,000,000 shares of Series E.

*Series F Convertible Preferred Stock*

The Series F is entitled to dividends, when and if declared by the Board of Directors. The Series F, has a stated value of \$100 per share. Each share of Series F shall be entitled to vote on an as converted basis, as defined in the designation of rights. The Series F has liquidation rights, per share, equal to the stated value plus all accrued and unpaid dividends. Except as provided by law, holders of Series F shall vote together with the holders of Common Shares as a single class.

*Series G Convertible Preferred Stock*

The Series G is entitled to dividends, when and if declared by the Board of Directors. The Series G, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series G are convertible into one (1) share of Company common stock. Each share of Series G shall be entitled to ten votes per share. Except as provided by law, holders of Series E shall vote together with the holders of Common Shares as a single class.

*Series M Convertible Preferred Stock*

The Series M has 20,000,000 designated. The Series M is entitled to dividends, when and if declared by the Board of Directors with the dividend being accrued each quarter. The Series M has liquidation rights, per share, equal to the stated value plus all accrued and unpaid dividends. Except as provided by law, holders of Series M shall vote together with the holders of Common Shares as a single class. The Series M shares are convertible into 10,670 common shares per Series M share subject to antidilution adjustments.

### *Series N Convertible Preferred Stock*

Pursuant to the NFID acquisition, the Company intended on filing a Certificate of Designation with respect to Series N Preferred Stock with the Secretary of State of the State of Florida (the “Series N Designation”). It was anticipated that the Series N would have 5,000,000 authorized and designated shares; and would have certain conversion, dividend, and liquidation rights. The Company did not file the Series N Designation with the Secretary of State of Florida as intended. Thus the Series N Preferred Stock was not authorized nor issued. The Company has decided to cease operations of the NFID related business and thus any rights to receive shares Series N Convertible Preferred Stock have been extinguished.

### *Series O Convertible Preferred Stock*

The Series O has 5,000,000 designated. The Series O is entitled to dividends, when and if declared by the Board of Directors with the dividend being accrued each quarter. The Series O has liquidation rights, per share, equal to the stated value plus all accrued and unpaid dividends. Except as provided by law, holders of Series O shall vote together with the holders of Common Shares as a single class. The Series O shares are convertible into 260 common shares per Series O share subject to antidilution adjustments. On October 3, 2023, the Company rescinded its acquisition of E-Roots and extinguished the Series O Convertible Preferred Stock

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

Series M, N and O Preferred stock have anti-dilution terms which keep the conversion rate at the same percentage as originally issued for a 24-month period from the date of issuance. Following the 24-month term the conversion rate remains at its 24-month level.

### **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.**

On November 23, 2021, as part of the Rescission Agreement with Econic, all shares of the Series F were cancelled. On October 3, 2023, as part of the Rescission Agreement with E-roots, all shares of the Series N and Series O were cancelled.

### **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)

Number of Shares outstanding as of <u>December 31, 2019</u>	<u>Opening Balance:</u> Common: 215,940,224  Preferred and Mezzanine Equity: 145,616,512								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (you must disclose the control person(s) for any entities listed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
3/2/21	Issuance	1,000,000	Common	.0001	No	Zamil Ahamad	Book entry	Restricted	4(a)(2)
11/23/20	New issuance	21,400,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt Conversion	Unrestricted	4(a)(2)
11/23/20	New issuance	21,400,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Debt Conversion	Unrestricted	4(a)(2)
5/7/21	New issuance	18,800,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Debt Conversion	Unrestricted	4(a)(2)
5/8/21	New issuance	19,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
6/9/21	New issuance	18,194,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
7/16/21	New issuance	31,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
<u>7/16/21</u>	<u>New Issue</u>	31,250,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Debt Conversion	Unrestricted	4(a)(2)

<u>8/7/21</u>	New issuance	18,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
11/1/21	New issuance	19,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
11/8/21	New issuance	12,500,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
11/30/21	New issuance	150,000,000	Common	0.0001	No	Anvil Financial Management –Jeffery Canouse	Services	Unrestricted	4(a)(2)
12/1/21	New issuance	15,500,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
12/3/21	New issuance	150,000,000	Common	0.0001	No	C. Weissblum	Services	Unrestricted	4(a)(2)
12/6/21	New issuance	74,000,000	Common	0.0001	No	Jahoco LLC – James Canouse	Cash	Unrestricted	4(a)(2)
<u>12/13/21</u>	<u>New Issue</u>	57,478,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Debt Conversion	Unrestricted	4(a)(2)
12/14/21	New issuance	40,878,580	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Debt conversion	Unrestricted	4(a)(2)
12/15/21	New issuance	74,000,000	Common	0.0001	No	J.P. Carey Limited Partners LP – Joseph Canouse	Cash	Unrestricted	4(a)(2)
12/27/21	New issuance	90,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	4(a)(2)
<u>12/28/21</u>	<u>New Issue</u>	8,000,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Debt Conversion	Unrestricted	4(a)(2)
12/29/21	New issuance	100,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	4(a)(2)
12/29/21	New issuance	90,000,000	Common	0.0001	No	J.P. Carey Limited Partners LP – Joseph Canouse	Cash	Unrestricted	4(a)(2)
12/31/21	New issuance	100,000,000	Common	0.0001	No	Jahoco LLC – James Canouse	Cash	Unrestricted	4(a)(2)

1/24/22	New issuance	72,000,000	Common	0.0001	No	J.P. Carey Limited Partners LP – Joseph Canouse	Cash	Unrestricted	<u>Regulation A Shares</u>
2/8/22	New issuance	140,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<u>Regulation A Shares</u>
2/8/22	New Issue	143,483,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	<u>Regulation A Shares</u>
2/10/22	New Issue	111,070,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	<u>Regulation A Shares</u>
2/25/22	New issuance	166,000,000	Common	0.0001	No	Jahoco LLC – James Canouse	Cash	Unrestricted	<u>Regulation A Shares</u>
2/25/22	New issuance	180,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<u>Regulation A Shares</u>
3/1/22	New issuance	150,000,000	Common	0.0001	No	J.P. Carey Limited Partners LP – Joseph Canouse	Cash	Unrestricted	<u>Regulation A Shares</u>
3/1/22	New Issue	99,500,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	<u>Regulation A Shares</u>
3/1/22	New issuance	180,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<u>Regulation A Shares</u>
4/1/22	New Issue	259,317,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	<u>Regulation A Shares</u>
4/25/22	New Issue	284,990,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	<u>Regulation A Shares</u>
5/25/22	New issuance	120,712,350	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	4(a)(2)
7/15/22	New issuance	320,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<u>Regulation A Shares</u>
7/21/22	New issuance	370,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<u>Regulation A Shares</u>
8/8/22	New issuance	41,390,514	Common	0.0001	No	Multiple Private Placement Holders	Cash	Unrestricted	4(a)(2)
8/9/22	New Issue	390,000,000	Common	0.0001	No	Trillium Partners LP	Cash	Unrestricted	<u>Regulation A Shares</u>

						– Stephen Hicks			
8/10/22	New issuance	430,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<a href="#">Regulation A Shares</a>
8/11/22	New issuance	470,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<a href="#">Regulation A Shares</a>
8/12/22	New issuance	510,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<a href="#">Regulation A Shares</a>
8/18/22	New issuance	565,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<a href="#">Regulation A Shares</a>
8/18/22	New Issue	390,000,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	<a href="#">Regulation A Shares</a>
8/29/22	New Issue	306,575,400	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	4(a)(2)
10/12/22	New Issue	700,000,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	<a href="#">Regulation A Shares</a>
10/17/22	New issuance	750,000,000	Common	0.0001	No	World Market Ventures Ltd – Chad Curtis	Cash	Unrestricted	<a href="#">Regulation A Shares</a>
11/4/22	New Issue	700,654,000	Common	0.0001	No	Trillium Partners LP – Stephen Hicks	Cash	Unrestricted	<a href="#">Regulation A Shares</a>
10/3/22	Cancellation	(14,999)	Preferred-Series N	N/A	No	Trillium Partners LP – Stephen Hicks	Rescission	Unrestricted	<a href="#">Rescission of e-roots transaction</a>
10/3/22	Cancellation	(1,500,000)	Preferred-Series O	N/A	No	Sharon Branconnier	Rescission	Unrestricted	<a href="#">Rescission of e-roots transaction</a>
10/3/22	Cancellation	(1,500,000)	Preferred-Series O	N/A	No	Chris Gonaware	Rescission	Unrestricted	<a href="#">Rescission of e-roots transaction</a>
10/3/22	Cancellation	(500,000)	Preferred-Series O	N/A	No	Ryan Veilett	Rescission	Unrestricted	<a href="#">Rescission of e-roots transaction</a>
10/3/22	Cancellation	(500,000)	Preferred-Series O	N/A	No	Jonathan Morgan	Rescission	Unrestricted	<a href="#">Rescission of e-roots transaction</a>
10/3/22	Cancellation	(500,000)	Preferred-Series O	N/A	No	Jolene Branconnier	Rescission	Unrestricted	<a href="#">Rescission of e-roots transaction</a>
10/3/22	Cancellation	(500,000)	Preferred-Series O	N/A	No	Edward Kroeker	Rescission	Unrestricted	<a href="#">Rescission of e-roots transaction</a>
2/8/23	New Issue	300,000,000	Common	0.0001	No	Trillium Partners LP	Cash	Unrestricted	<a href="#">Regulation A Shares</a>

						– Stephen Hicks			
--	--	--	--	--	--	-----------------	--	--	--

Number of Shares outstanding as of <u>December 31, 2023</u>	<u>Ending Balance:</u> Common: 9,528,033,068 Preferred and Mezzanine Equity: 140,006,521	
Number of Shares outstanding as of <u>April 26, 2024</u>	<u>Ending Balance:</u> Common: 9,528,033,068 Preferred and Mezzanine Equity: 140,006,521	

Use the space below to provide any additional details, including footnotes to the table above: None

## 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.)
4/1/17	\$67,500	\$67,500	\$51,374	4/1/18	The lowest of 60% of the lowest price in the 20 days prior to conversion	PBDC LLC – Adrian McKenzie	Services
7/25/17	\$6,500	\$6,500	\$6,875	7/25/18	50% of the average of the three lowest closing bids during the 10 days prior to conversion	David Falla	Services
8/25/17	\$2,268	\$2,268	\$3,691	8/25/18	50% of the lowest closing bid during the 20 days prior to conversion	Sean Hummel	Services
11/23/20	\$6,000	\$6,000	\$2,862	11/30/21	50% of the lowest closing bid during the 20 days prior to conversion	Trillium Partners LP – Stephen Hicks	Cash loan
12/4/20	\$5,000	\$5,000	\$2,337	12/31/21	50% of the lowest closing bid during the 20 days prior to conversion	Trillium Partners LP – Stephen Hicks	Cash loan
1/8/2021	\$20,000	\$20,000	\$9,020	1/31/2022	50% discount to bid price trailing 20-days	Trillium Partners LP – Stephen Hicks	Loan
1/28/2021	\$20,000	\$20,000	\$8,911	1/31/2022	50% discount to bid price trailing 20-days	Trillium Partners LP – Stephen Hicks	Loan
2/1/2021	\$12,500	\$12,500	\$5,555	1/31/2022	50% discount to bid price trailing 20-days	Trillium Partners LP – Stephen Hicks	Loan
2/24/2021	\$35,000	\$35,000	\$15,278	2/23/2022	50% discount to bid price trailing 20-days	Trillium Partners LP – Stephen Hicks	Loan
3/25/2021	\$60,000	\$60,000	\$26,219	3/25/2022	50% discount to bid price trailing 20-days	Trillium Partners LP – Stephen Hicks	Loan
5/20/2021	\$16,500	\$16,500	\$7,179	2/23/2022	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Loan
7/22/2021	\$33,000	\$33,000	\$14,223	7/22/2022	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Loan
9/24/21	\$22,000	\$22,000	\$8,757	9/24/2022	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Cash Loan
11/15/21	\$250,000	\$250,000	\$27,020	11/5/2023	\$0.001 per share value	Madison Technologies, Inc.	Acquisition

11/17/21	\$44,000	\$44,000	\$12,932	11/17/2022	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Cash Loan
11/23/21	\$63,837	\$77,000	\$15,566	11/23/2022	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Cash Loan
11/29/21	\$110,000	\$110,000	\$31,463	11/30/2022	\$0.001 per share value	Carpathia LLC – Joseph Canouse	Cash Loan
11/30/21	\$77,000	\$77,000	\$24,606	11/30/2022	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Cash Loan
12/1/21	\$15,000	\$15,000	\$3,127	7/31/22	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
1/1/22	\$15,000	\$15,000	\$3,000	8/31/22	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
2/1/22	\$15,000	\$15,000	\$2,872	9/30/22	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
3/1/22	\$15,000	\$15,000	\$2,757	10/31/22	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
4/1/22	\$15,000	\$15,000	\$2,630	11/30/22	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
5/1/22	\$15,000	\$15,000	\$2,507	12/31/22	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
5/26/22	\$278,000	\$278,000	\$45,597	5/26/23	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Cash Loan
5/26/22	\$278,000	\$278,000	\$47,070	5/26/23	\$0.001 per share value	JP Carey – Joseph Canouse	Cash Loan
6/1/22	\$15,000	\$15,000	\$2,379	1/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
7/1/22	\$15,000	\$15,000	\$2,256	2/28/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
7/8/22	\$150,000	\$150,000	\$26,729	7/8/23	50% discount of the lowest bid price in 30 days prior to conversion	John Morgan	Services
7/8/22	\$150,000	\$150,000	\$26,729	7/8/23	50% discount of the lowest bid price in 30 days prior to conversion	Jeffrey Canouse	Services
8/1/22	\$15,000	\$15,000	\$2,128	3/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
8/18/22	\$165,000	\$165,000	\$36,616	8/18/23	50% discount of the lowest bid price in 30 days prior to conversion	Trillium Partners LP – Stephen Hicks	Cash Loan
9/1/22	\$15,000	\$15,000	\$2,001	4/30/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
9/16/22	\$165,000	\$165,000	\$28,750	9/16/23	50% discount of the lowest bid price in 30 days prior to conversion	JP Carey – Joseph Canouse	Cash Loan
10/1/22	\$15,000	\$15,000	\$1,861	5/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
10/20/22	\$55,000	\$55,000	\$56,582	10/20/23	\$0.001 per share value	Alan Tuckman	Cash Loan
10/21/22	\$55,000	\$55,000	\$6,564	10/21/23	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Cash Loan
11/1/22	\$15,000	\$15,000	\$1,734	6/30/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
12/1/22	\$15,000	\$15,000	\$1,496	7/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
1/1/23	\$15,000	\$15,000	\$1,118	8/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
1/12/23	\$55,000	\$55,000	\$4,719	1/12/24	\$0.00005 per share value	Trillium Partners LP – Stephen Hicks	Cash Loan
1/12/23	\$55,000	\$55,000	\$4,719	1/12/24	\$0.00005 per share value	Trillium Partners LP – Stephen Hicks	Cash Loan

2/1/23	\$15,000	\$15,000	\$990	9/30/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
3/1/23	\$15,000	\$15,000	\$1,253	10/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
4/1/23	\$15,000	\$15,000	\$1,126	11/30/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
5/1/23	\$15,000	\$15,000	\$1,003	12/31/23	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
5/23/23	11,000	\$11,000	\$1,078	5/23/24	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Cash loan
6/1/23	\$15,000	\$15,000	\$875	1/31/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
7/1/23	\$120,000	\$120,000	\$-0-	7/1/24	Non-interest bearing	Jeffrey M Canouse	Services
7/1/23	\$45,000	\$45,000	\$-0-	7/1/24	Non-interest bearing	Walter Hoeltzel	Back services
7/1/23	\$25,000	\$25,000	\$-0-	7/1/24	Non-interest bearing	Mike Wall	Back services
7/1/23	\$71,865	\$71,865	\$4,300	7/1/24	12% interest	Anvil Financial Management-Jeffrey M Canouse	Cash expenses
7/28/23	11,000	\$11,000	\$231	7/28/24	\$0.001 per share value	Trillium Partners LP – Stephen Hicks	Cash loan
9/1/23	\$15,000	\$15,000	\$500	2/29/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
10/1/23	\$15,000	\$15,000	\$379	3/31/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
11/1/23	\$15,000	\$15,000	\$247	4/30/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
11/6/23	12,500	\$12,500	\$226	5/23/24	50% discount of the lowest bid price in 30 days prior to conversion	Trillium Partners LP – Stephen Hicks	Cash loan
11/6/23	12,500	\$12,500	\$226	5/23/24	50% discount of the lowest bid price in 30 days prior to conversion	JP Carey – Joseph Canouse	Cash loan
12/1/23	\$15,000	\$15,000	\$123	5/31/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
1/1/24	\$15,000	\$15,000	N/A	6/30/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
2/1/24	\$15,000	\$15,000	N/A	7/30/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
3/1/24	\$15,000	\$15,000	N/A	8/31/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services
4/1/24	\$15,000	\$15,000	N/A	9/30/24	50% discount of the lowest bid price in 30 days prior to conversion	Frondeur Partners LLC – William Gonyer	Services

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

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

The issuer is newly emerging as a holding company targeting the acquisition of undervalued, niche companies with high growth potential, income-producing commercial real estate properties and high-return investments all designed to pay a dividend to shareholders. The issuer conducts operations through its subsidiaries, NFID, LLC, Forever Brands, and E-Roots Systems Inc. as further described in paragraph 5 (B) below.

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

NFID, LLC sells fashion apparel through its website and ships products through fulfillment service providers. The Company has decided to close down this line of business.,

Forever Brands will provide beauty and health related products obtained through licenses.

E-Roots Systems Inc. E-Roots System is a sustainable food materials manufacturer that produces equipment and goods for growing food. The Company rescinded its acquisition of E-Roots on October 3, 2023.

**C. Describe the issuers' principal products or services.**

See B. above

**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.

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.

The executive office at 240 Vaughan Drive, Alpharetta, GA 30009 and is rented on month-to-month basis and consists of office space totaling approximately 300 square feet of space.

NFID, LLC, rents warehouse storage facilities on a month-to-month basis for storage of inventory.

**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 than 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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity

<u>Jeffery Canouse</u> Note 1	<u>Chief Executive Officer/Director</u>	<u>Alpharetta, GA</u>	<u>1</u>	<u>Series B Preferred</u>	<u>100%</u>	
<u>William Bollander</u>	<u>.5%</u>	<u>Boca Raton, FL</u>	<u>79,993</u>	Series M Preferred	<u>100%</u>	

## 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);

No

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;

No

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;

No

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

No

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.

No

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.

No

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

There are no such matters to disclose that are not disclosed in footnote 3 to the financial statements where all known legacy legal matters are discussed.

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

### Securities Counsel (must include Counsel preparing Attorneys Letters)

Name: Jeff Turner  
Firm: JDT Legal, PLLC  
Address 1: 897 W Baxter Dr, South Jordan  
Address 2: Utah, 84095  
Phone: (801) 810-4465  
Email: [jeff@jdt-legal.com](mailto:jeff@jdt-legal.com)

### Accountant or Auditor

Name: Laurence J Ditkoff  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email: [larry\\_ditkoff@sbcglobal.net](mailto:larry_ditkoff@sbcglobal.net)

### Investor Relations

Name: None

*All other means of Investor Communication:*

Twitter: N/A  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
[Other ] N/A

### Other Service Providers

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

Name: None

## 9) Financial Statements

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

Name: Lawrence J Ditkoff  
Title: Consultant

Relationship to Issuer: Contractor

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

- ☐ IFRS  
☒ U.S. GAAP

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

Name: Lawrence J Ditzkoff

Title: Consultant

Relationship to Issuer: Contractor

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

The Preparer is a CPA in the State of New York (Status- Inactive)

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Jeffery Canouse certify that:

1. I have reviewed this Annual disclosure statement of ZA Group, 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.

April 29, 2024 [Date]

/s/ Jeffery Canouse [CEO's Signature]

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

### *Principal Financial Officer:*

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

The certifications shall follow the format below:

I, Jeffery Canouse certify that:

1. I have reviewed this Annual disclosure statement of ZA Group, 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.

April 29, 2024 [Date]

/s/ Jeffery Canouse [CFO's Signature]

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

**ZA GROUP, INC.**  
**ANNUAL REPORT**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

**Index**

Consolidated Balance Sheets (Unaudited) as of December 31, 2023 and December 31, 2022	21
Consolidated Statements of Operations (Unaudited) for the Year Ended December 31,, 2023 and 2022	22
Statements of Changes in Stockholders' Deficit (Unaudited) for the Years Ended December 31, 2023 and 2022	23-24
Consolidated Statements of Cash Flow (Unaudited) for the Years Ended December 31, 2023 and 2022	25-26
Notes to the Consolidated Financial Statements (Unaudited)	27

**ZA GROUP, INC.**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	December 31, 2023	December 31, 2022
<b>ASSETS</b>		
Current assets		
Cash	\$ 16,438	\$ 49,091
Accounts receivable	2,590	3,119
Inventory	29,882	42,435
Prepaid expenses and other	373,341	373,341
Total current assets	422,251	467,986
Property and equipment, net of depreciation	18,385	20,854
<b>TOTAL ASSETS</b>	<b>\$ 440,636</b>	<b>\$ 488,840</b>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>		
Current liabilities		
Accounts payable and accrued expenses	\$ 1,438,497	\$ 1,058,319
Accrued expenses- related party	40,917	8,680
Notes payable, net of discounts	215,000	215,000
Convertible notes payable, net of discounts	3,933,772	3,504,347
Convertible notes payable, net of discounts- related party	341,865	150,000
Put premium on stock settled debt	45,000	-
Derivative liabilities	1,928,999	1,937,949
Total current liabilities	7,934,162	6,868,995
Convertible note payable – long term	-	250,000
<b>MEZZANINE EQUITY</b>		
Series M convertible preferred stock: 79,993 issued and outstanding at December 31, 2023 and December 31, 2022, respectively	8	8
Series N convertible preferred stock: 0 and 14,999 issued and outstanding at December 31, 2023 and December 31, 2022, respectively	-	1
Series O convertible preferred stock: 0 and 5,000,000 issued and outstanding at December 31, 2023 and at December 31, 2022, respectively	-	500
<b>STOCKHOLDERS' (DEFICIT)</b>		
Preferred stock; par value \$0.0001. 300,000,000 shares authorized, 140,521,520 shares issued and outstanding and designated as follows:		
Series A convertible preferred stock: 63,000,000 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively	6,300	6,300
Series C convertible preferred stock: 51,000 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively	5	5
Series D convertible preferred stock: 71,000,000 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively	7,100	7,100
Series E convertible preferred stock: 5,020,520 issued and outstanding at December 31 30, 2023 and 2022, respectively	502	502
Series G convertible preferred stock: 1,450,000 issued and outstanding at December 31, 2023 and December 31, 2022, respectively	145	145
Common stock: \$0.0001 par value, 60,000,000,000 and 60,000,000,000 shares authorized; 9,528,033,068 and 9,228,033,068 issued and outstanding at December 31, 2023 and December 31, 2022, respectively	952,803	922,803
Additional paid-in capital	11,650,449	13,559,419
Accumulated deficit	(19,831,448)	(20,506,746)
Stockholder's deficit	(7,214,135)	(6,021,927)
Accumulated other comprehensive gain (loss)	(279,391)	11,454
NON-CONTROLLING INTEREST	-	(381,645)
<b>TOTAL STOCKHOLDERS' (DEFICIT)</b>	<b>(7,493,526)</b>	<b>(6,380,664)</b>
<b>LIABILITIES, MEZZANINE EQUITY, AND STOCKHOLDERS' (DEFICIT)</b>	<b>\$ 440,636</b>	<b>\$ 488,840</b>

**ZA GROUP, INC.**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	Year Ended December 31,	
	2023	2022
Revenues	\$ 28,458	\$ 153,915
Cost of revenues	(14,310)	(77,556)
Gross profit	14,149	76,359
Operating expenses:		
Compensation	240,000	569,500
Selling, General and administrative	574,667	2,315,523
Depreciation and amortization	1,148	-0-
Total operating expenses	822,459	2,885,023
Loss from operations	(808,310)	(2,808,664)
Other income (expenses):		
Rescission of E-Roots Transaction and Termination of NFID, Inc.	2,024,475	-
Impairment of goodwill	-	(720,000)
Loss on debt extinguishment	-	(12,148)
Gain on Disposal of license	-	33,500
Change in fair market value of derivatives	61,391	464,032
Interest expense	(640,943)	(1,925,419)
Total other income (expenses)	1,444,923	(2,160,035)
Income (loss) before provision for income taxes	636,613	(4,933,460)
Provision for income taxes	-	-
Net income (loss)	636,613	(4,933,460)
Net income (loss) attributable to non-controlling interest	38,685	381,645
Net loss attributable to ZA Group, Inc.	\$ 675,298	\$ (4,551,815)
Income (loss) per share, basic and diluted	\$ 0.00	\$ (0.00)
Weighted average shares outstanding	9,108,987,385	4,763,259,130

See accompanying notes to these consolidated financial statements.

**ZA Group, Inc.**  
**Statement of Stockholders' Equity**  
**December 31, 2021 through December 31, 2023**

	Preferred Stock		Common		Additional
	Shares	Amount	Shares	Amount	Paid in Capital
Balance at December 31, 2021	140,521,520	\$ 14,052	1,407,492,050	\$ 140,749	\$ 12,619,627
Common stock issued for cash	-	-	7,382,014,000	738,200	488,763
Accrued dividends on Series M and N preferred stock	-	-	-	-	(189,983)
Value of warrants issued with debt	-	-	-	-	150,036
Series O preferred stock issued in acquisition	-	-	-	-	519,500
Common stock issued for convertible note	-	-	425,621,083	42,562	(27,233)
Common stock issued for private placement shortage	-	-	12,905,935	1,291	(1,291)
	-	-	-	-	-
Net income	-	-	-	-	-
Balance at December 31, 2022	140,521,520	\$ 14,052	9,228,033,068	\$ 922,803	\$ 13,559,419
Accrued dividends on Series M and N preferred stock	-	-			(121,508)
Common stock issued for cash			300,000,000	30,000	(15,000)
Foreign currency translation gain					
Rescission of E-roots transactioin	(514,999)	-			(1,772,462)
Net loss, twelve months ended December 31, 2023	-	-			
Balance at December 31, 2023	140,006,521	\$ 14,052	9,528,033,068	\$ 952,803	11,650,449

See accompanying notes to these Financial statements

**ZA Group, Inc.**  
**Statement of Stockholders' Equity**  
**December 31, 2021 through December 31, 2023**  
**(continued)**

	Accumulated	Accumulated Other Comprehensive	Non- Controlling	
	Deficit	Loss	Interest	Total
Balance at December 31, 2021	\$ (15,954,931)	\$ 11,454	\$ -	\$ (3,169,049)
Common stock issued for cash	-	-	-	1,226,963
Accrued dividends on Series M and N preferred stock	-	-	-	(189,983)
Value of warrants issued with debt	-	-	-	150,036
Series O preferred stock issued in acquisition	-	-	-	519,500
Common stock issued for convertible note	-	-	-	15,329
Common stock issued for private placement shortage	-	-	-	(0)
	-		-	-
Net income	(4,551,815)	-	(381,645)	(4,933,460)
Balance at December 31, 2022	\$ (20,506,746)	\$ 11,454	\$ (381,645)	\$ (6,380,664)
Accrued dividends on Series M and N preferred stock				(121,508)
Common stock issued for cash				15,000
Foreign currency translation gain		(290,844)		(290,844)
Rescission of E-roots transactioin		0	420,330	(1,352,132)
Net loss, twelve months ended December 31, 2023	675,298		(38,685)	636,613
Balance at December 31, 2023	\$ (19,831,448)	\$ (279,391)	\$ -	\$ (7,493,535)

See accompanying notes to these Financial statements

ZA Group, Inc.  
**Statements of Cash Flows**  
**(Unaudited)**

**For the Years Ended December 31,**  
**2023**                      **2022**

**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net income (loss)	\$ 636,613	\$ (4,933,460)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,148	3,421
Gain on rescission of E-Roots transaction and exiting NFID, Inc. business	(2,024,475)	-
Amortization of debt discount		542,945
Loss on recission		
Gain on acquisition		
Notes for compensation and services	340,000	495,000
Debt for interest	-	1,025,000
Warrants issued for interest expense	-	70,036
Expensing of original issue discount	7,000	-
Forgiveness of debt	-	12,148
Impairment of goodwill	-	720,000
Gain on disposal of license	-	(33,500)
Net liabilities eliminated upon rescission	671,842	
Put premium	45,000	
Derivative expense	-	545,917
Change in fair market value of derivatives		(1,045,188)
Impairment of goodwill		
Foreign transaction gain	(290,844)	-
(Gain) loss on disposal of license		
Changes in operating assets and liabilities:		
Accounts receivable	529	(3,119)
Inventory	12,553	150,689
Accrued expenses - related party	15,712	-
Prepaid expenses and other current assets	-	(373,341)
Accounts payable and accrued expenses	354,165	593,862
<b>Net Cash Used In Operating Activities</b>	<b>(230,757)</b>	<b>(2,229,590)</b>

ZA Group, Inc.  
**Statements of Cash Flows**  
(Unaudited)  
(Continued)

**For the Years Ended December 31,**  
**2023**                      **2022**

**CASH FLOWS FROM INVESTING ACTIVITIES:**

Investments in acquisition		
Purchase of property and equipment	(23,761)	(14,275)
Investment in acquisitions		-
<b>Net Cash Used In Investing Activities</b>	<b>(23,761)</b>	<b>(14,275)</b>

**CASH FLOWS FROM FINANCING ACTIVITIES:**

Receipts on notes payable		-
Payments on notes payable	-	(70,000)
Proceeds from convertible notes payable	206,865	930,000
Payments on convertible notes payable	-	(289,663)
Proceeds from common stock and warrants	15,000	1,226,963
Proceeds from notes payable		50,000
<b>Net Cash Provided by Financing Activities</b>	<b>221,865</b>	<b>1,847,300</b>

<b>Effect of Exchange Rate on Cash</b>	-	11,454
--	---	--------

<b>Net Increase (Decrease) in Cash</b>	<b>(32,653)</b>	<b>(385,111)</b>
--	-----------------	------------------

<b>Cash - Beginning of Period</b>	<b>49,091</b>	<b>434,202</b>
-----------------------------------	---------------	----------------

<b>Cash - End of Period</b>	<b>\$ 16,438</b>	<b>\$ 49,091</b>
-----------------------------	------------------	------------------

**SUPPLEMENTAL CASH FLOW INFORMATION:**

Cash Paid During the Period for:

Income taxes		\$ -
Interest	\$ -	\$ -

**SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:**

Conversion of debt to common stock		
Common stock cancelled for acquisition	\$ -	
Accrued dividends	\$ 142,097	
Warrants for debt discount	\$ -	
Warrants for original issue discount	\$ 30,617	\$ -

**ZA GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**Note 1 - Nature of Business**

ZA Group, Inc. (ZAAG or the Company) was incorporated on October 27, 1997, under the laws of the State of Florida, for the purpose of conducting all legal business. The Company is emerging as a holding company targeting the acquisition of undervalued, niche companies with high growth potential, branded consumer products, income-producing commercial real estate properties, and high return investments all designed to pay a dividend to our shareholders.

*Acquisition of Econic Crop Solutions, Inc.*

On December 4, 2020, with an effective closing date of January 1, 2021, the Company entered into an agreement to purchase a 60% interest in Econic Crop Solutions, Inc. ("Econic"), a Canadian company, in exchange for 10,000 shares of the Company's Series F Preferred Stock ("Series F"). Upon completion of the acquisition, on January 1, 2021, Mr. John Morgan continued his role as President of the Company. Mr. Eno was appointed CEO of Econic Crop Solutions, Inc. and as a director of the Company. In conjunction with the purchase, Mr. Zamil Ahammad, sole shareholder of the Company's Series B Preferred Stock ("Series B") and majority shareholder of the Series E Preferred Stock ("Series E"), agreed to and did cancel (i) the one share of Company Series B; and (ii) 20,000,000 shares of Company Series E; for 1,000,000 shares of Common Stock; (y) a \$165,000 promissory note; and (z) the right to purchase from the Company, the common stock of the subsidiary ZA BBQ; which right was exercised in January 2021.

On November 23, 2021, a Mutual Rescission Agreement was entered into between Econic and ZAAG. The parties mutually released and discharged each other from any past, present, or future obligations. As a result of the rescission, the impairment of goodwill that was associated with this acquisition has been reversed and the Company has written off its investment in Econic, its receivable from Econic and has recognized a loss on rescission of \$625,794.

On October 3, 2021, a Mutual Rescission Agreement was entered into between E-roots and ZAAG. The parties mutually released and discharged each other from any past, present, or future obligations. See Note 11 for details of this transaction

*Acquisition of NFID LLC*

On October 13, 2021, the Company entered into a Membership Interest Purchase Agreement and acquired the 100% membership interest in NFID LLC ("NFID"), a Florida limited liability company, in exchange for 79,993 shares of Series M Preferred Stock ("Series M"). The Series M had a value of \$8,681,074 which gave rise to an impairment of goodwill of \$8,621,074. NFID is an internet seller of fashion merchandise. . The Company has decided to cease operations of the NFID related business and thus any rights to receive shares Series N Convertible Preferred Stock have been extinguished

*Acquisition of Forever Brands*

On November 15, 2021, the Company purchased 100% of the outstanding shares of CZJ License, Inc. (n/k/a Forever Brands; "Forever") for a convertible promissory note in the amount of \$250,000. Included as part of the purchase price is a liability to Tuffy Packs, LLC for a non-functioning license agreement with a final payment of \$25,000 that was due on December 16, 2016. The license appears to renew every two years in perpetuity. Even though the company defaulted on its payment, Tuffy Packs, LLC has not terminated the agreement. The purchase of Forever Brands has given rise to a gain on acquisition of \$101,916.

Forever Brands launched its Plant Based Superfood, Longevity By Brooke Burke Body in September 2022. The Company currently has 3 flavors of its Plant Based Superfood.

*Acquisition of E-Roots Systems Inc.*

On March 1, 2022, the Company entered into a Stock Purchase Agreement with E-Roots Manufacturing. ("E-Roots"), a company incorporated on March 31, 2023 in Alberta, Canada, and their selling shareholders. On this date the Company issued Ten Percent (10%) Convertible Notes for \$200,000, in the aggregate, to the shareholders of E-Roots. The notes have 10% annual interest, mature on March 1, 2023 and are convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. On April 1, 2022, the Company issued 5,000,000 shares of Series O Convertible Preferred Stock ("Series O") to the Selling Shareholders to complete the 60% acquisition of E-Roots. The Series O had a value of \$520,000 which gave rise to goodwill of \$720,000. The goodwill was fully impaired on June 30, 2022.

During the fourth quarter of 2023, the Company rescinded its transaction of E-Roots. See Note 11 for more detail.

## **Note 2 - 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 year ended December 31, 2023, the Company the Company has incurred a net loss from operations of (\$808,310) and has used cash in operations of (\$230,757). The working capital deficit, stockholders' deficit and accumulated deficit was (\$7,511,911), (\$7,493,526), and (19,831,448), respectively, at December 31, 2023. 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 commenced raising capital through private placements of common stock and an offering of common stock under Regulation A. Additionally the Company has been implementing cost-cutting measures and restructuring or setting up payment plans with vendors and service providers and has restructured some obligations. 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 3 - Significant and Critical 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-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

### *Reclassification*

Certain prior period amounts have been reclassified for consistency with current year presentation. These reclassifications had no effect on the reported results of operations with the exception of the correction of the issuance of approximately 120 million shares in 2022. This resulted in a reclassification between common stock and additional paid-in capital. There was no income statement effect.

### *Management 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. Such estimates and assumptions are subject to inherent uncertainties, actual results could differ materially from those estimates.

### *Revenue recognition*

The Company recognizes revenue pursuant to Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers. This new revenue recognition standard 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.

Revenues from sales (NFID, LLC) are recognized upon payment for website purchases. Revenues from Forever Brands are also based on website purchase. Both employ online payment which is recognized upon the sale. E-Roots has no revenues yet and the Company will assess the terms of sales agreements and payment terms to ensure compliance with ASC 606.

### *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. 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.

### *Prepaid Expenses and Other*

Prepaid expenses and other reflects advances of \$281,500 against the purchase of future product and prepaid royalty expense of 91,841.

### *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 five 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 charged or credited to operations in the respective periods. With the rescission of the Econic transaction there are no fixed assets, fixed assets were reduced by approximately \$5,000

### *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. During the year ended December 31, 2022, no long-lived assets were impaired.

### *Income taxes*

The Company accounts for income taxes under ASC Topic 740 " *Income Taxes*." Under the asset and liability method of ASC Topic 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the three months in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

### *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 active 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.

<b>Description</b>	<b>At December 31, 2023</b>			<b>At December 31, 2022</b>		
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Derivative Liability</b>	—	—	\$ 1,928,999	—	—	\$ 1,928,999

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

Balance at December 31, 2022	\$ 1,932,649
Derivative expense	<u>(3,650)</u>
Balance at December 31, 2023	<u>\$ 1,928,999</u>

The fair market value of the derivative is based on a Binomial (convertible notes) or a Black-Scholes (warrants and preferred stock) models using the number of common shares into which the convertible note or warrant or preferred series shares can be exchanged, the market price and return volatility of the common stock and an interest rate for similar termed debt.

#### *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 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 note holder conversion terms change an assessment will be made and any material change in fair market value will be recognized.

#### *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".

#### *Operating Leases*

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.

#### *Net 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 December 31, 2023, assuming full dilution, there would be approximately 65 billion shares outstanding.

### *Effect of the Planned Reverse Split*

On December 14, 2022 the Company filed a corporate action application with FINRA to effect a reverse split of 1:10,000 shares of common stock. The filing is under review. The table below shows the Earnings (Losses) Per Share prior to the reverse split and following the reverse split of 1:10,000.

	The year ended December 31, 2023	The year ended December 31, 2022
Net income (loss) available to common stockholders	\$ 636,613	\$ (4,933,460)
Current Weighted Average Shares Outstanding	9,108,987,385	5,293,519,738
Loss Per Share	\$ 0.00)	\$ 0.00
Post Reverse Split Effected		
Shares Outstanding	910,899	529,352
Loss Per Share	\$ .74	\$ (9.32)

### *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 lesser of the fair value of the Company's common stock at the date of the agreement or the value of the services rendered.

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.

### *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 consolidated 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 un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted 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 consolidated financial statements. If the assessment indicates that a potential 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.

## Recent Accounting Pronouncements

The Company does not believe that any other recently issued but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

## Note 4 – Prepaid Expenses

Prepaid expenses at December 31, 2023 and December 31, 2022, consisted of the following:

Royalties	\$ 91,439
Advances on future product	281,500
Other	402
	<u>\$ 373,341</u>

On May 22, 2022, Forever signed an Endorsement Agreement with BB Body, Inc. for the endorsement services on a loan-out basis of Brooke Burke in connection with the development, manufacture, and sale by Forever of products in the field of dietary supplements specific to a super food powdered drink mix. The term of the Endorsement Agreement shall be May 20, 2022 to July 30, 2025. Forever is required to pay a minimum royalty against adjusted gross sales, as defined in the agreement, of \$500,000 for the initial period of August 1, 2022 through July 31, 2023. To that extent Forever has prepaid royalties of \$91,439.

## Note 5 - Property and Equipment

Property and equipment at December 31, 2023, and December 31, 2022 consisted of the following:

	December 31, 2023	December 31, 2022
Website (under construction)	\$ 10,000	\$ 10,000
Furniture and fixtures	-	2,578
Computer equipment	10,525	10,853
Trademark	2,000	2,000
	<u>22,525</u>	<u>25,431</u>
Less accumulated depreciation	<u>(4,140)</u>	<u>(4,577)</u>
	<u>\$ 18,385</u>	<u>\$ 20,854</u>

Depreciation expense for the nine months ended December 31, 2023 and 2022 was \$1,148 and \$0, respectively. Net fixed assets of \$4,719 were extinguished due to the rescission of the E-Roots transaction. See Note 11

## Note 6 – Accrued Expenses- Related party and Convertible Notes Payable Related Party

The Company has an employment agreement with its Chief Executive Officer, Jeffrey M. Canouse to pay him compensation of \$20,000 per month commencing December 8, 2022. Mr. Canouse has also advanced the Company amounts for certain expenses. Accrued expenses and convertible debt under these notes are as follows:

	Convertible notes		Accrued Interest	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
July 8, 2022 note	\$ 150,000	\$ 150,000	\$ 26,708	\$ 8,680
July 1, 2023 back compensation note	120,000	-	-	-
July 1, 2023 operating expenses	71,865	-	4,300	-
Total	<u>\$ 341,865</u>	<u>\$ 150,000</u>	<u>\$ 31,108</u>	<u>\$ 8,680</u>

On July 8, 2022, the Company issued a \$150,000, convertible note payable, as compensation for services previously performed, to Jeffrey Canouse, an officer of the Company. The note has 12% annual interest, matures on July 8, 2023 and is convertible at 50% of the lowest closing bid price during the 30 days prior to conversion. The note principal, and accrued interest balances were \$150,000, and \$22,241 respectively, at December 31, 2023, 2022.

On July 1, 2023, the Company issued a \$120,000, convertible note payable, as compensation for services previously performed, to Jeffrey M. Canouse, CEO of the Company. The note has no annual interest, matures on July 1, 2024 and is convertible at 50% of the lowest closing bid price during the 30 days prior to conversion. The note principal, and accrued interest balances were \$150,000, and \$-0- respectively, at December 31, 2022.

On July 1, 2023, the Company issued a \$71,865, convertible note payable, as compensation for services previously performed, to Jeffrey M. Canouse, CEO of the Company. The note has no annual interest, matures on July 1, 2024 and is convertible at \$.002. The note principal, and accrued interest balances were \$71,895, and \$2,150 respectively, at December 31, 2023.

## Note 7 – Notes Payable

On April 23, 2020, the Company issued a note, payable to Trillium Partners LP (“Trillium”) for \$20,000, for which \$20,000 was received as cash. The note matured on July 31, 2020, and incurs 10% annual interest. The note principal, and accrued interest balances were \$20,000, and \$5,381 respectively, at December 31, 2022.

On December 4, 2020, the Company purchased 20,000,000 shares of its Series E preferred stock from Zamil Ahammad and the one outstanding share of its Series B preferred stock (control stock), with the issuance of a note, payable to him for \$165,000. The note matured on November 30, 2021, and incurred 4% annual interest through the date of maturity and default interest accrues an additional 1.5% per month up to a maximum 18% interest rate, per annum, through extinguishment of the note. During the quarter ended December 31, 2022, \$10,000 was paid down against this note. The note principal, and accrued interest balances were \$95,000, and \$20,222 respectively, at December 31, 2022.

In association with the acquisition of NFID, the Company assumed an amended note payable to Trillium for \$100,000, dated October 28, 2021. The note has 12% annual interest, and matured on October 28, 2022. The note principal, and accrued interest balances were \$100,000, and \$14,104 respectively, at December 31, 2022.

## Note 8 - Convertible Notes Payable

### Short Term

The following table presents the detail of the short-term convertible notes balances as of December 31, 2023 and December 31, 2022.

	December 31, 2023	December 31, 2022
Convertible notes payable	\$ 2,900,970	\$ 2,382,105
Unamortized original issue discount and debt discount	(145,938)	(249,776)
Put premiums classified as liabilities (ASC 480)	1,178,700	1,372,018
	<u>\$ 3,933,732</u>	<u>\$ 3,504,347</u>

From June 30, 2015 through June 30, 2017, the Company issued 9 convertible notes payable to PBDC, LLC for \$7,500 each, aggregating \$67,500, for consulting services. The notes all incur 10% annual interest and can be converted to common stock at a discount of 60% of the lowest closing bid price reported during the 20 trading days preceding the conversion. The note principal and accrued interest balances were \$67,500 and \$51,374, respectively, at December 31, 2023.

On July 25, 2017, the Company issued a convertible note payable to David Failla for \$6,500, for unpaid fees. The note matured on July 25, 2018, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 50% of the average of the three lowest closing bid prices reported during the 10 trading days preceding the conversion. The note principal and accrued interest balances were \$6,500 and \$6,875, respectively, at December 31, 2023.

On August 25, 2017, the Company issued a convertible note payable to Sean Hummel for \$2,268, for legal fees. The note matured on August 25, 2018, incurs 9.875% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 50% of the lowest closing bid price reported during the 20 trading days preceding the conversion. The note principal and accrued interest balances were \$2,268 and \$3,691, respectively, at December 31, 2023.

On November 23, 2020, the Company issued a \$6,000, convertible note payable to WMV for cash. The note has 10% annual interest, matured on November 30, 2021 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$6,000 and \$2,862, respectively, at December 31, 2023.

On December 4, 2020, the Company issued a \$5,000, convertible note payable to Trillium for cash. The note had 10% annual interest through the maturity date of December 31, 2023, now with a default interest rate of 18%, per annum, and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$5,000 and \$2,337, respectively, at December 31, 2023.

On January 8, 2021, the Company issued a \$20,000, convertible note payable to WMV for cash. The note had 10% annual interest through the maturity date of January 31, 2022, now with a default interest rate of 18%, per annum, and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$20,000 and \$9,020 respectively, at December 31, 2023.

On January 8, 2021, the Company issued a \$20,000, convertible note payable to Trillium for cash. The note had 10% annual interest through the maturity date of January 31, 2022, now with a default interest rate of 18%, per annum, and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$20,000 and \$9,020, respectively, at December 31, 2023.

On January 28, 2021, the Company issued a \$20,000, convertible note payable to Trillium for cash. The note had 10% annual interest through the maturity date of January 31, 2022, now with a default interest rate of 18%, per annum, and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest were \$20,000 and \$8,911, respectively, at December 31, 2023. Default penalties have been waived by the note holder except for default interest of 18%.

On February 1, 2021, the Company issued a \$12,500, convertible note payable to Trillium for cash. The note had 10% annual interest through the maturity date of January 31, 2022, now with a default interest rate of 18%, per annum, and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$12,500 and \$5,555, respectively, at December 31, 2023.

On February 24, 2021, the Company issued a \$35,000, convertible note payable to Trillium for cash. The note had 10% annual interest through the maturity date of February 23, 2022, now with a default interest rate of 18%, per annum, and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$35,000 and \$15,278, respectively, at December 31, 2023.

On March 25, 2021, the Company issued a \$60,000, convertible note payable to Trillium for cash. The note had 10% annual interest through the maturity date of March 25, 2022, now with a default interest rate of 18%, per annum, and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$60,000 and \$26,2198, respectively, at December 31, 2023.

On May 20, 2021, the Company issued a \$16,500, convertible note payable to Trillium. The note had \$1,500 original issue discount (OID), 12% annual interest through the maturity date on May 20, 2022, now with a default interest rate of 22%, per annum, and is convertible at a fixed conversion price of \$.001 per share. The note principal and accrued interest balances were \$16,500 and \$7,179, respectively, at December 31, 2023.

On July 22, 2021, the Company issued a \$33,000, convertible note payable to Trillium. The note had \$3,000 original issue discount (OID), 12% annual interest through the maturity date on July 22, 2022, now with a default interest rate of 22%, per annum. The OID is being amortized to interest expense over the life of the note. The note is convertible at a fixed conversion price of \$.001 per share. The note principal and accrued interest balances were \$33,000 and \$14,223, respectively, at December 31, 2023.

On September 24, 2021, the Company issued a \$22,000, convertible note payable to Trillium. The note had \$2,000 original issue discount (OID), 12% annual interest through the maturity date on September 24, 2022, now with a default interest rate of 22%, per annum. The OID is being amortized to interest expense over the life of the note. The note is convertible at a fixed conversion price of \$.001 per share. The note principal and accrued interest balances were \$22,000 and \$8,757, respectively, at December 31, 2023.

On November 17, 2021, the Company issued a \$44,000, convertible note and 88,000,000 warrants for the purchase of Company common stock for \$0.0005 per share to Trillium. The note had \$4,000 original issue discount (OID), 12% annual interest, matures on November 17, 2022, now with a default interest rate of 22%, per annum and is convertible at a fixed conversion price of \$.0005 per

share. The value of the warrants gave rise to an additional debt discount of \$40,000. The note principal and accrued interest balances were \$44,000 and \$12,932, respectively, at December 31, 2023.

In association with the acquisition of Forever Brands, the Company issued a convertible note to Madison Technologies, the seller, for \$250,000, dated November 15, 2021. The note has 5% annual interest, matures on November 5, 2023 and is convertible at a fixed conversion price of \$.0005 per share. The note principal, and accrued interest balances were \$250,000, and \$27,020, respectively, at December 31, 2023.

On November 23, 2021, the Company issued a \$77,000, convertible note and 154,000,000 warrants for the purchase of Company stock for \$0.0005 per share to Trillium. The note had \$7,000 original issue discount (OID), 12% annual interest, matures on November 23, 2022, now with a default interest rate of 22%, per annum and is convertible at a fixed conversion price of \$.0005 per share. The value of the warrants gave rise to an additional debt discount of \$70,000. On April 28, 2022, \$13,163 of principal and \$3,620 of accrued interest were redeemed for cash. The note principal, and accrued interest balances were \$63,837, and \$12,932, respectively, at December 31, 2023.

On November 29, 2021, the Company issued a \$110,000, convertible note and 220,000,000 warrants for the purchase of Company stock for \$0.0005 per share to J.P. Carey Limited Partners LP. The note had \$10,000 original issue discount (OID), 12% annual interest, matures on November 30, 2022, now with a default interest rate of 22%, per annum and is convertible at a fixed conversion price of \$.0005 per share. The value of the warrants gave rise to an additional debt discount of \$100,000. The note principal and accrued interest balances were \$110,000 and \$31,463, respectively, at December 31, 2023.

On November 30, 2021, the Company issued a \$77,000, convertible note and 154,000,000 warrants for the purchase of Company stock for \$0.0005 per share to Trillium. The note had \$7,000 original issue discount (OID), 12% annual interest, matures on November 30, 2022, now with a default interest rate of 22%, per annum and is convertible at a fixed conversion price of \$.0005 per share. The value of the warrants gave rise to an additional debt discount of \$70,000. The note principal and accrued interest balances were \$77,000 and \$24,606, respectively, at December 31, 2023.

On December 1, 2021, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on July 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest and were \$15,000 and \$3,127 respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On January 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on August 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$2,626, respectively, at December 31, 2023. The note principal and accrued interest balances were \$15,000 and \$2,379, respectively, at December 31, 2023.

On February 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on December 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$3,000, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On March 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on October 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$2,872, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

In association with the future acquisition of E-Root Systems, Inc., the Company issued a note to E-Root Manufacturing for \$200,000, dated March 1, 2022. The note has 10% annual interest, matures on March 1, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note and its accrued interest were extinguished due to the rescission of the E-roots transaction. There is no remaining balance.

On April 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on November 30, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$2,630, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On May 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on December 31, 2022 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$2,507, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On May 26, 2022, the Company issued a \$278,000, convertible note to Trillium. The note had \$28,000 original issue discount (OID), 12% annual interest, matures on May 26, 2023 and is convertible at a fixed conversion price of \$.0001 per share. The note principal and accrued interest balances were \$278,000 and \$45,597, respectively, at December 31, 2023.

On May 26, 2022, the Company issued a \$278,000, convertible note to J.P. Carey Limited Partners LP. The note had \$28,000 original issue discount (OID), 12% annual interest, matures on May 26, 2023 and is convertible at a fixed conversion price of \$.0001 per share. The note principal and accrued interest balances were \$278,000 and \$47,070, respectively, at December 31, 2023.

On June 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on January 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$2,379, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On July 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on February 28, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$2,256, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On August 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on December 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$2,128, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On August 18, 2022, the Company issued a \$165,000, convertible note to Trillium. The note had \$15,000 original issue discount (OID), 12% annual interest, matures on August 18, 2023 and is convertible at the lower of: fixed conversion price of \$.0001 per share, or 50% of the lowest closing bid price in the 30 days prior to conversion. The note principal and accrued interest balances were \$165,000 and \$36,616, respectively, at December 31, 2023.

On September 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on April 30, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$2,001, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On September 16, 2022, the Company issued a \$165,000, convertible note to J.P. Carey Limited Partners LP. The note had \$15,000 original issue discount (OID), 12% annual interest, matures on September 16, 2023 and is convertible at lower of: fixed conversion price of \$.0001 per share, or 50% of the lowest closing bid price in the 30 days prior to conversion.. The note principal and accrued interest balances were \$165,000 and \$28,750, respectively, at December 31, 2023.

On October 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on May 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$1,861, respectively, at December 31, 2023.

On October 20, 2022, the Company issued a \$55,000, convertible note to Tuchman. The note had \$5,000 original issue discount (OID), 12% annual interest, matures on October 20, 2023 and is convertible at a fixed conversion price of \$.0001 per share. The note principal and accrued interest balances were \$55,000 and \$6,582, respectively, at December 31, 2023. Warrant to purchase 200,000,000 shares of common stock at an exercise price of \$.0001 per share were issued to Tuchman in conjunction with the note. The warrants were treated as bifurcated derivative marked to fair value at each reporting date and was charged to debt discount to be amortized to interest expense over the term of the note.

On October 21, 2022, the Company issued a \$55,000, convertible note to Trillium. The note had \$5,000 original issue discount (OID), 12% annual interest, matures on October 21, 2023 and is convertible at a fixed conversion price of \$.0001 per share. The note principal and accrued interest balances were \$55,000 and \$6,564, respectively, at December 31, 2023. Warrant to purchase 500,000,000 shares of common stock at an exercise price of \$.0001 per share were issued to Trillium in conjunction with the note. The warrants were treated as bifurcated derivative marked to fair value at each reporting date and was charged to debt discount to be amortized to interest expense over the term of the note.

On November 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on December 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$1,734, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On December 1, 2022, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on July 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$1,496, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On January 1, 2023, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on August 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$1,118, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On January 12, 2023, the Company issued a \$55,000, convertible note to JP Carey. The note had \$5,000 original issue discount (OID), 12% annual interest, matures on January 12, 2024 and is convertible at a fixed conversion price of \$.0001 per share. The note principal and accrued interest balances were \$55,000 and \$4,719, respectively, at December 31, 2023. Warrants to purchase 500,000,000 shares of common stock at an exercise price of \$.0001 per share were issued to Tuchman in conjunction with the note. The warrants were treated as bifurcated derivative marked to fair value at each reporting date and was charged to debt discount to be amortized to interest expense over the term of the note.

On January 12, 2023, the Company issued a \$55,000, convertible note to Trillium. The note had \$5,000 original issue discount (OID), 12% annual interest, matures on January 12, 2024 and is convertible at a fixed conversion price of \$.0001 per share. The note principal and accrued interest balances were \$55,000 and \$4,719, respectively, at December 31, 2023. Warrants to purchase 500,000,000 shares of common stock at an exercise price of \$.0001 per share were issued to Trillium in conjunction with the note. The warrants were treated as bifurcated derivative marked to fair value at each reporting date and was charged to debt discount to be amortized to interest expense over the term of the note.

On February 1, 2023, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on December 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$990, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note.

On March 1, 2023, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on October 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$1,253, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note

On April 1, 2023, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on November 30, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$1,126, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note

On May 1, 2023, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on December 31, 2023 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$1,003, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note

On May 22, 2023, the Company issued a \$11,000, convertible note to Trillium. The note had \$1,000 original issue discount (OID), 12% annual interest, matures on May 22, 2024 and is convertible at a fixed conversion price of \$0.0001 per share. The note principal and accrued interest balances were \$11,000 and \$1,078, respectively, at December 31, 2023.

On June 1, 2023, the Company issued a \$15,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on January 31, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$875, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note

On July 1, 2023, the Company issued a \$45,000, convertible note payable, as compensation for services previously performed, to Walter Hoetzel, for services rendered. The note has no annual interest, matures on July 1, 2024 and is convertible at 50% of the lowest closing bid price during the 30 days prior to conversion. The note principal, and accrued interest balances were \$45,000, and \$-0- respectively, at December 31, 2023.

On July 1, 2023, the Company issued a \$25,000, convertible note payable, as compensation for services previously performed, to Mike Wall, for services rendered. The note has no annual interest, matures on July 1, 2024 and is convertible at 50% of the lowest closing bid price during the 30 days prior to conversion. The note principal, and accrued interest balances were \$25,000, and \$-0- respectively, at December 31, 2023.

On July 1, 2023, the Company issued a \$71,865, convertible note payable, as compensation for services previously performed, to Anvil Financial Management, for funds expended. The note has no annual interest, matures on July 1, 2024 and is convertible at 50% of the lowest closing bid price during the 30 days prior to conversion. The note principal, and accrued interest balances were \$71,865, and \$4,300 respectively, at December 31, 2023

On July 28, 2023, the Company issued a \$11,000, convertible note to Trillium. The note had \$1,000 original issue discount (OID), 12% annual interest, matures on May 22, 2024 and is convertible at a fixed conversion price of \$0.0001 per share. The note principal and accrued interest balances were \$11,000 and \$231, respectively, at December 31, 2023.

On September 1, 2023, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on February 29, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal and accrued interest balances were \$15,000 and \$500, respectively, at December 31, 2023. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur, the fair market value of which is treated as bifurcated derivative changed to debt discount amortized to interest expense over the term of the note

On October 1, 2023, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on May 31, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur. Accrued interest was \$379.

On November 1, 2023, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on June 30, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur. Accrued interest was \$247.

On November 6, 2023, the Company issued a \$2,500, convertible note to Trillium Partners LP. The note had \$2,500 original issue discount (OID), 12% annual interest, matures on November 6, 2024 and is convertible at a fixed conversion price of \$.0001 per share. The note principal and accrued interest balances were \$12,500 and \$226, respectively, at December 31, 2023.

On November 6, 2023, the Company issued a \$2,500, convertible note to Trillium Partners LP. The note had \$2,500 original issue discount (OID), 12% annual interest, matures on November 6, 2024 and is convertible at a fixed conversion price of \$.0001 per share. The note principal and accrued interest balances were \$12,500 and \$226, respectively, at December 31, 2023.

On December 1, 2023, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on July 31, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur. Accrued interest was \$123.

On January 1, 2024, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on August 31, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur. Accrued interest was \$123.

On February 1, 2024, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on September 30, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur. Accrued interest was \$123.

On March 1, 2024, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on October 31, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur. Accrued interest was \$123.

## **Note 9 – Mezzanine Equity**

The preferred series M, N, and O 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 ‘mezzanine equity’ (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 mezzanine 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 mezzanine equity value is not included in shareholders’ deficit.

### *Series M Convertible Preferred Stock*

The Series M has 20,000,000 designated. The Series M is entitled to dividends, when and if declared by the Board of Directors with the dividend being accrued each quarter. The Series M has liquidation rights, per share, equal to the stated value plus all accrued and unpaid dividends. Except as provided by law, holders of Series M shall vote together with the holders of Common Shares as a single class. The Series M shares are convertible into 10,670 common shares per Series M share subject to antidilution adjustments.

On October 13, 2021, the Company entered into a Membership Interest Purchase Agreement and acquired the 100% membership interest in NFID LLC, a Florida limited liability company, in exchange for 79,993 shares of Series M Preferred Stock. The Series M had a value of \$8,681,074.

### *Series N Convertible Preferred Stock*

The Series N has 5,000,000 designated. The Series N is entitled to dividends, when and if declared by the Board of Directors with the dividend being accrued each quarter. The Series N has liquidation rights, per share, equal to the stated value plus all accrued and unpaid dividends. Except as provided by law, holders of Series N shall vote together with the holders of Common Shares as a single class. The Series N shares are convertible into 10,670 common shares per Series N share subject to antidilution adjustments.

As part of the NFID acquisition, the Company issued 14,999 shares of Series N Preferred stock. The Series N had a value of \$1,627,725.

Pursuant to the E-Roots acquisition, the Company intended on filing a Certificate of Designation with respect to Series N Preferred Stock with the Secretary of State of the State of Florida (the "Series N Designation"). It was anticipated that the Series N would have 5,000,000 authorized and designated shares; and would have certain conversion, dividend, and liquidation rights. The Company did not file the Series N Designation with the Secretary of State of Florida as intended. Thus the Series N Preferred Stock was not authorized nor issued. On October 3, 2023, the Company rescinded its acquisition of E-Roots and thus any rights to receive shares Series N Convertible Preferred Stock were extinguished.

#### *Series O Convertible Preferred Stock*

The Series O has 5,000,000 designated. The Series O is entitled to dividends, when and if declared by the Board of Directors with the dividend being accrued each quarter. The Series O has liquidation rights, per share, equal to the stated value plus all accrued and unpaid dividends. Except as provided by law, holders of Series O shall vote together with the holders of Common Shares as a single class. The Series O shares are convertible into 260 common shares per Series O share subject to antidilution adjustments.

As part of the E-Root acquisition, the Company issued 5,000,000 shares of Series O Preferred stock. The Series N had a value of \$520,000.

On October 3, 2023, the E-Roots transaction was rescinded and these shares were cancelled. See Note 11 for more detail

### **Note 10 – Stockholders' Deficit**

#### *Preferred Stock*

The Company is authorized to issue three hundred million (300,000,000), shares of preferred stock with a par value of \$0.0001 per share, per an amendment to the Company's Articles of Incorporation, filed with the State of Florida on February 4, 2020; 140,006,521 (excluding mezzanine equity) of which are outstanding at December 31, 2023, and designated as follows:

#### *Series A Convertible Preferred Stock*

Per the Certificate of Designation filed with the Florida Secretary of State on September 13, 2011 (as amended), each Series A share shall have a stated value of \$0.001, have no dividend rights, no special liquidation rights or redemption rights. Each one thousand (1,000) shares of Series A are convertible into one (1) share of Company common stock. Except as provided by law, holders of Series A shall vote together with the holders of Common Shares as a single class, each share of Series A shall have one vote.

#### *Series B Preferred Stock*

Each issued and outstanding Series B share shall have a stated value of \$0.001. The Series B has no dividend rights, no liquidation rights and no redemption rights. Each share of Series B shall be entitled to 51% voting power of the total voting shares outstanding. Except as provided by law, holders of Series B shall vote together with the holders of Common Shares as a single class.

There is one share outstanding acquired by the current Chief Executive Officer – Jeffery Canouse, from John Morgan the former Chief Executive Officer on December 8, 2022.

#### *Series C Convertible Preferred Stock*

Each one thousand (1,000) shares of Series C are convertible into one (1) share of Company common stock.

#### *Series D Convertible Preferred Stock*

The Series D is entitled to dividends, when and if declared by the Board of Directors. The Series D, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series D are convertible into one (1) share of Company common stock. Each share of Series D shall be entitled to ten votes per share. Except as provided by law, holders of Series D shall vote together with the holders of Common Shares as a single class.

#### *Series E Convertible Preferred Stock*

The Series E is entitled to dividends, when and if declared by the Board of Directors. The Series E, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series E are convertible into one (1) share of Company common stock. Each share of Series E shall be entitled to ten votes per share. Except as provided by law, holders of Series E shall vote together with the holders of Common Shares as a single class.

#### *Series F Convertible Preferred Stock*

The Series F is entitled to dividends, when and if declared by the Board of Directors. The Series F, has a stated value of \$100 per share. Each share of Series F shall be entitled to vote on an as converted basis, as defined in the designation of rights. The Series F has liquidation rights, per share, equal to the stated value plus all accrued and unpaid dividends. Except as provided by law, holders of Series F shall vote together with the holders of Common Shares as a single class.

As part of the Rescission Agreement with Econic, all shares of the Series F were cancelled.

#### *Series G Convertible Preferred Stock*

The Series G is entitled to dividends, when and if declared by the Board of Directors. The Series G, has liquidation rights of \$1.00 per share. Each one thousand (1,000) shares of Series G are convertible into one (1) share of Company common stock. Each share of Series G shall be entitled to ten votes per share. Except as provided by law, holders of Series E shall vote together with the holders of Common Shares as a single class.

#### *Common Stock*

At December 31, 2022, the Company is authorized to issue 60,000,000,000 shares of common stock with a par value of \$0.0001, per share per an amendment to the Company's Articles of Incorporation filed with the State of Florida on November 23, 2021 and August 21, 2020.

#### *Reverse Stock Split*

On December 14, 2022, the Company filed a corporate action to reverse split its common stock so that 10,000 shares become 1 share. The corporate action is under review by FINRA. See note

#### *Offering of Common Stock Under Regulation A*

On January 31, 2022, the Company filed an offering under Regulation A (Tier 1) to sell 20,000,000,000 common shares at a price of \$.0005. The filing was qualified by the SEC on February 4, 2022.

The Company filed an amendment to the Regulation A offering increasing the number of offered shares to 50,000,000,000, and lowering the offering price to \$0.00005. The offering Qualified by the SEC on October 4, 2022.

#### *Issuance of Common Stock*

On March 2, 2021, in association with the acquisition of the 60% interest in Econic, the Company issued Zamil Ahammad, the sole director and officer of the Company's former subsidiary, ZA BBQ, Inc. 1,000,000 shares of its common stock.

From February 11, 2021 through December 31, 2021, the Company issued 30,151,246 shares of common stock and warrants to purchase the same number of common shares for cash of \$575,027 in a private placement, of which \$99,012 was attributable to the warrants

On August 8, 2022, the Company issued 12,905,935 shares of its common stock to the private placement holders from a prior period. The shares were issued due to a miscalculation of shares originally due.

### *Common Stock Issued for Cash Under Reg A Offering*

In the third quarter of 2022, the Company issued 3,445,000,000 shares of common stock under the terms of the Reg. A offering. The Company received \$288,000 in cash.

The Company issued 2,150,654,000 shares of its common stock to a Reg A purchaser. The money had been received prior to the end of the quarter ended December 31, 2022 and the stock is shown as common stock to be issued on the Equity Statement.

In the second quarter of 2022, the Company issued 544,307,000 shares of common stock under the terms of the Reg. A offering. The Company received \$272,154 in cash.

In the first quarter of 2022, the Company issued 1,242,053,000 shares of common stock under the terms of the Reg. A offering. The Company received \$621,027 in cash.

In the fourth quarter of 2021, the Company issued 528,000,000 shares of common stock under the terms of the Reg. A offering. The Company received \$264,000 in cash.

The Company sold 300,000,000 shares of common stock under this arrangement and raised \$15,000 during the first quarter of 2023.

### *Conversion of Convertible Notes Payable*

From May 8, to December 31, 2021, the Company issued 86,194,000 shares of its common stock in conversion of \$24,872 of principal on the convertible note restated and assigned to World Market Ventures, LLC. The shares were issued at contracted prices (37,194,000 shares at original amount of \$0.00001 and 49,000,000 shares at \$0.005 per share).

From May 7, to December 31, 2021, the Company issued 50,050,000 shares of its common stock in conversion of \$15,813 of principal on the convertible note assigned to Trillium Partners LP. The shares were issued at contracted prices (18,800,000 shares at original amount of \$0.00001 and 31,250,000 shares at \$0.005 per share).

In November and December 2021, note principal of \$23,680 and accrued interest of \$20,259 due World Market Ventures, LLC. were converted into 87,878,580 shares of Company common stock in November and December 2021.

On December 13, 2021 and December 28, 2021, the Company issued 65,478,000 shares, in the aggregate, to Trillium for conversion of the remaining principal balance of \$32,739 of its April 1, 2020, 50% acquisition of the July 23, 2017 convertible note of WMV.

On December 13, 2021 and December 28, 2021 Trillium converted principal balance of \$32,739 along with accrued interest into 65,478,000 shares of Company common stock.

On August 29, 2022 Trillium converted principal balance of \$10,000 along with accrued interest of \$5,329 into 306,575,400 shares of Company common stock.

### *Common Stock Issued for Services*

In the fourth quarter of 2021, the Company issued 300,000,000 shares of common stock for services. The services were valued at \$660,000.

### *Warrants*

In January through March 2021, the Company issued 13,834,981 warrants to purchase common stock for \$0.05 per share. In April another 16,282,932 warrants were issued to purchase common stock for \$0.03 per share. Both issuances were done in conjunction with issuances of common stock in private placements. The warrants expire two years from the dates of issuance. These warrants were valued at aggregate of \$1,198,285 upon issuance and have aggregate values of \$2,128 and \$46,022 as of December 31, 2022, and 2021, respectively.

During November 2021, the Company issued 616,000,000 warrants to purchase common stock for \$0.05 per share. The warrants were issued in conjunction with the issuance of convertible notes. The warrants expire seven years from the dates of issuance. These warrants were valued at aggregate of \$1,614,900 upon issuance and have aggregate values of \$64,529 and \$1,029,757, as of December 31, 2022, and 2021, respectively.

On March 10, 2022, the Company issued 440,000,000 warrants to purchase common stock for \$0.02 per share. The warrants were issued in conjunction with the issuance of convertible notes. The warrants expire seven years from the dates of issuance. These warrants were valued at aggregate of \$163,847 upon issuance and have aggregate values of \$43,287, as of December 31, 2022.

On May 26, 2022, the Company issued 1,000,000,000 warrants to purchase common stock for \$0.01 per share. The warrants were issued in conjunction with the issuance of convertible notes. The warrants expire seven years from the dates of issuance. These warrants were valued at aggregate of \$323,385 upon issuance and have aggregate values of \$98,846, as of December 31, 2022.

On October 20, 2022, the Company issued 200,000,000 warrants to purchase common stock for \$0.01 per share. The warrants were issued in conjunction with the issuance of convertible notes. The warrants expire seven years from the dates of issuance. These warrants were valued at aggregate of \$18,792 upon issuance and \$18,437, as of December 31, 2022.

On October 21, 2022, the Company issued 500,000,000 warrants to purchase common stock for \$0.01 per share. The warrants were issued in conjunction with the issuance of convertible notes. The warrants expire seven years from the dates of issuance. These warrants were valued at aggregate of \$23,632 upon issuance and \$46,092, as of December 31, 2022.

During the year ended December 31, 2022, the Company issued 225,000,000 warrants to purchase common stock for \$0.02 per share. The warrants were monthly issued for professional services. The warrants expire five years from the dates of issuance. These warrants were valued at aggregate of \$83,854, upon issuance and have aggregate values of \$27,669, as of December 31, 2022.

For the period from January 1, 2021 through December 31, 2023

	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 December 31, 2020	-	\$ -	-	\$ -	\$ -
Issued in conjunction with private placement	30,117,993	.027	expired	.04	
Issued in conjunction with convertible notes	616,000,000	.05	5.9	.026	61,600
Issued for professional fees	18,750,000	.02	3.92	.022	1,875
Outstanding and exercisable at December 31, 2021	664,867,913	\$ .0021	5.49	.0043	\$ 66,487
Issued in conjunction with convertible notes	2,140,000,000	.00012	6.49	.0003	214,000
Issued for professional fees	225,000,000	.0002	4.12	.0005	22,500
Outstanding and exercisable at December 31, 2022	3,029,867,913	.00057	4.91	.0015	\$ 302,987
Issued in conjunction with convertible notes	1,000,000,000	.0001	6.75	.0003	30,000
Issued for professional fees	55,250,000	.0001	4.75	.0005	10,500
Outstanding and exercisable at December 31, 2023	4,175,117,913	.00057	4.91	.0015	\$ 299,975

### Note 13 – Contingencies and Commitments

#### COVID-19 Pandemic

The COVID-19 pandemic had an adverse impact on the Company's business, results of operations, financial condition and cash flows from operations during the year ended December 31, 2022, and is expected to continue to have an adverse impact on its performance in 2023. The Company's wholesale and retail customers also have experienced significant business disruptions as a result of the pandemic. In addition, the pandemic has impacted the Company's supply chain partners, including third-party manufacturers, logistics providers and other vendors. These supply chains may experience future disruptions as a result of either closed factories or factories operating with reduced workforces due to the impact of the pandemic.

Given the uncertainties surrounding the ongoing effects of the COVID-19 pandemic on the Company's future financial condition and results of operations, the Company took certain actions to preserve its liquidity and strengthen its financial flexibility. The Company took certain actions starting in March 2020, some of which are ongoing, to (i) reduce payroll costs, through temporary furloughs, salary and incentive compensation reductions, decreased working hours and hiring freezes, as well as taking advantage of COVID-

related government payroll subsidy programs, (ii) eliminate or reduce expenses in all discretionary spending categories, (iii) reduce working capital, with a particular focus on tightly managing its inventories, including reducing and cancelling inventory commitments, redeploying basic inventory items to subsequent seasons and consolidating future seasonal collections, and (iv) reduce capital expenditures.

### *Legal Matters*

On March 4, 2020 a preferred stockholder filed a Federal lawsuit in the Southern District of California related to the stockholder's request for conversion of an investment in 500 shares of one of the Company's series of preferred shares acquired in March 2013. The case was denied by the court in California and refiled at the Southern District of Florida where it awaits being scheduled for a hearing. These shares were alleged issued by prior management and directors when the Company was controlled by another shareholder group. The Company has engaged legal counsel which plans a vigorous defense. Following discovery, the Company will take appropriate action regarding any contingent liabilities.

### *Agreements*

The Company has an agreement with its Chief Executive Officer to pay him compensation of \$20,000 per month.

The Company has an agreement with Frondeur Partners LLC to provide financial reporting and compliance support. The Company issues convertible notes of \$10,000 monthly for the service and warrants to purchase 18,750,000 shares of common stock for an exercise price of \$0.0002 within five years.

## **Note 14 - Subsequent Events**

### *Issuance of Convertible Notes*

On April 1, 2024, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on November 30, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur.

On May 1, 2024, the Company issued a \$10,000, convertible note payable as advisory fees to Frondeur Partners LLC. The note has 10% annual interest, matures on October 31, 2024 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. In association with this note the Company issued 18,750,000 warrants for the purchase of Company stock for \$0.0002 per share to Frondeur.

