

Sun Pacific Holding Corp

345 Highway 9 South Ste.388
Manalapan, NJ 07726

(888) 845-0242
www.sunpacificholding.com
info@sunpacificholding.com

Annual Report

For the period ending December 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

244,193 as of July 15, 2024 (Current Reporting Period Date or More Recent Date)

974,953,335 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

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:

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

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.

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.

Sun Pacific Holding Corp.

The Company was incorporated under the laws of the State of New Jersey on July 28, 2009, as Sun Pacific Power Corporation and together with its subsidiaries, are referred to as the "Company". On August 24, 2017, the Company entered into an Acquisition Agreement with EXOlifestyle, Inc. whereby the Company became a wholly owned subsidiary of EXOlifestyle, Inc. The acquisition was accounted for as a reverse merger, resulting in the Company being considered the accounting acquirer. Accordingly, the accompanying consolidated financial statements included the accounts of EXOlifestyle, Inc. since August 24, 2017.

Current State and Date of Incorporation or Registration: Nevada, August 24, 2017
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

N/A

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

N/A

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

On Friday, February 16, 2024, FINRA effectuated the reverse stock split of 1:4000. The action was approved by shareholders on October 13, 2023. As a result, there are currently 244,193 shares of common stock outstanding.

Address of the issuer's principal executive office:

345 Highway 9 South, Suite 388 Manalapan NJ 07726

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Vstock Transfer, LLC

Phone: 212.828.8436

Email: info@vstocktransfer.com

Address: 18 Lafayette Place Woodmere, NY 11598

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:	<u>SNPW</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>86686Y</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>1,000,000,000</u> as of date: <u>12/31/23</u>
Total shares outstanding:	<u>974,953,335</u> as of date: <u>12/31/23</u>
Total number of shareholders of record:	<u>567</u> as of date: <u>12/31/23</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

____ N/A

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

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

Exact title and class of the security:	<u>Series A Preferred Stock</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>20,000,000</u> as of date: <u>8/24/2017</u>
Total shares outstanding:	<u>12,000,000</u> as of date: <u>8/24/2017</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>8/24/2017</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Series A Preferred Stock - Each share of Series A Preferred Stock is entitled to 125 votes on all matters submitted to a vote to the stockholders of the Company, and does not have conversion, dividend or distribution upon liquidation rights.

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.**

N/A

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

Series A Preferred Stock - Each share of Series A Preferred Stock is entitled to 125 votes on all matters submitted to a vote to the stockholders of the Company, and does not have conversion, dividend or distribution upon liquidation rights.

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

Series A Preferred Stock - Each share of Series A Preferred Stock is entitled to 125 votes on all matters submitted to a vote to the stockholders of the Company, and does not have conversion, dividend or distribution upon liquidation rights.

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.

N/A

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 _____	Common:	Preferred:							
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.

Shares Outstanding on Date of This Report:									
Ending Balance:									
Date _____	Common:								
	Preferred:								

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.)
<u>8/24/2016</u>	<u>\$98,425</u>	<u>\$200,000</u>	<u>\$-</u>	<u>12/31/2019</u> (in Default)	the successful filing of a registration statement to become publicly traded, and the Company stock has become publicly quoted on the OTC Markets and the conversion price is above \$0.10.	<u>N/A</u>	<u>Loan</u>
<u>8/23/2015</u>	<u>\$408,196</u>	<u>\$332,474</u>	<u>\$74,722</u>	<u>8/23/2016</u> (In Default)	<u>At election of Holder</u>	<u>Nicholas Campanalla,CEO</u>	<u>Loan</u>
<u>8/24/2016</u>	<u>\$98,425</u>	<u>\$75,000</u>	<u>\$23,425</u>	<u>8/24/2018</u> (In Default)	<u>At election of Holder</u>	<u>Nicholas Campanalla,CEO</u>	<u>Loan</u>

*****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")

Utilizing management's history in general contracting, coupled with our subject matter expertise and intellectual property ("IP") knowledge of solar panels and other leading-edge technologies, the Company is focused on building a "Next Generation" green energy company. The Company offers competitively priced "Next Generation" solar panel, lighting, and battery storage products by working closely with design, engineering, integration and installation firms.

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

Currently, the Company has five (5) subsidiary holdings. Sun Pacific Power Corp., which was the initial company that specialized in solar & other renewable energy projects., The Company also formed National Mechanical Group Corp, a New Jersey corporation focused on holding the Company's patents. The Company also formed Street Smart Outdoor Corp, a Wyoming corporation that acted as a holding company for the Company's state specific operations in unique advertising through solar bus stops, solar trashcans and "street kiosks." In an effort to focus on the renewable energy sector the Company has stopped offering its unique advertising offerings through Street Smart Outdoor Corp and is winding up its operations. The Company formed Elba Power Corp, an Alabama Corp for the development of a Solar Assembly company, which was unable to close on its financing. Further there were also property purchase issues related to a contract conflict that restricted the owner from selling the property. Together, these issues have put the project on hold. The Company formed Sun Pacific Power PTY LTD in Australia to sell and distribute solar panels.

C. Describe the issuers' principal products or services.

The Company offers competitively priced "Next Generation" solar panel, lighting, and battery storage products by working closely with design, engineering, integration and installation firms.

Sun Pacific Power Corp. entered into an agreement with FoxEss, a global leader in the development of inverter and energy storage solutions as a wholesale distributor for North and South America and Australia. Sun Pacific Power Corp. also entered into an agreement with a South Asian solar manufacturer to act as an original equipment manufacturer ("OEM") for Sun Pacific Solar Panels and associated products. Sun Pacific Power Corp commenced in April 2023, a trial sales, marketing, and affiliate program to market and install residential solar panels in various markets within the United States, which currently is non-active.

Our principal source of revenues prior to 2024 was derived from Street Smart Outdoor Corp. operations in the outdoor advertising business. In 2024 the Company is focused on developing revenues in renewable energy sales.

On September 19, 2019, the United States Patent and Trademark Office published patent US 2019 288 139 A1 for the Frame-Less Encapsulated Photo-Voltaic (PV) Solar Power Panel Supporting Solar Cell Modules Encapsulated Within Optically-Transparent Epoxy-Resin Material Coating a Phenolic Resin Support Sheet issued to National Mechanical Group Corp. Originally designed for application in the solar bus shelters operated by Street Smart Outdoor Corp, as a glassless solar panel, the Company has developed a patent protected product and process for creating solar panels that can be integrated directly into the design of products as a molded, weather resistant plastic. The Company began work developing a business plan for expanding on either manufacturing or licensing of the technology in 2020 and it is currently under review, pending financing.

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.

N/A

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
<u>Nicholas Campanella</u>	<u>Chairman of the Board, CEO/CFO & Director</u>	<u>3 Kelton Place Manalapan, NJ 07726</u>	<u>33,897,166(1)</u>	<u>Common</u>	<u>3.48%</u>	<u>N/A</u>
<u>Vincent Randazzo</u>	<u>Director</u>	<u>3 Kelton Place Manaplapan, NJ 07726</u>	<u>44,150</u>	<u>Common</u>	<u>Nil</u>	<u>N/A</u>

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.

- (1) Applicable percentage ownership is based on 974,953,335 shares of common stock outstanding as of December 31, 2023. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that are currently exercisable or exercisable within 60 days of are deemed to be beneficially owned by the person holding such securities for computing the percentage of ownership of such person but are not treated as outstanding for computing the percentage ownership of any other person. Nicholas Campanella, our Chairman and Chief Executive Officer holds 12,000,000 shares of Series A Preferred Stock as of April XX, 2024. The Series A Preferred Stock has voting rights equal to 125 votes on all matters submitted to a vote to the stockholders of the

Company, does not have conversion, dividend or distribution upon liquidation rights. As a result, Mr. Campanella has the equivalent to 1,500,000,000 votes. Therefore, although the officers, directors and beneficial holders of shares greater than 5% of the common stock have voting rights equal to 3.48% of the voting rights of the common stock, this amounts to only 3.67% of the total voting rights available. Mr. Campanella thus has just over 50% of the total voting rights.

7) Legal/Disciplinary History

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

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

No

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

No

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

No

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

No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

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

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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.

N/A

8) Third Party Service Providers – N/A

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: William Eilers, Partner, Smith Eilers, PLLC
Address 1: 149 S. Lexington Ave.
Address 2: Asheville, NC 28801
Phone: 561.484.7172
Email: william@smitheilers.com

Accountant or Auditor

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

Investor Relations

Name:
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:

Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

9) Disclosure & Financial Information

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

Name: Nicholas Campanella
Title: CEO/CFO
Relationship to Issuer: CEO/CFO

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: *Nicholas Campanella*
Title: CEO/CFO
Relationship to Issuer: CEO/CFO

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

Provide the following qualifying financial statements:

- Audit letter, if audited; N/A - Unaudited
- 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, Nicholas Campanella certify that:

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

July 16, 2024

/s/ Nicholas Campanella CEO

Principal Financial Officer:

I, Nicholas Campanella certify that:

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

July 16, 2024

/s/ Nicholas Campanella, CFO

1

Sun Pacific Holding Corp.

Financial Statements

(Unaudited)

For the Periods Ended December 31, 2023, and 2022

FINANCIAL STATEMENTS

[Balance Sheets](#)

Error! Bookmark not defined.

[Statements of Operations](#)

Error! Bookmark not defined.

[Statements of Stockholders' Equity \(Deficit\)](#)

5

[Statements of Cash Flows](#)

[Notes to the Financial Statements](#)

Error! Bookmark not defined.

SUN PACIFIC HOLDING CORP
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31,	December 31,
	2023	2022
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 4,533	\$ 147,049
Accounts receivable, net	-	6,310
Total current assets	4,533	153,359
Property and equipment, net	-	
Deposits and other assets	22,923	24,031
Total assets	\$ 27,456	\$ 177,390
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	\$ 40,449	\$ 29,469
Accounts payable, related party	81,159	71,512

Accrued compensation to officer	1,479,449	1,253,465
Accrued expenses	114,235	152,298
Accrued expenses, related party	171,922	125,103
Dividends payable, related party	22,038	22,038
Advances from related parties	959,393	620,432
Project financing obligation	260,000	260,000
Convertible notes payable	98,425	98,425
Convertible notes payable, related party	408,196	408,196
Notes payable, net of discounts	(2,376)	200,000
Total current liabilities	<u>3,632,890</u>	<u>3,273,948</u>
Long Term Liabilities		
Total liabilities	3,632,890	3,273,948
Commitments and contingencies (see Note 7)		
Stockholders' Deficit:		
Preferred stock \$0.0001 par value, 20,000,000 million shares authorized	-	-
Series A preferred stock: 12,000,000 shares designated; 12,000,000 shares issued and outstanding	1,200	1,200
Series B preferred stock: 1,000,000 shares designated; -0- shares issued and outstanding	-	-
Series C preferred stock: 500,000 shares designated; -0- shares issued and outstanding	-	-
Common stock \$0.0001 par value, 1,000,000,000 shares authorized;	-	-
974,953,335 shares issued and outstanding	97,495	97,495
Additional paid in capital	4,847,775	4,847,775
Accumulated deficit	(8,551,904)	(8,043,028)
Total stockholders' deficit	<u>(3,605,434)</u>	<u>(3,096,558)</u>
Total liabilities and stockholders' deficit	<u>\$ 27,456</u>	<u>\$ 177,390</u>

SUN PACIFIC HOLDING CORP
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2023 and 2022
(Unaudited)

	2023	2022
Revenues	\$ 45,815	\$ 29,863
Cost of revenues	8,347	4,255
Gross profit	37,468	25,608
Operating Expenses:		
Wages and compensation	225,984	40,458
Professional fees	297,401	19,390
General and administrative	260,923	21,125
Total operating expenses	784,308	80,973
Loss from operations	(746,840)	(55,365)
Other Expenses:		
Other income	-	(64,360)
Debt Settlement	(274,699)	-
Interest expense	36,735	(18,254)

Total other income (expense), net	(237,964)	(82,614)
Net (loss)	\$ (508,876)	\$ (137,979)
Net (Loss) Income Per Common Share - Basic	\$ (0.00)	\$ 0.00
Weighted Average Shares Outstanding - Basic	974,953,335	974,953,335
Net (Loss) Income Per Common Share - Diluted	\$ (0.00)	\$ (0.00)
Weighted Average Shares Outstanding - Diluted	974,953,335	974,953,355

SUN PACIFIC HOLDING CORP
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2023 and 2022

	Series A Preferred		Common Stock		Additional		Non-	Total
	Stock				Paid In	Accumulated	Controlling	
	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Deficit
Balances at December 31, 2021 (restated)	12,000,000	\$ 1,200	974,953,335	\$ 97,495	\$ 4,847,775	\$ (7,764,418)	\$ -	\$(2,817,948)
Net loss	-	-	-	-	-	(278,610)	-	(278,610)
Balances at December 31, 2022	12,000,000	\$ 1,200	974,953,335	\$ 97,495	\$ 4,847,775	\$ (8,043,028)	\$ -	\$(3,096,558)
Net Loss						(508,876)		
Balances at December 31, 2023	12,000,000	\$1,200	974,953,335	\$97,495	\$4,847,775	\$ (8,551,904)	\$ -	(3,295,959)

SUN PACIFIC HOLDING CORP
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 and 2022

	2023	2022
Cash flows from Operating Activities:		
Net (loss) income	\$ (508,876)	\$ (135,820)
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation	-	14,499
Gain on sale of property	-	(19,790)
Gain on deconsolidation	-	-
Loan forgiveness	(202,376)	-
Effect of discontinued operations on cash	-	-
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	6,310	108,832
Increase in deposits and other assets	1,108	(1,500)
Increase (decrease) in accounts payable	10,980	56,156
Decrease in accounts payable, related party	9,647	(71,688)
Increase in accrued compensation to officer	225,984	121,376
Increase in accrued expenses	(38,063)	29,416
Increase in accrued expenses and advances, related parties	13,809	17,310
Net cash used in operating activities	(481,477)	118,791

Cash flows from Investing Activities		
Proceeds from sale of property	-	84,150
Net cash provided by investing activities	-	84,150

Cash flows from Financing Activities:		
Proceeds from payroll protection loan	-	-
Proceeds from related party advances	338,961	-
Net cash provided by financing activities	338,961	-
Net increase in cash and cash equivalents	(142,516)	202,941
Cash and cash equivalents at beginning of year	147,049	68,974
Cash and cash equivalents at end of year	\$ 4,533	\$ 271,915

Supplemental Disclosure of Cash Flow Information:

Interest paid	\$ -	\$ -
Taxes paid	\$ -	\$ -

Supplemental Disclosure of Non-Cash Investing and Financing Activities:

Note payable extension fee added to principal	\$ -	\$ 458,063
Issuance of common stock upon conversion of convertible debt and accrued interest	\$ -	\$ 155,209

SUN PACIFIC HOLDING CORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2023 and 2022

NOTE 1 - DESCRIPTION OF THE BUSINESS

The Company was incorporated under the laws of the State of New Jersey on July 28, 2009, as Sun Pacific Power Corporation and together with its subsidiaries, are referred to as the “Company”. On August 24, 2017, the Company entered into an Acquisition Agreement with EXOlifestyle, Inc. whereby the Company became a wholly owned subsidiary of EXOlifestyle, Inc. The acquisition was accounted for as a reverse merger, resulting in the Company being considered the accounting acquirer. Accordingly, the accompanying consolidated financial statements included the accounts of EXOlifestyle, Inc. since August 24, 2017.

Utilizing management’s history in general contracting, coupled with our subject matter expertise and intellectual property (“IP”) knowledge of solar panels and other leading-edge technologies, the Company is focused on building a “Next Generation” green energy company. The Company offers competitively priced “Next Generation” solar panel, lighting, and battery storage products by working closely with design, engineering, integration and installation firms.

Currently, the Company has five (5) subsidiary holdings. Sun Pacific Power Corp., which was the initial company that specialized in solar & other renewable energy projects., The Company also formed National Mechanical Group Corp, a New Jersey corporation focused on holding the Company’s patents. The Company also formed Street Smart Outdoor Corp, a Wyoming corporation that acted as a holding company for the Company’s state specific operations in unique advertising through solar bus stops, solar trashcans and “street kiosks.” In an effort to focus on the renewable energy sector the Company has stopped offering its unique advertising offerings through Street Smart Outdoor Corp and is winding up its operations. The Company formed Elba Power Corp, an Alabama Corp for the development of a Solar Assembly company, which was unable to close on its financing. Further there were also property purchase issues related to a contract conflict that restricted the owner from selling the property. Together, these issues have put the project on hold. The Company formed Sun Pacific Power PTY LTD in Australia to sell and distribute solar panels.

Sun Pacific Power Corp. entered into an agreement with FoxEss, a global leader in the development of inverter and energy storage solutions as a wholesale distributor for North and South America and Australia. Sun Pacific Power Corp. also entered into an agreement with a South Asian solar manufacturer to act as an original equipment manufacturer (“OEM”) for Sun Pacific Solar Panels and associated products. Sun Pacific Power Corp commenced in April 2023, a trial sales, marketing, and affiliate program to market and install residential solar panels in various markets within the United States, which currently is non-active.

Our principal source of revenues prior to 2024 was derived from Street Smart Outdoor Corp. operations in the outdoor advertising business. In 2024 the Company is focused on developing revenues in renewable energy sales.

On September 19, 2019, the United States Patent and Trademark Office published patent US 2019 288 139 A1 for the Frame-Less Encapsulated Photo-Voltaic (PV) Solar Power Panel Supporting Solar Cell Modules Encapsulated Within Optically-Transparent Epoxy-Resin Material Coating a Phenolic Resin Support Sheet issued to National Mechanical Group Corp. Originally designed for application in the solar bus shelters operated by Street Smart Outdoor Corp, as a glassless solar panel, the Company has developed a patent protected product and process for creating solar panels that can be integrated directly into the design of products as a molded, weather resistant

plastic. The Company began work developing a business plan for expanding on either manufacturing or licensing of the technology in 2020 and it is currently under review, pending financing.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates In The Preparation of Consolidated Financial Statements

Preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Significant estimates include the allowance for doubtful accounts and impairment assessments related to long-lived assets.

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned, and less-than-wholly owned subsidiaries of which the Company holds a controlling interest. All significant intercompany balances and transactions have been eliminated. Amounts attributable to minority interests in the Company's less-than-wholly owned subsidiary are presented as non-controlling interest within the accompanying consolidated financial statements.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, cash and cash equivalents includes demand deposits and short-term liquid investments with original maturities of three months or less when purchased. As of December 31, 2022, the Federal Deposit Insurance Corporation ("FDIC") provided insurance coverage of up to \$250,000, per depositor, per institution. At December 31, 2023 and 2022 none of the Company's cash balances were in excess of federally insured limits.

Accounts Receivable

In the normal course of business, we decide to extend credit to certain customers without requiring collateral or other security interests. Management reviews its accounts receivable at each reporting period to provide for an allowance against accounts receivable for an amount that could become uncollectible. This review process may involve the identification of payment problems with specific customers. Periodically we estimate this allowance based on the aging of the accounts receivable, historical collection experience, and other relevant factors, such as changes in the economy and the imposition of regulatory requirements that can have an impact on the industry. These factors continuously change and can have an impact on collections and our estimation process. The Company determined that an allowance for doubtful accounts was not necessary as of December 31, 2023 and 2022.

Contingencies

Certain conditions may exist as of the date financial statements are issued, which may result in a loss, but which will only be resolved when one or more future events occur or do not occur. We assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to pending legal proceedings that are pending against us or unasserted claims that may result in such proceedings, we evaluate the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a liability has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in our consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable would be disclosed.

Fair Value of Financial Instruments

The carrying amounts of the Company's accounts receivable, accounts payable, accrued expenses, and shareholder advances approximate fair value due to their short-term nature. The Company's long-term debt approximates fair value given the instruments bear market rates of interest.

Property and Equipment

Property and equipment are stated at cost. Additions and improvements that significantly add to the productive capacity or extend the life of an asset are capitalized. Maintenance and repairs are expensed as incurred. Depreciation is computed using the straight-line method over three to five years for vehicles and five to ten years for equipment. Leasehold improvements are amortized over the lesser of the estimated remaining useful life of the asset or the remaining lease term.

Impairment of Long-Lived Assets

The Company periodically reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount. At December 31, 2023 and 2022, the Company has not identified any such impairment losses.

Income Taxes

Under ASC Topic 740, *Income Taxes*, the Company is required to account for its income taxes through the establishment of a deferred tax asset or liability for the recognition of future deductible or taxable amounts and operating loss and tax credit carry forwards. Deferred tax expense or benefit is recognized as a result of timing differences between the recognition of assets and liabilities for book and tax purposes during the year.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are recognized for deductible temporary differences and operating losses, and tax credit carry forwards. A valuation allowance is established to reduce that deferred tax asset if it is “more likely than not” that the related tax benefits will not be realized.

Leases

The Company accounts for leases in accordance with FASB ASC Topic 842, *Leases*, which prescribes the accounting for several aspects of lease accounting, including requiring lessees to recognize leases with a term greater than one year as a right-of-use asset and corresponding liability, measured at the present value of the lease payments.

The Company, effective January 1, 2019 has adopted the provisions of the new standard. The Company had operating leases for warehouses and offices. Management evaluates each lease independently to determine the purpose, necessity to its future operations in addition to other appropriate facts and circumstances.

The Company adopted Topic 842 using a modified retrospective approach for all existing leases at January 1, 2019. The adoption of Topic 842 impacted its balance sheet by the recognition of the operating lease right-of-use assets and the liability for operating leases. The Company had no leases subject to Topic 842 as of December 31, 2023.

Revenue Recognition

The Company recognizes revenue when or as it satisfies a performance obligation by transferring a promised good or service to a customer in accordance with Topic 606. Revenue from the sale of advertising space on displays from the Company’s Outdoor Advertising Shelter Revenues is generally recognized ratably over the term of the contract as the advertisement is displayed.

The Company recognizes revenue in amounts that reflect the consideration it expects to receive in exchange for transferring goods or services to customers, excluding sales taxes and other similar taxes collected on behalf of governmental authorities (the “transaction price”). When this consideration includes a variable amount, the Company estimates the amount of consideration it expects to receive and only recognizes revenue to the extent that it is probable it will not be reversed in a future reporting period. Because the transfer of promised goods and services to the customer is generally within a year of scheduled payment from the customer, the Company is not typically required to consider the effects of the time value of money when determining the transaction price. Advertising revenue is reported net of agency commissions.

In order to appropriately identify the unit of accounting for revenue recognition, the Company determines which promised goods and services in a contract with a customer are distinct and are therefore separate performance obligations. If a promised good or service does

not meet the criteria to be considered distinct, it is combined with other promised goods or services until a distinct bundle of goods or services exists.

For revenue arrangements that contain multiple distinct goods or services, the Company allocates the transaction price to these performance obligations in proportion to their relative standalone selling prices. The Company has concluded that the contractual prices for the promised goods and services in its standard contracts generally approximate management's best estimate of standalone selling price as the rates reflect various factors such as the size and characteristics of the target audience, market location and size, and recent market selling prices. However, where the Company provides customers with free or discounted services as part of contract negotiations, management uses judgment to determine how much of the transaction price to allocate to these performance obligations.

The Company receives payments from customers based on billing schedules that are established in its contracts, and deferred revenue is recorded when payment is received from a customer before the Company has satisfied the performance obligation or a non-cancelable contract has been billed in advance in accordance with the Company's normal billing terms.

All of the Company's revenue for the years ended December 31, 2023 and 2022, is recognized based on the Company's satisfaction of distinct performance obligations identified in each agreement, generally at a point in time as defined by Topic 606, as amended.

In May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers*. This standard replaced most existing revenue recognition guidance and is codified in FASB ASC Topic 606. Effective January 1, 2018, the Company adopted ASU No. 2014-09 using the modified retrospective method. Under the new guidance, the Company recognizes revenue from contracts based on the Company's satisfaction of distinct performance obligations identified in each agreement. The adoption of the guidance under ASU No. 2014-09 did not result in a material impact on the Company's consolidated revenues, results of operations, or financial position. As part of the implementation of ASC 606 the Company must present disaggregation of revenues from contracts with customers into categories that depict how the nature, timing, and uncertainty of revenue and cash flows are affected by economic factors. Quantitative disclosures on the disaggregation of revenue are as follows:

	2023	2022
Outdoor Advertising Shelter Revenues	\$ 45,815	\$ 29,863

Advertising Costs

Advertising costs are expensed in the period incurred and totaled \$8,347 and \$29,863 for the years ended December 31, 2023 and 2022, respectively.

Earnings Per Share

Under ASC 260, *Earnings Per Share* ("EPS"), the Company provides for the calculation of basic and diluted earnings per share. Basic EPS includes no dilution and is computed by dividing income or loss available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of securities that could share in the earnings or losses of the entity.

For the year ended December 31, 2023, 274,361,392 shares underlying convertible debt subject to a forbearance agreement, 48,560,783 shares underlying convertible debt and warrants to acquire 1,000,000 shares of common stock have been excluded from the calculation of diluted loss per share because their impact was anti-dilutive.

For the year ended December 31, 2022, warrants to acquire 1,000,000 shares of common stock have been excluded from the calculation of diluted loss per share because their impact was anti-dilutive.

Recent Accounting Pronouncements

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

NOTE 3 - GOING CONCERN

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company had a working capital and accumulated deficit of \$3,318,882 and \$8,242,429, respectively, as of December 31, 2023. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on its ability to raise the additional capital to meet short and long-term operating requirements. Management is continuing to pursue external financing alternatives to improve the Company's working capital position however additional financing may not be available upon acceptable terms, or at all. If the Company is unable to obtain the necessary capital, the Company may have to cease operations.

NOTE 4 – PROPERTY AND EQUIPMENT, NET

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

	2023	2022
Furniture and equipment	\$ -	\$ -
Vehicles	-	-
Leasehold improvements	-	-
Less: Accumulated depreciation	-	-
Property and equipment, net	<u>\$ -</u>	<u>\$ -</u>

Depreciation expenses totaled \$0 and \$0 for the years ended December 31, 2023 and 2022, respectively.

NOTE 5 - BORROWINGS

Convertible Notes Payable

On August 24, 2016, the Company issued two two-year unsecured convertible notes payable totaling \$200,000 pursuant to a private placement memorandum. The notes matured on August 24, 2018 and have an annual interest rate of 12.5%. At the election of the holder, upon the occurrence of certain events, the notes can be converted into common stock of the Company at a conversion price per share equal to 50% of the average bid price for the 30 consecutive business days prior to conversion. The conversion feature is contingent upon i) the successful filing of a registration statement to become publicly traded, and ii) the Company stock has become publicly quoted on the OTC Markets and iii) the conversion price is above \$0.10. In August 2018, the holders of the notes agreed to extend the maturity date of the notes to December 31, 2019, in exchange for warrants to acquire 600,000 shares of common stock for an exercise price of \$0.31 per share, exercisable over three years. The Company estimated the fair value of the warrants, totaling \$16,401, using the Black Scholes Method and recorded an additional discount against the note to be amortized over the extended term of the notes. During the year ended December 31, 2021, one of the holders elected to convert principal of \$100,000 and interest of \$55,209 into 7,626,978 shares of common stock. The notes are carried at \$98,425 with no remaining unamortized discount as of December 31, 2023 and 2022. This note is currently in default.

Convertible Notes Payable, Related Party

On October 23, 2015, a total of \$332,474 in advances from a related party was converted into two one-year unsecured convertible notes payable to Nicholas Campanella, Chief Executive Officer of the Company. The notes have an annual interest rate of 6% and are currently in default. At the election of the holder, the notes can be converted into common stock of the Company at a conversion price per share

equal to 20% of the average bid price for the three consecutive business days prior to conversion. As of December 31, 2023 and 2022, the balances of the notes totaled \$408,196.

On August 24, 2016, a total of \$75,000 in advances from a related party was converted into a two-year unsecured convertible note payable to Nicholas Campanella, Chief Executive Officer of the Company, pursuant to a private placement memorandum. The note matured on August 24, 2018, has an annual interest rate of 12.5% and is due at maturity. At the election of the holder, upon the occurrence of certain events, the note can be converted into common stock of the Company at a conversion price per share equal to 50% of the average bid price for the 30 consecutive business days prior to conversion. The conversion feature is contingent upon i) the successful filing of a registration statement to become publicly traded, and ii) the Company stock has become publicly quoted on the OTC Markets and iii) the conversion price is above \$0.10. In connection with this note, the Company issued 75,000 shares of Series B preferred stock, as further described in Note 6. As of December 31, 2023 and 2022, the balance of the notes was \$98,425.

Accrued interest on the convertible notes, related party totaled \$171,922 and \$149,789 as of December 31, 2023 and 2022, respectively, and is included in accrued expenses, related party within the accompanying consolidated balance sheets.

Project Financing Obligation

In June 2018, the Company received proceeds of \$260,000 pursuant to a partnership agreement and related partnership contribution agreements with third party investors, pursuant which investors have agreed to provide financing for no less than (10) ten new bus shelters being installed annually. Each investment in the partnership grants the investor the right to preferential distributions of profits related to the Company's contract with Rhode Island. The investors receive 100% of the profits from the Rhode Island contract to install 20 bus shelters until 100% of the initial investments are returned. Thereafter, the investors receive 20% of the remaining profits from Rhode Island contract. As of December 31, 2023 and 2022, no profits have been earned on the Rhode Island contract, no repayments have occurred, and the total amount of investments received totaling \$260,000 is reflected within the accompanying consolidated balance sheets as a Project Financing Obligation. The contract with Rhode island has been cancelled with the Company, the bus shelters have been either liquidated and/or disposed of, and the Company is in discussions with the third party investors on next steps concerning the project financing obligation.

Line of Credit, Related Party

On October 23, 2015, the Company entered into a line of credit agreement with Nicholas Campanella, Chief Executive Office of the Company, for a total value of \$250,000. The line of credit does not bear an interest rate and is payable on demand. As of December 31, 2023 and 2022, the balance of the debt to related party was \$171,922 and is included in advances from related parties within the accompanying consolidated balance sheets.

Notes Payable

On June 21, 2019, the Company issued a six-month ten percent interest promissory note in the amount of \$200,000. The note was funded July 8, 2019. Per the terms of the note, the Company agreed to issue to the lender 2,000,000 shares of restricted common stock, with a fair value of \$2,600 as an inducement. The balance of the note is \$200,000 as of December 31, 2023 and 2022. The note is currently in default.

NOTE 6 – STOCKHOLDERS' DEFICIT

Preferred stock

The Company is authorized to issue 20,000,000 shares of \$0.0001 par value preferred stock. As of December 31, 2023 and 2022, the Company has designated 12,000,000 shares of Series A Preferred Stock, 1,000,000 shares of Series B Convertible Preferred Stock, and 500,000 shares of Series C Convertible Preferred Stock.

Series A Preferred Stock - Each share of Series A Preferred Stock is entitled to 125 votes on all matters submitted to a vote to the stockholders of the Company, and does not have conversion, dividend or distribution upon liquidation rights.

Series B Preferred Stock - In connection with the reverse merger, the Company issued 2,000,000 shares of Series B Preferred Stock. Each share of Series B Preferred Stock automatically converted into 30.8565 shares of common stock after giving effect to the reverse stock split that occurred on October 3, 2017. Holders of Series B Preferred Stock are entitled to vote and receive distributions upon liquidation with common stockholders on an as-if converted basis.

Series C Preferred Stock - In connection with the reverse merger, the Company issued 275,000 shares of Series C Preferred Stock. Holders of Series C Preferred Stock are not entitled to voting rights or preferential rights upon liquidation. Each share of Series C Preferred Stock shall pay an annual dividend in the amount of \$0.125 per year, for a total of \$0.25, over an eighteen (18) month term, from the date of issuance (the “Commencement Date”). Dividend payments shall be payable as follows: (i) dividend in the amount of \$0.0625 per share of Series C Preferred Stock at the end of each of the third quarter and fourth quarter of the first twelve (12) months of the twenty-four (24) month period after the Commencement Date; and (ii) dividend in the amount of \$0.03125 per share of Series C Preferred Stock at the end of each of the four quarters of the second twelve (12) months of the twenty-four (24) month period after the Commencement Date. The source of payment of the dividends will be derived from up to thirty-five percent (35%) of net revenues (“Net Revenues”) from the street furniture division of the Corporation following the seventh (7th) month after the Commencement Date. To the extent the amount derived from the net revenues of the street furniture division is insufficient to pay dividends of Series C Preferred Stock, if a sufficient amount is available, the next quarterly payment date the funds will first pay dividends of Series C Preferred Stock past due. At the conclusion of twenty-four months after the Commencement Date, and upon the payment of all dividends due and owing on said Series C Preferred Stock, the Series C Preferred Stock shall automatically be redeemed by the Corporation and returned to the Corporation for cancellation, as unissued, non-designated, preferred shares. The Series C Preferred Stock were redeemed during the year ended December 31, 2019. As of December 31, 2023 and 2022, dividends payable of \$22,038 is reflected as dividends payable on the accompanying consolidated balance sheets.

Warrants

There was no warrant-related activity for the years ended December 31, 2023 and 2022:

The following summarizes warrant information as of December 31, 2023:

	Exercise Price	Number of Shares	Expiration Date
\$	10.00	100,000	October 27, 2027
\$	45.00	900,000	October 27, 2027
		1,000,000	

NOTE 7 - COMMITMENTS AND CONTINGENCIES

Employment Agreement

On December 20, 2014, the Company entered into a five-year employment agreement with Nicholas Campanella, Chief Executive Officer. Under the terms of the agreement, the Company is required to pay a base compensation of \$180,000 annually, subject to increases in cost of living and performance bonuses as awarded by the Board of Directors. After 5 years, the agreement is automatically renewed for an additional two years unless terminated by either party. As part of the agreement Mr. Campanella opted to defer, with no interest, the receipt of compensation under the agreement until the Company has the funds to pay its obligation. In October 2017, the Company issued 12,000,000 shares of Series A Preferred Stock and 1,250,000 shares of common stock to its chief executive officer in settlement of \$107,307 of accrued salary. At December 31, 2023 and 2022, the Company had accrued compensation of \$1,479,449 and \$1,253,465, respectively, and recorded the related expenses in ‘general and administrative’ on the accompanying consolidated statements of operations.

Significant Customers

For the year ended December 31, 2023, four Customers accounted for 27%, 26%, 21% and 12%, respectively, of the Company's revenues. As of December 31, 2023, accounts receivable from these Customers was zero and zero, respectively.

For the year ended December 31, 2022, two Customers accounted for 13% and 10%, respectively, of the Company's revenues. As of December 31, 2022, accounts receivable from these Customers totaled \$1,260 and zero, respectively.

Legal Matters

From time to time the Company is a party to various legal or administrative proceedings arising in the ordinary course of our business. While any litigation contains an element of uncertainty, we have no reason to believe that the outcome of such proceedings will have a material adverse effect on the consolidated financial condition or results of operations of the Company.

There is no material bankruptcy, receivership, or similar proceeding with respect to the Company or any of its significant subsidiaries.

There are no administrative or judicial proceedings arising from any federal, state, or local provisions that have been enacted or adopted regulating the discharge of materials into the environment or primary for the purpose of protecting the environment.

NOTE 8 - RELATED PARTY TRANSACTIONS

Certain affiliates have made non-interest-bearing advances. The balances of these advances, which are due on demand and include the advances from related parties noted in Note 5, totaled \$953,393 and \$620,432 as of December 31, 2023 and 2022, respectively. Included in accounts payable related parties as of December 31, 2023 and 2022, are expenses incurred with these affiliates totaling \$75,722 and \$71,512, respectively.

On April 1, 2023, the Company's wholly owned subsidiary, Sun Pacific Power Corp. entered into a joint venture agreement with CAC Realty, LLC, an entity wholly owned by Nicholas Campanella, our sole director and chief executive officer. The joint venture provides that Mr. Campanella will provide the working capital to operate Sun Pacific Power Corp.'s solar sales operations for a period of up to 4 months. In return, CAC Realty, LLC will receive a 12 month, 5% promissory note for all moneys paid to the joint venture and 30% of gross profits earned by Sun Pacific Power Corp. An independent sales and marketing company was engaged by the Company to provide sales and marketing solar sales and other directly related services. All monies provided by CAC Realty, LLC to Sun Pacific Power Corp was used by the independent sales and marketing company. No material sales were realized, and the promissory note is currently in default and interest has been waived.

NOTE 9 – INCOME TAXES

The Company accounts for income taxes in accordance with ASC 740 which prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. There were no unrecognized tax benefits as of December 31, 2023 and 2022.

As of December 31, 2023, the Company has available net operating loss carry forwards of approximately \$4.6million which begin to expire in 2037.

The Company assesses the recoverability of its net operating loss carry forwards and other deferred tax assets and records a valuation allowance to the extent recoverability does not satisfy the "more likely than not" recognition criteria. The Company continues to maintain the valuation allowance until sufficient positive evidence exists to support full or partial reversal. As of December 31, 2023 the Company had a valuation allowance totaling approximately \$1.6 million against its deferred tax assets due to insufficient positive evidence, primarily consisting of losses within the taxing jurisdictions that have tax attributes and deferred tax assets.

NOTE 10 – SEGMENT INFORMATION

During the years ended December 31, 2023 and 2022, the Company only operated in one segment, outdoor advertising.

NOTE 11 – SUBSEQUENT EVENTS

Management of the Company has performed a review of all events and transactions occurring after the consolidated balance sheet date to determine if there were any such events or transactions requiring adjustment to or disclosure in the accompanying consolidated financial statements, noting that there were no such events or transactions that occurred other than on Friday, February 16, 2024, FINRA effectuated the reverse stock split of 1:4000. The action was approved by shareholders on October 13, 2023. As a result, there are currently 244,193 shares of common stock outstanding.