

Galexxy Holdings, Inc.

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Newport Beach, CA 92660

949-418-7450

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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:

279,197,572 as of June 30, 2024 (Current Reporting Period Date or More Recent Date)

244,926,107 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

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

Yes: No:

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

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

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

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

The exact name of the Company is Galexy Holdings, Inc. The company was formed as a Nevada corporation on May 9, 2000, under the name of PasoVideo.com, Inc. On March 7, 2001, the company changed its name to Legal Broadcast Company, Inc., subsequent to that, the name was changed to LBC, Inc. on September 18, 2003. On February 21, 2006, the company changed its name to True Colors International, Inc. The name was changed to AgTech Global International, Inc. on October 18, 2017, and then to Galexy Holdings Inc., which was declared effective by FINRA on March 29, 2022.

Current State and Date of Incorporation or Registration: Nevada 05/09/2000

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:

Address of the issuer's principal executive office:

32565 Golden Lantern St. B #340, Dana Point, CA 92629

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: Transfer Online, Inc.

Phone: 503) 227-2950

Email: mgenera@transferonline.com
Address: 512 SE Salmon Street Portland, Oregon 97214

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>GXXY</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>363524109</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>500,000,000</u> as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>279,197,572</u> as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>434</u> as of date: <u>June 30, 2024</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:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

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.

_____ No shareholders of the Corporation holding Common Stock have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class.

Subject to the rights of holders of Preferred Stock, holders of Common Stock shall be entitled to receive such cash dividends as may be declared thereon by the Board from time to time out of assets of funds of the Corporation legally available, therefore.

Cumulative Voting. Except as otherwise required by applicable law, there shall be no cumulative voting on any matter brought to a vote of stockholders of the Corporation.

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

_____ Preferred Stock Shares have been authorized but have not been designated or issued. The powers, preferences, rights, qualifications, limitations, and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board in its sole discretion. Authority to do so being hereby expressly vested in the Board.

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

_____ No other material rights apply.

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>1/01/2022</u> Common: 191,030,160 Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>02/02/2022</u>	<u>New</u>	<u>133,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>The Beling Family Trust David C. Beling Trustee</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/02/2022</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>The Diana and David Freshwater Living Trust David Freshwater</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/04/2022</u>	<u>New</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Paul Winkle</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>04/01/2022</u>	<u>New</u>	<u>133,333</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>The Beling Family Trust David C. Beling Trustee</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>05/11/2022</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Mark A. Harden or Jackie E. Harden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/09/2022</u>	<u>New</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Jonathan M. Wood</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/09/2022</u>	<u>New</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Dr. Todd Zang</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/09/2022</u>	<u>New</u>	<u>1,515,151</u>	<u>Common</u>	<u>\$0.033</u>	<u>Yes</u>	<u>Mark A. Harden Jackie E. Harden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/09/2022</u>	<u>New</u>	<u>909,767</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Boston Securities Group Pty Ltd Brian Harcourt CEO</u>	<u>Accrued fees converted equity</u>	<u>Restricted</u>	<u>Section 4a2</u>

<u>06/09/2022</u>	<u>New</u>	<u>442,400</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Geza G. Molnar</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/09/2022</u>	<u>New</u>	<u>412,463</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Mario Irizarry</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/09/2022</u>	<u>New</u>	<u>410,667</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>George Roth</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/09/2022</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Reed & Linda Woodruff</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/13/2022</u>	<u>New</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Gagik Shamamyan</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/30/2022</u>	<u>New</u>	<u>410,667</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Securities Compliance Management LLC Mike Roth Managing Member</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/07/2022</u>	<u>New</u>	<u>453,333</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Rachel Fyffe</u>	<u>Accrued fees converted to equity</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>07/07/2022</u>	<u>New</u>	<u>819,833</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Geza G. Molnar</u>	<u>Accrued fees converted to equity</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>07/07/2022</u>	<u>New</u>	<u>1,623,333</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Boston Securities Group Pty Ltd Brian Harcourt CEO</u>	<u>Accrued fees converted to equity</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>08/12/2022</u>	<u>New</u>	<u>833,333</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Wyatt21 LLC Emma Dowling Managing Partner</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>08/16/2022</u>	<u>New</u>	<u>466,667</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Wyatt21 LLC Emma Dowling Managing Partner</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>08/16/2022</u>	<u>New</u>	<u>666,667</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Habena Nominees Pty Ltd</u>	<u>Cash</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>

						<u>Stephen Hall Managing Partner</u>			
<u>08/16/2022</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Henry H. Moen</u>	<u>Shares Issued per Acquisition of Interest Agreement</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>08/16/2022</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Thomas M. Hensley, III</u>	<u>Shares Issued per Acquisition of Interest Agreement</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>08/16/2022</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Michael L. Chosewood</u>	<u>Shares Issued per Acquisition of Interest Agreement</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>08/31/2022</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Peter Matthew Blee</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/31/2022</u>	<u>New</u>	<u>4,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Anne Margaret Biagi</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/31/2022</u>	<u>New</u>	<u>2,650,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Trans Pacific Marine PTY Ltd. Owen Reily Managing Partner</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/31/2022</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Wyatt Chris Saul</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/31/2022</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Mark Godfrey Saul</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/31/2022</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Elden Thorell Saul</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>

<u>08/31/2022</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Embia Linnea Ingallil Saul</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/31/2022</u>	<u>New</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Miriam Saul</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/31/2022</u>	<u>New</u>	<u>2,250,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Joseph John Bito Biagi</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Richard Warfe</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Joshua Biagi</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Anthony Prpic</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>True Colors Intl LLC Schiber Vandegriff Managing Partner</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Mario Irizarry</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Cameron Dean Irizarry</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Brendon Irizarry</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>350,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Jeff and Jeanette Tackett</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>Section 4a2</u>

<u>09/01/2022</u>	<u>New</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>MERIS LLC Fronz Tizeli Managing Partner</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>MYNOT LLC Tehina Tomy Managing Partner</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/01/2022</u>	<u>New</u>	<u>9,500,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Wyatt21 LLC Emma Dowling Managing Partner</u>	<u>Shares Issued per Acquisition Agreement</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/08/2022</u>	<u>New</u>	<u>7,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Habena Nominees Pty Ltd Stephen Hall Managing Partner</u>	<u>Shares Issued for Wellbeing Farms Debt Conversion</u>	<u>Unrestricted</u>	<u>Reg A Offering</u>
<u>09/09/2022</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Al Slavich</u>	<u>Shares in Lieu of Loan Repayment</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>01/18/2023</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Mark A Harden Jackie E. Harden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/01/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Richard D. Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/09/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Bobby Bartlet</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/09/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Christopher Reid</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/10/2023</u>	<u>New</u>	<u>166.667</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Mark L Leavitt</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/10/2023</u>	<u>New</u>	<u>1,100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Mark L Leavitt</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/15/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Christopher Reid</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/15/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Richard D Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/16/2023</u>	<u>New</u>	<u>520,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Al Slavich</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>

<u>02/17/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Dewey Thurman Pitts</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/23/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Steven Stearman</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/23/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>ES Family Fitness, LLC</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/23/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Building Blocks Childcare Center</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>02/24/2023</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Anthony D Baade</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>03/09/2023</u>	<u>New</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Richard D Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>03/22/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Richard D Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>03/30/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>JL Consulting LLC Julio Milan Sr. Sole MBR</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>03/31/2023</u>	<u>New</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Joe Cunningham</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>04/03/2023</u>	<u>New</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Anthony D Baade</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>04/04/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Z and Z Podiatry Ltd. Dr. Todd Zang</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>04/06/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Rob McGregor</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>04/11/2023</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>DDS Separate Property Trust David Shively</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>04/12/2023</u>	<u>New</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Patricia Sandoval</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>04/18/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Pat Devereaux</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>04/19/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Richard and Merra N. Rosser</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>04/20/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Richard D. Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>05/02/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Wayne T. Young</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>

<u>05/05/2023</u>	<u>New</u>	<u>700,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Randy McGregor</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>05/15/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Coreen Reinhart</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>05/22/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>DDS Separate Property Trust David Shivley</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>05/23/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Pat Devereaux</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>05/30/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Dr. Rich Yeater</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/07/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Richard D Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/09/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>John Walsh</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/13/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Dr. Hansen Le</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/13/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Pat Devereaux</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/13/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Gregory D. Wilson</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/14/2023</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Tiffany Johnston</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/15/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>John Walsh</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/21/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Greg Anderson</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/21/2023</u>	<u>New</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Joe Cunningham</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/21/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>William Jesse and Robin Lea Hanger</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/21/2023</u>	<u>New</u>	<u>333,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Howard Monte Hawes</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>06/28/2023</u>	<u>New</u>	<u>333,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Dr. Hansen Le</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>

<u>06/29/2023</u>	<u>New</u>	<u>333,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Greg Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/11/2023</u>	<u>New</u>	<u>1,800,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Boston Securities Group Pty Ltd Brian Harcourt CEO</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/11/2023</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Boston Securities Group Pty Ltd Brian Harcourt CEO</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/11/2023</u>	<u>New</u>	<u>645,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Rob McGregor</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/11/2023</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Tiffany Johnston</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/18/2023</u>	<u>New</u>	<u>933,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>DDS Separate Property Trust David Shively</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/20/2023</u>	<u>New</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>RxMM Health Ltd Brian Harcourt CEO</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/24/2023</u>	<u>New</u>	<u>166,667</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Howard Monty Hawes</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/25/2023</u>	<u>New</u>	<u>66,667</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Brandon Wagg</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>07/25/2023</u>	<u>New</u>	<u>66,667</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Tyler Thuan Thanh Nguyen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/02/2023</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Pat Devereaux</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/02/2023</u>	<u>New</u>	<u>66,667</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Leanne Tainsh</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/03/2023</u>	<u>New</u>	<u>75,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Andy Nguyen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/09/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Anthony D Baade</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>

<u>08/21/2023</u>	<u>New</u>	<u>133,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>William Jesse and Robin Lea Hanger</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/21/2023</u>	<u>New</u>	<u>33,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Richard D Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>08/24/2023</u>	<u>New</u>	<u>66,667</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Steven Bellach</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/11/2023</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Mark A. Harden Jackie E. Harden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/14/2023</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>D&P Kuipers Superfund Dave Kuipers</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/14/2023</u>	<u>New</u>	<u>333,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Eric Emick Near</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/15/2023</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>The AJ Trust Dated September 14, 2019 Trustee Jason Pawlak</u>	<u>Bonus Shares</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>09/19/2023</u>	<u>New</u>	<u>133,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>Yes</u>	<u>Sharon Webb</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>10/20/2023</u>	<u>New</u>	<u>558,333</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Mark A. Harden Jackie E. Harden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>10/25/2023</u>	<u>New</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Mark A. Harden Jackie E. Harden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>10/30/2023</u>	<u>New</u>	<u>416,667</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Howard Monte Hawes</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>11/16/2023</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Danny L. Gay</u>	<u>Shares Issued per Contract</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>11/22/2023</u>	<u>New</u>	<u>1,666,667</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>DDS Separate Property Trust</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>11/29/2023</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Richard D. Andersen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>01/19/2024</u>	<u>New</u>	<u>600,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>James D Menkel Trust James D Menkel as Trustee</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>

<u>01/19/2024</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Panamera Trust Trent D'Ambrosio</u>	<u>Shares Issued per Contract</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>01/24/2024</u>	<u>New</u>	<u>461,516</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Mark A. Harden or Jackie E. Harden</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4a2</u>
<u>01/24/2024</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Gary R. Clarin Janet M. Clarin</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>01/24/2024</u>	<u>New</u>	<u>666,680</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Linda M. Swenson</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>01/25/2024</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>James T Murphy</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>01/25/2024</u>	<u>New</u>	<u>266,680</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Genevieve Ferland</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>01/29/2024</u>	<u>New</u>	<u>914,804</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Mario Irrizary</u>	<u>Notice of Conversion</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>02/01/2024</u>	<u>New</u>	<u>1,056,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Anthony Prpic</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>02/02/2024</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Keith Henderson</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>02/06/2024</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Henry H. Moen</u>	<u>Per Settlement Agreement and Mutual Release</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>02/06/2024</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Thomas M. Hensley</u>	<u>Per Settlement Agreement and Mutual Release</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>02/06/2024</u>	<u>New</u>	<u>2,000,0000</u>	<u>Common</u>	<u>\$0.15</u>	<u>Yes</u>	<u>Michael L. Chosewood</u>	<u>Per Settlement Agreement and Mutual Release</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>02/19/2024</u>	<u>New</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Steve Howard</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>03/05/2024</u>	<u>New</u>	<u>700,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>George R. Richardson</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>

<u>05/06/2024</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>The AJ Trust dated September 14, 2019 Trustee Jason Pawlak</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>05/14/2024</u>	<u>New</u>	<u>333,320</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Kaushal Patel</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>05/28/2024</u>	<u>New</u>	<u>840,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Panamera Trust Trent D'Ambrosio</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>05/28/2024</u>	<u>New</u>	<u>4,866,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Michael Biagi</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>05/28/2024</u>	<u>New</u>	<u>1,815,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Danny L. Gay</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>05/28/2024</u>	<u>New</u>	<u>219,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Rachel Fyffe</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>05/28/2024</u>	<u>New</u>	<u>724,860</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Eric Schetselaar</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>05/28/2024</u>	<u>New</u>	<u>3,340,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>James Beeker</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>06/03/2024</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Enkrateia Strategies, LLC Tyler V. Whitehead</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>06/03/2024</u>	<u>New</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Rodney Sperry</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>06/03/2024</u>	<u>New</u>	<u>650,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Dee Oldroyd</u>	<u>Cash</u>	<u>Restricted</u>	<u>Section 4A2</u>

<u>06/04/2024</u>	<u>New</u>	<u>97,785</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Eric Schetselaar</u>	<u>Accrued fees converted to equity</u>	<u>Restricted</u>	<u>Section 4A2</u>
<u>06/13/2024</u>	<u>New</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>Enkrateia Strategies, LLC Tyler V. Whitehead</u>	<u>Shares Issued per Contract</u>	<u>Restricted</u>	<u>Section 4A2</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>06/30/2024</u> Common: <u>279,197,572</u> Preferred: <u>0</u>									

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

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

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****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")

We are developing high-profile, big box (over the counter) and online Functional Mushroom products through a dedicated website and Amazon store. Marketing to wholesale distributors and directly to consumers.

The Company is also seeking to acquire existing businesses whose products and distribution structures are complimentary to its proprietary product range and marketing plan.

Based in Newport Beach California, Galexy is leveraging the increasing, wide-spread consumer interest in the benefits available from natural plant-based health products.

Galexy's initial product range is comprised of tinctures, gummies, and capsule products which are formulated for a variety of popular indications and has plans to expand the product range over the next 12 months to include proprietary formulations and consumer delivery methods.

The Company sold its 100% owned subsidiary, Galexy Corporation to RxMM Health Limited of Australia on July 19, 2022, for 50,000,000 Galexy Holdings, Inc.'s shares. With the company retaining a license to Genus product range. This transaction reduced Galexy Holdings, Inc.'s, issued and outstanding shares by 50 million shares

On August 4, 2022, the Company completed the acquisition of Wellbeing Farms LLC, a company specializing in the production and marketing of specially formulated Functional Mushroom and Adaptogen health products. The Company issued 30 million restricted common shares to acquire 100% of Wellbeing Farm's membership interests. Wellbeing Farms' is marketing directly to retail in the USA, and through its patent pending customer verification smart vending kiosks.

On April 28, 24, the Company dissolved Galexy LLC and formed Adaptin LLC, a Utah company. The Company has a controlling interest of 56.5% of a Direct-to-Consumer Brand, selling a full line of functional mushroom and adaptogen products. Adaptin LLC also offers an innovative technology software delivering 'real-time' payment information, fast pay solutions, compensation management, and real-time reporting to scale and manage distributors' businesses in 'real-time'.

On February 14, 2024 the Company announced its intention to divest from the vending machine industry. The Company still owns the rights to the IP for the Smart Vending

App.

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

The Company has the following subsidiaries: AgTech Global Inc., a Nevada corporation incorporated on May 26, 2016 and Wellbeing Farms LLC acquired on 4 August 2022. Galexy LLC established July 3, 2023, and was dissolved by the Members on April 28, 2024. VendGenie established August 7, 2023. Adaptin, LLC was established on April 28, 2024, with 56.5% equity. On July 20, 2024, Galexy Holding withdrew its Membership due to a lack of funding. No entity has current operations. For the description of Wellbeing Farms LLC, Galexy LLC, and VendGenie, please see Item 4A of this report.

C. Describe the issuers' principal products or services.

Functional Mushroom Products

Functional mushroom products, through our Adaptin and Wellbeing Farms brands, remains Galexy Holdings' core product range. We offer a unique range of Functional Mushrooms, combined with targeted adaptogens, to create specific blends that assist with – Energy, Focus, Wellbeing, Calm, Sleep, and Immunity. Our product range includes Gummies, Glycerite Tinctures and Capsules made with the highest quality ingredients that include 100-day triple extracted US grown mushrooms.

We work closely with the manufacturer on research and development to continually create new products for the market. New products have been developed and will continue to be developed, to capture the ever-growing functional mushroom industry.

5) Issuer's Facilities

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

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

As of June 1st, 2024, all corporate files were moved into a storage unit and subject to the following month to month fee of \$50.00 per month. Company mailing address moved to the following PO Box address: 32565 Golden Lantern St. B #340, Dana Point, CA 92660, annual fee of \$250.00.

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

On August 17, 2024, the Company sold one of its subsidiaries, Wellbeing Farms, LLC, for \$9,745 and \$915,000 in debt elimination. Wellbeing Farms had approximately \$30,000 in liabilities; which also transitioned out with the sale. 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>Michael Biagi</u>	<u>CEO, Director</u>	<u>Newport Beach, CA</u>	<u>7,325,000</u>	<u>N/A</u>	<u>2.84%</u>	<u>_____</u>
<u>Iain G. Saul</u>	<u>Chairman of the Board</u>	<u>Redcliffe, Queensland, Australia</u>	<u>1,300,000</u>	<u>N/A</u>	<u>0.50%</u>	
<u>DDS Separate Property Trust</u>	<u>Owner of more than 5%</u>	<u>Bakersfield, CA</u>	<u>19,600,000</u>	<u>N/A</u>	<u>7.61%</u>	<u>DDS Separate Property Trust is managed by Dr. David Shively</u>
<u>Habena Nominees Pty Ltd</u>	<u>Affiliation – Chairman of the Board</u>	<u>Brisbane, Queensland, Australia</u>	<u>4,841,667</u>	<u>N/A</u>	<u>1.88%</u>	<u>Iain Saul Director of Habena Nominees</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.

Footnotes: Tyler Whitehead resigned from the Board of Directors of Galexxy Holdings, Inc and the CEO of Adaptin on July 10, 2024.

Rachel Fyffe resigned from the Board of Directors of Galexxy Holdings, Inc on August 1, 2024.

7) Legal/Disciplinary History

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

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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: Dietrich & Associates – Christopher Dietrich
Address 1: 815 Moraga Drive, Suite 207, Los Angeles, CA 90049
Address 2: _____
Phone: (310) 312-6888
Email: venturelaw@gmail.com
Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

X (Twitter): <https://twitter.com/GXXYHoldings>
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____

Email: _____

9) Disclosure & Financial Information

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

Name: Rachel Fyffe
Title: VP of Communications
Relationship to Issuer: VP of Communications

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: Rodney Sperry – Sperry Advisory Services, LLC
Title: Consulting Accountant
Relationship to Issuer: Consultant

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

Mr. Sperry has 14 years of experience in public accounting at leading accounting services and consulting firms in Utah. His industry background includes audits for both private and publicly traded companies in various industries including manufacturing, distribution, mining, energy, and not for profit organizations. He has served as outside controller for several public companies over the last fourteen years and has been responsible for SEC filings and compliance. Mr. Sperry was a licensed CPA in the state of Utah from February 2001 through September 2014 and has operated his own practice for the past fourteen years. He obtained his Bachelor degree in accounting from Westminster College and his Master's degree in business administration from Utah State University.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

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.

- 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, Michael Biagi certify that:

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

September 17, 2024

/s/ Michael Biagi

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

Principal Financial Officer:

I, Rodney Sperry certify that:

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

September 17, 2024

/s/ Rodney Sperry

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

GALEXXY HOLDINGS, INC.

FINANCIAL STATEMENTS

JUNE 30, 2024

(UNAUDITED)

Galexxy Holdings, Inc.
Consolidated Balance Sheet
June 30, 2024 and December 31, 2023
(UNAUDITED)

	June 30, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 3,948	\$ 163,317
Net Accounts Receivable	115,606	113,088
Inventory	123,032	176,921
Prepaid Expenses	-	27,438
Other Current Assets	-	1,493
Total Current Assets	242,586	482,257
Fixed Assets		
Property, Plant and Equipment	389,954	452,905
Accumulated Depreciation	(68,573)	(65,402)
Net Fixed Assets	321,381	387,503
Other Assets	15,000	17,438
Total Assets	\$ 578,967	\$ 887,198
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable	\$ 353,033	\$ 205,651
Accrued Liabilities	412,189	383,281
Short-term Loans Payable	136,270	50,436
Total Current Liabilities	901,492	639,368
Long-term Liabilities		
Long-term Loans Payable	75,000	20,259
Long-term Loan Payable-Related Party	751,811	751,811
Total Long-term Liabilities	826,811	772,070
Total Liabilities	1,728,303	1,411,438
Shareholders' Deficit		
Common Stock	279,198	244,926
Additional Paid-in Capital	21,703,209	20,392,838
Accumulated Deficit	(23,276,688)	(21,435,936)
Total Controlling Interest	(1,294,281)	(798,172)
Non-Controlling Interest	144,945	273,932
Total Shareholders' Deficit	(1,149,336)	(524,240)
Total Liabilities and Shareholders' Deficit	\$ 578,967	\$ 887,198

Galexxy Holdings, Inc
Consolidated Statement of Operations
Six Months Ended June 30, 2024 and 2023
(UNAUDITED)

	For the Six Months Ended	
	June 30, 2024	June 30, 2023
Revenue	\$ 99,480	\$ 473,341
Cost of Goods Sold	110,205	133,969
Gross Profit	<u>(10,725)</u>	<u>339,372</u>
Operating Expenses		
Marketing and Selling Expenses	10,127	21,565
Depreciation Expense	20,713	-
General and Administrative Expenses	1,440,130	1,220,720
Total Operating Expenses	<u>1,470,970</u>	<u>1,242,285</u>
Loss from Operations	(1,481,695)	(902,913)
Other Income (Expenses)		
Other Income	1,165	-
Loss on Extinguishment of Debt	(279,550)	-
Loss on Investment in Subsidiaries	(80,672.00)	-
Total Other Income (Expenses)	<u>(359,057)</u>	<u>-</u>
Net Loss from Operations before Income Taxes	(1,840,752)	(902,913)
Provision for Income Taxes	-	-
Net Loss	(1,840,752)	(902,913)
Net Loss - Non-Controlling Interest	96,468	-
Net Loss - Controlling Interest	\$ (1,744,284)	\$ (902,913)
Net Loss per share - Basic and Diluted	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
Weighted Average Number of Shares Outstanding during the Year - Basic and Diluted	<u>260,131,300</u>	<u>223,703,446</u>

Galexxy Holdings, Inc
Consolidated Statement of Changes in Stockholders' Deficit
Six Months Ended June 30, 2024 and Year Ended December 31, 2023
(UNAUDITED)

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Non- Controlling Interest</u>	<u>Total Shareholders' Deficiency</u>
	<u>Shares</u>	<u>Amount</u>				
Balance, December 31, 2022	216,444,441	\$ 216,444	\$ 18,921,330	\$ (20,092,763)	\$ 37,171	\$ (917,818)
Issuance of Common Shares	28,481,666	28,482	1,471,508	-	-	1,499,990
Subsidiary Equity sold for Cash	-	-	-	-	500,000	500,000
Net Income (Loss) for the Year	-	-	-	(1,343,173)	(263,239)	(1,606,412)
Balance, December 31, 2023	244,926,107	244,926	20,392,838	(21,435,936)	273,932	(524,240)
Issuance of Common Shares for Cash	18,864,156	18,864	533,615	-	-	552,479
Issuance of Common Shares for Services	3,304,664	3,305	171,242	-	-	174,547
Issuance of Common Shares for Settlement of Debt	12,602,645	12,603	605,014	-	-	617,617
Share Cancellation	(500,000)	(500)	500	-	-	-
Non-Controlling Interest of Disposed Subsidiary	-	-	-	-	(225,455)	(225,455)
Net Income (Loss) for the Year	-	-	-	(1,840,752)	96,468	(1,744,284)
Balance, June 30, 2024	<u>279,197,572</u>	<u>\$ 279,198</u>	<u>\$ 21,703,209</u>	<u>\$ (23,276,688)</u>	<u>\$ 144,945</u>	<u>\$ (1,149,336)</u>

Galexxy Holdings, Inc
Consolidated Statements of Cash Flows
Six Months Ended June 30, 2024 and 2023
(UNAUDITED)

	For the Six Months Ended	
	June 30, 2024	June 30, 2023
Cash flows from operating activities:		
Net income (loss)	\$ (1,840,752)	\$ (902,913)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	20,713	-
Stock issued for services	174,547	-
Stock issued for debt payment	617,617	-
Loss on investment of subsidiary	80,672	-
Changes in operating assets and liabilities:		
Accounts Receivable	(2,518)	14,834
Prepaid Expenses	29,875	-
Inventory	38,790	-
Other assets	989	-
Accounts Payable	147,382	(10,963)
Accrued Expenses	(21,500)	245,956
Net cash used in operating activities	<u>(754,185)</u>	<u>(653,086)</u>
Cash flows from investing activities:		
Cash held in Disposed Subsidiaries	(32,087)	-
Net cash flows used in investing activities	<u>(32,087)</u>	<u>-</u>
Cash flows from financing activities:		
Repayment of Bank Loans	(576)	-
Repayment of Short-term Loans	-	(30,000)
Proceeds from Short-term Loans	75,000	-
Proceeds from Issuance of Common Stock	552,479	745,000
Net cash provided by financing activities	<u>626,903</u>	<u>715,000</u>
Net change in cash	(159,369)	61,914
Cash and cash equivalents - beginning of period	163,317	69,664
Cash and cash equivalents - end of period	<u>\$ 3,948</u>	<u>\$ 131,578</u>
Supplemental disclosures of cash flow information:		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Supplemental non-cash information		
Intangible assets sold for reduction of convertible note - related parties	<u>\$ 29,916</u>	<u>\$ -</u>
Conversion of notes payable into common stock	<u>\$ 12,500</u>	<u>\$ -</u>

Conversion of accrued liabilities into
common stock

\$ 307,566 \$ -

GALEXXY HOLDINGS, INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2024

Note 1: Establishment and operations of the Company

Galexxy Holdings, Inc. (formerly Agtech Global International, Inc.) (the “Company”) was formed as a Nevada corporation on May 9, 2000, under the name of PasoVideo.com, Inc. The Company subsequently went through several name changes and on March 29, 2022, the Company changed its name to Galexxy Holdings, Inc.

In April 2017, the Company entered into a Contribution Agreement with RxMM Health Ltd by which the Company acquired control of Agtech Global, Inc. a wholly owned subsidiary of RxMM Health Ltd. After acquiring control of Agtech Global the Company changed its name to Agtech Global International, Inc. In June 2017, the terms of that Contribution Agreement were finalized in an exchange of the Company’s common stock.

Galexxy Holdings, Inc. is based in Newport Beach, California, and its shares trade on the OTC Markets Pink Sheets as OTC: GXXY.

Galexxy Holdings Inc. (Galexxy) recently completed a reorganization of its capital structure and business strategy and in April 2021 the Company entered the high growth CBD consumer products market. The Company’s principal executive leased offices are located at 4630 Campus Drive, Suite 104, Newport Beach, CA 92660. The secondary leased facility consists of a warehouse, operations, and manufacturing facility located at 41655 Reagan way, Suites A-B, Murrieta, CA 92562.

GXXY sold its 100% owned subsidiary, Galexxy Corporation to RxMM Health Limited on July 19, 2022, for 50,000,000 Galexxy Holdings, Inc. shares. As part of this sale Galexxy Corporation, assigned GXXY a perpetual exclusive license for North America to its VRMS technology and the Genus CBD product range. This transaction reduced Galexxy Holdings, Inc. issued and outstanding shares by 50 million shares.

On August 3, 2022, the Company acquired Wellbeing Farms LLC., (WBF) as a 100% owned subsidiary, located at its Murrieta facility. The Company issued 30 million restricted common shares to acquire 100% of Wellbeing Farm’s membership interests. WBF is a Functional Mushroom and Phytocannabinoid health supplements production and sales company.

On August 12, 2022, the Company acquired a 69% majority controlling interest in ABC Wholesale LLC., which is based in Gainesville, Georgia where it produces and is successfully marketing its proprietary AVALOO™ range of quality CBD consumer products. The Company exchanged its interest in ABC Wholesale LLC on February 9, 2024 for a reduction of debt.

On April 28, 24, the Company dissolved Galexxy LLC and formed Adaptin LLC, a Utah company. The Company has a controlling interest of 56.5% of a Direct-to-Consumer Brand, selling a full line of functional mushroom and adaptogen products. Adaptin LLC also offers an innovative technology software delivering ‘real-time’ payment information, fast pay solutions, compensation management, and real-time reporting to scale and manage distributors’ businesses in “real-time”. On July 20, 2024, Galexxy Holding withdrew its membership interest in Adaptin, LLC due to lack of funding.

On February 14, 2024 the Company announced its intention to divest from the vending machine industry. The Company still owns the rights to the IP for the Smart Vending App.

The Company prepares its annual consolidated financial statements as of December 31st of each year. These consolidated financial statements reflect the historical financial position, results of operations and cash flows of Galexxy Holdings, Inc. during each respective period.

Note 2: Summary of significant accounting policies.

The financial statements are prepared in accordance with generally accepted accounting principles in the United States and under the historical cost convention.

The significant accounting policies adopted by the Company are as follows:

Cash and cash equivalents

Cash and cash equivalents comprise current bank accounts and other bank deposits free of encumbrances and having maturity dates of three months or less from the respective dates of deposit.

Financial instruments

Financial assets and financial liabilities are recognized on the Company's balance sheet when the Company has become a party to the contractual provisions of the instrument.

Receivables

Trade accounts receivable are stated at nominal value, less an appropriate allowance for estimated uncollectible accounts to reflect any loss anticipated on the trade accounts receivable balances and charged to the provision for doubtful accounts. The allowance for doubtful accounts is determined based on the Company's history of write offs, the level of past due accounts based on the contractual terms of the receivables and its relationship with its customers and their economic status.

Payables

Trade accounts payable and other accounts payable are stated at nominal value.

Due to related parties

Amounts due to related party are stated at nominal value.

Borrowing

Interest bearing bank loans and overdrafts are recorded at the time that the proceeds are received. Direct issue costs are capitalized and amortized over the related loan period.

Share capital

Shares of common stock issued by the Company are recorded at the consideration received, net of direct issue costs.

Use of Estimates and Assumptions

The use of estimates and assumptions as determined by management are required in the preparation of the Company's financial statements in conformity with generally accepted accounting principles. These estimates are based on management's evaluation of historical trends and other information available when the financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate. Actual results could differ from those estimates.

Inventories

Inventories are stated at the lower of cost or market value. Cost is determined using the first-in, first-out (FIFO) method. Cost comprises invoice value plus applicable shipping charges in the case of raw materials, packing materials and consumable operating supplies. Finished goods comprise cost of materials plus applicable labor and overhead charges that have been incurred in manufacturing the inventories. Market value is based on the estimated selling price of the product. Provisions are made for obsolete and slow-moving items.

Property, Plant and Equipment

Property, plant, and equipment are carried at cost less accumulated depreciation. Plant and equipment are depreciated using the straight-line method over their respective estimated useful lives as follows:

Machinery and equipment	7 Years
Furniture, fixtures, and office equipment	5 Years
Computer equipment	3 Years

Depreciation is charged on these assets from the date on which they are placed in service.

Revenue Recognition

Revenue is recognized when title and risk of loss are transferred to customers upon delivery, based on the terms of the sale and collectability is reasonably assured. Revenue is recognized as the net amount received after deducting estimated amounts for discounts, trade allowances and returns of damaged or out-of-date products.

Income taxes

The Company is subject to federal and state taxes on corporate income. However, due to the lack of activity and losses that the Company has incurred it paid no federal corporate income taxes and only minimum state income taxes based on statutory requirements.

Borrowing costs

Borrowing costs are recognized as an expense in the period in which they are incurred except those that are directly attributed to the acquisition and construction of an asset that takes a substantial period to get ready for its intended use. Such borrowing costs are capitalized as part of the related asset until such time as the asset is substantially ready for use.

Research and development costs

Expenditures for research and development are recognized as an expense as incurred.

Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease. The Company had no financing leases as of June 30, 2024.

Financial instruments: credit, interest rate and exchange rate risk exposures

The Company's activities expose it to a variety of financial risks, primarily credit risk and interest rate risk. Risk management is carried out by the Company's Chief Financial Officer. The Company does have written policies to manage customer credit risk that typically limit the amount of credit exposure to a single customer. The Company's interest rate risk arises from bank borrowings and other loans which have fixed interest rates.

Credit risk - The Company's credit risk is primarily attributable to trade accounts receivable. The credit risk on cash and cash equivalents is limited as the counterparties are banks with high credit ratings.

Interest rate risk - Term loans and other bank borrowings are at floating rates of interest generally obtained within the United States of America, which are negotiated with the banks at various indexes plus negotiated margins. Amounts due to related parties currently bear interest rates varying between 5% and 10%.

Exchange rate risk - The Company has no significant exchange rate risk as substantially all financial assets and financial liabilities are denominated in U.S. dollars.

Financial instruments: fair values

The fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. As of December 31, 2023, the fair values of the Company's financial assets and financial liabilities approximate their carrying values.

Segmental reporting

The Company has only one reporting segment. The Company's primary focus is proprietary CBD and functional mushroom products.

Contingent liabilities

There were no contingent liabilities of which management was aware as of June 30, 2024.

Note 3: Cash and cash equivalents

As of June 30, 2024 and December 31, 2023, the Company had cash balances of \$3,948 and \$163,317, respectively.

Note 4: Trade accounts receivable

As of June 30, 204 and December 31, 2023, the Company had trade accounts receivable amounting to \$ \$115,606 and \$113,088, respectively.

Note 5: Intercompany Receivables

As of June 30, 2024 and December 31, 2023, the Company had no intercompany receivables.

Note 6: Inventories

As of June 30, 2024 and December 31, 2023, the Company had inventories of \$123,033 and \$176,921, respectively.

Note 7: Property, plant, and equipment

Property, plant, and equipment are carried at cost less accumulated depreciation. As of June 30, 2024 and December 31, 2023, the Company had net property, plant, and equipment of \$389,954 and \$387,503, respectively. Depreciation expense for the six months ended June 30, 2024 and 2023, was \$20,713 and \$40,259, respectively.

Note 8: Leases

The Company entered into an operating lease in April 2021 for a term of two years ending in April 2023. In addition to this lease, the Company and its subsidiaries had two other leases on a month-to-month basis for office and warehouse space. The rent expense under these leases for the six months ended June 30, 2024 and 2023, was \$13,264 and \$51,092, respectively.

Note 9: Trade accounts payable and other accounts payable

As of June 30, 2024 and December 31, 2023, the Company had trade accounts payables of \$ \$353,033 and \$205,651, respectively.

Note 10: Accrued Expenses

As of June 30, 2024 and December 31, 2023, the Company had accrued expenses of \$ 412,189 and \$383,281, respectively.

Note 11: Loan Payable

As of June 30, 2024 and December 31, 2023, the Company had loans payable to related parties of \$751,811 for both periods and other loans payable of \$211,270 and \$70,695, respectively.

Note 13: Capital Stock

The Company has one class of common stock with a \$0.001 par value which carries no right to fixed income. On May 12, 2021, the Company filed for a recapitalization increasing its authorized capital from 100,000,000 shares to 500,000,000 shares which became effective as of May 24, 2021.

The number of issued and outstanding shares of common stock at \$0.001 par value as of June 30, 2024 and December 31, 2023, was 279,197,572 and 244,926,107 shares, respectively.

Note 14: Related Party Transactions

As of June 30, 2024 and December 31, 2023, the Company had related party transactions comprised of loans payable to Habenas Nominees, a major shareholder of \$751,811.

Additionally, as of June 30, 2024 and December 31, 2023, the Company had loans payable of \$41,000 and \$41,000 to minority shareholders, respectively.

Note 15: Revolving Line of Credit – \$1 million

On September 17, 2022, Galexy arranged a \$1,000,000 non-dilutive revolving credit line from a related party, to fund the initial roll out of Wellbeing Farms Inc's smart vending kiosk marketing program. As of June 30, 2024 and December 31, 2023, the Company had drawn down \$475,000 outstanding on this credit line.

Note 16: Acquisition of ABC Wholesale Products, LLC

On August 15, 2022, the Company completed the acquisition of a majority controlling interest in ABC Wholesale LLC., which is based in Gainesville, Georgia where it produces and is successfully marketing its proprietary AVALOO™ range of quality CBD consumer products. Galexy issued 6,000,000 REG A Shares valued at \$0.1805 per share (\$1,083,000) and paid \$100,000 cash. The Company recorded a loss on investment in this subsidiary of \$1,102,328.

The ABC Wholesale acquisition, which has been structured as a Galexy Holdings, Inc. subsidiary is generating profitable revenues. This acquisition will enable the Company to access new markets in eastern states through 20 wholesale distributors that sell ABC products to a significant number of retail outlets. The ABC acquisition will also provide white labelling and cross marketing opportunities between ABC's and Wellbeing Farms' products for their respective markets.

On February 9, 2024, the Company disposed on this subsidiary by returning its ownership shares back to the minority owners. The Company allowed the previous owners to retain the shares and cash that they had received from the Company. The Company recorded a loss on investment in this subsidiary of \$80,672.

Note 17: Investment in Galexy LLC and Adaptin LLC

During July 2023, Galexy created a subsidiary, Galexy LLC (LLC), to develop and sell mushroom related products. The Company provided the working capital for this subsidiary and its development of its mushroom related products. The Company retained 60% ownership in LLC and sold 40% ownership of LLC for \$500,000 in cash. During May 2024, the Company made the decision to terminate the operations of Galexy LLC and created a

new subsidiary, Adaptin, LLC to continue the Company's plans to develop and market its mushroom related products. This line of products is scheduled to begin retail sales in mid-2024.

Note 18: Subsequent Events

The Company has evaluated subsequent events through the date the unaudited condensed financial statements were issued. The Company has determined that there are no other such events that warrant disclosure or recognition in the financial statements other than as set forth below.

On July 20, 2024, Galexy Holding withdrew its membership interest in Adaptin, LLC due to lack of funding.

In August 2024, the Company sold its subsidiary, Wellbeing Farms, LLC, in exchange for approximately \$832,000 in assumed debt of Galexy Holdings. The Company currently has no operating subsidiaries. As part of this transaction, the Company experienced a change in its board of directors and its current CEO resigned.