

Impact Fusion International, Inc.

204 Hwy 1011
Napoleonville, LA 70390

1-800-775-4130
Impactfusionintl.com
impactfusionintl@gmail.com

Quarterly Report

For the period ending 6/30/2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

563,272,576 as of June 30, 2024 (Current Reporting Period Date or More Recent Date)

531,922,576 as of September 30, 2023 (Most Recent Completed Fiscal Year End)

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

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

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

Impact Fusion International, Inc.

GSC Global, Inc. Articles of Incorporation October 1, 2002, changed its corporate name to Red Reef Laboratories International Inc.; on January 10, 2009, the Company changed its corporate name to Impact Fusion International, Inc.

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

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

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:

204 Hwy 1011, Napoleonville, Louisiana 70390

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: Pacific Stock Transfer Company
Phone: 702-361-3033
Email: Luke@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

| | | |
|--|-------------|-----------------------|
| Trading symbol: | IFUS | |
| Exact title and class of securities outstanding: | Common | |
| CUSIP: | 45257G109 | |
| Par or stated value: | 0.0001 | |
| Total shares authorized: | 625,000,000 | as of date: 6/30/2024 |
| Total shares outstanding: | 563,272,576 | as of date: 6/30/2024 |
| Total number of shareholders of record: | 744 | as of date: 6/30/2024 |

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

N/A

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

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

| | | |
|---|-------------|-----------------------|
| Exact title and class of the security: | Preferred A | |
| CUSIP: | 45257G109 | |
| Par or stated value: | 0.001 | |
| Total shares authorized: | 10,000,000 | as of date: 6/30/2024 |
| Total shares outstanding: | 2,600 | as of date: 6/30/2024 |
| Total number of shareholders of record: | 6 | as of date: 6/30/2024 |

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

| | | |
|---|-------------|-----------------------|
| Exact title and class of the security: | Preferred B | |
| CUSIP: | 45257G109 | |
| Par or stated value: | 0.001 | |
| Total shares authorized: | 600,000 | as of date: 6/30/2024 |
| Total shares outstanding: | 45,000 | as of date: 6/30/2024 |
| Total number of shareholders of record: | 7 | as of date: 6/30/2024 |

Security Description:

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

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

Each shareholder has the right to one vote per each share of common stock held by the shareholder. There are currently no dividends being paid and there are no preemptive rights.

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

Series A Preferred

1. Voting Rights. Except as otherwise provided herein and as otherwise required by law, each share of the Preferred Stock shall have 150,000 votes per share votes on all matters presented to be voted by the holders of Common Stock.
2. Liquidation. Upon any liquidation, dissolution or winding- up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the Holders shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, for each share of Preferred Stock an amount equal to the Stated Value per share plus any accrued and unpaid dividends thereon and any other fees or liquidated damages owing thereon before any distribution or payment shall be made to the holders of any Junior Securities, and if the assets of the Corporation shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the Holders shall be distributed among the Holders ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. A Change of Control Transaction shall not be treated as a Liquidation. The Corporation shall mail written notice of any such Liquidation, not less than 45 days prior to the payment date stated therein, to each record Holder.
3. Conversion. The Series A Preferred are not convertible.

Series B Preferred

1. Dividends and Distributions. The holders of the Series B Preferred shall not be entitled to receive dividends except at the discretion of the Board of Directors; except the holders of the Series B Preferred will be entitled to receive fifty percent (50%) of the net profits of Mastic Blast Beverages, Inc., a Florida corporation and a wholly owned subsidiary of the Corporation ("Mastic Blast Beverages*"), proportionate to the percentage holdings of their Series B Preferred and provided all Series B Preferred shares are issued. The fifty percent (50%) payments will be proportionately reduced if less than all Series B Preferred are issued. The Corporation shall compel Mastic Blast Beverages, as a condition to the business transacted between the companies, to honor the provisions of this paragraph. The rights and obligations of this paragraph cease once there is a mandatory conversion pursuant to paragraph 3 herein.
2. Liquidation Preference: Redemption. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series B Preferred shall be entitled to receive, prior and in preference to any distribution of any assets of the Corporation to the holders of the Common Stock an amount equal to their original investment in the Series B Preferred.
3. Series B Preferred- Mandatory Conversion. The holders of the Series B Preferred shall convert their Series B Preferred as follows:
 - (a) Right to Convert. Shares of Series B Preferred will be convertible into fifty percent (50%) of the issued and outstanding shares of fully paid and nonassessable common stock shares of Mastic Blast Beverages, proportionate to the percentage holdings of their Series B Preferred and provided all Series B Preferred shares are issued (e.g. if a holder retains 25% of the Series B Preferred shares, they would be entitled to convert to twelve and a half percent (12.5%) of fully paid and nonassessable shares of common stock of Mastic Blast Beverages. The fifty percent (50%) conversion ratio will be proportionately reduced if less than all Series B Preferred are issued. The mandatory conversion pursuant to this paragraph will arise at such time as Mastic Blast Beverages is a fully reporting company pursuant to the Securities Exchange Act of 1934, as amended. The Corporation, as the sole shareholder of Mastic Blast Beverages, shall cause Mastic Blast Beverages to reserve such shares of common stock of Mastic Blast Beverages for such conversion.
4. Redemption. In case of any merger of Mastic Blast Beverages with or into any other Corporation or Corporations or a sale of all or substantially all of the assets of Mastic Blast Beverages to any other person or entity (other than a sale or transfer to a another wholly owned subsidiary of the Corporation), and the purchase price for such transaction with Mastic Blast Beverages exceeds six million dollars (\$6,000,000) then, as part of such merger or sale, provision shall be made so that each share of Series B Preferred shall thereafter be redeemed for the holders' original purchase price paid to the

Corporation for their Series B Preferred. In the event there is a merger or sale of all or substantially all of the assets of Mastic Blast Beverages in which the purchase price is less than six million dollars (\$6,000,000), a condition to such merger or sale of all or substantially all of the assets shall include the assumption of the obligations pursuant to this Agreement. The Corporation shall compel Mastic Blast Beverages, as a condition to the business transacted between the companies, to honor the provisions of this paragraph.

5. Voting Rights. The Series B Preferred have no voting rights except as otherwise required by law,

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

None

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

None

3) Issuance History

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

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

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

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

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

| Shares Outstanding Opening Balance: Date <u>9/30/2021</u> Common: 338,655,456 Preferred: 45,000 | | | *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. |

| | | | | | | | | | |
|------------|--------------|------------|-------------|-------|-----|--|---------------------------|------------|--------------|
| 10-13-2021 | New Issuance | 700 | Preferred A | .001 | No | Marc Walther | Debt Conversion Payroll | Restricted | Reg D |
| 10-16-2021 | New Issuance | 700 | Preferred A | .001 | No | Benjamin Hampson | Debt Conversion Payroll | Restricted | Reg S |
| 11-5-2021 | New Issuance | 11,000,000 | Common | .0136 | Yes | Phillip Schaefer | Debt Conversion Machinery | Restricted | Reg D |
| 6-22-2022 | New Issuance | 29,049,120 | Common | .025 | Yes | Acra Investments (Phillip Schaefer) | Debt Conversion Payroll | Restricted | Reg D |
| 5-25-2022 | New Issuance | 35,000,000 | Common | .0001 | Yes | Marc Walther | Debt Conversion | Restricted | Reg D |
| 5-25-2022 | New Issuance | 35,000,000 | Common | .0001 | Yes | Rhonda Windsor | Debt Conversion | Restricted | <u>Reg S</u> |
| 08-03-2022 | New Issuance | 2,000,000 | Common | .01 | Yes | Dennis Ehlich | Cash | Restricted | <u>Reg D</u> |
| 08-05-2022 | New Issuance | 10,000,000 | Common | .01 | Yes | Gregory Soden | Cash | Restricted | <u>Reg D</u> |
| 9-26-2022 | New Issuance | 3,000,000 | Common | .01 | Yes | Gregory Soden | Cash | Restricted | <u>Reg D</u> |
| 09-26-2022 | New Issuance | 2,000,000 | Common | .01 | Yes | Tracey Coleman | Cash | Restricted | <u>Reg D</u> |
| 11/21/2022 | New Issuance | 750,000 | Common | .01 | Yes | Tracey Coleman | Cash | Restricted | Reg D |
| 11/21/2022 | New Issuance | 6,468,000 | Common | 0.01 | Yes | Michael Wall | Cash | Restricted | Reg S |
| 11/21/2022 | New Issuance | 750,000 | Common | 0.01 | Yes | Dandi Properties LLC (Daniel Pompono and Lou Castro) | Cash | Restricted | Reg S |
| 11/21/2022 | New Issuance | 500,000 | Common | 0.01 | Yes | Louis Delgiudice & Denise Delgiudice JT TEN | Cash | Restricted | Reg S |
| 11/30/2022 | New Issuance | 2,000,000 | Common | 0.01 | Yes | Elefterios Elefteriou | Cash | Restricted | Reg S |
| 11/30/2022 | New Issuance | 1,000,000 | Common | 0.01 | Yes | Joseph Dicapua | Cash | Restricted | Reg S |

| | | | | | | | | | |
|------------|--------------|-------------|--------|--------|-----|---|---|------------|-------|
| 12/20/2022 | New Issuance | 8,342,857 | Common | 0.0035 | Yes | 2225022 Ontario Inc. (Rhonda Windsor) | Replacement shares due to a lost certificate | Restricted | Reg S |
| 12/27/2022 | New Issuance | 500,000 | Common | 0.01 | Yes | Tracey Coleman | Cash | Restricted | Reg D |
| 1/3/2023 | Cancellation | (1,250,000) | Common | N/A | N/A | Bottom Line Holdings, Inc. (Rhonda Windsor) | N/A | N/A | N/A |
| 1/3/2023 | New Issuance | 1,250,000 | Common | .0016 | Yes | David Russell | Cash to Bottom Line Holdings, Inc. (Rhonda Windsor) | Rule 144 | Reg D |
| 1/23/2023 | New Issuance | 5,000,000 | Common | 0.01 | Yes | Dalette Schmidt & Robert Schmidt JT TEN | Cash | Restricted | Reg D |
| 1/30/2023 | New Issuance | 750,000 | Common | 0.01 | Yes | John Vail | Cash | Restricted | Reg D |
| 2/8/2023 | New Issuance | 1,000,000 | Common | 0.01 | Yes | Joseph Dicapua | Cash | Restricted | Reg D |
| 4/3/2023 | New Issuance | 100,000 | Common | 0.01 | Yes | Dalette Schmidt & Chance Schmidt Jt Ten | Cash | Restricted | Reg D |
| 4/3/2023 | New Issuance | 1,000,000 | Common | 0.01 | Yes | Dalette Schmidt & Robert Schmidt Jt Ten | Cash | Restricted | Reg D |
| 4/3/2023 | New Issuance | 100,000 | Common | 0.01 | Yes | Dalette Schmidt & Dan V Saylor Jt Ten | Cash | Restricted | Reg D |
| 4/3/2023 | New Issuance | 50,000 | Common | 0.01 | Yes | Celia Frazier | Cash | Restricted | Reg D |
| 4/6/2023 | New Issuance | 6,900,000 | Common | 0.01 | Yes | Dalette Schmidt & Chance Schmidt Jt Ten | Cash | Restricted | Reg D |
| 4/6/2023 | New Issuance | 100,000 | Common | 0.01 | Yes | David Medina | Cash | Restricted | Reg D |

| | | | | | | | | | |
|-----------|--------------|------------|-----------|-------|-----|--|----------|------------|-------|
| 4/24/2023 | New Issuance | 1,000,000 | Common | 0.01 | Yes | Dalette Schmidt & Robert Schmidt JTWROS | Cash | Restricted | Reg D |
| 4/24/2023 | New Issuance | 100,000 | Common | 0.01 | Yes | Dalette Schmidt & Ethan Underwood Jt Ten | Cash | Restricted | Reg D |
| 4/28/2023 | New Issuance | 700 | Preferred | 0.001 | N/A | Marc Walther | Services | Restricted | Reg D |
| 5/24/2023 | New Issuance | 100,000 | Common | 0.01 | Yes | Michelle Kokenos | Cash | Restricted | Reg D |
| 5/24/2023 | New Issuance | 100,000 | Common | 0.01 | Yes | John Schmidt | Cash | Restricted | Reg D |
| 6/6/2023 | New Issuance | 150,000 | Common | 0.01 | Yes | Cameron Phillips | Cash | Restricted | Reg D |
| 6/12/2023 | New Issuance | 30,000,000 | Common | 0.01 | Yes | Gem City Holdings (Paul Fleischman) | Cash | Restricted | Reg D |
| 6/20/2023 | New Issuance | 2,000,000 | Common | 0.01 | Yes | Gem City Holdings (Paul Fleischman) | Cash | Restricted | Reg D |
| 7/5/2023 | New Issuance | 3,000,000 | Common | 0.01 | Yes | Gregory Soden | Cash | Restricted | Reg D |
| 7/24/2023 | New Issuance | 500,000 | Common | 0.01 | Yes | Gregory Soden | Cash | Restricted | Reg D |
| 7/24/2023 | New Issuance | 1,000,000 | Common | 0.01 | Yes | Craig Johnson | Cash | Restricted | Reg D |
| 7/24/2023 | New Issuance | 1,000,000 | Common | 0.01 | Yes | Joseph Dicapua | Cash | Restricted | Reg D |
| 9/25/2023 | New Issuance | 200,000 | Common | 0.01 | Yes | Krystal Williams | Cash | Restricted | Reg D |
| 9/25/2023 | New Issuance | 100,000 | Common | 0.01 | Yes | Dalette Schmidt & Dan V Saylor JT TEN | Cash | Restricted | Reg D |
| 2/1/2024 | New Issuance | 3,000,000 | Common | 0.01 | Yes | DANDI PROPERTIES (Daniel Pompono and Lou Castro) | Cash | Restricted | Reg D |

| | | | | | | | | | |
|-----------|--------------|-----------|--------|------|-----|-------------------|------|------------|-------|
| 2/5/2024 | New Issuance | 1,700,000 | Common | 0.01 | Yes | JOHN VAIL | Cash | Restricted | Reg D |
| 3/4/2024 | New Issuance | 1,000,000 | Common | 0.01 | Yes | JOHN VAIL | Cash | Restricted | Reg D |
| 2/14/2024 | New Issuance | 750,000 | Common | 0.01 | Yes | TRACEY COLEMAN | Cash | Restricted | Reg D |
| 3/5/2024 | New Issuance | 1,000,000 | Common | 0.01 | Yes | BENNIE BEVINS III | Cash | Restricted | Reg D |
| 3/11/2024 | New Issuance | 500,000 | Common | 0.01 | Yes | BENNIE BEVINS III | Cash | Restricted | Reg D |
| 2/1/2024 | New Issuance | 500,000 | Common | 0.01 | Yes | SHAWN DENING JR | Cash | Restricted | Reg D |
| 2/5/2024 | New Issuance | 500,000 | Common | 0.01 | Yes | SHAWN DENING JR | Cash | Restricted | Reg D |
| 2/2/2024 | New Issuance | 500,000 | Common | 0.01 | Yes | SHELBY JOHNSON | Cash | Restricted | Reg D |
| 2/16/2024 | New Issuance | 500,000 | Common | 0.01 | Yes | SHAWN DENING SR | Cash | Restricted | Reg D |
| 2/5/2024 | New Issuance | 500,000 | Common | 0.01 | Yes | DANIEL POMPONO | Cash | Restricted | Reg D |
| 2/1/2024 | New Issuance | 500,000 | Common | 0.01 | Yes | PAUL ROTELLA | Cash | Restricted | Reg D |
| 2/2/2024 | New Issuance | 300,000 | Common | 0.01 | Yes | LEA GROVE | Cash | Restricted | Reg D |
| 2/22/2024 | New Issuance | 200,000 | Common | 0.01 | Yes | JOSEPH MCGEOCH | Cash | Restricted | Reg D |
| 2/16/2024 | New Issuance | 50,000 | Common | 0.01 | Yes | JOSEPH MCGEOCH | Cash | Restricted | Reg D |
| 3/5/2024 | New Issuance | 250,000 | Common | 0.01 | Yes | GREG MIELE | Cash | Restricted | Reg D |
| 2/16/2024 | New Issuance | 250,000 | Common | 0.01 | Yes | LEONARD SPAETH | Cash | Restricted | Reg D |
| 2/5/2024 | New Issuance | 225,000 | Common | 0.01 | Yes | NICHOLAS FERRARO | Cash | Restricted | Reg D |
| 2/1/2024 | New Issuance | 200,000 | Common | 0.01 | Yes | JOE DESILVA | Cash | Restricted | Reg D |
| 2/1/2024 | New Issuance | 200,000 | Common | 0.01 | Yes | HARRIS LITTMAN | Cash | Restricted | Reg D |
| 2/2/2024 | New Issuance | 125,000 | Common | 0.01 | Yes | RICHARD MATTERN | Cash | Restricted | Reg D |
| 2/2/2024 | New Issuance | 100,000 | Common | 0.01 | Yes | LISA PAYNE | Cash | Restricted | Reg D |

| | | | | | | | | | |
|--|---------------------|------------|--------|------|-----|------------------------------------|-------------------|------------|-------|
| 2/1/2024 | New Issuance | 2,225,000 | Common | 0.01 | Yes | GREG SODEN | Cash | Restricted | Reg D |
| 3/6/2024 | New Issuance | 2,500,000 | Common | 0.01 | Yes | GREG SODEN | Cash | Restricted | Reg D |
| 3/25/2024 | New Issuance | 10,000,000 | Common | 0.01 | Yes | EAN AUTIN & ASSOCIATES (Ean Autin) | Services Rendered | Restricted | Reg D |
| 4/15/2024 | New Issuance | 1,500,000 | Common | 0.01 | Yes | Gregory Soden | Cash | Restricted | Reg D |
| 6/17/2024 | New Issuance | 1,250,000 | Common | 0.02 | Yes | Michael Wall | Cash | Restricted | Reg D |
| Shares Outstanding on Date of This Report: | | | | | | | | | |
| <u>Ending Balance:</u> | | | | | | | | | |
| Date: 3/31/2024 | Common: 563,272,576 | | | | | | | | |
| | Preferred A: 2,600 | | | | | | | | |
| | Preferred B: 45,000 | | | | | | | | |

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

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

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

None

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.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|---|---|
| 9/9/2014 | 16,540.00 | 10,000.00 | 6,540.00 | 9/9/2016 | N/A | Karan Anderson | Loan |
| 9/9/2014 | 8,270.00 | 5,000.00 | 3,270.00 | 9/9/2016 | N/A | Katheen Akeroyd | Loan |
| 9/9/2014 | 8,270.00 | 5,000.00 | 3,270.00 | 9/9/2016 | N/A | Thomas Unger | Loan |
| 9/9/2014 | 16,540.00 | 10,000.00 | 6,540.00 | 9/9/2016 | N/A | Richard Publicover | Loan |

| | | | | | | | |
|------------|------------|------------|-----------|------------|-----|-------------------|------|
| 11/6/2014 | 65,440.00 | 40,000.00 | 25,440.00 | 11/6/2016 | N/A | Patrick Maude, SR | Loan |
| 11/6/2014 | 25,585.00 | 16,250.00 | 10,335.00 | 11/6/2016 | N/A | Patrick Maude, JR | Loan |
| 9/9/2018 | 5,656.00 | 4,000.00 | 1,656.00 | 9/9/2020 | N/A | Martin Mardensley | Loan |
| 12/12/2023 | 234,450.00 | 225,000.00 | 9,450.00 | 12/12/2025 | N/A | Paul Fleishman | Loan |

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

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

None

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")

Impact Fusion International, Inc is in the business of marketing products in the health and wellness sector to all international markets. We are on a mission to invent, develop and market proprietary products worldwide for the health and wellbeing of humans and animals to support digestive health. Management will target a list of products that will be developed into revenue producing, profitable brand sectors, utilizing investment capital and other resources including management, patent development and strategic planning for the benefit of these individual brands. Impact Fusion International, Inc. has developed technologies we call Nutri-Mastic that is a core ingredient in all of our products. What we have discovered was that by adding Mastic Gum, magnesium and Ionic minerals, in a proprietary blend, allowing these ingredients to be delivered into the blood system due to the positive and negative charge of ionic minerals, which create a host of benefits to support the body.

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

None

C. Describe the issuers' principal products or services.

Impact Fusion International, Inc, creates health and wellness products for humans and animals in our following brands; Intact Nutrition, Nutri-Mastic, Equine Intact, Pet Intact and Supreme Gold Plus. Additionally, we manufacture Supreme Gold Plus in our factory which takes a land fill product, called bagasse, which is sugar cane stalk, and infuses Nutri-Mastic in our specially designed machine to process as feed for cattle as a nutritional support.

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.

Impact Fusion International, Inc owns 74.85 acres of property in South Louisiana. The property includes a 50,000 square foot building where we manufacture our Supreme Gold brand. From the same facility, we ship all our Nutri-Mastic Branded products. This facility houses a large, specially designed, press and also houses our automated bagging system, as well as a mixing machine with an attached conveyor belt system. The balance of the property is used to store raw materials for our Supreme Gold products. The property is being purchased with a note from a third party and is ideally situated for manufacturing of our products and storage of raw materials in the heart of sugar cane industry in Louisiana, located at 204 Hwy 1011, Napoleonville, LA 70390.

The Company has modified the note with the Note Holder on the Napoleonville Louisiana Property as follows: all property taxes are paid by the Company in full. The note for the property and the existing buildings is \$200,000. The Company has agreed to pay \$1500 on the first of every month beginning October 1, 2022, and for the subsequent 35 months through August 1, 2025. The Company has agreed to pay a balloon payment for the remaining \$147,500 on September 1, 2025, or renegotiate the payment schedule on balance.

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 |
|---|---|---|------------------------|------------------|---|--|
| Marc Walther | CEO | Clinton Twp., Mi | 1400 | Preferred A | 53.84% | N/A |
| Benjamin Hampson | VPO | New Haven, Mi. | 700 | Preferred A | 26.92% | N/A |
| Joe Kozar | Over 5% Holder | Mount Hope, ON | 250 | Preferred A | 9.6% | N/A |
| Joe Scivoletto | Over 5% Holder | Margate, FL | 250 | Preferred A | 9.6% | N/A |
| Ralph Figluuolo | Over 5% Holder | Manalapan, NJ | 10,000 | Preferred B | 22.22% | N/A |
| Anthony & Lauren DeBlase | Over 5% Holder | Colts Neck, NJ | 5,000 | Preferred B | 11.11% | N/A |
| Lawrence & Patricia Gray | Over 5% Holder | Ocean Port, NJ | 26,000 | Preferred B | 57.78% | N/A |

| | | | | | | |
|-----------------|----------------|-------------------------|------------|--------|-------|-----|
| Marc Walther | CEO | Clinton Twp., Mi | 41,250,000 | Common | 7.84% | N/A |
| Rhonda Windsor | Over 5% Holder | New Market, ON | 35,000,000 | Common | 6.65% | N/A |
| Sharon Mitchell | Counsel | Grosse Pointe Woods, MI | 0 | N/A | N/A | N/A |

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

None

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: Sharon Mitchell
Firm: SD Mitchell & Associates, PLC
Address 1: 829 Harcourt Road
Address 2: Grosse Point Park, Mi. 48230
Phone: 248-515-6035
Email: sharondmac2013@gmail.com

Accountant or Auditor

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

Investor Relations/Communications

Name: Rhonda Windsor
Firm: _____
Address 1: 204 Hwy 1011
Address 2: Napoleonville, LA 70390
Phone: 1-800-775-4130
Email: impactfusionintl@gmail.com

All other means of Investor Communication:

X (Twitter): @impactfusionl
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: **Sharon Mitchell**
Title: **Attorney**
Relationship to Issuer: **Counsel**

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: **Marc Walther**
Title: **CEO**
Relationship to Issuer: **CEO of Impact Fusion International, Inc.**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Mr. Marc Walther has managed companies in both the United States and in Canada for over 43 years. He has liaised with Auditors, and CPA's in preparing financial statements.

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

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 Statement Requirements:

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

Appended to this report are the unaudited financial statements for the period ended December 31, 2023, and 2022.

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, Marc Walther certify that:

1. I have reviewed this Disclosure Statement for Impact Fusion International, 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 March 31, 2024, disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

July 31, 2024 [Date]

/s/ Marc Walther CEO

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

Principal Financial Officer:

I, Marc Walther certify that:

1. I have reviewed this Disclosure Statement for Impact Fusion International, 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, for the period ended March 31, 2024, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material

respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

July 31, 2024 [Date]

/s/ Marc Walther CFO

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

IMPACT FUSION INTERNATIONAL, INC

FINANCIAL STATEMENTS (Unaudited)

For 9 Months Ending 6/30/2024 & 6/30/2023

204 Hwy 1011, Napoleonville, LA 70390

IMPACT FUSION INTERNATIONAL, INC
BALANCE SHEET
For 9 Months Ending 6/30/2024 & 6/30/2023

| | ASSETS (Unaudited) | |
|--------------------------------|--------------------|----------------|
| | 2024 | 2023 |
| Current assets: | | |
| Accounts receivable - trade | \$ 9,000 | \$ 8,405 |
| Bank Account | 27,560 | 34,925 |
| Inventory | 40,580 | 11,256 |
| Inventory - work in process | 35,970 | 64,901 |
| | ----- | ----- |
| Total current assets | 113,110 | 119,487 |
| | ----- | ----- |
| Fixed assets: | | |
| Building | 200,000 | 200,000 |
| Machinery & equipment | 428,959 | 334,991 |
| | ----- | ----- |
| | 628,959 | 534,991 |
| Less: Accumulated depreciation | (176,799) | (176,799) |
| | ----- | ----- |
| Net fixed assets | 452,160 | 358,192 |
| | ----- | ----- |
| Total assets | \$ 565,270 | \$ 477,679 |
| | ===== | ===== |

Impact Fusion International, Inc
BALANCE SHEET
For 9 Months Ending 6/30/2024 & 6/30/2023

LIABILITIES

| | 2024 | 2023 |
|---------------------------|-----------|-----------|
| Current liabilities: | | |
| Accounts payable | \$ 66,475 | \$ 81,222 |
| Accrued interest | - | - |
| Accrued rent | - | - |
| | ----- | ----- |
| Total current liabilities | 66,475 | 81,222 |
| | ----- | ----- |
| Long term liabilities: | | |
| Notes payable - building | 171,500 | 186,500 |
| Notes payable - investors | 381,751 | 137,252 |
| Notes payable - officer | 20,000 | - |
| | ----- | ----- |
| | 573,251 | 323,752 |
| | ----- | ----- |
| Total liabilities | 639,726 | 404,974 |
| | ----- | ----- |

STOCKHOLDERS' EQUITY

| | | |
|--|-------------|-------------|
| Preferred Stock A \$.001 par value 10,600,000 Shares authorized ; 2600 shares issued and outstanding as 9 Months Ending 6-30-2024 | \$ 3 | \$ 3 |
| Preferred Stock B; \$.001 par value 600,000 Shares authorized, 45,000 shares issued and outstanding as of 9 Months ending 6-30-2024 | 45 | 45 |
| Common Stock \$.0001 par value, 625,000,000 shares authorized; 563,272,576 shares issued and Outstanding as of 9 Months ending 6-30-2024 | 56,327 | 52,612 |
| Additional paid in capital | 2,151,999 | 1,927,879 |
| Retained earnings, (deficit) | (2,282,830) | (1,907,834) |
| | ----- | ----- |
| | (74,456) | 72,705 |
| | ----- | ----- |
| Total liabilities and stockholders' equity | \$ 565,270 | \$ 477,679 |
| | ===== | ===== |

Impact Fusion International, Inc
STATEMENT OF CHANGES IN RETAINED EARNINGS
For 9 Months Ending 6/30/2024 & 6/30/2023

| | 2024 | 2023 |
|--|----------------|----------------|
| Retained earnings (deficit), beginning of year | \$ (2,038,727) | \$ (1,515,586) |
| Net loss, year-to-date | (244,103) | (392,248) |
| | ----- | ----- |
| Accumulated deficit | \$ (2,282,830) | \$ (1,907,834) |
| | ===== | ===== |

Impact Fusion International, Inc
STATEMENT OF INCOME
For 9 Months Ending 6/30/2024 & 6/30/2023

| | 2024 | | 2023 | |
|-----------------------------------|--------------|------------|--------------|------------|
| | Amount | Percentage | Amount | Percentage |
| Revenues: | | | | |
| Sales | \$ 68,178 | 100.0% | \$ 10,053 | 100.0% |
| Cost of Goods Sold: | | | | |
| Total cost of goods sold | 12,536 | 18% | 139,174 | 0% |
| Gross profit | 55,642 | 82% | (129,121) | - |
| General & administrative expenses | | | | |
| Advertising & marketing | 5,524 | | 10,874 | |
| Travel | 8,510 | | 20,897 | |
| payroll | 57,143 | | 114,115 | |
| Hotel | - | | 7,118 | |
| Meals & Entertainment | 1,158 | | 10,926 | |
| Property Tax | 7,381 | | - | |
| Equipment Expense | 5,640 | | - | |
| Equipment Rental | - | | 11,354 | |
| Rental Car | - | | 10,619 | |
| Fuel | 2,294 | | 7,445 | |
| Office supplies | 3,617 | | 2,977 | |
| Bank service charges | 1,150 | | 351 | |
| Other services | - | | 206 | |
| Service Fees | 1,924 | | 6,000 | |
| Insurance | 3,110 | | 472 | |
| Press Releases | 1,700 | | 2,075 | |
| Shipping | 36,104 | | 6,790 | |
| Repairs & Maintenance | 21,944 | | 6,438 | |
| Signage | - | | - | |
| Website | - | | 1,634 | |
| Legal & Professional Services | 11,629 | | 18,421 | |
| Consulting | 123,060 | | 19,302 | |
| Telephone | 997 | | 504 | |
| Utilities | 6,860 | | 4,609 | |
| | 299,745 | 0.0% | 263,127 | 0.0% |
| Net income (loss) | \$ (244,103) | 0.0% | \$ (392,248) | 0.0% |

IMPACT FUSION INTERNATIONAL, INC.
Statement of cash flows
For 9 Months Ending 6/30/2024 & 6/30/2023

| | 2024 | 2023 |
|--|------------------|------------------|
| Cash flow from operating activities: | | |
| Cash received from customers | \$ 61,738 | \$ 600 |
| Cash paid to suppliers | (228,133) | (259,605) |
| Cash paid for payroll & related taxes | (57,143) | (84,767) |
| Interest paid | - | - |
| State Business Tax paid | - | - |
| Net cash provided (used) by operating activities | (223,538) | (343,772) |
| Cash flow from investing activities: | | |
| cash used to purchase fixed assets | (93,968) | (284,991) |
| cash provided from disposal of fixed assets | - | - |
| Net cash provided (used) by investing activities: | (93,968) | (284,991) |
| Cash flow from financing activities: | | |
| Cash provided from credit cards | - | - |
| cash paid to credit cards | - | - |
| cash provided from notes payable | 263,067 | 200,000 |
| cash paid to notes payable | (10,500) | (6,000) |
| Capital contributions | 67,284 | 450,508 |
| Dividends | - | - |
| Net cash provided (used) by financing activities: | 319,851 | 644,508 |
| Total cash provided (used) | 2,345 | 15,745 |
| Cash, beginning of year | 25,215 | 19,180 |
| Cash, end of year | \$ 27,560 | \$ 34,925 |

Impact Fusion International, Inc.
Notes to Unaudited Financial Statements
For the 9 Months Ended June 30, 2024

Note 1) LIMITED ACCESS TO WORK FORCE due to availability through the end of fiscal year.
Limited Production due to same.

NOTE 2) DISRUPTIONS IN THE TRUCKING industry due to supply chain issues to deliver finished product in a timely manner.

NOTE 3) - USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 4) – SUMMARY OF ACCOUNTING POLICIES

Fiscal Year End. The Company has selected September 30 as its fiscal year end. **Basis of Presentation.** The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles (US GAAP). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature.

NOTE 5) – SUBSEQUENT EVENTS

The Company has evaluated subsequent events from the balance sheet data through the date that the financial statements were issued and determined that there were no additional subsequent event to disclose.

Note 6) – NOTES PAYABLE

The Company has debt accrued by note holders and believes it will have the financial ability to fulfill the notes in full. Many, if not all, are stockholders that believe in the product the Company the result that it produces. There is no convertibility of the notes into shares.

Note 7) – Loan Modification Agreement

The Company has modified the note with the Note Holder on the Napoleonville Louisiana Property as follows: all property taxes are paid by the Company in full. The note for the property and the existing buildings is \$200,000. The Company has agreed to pay \$1500 on the first of every month beginning October 1, 2022, and for the subsequent 35 months through August 1, 2025. The Company has agreed to pay a balloon payment for the remaining \$147,500 on September 1, 2025 or renegotiate the payment schedule on balance.

Note 8) – Equipment and Process Upgrades

The Company has added significant equipment and other upgrades to the process and delivery capabilities to address overall consistency and performance to supplying customers. These upgrades and delivery capabilities will be added to the production footprint of our plants now and in the future.

The Company has developed a proprietary system to press, wrap and strap bales which significantly increases the ability to ship on flatbed trucks, reduce the backhauls to every customer which makes our product more competitive to purchase anywhere in North America. It also allows us to load containers for cross country shipments by rail.

The Company purchased large portable belt driven loading equipment to adapt our capabilities to load grain trailers, walking floor trailers and large dump trailers in significantly less time.

The Company added wireless access for computer billing and orders along with air conditioned office space to conduct cooling breaks for the safety of the employees.