

BLOCKQUARRY CORP

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blockquarry.io
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Quarterly Report

For the period ending June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

118,728,217 as of 6/30/2024 *(Current Reporting Period Date or More Recent Date)*

101,882,017 as of 12/31/2023 *(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:

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.

FIMA, Inc. until 4-2015; International Spirit & Beverage Group, Inc. until 9-2017; International Spirits & Beverage Group Inc. until 7-2019; International Spirits & Wellness Holdings, Inc until 6-2020; ISW Holdings, Inc. until 3-2022; Blockquarry Corp - p

Current State and Date of Incorporation or Registration: Nevada 2006
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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

None

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:

700 Louisiana St., Suite 3950, Houston, TX 77002

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: Nevada Agency & Transfer Co.
Phone: 775-322-0626
Email: info@natco.com
Address: 50 West Liberty St. Suite 880, Reno, Nevada 89501

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>BLQC</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>09370T109</u>
Par or stated value:	<u>.001</u>
Total shares authorized:	<u>370,000,000</u> as of date: <u>6/30/24</u>
Total shares outstanding:	<u>118,728,217</u> as of date: <u>6/30/24</u>
Total number of shareholders of record:	<u>7339</u> as of date: <u>6/30/24</u>

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

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>Preferred B</u>
Par or stated value:	_____
Total shares authorized:	<u>30,000,000</u> as of date: <u>6/30/24</u>
Total shares outstanding:	<u>21,228,000</u> as of date: <u>6/30/24</u> _____
Total number of shareholders of record:	<u>48</u> as of date: <u>6/30/24</u> _____

Exact title and class of the security:	<u>Preferred E</u>
Par or stated value:	_____
Total shares authorized:	<u>1,000,000</u> as of date: <u>6/30/24</u>
Total shares outstanding:	<u>1,000,000</u> as of date: <u>6/30/24</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>6/30/24</u>

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

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.

Common shares eligible for dividends; 1 common share = 1 vote; no preemption rights

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

Preferred B – Ineligible for dividends; no voting rights; no preemption rights; Preferred E - – Ineligible for dividends; voting rights always equal to 67% of the total eligible voting shares; no preemption rights;

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

Preferred B – Are convertible to commons shares; 1 Preferred B Share = 3 common shares

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>1/1/2022</u> Common: <u>70,225,816</u> Preferred B: <u>1,400,000</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	Individual/ Entity Shares were issued to. ***You must disclose the control person(s)	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.

					issuance? (Yes/No)	for any entities listed.			
<u>5/6/22</u>	<u>Issuance</u>	<u>353,334</u>	<u>Common</u>	<u>.55</u>	<u>Yes</u>	<u>RB Capital; Brett Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/6/22</u>	<u>Issuance</u>	<u>1,406,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Elias Fernandez Sanchez</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Koehler Properties; Keith Kohler</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Scott Littlejohn</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Blake Morar</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Dennis Moore</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>50,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>LKM Capital; Kirk Mixon</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Eric Nomsen</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>20,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Mark Osgood</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>John Pelham</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Robert Scruggs</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>50,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Koehler Properties; Keith Koehler</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>5,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Blake Jones</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>20,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Suzette Slyonais</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Saman Poori</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Nathan Smith</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>PK Stremic</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Jim Vowler</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Kenneth Michael</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>David Wall</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>B Dane Alexander</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Matt Arnold</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Brett Billingsley</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Robert Cansler</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>David Stremic</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>15,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Harry Gelbard</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Angelo Carollo</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>35,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Gerald Yanowicz</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/7/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Alan Cunningham</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>7/18/22</u>	<u>Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>1.50</u>	<u>No</u>	<u>RB Capital; Brett Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>7/20/22</u>	<u>Issuance</u>	<u>1,531,667</u>	<u>Common</u>	<u>.005</u>	<u>No</u>	<u>Post Oak, LLC; J. Rob Loud</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>9/15/22</u>	<u>Issuance</u>	<u>3,400,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Minerset Holdings, LLC; Elias Fernandez Sanchez</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>9/19/22</u>	<u>Issuance</u>	<u>2,000,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Minerset Holdings, LLC; Elias Fernandez Sanchez</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/7/22</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Post Oak LLC; J. Rob Loud</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/14/22</u>	<u>Issuance</u>	<u>250,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Josh McMillan</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/25/22</u>	<u>Issuance</u>	<u>1,300,000</u>	<u>Common</u>	<u>.205</u>	<u>No</u>	<u>Curt Dewitz</u>	<u>Mgt Consulting Services</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>750,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Post Oak LLC; J. Rob Loud</u>	<u>Aged Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Jason Sunstein</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>15,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Alan Cunningham</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>50,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Marc Hirshfield</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>30,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Anthony Smith</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>67,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Eric Hasley</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>11/18/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Matthew Brian Tinney</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>110,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Chris Clement</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>250,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>New Horizon; Jeff Palkin</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>250,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Scott Boatman</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/18/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Anthony Logozzo</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/1/22</u>	<u>Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>.14</u>	<u>No</u>	<u>RB Capital, Brett Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>12/29/22</u>	<u>Issuance</u>	<u>1,755,000</u>	<u>Common</u>	<u>.133</u>	<u>No</u>	<u>Ark Capital, Inc.; Hootie Kessler</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>12/29/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Jose Mari D Parungo</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/29/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Ramsen Ohanes</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/29/22</u>	<u>Issuance</u>	<u>50,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Josh McMillan</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/29/22</u>	<u>Issuance</u>	<u>35,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Bryan Thomas O'Hare</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/29/22</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Ark Capital, Inc.; Hootie Kessler</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>12/29/22</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Chris Clement</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/13/23</u>	<u>Cancellation</u>	<u>(1,406,000)</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Elias Fernandez Sanchez</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/13/23</u>	<u>Cancellation</u>	<u>(3,400,000)</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Minerset Holdings, LLC; Elias Fernandez Sanchez</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/13/23</u>	<u>Cancellation</u>	<u>(2,000,000)</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Minerset Holdings, LLC; Elias Fernandez Sanchez</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/13/23</u>	<u>Issuance</u>	<u>6,806,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Minerset Holdings, LLC; Elias Fernandez Sanchez</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/13/23</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>BB Winks, LLC; Craig Fisher</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/13/23</u>	<u>Issuance</u>	<u>400,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>BB Winks, LLC; Craig Fisher</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>1/18/23</u>	<u>Issuance</u>	<u>30,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Willie Parker</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>1/18/23</u>	<u>Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>.25</u>	<u>No</u>	<u>Eduardo Arredondo</u>	<u>Services: Management Consulting</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/3/23</u>	<u>Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>.42</u>	<u>Yes</u>	<u>RB Capital, Brett Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>2/10/23</u>	<u>Cancellation</u>	<u>(1,265,984)</u>	<u>Common</u>	<u>.205</u>	<u>No</u>	<u>Curt Dewitz</u>	<u>Mgt Consulting Services</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>2/10/23</u>	<u>Issuance</u>	<u>1,265,984</u>	<u>Common</u>	<u>.205</u>	<u>No</u>	<u>Curt Dewitz</u>	<u>Mgt Consulting Services</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>2/14/23</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Derick Lyle Harrison</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/14/23</u>	<u>Issuance</u>	<u>15,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Bryan Thomas O'Hare</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/14/23</u>	<u>Issuance</u>	<u>30,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Scott Boatman</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/14/23</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Ramsen Ohanes</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/14/23</u>	<u>Issuance</u>	<u>12,500</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Chris Clement</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/14/23</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Derick Lyle Harrison</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/14/23</u>	<u>Issuance</u>	<u>20,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Kevon Rennie</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/17/23</u>	<u>Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>.32</u>	<u>Yes</u>	<u>RB Capital, Brett Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>3/3/23</u>	<u>Cancellation</u>	<u>(5,000,000)</u>	<u>Common</u>	<u>.62</u>	<u>Yes</u>	<u>Robert Colazzo</u>	<u>Cancellation</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>3/3/23</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>.26</u>	<u>No</u>	<u>Robert Colazzo</u>	<u>Services; Management Consulting</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>3/15/23</u>	<u>Issuance</u>	<u>4,500,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>Yes</u>	<u>RB Capital, Brett Rosen</u>	<u>Debt Settlement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/21/23</u>	<u>Issuance</u>	<u>2,850,000</u>	<u>Common</u>	<u>.07</u>	<u>No</u>	<u>Ark Capital, Inc.; Hootie Kessler</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>4/26/23</u>	<u>Issuance</u>	<u>4,500,000</u>	<u>Common</u>	<u>.07</u>	<u>Yes</u>	<u>RB Capital, Brett Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/26/22</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Ark Capital, Inc., Hootie Kessler</u>	<u>Debt Settlement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/26/23</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Moises Obadia Tarazi</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/26/23</u>	<u>Issuance</u>	<u>20,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Thomas & Nancy Domanski</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/26/23</u>	<u>Issuance</u>	<u>10,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Michael Collier</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>4/26/23</u>	<u>Issuance</u>	<u>25,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Gregory M Boehmer</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/26/23</u>	<u>Issuance</u>	<u>30,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Curt Dewitz</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>4/26/23</u>	<u>Issuance</u>	<u>40,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Joel Yanowitz & Amy B Metzenbaum Trust</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>5/05/23</u>	<u>Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>.07</u>	<u>Yes</u>	<u>RB Capital, Brett Rosen</u>	<u>Debt Conversion</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>5/31/23</u>	<u>Cancelled</u>	<u>4,500,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>Yes</u>	<u>RB Capital, Brett Rosen</u>	<u>Debt Settlement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/02/23</u>	<u>Issuance</u>	<u>1,400,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>Pantheon; Larry Davis, Principal</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>6/28/23</u>	<u>Issuance</u>	<u>3,500,000</u>	<u>Common</u>	<u>.06</u>	<u>Yes</u>	<u>RB Capital, Brett Rosen</u>	<u>Debt Conversion</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>6/28/23</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>.06</u>	<u>Yes</u>	<u>Lead Enterprises, Inc.; Robert Wilson</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>7/20/23</u>	<u>Cancellation</u>	<u>(275,000)</u>	<u>Pref B</u>	<u>1.00</u>	<u>No</u>	<u>Steven Likos</u>	<u>Preferred Conversion</u>	<u>N/A</u>	<u>Rule 144</u>
<u>7/20/23</u>	<u>Issuance</u>	<u>525,000</u>	<u>Common</u>	<u>.03</u>	<u>No</u>	<u>Steven Likos</u>	<u>Preferred Conversion (3-1)</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>7/25/23</u>	<u>Issuance</u>	<u>2,696,200</u>	<u>Common</u>	<u>.03</u>	<u>No</u>	<u>Vine Ventures Inc.; Hootie Kessler Principal</u>	<u>Debt Conversion</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>8/08/23</u>	<u>Issuance</u>	<u>3,500,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>RB Capital; Brett Rosen Principal</u>	<u>Debt Conversion</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>8/08/23</u>	<u>Issuance</u>	<u>45,000</u>	<u>Common</u>	<u>.035</u>	<u>No</u>	<u>Paul Puskadi</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>
<u>8/23/23</u>	<u>Issuance</u>	<u>12,500</u>	<u>Pref B</u>	<u>1.00</u>	<u>No</u>	<u>Douglas J Moffat</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>
<u>8/23/23</u>	<u>Issuance</u>	<u>30,0000</u>	<u>Pref B</u>	<u>1.00</u>	<u>No</u>	<u>Charlene Lavergne</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>
<u>8/23/23</u>	<u>Issuance</u>	<u>20,0000</u>	<u>Pref B</u>	<u>1.00</u>	<u>No</u>	<u>Ryan Alan Contardi</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>
<u>9/13/23</u>	<u>Issuance</u>	<u>7,777</u>	<u>Common</u>	<u>.025</u>	<u>No</u>	<u>Robert McGee</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>
<u>9/13/23</u>	<u>Issuance</u>	<u>5,062</u>	<u>Common</u>	<u>.025</u>	<u>No</u>	<u>Robert McGee & Adrienne Anthony</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>
<u>10/05/23</u>	<u>Issuance</u>	<u>3,500,000</u>	<u>Common</u>	<u>.035</u>	<u>Yes</u>	<u>RB Capital; Brett Rosen Principal</u>	<u>Debt Conversion</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>10/19/23</u>	<u>Issuance</u>	<u>10,0000</u>	<u>Pref B</u>	<u>1.00</u>	<u>No</u>	<u>Eric Kemnitzer</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>

<u>10/19/23</u>	<u>Issuance</u>	<u>30.0000</u>	<u>Pref B</u>	<u>1.00</u>	<u>No</u>	<u>Ryan Alan Contardi</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>
<u>1/12/24</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>.06</u>	<u>No</u>	<u>Sundara Marketing; Principal: Eva Hodges</u>	<u>Marketing Consultant</u>	<u>restricted</u>	<u>Rule 144</u>
<u>1/12/24</u>	<u>Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>.06</u>	<u>No</u>	<u>BB Winks, LLC; Craig Fisher</u>	<u>Subscription</u>	<u>restricted</u>	<u>Rule 144</u>
<u>1/23/24</u>	<u>Canceled</u>	<u>175,000</u>	<u>Preferred B</u>	<u>1.000</u>	<u>No</u>	<u>Steven Likos</u>	<u>Subscription</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>1/23/24</u>	<u>Issuance</u>	<u>525,000</u>	<u>Common</u>	<u>.05</u>	<u>No</u>	<u>Steven Likos</u>	<u>Preferred Conversion (3-1)</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>1/23/24</u>	<u>Canceled</u>	<u>175,000</u>	<u>Preferred B</u>	<u>1.000</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Debt restructure</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>1/23/24</u>	<u>Issuance</u>	<u>525,000</u>	<u>Common</u>	<u>.05</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Preferred Conversion (3-1)</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>2/6/24</u>	<u>Canceled</u>	<u>175,000</u>	<u>Preferred B</u>	<u>1.000</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Debt restructure</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>2/6/24</u>	<u>Issuance</u>	<u>525,000</u>	<u>Common</u>	<u>.05</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Preferred Conversion (3-1)</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>2/20/24</u>	<u>Issuance</u>	<u>600,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>BB Winks, LLC; Craig Fisher</u>	<u>Subscription</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>2/22/24</u>	<u>Canceled</u>	<u>175,000</u>	<u>Preferred B</u>	<u>1.000</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Debt restructure</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>2/22/24</u>	<u>Issuance</u>	<u>525,000</u>	<u>Common</u>	<u>.06</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Preferred Conversion (3-1)</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>2/22/24</u>	<u>Canceled</u>	<u>175,000</u>	<u>Preferred B</u>	<u>1.000</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Debt restructure</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>2/22/24</u>	<u>Issuance</u>	<u>525,000</u>	<u>Common</u>	<u>.06</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Preferred Conversion (3-1)</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>3/12/24</u>	<u>Issuance</u>	<u>2,696,200</u>	<u>Common</u>	<u>.03</u>	<u>No</u>	<u>Vine Ventures Inc.; Hootie Kessler Principal</u>	<u>Debt Conversion</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>5/13/24</u>	<u>Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>.058</u>	<u>No</u>	<u>Alonzo Pierce</u>	<u>Deferred Salary Compensation</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>5/13/24</u>	<u>Canceled</u>	<u>175,000</u>	<u>Preferred B</u>	<u>1.00</u>	<u>No</u>	<u>BB Winks LLC; Craig Fisher Principal</u>	<u>Preferred Conversion</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>5/13/24</u>	<u>Issuance</u>	<u>525,000</u>	<u>Common</u>	<u>.058</u>	<u>No</u>	<u>BB Winks LLC; Craig Fisher Principal</u>	<u>Preferred Conversion (3-1)</u>	<u>unrestricted</u>	<u>Rule 144</u>
<u>5/16/24</u>	<u>Canceled</u>	<u>175,000</u>	<u>Preferred B</u>	<u>1.000</u>	<u>No</u>	<u>Post Oak LLC; Principal: J. Rob Loud</u>	<u>Preferred Conversion</u>	<u>unrestricted</u>	<u>Rule 144</u>

5/16/24	Issuance	525,000	Common	.058	No	Post Oak LLC: Principal: J. Rob Loud	Preferred Conversion (3-1)	unrestricted	Rule 144
5/24/24	Issuance	3,500,000	Common	.05	No	Vine Ventures Inc.: Hootie Kessler Principal	Debt Conversion	unrestricted	Rule 144
6/10/24	Issuance	45,000	Preferred B	1.00	No	Paul Puskadi	Subscription	restricted	Rule 144
6/10/24	Issuance	150,000	Preferred B	1.00	No	Bryan Thomas O'hare	Subscription	restricted	Rule 144
6/24/24	Cancelled	50,000	Pref B	1.00	No	Ryan Alan Contardi	Subscription	restricted	Rule 144
6/24/24	Issuance	50,000	Pref B	1.00	No	Killuminati Investments: Ryan Alan Contardi Principal	Subscription	restricted	Rule 144
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date 3/31/23	Common: 118,728,217								
	Preferred B: 21,228,000								

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.)
5/22/15	2500	2500	0	5/22/16	50% of lowest trading price last 20 days	Ray Ciarello	Loan

6/29/15	10718	5000	<u>5718</u>	6/29/16	50% of lowest trading price over the past 20 trading days; note bears 10% interest	Strategic Tactical Asset Trading; Principal: Craig Fisher	Loan
12/15/15	9254	5000	<u>4254</u>	12/15/16	50% of lowest trading price over the past 20 trading days; note bears 8% interest	TB Financial; Principal: Jim Buechler	Loan
1/7/16	29230	15000	<u>14230</u>	1/7/17	50% of lowest trading price over the past 20 trading days; note bears 10% interest	Andrew Barker	Loan
12/13/16	2400	2400	<u>0</u>	12/13/17	50% of lowest trading price over the past 20 trading days; note bears 0% interest	Ross Graham	Loan
2/9/21	2,880,575	6,950,000	<u>0</u>	12/31/24	Convertible at \$1.50	RB Capital, LLC; Principal: Brett Rosen	Loan
4/20/21	12500	15000	<u>4637</u>	4/20/22	Convertible at .005; bears 10% interest	RB Capital, LLC; Principal: Brett Rosen	Loan
8/8/21	660000	600000	<u>60000</u>	8/8/22	Convertible at \$2.00	RB Capital, LLC; Principal: Brett Rosen	Loan

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

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

4) Issuer's Business, Products and Services

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

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

BlockQuarry Corp. (BLQC) is a trusted American energy and infrastructure partner, dedicated to fostering carbon-negative industrial energy and facilitating its establishment on land. We offer sustainable, renewable, and cost-effective energy solutions for businesses that have a need for high-volume power, such as data warehousing, manufacturing and cryptocurrency mining. With an extensive network of contacts in the most cost-effective areas for building data centers and computing structures, we leverage our expertise to align you with the exact energy solution you need. BlockQuarry takes care of all the permits, and handle all the necessary handshakes, leaving yits customers free to focus on running their business. The Company's approach to energy partnerships goes beyond simply meeting the business needs of the client.

BLQC aims to benefit everyone involved, from creating jobs in the construction and management of these facilities to driving revenue for both the city and the state. By finding locations with power surpluses and matching businesses to these profitable resources, BlockQuarry management ensures that everyone wins. The Company's commitment to renewable, energy means that the Earth is better off for it, and BLQC is not afraid to go the extra mile, even if it means planting trees along the way. At BlockQuarry Corp., we transform your need for industrial power into a positive force for the community, delivering renewable, clean, and affordable energy solutions.

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

NONE

C. Describe the issuers' principal products or services.

As a Bitcoin mining operator, the Company has miners hashing in Macon County Missouri and also has hosting operations as well. Blockquarry is also currently looking to acquire additional land for future mining project sites that we hope could be operational in two to four years.

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.

Our cryptocurrency mining and mining equipment segment is focused on capitalizing on the Bitcoin ecosystem and its surrounding associated growth opportunities through proof-of-work mining. Our current efforts are aimed at growing our mining operations in Missouri and in the Southeastern U.S. maximize returns on our long-term investments We lease, so we do not own any of the facilities in which our **Pod5 pods are located. We look for opportunities that are located adjacent to the power grids with power available to us at wholesale prices.**

We also plan, funding permitting, to build new mining centers in or around Texas, which we hope to power with renewable energy. The crypto mining industry uses a vast amount of energy to process and reward its miners. This reward system is based on the difficulty level and power being used.

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>Alonzo Pierce</u>	<u>Chairman</u>	<u>Cypress, TX</u>	<u>1,000,000;</u> <u>5,000,000</u>	<u>Pref E;</u> <u>Common</u>	<u>100%;</u> <u>4.2%</u>	<u>_____</u>
<u>Terry Williams</u>	<u>CEO</u>	<u>New Orleans, LA</u>	<u>0</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>Kristina Mahoney</u>	<u>Sec. - Treas</u>	<u>Houston, TX</u>	<u>0</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>Angela Greathouse</u>	<u>Independent Director</u>	<u>Moncks Corner, SC</u>	<u>575,000</u>	<u>Common</u>	<u>.4%</u>	<u>_____</u>
<u>Suzy Chipman</u>	<u>Independent Director</u>	<u>Denver, CO</u>	<u>0</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>Minerset Holdings, LLC</u>	<u>5% Control</u>	<u>Wilmington, DE</u>	<u>6,806,000</u>	<u>Pref. B</u>	<u>32%</u>	<u>Elias Fernandez-Sanchez</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.

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.

NONE

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:	<u>Sam Whitley</u>
Address 1:	<u>24285 Katy Freeway</u>
Address 2:	<u>Katy, TX 77494</u>
Phone:	<u>281-206-0434</u>
Email:	_____

Accountant or Auditor

Name: David Stephens
Firm: First Notion Financial Services
Address 1: PO Box 79897
Address 2: Houston, TX 77279
Phone: 832-277-7816
Email: info@freshnotiongroup.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): @blockquarryco
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: Gregg Boehmer
Firm: Layne Michael Consulting, LLC
Nature of Services: Compliance & Regulatory Consulting
Address 1: 1020 S Natora Rd
Address 2: Benson, AZ 85602
Phone: _____
Email: laynemichaelconsulting@gmail.com

9) **Disclosure & Financial Information**

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

Name: Gregg Boehmer
Title: Compliance & Regulatory Consultant
Relationship to Issuer: Contractor

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

IFRS
 U.S. GAAP

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

Name: David Stephens

Title: Accountant

Relationship to Issuer: Contractor

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

Mr. Stephens is a CPA and has 13 years of experience in public company financial accounting and is a member in good standing of the AICPA.

Provide the following qualifying financial statements: **Attached at end of disclosure**

- 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, Alonzo Pierce certify that:

1. I have reviewed this Disclosure Statement for **BlockQuarry Corp.**;

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.

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.

8/19/24 [Date]

/s/ Alonzo Pierce [CEO's Signature]

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

Principal Financial Officer:

I, Alonzo Pierce certify that:

1. I have reviewed this Disclosure Statement for **BlockQuarry 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.

8/19/24 [Date]

/s/ Alonzo Pierce [CFO's Signature]

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

BlockQuarry Corp.
(A Nevada Corporation)

FINANCIAL STATEMENTS

For the Six Months Ended June 30, 2024 and 2023

(Unaudited)

BlockQuarry Corp.
(A Nevada Corporation)

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BlockQuarry Corp.**BALANCE SHEETS****(Unaudited)**

	June 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash	\$ 14,084	\$ 142,223
Accounts receivable	-	-
Prepaid expenses	-	-
Total current assets	<u>14,084</u>	<u>142,223</u>
Property and equipment, net	<u>1,071,123</u>	<u>1,813,787</u>
Total assets	<u><u>\$ 1,085,207</u></u>	<u><u>\$ 1,956,010</u></u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 161,400	\$ 162,453
Accrued expenses	1,030,681	888,990
Deferred revenues	60,000	60,000
Bridge notes payable	5,241,000	5,132,000
Notes payable, net of discount	54,070	523,570
Convertible notes payable in default	93,400	93,400
Convertible notes payable, current portion	3,445,575	-
Due to related party	38,582	12,716
Derivative liability	1,134,314	1,360,997
Total current liabilities	<u>11,259,022</u>	<u>8,234,126</u>

Convertible notes payable, net of current portion	-	3,445,575
Total liabilities	<u>11,259,022</u>	<u>11,679,701</u>
Stockholders' deficit:		
Convertible series A preferred stock, \$0.001 par value, no shares authorized, no shares issued and outstanding	-	-
Convertible series B preferred stock, \$0.001 par value, 30,000,000 shares authorized, 21,228,000 and 21,483,000 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively	21,228	21,483
Series E preferred stock, \$0.001 par value, 1,000,000 shares authorized, 1,000,000 shares issued and outstanding	1,000	1,000
Common stock, \$0.001 par value, 200,000,000 shares authorized, 118,728,217 and 101,882,017 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively	118,728	101,882
Additional paid-in capital	48,734,173	47,746,686
Subscriptions payable, consisting of 1,001 shares of common stock and 200,000 shares of Series B Convertible Preferred Stock as of June 30, 2024 and December 31, 2023	610,044	610,044
Accumulated deficit	(59,658,988)	(58,204,786)
Total stockholders' deficit	<u>(10,173,815)</u>	<u>(9,723,691)</u>
Total liabilities and stockholders' deficit	<u>\$ 1,085,207</u>	<u>\$ 1,956,010</u>

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

For the		For the	
Three Months Ended		Six Months Ended	
June 30,		June 30,	
2024	2023	2024	2023
<u> </u>	<u> </u>	<u> </u>	<u> </u>

Revenue - hosting services	\$ -	\$ -	\$ 469,500	\$ 922,192
Revenue - cryptocurrency self-mining	205,695	-	226,721	-
Cost of Revenue - hosting services	(188,869)	(832,960)	(742,664)	(2,785,920)
Cost of Revenue - cryptocurrency self-mining	(205,695)	-	(226,721)	-
Gross profit (loss)	<u>(188,869)</u>	<u>(832,960)</u>	<u>(273,164)</u>	<u>(1,863,728)</u>
Operating expenses:		-		
General and administrative	354,488	481,586	652,567	728,432
Officer compensation	51,700	55,380	110,520	88,380
Professional fees	11,500	37,520	80,500	143,520
Depreciation	-	474	-	881
Total operating expenses	<u>417,688</u>	<u>574,960</u>	<u>843,587</u>	<u>961,213</u>
Net operating loss	<u>(606,557)</u>	<u>(1,407,920)</u>	<u>(1,116,751)</u>	<u>(2,824,941)</u>
Other income (expense):				
Interest expense, net	(284,559)	(815,206)	(564,134)	(953,757)
Loss on extinguishment of notes payable	-	(3,762,065)	-	(2,243,808)
Loss on conversion of note payable	-	-	-	(797,500)
Loss on settlement of subscriptions payable	-	(45,000)	-	(45,000)
Change in derivative liabilities	(72,485)	1,512,291	226,683	1,422,584
Total other income (expenses)	<u>(357,044)</u>	<u>(3,109,980)</u>	<u>(337,451)</u>	<u>(2,617,481)</u>
Net loss from continuing operations	(963,601)	(4,517,900)	(1,454,202)	(5,442,422)
Net loss from discontinued operations	-	-	-	-

Net loss	\$ (963,601)	\$ (4,517,900)	\$ (1,454,202)	\$ (5,442,422)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Weighted average number of common shares				
outstanding - basic	118,728,217	85,469,114	109,861,051	82,733,773
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net loss per share - basic and diluted	\$ (0.01)	\$ (0.05)	\$ (0.01)	\$ (0.07)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

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

BlockQuarry Corp.
STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)

	Series B		Series E		Common Stock		Additional	Subscrip	Accumulated	Total
	Preferred Stock		Preferred Stock		Common Stock		Paid-In	ptions	Deficit	Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Payable	Deficit	Deficit
Balance, December 31, 2022	12,768,000	\$ 12,768	1,000,000	\$ 1,000	78,665,817	\$ 78,666	\$41,003,925	\$ 709,044	\$(51,642,658)	\$(9,837,255)
Common stock issued for conversion of debt	-	-	-	-	2,500,000	2,500	797,500	-	-	800,000
Preferred stock issued for convertible debt settlements	5,900,000	5,900	-	-	-	-	3,115,000	-	-	3,120,900
Issuance of Preferred Stock for cash	275,000	275	-	-	-	-	224,725	(30,000)	-	195,000
Repayment of subscription payable	-	-	-	-	-	-	-	(10,000)	-	(10,000)
Stock-based compensation	62,500	63	-	-	100,000	100	88,476	-	-	88,639
Net income	-	-	-	-	-	-	-	-	(924,522)	(924,522)
Balance, March 31, 2023	19,005,500	19,006	1,000,000	1,000	81,265,817	81,266	45,229,626	669,044	(52,567,180)	(6,567,238)
Common stock issued for conversion of debt and accrued interest	-	-	-	-	9,350,000	9,350	554,400	-	-	563,750
Common stock issued for subscription payable	-	-	-	-	1,000,000	1,000	59,000	(15,000)	-	45,000
Extinguishment of derivative liability from conversion of debt	-	-	-	-	-	-	12,050	-	-	12,050
Issuance of Series B preferred stock for debt settlement	1,000,000	1,000	-	-	-	-	494,000	-	-	495,000
Issuance of Series B Preferred Stock for assets	1,400,000	1,400	-	-	-	-	607,600	-	-	609,000
Issuance of Series B Preferred Stock for cash	150,000	150	-	-	-	-	133,850	(9,000)	-	125,000

Net loss	-	-	-	-	-	-	-	-	(4,517,900)	(4,517,900)
Balance, June 30, 2023	<u>21,555,500</u>	<u>\$ 21,556</u>	<u>1,000,000</u>	<u>\$1,000</u>	<u>91,615,817</u>	<u>\$ 91,616</u>	<u>\$47,090,526</u>	<u>\$ 645,044</u>	<u>\$(57,085,080)</u>	<u>\$(9,235,338)</u>
Balance, December 31, 2023	<u>21,483,000</u>	<u>\$ 21,483</u>	<u>1,000,000</u>	<u>\$1,000</u>	<u>101,882,017</u>	<u>\$ 101,882</u>	<u>\$47,746,686</u>	<u>\$ 610,044</u>	<u>\$(58,204,786)</u>	<u>\$(9,723,691)</u>
Issuance of common stock for cash	-	-	-	-	1,500,000	1,500	13,500	-	-	15,000
Issuance of common stock for preferred stock conversions	(700,000)	(700)	-	-	2,100,000	2,100	(1,400)	-	-	-
Issuance of shares of common stock to debt holder	-	-	-	-	2,696,200	2,696	183,342	-	-	186,038
Stock-based compensation	600,000	600	-	-	1,000,000	1,000	251,200	-	-	252,800
Net loss	-	-	-	-	-	-	-	-	(490,601)	(490,601)
Balance, March 31, 2024	<u>21,383,000</u>	<u>21,383</u>	<u>1,000,000</u>	<u>1,000</u>	<u>109,178,217</u>	<u>109,178</u>	<u>48,193,328</u>	<u>610,044</u>	<u>(58,695,387)</u>	<u>(9,760,454)</u>
Issuance of common stock for cash	-	-	-	-	-	-	-	-	-	-
Issuance of common stock for preferred stock conversions	(350,000)	(350)	-	-	1,050,000	1,050	(700)	-	-	-
Issuance of shares of common stock to debt holder	-	-	-	-	3,500,000	3,500	231,000	-	-	234,500
Stock-based compensation	195,000	195	-	-	5,000,000	5,000	310,545	-	-	315,740
Net loss	-	-	-	-	-	-	-	-	(963,601)	(963,601)
Balance, June 30, 2024	<u>21,228,000</u>	<u>\$ 21,228</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>118,728,217</u>	<u>\$ 118,728</u>	<u>\$48,734,173</u>	<u>\$ 610,044</u>	<u>\$(59,658,988)</u>	<u>\$(10,173,815)</u>

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

BlockQuarry Corp.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss from continuing operations	\$ (1,454,202)	\$ (5,442,422)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	742,664	1,666,801
Stock-based compensation	568,540	88,639
Bad debt expense	-	343,396
Loss on conversion of notes payable	-	797,500
Loss on settlement of subscription payable	-	45,000
(Gain) loss on extinguishment of debt	(457,651)	2,243,808
Issuance of common stock to debt holder	420,538	-
Amortization of debt discounts	-	275,573
Amortization of Right of use asset	-	-
Change in derivative liabilities	(226,683)	(1,422,584)
Change in assets and liabilities:		
Accounts receivable	(469,500)	(622,641)
Prepaid expenses and other current assets	-	(2,631)
Accounts payable	8,947	732,123
Right of use liabilities	-	-
Accrued expenses	599,342	652,557
Net cash used in operating activities	(268,005)	(644,881)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment	-	-
Net cash used in investing activities	-	-

CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds (repayment) of related party loan	25,866	(9,911)
Proceeds from bridge notes payable	99,000	90,000
Repayment of bridge notes payable	-	(10,000)
Proceeds from sale of common stock	15,000	
Proceeds from notes payable	-	5,000
Repayment of notes payable	-	(35,235)
Proceeds from sale of preferred stock	-	320,000
Repayment of subscriptions payable		(10,000)
Net cash provided by financing activities	139,866	349,854
NET CHANGE IN CASH		
	(128,139)	(295,027)
CASH AT BEGINNING OF PERIOD		
	142,223	317,627
CASH AT END OF PERIOD		
	\$ 14,084	\$ 22,600
SUPPLEMENTAL INFORMATION:		
Interest paid	\$ 5,000	\$ 5,000
Income taxes paid	\$ -	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Non-cash reduction in notes payable from nonmonetary exchange of hosting services	\$ 469,500	\$ -
Preferred stock issued for convertible debt settlements	\$ -	\$ 3,615,900
Decrease in derivative liability from conversions and settlements	\$ -	\$ 120,056
Debt discounts related to derivative liability at issuance	\$ -	\$ 250,000
Common stock issued for property and equipment	\$ -	\$ 609,000
Issuance of shares for stock payable	\$ -	\$ 45,000
Common shares issued for conversion of debt	\$ -	\$ 1,363,750

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

BlockQuarry Corp. Notes to Financial Statements

Note 1 – Basis of Presentation and Significant Accounting Policies

Business

International Spirit & Beverage Group, Inc. (“ISBG”) was formed under the laws of the State of Texas on September 12, 2014. In March 2015, ISBG merged with and into FIMA, Inc., a Nevada corporation, with FIMA, Inc. being the surviving entity. FIMA, Inc. then changed its corporate name to International Spirit and Beverage Group, Inc., and remains a Nevada corporation. On June 18, 2019, the Company changed its name to International Spirits & Wellness Holdings, Inc. (“ISWH” or “the Company”). On March 18, 2020 the Company changed its name to ISW Holdings, Inc. (“ISW” or the “Company”). In August 2021, the Company filed to change its name to BlockQuarry Corp., which was approved in March 2022.

The Company currently operates in the cryptocurrency hosting industry, providing hosting services to parties that perform cryptocurrency mining activities at our facilities. The business is focused on capitalizing on the Bitcoin ecosystem and its surrounding associated growth opportunities through proof-of-work mining.

Basis of Presentation

Our financial statements are prepared using the accrual method of accounting as generally accepted in the United States of America (U.S. GAAP) and the rules of the Securities and Exchange Commission (SEC).

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Estimates are primarily used in our revenue recognition, fair value assumptions in accounting for derivative liability, intangible assets and long-lived asset impairments, stock-based compensation, and deferred tax valuations.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original purchase maturity of three months or less to be cash equivalents.

Accounts Receivable

Accounts receivable are comprised of unsecured amounts due from customers. The Company carries its accounts receivable at their face amounts less an allowance for credit losses. The allowance for credit losses is recognized based on management's estimate of likely losses per year, based on past experience and review of customer profiles and the aging of receivable balances. As of June 30, 2024 and December 31, 2023, the allowance for credit losses was \$897,192.

Investments

Investments classified as short-term investments include securities with a maturity of greater than three months and less than one year. Available-for-sale securities are reported at fair value, with unrealized gains and losses excluded from earnings and reported as a separate component of stockholders' equity (net of the effect of income taxes), using the specific identification method, until they are sold. Held-to-maturity securities are carried at amortized cost. Trading securities are reported at fair value, with unrealized gains and losses included in earnings, using the specific identification method. All investments that are listed on a securities exchange are valued at their last sales price on the primary securities exchange on which such securities are traded on such date.

Property and equipment

Property and equipment are valued at cost. Additions are capitalized and maintenance and repairs are charged to expense as incurred. Gains and losses on dispositions of equipment are reflected in operations. Depreciation is provided using the straight-line method over the estimated useful lives of the assets.

Intangible assets – cryptocurrency

Cryptocurrencies held are accounted for as an indefinite-lived intangible asset under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 350, *Intangible – Goodwill and Other*. An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. The Company performs its impairment test for each type of cryptocurrency it holds, using cryptocurrency units or divisible fractions of a unit with the same acquisition date and carrying value. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the cryptocurrency at the time its fair value is being measured. In testing for impairment, the Company has the option to first perform a qualitative assessment to determine whether it is more likely than not that an impairment exists. If it is determined that it is

not more likely than not that an impairment exists, a quantitative impairment test is not necessary. If the Company concludes otherwise, it is required to perform a quantitative impairment test. To the extent an impairment loss is recognized, the loss establishes the new cost basis of the asset. Subsequent reversal of impairment losses is not permitted.

Basic and Diluted Loss Per Share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an “as if converted” basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the six months ended June 30, 2024 and 2023, there were 19,281,909 and 28,623,266 shares issuable from convertible debt, 300,000 shares from common stock warrants and 63,684,000 and 64,666,500 shares issuable from Series B Convertible preferred stock, respectively, for which a variable number of shares may be issued upon conversion, that had an anti-dilutive effect were not included in the calculation of diluted net loss per common share.

Revenue Recognition

The Company recognizes revenue in accordance with ASC Topic 606, Revenue From Contracts With Customers. Revenues are recognized when control of the promised goods or services is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to in exchange for transferring those goods or services. Revenue is recognized based on the following five step model:

- Identification of the contract with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, the Company satisfies a performance obligation

Disaggregated revenue data is presented in Note 11.

Performance Obligations

Revenue is recognized all of the following criteria are satisfied: (i) a contract with an end user exists which has commercial substance; (ii) it is probable the Company will collect the amount charged to the end user; and (iii) the Company has completed its performance obligation whereby the end user has obtained control of the product. A contract with commercial substance exists once the Company receives and accepts a purchase order or once it enters into a contract with an end user. If collectability is not probable, the sale is deferred and not recognized until

collection is probable or payment is received. For product sales, control of products typically transfers when title and risk of ownership of the product has transferred to the customer. Payment is received before shipment of the product. Net revenues comprise gross revenues less customer discounts and allowances, actual and expected returns. Shipping charges billed to customers are included in net sales. Various taxes on the sale of products and enrollment packages to customers are collected by the Company as an agent and remitted to the respective taxing authority. These taxes are presented on a net basis and recorded as a liability until remitted to the respective taxing authority.

Historically the Company's self-mining activity occurs at its locations. The Company has entered into digital asset mining pools by executing contracts under customary business practices with the mining pool operators to provide computing power to the mining pool. The contracts are terminable at any time by either party and the Company's enforceable right to compensation only begins when the Company provides computing power to the mining pool operator. In exchange for providing computing power, the Company is entitled to a fractional share of the fixed digital assets award the mining pool operator receives, for successfully adding a block to the blockchain. The Company's fractional share is based on the proportion of computing power the Company contributed to the mining pool operator to the total computing power contributed by all mining pool participants in solving the current algorithm. The provision of such computing power is the only performance obligation in the Company's contracts with mining pool operators. The transaction consideration the Company receives, if any, is noncash consideration, which the Company measures at fair value on the date received, which is not materially different than the fair value at contract inception or the time the Company has earned the award from the pools. The consideration is all variable. Because it is not probable that a significant reversal of cumulative revenue will not occur, the consideration is constrained until the mining pool operator successfully places a block (by being the first to solve an algorithm) and the Company receives confirmation of the consideration it will receive, at which time revenue is recognized. There is no significant financing component in these transactions. Revenue is recognized at fair value based upon the published rates at cryptocurrency exchanges and the mined cryptocurrency is immediately paid to the Company's cryptocurrency wallet.

During 2022, the Company began providing hosting services under its contract with BITMAIN discussed in Note 4. The Company allocates the transaction price for contracts with multiple performance obligations to each separate and distinct performance obligation based on an estimate of the standalone selling price of each distinct service in the contract. The Company's performance obligations are 1) to establish the infrastructure and commence operation of the hosting service, and 2) to host the customer's miners at its location in South Carolina and ensure operation is continuous. The revenue from the Company's completion of its performance obligation for commencement of operations of the hosting center is recognized at a point in time when the site became operational as a development fee. The Company's hosting revenue is based on the agreed upon per kilowatt hour price within the contracts, and revenue from the hosting services performance obligation is earned and recognized by the Company over time as the hosting service is provided to the customer. There is no significant financing component under the contract. The Company currently is not servicing this contract.

Contract Costs

Costs incurred to obtain a customer contract are not material to the Company. The Company elected to apply the practical expedient to not capitalize contract costs to obtain contracts with a duration of one year or less, which are expensed and included within cost of goods and services.

Contract Liabilities

The Company may at times receive payment by credit card at the time customer places an order. Amounts received for undelivered product are considered a contract liability and are recorded as deferred revenue. Additionally, the Company has received deposits under its cryptocurrency mining and hosting contract discussed in Note 4 related to services at its mining locations that will begin providing services to the customer in future periods. As of June 30, 2024 and December 31, 2023, the Company had deferred revenue of \$60,000, related to unsatisfied performance obligations. These performance obligations are expected to be satisfied during a period of greater than 12 months.

Advertising and Promotion

All costs associated with advertising and promoting products are expensed as incurred. These expenses were \$18,589 and \$114,951 for the six months ended June 30, 2024 and 2023, respectively.

Technology and Development

All costs associated with technology and development are expensed as incurred. These expenses were \$0 for the six months ended June 30, 2024 and 2023.

Stock-Based Compensation

Under FASB ASC 718-10-30-2, all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. During the six months ended June 30, 2024 and 2023, the Company's stock-based compensation expense was \$568,540 and \$88,639, respectively.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided for significant deferred tax assets when it is more likely than not, that such asset will not be recovered through future operations.

Uncertain Tax Positions

In accordance with ASC 740, "Income Taxes" ("ASC 740"), the Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be capable of withstanding examination by the taxing authorities based on the technical merits of the position. These standards prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Various taxing authorities periodically audit the Company's income tax returns. These audits include questions regarding the Company's tax filing positions, including the timing and amount of deductions and the allocation of income to various tax jurisdictions. In evaluating the exposures connected with these various tax filing positions, including state and local taxes, the Company records allowances for probable exposures. A number of years may elapse before a particular matter, for which an allowance has been established, is audited and fully resolved. The Company has not yet undergone an examination by any taxing authorities.

The assessment of the Company's tax position relies on the judgment of management to estimate the exposures associated with the Company's various filing positions.

Recent Accounting Pronouncements

In preparing the financial statements, management considered all new pronouncements through the date of the report. No other new accounting pronouncements issued or effective during the six months ended June 30, 2024 have had or are expected to have a significant impact on the Company's financial statements.

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has insufficient cash on hand, a working capital deficit of \$11,244,938 and incurred net losses from operations resulting in an accumulated deficit of \$59,658,988 and used \$268,005 of cash from operations during the six months ended June 30, 2024, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company is currently seeking additional sources of capital to fund short term operations. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful; therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Related Parties

During the six months ended, the Company received net proceeds from the Company's President of \$25,866 for working capital purposes. As of June 30, 2024, the Company owed the President \$38,582 on an unsecured non-interest bearing basis.

A greater than 5% shareholder of the Company is the owner of Bit5ive, LLC, the entity with whom the Company previously contracted to develop its South Carolina cryptocurrency operations.

Note 4 – Long-Lived Assets and Other Assets

Property and equipment

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Property and equipment, net consist of the following:

	June 30, 2024	December 31, 2023
	<hr/>	<hr/>
Cryptocurrency mining equipment, 3 year useful life	\$ 3,434,240	\$ 3,434,240
Cryptocurrency site development costs, 3 year useful life	6,559,000	6,559,000
Furniture and Equipment, 5 year useful life	17,780	17,780
Total property and equipment	<hr/> 10,011,020	<hr/> 10,011,020
Less accumulated depreciation	(8,939,897)	(8,197,233)
Total property and equipment, net	<hr/> \$ 1,071,123	<hr/> \$ 1,813,787

Depreciation expense was \$742,664 and \$1,666,801 for the six months ended June 30, 2024 and 2023, respectively, of which \$0 and \$874 is included in operating expenses, with the remainder being included in cost of revenue, hosting services.

On April 14, 2023, the Company entered into an agreement with Pantheon Resources, Inc. (“Pantheon”) whereby the Company will take over the existing power agreement for a cryptocurrency mining site in Missouri that has previously executed. The Company issued Pantheon 1,400,000 shares of Series B Convertible Preferred Stock with a fair value of \$609,000, which was recorded as property and equipment. The mining assets from South Carolina were all moved to the Company’s new Missouri site during the year ended December 31, 2023.

On March 8, 2024, the Company entered into a land lease and utilities management agreement with BlockChain Energy Services, LLC (“BES”) in Missouri. The Company agreed to pay \$200,000, to be paid from profits generated from its self-mining activities. For the first month, any self-mining activities will be split 60% to the Company and 40% to BES, and 70% to the Company 30% to BES for the second month and forward until the amount is paid in full. Therefore, the Company will retain 80% of self-mining revenue and BES will receive 20%. The land lease has an indefinite term and may be terminated by either party with 30 days notice.

Intangible assets – cryptocurrency

Cryptocurrencies held are accounted for as an indefinite-lived intangible asset under ASC 350, *Intangible – Goodwill and Other*. An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually at fiscal year-end, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired, such as a sustained decrease in the value of a cryptocurrency that is not expected to be recovered in the foreseeable future. The Company performs its impairment test for each type of cryptocurrency it holds, using cryptocurrency units or divisible fractions of a unit with the same acquisition date and carrying value. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the cryptocurrency at the time its fair value is being measured. In testing for impairment, the Company has the option to first perform a qualitative assessment to determine whether it is more likely than not that an impairment exists. If it is determined that it is not more likely than not that an impairment exists, a quantitative impairment test is not necessary. If the Company concludes otherwise, it is required to perform a quantitative impairment test. To the extent an impairment loss is recognized, the loss establishes the new cost basis of the asset. Subsequent reversal of impairment losses is not permitted.

As part of the mining services performed through the Company’s pods and mining equipment purchased, the Company earns rewards in bitcoin through a service provider. During the six months ended June 30, 2024, the Company earned a total of approximately 3.406 Bitcoin, which had a value in aggregate of \$226,721 based on the prevailing marketing price on the date each coin was earned by the Company. These cryptocurrency assets are

reflected as intangible assets on the Company's balance sheet and were recorded as revenue in accordance with ASC 606. The Company directed the earned bitcoin to a service provider to settle electricity cost invoices incurred during the six months ended June 30, 2024.

Note 5 – Fair Value of Financial Instruments

Under FASB ASC 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has certain financial instruments that must be measured under the new fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 – Inputs include quoted prices for similar assets and 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, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 – Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following schedule summarizes the valuation of financial instruments at fair value on a recurring basis in the balance sheets as of June 30, 2024 and December 31, 2023, respectively:

Fair Value Measurements at June 30, 2024

	Level 1	Level 2	Level 3
Assets			
Cash	\$ 14,084	\$ -	\$ -
Total assets	14,084	-	-
Liabilities			
Convertible note payable, net of discounts, including notes in default	-	3,538,975	-
Bridge notes payable	-	5,241,000	-
Due to related party	-	38,582	-
Derivative liability	-	-	1,134,314
Total liabilities	-	(8,818,557)	(1,134,314)
	\$ 14,084	\$ (8,818,557)	\$ (1,134,314)

Fair Value Measurements at December 31, 2023

	Level 1	Level 2	Level 3
Assets			
Cash	\$ 142,223	\$ -	\$ -
Accounts receivable	-	-	-
Total assets	142,223	-	-
Liabilities			
Convertible note payable, net of discounts, including notes in default	-	3,538,975	-
Bridge notes payable	-	5,132,000	-
Due to related party	-	12,716	-
Derivative liability	-	-	1,360,997
Total liabilities	-	-	(1,360,997)
	\$ 142,223	\$ (8,683,691)	\$ (1,360,997)

The fair values of our related party debts are deemed to approximate book value and are considered Level 2 inputs as defined by ASC Topic 820-10-35. See Note 7 for further discussion of the fair value measurements related to derivative liabilities.

There were no transfers of financial assets or liabilities between Level 1, Level 2 and Level 3 inputs for the six months ended June 30, 2024 and 2023.

Note 6 – Debt

Convertible Notes Payable

Convertible notes payable consists of the following at June 30, 2024 and December 31, 2023, respectively:

June 30,

December 31,

	2024	2023
<p>On September 20, 2017, we entered into a Convertible Debenture with an individual investor ("First Graham Note"). The Note bears interest at 10%, with a maturity date of September 20, 2019, is convertible at 60% of the closing traded price at time of Notice of Conversion, or \$5, whichever is greater. The interest rate increases to 18% on default. This note is in default.</p>	\$ 2,400	\$ 2,400
<p>On May 22, 2015, we entered into a Convertible Debenture with Ray Ciarello ("First Ciarello Note"). The Note bears interest at 8%, with a maturity date of May 22, 2016, and is convertible at the lesser of a) \$12,750 or b) 50% of the lowest market value over the 25 trading days preceding the conversion notice. The note is currently in default.</p>	2,500	2,500
<p>The Company has several notes that are in default as, including four separate 2018 notes from Adam Goodkin as follows: note dated March 15, 2018 for \$11,500 maturing March 15, 2020; note dated March 23, 2018 for \$4,500 maturing March 23, 2020; note dated April 2, 2018 for \$4,500 maturing April 2, 2020; note dated April 9, 2018 for \$4,500 maturing April 9, 2020. These notes are convertible at 50% of the lowest traded price over the 10 trading days preceding the conversion notice. During the three months ended September 30, 2020, Adam Goodkin converted \$25,000 of principal and \$4,096 of accrued interest into 317,123 shares of common stock from the 2018 notes, and the Company recognized a loss of \$31,126 on the conversions. This note is in default.</p>	36,000	36,000
<p>The company has several notes that are in default. These notes are convertible at the greater of a) \$127.5 or b) 50% of the lowest bid price over the ten (10) trading days immediately preceding the conversion notice or the closing bid price on the date immediately preceding the notice. This note is in default.</p>	14,500	14,500
<p>The company has several notes that are in default. These notes are convertible at the lesser of a) \$12,750 or b) 50% of the closing bid price on the date immediately preceding the conversion notice. This note is in default.</p>	13,250	30,750
<p>The company has several notes that are in default. These notes are convertible at the lesser of a) \$12,750 or b) 60% of the current bid price at time of notice, but not less than \$1,275 per share or more than \$12,750/sh. This note is in default.</p>	12,250	68,250
<p>During the six months ended June 30, 2021, the Company entered into nine convertible promissory notes with RB Capital Partners, Inc. with an aggregate principal amount of \$7,200,000. The notes bear interest at 5% and mature December 19, 2024. The notes are convertible beginning 180 days from the date of issuance at a fixed price of \$1.50 per share. In the event of a forward or reverse stock split following the issuance of the note, the conversion price will remain at \$1.50.</p>	2,845,575	2,845,575
<p>On April 20, 2021, we entered into a Convertible Debenture with RB Capital Partners for up to \$26,500 in proceeds. The Note bears interest at 10%, with a maturity date of April 20, 2022, and is convertible at a price fixed at \$0.005, not adjusted for splits.</p>	12,500	12,500

On August 3, 2021, we entered into a Convertible Debenture with RB Capital Partners for up to \$600,000 in proceeds. The Note bears interest at 5%, with a maturity date of December 19, 2024, and convertible at a price fixed at \$2.00, not adjusted for splits.

	600,000	600,000
Debt in default	93,400	93,400
Debt not in default	3,445,575	3,445,575
Total convertible notes payable	3,538,975	3,538,975
Less: unamortized debt discounts	-	-
Less: Current portion in default	(93,400)	(93,400)
Convertible notes payable, net of discounts	\$3,445,575	\$3,445,575

The shares of common stock issuable upon conversion of the Notes listed above will be restricted securities as defined in Rule 144 promulgated under the Securities Act of 1933. The terms of each convertible note placed a “maximum share amount” on the note holder that can be owned as a result of the conversions to common stock by the note holder of 4.99% of the issued and outstanding shares of the Company. The GPL Ventures convertible notes allow for a note holder to own a maximum of 9.99% of the issued and outstanding shares of the Company.

In accordance with ASC 815-15, the Company determined that the variable conversion feature and shares to be issued represented embedded derivative features, and these are shown as derivative liabilities on the balance sheet. The Company calculated the fair value of the compound embedded derivatives associated with the convertible debentures utilizing a probability weighted black-Scholes model, and in accordance with ASC 470-20 Debt with Conversion and Other Options, the Company recorded debt discount for the variable conversion features of the convertible debts. The discounts are being amortized to interest expense over the term of the debentures using the effective interest method.

Bridge Notes Payable

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

	June 30, 2024	December 31, 2023
On August 3, 2021, the Company entered into a bridge loan with RB Capital Partners for \$2,000,000 in principal bearing interest at 5% and maturing on October 1, 2021. The Note is secured by 1,000,000 shares of common stock of the Company that will be issued in the event of a default. This note is currently in default, and a 3% fee was recorded as accrued interest. The shares were issued in July 2022.	\$ 2,000,000	\$ 2,000,000

<p>On August 16, 2021, the Company entered into a bridge loan with RB Capital Partners for \$200,000 in principal bearing interest at 5% and maturing on October 17, 2021. The Note is secured by 100,000 shares of common stock of the Company that will be issued in the event of a default. This note is currently in default, and a 3% fee was recorded as accrued interest. The shares were issued in July 2022.</p>	200,000	200,000
<p>On August 30, 2021, the Company entered into a bridge loan with RB Capital Partners for \$300,000 in principal bearing interest at 5% and maturing on October 31, 2021. The Note is secured by 150,000 shares of common stock of the Company that will be issued in the event of a default. This note is currently in default, and a 3% fee was recorded as accrued interest. The shares were issued in July 2022.</p>	300,000	300,000
<p>On September 23, 2021, the Company entered into a bridge loan with RB Capital Partners for \$2,200,000 in principal bearing interest at 5% and maturing on November 30, 2021. The Note is secured by 750,000 shares of common stock of the Company that will be issued in the event of a default. This note is currently in default, and a 3% fee was recorded as accrued interest. The shares were issued in July 2022.</p>	2,200,000	2,200,000
<p>On September 8, 2022, the Company entered into an unsecured bridge loan with RB Capital for \$484,000 with a maturity date of October 9, 2022. The bridge note carries interest of \$16,000 and a late fee of 1% and is secured by 1,000,000 shares of common stock which are owed 10 days after default if not repaid. The Company repaid \$474,000 of principal and \$16,000 of interest during the year ended December 31, 2022. The Company is in default of this agreement. No shares have been issued to date. The Company recognized \$207,000 of expense related to the default shares.</p>	10,000	10,000
<p>On October 7, 2022, the Company entered into an unsecured bridge loan with RB Capital for \$627,000 with a maturity date of November 7, 2022. The bridge note carries interest of \$23,000 and a late fee of 1% and is secured by 1,500,000 shares of common stock which are owed 10 days after default if not repaid. The Company repaid \$377,000 of principal and \$16,000 of interest during the year ended December 31, 2022. The Company is in default of this agreement, and issued the shares in December 2022.</p>	250,000	250,000
<p>On May 16, 2023, the Company entered into an unsecured, non interest</p>	52,000	52,000

bearing bridge loan with ARK Capital, Inc. for \$27,000 in principal maturing on May 16, 2024. The Company also received an additional \$25,000 in proceeds from ARK Capital, with no agreement.

On June 5, 2023, the Company entered into an unsecured bridge loan with RB Capital for \$75,000 in principal bearing interest at 5% and maturing on September 5, 2023.	75,000	75,000
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On August 11, 2023, the Company entered into an unsecured bridge loan with RB Capital for \$20,000. The bridge note carries interest of \$1,000. And matured on November 11, 2023.	20,000	20,000
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On October 1, 2023, the Company entered into an unsecured bridge loan with RB Capital for \$25,000. The bridge note carries interest of \$1,000. And matured on November 15, 2023.	25,000	25,000
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On March 25, 2024, the Company entered into an unsecured, non interest bearing bridge loan with ARK Capital, Inc. for \$24,000 in principal maturing on September 25, 2024. The Company received cash proceeds of \$14,000 and Ark Capital paid \$10,000 directly to a vendor on behalf of the Company. The note bears interest at 10% per year.	24,000	-
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On May 20, 2024, the Company entered into an unsecured, non interest bearing bridge loan with ARK Capital, Inc. for \$45,000 in principal maturing on May 20, 2025. The Company received cash proceeds of \$45,000. The note bears interest at 10% per year.	45,000	-
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On June 28, 2024, the Company entered into an unsecured, non interest bearing bridge loan with Vine Ventures, Inc. for \$40,000 in principal maturing on June 28, 2025. The Company received cash proceeds of \$40,000. The note bears interest at 10% per year.	40,000	-
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Total bridge notes payable	\$ 5,241,000	\$ 5,132,000
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On February 12, 2024, RB Capital Partners, Inc. filed an arbitration proceeding against the Company related to the bridge loans and related accrued interest and late fees, totaling \$5,841,190. The Company has filed a counterclaim against RB Capital Partners to request a declaratory judgement action in the Company's favor.

Notes payable

On July 11, 2022, the Company entered into an unsecured future receipts financing agreement of \$182,375 and received net proceeds of \$115,454, after fees of \$9,546 and original issue discount of \$57,375. The Company will make bi-weekly payments until the agreement is paid in full, and the agreement is personally guaranteed by the Company's President. As of June 30, 2024, the principal balance was \$54,070 and unamortized discount and deferred finance fees was \$0.

On October 9, 2023, the Company entered into an agreement with Pantheon whereby the Company agreed to reimburse Pantheon for the costs of the movement of the equipment and reconfiguration for a total of \$469,500. The Company will pay interest of 15% per year. If amounts are not repaid after 12 months, the rate increases to 20% per year. During the six months ended June 30, 2024, the Company allowed Pantheon to utilize the Company's PODS and mining equipment to mine bitcoin in exchange for the value of the mined bitcoin being applied against the balance of the note. The Company accounted for this transaction as a nonmonetary exchange, recognized hosting services revenue of \$469,500 during the six months ended June 30, 2024, which retired the note payable balance in full.

The Company recognized interest expense on convertible notes payable and the bridge notes payable for the three months ended June 30, 2024 and 2023, respectively, as follows:

	Three Months Ended	
	June 30, 2024	June 30, 2023
Interest on debt	\$ 50,059	\$ 561,143
Interest expense from shares issued to debt holder	234,500	-
Amortization of debt discounts	-	254,063
Total interest expense	<u>\$ 284,559</u>	<u>\$ 815,206</u>

The Company recognized interest expense on convertible notes payable and the bridge notes payable for the six months ended June 30, 2024 and 2023, respectively, as follows:

	Six Months Ended	
	June 30, 2024	June 30, 2023
Interest on debt	\$ 143,596	\$ 678,184
Interest expense from shares issued to debt holder	420,538	-
Amortization of debt discounts	-	275,573
Total interest expense	<u>\$ 564,134</u>	<u>\$ 953,757</u>

Note 7 – Derivative Liabilities

As discussed in Note 6 under Convertible Notes Payable, the Company issued debts that consist of the issuance of convertible notes with variable conversion provisions. The conversion terms of many of the convertible notes are variable based on certain factors, such as the future price of the Company's common stock. The number of shares of common stock to be issued is based on the future price of the Company's common stock and is indeterminate. Due to the fact that the number of shares of common stock issuable could exceed the Company's authorized share limit, the equity environment is tainted and all additional convertible debentures are included in the value of the derivative. Pursuant to ASC 815-15 Embedded Derivatives, the fair values of the variable conversion option were recorded as derivative liabilities on the issuance date.

The fair values of the Company's derivative liabilities were estimated at the issuance date and are revalued at each subsequent reporting date, using a probability weighted Black-Scholes model, with the Company estimating the probability of the Company's stock price being higher than the price at the reporting date, the probability of the stock price remaining constant, and the probability of it being lower. The gains and losses have been reported within other expense in the statements of operations. The estimates of the fair value of derivative liabilities exclude values for convertible notes that have a fixed conversion price, which included \$12,500 of convertible note principal as of June 30, 2024.

The following is a summary of changes in the fair market value of the derivative liability during the six months ended June 30, 2024:

	Derivative Liability Total	
	<hr/>	
Balance, December 31, 2023	\$	1,360,997
Change in fair market value of derivative liabilities		(226,683)
Balance, June 30, 2024	<hr/> \$	<hr/> 1,134,314 <hr/>

Key inputs and assumptions used to value the convertible debentures outstanding during the six months ended June 30, 2024:

- Stock price of \$0.064
- Expected Term ranging from 0.5 to 3.4 years
- Estimated volatility of 170-252%

- Risk-free rate of 4.40 – 5.38%
- Probability of increase in stock price of 75% from June 30, 2024 of 10%
- Probability of decrease in stock price of 50% from June 30, 2024 of 70%
- Total principal value of \$3,526,475
- Total common shares issuable assuming conversion of notes payable as of June 30, 2024 of 19,281,909 and 300,000 shares issuable related to common stock warrants.

Management notes that the inputs used in the valuation of derivative liabilities are unobservable inputs and are inherently subjective. As of June 30, 2024, if the probability of a decrease in the stock price was 10% higher, the derivative liability fair value would be approximately \$257,000 lower and would be approximately \$250,000 lower if there was a 10% increase in the probability of the Company's stock price remaining equal with the December 31, 2023 value. If a 10% higher stock price was used in the probability assessment, the estimated derivative liability would be approximately \$106,000 higher, and would be approximately \$106,000 lower if a 10% lower price was used in the probability assessment.

Note 8 – Changes in Stockholders' Equity (Deficit)

Stock Split and Amendment to Articles of Incorporation

The Company is authorized to issue up to 370,000,000 shares of common stock and up to 70,000,000 shares of preferred stock.

Series B Convertible Preferred Stock

On December 10, 2020, The Company designated 10,000,000 Shares of Series B Convertible Preferred Stock, with a par value of \$0.001 per share. On November 8, 2022, the authorized Series B Convertible Preferred Stock was increased to 20,000,000 shares and on April 21, 2023 the authorized Series B Convertible Preferred Stock was increased to 30,000,000. Each share of Series B Convertible Preferred Stock is convertible into 3 shares of common stock after being held for one year, and contains a limitation where the holder can convert a maximum of 12.5% of the original Series B issuance shares in any given quarter.

During the six months ended June 30, 2024, the Company issued 3,150,000 shares of common stock pursuant to conversion of 1,050,000 shares of Series B Convertible Preferred Stock

During the six months ended June 30, 2024, the Company issued 795,000 shares of Series B Convertible Preferred Stock to a former debt holder for services. The fair value of the shares was \$398,300 based on an if-converted methodology and the closing price of the Company's common stock on the date of issuance, and was recognized in interest expense. This individual also subscribed to 1,500,000 shares of common stock for cash proceeds of \$15,000.

As of June 30, 2024 there were a total of 21,228,000 shares of Series B Convertible Preferred stock outstanding and 200,000 shares not yet issued related to subscriptions for cash proceeds prior to December 31, 2023.

Series A & E Preferred Stock

On July 11, 2011, the Company authorized 1,000,000 shares of Series A Convertible Preferred Stock ("Series A"). The Series has a par value of \$0.001 per share, receives no dividends, has no voting rights and is convertible to common stock at an amount of four times the outstanding shares of Series A.

Pursuant to an amendment to the Company's Articles of Incorporation on September 6, 2017, the Company has 20,000,000 authorized shares of Preferred Stock, of which 1,000,000 shares of \$0.001 par value Series E Preferred Stock ("Series E") have been designated and issued. The Series E ranks subordinate and junior to all of the Corporation's common stock, carries no dividends, has no liquidation participation rights and are not redeemable. The collective outstanding shares of Series E Preferred Stock are entitled to twice the number of votes of all outstanding shares of capital stock such that the holders of outstanding shares of Series E shares shall always constitute sixty-six and two thirds ($66 \frac{2}{3}$ rds) of the voting rights of the Corporation. The holders of shares of Common Stock and Series E Preferred Stock shall vote together and not as separate classes. On June 21, 2018, the amended its Articles of Incorporation with the State of Nevada to reduce the total number of shares of common stock authorized to 200,000,000 and the total number of shares of preferred stock authorized to 20,000,000. On October 1, 2019, the Company amended its Articles of Incorporation to increase the number of shares of preferred stock authorized to 50,000,000.

On March 6, 2015, the Company issued 1,000,000 shares of Series E Preferred Stock to Alonzo Pierce, the Company's President and Chairman of the Board for services provided.

Common Stock issuances

On May 13, 2024, the Company issued 5,000,000 shares of common stock to its President for services rendered with a fair value of \$290,000.

On October 24, 2022, the Company submitted an application to uplist its common stock to the Nasdaq Capital Market.

On August 29, 2022, the Company entered into an agreement with a consultant to provide services related to uplisting the Company's common stock exchange. The Company will pay cash of \$5,000 per month, and \$50,000 in cash upon a successful uplisting. The Company will issue the consultant 300,000 shares of common stock in exchange for \$300 cash which has not been received to date. The consultant will be issued additional shares in the event of a reverse stock split to maintain 300,000 shares after the stock split, if the stock-split is undertaken as part of the exchange uplisting event. The Company issued common stock warrants to purchase 300,000 shares of common stock for a period of five years at a price of \$0.26 per share. In the event of a reverse stock split, the warrant terms shall remain unchanged. To date, no services have been received under the agreement and no shares of common stock or warrants have been issued to the consultant. The Company recognized stock-based compensation of \$73,500 related to the shares to be issued, included in subscriptions payable on the Company's balance sheet, and \$73,330 related to the common stock warrants to be issued. Due to the lack of sufficient authorized shares to settle convertible instruments, the warrants are accounted for as a derivative liability.

On December 29, 2022, Ark Capital, Inc. was issued a total of 1,755,000 shares of common stock as settlement of a \$5,000 subscription payable Ark Capital acquired from another holder. The Company recognized a loss on the settlement of \$300,370 related to these issuances based on the fair value of the shares at the time of conversion.

In January 2024 the Company issued 1,000,000 shares of common stock to a consultant for marketing services. The fair value of \$89,000 was based on the closing price of the Company's common stock at the issuance date.

On March 6, 2024, the Company issued 2,696,200 shares of common stock to Vine Ventures, Inc., a debtholder. The fair value of the shares was \$186,038 based on the closing price of the Company's common stock at the issuance date and was recognized as interest expense.

On May 21, 2024, the Company issued 3,500,000 shares of common stock to Vine Ventures, Inc., a debtholder. The fair value of the shares was \$234,500 based on the closing price of the Company's common stock at the issuance date and was recognized as interest expense.

Note 9 – Commitments and Contingencies

Legal Proceedings

The Company may be subject to legal proceedings and claims arising from contracts or other matters from time to time in the ordinary course of business. Management is not aware of any pending or threatened litigation where the ultimate disposition or resolution could have a material adverse effect on its financial position, results of operations or liquidity.

On February 12, 2024, RB Capital Partners, Inc. filed an arbitration proceeding against the Company related to the bridge loans and related accrued interest and late fees, totaling \$5,841,190. The Company has filed a counterclaim against RB Capital Partners to request a declaratory judgement action in the Company's favor.

Commitments

On October 4, 2023, the Company entered into an employment agreement with Lawrence Davis to act as Chief Operating Officer for the Company. The agreement is cancelable by either party with 30 days' notice. Compensation under the agreement will be determined at a future date.

On October 4, 2023, the Company entered into an employment agreement with Sam Escobar to act as Director of Ground Operations for the Company. The agreement is cancelable by either party with 30 days' notice. Compensation under the agreement will be determined at a future date.

On October 5, 2023, the Company entered into an employment agreement with Bryan O'Hare, an investor in the Company's Series B Preferred Stock, to act as Director of Business Development for the Company. The agreement is cancelable by either party with 20 days' notice. Compensation under the agreement will be determined at a future date.

Note 10 – Segment Information and Disaggregated Revenue

The Company operates through its single operating segment of cryptocurrency operations, including self-mining activities and hosting services.

Summarized financial information relating to the Company's lines of business is as follows:

For the	For the
Three Months Ended	Six Months Ended

	June 30,		June 30,	
	2024	2023	2024	2023
	_____	_____	_____	_____
Revenue – hosting services	\$ -	\$ -	\$ 469,500	\$ 922,192
Revenue – Cryptocurrency self-mining	205,695	-	226,721	-
Total Revenue	\$ 205,695	\$ -	\$ 696,221	\$ 922,192
	_____	_____	_____	_____

During the three and six months ended June 30, 2024, the Company provided hosting services to BES to allow earn bitcoin in exchanged for reduction of the note payable balance owed by the Company. The Company recognized revenue of \$469,500 related to this arrangement during the six months ended June 30, 2024, respectively. The Company also self-mined bitcoin that was delivered to a third party in satisfaction of the amounts due for power services at the Missouri location in the name of the third party. The Company recognized \$205,695 and \$226,721 of revenue, respectively, from this self mining related to a total of 3.105 and 3.406 bitcoin, respectively mined during the period, which reduced the accounts payable balance owed by the Company by the same amount.

Note 11 – Subsequent Events

The Company has evaluated subsequent events through the date the financial statements were available for issuance on August 19, 2024.

On July 15, 2024, 175,000 shares of Series B Convertible Preferred Stock were converted into 525,000 shares of common stock.

On July 23, 2024, the Company issued 2,500,000 shares of common stock to a consultant for services rendered.

On July 31, 2024, the Company issued 1,500,000 shares of Series B Convertible Preferred Stock to a former debt holder for services.

