

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GEMZ Corp.

2180 North Park Avenue
Unit 200
Winter Park, Florida, 32789

(407) 674-9444
www.badgerblox.com
gemzcorporation@gmail.com
SIC 7389

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:

1,483,994,694 as of September 30, 2024

1,483,994,694 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 GEMZ Corp NV.

- Gamma Zed Partners Corp. until June 29, 2021.
- GEMZ Corp. until June 21, 2021.
- MSM Jewelry Corp. until October 2003.
- American Jewelry Corp. until July 2002.
- United Ventures Group, Inc. ("UVGI") until October 2000.
- Travelnet International Corp. until October 1998.
- Advanced Ceiling Supplies Corp. until April 2000.

The issuer was incorporated in the State of Colorado as Advanced Ceiling Supplies Corp. on August 9, 1995. The issuer completed a reverse merger with United Ventures Group, Inc., a Nevada corporation, on April 7, 2000, and changed its name to United Ventures Group, Inc. United Ventures Group, Inc. was originally incorporated as Travelnet International Corp, in the State of Nevada in May 1996 and changed its name to United Ventures Group, Inc. in October 1998.

On June 4, 2021, subsequent to the end of this reporting period, the court-appointed Custodian issued to itself seven hundred thousand (700,000) shares of Series A Preferred Stock for custodian services.

On June 4, 2021, subsequent to the end of this reporting period, by Unanimous Written Consent of the Board of Directors and a majority vote of the shareholders of the Series A Preferred Stock, the Company authorized a 1 for 2,000,001 reverse stock split of the Company's Series A Preferred Stock with an effective date of June 4, 2021. No fractional shares were issued, leaving zero (0) shares of Series A Preferred Stock being issued and outstanding.

On June 4, 2021, subsequent to the end of this reporting period, the court-appointed Custodian authorized a new class of preferred stock, the Special 2021 Series A Preferred Stock, with one (1) share authorized, convertible at 1 for 1,000,000,000 common shares, and super voting rights of 60% of all votes.

On June 4, 2021, subsequent to the end of this reporting period, the court-appointed Custodian granted to itself one (1) share of Special 2021 Series A Preferred Stock.

On May 11, 2022 the custodianship was discharged in Clark County District Court.

Current State and Date of Incorporation or Registration: Nevada
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:

Trading was suspended for 10 days by the SEC pursuant to Section 12(k) of the Securities Exchange Act of 1934 from 9:30AM on 12-1-04 until 11:59PM on 12-14-04 for not making required periodic filings with the Commission.

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:

2180 North Park Avenue
Suite 200
Winter Park, Florida, 32789

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:

On June 3, 2021, the District Court of Clark County, Nevada, case number A21-834775-C, entered an Order Granting Application for Appointment of SSM Monopoly Corporation as Custodian of the Company. Pursuant to the Order, SSM Monopoly Corporation (the "Custodian") had the authority to take any actions on behalf of the Company, that are reasonable, prudent or for the benefit of the Company, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering into contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, was required to meet the requirements under the Nevada charter.

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (702) 361-3033
Email: paul@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada, 89119

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:	GMZP
Exact title and class of securities outstanding:	Common Stock
CUSIP:	368667200
Par or stated value:	\$0.001
Total shares authorized:	6,300,000,000 as of date: September 30, 2024
Total shares outstanding:	1,483,994,694 as of date: September 30, 2024
Total number of shareholders of record:	344 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 the security:	Special 2021 Series A Preferred Stock
Par or stated value:	\$0.001
Total shares authorized:	1 as of date: September 30, 2024

Total shares outstanding (if applicable): 1 as of date: September 30, 2024
Total number of shareholders of record: 1 as of date: September 30, 2024

Exact title and class of the security: Series A Preferred Stock
Par or stated value: \$0.001
Total shares authorized: 5,000,000 as of date: September 30, 2024
Total shares outstanding (if applicable): 0 as of date: September 30, 2024
Total number of shareholders of record: 0 as of date: September 30, 2024

Security Description:

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

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

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.

The Special 2021 Series A Preferred Stock has 60% voting rights, and each share can be converted into 1,000,000,000 shares of common stock.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares 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> Date <u>12/31/2021</u> Common: <u>6,101,624,694</u> Preferred: <u>1</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***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.
7/21/2022	Cancellation	5,282,630,000	Common	n/a	n/a	n/a	n/a	Restricted	Exempt
8/14/2023	New Issuance	70,000,000	Common	\$35,000	n/a	Leo's New Company, LLC – Miguel Santana	Subscription Agreement	Unrestricted	Reg A
8/14/2023	New Issuance	70,000,000	Common	\$35,000	n/a	Emerging Elements, Inc. – Rebecca Miller	Subscription Agreement	Unrestricted	Reg A
1/10/2024	New Issuance	75,000,000	Common	\$15,000	n/a	Leo's New Company, LLC – Miguel Santana	Subscription Agreement	Unrestricted	Reg A
2/16/2024	New Issuance	75,000,000	Common	\$15,000	n/a	Emerging Elements, Inc. – Rebecca Miller	Subscription Agreement	Unrestricted	Reg A
2/20/2024	New Issuance	75,000,000	Common	\$15,000	n/a	Leo's New Company, LLC – Miguel Santana	Subscription Agreement	Unrestricted	Reg A
4/24/2024	New Issuance	100,000,000	Common	\$20,000	n/a	Leo's New Company, LLC – Miguel Santana	Subscription Agreement	Unrestricted	Reg A
6/10/2024	New Issuance	100,000,000	Common	\$20,000	n/a	Leo's New Company, LLC – Miguel Santana	Subscription Agreement	Unrestricted	Reg A
6/20/2024	New Issuance	100,000,000	Common	\$20,000	n/a	Leo's New Company, LLC – Miguel Santana	Subscription Agreement	Unrestricted	Reg A
Shares Outstanding on Date of This Report: Date <u>6/30/2024</u> <u>Ending Balances</u> Common: <u>1,483,994,694</u> Preferred: <u>1</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:

Note 1: The 1 share of Special 2021 Series A Preferred issued to SSM Monopoly Corporation, was transferred to Stephen W. Carnes, the Company's current CEO/President/Secretary pursuant to the agreements resulting in the change of control of the Company on February 23, 2023.

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.)
2/23/2023	\$0 ¹	\$20,000	-0-	None	None	Stephen W. Carnes	Operating expenses
3/7/2023	\$0 ¹	\$2,500	-0-	None	None	Stephen W. Carnes	Operating expenses
3/23/2023	\$0 ¹	\$3,500	-0-	None	None	Stephen W. Carnes	Operating expenses
3/31/2023	\$0	\$2,762	-0-	None	None	Chris Schrubey	Operating expenses
4/17/2023	\$0 ¹	\$12,500	-0-	None	None	Stephen W. Carnes	Operating expenses
5/9/2023	\$1,025 ^{1,2}	\$2,525	-0-	None	None	Stephen W. Carnes	Operating expenses
5/24/2023	-0-	\$15,000	-0-	None	None	Leo's New Company, LLC (controlling person is Miguel Santana)	Operating expenses
6/29/2023	\$5,000 ²	\$5,000	-0-	None	None	Stephen W. Carnes	Operating expenses
7/7/2023	\$3,660 ²	\$3,660	-0-	None	None	Stephen W. Carnes	Operating expenses
8/7/2023	\$2,500 ²	\$2,500	-0-	None	None	Stephen W. Carnes	Operating expenses
8/10/2023	\$31,185 ²	\$40,000	-0-	None	None	Stephen W. Carnes	Operating expenses
8/11/2023	\$190,000 ²	\$190,000	-0-	None	None	Gallagher Holdings, Inc. – Dr. Cory Gallagher	Operating expenses
9/25/2023	\$20,000	\$20,000	-0-	None	None	Stephen W. Carnes	Operating expenses
11/3/2023	\$16,000	\$16,000	-0-	None	None	Stephen W. Carnes	Operating expenses
12/4/2023	\$10,000	\$10,000	-0-	None	None	Tocca Life Holdings (Stephen W. Carnes)	Operating Expenses
4/11/2024	\$5,000	\$5,000	-0-	None	None	Stephen W. Carnes	Operating expenses

5/3/2024	\$5,000	\$5,000	-0-	None	None	Tocca Life Holdings (Stephen W. Carnes)	Operating Expenses
8/26/2024	\$4,000	\$4,000	-0-	None	None	Stephen W. Carnes	Operating expenses
9/27/2024	\$1,000	\$1,000	-0-	None	None	Stephen W. Carnes	Operating expenses

*****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:

Note 1: On August 16, 2023, the Company returned \$40,000, of the advances made to the Company by Stephen W. Carnes, and as a result the loans made to the Company dated 2/23/2023, 3/7/2023, 3/23/2023, 4/17/2023 have been fully satisfied, and the balance of the 5/9/2023 advance has been reduced from \$2,525 to \$1,025.

Note 2: On May 18, 2023, the Company's wholly owned subsidiary BadgerBloX entered into a real estate purchase agreement to acquire a property in Gillett, Wisconsin. The property consists of both land and building which contains both office space and warehouse production space. On August 11, 2023 the Company completed the purchase of the property. The acquisition price of the property was \$240,000, and the Company has been provided title to this property. The prior owner is holding a note on the land, and the Company has agreed to make interest only payments for 18 months. At closing the prior deposit of \$10,000 was credited to the note balance, and the Company paid an additional \$40,000 towards the principal amount due. At September 30, 2024, the total outstanding principal balance is \$190,000.

Note 3: On July 24, 2024, the Company returned \$20,000, of the advances made to the Company by Stephen W. Carnes, and as a result the loans made to the Company dated 5/9/2023, 6/29/2023, 7/7/2023, 8/7/2023 have been fully satisfied, and the balance of the 8/10/2023 advance has been reduced from \$40,000 to \$32,185.

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")

In connection with the change in control on February 23, 2023, the Company acquired a business entity operating under the name BadgerBloX Homes, Inc., a Wisconsin corporation ("BadgerBloX"). BadgerBloX specializes in the development of living and working space solutions crafted from repurposing shipping containers.

Operations will include working with customers to create a custom living/working space that will fit their needs. This will involve a design process that will be determined based on the client's project location, timeline, budget, and local ordinances.

Manufacturing will consist of utilizing 'select' new or used shipping containers of various sizes, purchased from 3rd parties, and building it according to the specific plans and requirements laid out by the customers and the design drawings. This may or may not include custom built cabinetry, pre-manufactured cabinetry, composite or non composite materials. Electrical, plumbing and HVAC will also be completed in house using correct materials that will adhere to specific city, county, and state codes.

BadgerBloX will also offer post build services such as setup, or working with local contractors for water, sewer, power hookup as well as pre delivery support such as grading and landscaping.

BadgerBloX other operations of business will be to provide "for rent" storage solutions using "select" used shipping containers refurbished for commercial or general public storage needs. The Company will also provide delivery and pickup of the storage units.

BadgerBloX recognizes that the key to success lies in the Company's ability to effectively coordinate their sales and marketing activities. BadgerBloX will develop a comprehensive strategy to reach and engage potential customers, using a variety of channels and strategies.

The Company will establish a presence on multiple social media platforms, including Facebook, Twitter, and Instagram. By regularly posting updates on the Company's latest products and projects, showcasing customer testimonials, and sharing industry news and trends, BadgerBloX aims to build trust and credibility with their audience and generate leads and sales.

The Company plans to build a database of prospective customers and regularly send out targeted email campaigns to these individuals. These campaigns include information about new products, promotions, and upcoming events, as well as helpful resources like tips and advice for those interested in shipping container conversions. By nurturing these leads and providing valuable information, the Company hopes to convert interested prospects into satisfied customers.

In addition to social media and email marketing, the Company plans to leverage traditional advertising methods to raise awareness of their products and services. They will place ads in relevant industry publications and websites, as well as local newspapers and magazines. This approach will help to attract potential customers who may not have discovered BadgerBloX through other channels.

The Company is committed to developing a well-rounded approach to sales and marketing. By leveraging social media, email marketing, and traditional advertising methods, they hope to reach and engage with a wide audience of potential customers. Through their consistent efforts and commitment to quality, BadgerBloX aims to establish themselves as a trusted and reputable provider of shipping container conversions.

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

BadgerBloX – see above description of business plan and operations.

C. Describe the issuers' principal products or services.

BadgerBloX – 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 occupies 700 square feet of office space at 2180 Park Avenue North, Unit 200, Winter Park, Florida which is a location occupied by various businesses associated with the current President and CEO of the Company, as of the date of this report. The Company does not currently have a lease agreement in place for this location.

On May 18, 2023, the Company's wholly owned subsidiary BadgerBloX entered into a real estate purchase agreement to acquire a property in Gillett, Wisconsin. The property consists of both land and building which contains both office space and warehouse production space. The Company anticipates utilizing the property as BadgerBloX's headquarters and primary production facility. The purchase agreement is conditional upon local government regulatory approval of intended use at an upcoming review committee hearing. On August 11, 2023 the Company completed the purchase of the property. The acquisition price of the property was \$240,000, and the Company has been provided title to this property. The prior owner is holding a note on the land, and the Company has agreed to make interest only payments for 18 months.

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
Stephen W. Carnes	CEO, President, Treasurer, Secretary, Director, Owner of >5%	Orlando, FL	1	Special 2021 Series A Preferred	100%	-

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.

None noted.

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: Eric Newlan
Firm: Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road – Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

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

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 Ventures, LLC
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@h-squared.net

9) Disclosure & Financial Information

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

Name: H-Squared Ventures, LLC/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 Ventures, LLC/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.

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.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Stephen W. Carnes certify that:

1. I have reviewed this Disclosure Statement for GEMZ 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.

October 22, 2024

/s/ Stephen W. Carnes
[CEO's Signature]

Principal Financial Officer:

I, Stephen W. Carnes certify that:

1. I have reviewed this Disclosure Statement for GEMZ 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.

October 22, 2024

/s/ Stephen W. Carnes
[CFO's Signature]

GEMZ CORP.
CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 and 2023

	Pages
Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023 (Unaudited)	F-2
Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023 (Unaudited)	F-3
Consolidated Statements of Shareholders' Equity for the three and nine months ended September 30, 2024 and 2023 (Unaudited)	F-4
Consolidated Statements of Cash flows for the nine months ended September 30, 2024 and 2023 (Unaudited)	F-5
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GEMZ CORP.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	Nine Months Ended September 30, 2024	Year Ended December 31, 2023
<u>ASSETS</u>		
Current Assets	\$	\$
Cash	3,324	6,749
Accounts receivable	2,000	-
Total Current Assets	<u>5,324</u>	<u>6,749</u>
Investment in consolidated subsidiary - BadgerBloX	20,000	20,000
Land	240,000	240,000
Total Assets	<u>\$ 265,324</u>	<u>\$ 266,749</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY/(DEFICIENCY)</u>		
Current Liabilities	\$	\$
Total Current Liabilities	-	-
Note payable (land)	190,000	190,000
Note payable	-	15,000
Note payable – related parties	93,195	98,195
Total Liabilities	<u>283,195</u>	<u>303,195</u>
Stockholders' Equity (Deficiency)		
Series A Preferred Stock, \$0.001 par value, 5,000,000 shares authorized, none issued and outstanding at September 30, 2024 and December 31, 2023, respectively.	-	-
Special 2021 Series A Preferred Stock, \$0.001 par value 1 share authorized, 1 issued and outstanding at September 30, 2024 and December 31, 2023, respectively.	1	1
Common stock, \$0.001 par value; 6,300,000,000 shares authorized, 1,483,994,694 and 958,994,694 issued and outstanding, at September 30, 2024 and December 31, 2023, respectively.	1,483,995	958,995
Additional paid-in capital	70,926,176	71,346,176
Accumulated deficit	(72,428,043)	(72,341,618)
Total Stockholders' Equity (Deficit)	<u>(17,871)</u>	<u>(36,446)</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 265,324</u>	<u>\$ 266,749</u>

See accompanying notes to consolidated financial statements

GEMZ CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	5,750	–	\$ 7,750	\$ –
Operating Expenses				
Construction	800	–	9,761	–
Consultants & contractors	17,100	–	45,200	–
General and administrative	4,713	22,086	9,931	24,977
Legal & professional fees	2,000	19,362	8,000	43,119
Property taxes	–	–	1,579	–
Repairs & maintenance	–	–	97	–
Supplies	516	–	4,292	–
Utilities	612	–	3,204	–
Total Operating Expenses	<u>25,741</u>	<u>41,448</u>	<u>82,064</u>	<u>68,096</u>
Profit (Loss) from Operations	(19,991))	(41,448)	(74,314)	(68,096)
Other Income (Expense)				
Interest income	1	1	1	1
Property tax credit at closing	–	1,576	–	1,576
Interest expense	(4,037)	(1,346)	(12,112)	(1,346)
Total Other Income (Expense)	<u>(4,036)</u>	<u>231</u>	<u>(12,111)</u>	<u>231</u>
Net Loss Before provision for Income Taxes	(24,027)	(41,217)	(86,425)	(67,865)
Provision for Income Taxes	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
NET PROFIT (LOSS)	<u>(24,027)</u>	<u>(41,217)</u>	<u>(86,425)</u>	<u>(67,865)</u>
Net Profit (Loss) Per Share: Basic and Diluted	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>
Weighted Average Number of Shares Outstanding: Basic and Diluted	<u>1,483,994,694</u>	<u>891,302,386</u>	<u>1,291,778,577</u>	<u>6,101,624,694</u>

See accompanying notes to consolidated financial statements

GEMZ CORP.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)
(Unaudited)

For the Three and Nine Months Ended September 30, 2024 and 2023

	Series A Preferred		Special 2021 Series A Preferred		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity/ (Deficit)
	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)			
Balance December 31, 2022	-	-	1	0	818,994,694	818,995	71,416,176	(72,235,171)	-
Net loss	-	-	-	-	-	-	-	(8,762)	(8,762)
Balance March 31, 2023	-	-	1	0	818,994,694	818,995	71,416,176	(72,243,933)	(8,762)
Rounding	-	-	-	-	-	-	-	1	1
Net loss	-	-	-	-	-	-	-	(17,887)	(17,887)
Balance June 30, 2023	-	-	1	0	818,994,694	818,995	71,416,176	(72,261,819)	(26,648)
Issuance of shares for subscription agreements	-	-	-	-	140,000,000	140,000	(70,000)	-	70,000
Net loss	-	-	-	-	-	-	-	(41,217)	(41,217)
Balance September 30, 2023	-	-	1	0	958,994,694	958,994	71,346,176	(72,303,037)	2,135

	Series A Preferred		Special 2021 Series A Preferred		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity/ (Deficit)
	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)			
Balance December 31, 2023	-	-	1	0	958,994,694	958,995	71,346,176	(72,341,618)	(36,446)
Rounding	-	-	-	-	-	-	(1)	2	1
Issuance of shares for subscription agreements	-	-	-	-	225,000,000	225,000	(180,000)	-	45,000
Net loss	-	-	-	-	-	-	-	(39,175)	(39,175)
Balance March 31, 2024	-	-	1	0	1,183,994,694	1,183,995	71,166,175	(72,380,791)	(30,620)
Rounding	-	-	-	-	-	-	1	(2)	(1)
Issuance of shares for subscription agreements	-	-	-	-	300,000,000	300,000	(240,000)	-	60,000
Net loss	-	-	-	-	-	-	-	(23,223)	(23,223)
Balance June 30, 2024	-	-	1	0	1,483,994,694	1,483,995	70,926,176	(72,404,016)	6,156
Net loss	-	-	-	-	-	-	-	(24,027)	(24,027)
Balance September 30, 2024	-	-	1	0	1,483,994,694	1,483,995	70,926,176	(72,428,043)	(17,871)

See accompanying notes to consolidated financial statements

GEMZ CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended	
	September 30,	
	2024	2023
Cash Flows From Operating Activities:		
Net Loss	\$ (86,425)	\$ (67,865)
Adjustments to reconcile net loss to net cash used in operations		
Changes in operating assets and liabilities:		
Accounts receivable	(2,000)	-
Investment in consolidated subsidiary	-	(20,000)
Net Cash Provided by (Used in) Operating Activities	(88,425)	(87,865)
Cash Flows From Investing Activities:		
Deposit on land	-	(10,000)
Net Cash Used in Investing Activities	-	(10,000)
Cash Flows From Financing Activities:		
Note payable – land	-	190,000
Notes payable – related parties	(5,000)	89,957
Notes payable – other	(15,000)	-
Proceeds from sale of common stock	105,000	70,000
Net Cash Provided by Financing Activities	85,000	349,957
Net Increase (Decrease) in Cash	(3,425)	22,092
Cash at Beginning of Period	6,749	-
Cash at End of Period	\$ 3,324	\$ 22,092
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 12,112	\$ 1,346

Supplemental disclosure of non-cash investing and financing activities:

See accompanying notes to consolidated financial statements

GEMZ CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 and 2023
(Unaudited)

NOTE 1 – ORGANIZATION AND BUSINESS

GEMZ Corp. (the “Company”, “we”, “us” or “our”), a Nevada corporation, has a fiscal year end of December 31 and is listed on the OTC Pink Markets under the trading symbol GMZP. The Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It had also failed to meet the required reporting requirements with the Nevada Secretary of State, hold an annual meeting of stockholders and pay its annual franchise tax from 2008 to 2021 which resulted in its Nevada charter being revoked. The Company also failed to provide adequate current public information as defined in Rule 144, promulgated under the Securities Act of 1933, and was thus subject to revocation by the Securities and Exchange Commission pursuant to Section 12(k) of the Exchange Act. On May 18, 2021, a shareholder filed a petition for custodianship, with the District Court, Clark County, Nevada and was appointed as the custodian of the Company on June 3, 2021. The Company’s Nevada charter was reinstated on June 21, 2021, and all required reports were filed with the State of Nevada soon after. The Company remains inactive as of the date of this report and is currently taking steps to provide adequate current public information to meet the requirements under the Securities Act of 1933. The custodian was not able to recover any of the Company’s accounting records from previous management but was able to get the shareholder information hence the Company’s outstanding common shares were reflected in the equity section of the unaudited financial statements for the years ended December 31, 2022 and 2021.

The issuer was incorporated in the State of Colorado as Advanced Ceiling Supplies Corp. on August 9, 1995. The issuer completed a reverse merger with United Ventures Group, Inc., a Nevada corporation, on April 7, 2000, and changed its name to United Ventures Group, Inc. United Ventures Group, Inc. was originally incorporated as Travelnet International Corp, in the State of Nevada in May 1996 and changed its name to United Ventures Group, Inc. in October 1998. In October 2000, the issuer amended its Articles of Incorporation to change its name to American Jewelry Corp. In July 2002, the issuer amended its Articles of Incorporation to change its name to MSM Jewelry Corp. In October 2002, the issuer amended its Articles of Incorporation to change its name to GEMZ Corp. in October 2003.

On April 27, 2021, SSM Monopoly Corporation, a shareholder of the Company, served a demand to the Company, at the last address of record, to comply with the Nevada Secretary of State statues N.R.S. 78.710 and N.R.S. 78.150. On May 18, 2021, a petition was filed against the Company in the District Court of Clark County, Nevada, entitled “In the Matter of GEMZ CORP., a Nevada corporation” under case number A-21-834775-C by SSM Monopoly Corporation, along with an Application for Appointment of Custodian, after several attempts to locate prior management and reinstate the Company’s Nevada charter, which had been revoked.

On June 3, 2021, the District Court of Clark County, Nevada entered an Order Granting Application for Appointment of SSM Monopoly Corporation LLC (the “Order”), as Custodian of the Company. Pursuant to the Order, the SSM Monopoly Corporation (the “Custodian”) has the authority to take any actions on behalf of the Company, that are reasonable, prudent or for the benefit of pursuant to, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, is required to meet the requirements under the Nevada charter.

On June 4, 2021, the Custodian appointed Kareem Mansour as the Company’s sole officer and director. On February 23, 2023, Kareem Mansour sold his controlling interest in a private transaction to Stephen W. Carnes, the now current sole director and president and CEO of the Company.

In connection with the change in control on February 23, 2023, the Company acquired a business entity operating under the name BadgerBloX Homes, Inc., a Wisconsin corporation (“BadgerBloX”). BadgerBloX specializes in the development of living and working space solutions crafted from repurposing shipping containers.

Operations will include working with customers to create a custom living/working space that will fit their needs. This will involve a design process that will be determined based on the client’s project location, timeline, budget, and local ordinances.

Manufacturing will consist of utilizing ‘select’ new or used shipping containers of various sizes, purchased from 3rd parties, and building it according to the specific plans and requirements laid out by the customers and the design drawings. This may or may not include custom built cabinetry, pre-manufactured cabinetry, composite or non composite materials. Electrical, plumbing and HVAC will also be completed in-house using correct materials that will adhere to specific city, county, and state codes.

BadgerBloX will also offer post build services such as setup, or working with local contractors for water, sewer, power hookup as well as pre delivery support such as grading and landscaping.

BadgerBloX other operations of business will be to provide “for rent” storage solutions using “select” used shipping containers refurbished for commercial or general public storage needs. The Company will also provide delivery and pickup of the storage units.

BadgerBloX recognizes that the key to success lies in the Company’s ability to effectively coordinate their sales and marketing activities. BadgerBloX will develop a comprehensive strategy to reach and engage potential customers, using a variety of channels and strategies.

The Company will establish a presence on multiple social media platforms, including Facebook, Twitter, and Instagram. By regularly posting updates on the Company’s latest products and projects, showcasing customer testimonials, and sharing industry news and trends, BadgerBloX aims to build trust and credibility with their audience and generate leads and sales.

The Company plans to build a database of prospective customers and regularly send out targeted email campaigns to these individuals. These campaigns include information about new products, promotions, and upcoming events, as well as helpful resources like tips and advice for those interested in shipping container conversions. By nurturing these leads and providing valuable information, the Company hopes to convert interested prospects into satisfied customers.

In addition to social media and email marketing, the Company plans to leverage traditional advertising methods to raise awareness of their products and services. They will place ads in relevant industry publications and websites, as well as local newspapers and magazines. This approach will help to attract potential customers who may not have discovered BadgerBloX through other channels.

The Company is committed to developing a well-rounded approach to sales and marketing. By leveraging social media, email marketing, and traditional advertising methods, they hope to reach and engage with a wide audience of potential customers. Through their consistent efforts and commitment to quality, BadgerBloX aims to establish themselves as a trusted and reputable provider of shipping container conversions.

On May 18, 2023, the Company’s wholly owned subsidiary BadgerBloX entered into a real estate purchase agreement to acquire a property in Gillett, Wisconsin. The property consists of both land and building which contains both office space and warehouse production space. The Company anticipates utilizing the property as BadgerBloX’s headquarters and primary production facility. The purchase agreement is conditional upon local government regulatory approval of intended use at an upcoming review committee hearing.

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. The Company has generated only nominal revenues to date and at September 30, 2024, has an accumulated deficit of \$72,428,043 and a working capital \$25,324. 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.

Management plans to identify adequate sources of funding to provide operating capital for continued growth. In its continued efforts to raise capital, during the three and nine months ended September 30, 2024, the Company sold a total 0 and 300,000,000 shares of its common stock on subscription agreements associated with the Company’s Reg A offering, respectively; this resulted in total proceeds to the Company during the three and nine months ended September 30, 2024, of \$0 and \$60,000, respectively.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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 generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815 "Derivatives and Hedging Activities".

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when it has been determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: The Company records when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

Deferred Income Taxes and Valuation Allowance

The Company accounts for income taxes under ASC 740 Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized at September 30, 2024.

Financial Instruments

"Fair Value Measurements and Disclosures," defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted

prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2024. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

The Company does not have any assets or liabilities measured at fair value on a recurring basis.

Long-lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. We did not recognize any impairment losses for any periods presented.

Property and 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 years). As of September 30, 2024, the Company did not have any Fixed Assets.

Related Parties

The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions. The Company leases office space from an entity that is controlled by the CEO and a Director of the Company.

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. As of September 30, 2024, the Company did not have any stock-based transactions.

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.

Forgiveness of Indebtedness

The Company follows the guidance of AS 470.10 related to debt forgiveness and extinguishment. Debts of the Company are considered extinguished when the statute of limitations in the applicable jurisdiction expires or when terminated by judicial authority such as the granting of a declaratory judgment. Debts to related parties or shareholders are treated as capital transactions when forgiven or extinguished and credited to additional paid in capital. Debts to non-related parties are treated as other income when forgiven or extinguished.

Leases

In February 2016, the FASB issued ASU 2016-02, "Leases" Topic 842, which amends the guidance in former ASC Topic 840, Leases ("ASC 840"). The new standard increases transparency and comparability most significantly by requiring the recognition by lessees of right-of-use ("ROU") assets and lease liabilities on the balance sheet for all leases longer than 12 months. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. For lessees, leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement, over the expected term on a straight-line basis. Operating leases are recognized on the balance sheet as right-of-use assets, current operating lease liabilities and non-current operating lease liabilities. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities on our consolidated balance sheets. Finance leases are included in property and equipment, current liabilities, and long-term liabilities on our consolidated balance sheets.

When the Company initiates a lease, we will record the transaction in accordance with ASC 840.

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 – INVESTMENT IN CONSOLIDATED SUBSIDIARY

On February 23, 2023, coincidental to the change of control, the Company made an investment to acquire 100% of the assets of BadgerBloX, now a wholly-owned subsidiary of the Company. This developmental stage business, as described in Note 1, is working to fulfill its business plan.

NOTE 5 – NOTES PAYABLE – RELATED PARTY

Beginning on February 23, 2023, the Company issued a demand note to an officer of the Company who will periodically advance monies to the Company for operating expenses. This demand note will accumulate as monies are advanced. The note has no interest obligations and is not convertible into the Company's stock and does not have a maturity date. During the year ended December 31, 2023, the officer has advanced a total of \$128,195, and during this same year, the Company has repaid the officer \$40,000. During the three and nine months ended September 30, 2024, this entity extended an additional \$5,000 and \$10,000, respectively to cover operating expenses for the Company; in addition, during the three and nine months ended September 30, 2024, the Company repaid \$0 and \$20,000, respectively to this entity. The Company will continue to repay this related party as is economically feasible for the Company to do so without it causing significant burden to the Company. At September 30, 2024, the balance due this related party is \$78,195.

On March 31, 2023, the Company issued a demand note to an officer of the Company who has advanced monies to the Company's wholly-owned subsidiary (BadgerBlox) for operating expenses from inception of the subsidiary through December 31, 2023. This demand note will accumulate as monies are advanced. The note has no interest obligations and is not convertible into the Company's stock and does not have a maturity date. During the year ended December 31, 2023, the officer of the Company advanced a total of \$8,262, and during that same year, the Company repaid the related party a total of \$8,262. At September 30, 2024, the balance due to this related party is \$0.

On December 4, 2023, the Company issued a demand note to a related party, an entity controlled by the director of the Company, in the amount of \$10,000. During the three and nine months ended September 30, 2024, this entity extended an additional \$0 and \$5,000, respectively to cover operating expenses for the Company. The note has no interest obligations and is not convertible into the Company's stock and does not have a maturity date. At September 30, 2024, the balance due to this related party is \$15,000.

NOTE 6 – NOTES PAYABLE

On May 18, 2023, the Company's wholly owned subsidiary BadgerBloX entered into a real estate purchase agreement to acquire a property in Gillett, Wisconsin. The property consists of both land and building which contains both office space and warehouse production space. On August 11, 2023 the Company completed the purchase of the property. The acquisition price of the property was \$240,000, and the Company has been provided title to this property. The prior owner is holding a note on the land, and the Company has agreed to make interest only payments for 18 months. At closing the prior deposit of \$10,000 was credited to the note balance, and the Company paid an additional \$40,000 towards the principal amount due. At September 30, 2024, the total outstanding principal balance is \$190,000.

On May 24, 2023, the Company issued a demand note to Leo's New Company in the amount of \$15,000 used for operating capital to include making the deposit for a land acquisition. The note has no interest obligations and is not convertible into the Company's stock and does not have a maturity date. The Company will repay the party at such time as is economically feasible for the Company to do so without it causing significant burden to the Company. During the three and nine months ended September 30, 2024, the Company repaid \$7,500 and 47,500, respectively. At September 30, 2024, the balance due is \$0.

NOTE 7 – SHAREHOLDERS' EQUITY

Common Stock

The Company has 6,300,000,000 authorized common shares with a par value of \$0.001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought.

On May 11, 2022, the custodianship was discharged in Clark County District Court. Upon the discharge, 5,282,630,000 shares were ordered cancelled by the Court Order. On July 21, 2022, the 5,282,630,000 common shares were cancelled and removed by Pacific Stock Transfer, the Company's transfer agent.

On August 14, 2023, the Company sold a total 140,000,000 shares of its common stock to two parties (70,000,000 shares each) for a total of \$70,000 (\$35,000 each party), on subscription agreements associated with the Company's Reg A offering.

On January 10, 2024, the Company sold a total 75,000,000 shares of its common stock to an investor for a total of \$15,000 on a subscription agreements associated with the Company's Reg A offering.

On February 16, 2024, the Company sold a total 75,000,000 shares of its common stock to an investor for a total of \$15,000 on a subscription agreements associated with the Company's Reg A offering.

On February 20, 2024, the Company sold a total 75,000,000 shares of its common stock to an investor for a total of \$15,000 on a subscription agreements associated with the Company's Reg A offering.

On April 24, 2024, the Company sold a total 100,000,000 shares of its common stock to an investor for a total of \$20,000 on a subscription agreements associated with the Company's Reg A offering.

On June 10, 2024, the Company sold a total 100,000,000 shares of its common stock to an investor for a total of \$20,000 on a subscription agreements associated with the Company's Reg A offering.

On June 20, 2024, the Company sold a total 100,000,000 shares of its common stock to an investor for a total of \$20,000 on a subscription agreements associated with the Company's Reg A offering.

There were 1,483,994,694 common shares issued and outstanding at September 30, 2024.

Preferred Stock

The Company is authorized to issue a total of 5,000,001 shares of preferred stock with a par value of \$0.001 per share, of which 5,000,000 shares are designated as Series A Preferred Stock, and 1 share is designated as Special 2021 Series A Preferred Stock.

On June 4, 2021, the court-appointed Custodian issued to itself seven hundred thousand (700,00) shares of Series A Preferred Stock for custodian services. On June 4, 2021, by Unanimous Written Consent of the Board of Directors and a majority vote of the shareholders of the Series A Preferred Stock, the Company authorized a 1 for 2,000,001 reverse stock split of the Company's Series A Preferred Stock with an effective date of June 4, 2021. No fractional shares were issued, leaving zero (0) shares of Series A Preferred Stock being issued and outstanding.

On June 4, 2021, the Custodian designated one share of preferred stock as Special 2021 Series A Preferred Stock at par value of \$0.001. The Special 2021 Series A Preferred has 60% voting rights over all classes of stock and is convertible into 1,000,000,000 shares of the Company's common stock.

On June 4, 2021, the Custodian granted to itself, one share of preferred stock, Special 2021 Series A Preferred Stock at par value of \$0.001. This 1 share of Special 2021 Series A Preferred Stock has been transferred to the current President and CEO of the Company as part of the change of control which occurred on February 23, 2023.

At September 30, 2024, there are no Series A Preferred shares issued and outstanding.

At September 30, 2024, there is one (1) share of the Special 2021 Series A Preferred share issued and outstanding.

NOTE 8 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these financial statements were available to be issued. Based on our evaluation, there are no material events that have occurred that require further disclosure.