

Disclosure Statement Pursuant to Pink Basic Disclosure Guidelines

MEDX Holdings, Inc.

A Wyoming Corporation

1621 Central Avenue
Cheyenne, WY 82001

(737) 777-0420
www.dazedinc.com
hans@dazedinc.com
6552

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our common stock was:

690,499,016 as of June 30, 2024

690,499,016 as of December 31, 2023

Shell Status

Indicate by a check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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 of Control

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

Yes No

⁴ 'Change of 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 13(d)-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 issuer and its predecessors (if any)**

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

MEDX Holdings, Inc. from 12/15/2015

Current State and Date of Incorporation or Registration Redomiciled in Wyoming on December 28, 2015

Standing in this Jurisdiction: (eg. Active, default, inactive) Active

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

Cantor Group, Inc as of 08/12/2015, incorporated in Delaware

Disaboom Inc as of 11/12/2006, incorporated in Delaware

Disaboo, Inc. as of 09/05/2006, incorporated in Delaware

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

None

List any stock split, stock 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:

1621 Central Avenue, Cheyenne, WY 82001

The address(es) of the issuer's principal place of business:

Check box 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:

n/a

2. **Security Information**

Transfer Agent

Name: Legacy Stock Transfer, Inc.

Phone: (972) 612-4120

Email info@legacystocktransfer.com

Address: 16801 Addison Road, Suite 247, Addison, TX 75001

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>MEDH</u> | | |
| Exact title and class of securities outstanding: | <u>Common Stock</u> | | |
| CUSIP: | <u>58403T107</u> | | |
| Par or stated value: | <u>\$0.001</u> | | |
| Total shares authorized: | <u>2,000,000,000</u> | as of date | <u>6/30/2024</u> |
| Total shares outstanding: | <u>690,499,016</u> | as of date | <u>6/30/2024</u> |
| Total number of shareholders of record: | <u>233</u> | as of date | <u>6/30/2024</u> |

Other classes of authorized or outstanding equity securities:

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). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

| | | | |
|---|---------------------------------|------------|------------------|
| Exact title and class of securities outstanding: | <u>Preferred stock Series A</u> | | |
| CUSIP: | <u>n/a</u> | | |
| Par or stated value: | <u>\$0.001</u> | | |
| Total shares authorized: | <u>5,000,000</u> | as of date | <u>6/30/2024</u> |
| Total shares outstanding: | <u>2,900,000</u> | as of date | <u>6/30/2024</u> |
| Total number of shareholders of record (if applicable): | <u>1</u> | as of date | <u>6/30/2024</u> |

| | | | |
|---|---------------------------------|------------|------------------|
| Exact title and class of securities outstanding: | <u>Preferred stock Series B</u> | | |
| CUSIP: | <u>n/a</u> | | |
| Par or stated value: | <u>\$0.001</u> | | |
| Total shares authorized: | <u>5,000,000</u> | as of date | <u>6/30/2024</u> |
| Total shares outstanding: | <u>4,000,000</u> | as of date | <u>6/30/2024</u> |
| Total number of shareholders of record (if applicable): | <u>1</u> | as of date | <u>6/30/2024</u> |

| | | | |
|---|---------------------------------|------------|------------------|
| Exact title and class of securities outstanding: | <u>Preferred stock Series C</u> | | |
| CUSIP: | <u>n/a</u> | | |
| Par or stated value: | <u>\$0.01</u> | | |
| Total shares authorized: | <u>10,000,000</u> | as of date | <u>6/30/2024</u> |
| Total shares outstanding: | <u>50,000</u> | as of date | <u>6/30/2024</u> |
| Total number of shareholders of record (if applicable): | <u>1</u> | as of date | <u>6/30/2024</u> |

| | | | |
|---|---------------------------------|------------|------------------|
| Exact title and class of securities outstanding: | <u>Preferred stock Series D</u> | | |
| CUSIP: | <u>n/a</u> | | |
| Par or stated value: | <u>\$0.0001</u> | | |
| Total shares authorized: | <u>60,000,000</u> | as of date | <u>6/30/2024</u> |
| Total shares outstanding: | <u>60,000,000</u> | as of date | <u>6/30/2024</u> |
| Total number of shareholders of record (if applicable): | <u>1</u> | as of date | <u>6/30/2024</u> |

| | | | |
|---|---------------------------------|------------|------------------|
| Exact title and class of securities outstanding: | <u>Preferred stock Series E</u> | | |
| CUSIP: | <u>n/a</u> | | |
| Par or stated value: | <u>\$0.25</u> | | |
| Total shares authorized: | <u>10,000,000</u> | as of date | <u>6/30/2024</u> |
| Total shares outstanding: | <u>10,000,000</u> | as of date | <u>6/30/2024</u> |
| Total number of shareholders of record (if applicable): | <u>1</u> | as of date | <u>6/30/2024</u> |

| | | | |
|---|---------------------------------|------------|------------------|
| Exact title and class of securities outstanding: | <u>Preferred stock Series F</u> | | |
| CUSIP: | <u>n/a</u> | | |
| Par or stated value: | <u>\$0.25</u> | | |
| Total shares authorized: | <u>10,000,000</u> | as of date | <u>6/30/2024</u> |
| Total shares outstanding: | <u>10,000,000</u> | as of date | <u>6/30/2024</u> |
| Total number of shareholders of record (if applicable): | <u>1</u> | as of date | <u>6/30/2024</u> |

Security Description:

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

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

Common stock has voting rights of one vote per share of common stock. There are no dividend or preemption rights.

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

Preferred Stock Series A: No dividend right, no liquidation preference, no voting rights, each preferred share convertible into two shares of common stock.

Preferred Stock Series B: No dividend right, no liquidation preference, no voting rights, each preferred share convertible into two shares of common stock.

Preferred Stock Series C: No dividend right, no liquidation preference, each preferred share votes equivalent of one hundred (100) shares of common stock, each preferred share convertible into one share of common stock.

Preferred Stock Series D: No dividend right, no liquidation preference, each preferred share votes equivalent of ten (10) shares of common stock, each preferred share convertible into ten (10) shares of common stock.

Preferred Stock Series E: No dividend right, no liquidation preference, no voting rights, each preferred share convertible into one share of common stock.

Preferred Stock Series F: No dividend right, no liquidation preference, no voting rights, each preferred share convertible into one share of common stock.

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

None.

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

None.

3. Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

No: Yes:

| Shares Outstanding as of the Second Most Recent Fiscal Year End | | | *Right-click the rows below and select 'insert' to add rows as needed | | | | | | |
|---|--|--|---|---|--|--|--|--|--------------------------------|
| Date | Opening balance: | | | | | | | | |
| 12/31/2022 | Common: | 690,499,016 | | | | | | | |
| | Preferred: | 86,950,000 | | | | | | | |
| Date of Transaction | Transaction Type (eg. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or Cancelled) | Class of Securities | Value of Shares Issued (\$/share) at issuance | Were the shares issued at a discount to market price at time of issuance (Y/N) | Individual / Entity shares were issued to (entities must have individual with voting / investment control disclosed) | Reason for share issuance (eg. for cash or debt conversion) -OR- Nature of Services Provided | Restricted or Unrestricted as of this filing | Exemption or Registration Type |
| | | | | | | | | | |
| Shares Outstanding as of Date of This Report | | | | | | | | | |
| Date | Ending balance: | | | | | | | | |
| 6/30/2024 | Common: | 690,499,016 | | | | | | | |
| | Preferred: | 86,950,000 | | | | | | | |

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

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

B. Debt Securities, including 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 (eg. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individuals with voting / investment control disclosed) | Reason for Issuance (eg. Services, Loan, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|---|--|--|
| 6/7/2018 | \$ 40,008 | \$ 25,000 | \$ 15,008 | 6/30/2020 | Convertible into shares of subsidiary | Stefano Alienelli | Convertible Loan |
| 9/30/2021 | \$ 304,159 | \$ 162,545 | \$ - | 7/1/2025 | n/a | Rajan Bhakta | Long-Term Advance |
| 9/30/2021 | \$ 4,000,000 | \$ 4,000,000 | \$ - | 9/30/2026 | n/a | Hans Enrique | Acquisition by company |
| 12/8/2021 | \$ 10,000 | \$ 10,000 | \$ - | 12/8/2022 | n/a | Robert Brown | Loan with Profit Share |
| 2/24/2023 | \$ 19,964 | \$ 16,710 | \$ - | n/a | n/a | Mantis | Cash Loan |
| 1/29/2024 | \$ 92,582 | \$ 24,616 | \$ 3,356 | 1/29/2025 | n/a | Nicholas Mortillaro | Convertible Bridge Loan |

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.
(Please 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').

The Company and its wholly owned subsidiaries, specifically Dazed Inc. is the parent company of the Lazydaze +Coffeeshop, brands, franchises, systems and services. The Company's mission is to offer best-in-class products and hospitality experiences. The Company's goal is to empower entrepreneurs and communities by supporting, building and developing a successful portfolio of licensed and franchised brands.

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

| | |
|---------------------|------------------------------------|
| <u>Subsidiaries</u> | <u>Dazed, Inc.</u> |
| | <u>Smart Brand Digital LLC</u> |
| | <u>Counterculture Brands, Inc.</u> |
| | <u>Craft Herbs LLC</u> |

C. Describe the issuers' principal products or services.

Lazydaze +Coffeeshop, brands, franchises, systems and services

5. Issuer's Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Corporate office: MedX Holdings, Inc., 1621 Central Avenue, Cheyenne, WY 82001

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 an investor 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 shareholders.

| Name of Officer, Director or Control Person | Affiliation with Company (eg. Officer Title / Director/Owner of more than 5%) | Residential Address (City / State only) | Number of shares owned | Share type/class | Ownership percentage of class outstanding | Note |
|---|---|---|------------------------|---------------------------|---|-----------------------------|
| <u>Hans Enriquez</u> | <u>Director/CEO/CFO</u> | <u>Austin, TX</u> | <u>50,000</u> | <u>Series C Preferred</u> | <u>100.0%</u> | <u>CEO as of 06/05/2020</u> |
| <u>Hans Enriquez</u> | <u>Director/CEO/CFO</u> | <u>Austin, TX</u> | <u>3,800,000</u> | <u>Series B Preferred</u> | <u>95.0%</u> | <u>CEO as of 06/05/2020</u> |
| <u>Hans Enriquez</u> | <u>Director/CEO/CFO</u> | <u>Austin, TX</u> | <u>43,750,000</u> | <u>Series D Preferred</u> | <u>72.9%</u> | <u>CEO as of 06/05/2020</u> |
| <u>Hans Enriquez</u> | <u>Director/CEO/CFO</u> | <u>Austin, TX</u> | <u>5,100,000</u> | <u>Series E Preferred</u> | <u>51.0%</u> | <u>CEO as of 06/05/2020</u> |
| <u>Hans Enriquez</u> | <u>Director/CEO/CFO</u> | <u>Austin, TX</u> | <u>10,000,000</u> | <u>Series F Preferred</u> | <u>100.0%</u> | <u>CEO as of 06/05/2020</u> |

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

7. Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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 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 Providers

Please provide the name, address, telephone number and email address of the following outside providers:

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: Jonathan Leinwand
Firm: Jonathan Leinwand, Esq.
Address1: 18305 Biscayne Blvd, Suite 200, Aventura, FL 33160
Phone: (954) 903-7856
Email: jonathan@jdlpa.com

Investor Relations

None

All other means of Investor Communication:

Twitter: n/a
Discord: n/a
LinkedIn: n/a
FaceBook: n/a
[Other]: n/a

9. Financial Statements

A. This disclosure statement was prepared by (name of individual):

Name: Hans Enriquez
Title: CEO
Relationship to Issuer: CEO

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

| | |
|-------------------------------------|---------|
| <input type="checkbox"/> | IFRS |
| <input checked="" type="checkbox"/> | US GAAP |

C. The following financial statements were prepared by (name of individual)⁵:

Name: Hans Enriquez
Title: CEO
Relationship to Issuer: CEO

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

Hans Enriquez has experience of operating and managing public companies and the relevant experience to compile accurate financial statements with relevant disclosures.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Provide the following qualifying financial statements:

- Audit Letter, if audited.
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
- Financial notes; and

Financial Statement Requirements

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

10. Issuer Certification

Principal Executive Officer

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

The certifications shall follow the format below:

I, Hans Enriquez, certify that:

1. I have reviewed this Disclosure Statement of MEDX 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.

10/15/2024

/s/ Hans Enriquez (CEO's Signature)

Principal Financial Officer

I, Hans Enriquez, certify that:

1. I have reviewed this Disclosure Statement of MEDX 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.

10/15/2024

/s/ Hans Enriquez (CFO's Signature)

**MEDX HOLDINGS, INC.
(MEDH)**

**QUARTERLY REPORT
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023**

October 15, 2024

1621 Central Avenue
Cheyenne
WY 82001

MEDX HOLDINGS, INC.
QUARTERLY REPORT
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023
(Unaudited)

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| | |
|--|-----|
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MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Balance Sheet

| | Notes | As at June 30, 2024 | As at December 31, 2023 |
|---|-------|---------------------------|-------------------------------|
| ASSETS | | | |
| <u>Current assets</u> | | | |
| Cash and cash equivalents | 2 | \$ 2,639 | \$ - |
| Accounts receivable, net | 2 | - | - |
| Inventory | | 65,000 | 65,000 |
| Deposits & prepayments | | 194,342 | 7,843 |
| Total current assets | | 261,981 | 72,843 |
| <u>Fixed assets</u> | | | |
| Property, plant & equipment | 6 | 46,634 | 46,634 |
| Accumulated depreciation | 6 | (45,664) | (44,142) |
| Goodwill | 7 | 10,191,389 | 10,191,389 |
| Other intangible assets | 7 | 7,812 | 7,812 |
| Accumulated amortization | 7 | (7,178) | (5,909) |
| TOTAL ASSETS | | \$ 10,454,974 | \$ 10,268,627 |
| LIABILITIES & STOCKHOLDERS' EQUITY | | | |
| <u>Current liabilities</u> | | | |
| Accrued expenses | | \$ 325,855 | \$ 266,135 |
| Loans & notes payable, s/t or current, net of unamortized debt discount of \$4,289 | 8 | 158,265 | 64,166 |
| Related party loans & notes payable, short-term or current | 12 | - | 2,068 |
| Derivative liability | 10 | 65,333 | - |
| Total current liabilities | | 549,454 | 332,370 |
| Related party loans & notes payable - long-term, net of short-term | 12 | 4,304,159 | 4,304,159 |
| TOTAL LIABILITIES | | \$ 4,853,612 | \$ 4,636,528 |
| STOCKHOLDERS' EQUITY | | | |
| <u>Preferred stock:</u> | | | |
| Preferred stock Series A: par value \$0.001, 5,000,000 authorized and 2,900,000 issued and outstanding at June 30, 2024 and December 31, 2023 | 9 | 2,900 | 2,900 |
| Preferred stock Series B: par value \$0.001, 5,000,000 authorized and 4,000,000 issued and outstanding at June 30, 2024 and December 31, 2023 | 9 | 4,000 | 4,000 |
| Preferred stock Series C: par value \$0.01, 10,000,000 authorized and 50,000 issued and outstanding at June 30, 2024 and December 31, 2023 | 9 | 500 | 500 |
| Preferred stock Series D: par value \$0.0001, 60,000,000 authorized and 60,000,000 issued and outstanding at June 30, 2024 and December 31, 2023 | 9 | 6,000 | 6,000 |
| Preferred stock Series E: par value \$0.25, 10,000,000 authorized and 10,000,000 issued and outstanding at June 30, 2024 and December 31, 2023 | 9 | 2,500,000 | 2,500,000 |
| Preferred stock Series F: par value \$0.25, 10,000,000 authorized and 10,000,000 issued and outstanding at June 30, 2024 and December 31, 2023 | 9 | 2,500,000 | 2,500,000 |
| Common stock: par value \$0.001, 2,000,000,000 and 1,000,000,000 authorized and 690,499,016 issued and outstanding at June 30, 2024 and December 31, 2023 | 9 | 667,199 | 667,199 |
| Additional paid-in capital | | 2,761,684 | 2,761,684 |
| Accumulated deficit | | (2,840,921) | (2,810,184) |
| TOTAL STOCKHOLDERS' EQUITY | | 5,601,362 | 5,632,099 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | | \$ 10,454,974 | \$ 10,268,627 |

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Statement of Operations

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|-------------|------------------|-------------|
| | June 30, | | June 30, | |
| | 2024 | 2023 | 2024 | 2023 |
| Revenues | \$ 207,912 | \$ 130,959 | \$ 301,850 | \$ 257,928 |
| Cost of goods sold | 74,691 | 61,761 | 108,523 | 127,262 |
| Gross profit | 133,221 | 69,198 | 193,327 | 130,666 |
| Operating expenses | | | | |
| Selling, general & administrative expenses | 130,870 | 82,663 | 224,099 | 169,557 |
| Bad debt provision | - | 45,023 | - | 45,023 |
| Depreciation & amortization | 1,395 | 1,396 | 2,791 | 2,792 |
| Total operating expenses | 132,265 | 129,082 | 226,890 | 217,372 |
| Net operating income (loss) | 956 | (59,884) | (33,563) | (86,706) |
| Other income (expenses) | | | | |
| Bank charges | (4,317) | (1,312) | (5,433) | (1,353) |
| Bank/loan interest accrued | (3,356) | (748) | (4,852) | (1,488) |
| Amortization of debt discount | (1,842) | - | (3,096) | - |
| Gain (loss) on revaluation of derivative liability | (57,852) | - | (57,948) | - |
| Other income (expenditure) net | (16,044) | - | 74,154 | - |
| Net loss before income taxes | \$ (82,455) | \$ (61,944) | \$ (30,737) | \$ (89,547) |
| Provision for corporation taxes | - | - | - | - |
| Net loss | \$ (82,455) | \$ (61,944) | \$ (30,737) | \$ (89,547) |
| Net loss per share | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ (0.00) |
| Weighted average shares outstanding | 690,499,016 | 690,499,016 | 690,499,016 | 690,499,016 |

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Statement of Changes in Stockholders' Equity

| | Preferred Stock | | Common Stock | | Additional Paid-in Capital | Accumulated Surplus (Deficit) | Total |
|---|-------------------|---------------------|--------------------|-------------------|----------------------------------|----------------------------------|---------------------|
| | Number | Value | Number | Value | | | |
| Balance b/f as at January 1, 2023 | 86,950,000 | \$ 5,013,400 | 690,499,016 | \$ 667,199 | \$ 2,761,684 | \$ (2,436,474) | \$ 6,005,809 |
| Net loss, year ending December 31, 2023 | - | - | - | - | - | (373,710) | (373,710) |
| Balance b/f January 1, 2024 | 86,950,000 | \$ 5,013,400 | 690,499,016 | \$ 667,199 | \$ 2,761,684 | \$ (2,810,184) | \$ 5,632,099 |
| Net loss, six months ended June 30, 2024 | - | - | - | - | - | (30,737) | (30,737) |
| Balance c/f as at June 30, 2024 | <u>86,950,000</u> | <u>\$ 5,013,400</u> | <u>690,499,016</u> | <u>\$ 667,199</u> | <u>\$ 2,761,684</u> | <u>\$ (2,840,921)</u> | <u>\$ 5,601,362</u> |

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Statement of Cash Flow

| | Six Months Ended June 30, | |
|---|------------------------------|-----------------|
| | 2024 | 2023 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (30,737) | \$ (89,547) |
| Adjustments to reconcile net loss to net cash (used in) operating activities: | | |
| Depreciation and amortization | 2,791 | 2,792 |
| Bad debt provision | - | 45,023 |
| Amortization of debt discount | 3,096 | - |
| (Gain) loss on revaluation of derivative liability | 57,948 | - |
| Financing costs | 10,285 | 2,841 |
| Changes in operating assets and liabilities: | | |
| Accounts payable and other current liabilities | 59,720 | 4,445 |
| Other current assets | (186,499) | 5,073 |
| NET CASH (USED IN) OPERATING ACTIVITIES | (83,396) | (29,373) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Sale (purchase) of tangible assets | - | - |
| NET CASH PROVIDED BY INVESTING ACTIVITIES | - | - |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from (repayment of) debt instruments | 98,388 | 15,002 |
| Related party loans | (2,068) | 18,486 |
| Financing costs | (10,285) | (2,841) |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 86,035 | 30,647 |
| NET INCREASE IN CASH | 2,639 | 1,274 |
| Cash, beginning of period | - | 299 |
| Cash, end of period | <u>\$ 2,639</u> | <u>\$ 1,573</u> |

See accompanying notes to these condensed consolidated unaudited financial statements.

MEDX HOLDINGS, INC.
Condensed Consolidated Unaudited
Notes For the Three and Six Months Ended June 30, 2024 and 2023

NOTE 1. NATURE AND BACKGROUND OF BUSINESS

The accompanying consolidated financial statements include MEDX Holdings, Inc. (the 'Company', 'we' or 'us'), a Wyoming corporation, its wholly-owned subsidiaries and any majority controlled interests.

The Company and its wholly owned subsidiaries, specifically Dazed Inc. is the parent company of the Lazydaze +Coffeeshop, brands, franchises, systems and services. The Company's mission is to offer best-in-class products and hospitality experiences. The Company's goal is to empower entrepreneurs and communities by supporting, building and developing a successful portfolio of licensed and franchised brands.

The Company was originally incorporated in Colorado on September 5, 2006 as Disaboo, Inc., with the name changed to Disaboom, Inc. on November 12, 2006 and Cantor Group, Inc. on August 12, 2015. The Company was redomiciled to Wyoming on December 28, 2015 and changed its name to MedX Holdings, Inc. on the same day.

On December 19, 2019, there was a change of control of the Company, whereby Mark Miller resigned as director and CEO and Jason Black became the controlling shareholder and interim President through the assignment of a convertible loan note for \$70,000 to Mark Miller, the issuance of 50,000 series C preferred shares and the cancellation of 93,117,200 shares of common stock.

On December 21, 2019, Jeremy Amsden was appointed as the Company's CEO.

On February 24, 2020, the Company initiated the acquisition of Bio Hydro LLC as a wholly owned subsidiary, through the issuance of 4,000,000 series B preferred shares. Simultaneous with the transfer, the Company completed the divestment of its subsidiaries, MJ Builders of MN and DDG Properties. Bio Hydro LLC is engaged in the development of real estate in Arizona to procure pharmaceutical grade water wells in Arizona's saturated zone, Maricopa County.

On June 5, 2020, Jeremy Amsden resigned as the Company's CEO and as a director due to an injury and was replaced by Hans Enriquez.

On January 12, 2021, Jason Black transferred 50,000 shares of Preferred Stock Series C to Hans Enriquez, effectively transferring control of the Company. The transfer of stock was in return for a three year lease to be used for industrial hemp farming and processing.

On February 17, 2021, the Company determined that the acquisition of Bio Hydro LLC would not be completed and canceled the outstanding shares of preferred stock Series B. The Company agreed in principle to acquire Smart Brand Digital LLC from Hans Enriquez, with the acquisition to be closed later in 2021.

The Company completed the acquisitions of Smart Brand Digital LLC, Dazed, Inc., Counterculture Brands, Inc. and Craft Herbs LLC, all from Hans Enriquez, the Company's CEO, all in August 2021.

At no point in its history has the Company been classified as a shell by any governmental agency.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared for MEDX Holdings, Inc. in accordance with accounting principles generally accepted in the United States of America (US GAAP), with all numbers shown in US Dollars.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included. The financial statements include acquired subsidiaries, as discussed below, and include all consolidation entries required to include those subsidiaries.

Principals of Consolidation

The consolidated financial statements include the financial statements of MEDX Holdings, Inc. and all its subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

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

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “Revenue from contracts with customers,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Financial Instruments

The Company’s financial instruments include cash, accounts payables, accrued liabilities and debt and are accounted for under the provisions of ASC Topic 825, “Financial Instruments”. The carrying amount of these financial instruments as reflected in the balance sheets approximates fair value.

Cash and Cash Equivalents

For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as at June 30, 2024 or December 31, 2023.

Concentration of Credit Risk

The Company maintains cash balances at financial institutions with accounts that are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. As of June 30, 2024 and 2023, the Company’s cash balance did not exceed FDIC coverage. The Company has not experienced any losses in such accounts and periodically evaluates the credit worthiness of the financial institutions and has determined the credit exposure to be negligible.

Accounts Receivable

Accounts receivable are shown net of any allowance for doubtful accounts, determined as such when management has made a decision that an account is not collectible. As at June 30, 2024, the allowance for doubtful or non-collectible accounts receivable was nil.

Inventory

Inventory is stated at the lower of cost (First in, First Out method) or net realizable value. As at June 30, 2024, inventory was held according to the following breakdown:

| | June 30, 2024 |
|------------------|--------------------------|
| Raw materials | \$ - |
| Work in progress | - |
| Finished goods | <u>65,000</u> |
| Total | <u>\$ 65,000</u> |

Fixed Assets

The Company may own fixed assets of certain types, which are carried at cost less depreciation. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired, or disposed of, the cost and accumulated depreciation are removed from the financial statements, and any resulting gains or losses are included in income in the year of disposition. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets, according to the following policies:

- Land and buildings, useful life of 40 years, straight-line depreciation of 2.5% annually
- Property and equipment, useful life of 3 years, straight-line depreciation of 33.3% annually
- Lease improvements, useful life of 5 years or the length of the lease, whichever is shorter
- Computer equipment, useful life of 3 years, straight-line depreciation of 33.3% annually
- Motor vehicles, useful life of 3 years, straight line depreciation of 33.3% annually

Intangible Assets

The Company has no intangible assets. Intangible assets represent definite life intangible assets, which will be amortized on a straight- line basis over their estimated useful life.

Impairment of Long-Lived Assets

Long-lived assets, such as goodwill, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable or that the useful life is shorter than the Company had originally estimated. When these events occur, the Company evaluates the impairment for the long-lived assets by comparing the carrying value of the assets to an estimate of future undiscounted cash flows expected to be generated from the use of the assets and their eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying value of the assets, the Company recognizes an impairment loss based on the excess of the carrying value of the assets over the fair value of the assets.

No impairment charges were recognized for the period ended June 30, 2024 or the year ending December 31, 2023.

Leases

The Company determines whether a contract contains a lease at contract inception. A contract contains a lease if there is an identified asset and the Company has the right to control the asset. Operating lease right-of-use (“ROU”) assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company uses the incremental borrowing rate in determining the present value of lease payments. Leases with a term of 12 months or less at the commencement date are not recognized on the balance sheet and are expensed as incurred.

Commitments and Contingencies

Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

Income Taxes

Income taxes are provided in accordance with the FASB Accounting Standards (ASC 740), Accounting for Income Tax. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Any deferred tax expense (benefit) resulting from the net change during the year is shown as deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it was more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Basic and Diluted Net Income (Loss) Per Share

Basic and diluted earnings or loss per share (“EPS”) amounts in the consolidated financial statements are computed in accordance with Accounting Standards Codification (“ASC”) 260 – 10 “Earnings per Share”, which establishes the requirements for presenting EPS. Basic EPS is based on the weighted average number of shares of common stock outstanding. Diluted EPS is based on the weighted average number of shares of common stock outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of shares of common stock outstanding (denominator) during the period. Potentially dilutive securities are excluded from the calculation of diluted loss per share, if their effect would be anti-dilutive. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

Stock Based Compensation

Codification topic 718 “Stock Compensation” requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred.

The Company has adopted a stock option plan. The Company measures compensation expense for all stock-based payment awards, including stock options and restricted stock units granted to employees, directors, and nonemployees, based on the estimated fair value of the awards on the date of grant. Compensation expense is recognized ratably in earnings, generally over the period during which the recipient is required to provide service. The compensation expense is adjusted based on actual forfeitures as necessary.

The stock options vest ratably over the contractual vesting period and the fair value of our awards is estimated on the date of grant using a Black-Scholes option-pricing model. Restricted stock units vest ratably over the contractual vesting period and the fair value of the awards are estimated on the date of grant as the underlying value of the award. Awards with graded vesting features are recognized over the requisite service period for the entire award. The determination of the grant date fair value of stock awards issued is affected by a number of variables and subjective assumptions, including (i) the fair value of the Company's common stock, (ii) the expected common stock price volatility over the expected life of the award, (iii) the expected term of the award, (iv) risk-free interest rates, (v) the exercise price, and (vi) the expected dividend yield of our common stock.

Options or warrants issued to consultants, sub-contractors or suppliers are assessed for fair value on issuance and reviewed for fair value at each reporting period, with changes in fair value recorded to the income statement for the relevant period.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for “Accounting for Derivative Instruments and Hedging Activities”. Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instruments are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of Conventional Convertible Debt Instrument”.

The Company accounts for convertible instruments when it has determined that the embedded conversion options should not be bifurcated from their host instruments in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying shares of common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares of common stock based upon the differences between the fair value of the underlying shares at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event not within the entity’s control could require net cash settlement, then the contract shall be classified as an asset or a liability.

Fair Value of Financial Instruments

We adopted the guidance of ASC-820 for fair value instruments, which clarifies the definition of fair value, prescribes methods for determining fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value, as follows:

- Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.
- Level 2 Inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.
- Level 3 Inputs are unobservable inputs which reflect the reporting entity’s own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The carrying amounts for cash, accounts receivable, accounts payable and accrued expenses, and loans payable approximate their fair value based on the short-term maturity of these instruments. We identified assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with the accounting guidance as at June 30, 2024, as detailed in Note 10, Derivative Liabilities, and no such assets or liabilities as at December 31, 2023.

ASC 825-10 “Financial Instruments” allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. We elected to apply the fair value option to outstanding instruments.

Derivative Liabilities

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common stock. The Company assessed that it had derivative liabilities as at June 30, 2024, as detailed in Note 10, Derivative Liabilities, and no derivative liabilities as at December 31, 2023.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirement of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Concentrations

The Company had no concentrations in purchasing or sales.

Impact of New Accounting Standards

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company’s results of operations, financial position, or cash flow.

Management's Evaluation of Subsequent Events

The Company evaluates events that have occurred after the balance sheet date of this report, through the date which the consolidated financial statements were available to be issued. Based upon the review, other than as described in Note 13, Subsequent Events, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the consolidated financial statements.

NOTE 3. GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Currently, the Company does not have significant cash or other material assets, nor does it have operations or a source of revenue sufficient to cover its operation costs and allow it to continue as a going concern.

The Company has a limited operating history and had a cumulative net loss from inception to June 30, 2024 of \$2,840,921. The Company has a working capital deficit of \$287,473 as at June 30, 2024.

These financial statements for the six months ended June 30, 2024 have been prepared assuming the Company will continue as a going concern, which is dependent upon the Company's ability to generate future profits and/or obtain necessary financing to meet its obligations as they come due.

The management has committed to an aggressive growth plan for the Company. The Company's future operations are dependent upon external funding and its ability to execute its business plan, realize sales and control expenses. Management believes that sufficient funding will be available from additional borrowings and private placements to meet its business objectives including anticipated cash needs for working capital, for a reasonable period of time. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its business operation, or if obtained, upon terms favorable to the Company.

NOTE 4. ACQUISITIONS AND DISPOSALS

The Company implements pushdown accounting for acquisitions, which is a method of accounting for the purchase of another company at the purchase price rather than its historical cost. The target company's assets and liabilities are written up (or down) to reflect the purchase price, and any gains and losses associated with the new book value are 'pushed down' from the acquirer's to the acquired company's income statement and balance sheet. The total amount paid to purchase the target becomes the target's new book value on the Company's financial statements.

On February 17, 2021, the Company's board of directors approved the acquisition of Smart Brands Digital LLC, a Texas limited liability company, as a wholly-owned subsidiary, from Mr. Hans Enriquez, the Company's CEO, with the consideration to be 4,000,000 shares of series B Preferred Stock. The acquisition was to be completed later in 2021. The acquisition was to be completed later in 2021 and the Series B Preferred Stock was already issued for a prior failed acquisition.

On August 6, 2021, the Company acquired Dazed, Inc., a Company then owned by Mr. Hans Enriquez, the Company's CEO, in exchange for 60,000,000 shares of Series D Preferred Stock, equivalent to 600,000,000 shares of Common Stock and valued at \$6,000, and \$4,000,000 in deferred cash payments. The accounting for the acquisition was as follows:

| | Allocation |
|-----------------------|-------------------|
| Cash acquired | \$ 3,205 |
| Current assets | 124,011 |
| Fixed assets | 4,363 |
| Intangible assets | 7,612 |
| Goodwill | 4,214,129 |
| Current liabilities | (184,776) |
| Long-term liabilities | (4,162,545) |
| Total | \$ 6,000 |

On August 20, 2021, the Company issued the 4,000,000 shares of Preferred Stock Series B, with a value of \$0.25 per share, to Mr. Hans Enriquez, to complete the acquisition of Smart Brands Digital LLC.

On September 9, 2021, the Company issued the newly-created 10,000,000 shares of Series E Preferred Stock, with a value of \$0.25 per share, to Hans Enriquez, the Company's CEO, in exchange for the acquisition of Counterculture Brands, Inc.

On September 9, 2021, the Company issued the newly-created 10,000,000 shares of Series F Preferred Stock, with a value of \$0.25 per share, to Hans Enriquez, the Company's CEO, in exchange for the acquisition of Craft Herbs LLC.

NOTE 5. OTHER CURRENT ASSETS

The Company had the following current assets as at June 30, 2024 and December 31, 2023:

| | As at June 30, 2024 | As at December 31, 2023 |
|--------------------------|---------------------------|-------------------------------|
| Loans to related parties | 141,304 | 2,893 |
| Undeposited funds | 48,088 | - |
| Rental deposit | 4,950 | 4,950 |
| Totals | \$ 194,342 | \$ 7,843 |

The loans to related parties total of \$141,304 is owed by Lazydaze ABQ LLC ('Lazydaze').

The Company, through its subsidiary, Dazed, Inc., has a profit-sharing arrangement with Lazydaze, with 30% of all profits made by Lazydaze due to the Company. At March 31, 2024, the profit share due to the Company was nil.

NOTE 6. FIXED ASSETS

The Company holds fixed assets with values at June 30, 2024 and December 31, 2023 as follows:

| Asset | Useful Life (years) | As at June 30, 2024 | As at December 31, 2023 |
|-------------------------------|------------------------|---------------------------|-------------------------------|
| Property, plant and equipment | 3 | \$ 46,634 | \$ 46,634 |
| Accumulated depreciation | | (45,664) | (44,142) |
| Total | | \$ 970 | \$ 2,492 |

During the six months ended June 30, 2024, a total of \$1,522 was charged to the Statement of Operations for depreciation.

NOTE 7. INTANGIBLE ASSETS

The Company retained the following intangible assets as at June 30, 2024 and December 31, 2023:

| Asset | Description | June 30, 2024 | December 31, 2023 |
|-------------------|--------------------------|----------------------|----------------------|
| Goodwill | Goodwill on acquisitions | \$ 10,191,389 | \$ 10,191,389 |
| Intangible assets | Intangible assets | 7,812 | 7,812 |
| Amortization | | (7,178) | (5,909) |
| Total | | \$ 10,192,023 | \$ 10,193,292 |

During the six months ended June 30, 2024, a total of \$1,269 was charged to the Statement of Operations for amortization.

Goodwill is not amortized but is tested for impairment at the end of each financial year. The above amount arose from a transactions to acquire Counterculture Brands, Inc., Smart Brands Digital LLC, Craft Herbs LLC and Dazed, Inc.

NOTE 8. LOANS AND NOTES PAYABLE

The Company had loans and notes payable as at June 30, 2024 and December 31, 2023 totaling \$4,466,713 and \$4,368,325 respectively, as follows:

| Description | Principal Amount | Date of Loan Note | Maturity Date | As at June 30, 2024 | As at December 31, 2023 |
|---|---------------------|----------------------|------------------|---------------------------|-------------------------------|
| Loan from Stefano Alienelli, 24 months, 12% interest - see note (i) below | \$ 25,000 | 6/7/2018 | 6/30/2020 | \$ 40,008 | \$ 38,512 |
| Loan from Rajan Bhakta, no fixed term, no interest - see note (iii) below | 162,545 | 9/30/2021 | 7/1/2025 | 304,159 | 304,159 |
| Loan from Robert Brown, 12 months, no interest - see note (v) below | 10,000 | 12/8/2021 | 12/8/2022 | 10,000 | 10,000 |
| Loan from Mantis, no fixed term, no interest - see note (vii) below | 16,710 | 2/24/2023 | n/a | 19,964 | 15,654 |

| | | | | | |
|--|-----------|-----------|-----------|---------------------|---------------------|
| Loan from Hans Enrique, no fixed term, no interest - see note (viii) below | 4,000,000 | 9/30/2021 | 9/30/2026 | 4,000,000 | 4,000,000 |
| Loan from Nicholas Mortillaro, 12 months, 18% interest - see note (viii) below | 24,616 | 1/29/2024 | 1/29/2025 | 92,582 | - |
| Total | | | | <u>\$ 4,466,713</u> | <u>\$ 4,368,325</u> |
| Long-term total | | | | <u>\$ 4,304,159</u> | <u>\$ 4,304,159</u> |
| Short-term total | | | | <u>\$ 162,554</u> | <u>\$ 64,166</u> |
| | | | | - | - |
| Loans and Notes Amortization | | | | Amount Due | |
| Due within 12 months | | | | \$ 162,554 | |
| Due within 24 months | | | | 304,159 | |
| Due within 36 months | | | | 4,000,000 | |
| Due within 48 months | | | | - | |
| Due after 48 months | | | | - | |
| Total | | | | <u>\$ 4,466,713</u> | |

Notes

(i) This is Convertible Promissory Note with a third party loan to the Dazed, Inc. subsidiary of the Company. This pre-dates the ownership of Dazed, Inc. by the Company and the holder has the right to convert into stock in Dazed, Inc. To date, no payment of interest has been made and no repayment of capital has been made. No assertion of conversion rights has been made by the holder.

(ii) The Company's subsidiary, Dazed, Inc., received an SBA Disaster Loan as part of the COVID pandemic response. No interest was due to be paid on this loan, which was forgiven by the SBA on November 2, 2022.

(iii) Various loans and cash advances have been made by Rajan Bhakta to Dazed, Inc., a subsidiary of the Company. Mr. Bhakta is deemed a related party to the Company. These advances are long-term, have no fixed repayment date and do not carry any interest. To date, no arrangements have been made regarding repayment of these funds.

(iv) The Company's subsidiary, Dazed, Inc., received a second SBA Disaster Loan for \$12,000 on October 12, 2021 and this was forgiven on November 1, 2021.

(v) A loan was advanced by Robert Brown on December 8, 2021 for \$10,000 as part of a profit-sharing arrangement. Under this arrangement, the holder is due to receive 13.3% of the profits of certain sales made by the Company's Dazed, Inc. subsidiary, though no interest is due the loan, which had a term of 12 months. No profit share is due to the Note holder and no arrangement has yet been made to repay the loan.

(vi) On April 12, 2022, an agreement was entered into between Dazed, Inc., a subsidiary of the Company, and Vader Servicing LLC ('Vader'), whereby Vader will make advances against future revenue generation by Dazed, Inc, charging interest at 15% and fees against such advances. At the point of acquisition of Dazed, Inc. by the Company, no advances were outstanding, but the arrangement continued and was utilized up to November 17, 2023, when the final outstanding amount was paid by Dazed, Inc. and the facility was terminated.

(vii) On February 24, 2023, the Company's subsidiary, Dazed, Inc., received a cash loan from a company called Mantis, which had no fixed term but was repayable in weekly instalments.

(viii) On September 30, 2021, Hans Enrique sold Dazed, Inc. to the Company, for 60,000,000 shares of Preferred Stock Series D, issued at par value of \$0.0001 for a total amount of \$6,000, plus deferred compensation of \$4,000,000 in cash. The cash amount is included above as a long-term liability of the Company.

(viii) Nicholas Mortillaro entered into an informal bridge loan arrangement with Dazed, Inc., the Company's operating subsidiary. This loan was later formalized as a convertible loan note.

NOTE 9. CAPITAL STOCK

As at June 30, 2024 and December 31, 2023, the Company was authorized to issue Preferred Stock and Common Stock as detailed below.

Preferred Stock

At June 30, 2024 the Company had authorized Preferred Stock in six designations totaling 100,000,000 shares:

Preferred Stock Series A The Company is authorized to issue 5,000,000 shares of Series A, with a par value of \$0.001 per share. As at January 1, 2022, the Company had 2,900,000 shares of Series A preferred stock issued and outstanding.

At June 30, 2024 the Company had 2,900,000 shares of Preferred Stock Series A issued and outstanding.

Preferred Stock Series B

The Company is authorized to issue 5,000,000 shares of Series B, with a par value of \$0.001 per share. As at January 1, 2022, the Company had 4,000,000 shares of Series B preferred stock issued or outstanding.

On January 15, 2018, the Company issued 4,000,000 shares of Series B preferred stock at \$0.25 each as part of a transaction to acquire MJ Builders of MN, LLC and DDG Properties, LLC. This took the total number of shares of Series B preferred stock outstanding to 4,000,000.

On February 25, 2020, the Company canceled 4,000,000 shares of Series B preferred stock, valued at \$0.25 when they were returned as part of the disposal of MJ Builders of MN, LLC.

On February 25, 2020, the Company issued 4,000,000 shares of Series B preferred stock at \$0.25 each as part of a transaction to acquire Bio Hydro, LLC. The acquisition was not completed and the shares were instead issued for the acquisition of Smart Brands Digital LLC in August 2021.

At June 30, 2024 the Company had 4,000,000 shares of Preferred Stock Series B issued and outstanding.

Preferred Stock Series C

The Company is authorized to issue 10,000,000 shares of Series C, with a par value of \$0.01 per share. As at January 1, 2022, the Company had 50,000 shares of Series C preferred stock issued and outstanding.

At June 30, 2024 the Company had 50,000 shares of Preferred Stock Series C issued and outstanding.

Preferred Stock Series D

The Company is authorized to issue 60,000,000 shares of Series D, with a par value of \$0.0001 per share. As at January 1, 2022, the Company had no shares of Series D preferred stock issued and outstanding.

In August 2021, the Company issued 60,000,000 shares of Preferred Stock Series D in exchange for the acquisition of Dazed, Inc.

At June 30, 2024 the Company had 60,000,000 shares of Preferred Stock Series D issued and outstanding.

Preferred Stock Series E

The Company is authorized to issue 10,000,000 shares of Series E, with a par value of \$0.25 per share. As at January 1, 2022, the Company had no shares of Series E preferred stock issued and outstanding.

In August 2021, the Company issued 10,000,000 shares of Preferred Stock Series E in exchange for the acquisition of Counterculture Brands, Inc.

At June 30, 2024 the Company had 10,000,000 shares of Preferred Stock Series E issued and outstanding.

Preferred Stock Series F

The Company is authorized to issue 10,000,000 shares of Series F, with a par value of \$0.25 per share. As at January 1, 2022, the Company had no shares of Series F preferred stock issued and outstanding.

In August 2021, the Company issued 10,000,000 shares of Preferred Stock Series F in exchange for the acquisition of Craft Herbs LLC.

At June 30, 2024 the Company had 10,000,000 shares of Preferred Stock Series F issued and outstanding.

As at June 30, 2024, the Company had a total of 86,950,000 shares of Preferred Stock issued and outstanding.

Common Stock

As at June 30, 2024, the Company is authorized to issue up to 2,000,000,000 shares of Common Stock with par value of \$0.001 per share.

As at January 1, 2022, the Company had 690,499,016 shares of Common Stock issued and outstanding.

As at June 30, 2024, there were 690,499,016 shares of Common Stock issued and outstanding.

NOTE 10. DERIVATIVE LIABILITIES

The Company applies the provisions of ASC Topic 815-40, Contracts in Entity's Own Equity ("ASC Topic 815-40"), under which convertible instruments, which contain terms that protect holders from declines in the stock price (reset provisions), may not be exempt from derivative accounting treatment. As a result, embedded conversion options in convertible debt are recorded as a liability and are revalued at fair value at each reporting date. If the fair value of the note exceeds the face value of the related debt, the excess is recorded as change in fair value in operations on the issuance date.

The Company identified embedded derivatives related to the Convertible Loan Note issued in January 2024 with an initial value of \$24,616. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

| | |
|----------------|---------|
| Dividend yield | 0.00% |
| Volatility | 638.31% |
| Risk-free rate | 3.99% |

The initial fair value of the embedded debt derivative was \$7,385. This amount was allocated as a debt discount against the proceeds of the Note of \$24,616, to be amortized over the life of the Convertible Loan Note.

The fair value of the embedded debt derivative was reviewed at March 31, 2024, using the following inputs:

| | |
|----------------|---------|
| Dividend yield | 0.00% |
| Volatility | 638.24% |
| Risk-free rate | 4.22% |

The fair value of the embedded debt derivative at March 31, 2024 was \$7,481, an increase in the valuation of the embedded debt derivative of \$96 for the period.

| | As at June 30, 2024 | As at December 31, 2023 |
|---|---------------------------|-------------------------------|
| Balance, beginning of period | \$ - | \$ - |
| Additions | 7,385 | - |
| Mark-to-market at modification date | 57,948 | - |
| Reclassified to additional paid-in capital upon modification of term | - | - |
| Balance, June 30, 2024 | <u>\$ 65,333</u> | <u>\$ -</u> |
| Net loss due to change in fair value for the period included in statement of operations | <u>\$ (57,948)</u> | <u>\$ -</u> |

This mark-to-market increase of \$57,948 for the period ended June 30, 2024 was charged to the statement of operations as a loss on change in value of derivative liabilities.

NOTE 11. INCOME TAXES

The Company uses the assets and liability method of accounting for income taxes pursuant to SFAS No. 109 "Accounting for Income Taxes". Under the assets and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes." Specifically, the pronouncement prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken from year ended December 31, 2015 tax return onwards. The interpretation also provides guidance on the related derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. The Company adopted this interpretation effective on inception.

For the year ended December 31, 2023, the Company had available for US federal income tax purposes net operating loss carryovers of \$2,810,184, all of which will expire by 2043.

The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized.

| | As at June 30, 2024 | As at December 31, 2023 |
|-----------------------------------|---------------------------|-------------------------------|
| Statutory federal income tax rate | 21.00% | 21.00% |
| Statutory state income tax rate | 0.00% | 0.00% |
| Valuation allowance | (21.00%) | (21.00%) |
| Effective tax rate | <u>0.00%</u> | <u>0.00%</u> |

Deferred income taxes result from temporary differences in the recognition of income and expenses for financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax assets result principally from the following:

| Deferred Tax Assets (Gross Values) | As at June 30, 2024 | As at December 31, 2023 |
|------------------------------------|---------------------------|-------------------------------|
| Net operating loss carry forward | \$ (2,840,921) | \$ (2,810,184) |
| Less valuation allowance | 2,840,921 | 2,810,184 |
| Net deferred tax asset | <u>\$ -</u> | <u>\$ -</u> |

NOTE 12. RELATED PARTY TRANSACTIONS

A related party paid for multiple outlays during the six months ended June 30, 2024 and year ending December 31, 2023 and prior, totaling \$306,227 by December 31, 2023, and \$304,159 by June 30, 2024. In addition, the CEO is owed \$4,000,000 in deferred cash consideration for the sale of Dazed, Inc. to the Company. The balance of these transactions is shown under related party long-term loans in the balance sheet.

NOTE 13. SUBSEQUENT EVENTS

Subsequent to June 30, 2024, the Company reported the following events:

On August 22, 2024, the Company's shares resumed trading on the OTC Market after two years on the expert market, allowing investors to trade in its shares on an ongoing basis.