

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Upper Street Marketing, Inc.

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SIC 208

Quarterly Report

For the three and nine months ended September 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

143,657,719 as of September 30, 2024

143,657,719 as of June 30, 2024

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

The name of the issuer is Upper Street Marketing Inc.

- Know Nursery, Inc. – until February 2014.

On January 3, 2014 incorporated in the state of Oklahoma. We initially organized as Knox Nursery, Inc. (“Knox”). Upper Street Marketing, Inc. (“Upper Street”) also incorporated in the state of Oklahoma, become a wholly-owned subsidiary of Knox. Upper Street merged with and into Knox and became the legal surviving entity (the “Company”). On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (formerly J & J Acquisitions Seven, Inc.) (“Activewear”) and the Company, entered into a share exchange agreement. 40,016,000 shares of common stock and 700,000 shares of preferred stock were exchanged by the shareholders of Activewear for new shares in the Company on a 1:1 basis. With the share exchange Activewear became a wholly-owned subsidiary. The share exchange was accounted for as a recapitalization of the Company.

Current State and Date of Incorporation or Registration: Oklahoma

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

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

The corporate history is provided in the previous section.

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

None known to present management.

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

None.

Address of the issuer’s principal executive office:

16129 Hawthorne Blvd
Suite D125
Lawndale, CA 90260

Address of the issuer’s principal place of business:

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

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

No: Yes: If Yes, provide additional details below:

During the year ending December 31, 2020, the Company was informed of a shareholder derivative lawsuit being filed against the then management of the Company, including Mr. Earle, Mr. McDougall, and Mr. Livingston, along with the Company, Upper Street Marketing, Inc. Growing Springs Holdings Corporation, Linear Park Marketing, Inc. and Jane Does and John Does. On August 17, 2021, the shareholders who brought the derivative lawsuit and Messrs. Earle, McDougall

and Livingston entered into a settlement agreement and mutual general releases (“Settlement Agreement”). The basic tenants of the Settlement Agreement are that both Messrs. Earle and McDougall resign from their respective positions with the Company and its subsidiaries, and return all of their equity that they may own in the Company and its subsidiaries. Mr. Livingston had already resigned from his positions with the Company subsequent to the NFS transaction that occurred in 2020. Mr. Livingston had no equity ownership in the Company or its subsidiaries at the time of settlement, and during the year ended December 31, 2019, Mr. Livingston had relinquished ownership of the 10,000,000 shares and 10,000,000 share cashless warrant grant that he had received early in 2019 pursuant to a consulting agreement. For primarily tax reasons Mr. Livingston returned the shares and warrants to treasury on or before November 11, 2019. Mr. Earle returned to treasury of the Company, 35,000,000 shares of common stock that he owned in his name. Mr. Earle also waived any rights and privileges to the 4,500,000 shares that he was to receive under the deferred compensation plan pursuant to his employment agreement, as well as the 10,000,000 share warrant grant that provided Mr. Earle with a below market exercise price. Furthermore Mr. Earle was to provide acknowledgement that the Company has no financial obligations to him, effectively removing any accrued compensation or other expenses that may have been due to Mr. Earle as former CEO. Mr. Earle accomplished these acts in their entirety by January 15, 2022. Mr. McDougall returned to treasury of the Company, 14,784,242 shares of common stock that he owned in the name of his company Tezi. Mr. McDougall also waived any rights and privileges to the 10,000,000 share warrant grant that provided Mr. McDougall with a below market exercise price. Furthermore Mr. McDougall was to provide acknowledgement that the Company has no financial obligations owing to him, to Tezi, or to any known or unknown affiliated entities, effectively removing any accrued compensation or other expenses that may have been due to Mr. McDougall as a former member of the board of directors. Mr. McDougall accomplished these acts in their entirety by November 15, 2021.

2) Security Information

Transfer Agent

Name: Standard Registrar and Transfer Company
Phone: (801) 571-8844
Email: amy@standardregistrar.com
Address: 440 East 400 South, Suite 200, Salt Lake City, UT, 84111

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	UPPR
Exact title and class of securities outstanding:	Common Stock
Par or stated value:	\$0.0001
Total shares authorized:	300,000,000 as of date: September 30, 2024
Total shares outstanding:	143,657,719 as of date: September 30, 2024
Total number of shareholders of record:	355 as of date: September 30, 2024

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	Series L-1 Convertible Preferred Stock
Par or stated value:	\$0.0001
Total shares authorized:	20,000 as of date: September 30, 2024
Total shares outstanding:	20,000 as of date: September 30, 2024
Total number of shareholders of record:	5 as of date: September 30, 2024

Exact title and class of securities outstanding: Series L-2 Convertible Preferred Stock
Par or stated value: \$0.0001
Total shares authorized: 20,000 as of date: September 30,2024
Total shares outstanding: 0 as of date: September 30,2024
Total number of shareholders of record: 0 as of date: September 30,2024

Exact title and class of securities outstanding: Series M Convertible Preferred Stock
Par or stated value: \$0.0001
Total shares authorized: 75,000 as of date: September 30,2024
Total shares outstanding: 0 as of date: September 30,2024
Total number of shareholders of record: 0 as of date: September 30,2024

Exact title and class of securities outstanding: Series P Convertible Preferred Stock
Par or stated value: \$0.0001
Total shares authorized: 10,000 as of date: September 30,2024
Total shares outstanding: 0 as of date: September 30,2024
Total number of shareholders of record: 0 as of date: September 30,2024

Exact title and class of securities outstanding: Series O-1 Convertible Preferred Stock
Par or stated value: \$0.0001
Total shares authorized: 10,000 as of date: September 30,2024
Total shares outstanding: 0 as of date: September 30,2024
Total number of shareholders of record: 0 as of date: September 30,2024

Exact title and class of securities outstanding: Series O-2 Convertible Preferred Stock
Par or stated value: \$0.0001
Total shares authorized: 10,000 as of date: September 30,2024
Total shares outstanding: 0 as of date: September 30,2024
Total number of shareholders of record: 0 as of date: September 30,2024

Note: there are a total of 1,000,000 preferred series shares authorized. As of September 30,2024 , there are 145,000 shares authorized with designations, and the balance of 855,000 shares has not yet been designated.

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.

Each share of common stock has the right to cast one vote.

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

Series L-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-1 Convertible Preferred Stock" ("Series L-1 Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.01 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series L-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-1 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series L-1 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series O-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series L-1 Preferred Stock (the "Pari Passu Stock").

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series L-1 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.01 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series L-1 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series L-1 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series L-1 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series L-1 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series L-1 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series L-1 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series L-1 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series L-1 Preferred Stock from, and issues Series L-1 Preferred Stock to, a particular holder of Series L-1 Preferred Stock (the "Issuance Date"), each share of Series L-1 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series O-1 Preferred Stock at the Series O-1 Conversion Rate.

b. Conversion Limits.

(i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

(ii) Mandatory Conversion. On December 26, 2025 at 4:59 p.m. PST, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series L-1 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series L-1 Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series O-1 Preferred Stock at the Series O-1 Conversion Rate without any affirmative action required of the Holder.

(iii) Return to Treasury. If, as of 5:00 p.m. PST on December 26, 2025, any shares of Series L-1 Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section 6(b), all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series L-2 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-2 Convertible Preferred Stock" ("Series L-2 Preferred Stock"). Each share of Series L-2 Preferred Stock shall have a stated value of \$0.02 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series L-2 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series L-2 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series O-1 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series L-1 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series L-2 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.02 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series L-2 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series L-2 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series L-2 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series L-2 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series L-2 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series L-2 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series L-2 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series L-2 Preferred Stock from, and issues Series L-2 Preferred Stock to, a particular holder of Series L-2 Preferred Stock (the "Issuance Date"), each share of Series L-2 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series O-2 Preferred Stock at the Series O-2 Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On December 26, 2025 at 4:59 p.m. PST, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series L-2 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series L-2 Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series O-2 Preferred Stock at the Series O-2 Conversion Rate without any affirmative action required of the Holder.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 26, 2025, any shares of Series L-2 Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section 6(b), all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series M Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (75,000) shares of the Company's preferred stock shall be designated as "Series L-1 Convertible Preferred Stock" ("Series L-1 Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.04 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series M-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series M Preferred Stock shall rank:

- a. senior to (1) the Common Stock, and (2) except as set forth in Section (b) and Section (c) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series M Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary;
- b. *pari passu* and on parity with (1) the Company's Series P Preferred Stock, and (2) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series M Preferred Stock (the "Pari Passu Stock"); and
- c. junior to (1) the Series L-1 Preferred Stock, (2) the Series L-2 Preferred Stock, (3) the Series O-1 Preferred Stock, (4) the Series O-2 Preferred Stock, and (5) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series M Preferred Stock (the "Senior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Liquidation Preference - In any liquidation or winding up of the Company, then, either (i) after any distribution or payment on Senior Stock, (ii) simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, and (iii) before any distribution or payment shall be made to the holders of the Common Stock or any other Junior Stock, the holders of the Series M Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock, an amount equal to \$0.04 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, the holders of any Senior Stock, and the holders of the Series M Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series M Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series M Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series M Preferred Stock, and the Junior Stock, if required by its constituting documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series M Preferred Stock shall be entitled to that number of votes equal to one hundred (100) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series M Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series M Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series M Preferred Stock from, and issues Series M Preferred Stock to, a particular holder of Series M Preferred Stock (the "Issuance Date"), each share of Series M Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one hundred (100) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series P Preferred Stock at the Series P Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On June 28, 2025 at 4:59 p.m. PDT, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series M Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series M Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series P Preferred Stock at the Series P Conversion Rate without any affirmative action required of the Holder.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PDT on June 28, 2025, any shares of Series M Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section (b) above, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series P Convertible Preferred Stock

Designation and Amount - A total of ten thousand (10,000) shares of the Company's preferred stock shall be designated as "Series P Convertible Preferred Stock" ("Series P Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.04 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series P Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series P Preferred Stock shall rank:

- a. senior to (1) the Common Stock, and (2) except as set forth in Section (b) and Section (c) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series P Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary;

- b. *pari passu* and on parity with (1) the Company's Series M Preferred Stock, and (2) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series P Preferred Stock (the "Pari Passu Stock"); and
- c. junior to (1) the Series L-1 Preferred Stock, (2) the Series L-2 Preferred Stock, (3) the Series O-1 Preferred Stock, (4) the Series O-2 Preferred Stock, and (5) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series P Preferred Stock (the "Senior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Liquidation Preference - In any liquidation or winding up of the Company, then, either (i) after any distribution or payment on Senior Stock, (ii) simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, and (iii) before any distribution or payment shall be made to the holders of the Common Stock or any other Junior Stock, the holders of the Series P Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock, an amount equal to \$0.04 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, the holders of any Senior Stock, and the holders of the Series P Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series P Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series P Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series P Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series P Preferred Stock shall be entitled to that number of votes equal to one hundred (100) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series P Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series P Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series P Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series P Preferred Stock from, and issues Series P Preferred Stock to, a particular holder of Series P Preferred Stock (the "Issuance Date"), each share of Series P Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one hundred (100) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

- (ii) Mandatory Conversion. On June 30, 2026 at 4:59 p.m. PDT, each then-outstanding share of Series P Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
- (iii) Return to Treasury. If, as of 5:00 p.m. PDT on June 30, 2026, any shares of Series P Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series O-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (10,000) shares of the Company's preferred stock shall be designated as "Series O-1 Convertible Preferred Stock" ("Series O-1 Preferred Stock"). Each share of Series O-1 Preferred Stock shall have a stated value of \$0.01 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series O-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series O-1 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series O-1 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series O-1 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.01 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series O-1 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series O-1 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series O-1 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series O-1 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series O-1 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series O-1 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series O-1 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series O-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series O-1 Preferred Stock from, and issues Series O-1 Preferred Stock to, a particular holder of Series O-1 Preferred Stock (the "Issuance Date"), each share of Series O-1 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On December 30, 2026 at 4:59 p.m. PST, each then-outstanding share of Series O-1 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 30, 2026, any shares of Series O-1 Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

Series O-2 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (10,000) shares of the Company's preferred stock shall be designated as "Series O-2 Convertible Preferred Stock" ("Series O-2 Preferred Stock"). Each share of Series O-2 Preferred Stock shall have a stated value of \$0.02 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series O-2 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series O-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series O-2 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and

- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-1 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series O-2 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series O-2 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.02 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series O-2 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series O-2 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series O-2 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series O-2 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series O-2 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series O-2 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series O-2 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series O-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series O-2 Preferred Stock from, and issues Series O-2 Preferred Stock to, a particular holder of Series O-2 Preferred Stock (the "Issuance Date"), each share of Series O-2 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- b. Conversion Limits.
- (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- (ii) Mandatory Conversion. On December 30, 2026 at 4:59 p.m. PST, each then-outstanding share of Series O-2 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.

- (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 30, 2026, any shares of Series O-2 Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

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

None other than noted in the previous section regarding designation and right of each class of Preferred Stock.

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>12/31/2022</u> Common: <u>138,357,719</u> Preferred: <u>n/a</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***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.
1/23/2023	New Issuance	250,000	Common Stock	\$0.02	No	Andrew Gillis	Subscription Agreement	Restricted	Exempt
1/23/2023	New Issuance	500,000	Common Stock	\$0.00	No	David Mark Goldhagen	Director	Restricted	Exempt
1/23/2023	New Issuance	2,500,000	Common Stock	\$0.00	No	John Quinn	Director	Restricted	Exempt
1/23/2023	New Issuance	125,000	Common Stock	\$0.02	No	Potens Capital LLC – Barret Hicken	Subscription Agreement	Restricted	Exempt
1/23/2023	New Issuance	250,000	Common Stock	\$0.02	No	Potens Capital LLC – Barret Hicken	Subscription Agreement	Restricted	Exempt
1/23/2023	New Issuance	100,000	Common Stock	\$0.02	No	Rick Dubois	Director	Restricted	Exempt

1/23/2023	New Issuance	900,000	Common Stock	\$0.00	No	Rick Dubois	Director	Restricted	Exempt
1/23/2023	New Issuance	375,000	Common Stock	\$0.02	No	Shoko Block	Subscription Agreement	Restricted	Exempt
8/29/2023	New Issuance	300,000	Common Stock	\$0.01	No	Ned L Siegel	Services	Restricted	Exempt
6/16/2024	New Issuance	10,000	Series L-1 Convertible Preferred	\$0.01	No	Gregory E. Provenzano Revocable Trust-Greg Provenzano	Subscription Agreement	Restricted	Exempt
6/16/2024	New Issuance	5,500	Series L-1 Convertible Preferred	\$0.01	No	Potens Capital LLC – Barret Hicken	Subscription Agreement	Restricted	Exempt
6/16/2024	New Issuance	2,000	Series L-1 Convertible Preferred	\$0.01	No	Benjamin Starks	Subscription Agreement	Restricted	Exempt
6/16/2024	New Issuance	500	Series L-1 Convertible Preferred	\$0.01	No	Alexander Martinez	Subscription Agreement	Restricted	Exempt
6/16/2024	New Issuance	2,000	Series L-1 Convertible Preferred	\$0.01	No	Richard Balamucki	Subscription Agreement	Restricted	Exempt
Shares Outstanding on Date of This Report: Date <u>9/30/2024</u> Ending Balances Common: <u>143,657,719</u> Preferred: <u>20,000</u>									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
7/22/2023	\$5,000	\$5,000	\$228	None	None	Ronald Rose	Operating expenses
4/15/2024	\$0	\$20,000	\$3,000	None	None	Barrett Hicken	Bridge Loan

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

No significant operations. However, going forward the Company and its new management team is in the process of bringing the Company back to good standing with all required state filing, security filings, and embarking on executing on a well-defined business plan of developing, through strategic acquisitions, a footprint in the beverage industry. Specifically, the Company is in the process of identifying acquisition candidates that are either brewers or brands in the craft brewing market. Additionally, the Company is identifying acquisition targets in the spirits industry, specifically specialty/craft tequila and vodka distilleries and brands.

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

None.

C. Describe the issuers' principal products or services.

See above description of business plan and operations.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

As of the date of this report, the Company does not have any facilities nor does it have any lease agreements nor lease obligations. The Company operates out of a location shared with the current President and CEO of the Company.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
John Quinn	CEO, President, Treasurer, Secretary, Director, Owner of >5%	Lawndale, CA	12,540,000	Common	8.73%	-
Rick Dubois	Director	McDonough, GA	2,000,000	Common	1.39%	-
David Goldhagen	Director	Hayesville, NC	1,300,000	Common	0.91%	-
James Janis	Owner of >5%	Silver Springs, MD	7,500,000	Common	5.22%	-
Aziz Patel	Owner of >5%	Crested Butte, CO	10,975,000	Common	7.64%	-
Gregory E. Provenzano Revocable Trust	Owner of >5%	Cornelius, NC	10,000	Series L-1 Convertible Preferred Stock	50%	Greg Provenzano
Potens Capital, LLC	Owner of >5%	Sandy, UT	5,500	Series L-1 Convertible Preferred Stock	28%	Barrett Hicken
Benjamin Starks	Owner of >5%	Bellingham, WA	2,000	Series L-1 Convertible Preferred Stock	10%	-
Richard Balamucki	Owner of >5%	Chapel Hill, NC	2,000	Series L-1 Convertible Preferred Stock	10%	-

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None noted.

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

None noted.

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state

securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None noted.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

None noted.

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.

John Quinn, the President, CEO and Director of the Company, voluntarily accepted an 18-month temporary suspension from associating with any FINRA member in all capacities, which period has now expired.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None noted.

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

None noted.

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Randolf Katz
Firm: Clark Hill PLC
Address 1: 1055 West 7th Street
Address 2: Los Angeles, CA 90017
Phone: (940) 367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: Kory Kolterman
Firm: Fruci & Associates II, PLLC
Address 1: 802 N. Washington St
Address 2: Spokane, WA 99201
Phone: (509) 624-9223
Email: kory_kolterman@fruci.com

Investor Relations

Name: n/a
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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: Peter Hellwig
Firm: H-Squared Performance Financial
Nature of Services: Consultant and Financial Report Preparation
Address 1: 803 Clay Street
Address 2: Fleming Island, FL 32003
Phone: (904) 509-4227
Email: peter@h2performancefinancial.com

9) Disclosure & Financial Information

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

Name: H-Squared Performance Financial/Peter Hellwig
Title: Managing Partner
Relationship to Issuer: Consultant

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: H-Squared Performance Financial/Peter Hellwig
Title: Managing Partner
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵

Mr. Hellwig has served as the CFO (both internally and on a consultancy basis to numerous private and public entities (both alternative reporting and fully reporting/QB companies) since 1995. He is a seasoned professional with intricate knowledge of the financial reporting requirements, compliance and financial report preparation in the public and private sectors.

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.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, John Quinn certify that:

1. I have reviewed this Disclosure Statement for Upper Street Marketing, 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.

November 13, 2024

/s/ John Quinn
[CEO's Signature]

Principal Financial Officer:

I, John Quinn certify that:

1. I have reviewed this Disclosure Statement for Upper Street Marketing, 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.

November 13, 2024

/s/ John Quinn
[CFO's Signature]

UPPER STREET MARKETING, INC.
FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023

	Pages
Balance Sheets as of September 30, 2024 and December 31, 2023 (unaudited)	F-2
Statements of Operations for the three and nine months ended September 30, 2024 and 2023 (unaudited)	F-3
Statements of Shareholders' Equity for the nine months ended September 30, 2024 and 2023 (unaudited)	F-4
Statements of Cash flows for the nine months ended September 30, 2024 and 2023 (unaudited)	F-5
Notes to the unaudited Financial Statements	F-6 to F-22

UPPER STREET MARKETING, INC.
BALANCE SHEETS
(Unaudited)

	September 30, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash and equivalents	\$ 50,135	\$ 17,754
Accounts receivable	185,250	-
Due from related party	637,110	500,000
Other current assets	100,000	115,760
Total Current Assets	972,495	633,514
Fixed Assets, net	2,861	2,861
Other Assets		
Right-of-use asset	-	116,296
Investment in Two Coast Brewing	50,000	-
Total Other Assets	50,000	116,296
Total Assets	\$ 1,025,356	\$ 752,671
LIABILITIES AND EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	\$ 983,349	\$ 573,169
Accrued liabilities	182,555	182,990
Accrued interest payable	496	228
Convertible notes payable	5,000	5,000
Notes payable	90,000	90,000
Subscriptions payable	260,500	242,750
Right-of-use liability	-	116,296
Total Current Liabilities	1,521,900	1,210,433
Equity (Deficiency)		
Series L-1 Convertible Preferred Stock, \$0.0001 par value; 20,000 shares authorized, 20,000 and 0 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively.	2	-
Common stock, \$0.0001 par value; 300,000,000 shares authorized, 143,657,719 and 143,657,719 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively.	14,366	14,366
Additional paid-in capital	22,741,012	22,763,010
Accumulated deficit	(23,251,924)	(23,235,138)
Total Equity (Deficit)	(496,544)	(457,762)
Total Liabilities and Equity (Deficit)	\$ 1,025,356	\$ 752,671

See accompanying notes to the financial statements

UPPER STREET MARKETING, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue				
Product Sales	\$ 185,250	\$ -	\$ 185,250	\$ -
Cost of sales	-	-	-	-
Gross Profit	185,250	-	185,250	-
Operating Expenses				
General and administrative	17,619	5,845	27,982	7,238
Donations	-	-	5,000	-
Meals and entertainment	721	-	1,937	-
Professional fees	51,705	9,064	163,850	48,315
Total Operating Expenses	70,045	14,909	198,769	55,533
Loss from Operations	115,205	(14,909)	(13,519)	(55,553)
Other Income (Expenses)				
Interest expense	(3,000)	-	(3,267)	-
Total Other Income (Expenses)	(3,000)	-	(3,267)	-
NET PROFIT (LOSS)	\$ 112,205	\$ (14,909)	\$ (16,786)	\$ (55,553)
Net Profit (Loss) Per Share Basic	\$ 0.00	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted Average Number of Shares Outstanding: Basic and Diluted	163,657,719	143,657,719	143,657,719	142,746,608

See accompanying notes to the financial statements

UPPER STREET MARKETING, INC.
STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)
(Unaudited)

For the nine Months Ended September 30, 2024 and 2023

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-In Capital (\$)</u>	<u>Accumulated Deficit (\$)</u>	<u>Total Stockholders' Equity/ (Deficit) (\$)</u>
	<u>Shares</u>	<u>Amount (\$)</u>	<u>Shares</u>	<u>Amount (\$)</u>			
Balance December 31, 2022	-	-	138,357,719	13,836	22,281,099	(23,177,269)	(882,334)
Common stock issuance for subscriptions	-	-	5,000,000	500	-	-	500
Net profit (loss)	-	-	-	-	-	(14,909)	(14,909)
Balance September 30, 2023	-	-	143,357,719	14,336	22,281,099	(23,192,178)	(896,743)

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-In Capital (\$)</u>	<u>Accumulated Deficit (\$)</u>	<u>Total Stockholders' Equity/ (Deficit) (\$)</u>
	<u>Shares</u>	<u>Amount (\$)</u>	<u>Shares</u>	<u>Amount (\$)</u>			
Balance December 31, 2023	-	-	143,657,719	14,366	22,576,014	(23,235,138)	(644,758)
Preferred stock issuance for subscriptions	20,000	2	-	-	164,998	-	165,000
Net profit (loss)	-	-	-	-	-	(16,786)	(16,786)
Balance September 30, 2024	20,000	2	143,657,719	14,366	22,741,012	(23,251,923)	(496,544)

See accompanying notes to the financial statements

UPPER STREET MARKETING, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the nine Months Ended September 30,	
	2024	2023
Cash Flows From Operating Activities:		
Net Profit (Loss)	\$ (16,786)	(55,553)
Adjustments to reconcile net loss to net cash used in operations		
Depreciation expense		
Loss on settlement of debt		
Gain on settlement of debt		
Stock-based Compensation		
Changes in operating assets and liabilities		
Accounts receivable	(185,250)	-
Due from related party	(137,110)	(4,460)
Other current assets	15,760	-
Right to use - Asset	116,296	-
Other assets	(20,000)	-
Accounts payable	410,180	8,723
Accrued liabilities	(167)	(615)
Right to Use - Liability	(116,296)	-
Subscriptions payable	(50,000)	-
Net Cash Provided By (Used In) Operating Activities	36,627	(51,905)
Cash Flows From Investing Activities:		
Investment in Two Coast Brewery	(50,000)	-
Net Cash Used in Investing Activities	(50,000)	
Cash Flows From Financing Activities:		
Proceeds from issuance of notes payable	-	5,000
Proceeds from Preferred stock Subscriptions	45,754	
Proceeds from issuance of common stock	-	56,341
Net Cash Provided by (Used In) Financing Activities	45,754	61,341
Net Increase (Decrease) in Cash	32,381	9,436
Cash at Beginning of Period	17,754	205
Cash at End of Period	\$ 50,135	9,641
<u>Supplemental disclosure of cash flow information:</u>		
	-	-
<u>Supplemental disclosure of non-cash investing and financing activities:</u>		
	\$ -	-

See accompanying notes to the financial statements

UPPER STREET MARKETING, INC.
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 and 2023

NOTE 1 - ORGANIZATION AND LINE OF BUSINESS

On January 3, 2014 incorporated in the state of Oklahoma. We initially organized as Knox Nursery, Inc. (“Knox”). Upper Street Marketing, Inc. (“Upper Street”) also incorporated in the state of Oklahoma, become a wholly-owned subsidiary of Knox. Upper Street merged with and into Knox and became the legal surviving entity (the “Company”). On January 3, 2014, Upper Street Activewear, Inc., an Oklahoma corporation, (formerly J & J Acquisitions Seven, Inc.) (“Activewear”) and the Company, entered into a share exchange agreement. 40,016,000 shares of common stock and 700,000 shares of preferred stock were exchanged by the shareholders of Activewear for new shares in the Company on a 1:1 basis. With the share exchange Activewear became a wholly-owned subsidiary. The share exchange was accounted for as a recapitalization of the Company.

On September 14, 2018 the Company and Growing Springs Holdings Corporation (“GSHC”) a Nevada corporation entered into a share exchange agreement. The shareholders of GSHC would receive new shares in the Company on a 1:1 basis. On October 1, 2018 the terms of the Merger were completed. The existing shareholders of GSHC received 27,000,000 shares of common stock of the Company. In connection with the Merger, Tezi Advisory Inc. (“Tezi”) our former control shareholder, owned and operated by Mr. Gordon McDougall (“Mr. McDougall”) a former officer and director of the Company, entered into an assignment of certain shares of common stock owned by Tezi (the “Tezi Assignment”) with Mr. Joseph Earle (“Mr. Earle”), the controlling shareholder of GSHC. Upon completion of the Merger, Tezi transferred its ownership to Mr. Earle of 23,000,000 shares of common stock of the Company. Mr. Earle through the Tezi Assignment became the majority shareholder of the Company.

Growing Springs LLC (“GS LLC”) was formed on September 20, 2017 as a Nevada limited liability company. GS LLC entered into an agreement to be acquired by GSHC on or about September 14, 2018. The agreement provided for GSHC to assume all the assets and liabilities of GS LLC through the issuance of 15,000,000 shares of GSHC. GSHC issued the shares in exchange for 100% of the issued and outstanding membership interests of GS LLC. This transaction is not considered a tax-free exchange and will be considered a taxable event for each recipient of the shares in GSHC. The tax basis for the shares received in GSHC may be determined to be the resulting fair value of shares received by those same recipients in the Merger with Upper Street.

The Company through GS LLC provided an exclusive liquid conversion water technology to agricultural cultivators in North America. These operations were in existence and functional through fiscal year ending December 31, 2019. The operations for the period September 20, 2017 through December 31, 2017 were primarily developmental and pre-operational for GS LLC. The Company through GSHC was obligated under several agreements to acquire licenses, inclusive of a licensed dispensary and cultivation operations, along with a commercial hemp cultivation operations. Subsequent to year end the Company through its wholly-owned subsidiary GS LLC received a notice of default judgement from the provider of the liquid conversion water technology company due to monies owed them.

The Company on or about July 17, 2019 established a new wholly-owned entity called Linear Park Marketing, Inc. (“LPM”) incorporated in the state of Nevada. The Company and its former management set out to make LPM the acquirer of substantially all of the assets of the parent company and certain of its liabilities, and proceeded to seek out a viable merger candidate that would provide access to capital as well as clean, audited financial statements. Activities of LPM besides the corporate acquisition activities was as the sales and marketing arm for the Company’s intended products and interfaced with many businesses throughout the industry both within the US and abroad.

During the year ending December 31, 2020 the Company was informed of a shareholder derivative lawsuit being filed against the then management of the Company, including Mr. Earle, Mr. McDougall, and Mr. Livingston, along with the Company, Upper Street Marketing, Inc. Growing Springs Holdings Corporation, Linear Park Marketing, Inc. and Jane Does and John Does. On August 17, 2021 the shareholders who brought the derivative lawsuit and Messrs. Earle, McDougall and Livingston entered into a settlement agreement and mutual general releases (“Settlement Agreement”). The basic tenants of the Settlement Agreement are that both Messrs. Earle and McDougall resign from their respective positions with the Company and its subsidiaries, and return all of their equity that they may own in the Company and its subsidiaries. Mr. Livingston had already resigned from his positions with the Company subsequent to the NFS transaction that occurred in 2020. Mr. Livingston had no equity ownership in the Company or its subsidiaries at the time of settlement, and during the year ended December 31, 2019, Mr. Livingston had relinquished ownership of the 10,000,000 shares and 10,000,000 share cashless warrant grant that he had received early in 2019 pursuant to a consulting agreement. For primarily tax reasons Mr. Livingston returned the shares and warrants to treasury on or before November 11, 2019. Mr. Earle returned to treasury of the Company, 35,000,000 shares of common stock that he owned in his name. Mr. Earle also

waived any rights and privileges to the 4,500,000 shares that he was to receive under the deferred compensation plan pursuant to his employment agreement, as well as the 10,000,000 share warrant grant that provided Mr. Earle with a below market exercise price. Furthermore Mr. Earle was to provide acknowledgement that the Company has no financial obligations to him, effectively removing any accrued compensation or other expenses that may have been due to Mr. Earle as former CEO. Mr. Earle accomplished these acts in their entirety by January 15, 2022. Mr. McDougall returned to treasury of the Company, 14,784,242 shares of common stock that he owned in the name of his company Tezi. Mr. McDougall also waived any rights and privileges to the 10,000,000 share warrant grant that provided Mr. McDougall with a below market exercise price. Furthermore Mr. McDougall was to provide acknowledgement that the Company has no financial obligations owing to him, to Tezi, or to any known or unknown affiliated entities, effectively removing any accrued compensation or other expenses that may have been due to Mr. McDougall as a former member of the board of directors. Mr. McDougall accomplished these acts in their entirety by November 15, 2021.

Going forward the Company and its new management team is in the process of bringing the Company back to good standing with all required state filing, security filings, and embarking on executing on a well-defined business plan of developing, through strategic acquisitions, a footprint in the beverage industry. Specifically, the Company is in the process of identifying acquisition candidates that are either brewers or brands in the craft brewing market. Additionally, the Company is identifying acquisition targets in the sprits industry, specifically specialty/craft tequila and vodka distilleries and brands.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements during the nine months ended September 30, 2024, the Company incurred net losses of \$16,786 and had cash provided from operations of \$36,627, and had a working capital deficit of \$549,405, and an accumulated deficit of \$23,251,923. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The Company's continuation as a going concern is dependent upon, among other things, its ability to generate revenues and its ability to obtain capital from third parties. No assurance can be given that the Company will be successful in these efforts.

The Company's primary source of operating funds for the nine months ended September 30, 2024, has been from funds generated from proceeds from notes payable, investments via subscription agreements and the issuance of stock for cash. The Company has experienced net losses from operations but expects these conditions to improve in 2024 and beyond as it develops its business model. The Company has equity deficiencies at September 30, 2024, and requires additional financing to fund future operations.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) valid transactions are recorded; and (3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, 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. Significant estimates include the fair value of the Company's stock, stock-based compensation, fair values relating to derivative liabilities, debt discounts and the valuation allowance related to deferred tax assets. Actual results may differ from these estimates.

COVID-19 Impacts on Accounting Policies and Estimates

COVID-19 Impacts on Accounting Policies and Estimates In light of the currently unknown ultimate duration and severity of COVID-19, we face a greater degree of uncertainty than normal in making the judgments and estimates needed to apply our significant accounting policies. As COVID-19 continues to develop, we may make changes to these estimates and judgments over time, which could result in meaningful impacts to our financial statements in future periods.

Principals of Consolidation

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Cash and Cash Equivalents

The Company accounts for cash and cash equivalents under FASB ASC 305, *Cash and Cash Equivalents*, and considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. At September 30, 2024 and December 31, 2023, the Company had cash and cash equivalents of \$18,080 and \$17,754, respectively. There are no amounts that are uninsured by the FDIC (Federal Deposit Insurance Corporation).

Accrued Liabilities

As of September 30, 2024, and December 31, 2023, the balance of current liabilities on the Company's consolidated balance sheets consisted of the following:

	September 30, 2024	December 31, 2023
Accounts payable	\$ 983,349	573,169
Accrued liabilities	\$ 183,051	183,218
Total accrued Liabilities	\$ 1,166,400	756,387

Deferred Income Taxes and Valuation Allowance

We recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns in accordance with applicable accounting guidance for accounting for income taxes, using currently enacted tax rates in effect for the year in which the differences are expected to reverse. We record a valuation allowance when necessary to reduce deferred tax assets to the amount expected to be realized. For the years ended December 31, 2023 and 2022, respectively, due to cumulative losses, we recorded a valuation allowance against our deferred tax asset that reduced our income tax benefit for the period to zero. As of September 30, 2024 and December 31, 2023, we had no liabilities related to federal or state income taxes and the carrying value of our deferred tax asset was zero.

The Company accounts for income taxes applying FASB ASC 740, which requires the recognition of deferred tax liabilities and assets for expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

Financial Instruments

The Company adopted the provisions of Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10") on January 1, 2008. ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in

which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

All items required to be recorded or measured on a recurring basis are based upon level 3 inputs. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

Upon adoption of ASC 825-10, there was no cumulative effect adjustment to beginning retained earnings and no impact on the financial statements.

The carrying value of the Company's cash and cash equivalents, accounts receivable, accounts payable, short-term borrowings (including convertible notes payable), and other current assets and liabilities approximate fair value because of their short-term maturity.

At September 30, 2024, and December 31, 2023, the Company did not have any items that would be classified as level 1 or 2 disclosures.

Property, Equipment

The Company follows ASC 360, *Property, Plant, and Equipment*, for its fixed assets. Equipment is stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets (3 to 7 years for equipment).

Related Parties

The Company follows FASB ASC subtopic 850-10, *Related Party Transactions*, for the identification of related parties and disclosure of related party transactions.

Pursuant to ASC 850-10-20, related parties include: a) affiliates of the Company; b) principal owners of the Company; c) management of the Company; d) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and e) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Material related party transactions are required to be disclosed in the consolidated financial statements, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which statements of operation are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which statements of operations are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Stock-Based Compensation

FASB ASC 718 "*Compensation – Stock Compensation*," prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 “*Equity – Based Payments to Non-Employees.*” Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

Earnings (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted income (loss) per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and upon the conversion of notes. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation.

Revenue Recognition

For annual reporting periods after December 15, 2017, the Financial Accounting Standards Board (“FASB”) made effective ASU 2014-09 *Revenue from Contracts with Customers*, to supersede previous revenue recognition guidance under current U.S. GAAP. Revenue is now recognized in accordance with FASB ASC Topic 606, *Revenue Recognition*. The objective of the guidance is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. The principle is to recognize revenue to depict the transfer of promised services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. Two options were made available for implementation of the standard: the full retrospective approach or modified retrospective approach. The guidance became effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, with early adoption permitted.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 4 – LIQUIDITY AND OPERATIONS

Results of operations for the three months ended September 30, 2024

Revenues

Total revenues for the three months ended September 30, 2024 and 2023, was \$185,250 and \$0, respectively. This was due to sales of Tequila products to Legacy Distribution Group. Subsequent to the three months ended September 30, 2024, the Company acquired Casa Rica, a tequila distillery. As a result, the costs of revenue associated with delivering the finished tequila product, will be accounted for in the consolidated financials post September 30, 2024.

Costs of Sales

For the three months ended September 30, 2024 and 2023, our total costs of sales was \$0 and \$0, respectively. As mentioned above, the costs of revenue associated with delivering the finished tequila product, will be accounted for in the consolidated financials post September 30, 2024.

Gross Profit

For the three months ended September 30, 2024 and 2023, gross profit was \$185,250 and \$0, respectively. This was as a result of the sales to Legacy Distribution Group during the nine months ended September 30, 2024.

Operating Losses

For the three months ended September 30, 2024 and 2023, operating losses were \$70,045 and \$14,909, respectively. These level of losses are attributed primarily to increases in general and administrative expenses and professional fees. Our operations are subject to numerous risks associated with establishing any new business, including unforeseen expenses, delays and complications. There can be no assurance that we will achieve or sustain profitable operations.

Other Income (Expense)

Other expenses for the three months ended September 30, 2024 and 2023, was \$3,000 and \$0, respectively. The Company opted to pay \$3,000 in interest on the \$20,000 bridge loan it received during the second quarter of 2024.

Income Tax Expense (Benefit)

We did not have any income tax expense or benefit for the three months ended September 30, 2024 and 2023.

Net Income (Loss)

As a result of the factors discussed above, net income and loss for the three months ended September 30, 2024 and 2023, was \$112,205 and \$14,909, respectively.

Results of operations for the nine months ended September 30, 2024

Revenues

Total revenues for the nine months ended September 30, 2024 and 2023, was \$185,250 and \$0, respectively. This was due to sales of Tequila products to the Legacy Distribution Group. Subsequent to the three months ended September 30, 2024, the Company acquired Casa Rica, a tequila distillery. As a result, the costs of revenue associated with delivering the finished tequila product, will be accounted for in the consolidated financials post September 30, 2024.

Costs of Sales

For the nine months ended September 30, 2024 and 2023, our total costs of sales was \$0 and \$0, respectively. As mentioned above, the costs of revenue associated with delivering the finished tequila product, will be accounted for in the consolidated financials post September 30, 2024.

Gross Profit

For the nine months ended September 30, 2024 and 2023, gross profit was \$185,250 and \$0, respectively. This was due to the sales of Tequila products to the Legacy Distribution Group during the nine months ended September 30, 2024.

Operating Losses

For the nine months ended September 30, 2024 and 2023, operating losses were \$198,769 and \$55,553, respectively. These level of losses are attributed primarily to increases in general and administrative expenses and professional fees. Our operations are subject to numerous risks associated with establishing any new business, including unforeseen expenses, delays and complications. There can be no assurance that we will achieve or sustain profitable operations.

Other Income (Expense)

Other expenses for the nine months ended September 30, 2024 and 2023, was \$3,267 and \$0, respectively.

Income Tax Expense (Benefit)

We did not have any income tax expense or benefit for the nine months ended September 30, 2024 and 2023.

Net Income (Loss)

As a result of the factors discussed above, net loss for the nine months ended September 30, 2024 and 2023, was \$16,786 and \$55,553, respectively.

Liquidity and Capital Resources

As of September 30, 2024, our operating activities had cash provided from operations of \$36,627. Our primary internal sources of liquidity was provided by an increase in proceeds from the issuance of debt such as notes payable and issuance of stock. We relied upon external financing arrangements to fund our operations.

Our ability to rely upon external financing arrangements to fund operations is not certain, and this may limit our ability to secure future funding from external sources without changes in terms requested by counterparties, changes in the valuation of collateral, and associated risk, each of which is reasonably likely to result in our liquidity decreasing in a material way. We intend to utilize cash on hand, loans and other forms of financing such as the sale of additional equity and debt securities and other credit facilities to conduct our ongoing business, and to also conduct strategic business development and implementation of our business plans generally.

Operating Activities

For the six months ended September 30, 2024 and 2023, the Company had cash provided from operating activities of \$36,627 and \$51,905, respectively. Operating activities consist, mainly, from continuing the operations of the business.

Investing Activities

For the nine months ended September 30, 2024 and 2023, net cash used for investing activities was \$50,000 and \$0, respectively. The \$50,000 during 2024 relates to investments made in Two Coast Brewery.

Financing Activities

For the nine months ended September 30, 2024 and 2023, cashflow provided by financing activities were \$45,754 and \$61,341, respectively. For the nine months ended September 30, 2024, this was primarily from proceeds of \$45,754 from Preferred Stock subscriptions, and \$56,341 from issuance of common stock and \$5,000 proceeds from notes payable for the nine months ended September 30, 2023.

Off Balance Sheet Arrangements

As of September 30, 2024 and 2023, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

NOTE 5 – RELATED PARTY TRANSACTIONS

All Related Party transactions are presented on an aggregated basis and are not netted on a per entity basis.

On September 1, 2021, the Company entered into an agreement with John Quinn, the Company's Chairman and CEO, to compensate him for his services at a rate of \$7,500 per month. The Company has had a compensation expense at September 30, 2024 and 2023, of \$67,500 and \$67,500, respectively.

NOTE 6 – NOTES PAYABLE

During the year ended December 31, 2018, the Company entered into or assumed several short-term loans received in the Merger transaction. Short-term notes payable balance as of December 31, 2018, was \$90,000. The Company during the year ended December 31, 2019, entered into a note payable associated with its purchase of a commercial building in Colorado, as well as a note payable to finance the construction in progress on its extraction equipment.

The following table summarizes notes payable as of September 30, 2024 and December 31, 2023:

	<u>September 30,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
Bridge loan – during the nine months ended September 30, 2024, the Company borrowed \$20,000 from an investor. These borrowings accrued interest of \$3,000, and a total of \$23,000 was repaid to the investor during the three months ended September 30, 2024.	20,000	-

Note payable – an individual holder, principal and interest due and payable on December 23, 2016 (currently in default as of December 31, 2020), interest - 10.0% per annum. The accompanying note payable was assumed in the Merger by the Company. The Company has not determined if the notes payable were primarily from services or from funds loaned directly from the holder. The original issuance date of the note payable was November 5, 2015. The note holder is Mr. Peter Henriansson.	75,000	75,000
Note payable – an individual holder, principal and interest due and payable on December 23, 2016 (currently in default as of December 31, 2020), interest - 10.0% per annum. The accompanying note payable was assumed in the Merger by the Company. The Company has not determined if the notes payable were primarily from services or from funds loaned directly from the holder. The original issuance date of the note payable was November 5, 2015. The note holder is Mr. Peter Henriansson.	15,000	15,000
Total notes payable	90,000	90,000
Less current maturities	(90,000)	(90,000)
Long term portion of notes payable	\$ -	\$ -

NOTE 7 – CONVERTIBLE NOTES

The following table summarizes convertible notes payable as of September 30, 2024 and December 31, 2023:

	<u>September 30,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
Convertible Note – an individual, Ronald Rose, principal and interest due and payable on July 22, 2024, interest 10.0% per annum. The lender has the option to convert the entire principal and interest (cumulative of \$5,500 on the maturity date) into the purchase of a preferred unit. This investment would purchase (i) 1,250 shares of preferred stock that would be convertible into 125,000 shares of common stock and (ii) 1,250 warrants that, upon payment of the \$5,000 exercise price, would be exercisable into an additional 1,250 shares of preferred stock, which would also be convertible into 125,000 shares of common stock. After conversion of the preferred stock and, if exercised, the exercise of the warrants, the individual would own 250,000 shares of common stock.	\$ 5,000	\$ 5,000
Total convertible notes payable	\$ 5,000	\$ 5,000
Less current maturities	5,000	5,000
Long term portion of convertible notes payable	\$ -	\$ -

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Liabilities and Accruals

For the nine months ended September 30, 2024 and the year ended December 31, 2023, the Company has accounts payable of \$983,349 and \$573,169, respectively, which is attributed to legal and professional fees incurred due to various vendors that the Company incurred in its operations. New Management settled approximately \$300,000 in accounts payable balances with various vendors subsequent to the year ending December 31, 2021, through the issuance of equity of the Company. The Company continues to negotiate with the remaining vendors to continue to settle the amounts held in accounts payable mostly related to legal fees through limited equity payments to remove or reduce the amounts owing.

Litigation

During the year ending December 31, 2020, the Company was informed of a shareholder derivative lawsuit being filed against the former management of the Company, including Mr. Earle, Mr. McDougall, and Mr. Livingston, along with the Company, Upper Street Marketing, Inc. Growing Springs Holdings Corporation, Linear Park Marketing, Inc. and Jane Does and John Does. On August 17, 2021, the shareholders who brought the derivative lawsuit and Messrs. Earle, McDougall and Livingston entered into a settlement agreement and mutual general releases (“Settlement Agreement”). The basic tenants of the Settlement Agreement are that both Messrs. Earle and McDougall resign from their respective positions with the Company and its subsidiaries, and return all of their equity that they may own in the Company and its subsidiaries. Mr. Livingston had already resigned from his positions with the Company subsequent to the NFS transaction that occurred in 2020. Mr. Livingston had no equity ownership in the Company or its subsidiaries at the time of settlement, and during the year ended December 31, 2019, Mr. Livingston had relinquished ownership of the 10,000,000 shares and 10,000,000 share cashless warrant grant that he had received early in 2019 pursuant to a consulting agreement. For primarily tax reasons Mr. Livingston returned the shares and warrants to treasury on or before November 11, 2019. Mr. Earle returned to treasury of the Company, 35,000,000 shares of common stock that he owned in his name. Mr. Earle also

waived any rights and privileges to the 4,500,000 shares that he was to receive under the deferred compensation plan pursuant to his employment agreement, as well as the 10,000,000 share warrant grant that provided Mr. Earle with a below market exercise price. Furthermore Mr. Earle was to provide acknowledgement that the Company has no financial obligations to him, effectively removing any accrued compensation or other expenses that may have been due to Mr. Earle as former CEO. Mr. Earle accomplished these acts in their entirety by January 15, 2022. Mr. McDougall returned to treasury of the Company, 14,784,242 shares of common stock that he owned in the name of his company Tezi. Mr. McDougall also waived any rights and privileges to the 10,000,000 share warrant grant that provided Mr. McDougall with a below market exercise price. Furthermore Mr. McDougall was to provide acknowledgement that the Company has no financial obligations owing to him, to Tezi, or to any known or unknown affiliated entities, effectively removing any accrued compensation or other expenses that may have been due to Mr. McDougall as a former member of the board of directors. Mr. McDougall accomplished these acts in their entirety by November 15, 2021.

NOTE 9 – INCOME TAXES

A reconciliation of statutory income tax rate to effective tax rate was as follows for each of the periods presented:

	For the year ended December 31, 2023	For the year ended December 31, 2022
Federal income taxes at statutory rate	21.0%	21.0%
State income taxes at statutory rate	8.84%	8.84%
Valuation allowance	(29.84%)	(29.84%)
Effective tax rate	0.0%	0.0%

As of December 31, 2023 and 2022, the Company had a net operating loss for tax purposes of \$23,235,138 and \$23,177,269, respectively.

The Company’s policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2019 and 2020 the Company did not recognize any interest or penalties in its consolidated statement of operations, nor did it have any interest or penalties accrued on its consolidated balance sheet at December 31, 2020, relating to unrecognized tax benefits.

Under the provisions of ASC 740, Accounting for Uncertainty in Income Taxes, the Company identified no significant uncertain tax positions for 2019 and 2020. The Company files income tax returns in U.S. jurisdiction. There are no federal or state income tax examinations underway for these, and tax returns for the current year are still open to examination as neither year, nor the years prior have been filed with the appropriate taxing authorities.

Utilization of our net operating losses (NOL) carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code (IRC) of 1986, as amended (the Code), as well as similar state provisions. These ownership changes may limit the amount of NOL carryforwards that can be utilized annually to offset future taxable income. In general, an “ownership change” as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50 percentage points of the outstanding stock of a company by certain stockholders. At the time of closing the consolidated books, the Company had not yet completed a study to determine the extent of the limitation based on ownership changes that may have occurred.

NOTE 10 – SHAREHOLDERS’ EQUITY

The Company is authorized to issue 300,000,000 shares of its \$0.0001 par value common stock and 1,000,000 shares of its \$0.0001 par value preferred stock. On February 24, 2019, the Company through unanimous written consent of the board of directors increased its authorized capital of its \$0.0001 par value common stock from 100,000,000 shares to 200,000,000 shares. On April 2, 2019 the Company through unanimous written consent of the board of directors increased the Company’s authorized capital from 200,000,000 to 300,000,000 shares of common stock.

Common Stock

During the years ended December 31, 2023, 2022, and 2021, the Company had numerous issuances and cancellations of common stock for the purposes of raising capital and settling debt (aggregate issuances of 19,999,650 common shares) and had a return of common stock to treasury by prior management per legally agreed upon terms (aggregate cancellation of 24,519,214).

There were 143,657,719 common shares issued and outstanding at September 30, 2024.

Preferred Stock

There are a total of 1,000,000 preferred series shares authorized. As of September 30, 2024, there are 145,000 shares authorized with designations, and the balance of 855,000 shares has not yet been designated.

During the three months ended September 30, 2024, the Company closed out its \$200,000 capital raise at \$0.01 per share for an equity position in the Company's Series L-1 Convertible Preferred Stock and subsequently issued 20,000 shares of the Company's Series L-1 Convertible Preferred Stock.

Series L-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-1 Convertible Preferred Stock" ("Series L-1 Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.01 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series L-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-1 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series L-1 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series O-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series L-1 Preferred Stock (the "Pari Passu Stock").

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series L-1 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.01 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series L-1 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series L-1 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series L-1 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series L-1 Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series L-1 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series L-1 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series L-1 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series L-1 Preferred Stock from, and issues Series L-1 Preferred Stock to, a particular holder of Series L-1 Preferred Stock (the "Issuance Date"), each share of Series L-1 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series L-1

Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series O-1 Preferred Stock at the Series O-1 Conversion Rate.

b. Conversion Limits.

- (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- (ii) Mandatory Conversion. On December 26, 2025 at 4:59 p.m. PST, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series L-1 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series L-1 Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series O-1 Preferred Stock at the Series O-1 Conversion Rate without any affirmative action required of the Holder.
- (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 26, 2025, any shares of Series L-1 Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section 6(b), all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

There were 20,000 Series L-1 Convertible Preferred Stock shares issued and outstanding at September 30, 2024.

Series L-2 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-2 Convertible Preferred Stock" ("Series L-2 Preferred Stock"). Each share of Series L-2 Preferred Stock shall have a stated value of \$0.02 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series L-2 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series L-2 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series O-1 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series L-1 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series L-2 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.02 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series L-2 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series L-2 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series L-2 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series L-2 Preferred Stock, and the Junior Stock, if required by its constituting documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series L-2 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series L-2 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series L-2 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series L-2 Preferred Stock from, and issues Series L-2 Preferred Stock to, a particular holder of Series L-2 Preferred Stock (the "Issuance Date"), each share of Series L-2 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series O-2 Preferred Stock at the Series O-2 Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series L-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On December 26, 2025 at 4:59 p.m. PST, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series L-2 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series L-2 Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series O-2 Preferred Stock at the Series O-2 Conversion Rate without any affirmative action required of the Holder.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 26, 2025, any shares of Series L-2 Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section 6(b), all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

There were no Series L-2 Convertible Preferred Stock shares issued and outstanding at September 30, 2024.

Series M Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (20,000) shares of the Company's preferred stock shall be designated as "Series L-1 Convertible Preferred Stock" ("Series L-1 Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.04 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series M-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series M Preferred Stock shall rank:

- a. senior to (1) the Common Stock, and (2) except as set forth in Section (b) and Section (c) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series M Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary;
- b. *pari passu* and on parity with (1) the Company's Series P Preferred Stock, and (2) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series M Preferred Stock (the "Pari Passu Stock"); and
- c. junior to (1) the Series L-1 Preferred Stock, (2) the Series L-2 Preferred Stock, (3) the Series O-1 Preferred Stock, (4) the Series O-2 Preferred Stock, and (5) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series M Preferred Stock (the "Senior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Liquidation Preference - In any liquidation or winding up of the Company, then, either (i) after any distribution or payment on Senior Stock, (ii) simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, and (iii) before any distribution or payment shall be made to the holders of the Common Stock or any other Junior Stock, the holders of the Series M Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock, an amount equal to \$0.04 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, the holders of any Senior Stock, and the holders of the Series M Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series M Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series M Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series M Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series M Preferred Stock shall be entitled to that number of votes equal to one hundred (100) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series M Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series M Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series L-2 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series M Preferred Stock from, and issues Series M Preferred Stock to, a particular holder of Series M Preferred Stock (the "Issuance Date"), each share of Series M Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one hundred (100) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate or into shares of Series P Preferred Stock at the Series P Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series M Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On June 28, 2025 at 4:59 p.m. PDT, and subject to the Beneficial Ownership Limitation or as otherwise set forth below, each then-outstanding share of Series M Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder. Following such mandatory conversion into Common Stock, any share of Series M Preferred Stock then remaining outstanding solely because of the Beneficial Ownership Limitation shall be automatically converted into shares of Series P Preferred Stock at the Series P Conversion Rate without any affirmative action required of the Holder.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PDT on June 28, 2025, any shares of Series M Preferred Stock remain issued and outstanding, but are not eligible for any conversion set forth in this Section (b) above, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

There were no Series M Convertible Preferred Stock shares issued and outstanding at September 30, 2024.

Series P Convertible Preferred Stock

Designation and Amount - A total of ten thousand (10,000) shares of the Company's preferred stock shall be designated as "Series P Convertible Preferred Stock" ("Series P Preferred Stock"). Each share of Series L-1 Preferred Stock shall have a stated value of \$0.04 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series P Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series P Preferred Stock shall rank:

- a. senior to (1) the Common Stock, and (2) except as set forth in Section (b) and Section (c) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series P Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary;
- b. *pari passu* and on parity with (1) the Company's Series M Preferred Stock, and (2) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series P Preferred Stock (the "Pari Passu Stock"); and
- c. junior to (1) the Series L-1 Preferred Stock, (2) the Series L-2 Preferred Stock, (3) the Series O-1 Preferred Stock, (4) the Series O-2 Preferred Stock, and (5) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, senior to the Series P Preferred Stock (the "Senior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Liquidation Preference - In any liquidation or winding up of the Company, then, either (i) after any distribution or payment on Senior Stock, (ii) simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, and (iii) before any distribution or payment shall be made to the holders of the Common Stock or any other Junior Stock, the holders of the Series P Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock, an amount equal to \$0.04 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, the holders of any Senior Stock, and the holders of the Series P Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series P Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series P Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series P Preferred Stock, and the Junior Stock, if required by its constating documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series P Preferred Stock shall be entitled to that number of votes equal to one hundred (100) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series P Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series P Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series P Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series P Preferred Stock from, and issues Series P Preferred Stock to, a particular holder of Series P Preferred Stock (the "Issuance Date"), each share of Series P Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one hundred (100) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series P Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

- (ii) Mandatory Conversion. On June 30, 2026 at 4:59 p.m. PDT, each then-outstanding share of Series P Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
- (iii) Return to Treasury. If, as of 5:00 p.m. PDT on June 30, 2026, any shares of Series P Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

There were no Series P Convertible Preferred Stock shares issued and outstanding at September 30, 2024.

Series O-1 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (10,000) shares of the Company's preferred stock shall be designated as "Series O-1 Convertible Preferred Stock" ("Series O-1 Preferred Stock"). Each share of Series O-1 Preferred Stock shall have a stated value of \$0.01 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series O-1 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series L-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series O-1 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-2 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series O-1 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series O-1 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.01 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series O-1 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series O-1 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series O-1 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series O-1 Preferred Stock, and the Junior Stock, if required by its constituting documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series O-1 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series O-1 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series O-1 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series O-1 Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series O-1 Preferred Stock from, and issues Series O-1 Preferred Stock to, a particular holder of Series O-1 Preferred Stock (the "Issuance Date"), each share of Series O-1 Preferred Stock held by that holder (the "Holder") shall be convertible at the option of the Holder, into one thousand (1,000) shares (the "Common Stock Conversion Rate") of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without

the requirement of any action of such Holder (as provided below), to convert certain of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.

b. Conversion Limits.

- (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder's shares of Series O-1 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- (ii) Mandatory Conversion. On December 30, 2026 at 4:59 p.m. PST, each then-outstanding share of Series O-1 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
- (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 30, 2026, any shares of Series O-1 Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company's treasury without receipt of any additional consideration therefor.

There were no Series O-1 Convertible Preferred Stock shares issued and outstanding at September 30, 2024.

Series O-2 Convertible Preferred Stock

Designation and Amount - A total of twenty thousand (10,000) shares of the Company's preferred stock shall be designated as "Series O-2 Convertible Preferred Stock" ("Series O-2 Preferred Stock"). Each share of Series O-2 Preferred Stock shall have a stated value of \$0.02 per share (the "Stated Value") and a par value of \$0.0001 per share.

Dividends - Holders of the Series O-2 Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, on the same terms and conditions as that of holders of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), as may be declared by the Board.

Rank - All shares of the Series O-2 Preferred Stock shall rank:

- a. senior to (i) the Common Stock, (ii) the Company's Series M Preferred Stock, (iii) the Company's Series P Preferred Stock, and (iv) except as set forth in Section (b) below, any other series of the Company's preferred stock that shall be specifically designated as junior to the Series O-2 Preferred Stock, (collectively, with the Common Stock, the "Junior Stock"), in each case as to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; and
- b. *pari passu* and on parity with (i) the Series L-1 Preferred Stock, (ii) the Series L-2 Preferred Stock, (iii) the Series O-1 Preferred Stock, and (iv) any other class or series of capital stock of the Company hereafter created specifically ranking, by its terms, on parity with the Series O-2 Preferred Stock (the "Pari Passu Stock")

Liquidation Preference - In any liquidation or winding up of the Company, the holders of the Series O-2 Preferred Stock shall be entitled to receive, simultaneous and on a *pro rata*, as-converted basis, with any distribution or payment on Pari Passu Stock, in preference to the holders of the Common Stock, an amount equal to \$0.02 per share (subject to appropriate adjustment in the event of any stock dividend, forward stock split, or other similar recapitalization). After payment of such sums, the holders of the Common Stock, the holders of any Junior Stock, and the holders of the Series O-2 Preferred Stock, shall be entitled to receive any remaining assets of the Company on a *pro rata*, as-converted basis, assuming conversion of the Series O-2 Preferred Stock into Common Stock, at the then-current conversion rates.

Voting Provisions - Except as expressly provided herein, or as provided by applicable law, the holders of the Series O-2 Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company, and the holders of Common Stock and Series O-2 Preferred Stock, and the Junior Stock, if required by its constituting documents or by the Oklahoma Act) shall vote together as a single class on all matters. The holder of each share of Series O-2 Preferred Stock shall be entitled to that number of votes equal to one thousand (1,000) shares of Common Stock for each such share. Fractional votes shall not be permitted. Any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series O-2 Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

Conversion Provisions - The Series O-2 Preferred Stock shall not be convertible into shares of Common Stock and have no other conversion rights except as specifically set forth below. The holders of Series O-2 Preferred Stock shall have conversion rights as follows (the “Conversion Rights”):

- a. Right to Convert. From and after the day on which the Company receives payment in full for Series O-2 Preferred Stock from, and issues Series O-2 Preferred Stock to, a particular holder of Series O-2 Preferred Stock (the “Issuance Date”), each share of Series O-2 Preferred Stock held by that holder (the “Holder”) shall be convertible at the option of the Holder, into one thousand (1,000) shares (the “Common Stock Conversion Rate”) of Common Stock. Subject to the provisions set forth in this Certificate, each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder’s shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate; provided, however, that each Holder shall have the obligation, without the requirement of any action of such Holder (as provided below), to convert certain of such Holder’s shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
- b. Conversion Limits.
 - (i) Permissive Conversion. Each Holder shall have the right, exercisable at any time and from time to time (unless otherwise prohibited by law, rule, or regulation, or as restricted below), to convert any or all of such Holder’s shares of Series O-2 Preferred Stock into shares of Common Stock at the Common Stock Conversion Rate.
 - (ii) Mandatory Conversion. On December 30, 2026 at 4:59 p.m. PST, each then-outstanding share of Series O-2 Preferred Stock shall be automatically converted into shares of Common Stock at the Common Stock Conversion Rate without any affirmative action required of the Holder, whether or not such conversion would otherwise breach the Beneficial Ownership Limitation.
 - (iii) Return to Treasury. If, as of 5:00 p.m. PST on December 30, 2026, any shares of Series O-2 Preferred Stock remain issued and outstanding, all of such remaining shares shall be deemed to have been cancelled and returned to the Company’s treasury without receipt of any additional consideration therefor.

There were no Series O-2 Convertible Preferred Stock shares issued and outstanding at September 30, 2024.

NOTE 13 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through August 21, 2024, for the financial statements to be issued for the year ended December 31, 2023. Based on management’s evaluation the following material events require further disclosure:

- During the nine months ended September 30, 2024, the Company began a capital raise effort for a \$300,000 ceiling at \$0.04 per share for an equity position in the Company’s Series M Convertible Preferred Stock. During November 2024, the Company completed this \$300,000 capital raise. This capital raise will result in the issuance of Series M Convertible Preferred Stock.
- On August 24, 2024, the Company entered into an LOI to acquire 100% of the assets of a spirits distillery and distribution operation, Casa Rica Tequila, Inc. (“Casa Rica”). On November 2, 2024, the Company and Casa Rica Tequila, Inc. completed all merger agreements, and as a result, going forward, Casa Rica will be included in the Consolidated financials of the Company, and will also be a 100% wholly-owned subsidiary of the Company.