

**DRUG FREE SOLUTION, INC.**

2211 Michelson Drive, Irvine, CA 92612

949.610.2704

www.drugfreesolution.co

brian@drugfreesolution.co

# Annual Report

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

## **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

As of May 31, 2023, the number of shares outstanding of our Common Stock was:

**444,453,219**

As of May 31, 2023, the number of shares outstanding of our Preferred Series A Stock was:

**101**

As of May 31, 2022, the number of shares outstanding of our Common Stock was:

**444,453,219**

As of May 31, 2022, the number of shares outstanding of our Preferred Series A Stock was:

**101**

## **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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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

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

The exact name of the Issuer is Drug Free Solution, Inc. Drug Free Solution, Inc., was incorporated under the laws of Nevada on April 14, 2011 as Dilmax Corp.

On November 6, 2012 the Issuer changed its name to Living Breath Project, Inc.

On October 15, 2013, the Issuer changed its name from Living Breath Project, Inc. to its current name Drug Free Solution, Inc.

Current State and Date of Incorporation or Registration: Nevada, April 14, 2011

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

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

N/A – SEE ABOVE

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:

2211 Michelson Drive, Irvine, CA 92612

Address of the issuer's principal place of business:

*X 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:

CUSTODIANSHIP WAS GRANTED IN OCTOBER 2024 AND MCCARTHY AND CAMPBELL ENTERPRISES, LLC WAS NAMED CUSTODIAN OF THE COMPANY.

**2) Security Information**

**Transfer Agent**

Name: Equity Stock Transfer

Phone: 212-575-5757

Email: [nora@equitystock.com](mailto:nora@equitystock.com)

**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:	DSOL	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	262194103	
Par or stated value:	\$0.001	
Total shares authorized:	500,000,000	as of date: 05/31/2023
Total shares outstanding:	444,453,219	as of date: 05/31/2023
Number of shares in the Public Float <sup>2</sup> :	4,065,000	as of date: 05/31/2023
Total number of shareholders of record:	328	as of date: 05/31/2023
<i>Additional class of securities (if any):</i>		

*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.*

Trading symbol:	None.	
Exact title and class of securities outstanding:	Series A Preferred	CUSIP: None.
Par or stated value:	\$.001	
Total shares authorized:	101	as of date: 05/31/2023
Total shares outstanding:	101	as of date: 05/31/2023

Trading symbol:	None.	
Exact title and class of securities outstanding:	Preferred (undesignated)	CUSIP: None.
Par or stated value:	\$.001	
Total shares authorized:	9,999,899	
Total shares outstanding:	-0-	

as of date: 5/31/2023  
as of date: 5/31/2023

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

n/a

**Security Description:**

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

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

N/A

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

N/A

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

N/A

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

N/A

**3) Issuance History**

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

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

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

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

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

<p>Shares Outstanding <u>Opening Balance:</u></p> <p>Date _____ Common: _____</p> <p>Preferred: _____</p>	<p>*Right-click the rows below and select "Insert" to add rows as needed.</p>
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Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Shares Outstanding on Date of This Report:

Ending Balance:

Date \_\_\_\_\_ Common: \_\_\_\_\_

Preferred: \_\_\_\_\_

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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:

N/A

## 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:

n/a

#### 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](http://www.OTCMarkets.com).

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

Drug Free Solution, Inc. is a holding company that owns and operates various subsidiaries in the healthcare industry. We are focused on acquiring healthcare operations that focus on Home Healthcare, Developmental Disabilities, Hospice Care, Skilled Nursing, Residential Rehabilitation, Home & Community Based Services. As a consolidator of home healthcare services our goal is to provide the highest quality of care to the most underserved communities.

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

N/A – ANY PREVIOUSLY LISTED SUBSIDIARIES OF DRUG FREE SOLUTION, INC HAVE BEEN SPUN OUT OF THE PUBLIC COMPANY.

C. Describe the issuers' principal products or services.

HEALTHCARE INDUSTRY & HOME HEALTHCARE SERVICES

#### 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.

THE COMPANY RENTS OFFICE SPACE LOCATED AT: 2211 Michelson Drive, Irvine, CA 92612

#### 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	NOTE
<u>MCCARTHY &amp; CAMPBELL ENTERPRISES LLC</u>	<u>OFFICER &amp; CHAIRMAN</u>	<u>PO BOX 251, BALBOA ISLAND, CA 92662</u>	<u>1,000,000</u>	<u>COMMON</u>	<u>&lt;1%</u>	<u>BRIAN CAMPBELL</u>	<u>CUSTODIAN</u>
<u>GENIE O'MALLEY</u>	<u>FORMER OFFICER AND CONTROL PERSON</u>	<u>CHICAGO, IL</u>	<u>141,299,702</u>	<u>COMMON</u>	<u>31.8%</u>	<u>_____</u>	<u>SHARES TO BE CANCELLED AND ARE CONTROLLED BY CUSTODIANSHIP</u>
<u>GENIE O'MALLEY</u>	<u>FORMER OFFICER AND CONTROL PERSON</u>	<u>CHICAGO, IL</u>	<u>101</u>	<u>SERIES A PREFERRED</u>	<u>100%</u>	<u>_____</u>	<u>SHARES TO BE CANCELLED AND ARE CONTROLLED BY CUSTODIANSHIP</u>
<u>MICHAEL COLEMAN</u>	<u>OWNER OF MORE THAN 5%</u>	<u>LAKE FOREST, CA</u>	<u>30,250.00</u> <u>0</u>	<u>COMMON</u>	<u>6.8%</u>	<u>_____</u>	
<u>ANDREA MILLER</u>	<u>FORMER EXECUTIVE AND OWNER OF MORE THAN 5%</u>	<u>CONCORD, MA</u>	<u>32,149.99</u> <u>7</u>	<u>COMMON</u>	<u>7.2%</u>	<u>_____</u>	
<u>DANIEL KING</u>	<u>OWNER OF MORE THAN 5%</u>	<u>MISSION VIEJO, CA</u>	<u>23,676.70</u> <u>3</u>	<u>COMMON</u>	<u>5.3%</u>	<u>_____</u>	

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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);

N/A

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;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

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

N/A

## 8) Third Party Service Providers

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](http://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: WILLIAN BARNETT, BARNETT AND LINN  
Address 1: 60 Kavenish Drive, Rancho Mirage, CA 92270  
Address 2: \_\_\_\_\_  
Phone: 442-599-1299  
Email: WBARNETT@WBARNETTLAW.COM

Accountant or Auditor

Name: CHASE BUSH  
Firm: BUSH & ASSOCIATES CPAS  
Address 1: 179 Gibson Road, Henderson, NV 89014  
Address 2: \_\_\_\_\_  
Phone: (702) 703-5979  
Email: [Inquiry@bushandassociatescpas.com](mailto:Inquiry@bushandassociatescpas.com)

Investor Relations

Name: N/A  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): WE PLAN TO ESTABLISH A VERIFIED COMPANY X (TWITTER) ACCOUNT  
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: BRIAN CAMPBELL, CPA  
Firm: MCE ADVISORS  
Nature of Services: CONSULTING AND FINANCIAL REPORTING  
Address 1: PO BOX 251, BALBOA ISLAND, CA, 92662  
Address 2: \_\_\_\_\_  
Phone: 949.610.2704  
Email: BRIAN@DRUGFREESOLUTION.CO

**9) Disclosure & Financial Information**

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

Name: **BRIAN CAMPBELL**  
Title: **CEO AND PRINCIPAL FINANCIAL OFFICER**  
Relationship to Issuer: **MANAGING PARTNER OF MCCARTHY & CAMPBELL ENTERPRISES, LLC**  
**(CUSTODIAN)**

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: **BRIAN CAMPBELL**  
Title: **CEO AND PRINCIPAL FINANCIAL OFFICER**  
Relationship to Issuer: **MANAGING PARTNER OF MCCARTHY & CAMPBELL ENTERPRISES, LLC**  
**(CUSTODIAN)**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **CERTIFIED PUBLIC ACCOUNTANT AND CFO OF PUBLIC COMPANY'S. EXPERT ON FINANCIAL REPORTING AND ACCOUNTING FOR PUBLIC AND PRIVATELY BUSINESSES.**

# **DRUG FREE SOLUTION, INC**

## **UNAUDITED FINANCIAL STATEMENTS**

**AS OF AND FOR THE FISCAL YEARS ENDED MAY 31, 2023 AND 2022**

Drug Free Solution Inc.

May 31, 2023 and 2022

Index to the Consolidated Financial Statements

(unaudited)

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**Drug Free Solution Inc.**  
**Consolidated Balance Sheets**  
(Unaudited)

	<u>May 31, 2023</u>	<u>May 31, 2022</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ -	\$ -
Total Current Assets	<u>-</u>	<u>-</u>
Total Assets	<u>\$ -</u>	<u>\$ -</u>
 <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES:</b>		
Due to related party	\$ 26,332	\$ -
Total Current Liabilities	<u>26,332</u>	<u>-</u>
Total Liabilities	<u>26,332</u>	<u>-</u>
 <b>STOCKHOLDERS' DEFICIT:</b>		
Preferred stock, par value \$0.001: 10,000,000 shares authorized;		
101 issued or outstanding as of May 31, 2023 and 2022	-	-
Common stock par value \$0.001: 500,000,000 shares authorized;		
444,453,219 shares issued and outstanding as of May 31, 2023 and 2022, respectively	444,453	444,453
Additional paid-in capital	4,635,207	4,635,207
Accumulated deficit	<u>(5,105,992)</u>	<u>(5,079,660)</u>
Total Stockholders' Deficit	<u>(26,332)</u>	<u>-</u>
Total Liabilities and Stockholders' Deficit	<u>\$ -</u>	<u>\$ -</u>

*See accompanying notes to the consolidated financial statements.*

**Drug Free Solution Inc.**  
**Consolidated Statements of Operations**  
(Unaudited)

	For the Fiscal Year Ended May 31, 2023	For the Fiscal Year Ended May 31, 2022
Revenue	\$ -	\$ -
Operating Expenses		
Professional fees	26,332	-
Total operating expenses	26,332	-
Loss from Operations	(26,332)	-
Loss before Income Tax Provision	(26,332)	-
Income Tax Provision	-	-
Net Loss	\$ (26,332)	\$ -
Net Loss per Common Share - Basic and Diluted	\$ -	\$ -
Weighted average common shares outstanding:		
- basic and diluted	444,453,219	444,453,219

*See accompanying notes to the consolidated financial statements.*

**Drug Free Solution Inc.**  
**Consolidated Statements of Stockholders' Deficit**  
**For the Period from May 31, 2021 through May 31, 2023**  
(Unaudited)

	Series A Preferred Stock Par Value \$0.001		Common Stock Par Value \$0.001		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Number of Shares	Amount	Number of Shares	Amount			
Balance, May 31, 2021	101	\$ -	444,453,219	\$ 444,453	\$ 4,635,207	\$ (5,079,660)	\$ -
Net loss	-	-	-	-	-	-	-
Balance, May 31, 2022	<u>101</u>	<u>\$ -</u>	<u>444,453,219</u>	<u>\$ 444,453</u>	<u>\$ 4,635,207</u>	<u>\$ (5,079,660)</u>	<u>\$ -</u>
Net loss	-	-	-	-	-	(26,332)	(26,332)
Balance, May 31, 2023	<u>101</u>	<u>\$ -</u>	<u>444,453,219</u>	<u>\$ 444,453</u>	<u>\$ 4,635,207</u>	<u>\$ (5,105,992)</u>	<u>\$ (26,332)</u>

*See accompanying notes to the consolidated financial statements*

**Drug Free Solution Inc.**  
**Consolidated Statements of Cash Flows**  
(Unaudited)

	For the Fiscal Year Ended May 31, 2023	For the Fiscal Year Ended May 31, 2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (26,332)	\$ -
Changes in operating assets and liabilities:		
Due to related party	26,332	-
Net cash used in operating activities	-	-
Net increase in cash	-	-
Cash at beginning of the period	-	-
Cash at end of the period	\$ -	\$ -

*See accompanying notes to the consolidated financial statements.*



**Note 1 – Organization and Operations**

Drug Free Solution, Inc.

Drug Free Solution, Inc. was incorporated under the laws of the State of Nevada, U.S. on April 14, 2011 as Dilmax Corp. The Company's original business was on-line distribution of music for fitness.

On October 1, 2012, 8,100,000 shares of the Company's common stock were acquired, par value \$0.001 per share (the Common Stock"), resulting in change in control of the Company. Also, on October 1, 2012, Clear Mind Technology Corp., acquired 735,000 shares of the Company's Common Stock from twenty-six non-affiliated shareholders.

On November 6, 2012, the Company amended its Articles of Incorporation to (i) change its name to Living Breath Project, Inc., (ii) increase the number of its authorized shares of capital stock from 75,000,000 to 210,000,000 shares of which (a) 200,000,000 shares were designated common stock, par value \$0.001 per share and (b) 10,000,000 were designated preferred stock, par value \$0.001 per share, and (iii) effectuated a three-for-one forward-split of its Common Stock for shareholders of record as of November 6, 2012.

On October 15, 2013, the Company amended its Articles of Incorporation to change its name from Living Breath Project, Inc. to Drug Free Solution Inc. ("the Company").

**Note 2 – Summary of Significant Accounting Policies**

The Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by generally accepted accounting principles.

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Fiscal Year End

The Company elected May 31st as its fiscal year ending date.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s).

Critical accounting estimates are estimates for which (a) the nature of the estimate is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (b) the impact of the estimate on financial condition or operating performance is material. The Company's critical accounting estimates and assumptions affecting the financial statements were:

- (i) *Assumption as a going concern:* Management assumes that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

- (ii) *Impairment of long-lived assets*: The realizable value of long-lived assets is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives. The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.
- (iii) *Valuation allowance for deferred tax assets*: Management assumes that the realization of the Company's net deferred tax assets resulting from its net operating loss ("NOL") carry-forwards for Federal income tax purposes that may be offset against future taxable income was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance. Management made this assumption based on (a) the Company has incurred recurring losses, (b) general economic conditions, and (c) its ability to raise additional funds to support its daily operations by way of a public or private offering, among other factors.
- (iv) *Estimates and assumptions used in valuation of equity instruments*: Management estimates the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable, for all transactions in which goods or services are the consideration received for the issuance of equity instruments.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

#### Reclassification

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported losses.

#### Principles of Consolidation

The consolidated financial statements include all subsidiary account for the periods presented and all accounts of the Company.

All inter-company balances and transactions have been eliminated.

#### Fair Value of Financial Instruments

The carrying amount of the Company's financial assets and liabilities, such as cash, accounts payable, accrued expense and other current liabilities, approximate their fair values because of the short maturity of the instrument.

#### Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

### Property and Equipment

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the respective assets.

Upon sale or retirement, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statement of operations.

### Income Tax Provision

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the reporting period ended May 31, 2023.

### Earnings per Share

Earnings per share ("EPS") is the amount of earnings attributable to each share of common stock. For convenience, the term is used to refer to either earnings or loss per share. EPS is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Pursuant to ASC Paragraphs 260-10-45-10 through 260-10-45-16 Basic EPS shall be computed by dividing income available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Income available to common stockholders shall be computed by deducting both the dividends declared in the period on preferred stock (whether or not paid) and the dividends accumulated for the period on cumulative preferred stock (whether or not earned) from income from continuing operations (if that amount appears in the income statement) and also from net income. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants. There were no potentially dilutive shares outstanding as of May 31, 2023 and 2022.

### Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **Note 3 – Going Concern**

The consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the consolidated financial statements, the Company had an accumulated deficit at May 31, 2023, a net loss and net cash used in operating activities for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company has funded its operations since inception with the proceeds from the issuance of common stock and capital contributions.

The Company is attempting to commence operations, further implement its business plan and generate sufficient revenue; however, the Company's cash position, if any, may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to commence operations, further implement its business plan and generate sufficient revenue and in its ability to raise additional funds by way of a public or private offering, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

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

#### **Note 4 – Due to related party**

During the fiscal year ended May 31, 2023, the Company accrued professional fees due to McCarthy and Campbell Enterprises, LLC (“MCE”) for services provided and costs incurred by the Company in the amount of \$26,332. MCE is currently the custodian for the Company and their Managing Partner, Brian Campbell, is the Chief Executive Officer and Chairman of the Company. The expenses and fees covered by MCE are for the purpose of financing ongoing operations of the Company and is expected to be paid back over time as the Company continues increase operations and generate profits. There are no formal agreements for the repayment of the funds between the Company and Mr. Campbell. The balance of funds due to the related party as of May 31, 2023 and 2022 are \$26,332 and \$0, respectively.

#### **Note 5 –Stockholders' Deficit**

##### Shares Authorized

On November 6, 2012, the Company filed a Certificate of Amendment of Certificate of Incorporation, and (i) changed its name to Living Breath Project, Inc.; (ii) increased its total number of shares of all classes of stock which the Company is authorized to issue from Seventy Five Million (75,000,000) shares, inclusive of Seventy Five Million (75,000,000) shares of Common Stock, par value \$0.001 per share, to Two Hundred Ten Million (210,000,000) shares, inclusive of (a) Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share, and (b) Two Hundred Million (200,000,000) shares of Common Stock, par value \$0.001 per share; and (iii) effectuated a 3-for-1 (1:3) forward stock split (the “Stock Split”).

On July 9, 2019, through majority shareholder vote, the Company increased its total number of shares of all classes of stock which the Company is authorized to issue from Two Hundred Ten Million (210,000,000) shares, inclusive of (a) Two Hundred Million (200,000,000) shares of Common Stock, par value \$0.001 per share, and (b) Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share, to Five Hundred Ten Million (510,000,000) shares, inclusive of inclusive of (a) Five Hundred Million (500,000,000) shares of Common Stock, par value \$0.001 per share and (b) Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share.

On July 12, 2019, through majority shareholder vote, the Company designated 101 shares of Series A Preferred Stock that are authorized to be issued and outstanding.

All shares and per share amounts in the consolidated financial statements have been adjusted to give retroactive effect to the Stock Split.

##### Common Stock

Since inception there has been various issuances to stockholders for cash and services. During the fiscal years ended May 31, 2023 and 2022, there were no issuances of common stock. As of May 31, 2023, there were 444,453,219 common shares issued and outstanding.

##### Preferred Stock

During the fiscal years ended May 31, 2023 and 2022, there were no issuances of preferred stock. As of May 31, 2023, there were 101 Series A preferred shares issued and outstanding.

## Note 6 – Income Tax Provision

### Deferred tax assets

At May 31, 2023 and 2022, the Company had net operating losses (“NOL”) carry-forwards for Federal income tax purposes of approximately \$5.1 million and \$5.1 million, respectively, that may be offset against future taxable income through 2044. No tax benefit has been reported with respect to these net operating loss carry-forwards in the accompanying financial statements because the Company believes that the realization of the Company’s net deferred tax assets of approximately \$1.1 million was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realization. The valuation allowance increased approximately \$5,000 for the fiscal year ended May 31, 2023.

Components of deferred tax assets are as follows:

	<u>May 31, 2023</u>	<u>May 31, 2022</u>
Net deferred tax assets – Non-current:		
Expected income tax benefit from NOL carry-forwards	\$ 1,072,000	\$ 1,067,000
Less valuation allowance	<u>(1,072,000)</u>	<u>(1,067,000)</u>
Deferred tax assets, net of valuation allowance	\$ -	\$ -

### Income Tax Provision in the Consolidated Statements of Operation

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	<u>For the Fiscal Year Ended May 31, 2023</u>	<u>For the Fiscal Year Ended May 31, 2022</u>
Federal statutory income tax rate	(21.0%)	(21.0%)
Change in valuation allowance on net operating loss carry-forwards	<u>21.0</u>	<u>21.0</u>
Effective income tax rate	<u><u>0.0%</u></u>	<u><u>0.0%</u></u>

## Note 7 – Subsequent Events

Subsequent to May 31, 2023 and through the date these financial statements were issued, the Company granted full custodianship and control over the operations of the Company to McCarthy & Campbell Enterprises, LLC in October 2024. As such, the custodian will undertake the responsibility to get the Company current with OTC Markets and assist with restoring the public company with an operating business.

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that there were no other reportable subsequent event(s) to be disclosed besides those noted above.

## 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, BRIAN CAMPBELL certify that:

1. I have reviewed this Disclosure Statement for the fiscal year ended May 31, 2023;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

NOVEMBER 15, 2024

/s/ BRIAN CAMPBELL

CHIEF EXECUTIVE OFFICER

### *Principal Financial Officer:*

I, BRIAN CAMPBELL certify that:

1. I have reviewed this Disclosure Statement for the fiscal year ended May 31, 2023;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

NOVEMBER 15, 2024

/s/ BRIAN CAMPBELL

CHIEF FINANCIAL OFFICER