

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

NUGL, INC.

An Oklahoma Corporation

13771 Roswell Ave Suite F, Chino, CA 91701

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SIC Code: Primary: 8900, Secondary 7200



Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

897,678,131 as of June 30, 2024

897,678,131 and 868,723,117 as of the fiscal years ending December 31, 2023, and 2022, respectively.

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

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

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

Current name of the Issuer is: NUGL, Inc. (hereinafter referred to as “Nugl”, “Issuer” or “Company”).

Current State and Date of Incorporation or Registration: Oklahoma (August 14, 2017)

Standing in this jurisdiction: Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:⁽¹⁾

- USA Telcom, Inc. (November 5, 1998 to April 28, 2000)
- USA Telcom Internationale, Inc. (April 28, 2000 to September 30, 2004)
- ZannWell, Inc. (September 30, 2004 to January 3, 2005)
- The Blackhawk Fund, Inc. (January 3, 2005 to September 16, 2011)
- Vidable, Inc. (September 16, 2011 – September 5, 2015)
- VIBE I, Inc. (September 5, 2015 – October 26, 2015)
- Coresource Strategies (October 26, 2015- December 11, 2017)

(1) Pursuant to NUGL’s domiciliary merger to Oklahoma followed by the reorganization under §1081(g) of the Oklahoma General Corporation Act, Nugl, Inc. of Oklahoma was a brand-new company/parent, not a successor in interest in and to the former entities set forth in this Section 1; former names are provided of predecessor entities solely for shareholders who may have lost contact with predecessor entities, to be able to identify Nugl as a corporation they may have an interest in. In the reorganization, Nugl, Inc. merely inherited the shareholder structure of those predecessor entities. The reorganization did not allow for reporting responsibility to transfer, nor any operating history, including former tax ID, sec file number, or otherwise. As such, the Company is not and has never been a shell company since its inception on August 24, 2017.

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:

Anticipated Transaction. On August 22, 2023, the Company entered into an agreement (“**Letter Agreement**”) with Silo Wellness, Inc. (“**SILO**”), where SILO would acquire the Company in exchange for 2,008,346,168 common shares of SILO. There are a number of condition precedents that are as follows:

1. SILO is to hold an annual and general special shareholders’ meeting to obtain approval for the acquisition of the Company, to elect a new board that would result in a change of control of SILO, and for a potential share consolidation and potential name change.
2. SILO will acquire 100% of the issued and outstanding shares of NUGL in exchange for 2,008,346,168 common shares of SILO (all shares herein are pre-consolidation), for a deemed purchase price of CAD \$40,166,923.
3. All issued and outstanding stock options, share purchase warrants, and other convertible securities of the Company will be adjusted to receive SILO common shares on an economically equivalent basis.
4. Silo will raise on a best-effort basis CAD\$250,000 via the issuance of SILO common shares as well as a concurrent financing of up to CAD\$2 million to validate the purchase price and cover costs to close the transaction, as well as provide additional capital for strategic growth post-transaction.
5. Completion of audited financial statements of the Company.
6. Definitive Agreement signed by both SILO and the Company.

There will be a 6% finder's fee issued upon the completion of the transaction of 120,500,770 common shares of SILO.

On January 1, 2024, the Letter Agreement was amended to extend the closing date to June 30, 2024. The parties are continuing to work towards a closing without a formal extension.

Address of the issuer’s principal executive office:

13771 Roswell Ave Suite F, Chino, CA 91701

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?

Yes: No: If Yes, provide additional details below

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: 469-633-0101
Email: sramji@stctransfer.com
Address: 2901 N. Dallas Parkway, Suite 380, Plano, TX 75093

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:	NUGL	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	629429101	
Par or stated value:	\$0.001	
Total shares authorized:	1,000,000,000	<u>as of date: June 30, 2024</u>
Total shares outstanding:	897,678,131	<u>as of date: June 30, 2024</u>
Total shares in Public Float:	153,142,828	<u>as of date: June 30, 2024</u>
Total number of shareholders of record:	190	<u>as of date: June 30, 2024</u>

All additional class(es) of publicly quoted or traded securities (if any):

None.

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 the security:		
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	10,000,000	<u>as of date: June 30, 2024</u>
Total shares outstanding (if applicable):	0	<u>as of date: June 30, 2024</u>
Total shares in Public Float:	N/A	<u>as of date: June 30, 2024</u>
Total number of shareholders of record:	0	<u>as of date: June 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.

Voting rights are one (1) per share of common stock outstanding. Dividends may be declared and paid in the discretion of the Board of Directors from time to time, subject to Preferred Stock rights, if any. There are no preemption rights.

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

The Company currently has 10,000,000 shares of \$0.001 par preferred stock authorized. The shares may be issued in the future in one or more series as determined by the Company's Board of Directors. No shares of preferred stock are outstanding. Prior to issuance, the Board of Directors may set the dividend rate, the cumulative or non-cumulative nature of the dividends, and the redemption, liquidation, conversion and voting rights of the shares.

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: (If yes, you must complete the table below)

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.

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:

The outstanding shares required by this Item 3 are attached hereto as Appendix 1, beginning on page 15, and are incorporated herein by reference.

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 at June 30, 2024(\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
June 26, 2019 ⁽¹⁾	184,015	125,000	8%	24 months from each advance	Conversion at \$1.20 or 20% discount to FMV	MW Technologies, Inc, LTD. (Lemi Bahaddren)	Loan
February 20, 2020 ⁽²⁾	124,851	85,000	8%	February 20, 2021	lower of (i) \$0.50 per share; or (ii) 80% of the lowest vwap	Harbor Gates Capital LLC (Michael Sobek)	Loan
May 28, 2020	16,141	15,000	4%	December 31, 2028	Non-convertible	Small Business Administration	Loan
April 15, 2020 ⁽³⁾	134,435	100,000	8%	April 15, 2022	lower of (i) \$0.50 per share; or (ii) 80% of the lowest vwap	Harbor Gates Capital LLC (Michael Sobek)	Loan
July 28, 2021 ⁽⁴⁾	332,143	250,000	10%	January 28, 2022	\$0.05 per share	Harbor Gates Capital LLC (Michael Sobek)	Loan

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

(1) On June 26, 2019, the Company and MW Technologies Incorporated LTD entered into an unsecured convertible promissory note that accrues interest at 8% per annum. The note has a conversion price equal to lesser of \$1.20 per share or 20% discount to the 10-day volume weighted average price of the stock on day of conversion. The note has a maturity date of June 26, 2021 and has not been renewed or extended, nor has the creditor reached out to request payment. The outstanding balance, as at June 30, 2024, consists of \$125,000 of principal and \$59,015 of accrued interest.

(2) On February 20, 2020, the Company issued an 8% convertible promissory note to Harbor Gates Capital, LLC, a Wyoming limited liability company ("**Holder**"). The Note has a total principal face value of \$267,750. The Note is issuable in three tranches, as follows: (i) Tranche 1: \$85,000, with 5% Original Issue Discount ("OID") of \$4,250, and matures twelve months from the mutual execution of the Note and delivery of first payment to Company, which has not been renewed or extended, nor has the creditor requested payment; (ii) Tranche 2: \$85,000 with 5% or \$4,250 OID payable upon the filing of Form 10 like information and having a due date 6 months after the effective payment date for Tranche 2; Tranche 3: \$85,000 with 5% or \$4,250 OID payable upon the first trading day following the later of (a) OTC approval for trading on the OTCQB and (b) the day trading for

OTCQB commences, and having a due date 6 months after the effective payment date for Tranche 3. The outstanding balance, as at June 30, 2024, consists of \$85,000 principal, \$4,250 OID and \$35,601 of accrued interest.

Pursuant to the Note, the Company issued to the Holder 170,000 restricted common stock shares and an additional 85,000 restricted common stock shares issuable upon the issuance of each subsequent Tranche, to an aggregate issuance of 340,000 shares if the Note is fully funded. The Note provides the Holder of the Note the right, at its option, to convert the principal sum and any accrued interest, in whole or part, into shares of the Company's common stock at any time after each respective note's Maturity Date at a conversion rate of the lower of (i) \$0.50 per share; or (ii) 80% of the lowest volume weighted average price of Company's common stock during the ten (10) consecutive trading days preceding the conversion date.

(3) On April 15, 2021, the Company amended the convertible promissory note with the Holder with respect to Tranche 2 to increase the amount to \$105,000, which is comprised of a 5% Original Issue Discount ("OID") of \$5,000 and matures twelve months from the mutual execution of the Amendment and delivery of the first payment to the Company. This convertible promissory note has not been renewed or extended, nor has the creditor reached out to request payment. The use of proceeds was also amended in exchange for an origination fee of 100,000 restricted common stock shares. The conversion terms are otherwise the same as the original Note as discussed in footnote 2 above. The outstanding balance, as at June 30, 2024 consists of \$100,000 principal, \$5,000 OID and \$29,435 of accrued interest.

(4) On July 28, 2021, the Company issued a 10% convertible promissory note to Harbor Gates Capital, LLC, a Wyoming limited liability company. The Note has a total principal face value of \$525,000. The Note is issuable in multiple tranches, as follows: (i) Tranche 1: \$250,000, with 5% Original Issue Discount ("OID") of \$12,500 and matures 6 months from the mutual execution of the Note and delivery of first payment to Company. This convertible promissory note has not been renewed or extended, nor has the creditor reached out to request payment; (ii) subsequent Tranches shall be issuable under the same terms, pro-rata for the amount funded and due 6 months after funding. Pursuant to the Note, the Company issued the Holder 2,500,000 restricted common stock shares as an origination fee. The Note provides the Holder of the Note the right, at its option, to convert the principal sum and any accrued interest, in whole or part, into shares of the Company's common stock at any time at a conversion rate of \$0.05 per share. \$250,000 was funded for this tranche on July 28, 2021. The outstanding balance, as at June 30, 2024, consists of \$250,000 principal, \$12,500 OID and \$69,643 of accrued interest.

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")

NUGL and Kaya merged in April 2022 to form a multifaceted cannabis lifestyle company deriving globally diverse revenue streams from a portfolio of brands designed for a wide audience of local and international consumers. Kaya operates a store in Kingston, one in the historic town of Falmouth, and its flagship retail store, cultivation and processing facility in Ocho Rios, St. Ann where the company conducts its product development, manufacturing and R&D activities. Kaya opened its first Wellness Center at The Gap, located in the pristine hills of the Blue Mountains, in August 2022. Kaya Herb House Drax Hall was the first legal Medical Marijuana dispensary in Jamaica and offers tours of Kaya Farm, which has a variety of over 75 different genetics being cultivated and processed in our licenced processing facility, Kaya Extracts. Our retail complex includes Kaya Herb House with Dab Bar & Consumption Lounge on premises, our famous pizzeria, Square Grouper Bar which has hosted an impressive lineup of reggae acts which have included Toots and The Maytals, Kymani Marley, Popcaan, Chronixx, Keznamdi, Jesse Royal, Protoje, Jah Nine, Yohan Marley, Kybaka Pyramid, Naomi Cowan and Lila Ike. NUGL features media assets such as NUGL Magazine and NUGL TV, which has in and out of network shows such as Lil Eazy-E TV Pod Cast hosted by Lil Eazy-E. NUGL App highlights profiles for businesses in all sectors of the cannabis industry, including retail stores, brands, services, events, & more. Our platform allows businesses to build and structure detailed items within our global menu, aiding connections between business and consumer communities through targeted networking and enabling a variety of advertising opportunities to expand reach. NUGL uses its own servers, software and proprietary technology.

Acquisition of Kaya LLC

On April 3, 2022, the Company acquired 100% of Kaya LLC in exchange for 797,310,985 shares of company common stock. The Company has appointed Bali Vaswani, Chairman and CEO of Kaya, as its CEO. He also holds the position of interim Chief Financial Officer of the combined companies.

Kaya was the first to open a medical cannabis location in Jamaica in March 2018 and has established itself as a leading supplier and supporter of medical cannabis throughout the Caribbean. Its diverse operations include a licensed cultivation facility, processing facility and 3 retail herb houses. Cannabis analytics firm Headset projects legal U.S. cannabis sales to surpass \$30 billion this year and reach \$45.8 billion by 2025. In addition to the U. S. market, Jamaica and the other Caricom countries are considered to be one of the fastest growing cannabis markets. In April 2015, the Government of Jamaica amended the Dangerous Drugs Act (DDA) to decriminalize cannabis possession, legalize home cultivation for medicinal, spiritual and sacramental use, and create a new, licensed industry for medical cannabis and hemp. In addition to this landmark legislation, a number of Caricom (Caribbean Community) countries are exploring the use of cannabis in health and wellness by starting with decriminalization of cannabis such as Bahamas, Belize, Dominica, Grenada and St. Lucia. Others have already commenced the medical marijuana program such as St. Vincent and the Cayman Island.



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

Subsidiaries	Jurisdiction of Incorporation	Date of Incorporation	Ownership Interest (%)
Kaya LLC	St. Vincent	April 9, 2018	100
Island Kaya Limited	Jamaica	March 8, 2016	100
Jamaica Ganja Corporation Limited	Jamaica	October 22, 2015	100
The Herb Company (THC) Limited	Jamaica	January 8, 2016	100
Kaya Extracts Limited	Jamaica	July 6, 2016	100

C. Describe the issuers' principal products or services.

Retail Locations

Kaya is currently offering three retail herbhouse locations in Jamaica with consumption lounge on premise. The Kaya name has become global and a leader in the cannabis community. Each retail facility features food, drink, retail and venue capabilities creating a lifestyle atmosphere. Kaya is not only known for its stronghold in cannabis, also known throughout Jamaica for their Neopolitan thin-crust pizza and a breadth of merchandise and cannabis products.



Kaya is a leading designation and brand in all of Jamaica. Kaya has successfully gained local market share and brand recognition, while tapping into over 5MM Jamaican travelers per year. Kaya has cross marketed the client base selling cannabis, cannabis related items, food, drink and venue activities while growing the brand. Kaya has combined sales of over 2.2M a year with a breakdown of 75% of cannabis driver product, 10% of merchandise and good, 15% of food and drink. The cost of customer acquisition has been greatly reduced by creating a destination and venue for customers that enjoy all product types and services.

Kaya Herbhouse Draxhall

On March 10, 2018 Kaya Group opened its first retail facility store located at Volume 1128 Folio 151, Greenwich Park, St. Ann's Bay, Jamaica and had its 1st first legal sale of cannabis and the opening of its café, pizzeria and bar. Located in an area of mixed residential and commercial properties, the Herbhause is easily accessible to the local public and passersby alike from both the Riu Ocho Rios and Sandals Dunn's River, located within walking distance. It offers a tranquil environment that customers can feel relaxed while enjoying our medicinal offering and non-med food, beverage and coffee.

Kaya Herbhause Falmouth

Kaya Group then opened its 2nd retail facility store located at Volume 128 Folio 57, 1 Trelawny Street, Falmouth, Jamaica, and commenced trading on February 20, 2019 with its first legal sale of cannabis and the opening of its café, pizzeria and bar. The smallest of our 3 current locations, our Falmouth store is nestled within the confines of the historic town, close to the Royal Caribbean Cruise Ship Pier.

Kingston Herbhause Kingston

The third retail facility store located at 82 Lady Musgrave Road, Kingston, Jamaica, commenced trading on December 19, 2019 with its first legal sale of cannabis and the opening of its café, pizzeria and bar. This retail location has come to be known as a hotspot for the people of Kingston and its business district. The relaxing atmosphere combined with large open spaces allow for customers to really unwind. The location is also used to host events such as parties and live music shows.

Kaya Farms (Cultivation facility) located at Paddock 5 Bottom Pear Tree Greenwich Park, Draxhall St. Ann. The company was incorporated on March 8, 2016 and began trading in 2018. In December 2017, the company was granted a cultivator's license for the production, storage and sale of ganja. The company facilitated the 1st legal harvest in Jamaica on February 20, 2018 and commenced trading on the 26th of February in the same year, with its first legal sale from farm to retail herb house in Draxhall. The farm sits on an adjacent parcel of 481,140 sq. ft of land with only 46,200 sq being used, and is close to our flagship retail store at Greenwich Park, St. Ann's Bay, and can cultivate between 4,047 – 20, 235 square meters of land with ganja for medical, scientific and therapeutic purposes. The current genetics bank of Kaya Farms includes 56 stabilized genetics.

Kaya Extracts (Processing facility) is located at Volume 1128 Folio 151, Paddock Bottom Pear Tree, Greenwich Park, St. Ann's Bay, and currently holds a Tier 1 Processor's License and can process ganja for medical, scientific and therapeutic purposes, including the manufacturing of solventless and solvent ganja based products such as Kief Hash, Rosin, BHO and Co2 Oils, in a space of up to 200 square meters. Our extraction operations provide our customers with the very best products, using a combination of knowledge, skill and the raw materials from Kaya Farms.

The GAP Café (Jamaica Blue Mountain)

The Gap Café was built in the 1930s and it is said that Ian Flemming wrote Dr. No here. In December 2000, a cottage next to the café was open for bed and breakfast, offering a tranquil get-away-from-it-all experience in the Blue Mountains. At 4,400 feet, with a spectacular view of Kingston, Port Royal and the close by Holywell National Park, has been in operation for the past ten years. Just one-hour drive from Kingston, it has a reputation (apart from the view) for good food, good service and the best cup of coffee. Breakfast and meals can be served on the verandah or at the restaurant. The area is a nature and birdwatcher's paradise, five minute walk from the cottage there is Holywell Park with its picnic areas, various forest trails with many endemic trees, plants and flowers, birds and an abundance of hummingbirds. A fifteen minute walk in the other direction

there is the historical Newcastle military training camp, established by the British because of the imposing view of Kingston harbor and to give officers and their families respite from the heat of the city. First Phase Launch was done on March 8, 2023.



NUGL Magazine was a digital and print publication lifestyle and happenings.



NUGL Magazine launched in 2019 as about cannabis NUGL Magazine

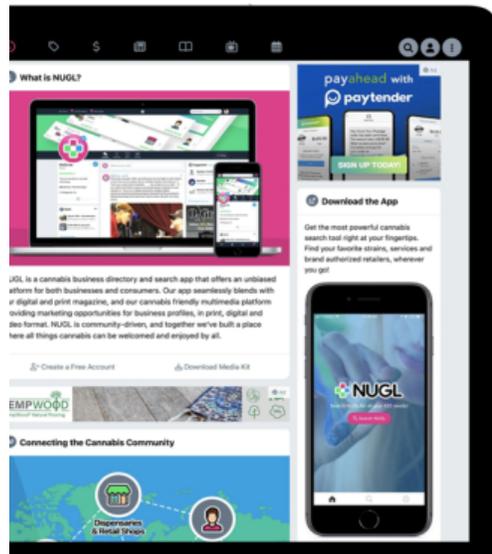
Covers the cannabis industry's biggest news and how it affects our community. Our global contributors share real-life stories about current cannabis issues and events. We share bios, news, and advice straight from those who are actively participating in and shifting the cannabis industry. Whether it's original compelling content or fan submissions, we seek to offer you the hippest trends, latest legislation, newest products, and best of everything in the cannabis world! We also publish a print version

NUGL TV/LIVE

NUGL TV was launched in 2020 as a video hosting and streaming platform featuring in-house and third party content. The NUGL TV podcast & NUGL LIVE stream, was hosted by Bigg A of Rich & Ruthless and Jessica Serrano, introduced cannabis business owners, brands, and influencers to our fans in an exciting new live streaming format. NUGL TV and all video content is now hosted on our own servers and distributed by our own technology. We developed our platform to protect our intellectual property and content without interference or influence. We believe in free speech and respect the opinions of everyone. NUGL.com and NUGL TV are committed to supporting the truth about cannabis. For the people, by the people.

NUGL Online Store (SHOP.NUGL.COM)

The NUGL online store launched in 2022. The store features merchandise collections of the latest cannabis and lifestyle brands. Our store links with each business profile offering companies to expound their product line and revenue streams. In February 2024, we launched the BadEvrday X Kaya clothing collection, curated by Skillibeng, one of Jamaica's hottest Dancehall artist from 2019, for his first ever cannabis brand collection. This collection adds a contemporary, fresh, and innovative vibe to the world of fashion. The merchandise, including the BadEvrday clothing, is globally available at <https://shop.nugl.com/pages/skillibeng-collection>



Advertisement Opportunities and Ad Server

NUGL offers print, digital and video advertisement opportunities. Our advertising platform is unbiased and uncensored for the cannabis community. Get your digital advertisements front and center across all NUGL platforms with the NUGL Ad Server. We'll place your digital ads on NUGL.com, the NUGL App, NUGL Magazine, and NUGL TV. Your ads can link directly to your NUGL profile page or whichever external location you'd like. Unlike Google or Facebook we do not have biased censorship laws blocking your cannabis related ads from being displayed. With the NUGL Ad Server your ads will always be visible and never censored or removed.

Revenue Model

NUGL has created an in-house ad server that will allow us to run digital ads on all of our platforms as well as integrate it into any other 3rd party websites as well. NUGL will generate revenue on a monthly basis through the sale of provider listings and

Advertisement Opportunities



advertising revenue. We currently offer an array of packages ranging in price which can include, Homepage Takeover, geographic targeting, self-service sign up, and email support. We also offer digital Magazine Ads.

5) Issuer's Facilities

The Company is currently using very nominal facilities for NUGL and Kaya corporate until such time as a more substantial facility is necessary. The Company's executive and employees work remotely.

Kaya owns the building in which its retail activities are carried out in Drax Hall. However the land on which the building sits is leased, along with the retail locations in Kingston, Falmouth and The Gap. Additionally the lands upon which our cultivation and processing facilities are located are also leased properties.

6) Officers, Directors, and Control Persons

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.

The table below provides information regarding Officers, Directors, and Control Persons owning 5% or more of the Issuer's equity securities as of the date of this report's publication. As of June 30, 2024, there were 897,678,131 common shares issued and outstanding. Percentage of ownership is based upon the amounts as of June 30, 2024.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/ Class *	Ownership Percentage of Class Outstanding	Note
Balram Vaswani (One Love Limited)	Director, Chief Executive Officer, Interim Chief Financial Officer	Kingston, Jamaica	201,350,573 ¹	Common	22.43%	
Ben Kaplan	Director	Miami, FL	12,713,274	Common	1.42%	
Officer/directors as a group (2 total)		Total:	214,063,847		23.85%	

Others:

Crest Ventures LLC ²	5%	Miami, FL	47,713,192 ¹	Common	5.32%	
Lorne Gertner	5%	Toronto, ON,	63,106,790 ¹	Common	7.03%	

		Canada				
High Hat Investment ³	5%	Vancouver, BC Canada	83,333,953 ¹	Common	9.28%	
		Total:	194,153,935	Common	21.63%	
Preferred Stock *	-	-	0	Preferred	0%	(1)

* There is no issued and outstanding preferred stock.

- (1) Majority of shares were issued effective April 3, 2022 as part of the Kaya acquisition, and 1,017,813 were issued in November 2022 as an employee stock award for April 2022 through September 2022
- (2) Crest Ventures LLC is controlled by Charles Arnold.
- (3) High Hat Investment is controlled by Joey Hussain.

7) Legal/Disciplinary History

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

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

No.

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

No.

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

No.

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

No.

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

No.

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

No.

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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: Lockett + Horwitz, A Prof. Law Corporation (Jessica Lockett)
Address 1: 26632 Towne Centre Dr. Suite 300
Address 2: Foothill Ranch, CA 92610
Phone: 949-540-6540
Email: jlockett@lhlawpc.com

Name: McCarthy Tetrault LLP (Rami Chalabi)
Address 1: 66 Wellington Street West, Suite 5300,
TD Bank Tower Box 48
Toronto, ONT M5K 1E6
Phone: 949-540-6540

Investor Relations

Name: David L. Kugelman
Firm: Atlanta Capital Partners, LLC
Address 1: 507 N. Little Victoria Rd.,
Woodstock, GA 30189
Phone: 856-9157 Office 404)(866) 692-6847 Toll Free - U.S. & Canada
Email: dk@atlcp.com

All other means of Investor Communication:

Twitter: <https://twitter.com/kayaherbhouse>
Instagram: <https://instagram.com/kaya.inc>
Facebook: <https://www.facebook.com/kayaherbhouse>
[Other] <https://Kayaherbhouse.com>

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: Jonathan D. Leinwand, Esq.
Firm: Jonathan D. Leinwand, P.A.
Nature of Services: Legal
Address 1: 18305 Biscayne Blvd., Suite 200, Aventura, FL 33160
Phone: 954-903-7856

Email: jonathan@jdlpa.com

9) Financial Statements

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

Name: Balram Vaswani
Title: Director, Chief Executive Officer, Interim Chief Financial Officer
Relationship to Issuer: Employee

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: Balram Vaswani
Title: Director, Chief Executive Officer, Interim Chief Financial Officer
Relationship to Issuer: Employee

Describe the qualifications of the person or persons who prepared the financial statements²: Mr. Vaswani, has over 20 years' experience in business operations and development experience and has qualified accounting staff assist in the preparation of financials. The Company utilizes outside CPAs on an as-needed basis.

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

The Financial Statements required by this Item 9 are attached hereto as Appendix 2, and are incorporated herein by reference.

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.

² 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.

The certifications shall follow the format below:

I, Bali Vaswani, Chief Executive Officer, certify that:

1. I have reviewed this Disclosure Statement of NUGL, 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.

Date August 19, 2024
Signature: /s/ Bali Vaswani
Title: Chief Executive Officer

I, Balram Vaswani Interim, Chief Financial Officer, certify that:

1. I have reviewed this Disclosure Statement of NUGL, 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.

Date August 19, 2024
Signature: /s/ Bali Vaswani
Title: Interim Chief Financial Officer

Appendix 1

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>01/01/2022</u> Common: 51,556,005 Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>03/29/2022</u>	<u>New Issuance</u>	<u>9,120,392</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Allan G Hassenfeld 1998 Revocable Trust (Allan Hassenfeld)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>2,763,752</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Hugo Alves</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>5,472,235</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Anglian Holdings Inc (Allan Siber)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Wayne Arnold</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>4,925,012</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Harold Wolkin</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>3,648,157</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Karim Azar</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>182,408</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Clive Donovan Bailey</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,824,078</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Eyal Barad</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,824,078</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Batir Consulting LLC (David Evans)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>25,537,097</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Brents Reality & Consulting LLC (Brent Coetzee)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>4,377,788</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Tristan Champagne</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Bharat Raja Chatani</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>5,527,523</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Chuck Rifici Holdings Inc (Chuck Rifici)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,824,078</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Controlled Climate Investments LLC (Linda Duarte)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>47,713,192</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Crest Ventures LLC (Charles Arnold)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>729,631</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Aroon Dadlani</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>5,527,505</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Daniel Neufeld Consulting Inc (Daniel Neufeld)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>456,020</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Uma Dhanabalan</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>729,631</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Ryan Foreman</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,094,447</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Dean Russell Gainsley</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>63,106,790</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Lorne Gertner</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>16,051,890</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Alan Gertner</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>03/29/2022</u>	<u>New Issuance</u>	<u>5,527,505</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>GPA Corporation (Raymond Harari)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>24,625,058</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Hazak Ventures (Carl Linder)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>76,461,259</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>High Hat Investment (Joey Hussain)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>13,818,780</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Tweed Inc. (Sam Carsley)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Jamaica Properties Limited (Peter Asher)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Phillip James</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,203,892</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Alexander Jerome</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>12,713,274</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Ben Kaplan</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>34,933,874</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Koicha Partners LP (Bob Broderick)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>5,527,505</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Lennox Lewis</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>2,763,752</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Michael Lickver</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,094,447</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Macarthur Capital LLP (Todd Boren)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>729,631</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Man Tech Advisors Inc (Linda Duarte)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>456,020</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Kymani Marley</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>03/29/2022</u>	<u>New Issuance</u>	<u>456,020</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Rohan Marley</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>182,408</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Warren Marley</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>4,377,788</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Mz Prime Holdings (Maxim Zavet)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>729,631</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Dwayne Neil</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>5,472,235</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Eric Ohayon</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Oje Olivierre</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>One Duck Holdings Limited (Scott Grieve)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>23,439,407</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Orion Corporate and Trust Services Limited (Michael Blank)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>456,020</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Michael Ortiz</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Michael Panday</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>10,032,431</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Peerage Investments Limited (Miles Nadal)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>547,224</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Lance Perryman</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,824,078</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Pesta Mirador 2 LLC (Christopher Arriola)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>16,760,836</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Prairie Merchant Corporation (Brett Wilson)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,824,078</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Qwid Consulting Inc (Chris Evans)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>36,172,022</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>R & T Sports Marketing Inc (Dan Kaplan)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Kurt Reid</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>235,306</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Frank Reynolds</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Rima LLC (Ricardo Souza)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>18,221,996</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>RT Acquisitions LLC (Dan Kaplan)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>273,612</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Leonardo Sammarco</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>912,039</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Jason Sharp</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>129,510</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>John Shaw</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>3,648,157</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Samuel Shpelfogel</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,824,078</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Somesing LLC (Mike Donnelly)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>273,612</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Rebecca Sooknanan</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>42,596,652</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Taconic Group (Robert Grinberg)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>2,763,752</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Jeffrey Tung</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>03/29/2022</u>	<u>New Issuance</u>	<u>15,333,203</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Valet International (Kenley Maynard)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>1,824,078</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Venexo Investments Ltd (Jon Sharun)</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>3,648,157</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Adam Verner</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2022</u>	<u>New Issuance</u>	<u>273,612</u>	<u>common</u>	<u>\$0.036</u>	<u>yes</u>	<u>Owen Warren</u>	<u>Share Exchange Purchase Agreement dated 04.03.22</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/25/2022</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>common</u>	<u>\$0.068</u>	<u>yes</u>	<u>Harbor Gates Capital LLC (Michael Sobek)</u>	<u>Converted Note dd. February 20, 2020</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/25/2022</u>	<u>New Issuance</u>	<u>100,000</u>	<u>common</u>	<u>\$0.091</u>	<u>yes</u>	<u>Harbor Gates Capital LLC (Michael Sobek)</u>	<u>Converted Note dd. February 20, 2020</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/25/2022</u>	<u>New Issuance</u>	<u>250,000</u>	<u>common</u>	<u>\$0.096</u>	<u>yes</u>	<u>Harbor Gates Capital LLC (Michael Sobek)</u>	<u>Converted Note dd. June 10, 2021</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/02/2022</u>	<u>New Issuance</u>	<u>7,000,000</u>	<u>common</u>	<u>\$0.123</u>	<u>yes</u>	<u>Curtis Melone</u>	<u>Board Service Stock Award (12/31/19)</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>05/16/2022</u>	<u>New Issuance</u>	<u>18,267,009</u>	<u>common</u>	<u>\$0.0</u>	<u>yes</u>	<u>Cede & Co Fast Balance</u>	<u>Legacy Shareholders</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>08/23/2022</u>	<u>New Issuance</u>	<u>436,363</u>	<u>common</u>	<u>\$0.55</u>	<u>yes</u>	<u>Curtis Melone</u>	<u>Directors Compensation for the Period June 2021 – June 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>08/23/2022</u>	<u>New Issuance</u>	<u>489,795</u>	<u>common</u>	<u>\$0.03675</u>	<u>yes</u>	<u>Curtis Melone</u>	<u>COO/Interim CFO Compensation for January 1, 2022 – June 30, 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>08/23/2022</u>	<u>New Issuance</u>	<u>436,363</u>	<u>common</u>	<u>\$0.55</u>	<u>yes</u>	<u>Brandon Vargas</u>	<u>Directors Compensation for the Period June 2021 – June 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>11/10/2022</u>	<u>New Issuance</u>	<u>1,666,666</u> <u>1,666,666</u> <u>1,666,666</u>	<u>common</u>	<u>\$0.0</u> <u>\$0.0</u> <u>\$0.0</u>	<u>yes</u>	<u>Curtis Melone</u>	<u>Compensation for completion of REG A, Launch of NUGL 2.0 software and Gross revenue generation of Kaya brand in CA</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>49,020</u> <u>28,736</u> <u>61,425</u> <u>45,455</u> <u>45,455</u> <u>60,976</u>	<u>common</u>	<u>\$0.051</u> <u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u>	<u>yes</u>	<u>Arnold White</u>	<u>Employee Stock Award for period March 2022 through August 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>29,412</u> <u>17,241</u> <u>36,855</u> <u>27,273</u> <u>27,273</u> <u>36,585</u>	<u>common</u>	<u>\$0.051</u> <u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u>	<u>yes</u>	<u>Carl Jones</u>	<u>Employee Stock Award for period March 2022 through August 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>39,216</u> <u>22,989</u> <u>49,140</u> <u>36,364</u> <u>36,364</u> <u>48,780</u>	<u>common</u>	<u>\$0.051</u> <u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u>	<u>yes</u>	<u>Eric Wright</u>	<u>Employee Stock Award for period March 2022 through August 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>156,863</u> <u>91,954</u> <u>196,560</u> <u>145,455</u> <u>145,455</u> <u>195,122</u>	<u>common</u>	<u>\$0.051</u> <u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u>	<u>yes</u>	<u>Curtis Melone</u>	<u>Employee Stock Award for period March 2022 through August 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>49,020</u> <u>28,736</u> <u>61,425</u> <u>45,455</u> <u>45,455</u> <u>60,976</u>	<u>common</u>	<u>\$0.051</u> <u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u>	<u>yes</u>	<u>Ryan Bartlette</u>	<u>Employee Stock Award for period March 2022 through August 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>14,706</u> <u>8,621</u> <u>18,428</u> <u>13,636</u> <u>72,727</u> <u>97,561</u>	<u>common</u>	<u>\$0.051</u> <u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u>	<u>yes</u>	<u>Sam Kiper</u>	<u>Employee Stock Award for period March 2022 through August 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>114,943</u> <u>245,700</u> <u>181,818</u> <u>181,818</u> <u>60,976</u> <u>232,558</u>	<u>common</u>	<u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u> <u>\$0.043</u>	<u>yes</u>	<u>Balram Vaswani</u>	<u>Employee Stock Award for period April 2022 through September 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>11/11/2022</u>	<u>New Issuance</u>	<u>28,736</u> <u>61,425</u> <u>45,455</u> <u>45,455</u> <u>15,244</u> <u>58,140</u>	<u>common</u>	<u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u> <u>\$0.043</u>	<u>yes</u>	<u>Ricardo Souza</u>	<u>Employee Stock Award for period April 2022 through September 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>28,736</u> <u>61,425</u> <u>45,455</u> <u>45,455</u> <u>15,244</u> <u>58,140</u>	<u>common</u>	<u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u> <u>\$0.043</u>	<u>yes</u>	<u>Vijay Samtani</u>	<u>Employee Stock Award for period April 2022 through September 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>57,471</u> <u>122,850</u> <u>90,909</u> <u>90,909</u> <u>30,488</u> <u>116,279</u>	<u>common</u>	<u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u> <u>\$0.043</u>	<u>yes</u>	<u>Taneka Palmer</u>	<u>Employee Stock Award for period April 2022 through September 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>30,713</u> <u>65,651</u> <u>48,582</u> <u>48,582</u> <u>16,293</u> <u>62,140</u>	<u>common</u>	<u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u> <u>\$0.043</u>	<u>yes</u>	<u>Natesha Smith-Reid</u>	<u>Employee Stock Award for period April 2022 through September 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>17,241</u> <u>36,855</u> <u>27,273</u> <u>27,273</u> <u>9,146</u> <u>34,884</u>	<u>common</u>	<u>\$0.087</u> <u>\$0.041</u> <u>\$0.055</u> <u>\$0.055</u> <u>\$0.041</u> <u>\$0.043</u>	<u>yes</u>	<u>Leonardo Sammarco</u>	<u>Employee Stock Award for period April 2022 through September 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/11/2022</u>	<u>New Issuance</u>	<u>433,275</u>	<u>common</u>	<u>\$0.0577</u>	<u>yes</u>	<u>Atlanta Capital Partners, LLC (David Kugelman)</u>	<u>Consultant Stock Award for period April 2022 until October 2022</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/02/2022</u>	<u>New Issuance</u>	<u>1,366,846</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>Luke Issa</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>12/02/2022</u>	<u>New Issuance</u>	<u>6,666,667</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>Ambria Investors II LLC (Michael Sobek)</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>12/02/2022</u>	<u>New Issuance</u>	<u>6,839,364</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>RT Acquisitions LLC (Dan Kaplan)</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>12/02/2022</u>	<u>New Issuance</u>	<u>1,364,769</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>Leonardo Sammarco</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>

<u>12/02/2022</u>	<u>New Issuance</u>	<u>1,697,942</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>HG2 INC (Lorne Gertner)</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>12/14/2022</u>	<u>New Issuance</u>	<u>6,666,667</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>RT Acquisitions LLC (Dan Kaplan)</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>02/22/2023</u>	<u>New Issuance</u>	<u>3,435,799</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>Christopher Evans</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>02/22/2023</u>	<u>Cancellation</u>	<u>(6,839,364)</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>RT Acquisitions LLC (Dan Kaplan)</u>	<u>Cancellation</u>	<u>-</u>	<u>-</u>
<u>05/02/2023</u>	<u>New Issuance</u>	<u>6,869,796</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>High Hat Investment (Joey Hussain)</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>5/16/2023</u>	<u>New Issuance</u>	<u>396,961</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>RT Acquisitions LLC (Dan Kaplan)</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>6/22/2023</u>	<u>Cancellation</u>	<u>(6,869,796)</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>High Hat Investment (Joey Hussain)</u>	<u>Cancellation</u>	<u>-</u>	<u>-</u>
<u>8/08/2023</u>	<u>New Issuance</u>	<u>6,872,694</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>High Hat Investment (Joey Hussain)</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>8/08/2023</u>	<u>New Issuance</u>	<u>10,511,123</u>	<u>common</u>	<u>\$0.015</u>	<u>yes</u>	<u>Prairie Merchant Corporation, (W.Brett Wilson)</u>	<u>REGA Subscription Debt Conversion</u>	<u>Restricted</u>	<u>REGA</u>
<u>9/28/2023</u>	<u>New Issuance</u>	<u>7,460,388</u>	<u>common</u>	<u>\$0.0095</u>	<u>yes</u>	<u>Lockett + Horwitz (Jessica Lockett)</u>	<u>Debt Settlement Agreement dated August 24, 2023</u>	<u>Restricted</u>	<u>REGA</u>
<u>9/22/23</u>	<u>Cancellation</u>	<u>1,366,846</u>	<u>Common</u>	<u>\$20.000</u>	<u>n/a</u>	<u>Luke Issa</u>	<u>Memorandum of Agreement</u>	<u>n/a</u>	<u>n/a</u>
<u>9/30/23</u>	<u>Cancellation</u>	<u>182,408</u>	<u>Common</u>	<u>Nil</u>	<u>n/a</u>	<u>Warren Marley</u>	<u>Memorandum of Agreement</u>	<u>n/a</u>	<u>n/a</u>
<u>11/28/2023</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>common</u>	<u>\$0.022</u>	<u>yes</u>	<u>Atlanta Capital Partners, LLC (David Kugelman)</u>	<u>Consultant Stock Award for period October 1, 2022 until May 31, 2023</u>	<u>Restricted</u>	<u>4(a)(2)</u>

Shares
Outstanding
on
June
30,
2024

Ending Balance:
Common: 897,678,131
Preferred: 0



Appendix 2

NUGL, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As At	June 30, 2024	December 31, 2023
<u>ASSETS</u>		
Cash	\$ 76,260	\$ 191,755
Receivables	395,229	249,998
Inventory (Note 3)	356,036	358,677
Biological assets (Note 4)	180,656	98,096
Prepaid expenses	<u>62,187</u>	<u>46,888</u>
	1,070,368	945,414
Property and equipment, net (Note 5)	1,387,896	1,444,689
Intangible assets, net (Note 6)	795,671	820,193
Right of use, net	472,450	518,093
Investments (Note 7)	<u>100,000</u>	<u>100,000</u>
	<u>\$ 3,826,385</u>	<u>\$ 3,828,389</u>
<u>LIABILITIES</u>		
Accounts payable and accrued liabilities (Note 8)	\$ 201,303	\$ 156,596
Right of use liability, current (Note 10)	136,829	127,776
Convertible notes payable (Note 9)	790,786	762,468
Derivative liability (Note 9)	132,452	763,278
Due to related parties	<u>8,640</u>	<u>—</u>
	1,270,010	1,810,118
Right of use liability, non-current (Note 10)	<u>592,567</u>	<u>662,338</u>
	<u>1,862,577</u>	<u>2,468,714</u>
<u>SHAREHOLDERS' EQUITY</u>		
Common Stock; 1,000,000,000 authorized; \$0.001 par value 897,678,131 and 897,678,131 issued and outstanding, respectively (Note 11)	897,678	897,678
Additional paid-in capital (Note 11)	8,536,198	8,536,198
Contributed surplus	520,580	520,580
Accumulated deficit	<u>(7,990,648)</u>	<u>(8,598,523)</u>
	<u>1,963,808</u>	<u>1,355,933</u>
	<u>\$ 3,826,385</u>	<u>\$ 3,828,389</u>

The accompanying notes are an integral part of these Financial Statements

NUGL, INC.
UNAUDITED CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY

	Number of Common Shares	Amount of Common Shares	Additional Paid-in Capital	Contributed Surplus	Accumulated Deficit	Shareholders' Equity
Balance, January 1, 2023	868,723,117	\$ 868,723	\$ 8,171,963	\$ 520,580	\$ (7,769,953)	\$ 1,791,313
Issuance of shares upon conversion of Notes Payable	3,832,760	3,833	61,202	—	—	65,035
Cancelled shares	(172,797)	(173)	(2,843)	—	—	(3,016)
Comprehensive loss	—	—	—	—	(107,443)	(107,443)
Balance, June 30, 2023	<u>872,383,180</u>	<u>\$ 872,383</u>	<u>\$ 8,230,322</u>	<u>\$ 520,580</u>	<u>\$ (7,877,396)</u>	<u>\$ 1,745,889</u>
Balance, January 1, 2024	897,678,131	\$ 897,678	\$ 8,536,198	\$ 520,580	\$ (8,598,523)	\$ 1,355,933
Comprehensive loss	—	—	—	—	607,874	607,874
Balance, June 30, 2024	<u>897,678,131</u>	<u>\$ 897,678</u>	<u>\$ 8,536,198</u>	<u>\$ 520,580</u>	<u>\$ (7,990,649)</u>	<u>\$ 1,963,807</u>

The accompanying notes are an integral part of these Financial Statements

NUGL, INC.
UNAUDITED CONDENSED INTERIM CONSOLIDATED STATEMENT OF OPERATIONS

For the period	Three Months June 30		Six Months June 30	
	2024	2023	2024	2023
REVENUES	\$ 708,596	\$ 708,796	\$ 1,310,204	\$ 1,264,763
COST OF SALES	<u>375,281</u>	<u>215,980</u>	<u>569,048</u>	<u>268,944</u>
GROSS PROFIT	<u>333,315</u>	<u>492,816</u>	<u>741,156</u>	<u>995,819</u>
EXPENSES				
General and administrative	78,597	146,727	230,272	404,479
Operating expenses	178,368	173,144	347,751	338,712
Professional Fees	40,516	15,979	50,874	31,453
Non-cash compensation	-	-	-	13,516
	<u>297,481</u>	<u>335,850</u>	<u>628,897</u>	<u>788,160</u>
Operating income	35,834	156,966	112,259	207,659
Amortization & depreciation	(97,484)	(103,028)	(170,459)	(207,461)
Change in derivative liability	658,487	27,876	630,826	43,725
Foreign exchange gain (loss)	1,657	(18,964)	(744)	(23,131)
Interest expense	(13,408)	(18,683)	(46,567)	(34,534)
Other expenses	-	-	-	(93,701)
Gain (loss) of disposition	(4,012)	-	82,560	-
Net income (loss)	<u>\$ 581,074</u>	<u>\$ 44,167</u>	<u>\$ 607,875</u>	<u>\$ (107,443)</u>
Weighted average common share outstanding	897,678,131	871,092,895	897,678,131	869,978,786
Loss per common share	0.00	0.00	0.00	(0.00)

The accompanying notes are an integral part of these Financial Statements

NUGL, INC.
UNAUDITED CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

For the Period Ended June 30,	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES	\$ 607,875	\$ (107,443)
Net loss for the period		
Non-cash expenses:		
Amortization & depreciation	170,459	103,028
Change in derivative liability	(630,826)	(47,725)
Non-cash finance expense	28,768	34,534
Stock-based compensation	-	13,516
(Gain) Loss on sale of assets	-	93,701
Net change in operating assets and liabilities		
Receivables	(145,231)	91,106
Inventory	2,641	(147,941)
Biological assets	(82,560)	(59,076)
Due to related parties	8,640	-
Prepaid expenses	(15,299)	(27,963)
Accounts payable and accrued liabilities	44,707	171,889
CASH FLOWS PROVIDED BY (USED IN) OPERATING ACTIVITIES	(10,826)	144,414
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances to (from) related parties	-	(1,574)
Convertible notes payable	(450)	-
Lease liability	(84,032)	(96,687)
CASH FLOWS USED IN FINANCING ACTIVITIES	(84,482)	(98,261)
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in property and equipment	(20,187)	(57,560)
CASH FLOWS USED IN INVESTING ACTIVITIES	(20,187)	(57,560)
NET INCREASE (DECREASE) IN CASH	(115,495)	(11,407)
Effects from acquisitions		
Cash – Beginning of the period	191,755	86,575
Cash – End of the period	\$ 76,260	\$ 75,168

The accompanying notes are an integral part of these Financial Statements

NUGL, INC.
NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2024
(Prepared by Management)

NOTE 1 – ORGANIZATION AND BUSINESS

1. Background and Basis of Presentation

History and Organization

NUGL, Inc. (the **Company**) was incorporated on November 5, 1998 in the State of Nevada as USA Telecom with the spelling later changed in that year to USA Telcom and subsequently changed its name at various times as follows: USA Telecom Internationale (April 2000), ZannWell Inc. (June 2004), Blackhawk Fund (January 2005), Vidable, Inc. (June 2011), VIBE I (June 2011), and Coresource Strategies, Inc. (June 2015).

On May 24, 2017, the Company entered into a Definitive Merger Agreement (the **“Nugl Merger”**) with NUGL, Inc., a Nevada corporation (**“NUGL”**). On August 24, 2017, the Company underwent a Statutory A Reorganization (the **“Nugl Reorganization”**) pursuant to Section 1081(a) of the Oklahoma General Corporation Law, as a tax-free reorganization. Pursuant to the reorganization, on August 24, 2017, Coresource Strategies, Inc. caused NUGL to be incorporated in the State of Oklahoma, as a direct, wholly owned subsidiary. Concurrently, NUGL caused Coresource Operations, Inc., to be incorporated as a direct, wholly owned subsidiary. Under the terms of the reorganization, Coresource Strategies, Inc. was merged with and into Coresource Operations, Inc. pursuant to Section 1081(g) of the General Corporation Law of the State of Oklahoma. Upon consummation of the reorganization, each issued and outstanding equity of Coresource Strategies, Inc. was converted into and exchanged for an equivalent equity of NUGL (on a one for one basis) having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of Coresource Strategies, Inc. being converted. There was no spinoff and Coresource Strategies, Inc. corporate existence ceased. Under the Reorganization, Coresource Strategies, Inc. equity holders became equity holders of NUGL, in the same proportion.

In connection with the Nugl Merger and Nugl Reorganization, the Company completed a name change to NUGL, Inc. and symbol change to NUGL. This corporate action was declared effective on December 7, 2017 by the Financial Industry Regulatory Authority, Inc. (**“FINRA”**).

Effective April 4, 2022, the Company completed a transaction with Kaya LLC (**“Kaya”**) of Jamaica. This transaction (**“Kaya Transaction”**) was accounted for as a reverse takeover as the control of the Company was acquired by the former shareholders of Kaya, despite the Company continuing the operations of Nugl going forward. Although legally, Nugl is regarded as the parent or continuing company, Kaya, whose shareholders now hold more than 50% of the voting shares of the Company, is treated as the acquirer under generally accepted accounting principles. Consequently, Nugl is deemed a continuation of Kaya and control of the assets and business of Nugl is deemed to have been acquired in consideration for the issuance of the shares.

Kaya is incorporated in the Saint Vincent and the Grenadines and under the International Business Companies Act with principal executive offices at 19 Trinidad Terrace, Kingston 5, Jamaica.

These unaudited condensed interim consolidated financial statements (**“Financial Statements”**) of the Company were authorized for issue in accordance with a resolution of the directors.

Business

Kaya is an innovative global cannabinoid company committed to building disruptive intellectual property by advancing cannabis research, technology and product development and has built an iconic brand portfolio. The Company’s diverse international brand portfolio includes a licensed cultivation facility with over 40 genetics, a processing facility, and 3 retail Herb houses. Kaya has established itself as a leading supplier and exporter of medicinal cannabis throughout the Caribbean.

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the presentation of the accompanying unaudited condensed financial statements follows:

General

The accompanying Financial Statements of the Company have been prepared in accordance with the rules and regulations (S-X) of the Securities and Exchange Commission (the “SEC”). Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles (“GAAP”) for complete financial statements. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of these Financial Statements and the reported amounts of net revenues and expenses during the reporting periods.

Going Concern

These Financial Statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and classification of liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classifications of liabilities that might result if the Company is unable to continue as a going concern.

The Company has experienced recurring net losses and negative cash flows from operations since inception and as at the date of these Financial Statements, has an accumulated deficit of approximately \$8,044,888 (December 31, 2023 - \$8,598,523) and a working capital deficit of approximately \$254,785 (December 31, 2023 - \$864,704). The Company has funded its activities to date almost exclusively from debt and equity financings. The conditions raise substantial doubt about the Company’s ability to continue as a going concern. The Company will continue to require funds to execute its business. Management’s plan to meet its operating cash flow requirements may include among other types of transactions the following; private placements of its common stock, preferred stock offerings, and issuances of debt and convertible debt instruments.

The Company’s ability to continue as a going concern for the next twelve months from the issuance of these financial statements depends on its ability to execute its business plan, increase revenue, and reduce expenditures. Such conditions raise substantial doubts about the Company’s ability to continue as a going concern.

Basis of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and all entities in which the Company has a controlling voting interest or is the primary beneficiary of a variable interest as of and for the reporting periods. The Company assesses control under the variable interest entity (“VIE”) model to determine whether the Company is the primary beneficiary of that entity’s operations. If an entity is not deemed to be a VIE, the Company consolidates the entity if the Company has a controlling voting interest. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases. Investments in which the Company has the ability to exercise significant influence over the operating and financial policies of the investee, but does not have control, are accounted for under the equity method of accounting.

Subsidiaries	Jurisdiction of Incorporation	Date of Incorporation	Ownership Interest (%)
Kaya LLC	Jamaica	April 9, 2018	100
Island Kaya Limited	Jamaica	March 8, 2016	100
Jamaica Ganja Corporation Limited	Jamaica	October 22, 2015	100
The Herb Company (THC) Limited	Jamaica	January 8, 2016	100
Kaya Extracts Limited	Jamaica	July 6, 2016	100

All intercompany transactions and balances are eliminated upon consolidation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Significant estimates and assumptions include, among other things, valuation of derivative liabilities, expected credit losses on long-term financial assets, impairment losses on goodwill and indefinite-lived intangible assets,

impairment losses on long-lived assets, inventory write-downs, share-based payments, valuation allowance on deferred income tax assets and uncertain tax liabilities. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash and highly liquid investments that are readily convertible into known amounts of cash with original maturities of three months or less.

Inventory

Inventory is comprised of raw materials, finished goods and work-in-progress, such as pre-harvested cannabis plants, dried cannabis flower, by-products to be extracted, cannabis extracts and by-products, dry cannabis and cannabis extract containers, and boxes. The costs of growing cannabis, including but not limited to labor, utilities, nutrition and irrigation, are capitalized into inventory until the time of harvest.

Inventory is stated at the lower of cost and net realizable value, determined using weighted average cost. Cost includes expenditures directly related to the manufacturing and distribution of the products. Primary costs include consumables (insect control, fertilizers, soil), packaging, shipping, direct labor, overhead, supplies and small tools, and the depreciation of manufacturing equipment and production facilities determined at normal capacity. Manufacturing overhead and related expenses include salaries, wages, employee benefits, rent, utilities, security, and property taxes. Net realizable value is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. At the end of each reporting period, the Company performs an assessment of inventory obsolescence to measure inventory at the lower of cost and net realizable value. Factors considered in the determination of obsolescence include slow-moving or non-marketable products.

Investments

Variable interest entities

A variable interest entity is an entity having either a total equity investment that is insufficient to finance its activities without additional subordinated financial support or equity investors at risk that lack the ability to control the entity's activities. Variable interests are investments or other interests that will absorb portions of a VIE's expected losses or receive portions of the VIE's expected residual returns. The Company evaluates whether it is the primary beneficiary of each VIE it identifies on a periodic basis and considers the impact of any reconsideration events. The primary beneficiary is the party that has both the power to direct the activities that most significantly impact the VIE and holds a variable interest that could potentially be significant to the VIE. To make this determination, the Company considers both quantitative and qualitative factors regarding the nature, size and form of its involvement with the VIE. The Company consolidates the VIE when it is determined that it is the primary beneficiary of the VIE.

Equity method investments

The Company accounts for investments in companies over which it has the ability to exercise significant influence but does not hold a controlling financial interest using the equity method. Under the equity method, the Company records its proportionate share of income or loss in the consolidated statements of net income (loss) and comprehensive income (loss). Cash payments to equity method investees such as additional investments and expenses incurred on behalf of investees, as well as payments from equity method investees such as dividends and distributions are recorded as adjustments to investment balances. If the current fair value of an investment falls below its carrying amount, this may indicate that an impairment loss should be recorded. Any impairment losses recognized cannot be reversed in subsequent periods.

Other investments

Other investments include common stock and options in third party entities in which the Company's influence is deemed nonsignificant. The Company holds other investments with and without readily determinable fair values. Other investments with readily determinable fair values are recorded using the fair value method of accounting as of period-end on the consolidated balance sheets. Other investments without readily determinable fair values are recorded using the cost method of accounting on the consolidated balance sheets. Other investments without readily determinable fair values are assessed for temporary and other than temporary observable price changes on a periodic basis. Changes in the reported value of other investments are reported in the consolidated statements of net income (loss) and comprehensive income (loss).

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Classification	Rate
Building	25 years
Leasehold improvements	10 years
Machinery and equipment	5-10 years
Computers and software	5 years
Motor Vehicles	5 years
Furniture and fixtures	5-10 years
Equipment under lease	Lesser of term of lease and useful life
Property under leases	Term of lease

When assets are disposed of, the cost and accumulated depreciation are removed from the respective accounts and any related gain or loss is recognized Statement of Operations and Comprehensive Loss. Maintenance and repairs are charged to expense as incurred. Significant expenditures, which increase productivity or extend the useful life of the asset, are capitalized.

Available for use is defined as the point at which the related property, plant and equipment is operational, including the possession of any requisite licenses. Depreciation commences at the point the assets are available for use.

Definite-lived intangible assets

Intangible assets are recorded at cost less any accumulated amortization and accumulated impairment losses. Intangible assets acquired through a business combination are measured at fair value at the acquisition date.

The Company capitalizes certain costs incurred in connection with its enterprise software, which include external direct costs of materials and services consumed in developing or obtaining internal-use software and payroll and payroll-related costs for employees who are directly associated with and who devote time to the development of the software for the function intended. All other costs are expensed as incurred.

Intangible assets with definite useful lives are amortized over their estimated useful lives using the following methods and rates:

Classification	Method	Rate
Licenses	Straight-line	Useful life of corresponding facility
Intellectual Property	Straight-line	25 years
Trade-Marks	Straight-line	10 years
Domain name	Straight-line	15 years
Launch Expenses	Straight-line	3 years

Amortization begins when assets become available for use. The estimated useful life, amortization method, and rate are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amounts are the higher of the fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount.

Intangible assets acquired are accounted for in accordance with the acquisition method of accounting. Equity interests issued in exchange for an asset are initially recognized and measured at the date of acquisition at fair value. We estimate fair value using the relief-from-royalty method and key assumptions include the discount rate and estimated life. Definite-lived intangible assets are subject to amortization and reviewed for impairment annually or more frequently when events or changes in circumstances indicate that fair value has been reduced to less than its carrying amount.

Accrued liabilities

Accrued payroll and related expenses include salaries and wages, bonuses, and other related payroll expenses associated with the Company's employees. Accrued professional fees include fees for legal expenses, litigation, consulting, marketing, and other related expenses. Accrued taxes include sales, excise and other taxes owed. Other accrued expenses include the fair value of deferred share units outstanding to directors and other general expenses.

Leases

The Company enters into leases in the normal course of business, primarily for the land-use rights, office premises, and equipment used in the production of its products. At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company performs an analysis over the classification of the lease agreement as either an operating lease or finance lease.

A right-of-use asset and the related lease obligation associated with the lease are recorded at the inception of the lease. The right-of-use asset's recorded amount is based on the present value of future lease payments over the lease term at the commencement date plus any initial direct costs incurred. If the rate implicit in the lease is not readily determinable for the Company's operating leases, an incremental borrowing rate is generally used based on information available at the lease commencement date to determine the present value of future lease payments. Subsequent changes to these lease payments due to rate updates are recorded as lease expense in the period incurred. Leases with a term of 12 months or less are not recorded on the balance sheet as a lease.

The right-of-use asset is subject to impairment testing whenever events or changes in circumstances indicate the carrying amount of the asset may not be recoverable. The leased asset is amortized over the shorter of the lease term or its estimated useful life if title does not transfer to the Company, while the leased asset is depreciated in accordance with the Company's depreciation policy if the title is to eventually transfer to the Company.

The Company's lease agreements generally exclude non-lease components. As a result, non-lease components are accounted for separately for all classes of assets and expensed as incurred. In addition, the Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. For finance leases, from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, the right-of-use asset is amortized on a straight-line basis and the interest expense is recognized on the lease liability using the effective interest method. For operating leases, lease expense is recognized on a straight-line basis over the term of the lease and presented as a charge in the consolidated statements of net income (loss) and comprehensive income (loss).

Impairment of long-lived assets

The Company reviews its long-lived assets, such as property, and equipment and definite-lived intangible assets, for impairment in accordance with ASC Topic 360, Property, Plant, and Equipment. In accordance with ASC Topic 360, long-lived assets to be held are reviewed for events or changes in circumstances that indicate that their carrying amount may not be recoverable. The Company periodically reviews for indicators and, if indicators are present, tests the carrying amount of long-lived assets, assessing their fair values based on estimated undiscounted cash flows over their remaining estimated useful lives. The Company groups assets at the lowest level for which cash flows are separately identifiable, referred to as an asset group. If the carrying amount of an asset (or asset group) exceeds its estimated undiscounted future cash flows, an impairment charge is measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset, based on discounted cash flows.

Impairment of goodwill and indefinite-lived intangible assets

Goodwill and indefinite-lived intangible assets are not amortized. Goodwill and indefinite-lived intangible assets are reviewed for impairment annually or more frequently when events or changes in circumstances indicate that fair value of the reporting unit has been reduced to less than its carrying amount in accordance with the provisions of ASC Topic 350, Intangibles—Goodwill and Other. The Company performs an impairment test annually in the fourth quarter by comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired. An impairment charge would be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value. The Company determined that it has two segments: the U.S. segment and the Rest of World segment.

Convertible Debt Instruments

Convertible features of conventional debt instruments can provide for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature (“**BCF**”). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 “Debt with Conversion and Other Options”.

In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortized the discount to operations over the life of the debt using the effective interest method. The Company was not required to record any BCF’s on any of the convertible debt it issued during the periods ending June 30, 2024, and December 31, 2023.

Fair Value

Accounting Standards Codification subtopic 825-10, Financial Instruments (“**ASC 825-10**”) requires disclosure of the fair value of certain financial instruments. The carrying amount reported in the consolidated balance sheet for accounts payable and accrued expenses, advances and notes payable approximates fair value because of the immediate or short-term maturity of these financial instruments.

Derivative liabilities

For financial instruments classified as derivatives that are not designated as hedging instruments or do not qualify for hedge accounting, changes in fair value are recorded in the consolidated statements of net income (loss) and comprehensive income (loss) each period. The Company does not enter into or hold derivative financial instruments for trading or speculative purposes. Derivative liabilities are initially recognized at fair value at the date on which the derivative contract was entered into. Any attributable transaction costs are recognized in net income (loss) as incurred. Subsequent to initial recognition, derivative liabilities are measured at fair value at each reporting date until settlement with the re-measurement gain or loss being recognized immediately in net income (loss) and comprehensive income (loss).

Capital stock

Capital stock is presented at the fair value at the time of issuance of the shares that are issued. Costs related to the issuance of shares are reported in equity, net of tax, as a reduction from the issuance proceeds.

Revenue recognition

The Company has recognized revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition (“**ASC 605-10**”) which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management’s judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments will be provided for in the same period the related sales will be recorded. There was no effect on implementing ASC 605-10 on the Company’s financial position and results of operations, since the Company has not started generating revenue.

ASC 605-10 incorporates Accounting Standards Codification subtopic 605-25, Multiple-Element Arrangements (“**ASC 605-25**”). ASC 605-25 addresses accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets. There was no effect on implementing ASC 605-25 on the Company’s financial position and results of operations, since the Company has not started generating revenue.

The Company’s contracts with customers for the sale of dried cannabis, cannabis oil, cannabinoid-derived products, “hemp” (as defined in the U.S. Agricultural Improvement Act of 2018 “U.S. hemp”) branded souvenir items, paraphernalia and food and beverage through its café and bar. The Company has concluded that revenue from the sale of these products should be recognized at the point in time when control is transferred to the customer, which is upon shipment or delivery, depending on the contract. For consumer sales, control passes to the customer upon shipment and, thus, revenue is recognized upon the transfer of goods to the shipping carrier in accordance with the terms of service agreed to by the customer at the time of purchase. Revenue is recognized at the transaction price, which is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods to a customer.

Net revenue before excise taxes from sale of goods, as presented in the consolidated statements of net income (loss) and comprehensive income (loss), represents revenue from the sale of goods less expected price discounts, allowances for customer returns and other forms of consideration paid to customers. Net revenue before excise taxes excludes excise taxes, which the Company pays as principal, and excludes duties and taxes collected on behalf of third parties. Excise

taxes are a production tax classified as government remittances payable, which when applicable, become payable when a product is delivered to the customer and are not directly related to the value of revenue. .

The Company treats shipping and handling activities as a fulfillment cost, classified as cost of sales. Accordingly, the Company accrues all fulfillment costs related to the shipping and handling of consumer goods at the time of shipment.

Share-based compensation

The Company n has an incentive stock option plan for grants to eligible directors, officers, senior management and consultants under its incentive stock option (“ISO”) plan and in accordance with Accounting Standards Codification subtopic 718-10, Compensation (“ASC 718- 10”) all share-based payments to both employees and non-employees be recognized in the income statement based on their fair values.

Equity instruments granted are initially measured at fair value on the grant date. The fair value of the ISO is determined using the Black-Scholes option pricing model. This is recognized on a straight-line basis in the consolidated statements of net income (loss) and comprehensive income (loss) over the vesting period for employees, and over the contractual term for non-employees. The related costs for all equity-settled share-based awards are reflected in additional paid-in capital until the awards are settled or exercised. Upon settlement or exercise, shares are issued and the amount previously reflected in the additional paid-in capital is, along with any proceeds paid upon settlement or exercise, credited to share capital. Forfeitures are estimated at the time of grant, and the Company revises these estimates in subsequent periods if there is a difference in actual forfeitures and the estimates.

Income taxes

The Company uses the liability method of accounting for income taxes, under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to be in effect when such assets and liabilities are recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the year that includes the enactment date. The Company determines deferred tax assets including net operating losses and liabilities, based on temporary differences between the book and tax bases of assets and liabilities.

A valuation allowance is established to reduce some or all net deferred tax assets to amounts that are more likely than not to be realized. The Company considers all available evidence, both positive and negative, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies, in assessing the need for a valuation allowance.

The Company has a full valuation allowance against its net deferred tax assets, and has concluded, based on the weight of all available evidence, that it is more likely than not that the net deferred tax assets will not be realized, primarily due to the historical net operating losses. The valuation allowance against the net deferred tax assets does not in any way impact the Company’s ability to use future tax deductions such as the Company’s net operating loss carryforwards; rather, the valuation allowance indicates, according to the provisions of Accounting Standards Codification (“ASC”) 740, Income Taxes, it is more likely than not that the deferred tax assets will not be realized. The valuation allowance that was established will be maintained until there is sufficient positive evidence to conclude that it is more likely than not that the net deferred tax assets will be realized. The Company’s income tax expense for future periods will be reduced to the extent of corresponding decreases in our valuation allowance. There is uncertainty regarding any future realization of the benefit by the Company of all or part of our net deferred tax assets.

Judgment is required to determine the recognition and measurement attributes prescribed in the accounting guidance for uncertainty in income taxes. The Company uses a two-step approach for evaluating uncertain tax positions. Step one, recognition, requires us to determine if the weight of available evidence indicates that a tax position is more likely than not to be sustained upon audit, including resolution of related appeals or litigation processes, if any. If a tax position is not considered “more likely than not” to be sustained, no benefits of the position are recognized. If we determine that a position is “more likely than not” to be sustained, then we proceed to step two, measurement, which is based on the largest amount of benefit which is more likely than not to be realized on effective settlement. This process involves estimating our actual current tax exposure, including assessing the risks associated with income tax audits, together with assessing temporary differences resulting from the different treatment of items for tax and financial reporting purposes. If actual results differ from our estimates, our net operating loss and credit carryforwards, to the extent not covered by a valuation allowance, could be materially impacted in the period which such determination is made.

The Company recognizes uncertain income tax positions at the largest amount that is more-likely-than-not to be sustained upon examination by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Recognition or measurement is reflected in the period in which the likelihood changes. Any interest and penalties related to unrecognized tax liabilities are presented within income tax expense in the consolidated statements of net income (loss) and comprehensive income (loss). Accrued interest and penalties are included in accounts payable and other liabilities in the consolidated balance sheets.

Foreign currency

The Company's functional currency is the U.S. dollar ("US\$") as is its reporting currency. All assets and liabilities of operations with a functional currency other than the U.S. dollar are translated at period-end currency exchange rates. The resulting translation adjustments are recorded in accumulated other comprehensive income (loss), net of tax. Revenues and expenses of operations, as well as all cash flows, with a functional currency other than the U.S. dollar are translated at the average exchange rates for the period. Transaction gains and losses resulting from changes in foreign currency exchange rates are recorded in either cost of sales, general and administrative expenses, or other, net in the consolidated statements of net income (loss) and comprehensive income (loss).

Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares. Basic earnings (loss) per share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all potentially dilutive common shares.

Fair value measurements

The carrying amount of the Company's cash and cash equivalents, accounts receivable, other receivables, loans receivable, account payables and other liabilities approximate fair value, given their short-term nature. The Company uses a fair value hierarchy, which gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities, noted as Level 1 measurements, and the lowest priority to unobservable inputs, noted as Level 3 measurements.

The following are the three levels of inputs used to measure fair value:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – valuation techniques using the inputs for the asset or liability that are not based on observable market data.

The Company's policy for determining when transfers between levels of the fair value hierarchy occur is based on the date of the event or changes in circumstances that caused the transfer.

Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change.

Reclassification

Certain reclassifications have been made to prior periods' data to conform to the current period's presentation. These reclassifications had no effect on reported income or losses.

Net Loss per Common Share, basic and diluted

The Company has adopted Accounting Standards Codification subtopic 260-10, Earnings Per Share ("**ASC 260-10**") specifying the computation, presentation and disclosure requirements of earnings per share information. Basic loss per share has been calculated based upon the weighted average number of common shares outstanding.

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with high credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

3. Inventory

Inventories are stated at the lower cost and net realizable value. Cost comprises direct materials and where applicable those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method. Net realizable value represents the estimated selling price less estimated costs of completion. Inventories of harvested work-in-progress and finished goods are valued at the lower of cost and net realizable value. Inventories of harvested cannabis are transferred from biological assets at their fair value less cost to sell up to the point of harvest, which becomes the initial deemed cost. All subsequent direct and indirect post-harvest costs are capitalized to inventory as incurred, including consumables, materials, packaging supplies, utilities and facilities cost as they are then subsequently charged to cost of goods sold on the statement of operations and comprehensive loss at the time inventory is sold.

The components of inventory are as follows:

As at	June 30, 2024	December 31, 2023
Raw materials	\$ 49,543	\$ 39,234
Finished goods	306,493	319,443
	<u>\$ 356,036</u>	<u>\$ 358,677</u>

4. Biological Asset

Biological assets relates to cannabis plant materials. This includes the asset's biological transformation, which comprises the process of growth and degeneration that causes quantitative changes in the biological asset. The Group recognizes biological assets when and only where the Group controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Group and the fair value or cost of the assets can be measured reliably.

Biological assets are measured on initial recognition at fair value being the acquisition costs and at the end of each reporting period, at fair value determined by the present value of expected cash flows from the biological assets.

Gains and losses on biological assets are determined by reference to their carrying amount and their estimated fair value. Gains and losses on biological assets are included in the statement of comprehensive income.

As at	June 30, 2024	December 31, 2023
Opening Balance	\$ 98,096	\$ 83,122
Fair value gains(losses)	(82,559)	(19,974)
Decrease due to sale/transfers to inventory	165,119	29,948
Closing balance	<u>\$ 180,656</u>	<u>\$ 98,096</u>

5. Property, and Equipment, net

All property and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at historical cost. Depreciation is charged so as to write off the cost of assets over the estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. An item of property and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount to the asset and is recognized in the statement of operations and comprehensive loss.

	As at December 31, 2023		
	Cost	Accumulated depreciation	Net Book Value
Buildings	\$ 1,028,001	\$ 286,251	\$ 751,750
Leasehold Improvements	652,287	179,734	472,553

Construction In Progress	42,343	—	42,343
Equipment, Furniture and Fixtures	632,432	445,600	186,832
Computers and software	97,284	96,073	1,211
	<u>\$ 2,452,347</u>	<u>\$ 1,007,658</u>	<u>\$ 1,444,689</u>

As at June 30, 2024

	Cost	Accumulated depreciation	Net Book Value
Buildings	\$ 1,031,890	\$ 309,814	\$ 722,076
Leasehold Improvements	654,789	197,094	457,695
Construction In Progress	42,343	—	42,343
Equipment, Furniture and Fixtures	645,948	481,688	164,259
Computers and software	97,830	96,308	1,522
	<u>\$ 2,472,800</u>	<u>\$ 1,084,904</u>	<u>\$ 1,387,896</u>

There were no impairment charges on property, plant and equipment during the periods ended June 30, 2024 and December 31, 2023 .

For the period ended June 30, 2024, the Company recorded a depreciation expense of \$76,980 (December 31, 2023 - \$154,138).

6. Intangible Assets, net

As at December 31, 2023

	Cost	Accumulated Amortization/ Impairment	Net Book Value
Intellectual Property	\$ 1,200,000	\$ 384,000	\$ 816,000
Trademarks	11,576	9,044	2,532
Domain Names	3,107	1,446	1,661
	<u>\$ 1,414,683</u>	<u>\$ 394,490</u>	<u>\$ 820,193</u>

As at June 30, 2024

	Cost	Accumulated Amortization/ Impairment	Net Book Value
Intellectual Property	\$ 1,200,000	\$ 408,000	\$ 792,000
Trademarks	11,576	9,464	2,112
Domain Names	3,107	1,548	1,559
	<u>\$ 1,414,683</u>	<u>\$ 419,012</u>	<u>\$ 795,671</u>

There were no impairment charges on intangible assets during the periods ended June 30, 2024 and December 31, 2023.

For the period ended June 30, 2024, the Company recorded an amortization expense of \$24,522 (December 31, 2023 - \$50,106).

7. Investments

This investment was initially in MoCanna Inc., a Canadian private company, at a cost of US\$100,000 for 100,000 common shares. In August 2020, MaCanna Inc. which was acquired by Goodcap Pharmaceuticals Inc. (“**Goodcap**”) for which the Company received 77,380 common shares Goodcap.

8. Accounts payable and accrued liabilities

As at	June 30, 2024	December 31, 2023
Trade payables	\$ 201,303	\$ 156,596
Accrued expenses	—	—
	<u>\$ 201,303</u>	<u>\$ 156,596</u>

9. Convertible Debentures and Notes Payable

In January 2021, the Company raised \$285,000 via convertible debentures with a total face value of \$285,000, which was automatically converted concurrently with the Kaya Transaction.

On June 26, 2019, the Company entered into an unsecured convertible promissory note that accrues interest at 8% per annum. The note has a conversion price equal to lesser of \$1.20 per share or 20% discount to the 10-day volume weighted average price of the stock on day of conversion. The note has a maturity date of June 26, 2021 and is currently technically in default however the creditor has yet to request payment or conversion. The outstanding balance, as of the date of these Financial Statements is \$184,015 and consists of \$125,000 of principal and \$59,015 of interest (December 31, 2023 - \$52,087).

On February 20, 2020, the Company issued an 8% convertible promissory note to Harbor Gates Capital, LLC, a Wyoming limited liability company (“**Holder**”). The Note has a total principal face value of \$267,750. The Note is issuable in three tranches, as follows: (i) Tranche 1: \$85,000, with 5% Original Issue Discount (“OID”) of \$4,250, and matures twelve months from the mutual execution of the Note and delivery of first payment to Company; (ii) Tranche 2: \$85,000 with 5% or \$4,250 OID payable upon the filing of Form 10 like information and having a due date 6 months after the effective payment date for Tranche 2; Tranche 3: \$85,000 with 5% or \$4,250 OID payable upon the first trading day following the later of (a) OTC approval for trading on the OTCQB and (b) the day trading for OTCQB commences, and having a due date 6 months after the effective payment date for Tranche 3. Pursuant to the Note, the Company issued the Holder 170,000 restricted common stock shares and an additional 85,000 restricted common stock shares issuable upon the issuance of each subsequent Tranche, for an aggregate issuance of 340,000 shares if the Note is fully funded. The Note provides the Holder of the Note the right, at its option, to convert the principal sum and any accrued interest, in whole or part, into shares of the Company’s common stock at any time after each respective note’s Maturity Date at a conversion rate of the lower of (i) \$0.50 per share; or (ii) 80% of the lowest volume weighted average price of Company’s common stock during the ten (10) consecutive trading days preceding the conversion date. The outstanding balance, as at the date of these Financial Statements is \$124,851 and consists of \$85,000 principal, \$4,250 OID and \$35,601 of interest (December 31, 2023 - \$30,900).

On May 28, 2020, the Company executed a Loan Agreement with the Small Business Administration (“**SBA**”) for the amount of \$15,000. The SBA loan bears interest at 3.75% per annum and matures December 31, 2028, which calls for monthly payments of principal of \$74.00 and interest to start twelve (12) months from the date of the disbursement and is to continue until maturity. This note is unsecured. The accrued interest as at June 30, 2024 is \$ \$1,141 (December 31, 2023 - \$1,292)

On April 15, 2021, the Company amended the convertible promissory note with the Holder with respect to Tranche 2 to increase the amount to \$105,000, which is comprised of a 5% Original Issue Discount (“OID”) of \$5,000 and matures twelve months from the mutual execution of the Amendment and delivery of the first payment to the Company. This convertible promissory note has not been renewed or extended, nor has the creditor reached out to request payment. The use of proceeds was also amended in exchange for an origination fee of 100,000 restricted common stock shares. The conversion terms are otherwise the same as the original Note. The outstanding balance, as at the date of these financial Statements is \$134,435 and consists of \$100,000 principal, \$5,000 OID and \$29,435 of interest (December 31, 2023 - \$24,374).

On July 28, 2021, the Company issued a 10% convertible promissory note to Harbor Gates Capital, LLC, a Wyoming limited liability company. The Note has a total principal face value of \$525,000. The Note is issuable in multiple tranches, as follows: (i) Tranche 1: \$250,000, with 5% Original Issue Discount (“OID”) of \$12,500 and matures 6 months from the mutual execution of the Note and delivery of first payment to Company. This convertible promissory note has not been renewed or extended, nor has the creditor reached out to request payment; (ii) subsequent Tranches shall be issuable under the same terms, pro-rata for the amount funded and due 6 months after funding. Pursuant to the Note, the Company issued the Holder 2,500,000 restricted common stock shares as an origination fee. The Note provides the

Holder of the Note the right, at its option, to convert the principal sum and any accrued interest, in whole or part, into shares of the Company's common stock at any time at a conversion rate of \$0.05 per share. The outstanding balance, as at the date of these Financial Statements is \$332,143 and consists of \$250,000 principal, \$12,500 OID and \$69,643 of interest (December 31, 2023 - \$57,138).

During the period ending December 31, 2022, the Company entered into a series of loan agreements for a total of \$465,000 at 4% that would convert automatically upon the filing of a REG A at a deemed price of \$0.015 per common share. As at December 31, 2023 of \$465,000 (December 31, 2022 - \$165,000) plus accrued interest had been converted (Note 10).

10. Lease Liability

As at June 30, 2024, the Company has four leases for premises (Collectively, the "Leases") (4 leases as at December 31, 2023). The Leases were measured at the present value of the future lease payments. These lease payments are discounted using a discount rate of 10% per annum, which represents the Company's estimated incremental borrowing rate.

As at	June 30, 2024	December 31, 2023
Balance due	\$ 729,396	\$ 790,144
Accrued expenses	136,829	127,776
	\$ 592,567	\$ 662,338

11. Capital Stock and Additional Paid-in Capital

Common Shares

The Company is authorized to issue 1,000,000,000 common shares with a par value of \$0.001 per common shares.

During the year ended December 31, 2023, the Company completed the following common share transactions:

- 1) Issued 21,216,577 common shares upon the conversion of convertible notes with a value of \$327,676, inclusive of principal, accrued interest and derivative liability;
- 2) Issued 7,460,388 common shares upon the debt settlement with a value of \$70,873;
- 3) Issued 2,000,000 common shares for services valued at \$11,600;
- 4) Cancelled 1,721,951 common shares repurchased at a cost of \$16,959.

Preferred Shares

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001 per share with the relative rights and preferences of these shares or series of shares to be fixed and determined by the Board of Directors. As at June 30, 2024 and December 31, 2023, there were no issued and outstanding.

Incentive Stock options

The Company's Incentive Stock Option Plan ("Plan") provides for the issuance of a maximum of 20% of the issued and outstanding common shares at an exercise price that is not less than the market price of the Company's common shares on the date of the grant to directors, officers, employees and consultants to the Company. The option period for options granted under the Plan is for a maximum period of 10 years. Stock options granted may vest over certain time periods within the stock option period as may be determined by the board of the Company, which will limit the number of options that may be exercised. Each stock option is exercisable into one common share of the Company at the price specified within the terms of the option.

Stock option issuances are recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest that have not yet been forfeited. Stock compensation expense adjustments for anticipated forfeitures have been determined to be immaterial and certain holders also have the right to exercise their stock option on a cashless basis.

There were no incentive stock options granted in 2023 nor for the period ended June 30, 2024. The following is a summary of the changes in the incentive stock options issued and outstanding:

12. Transactions with related parties and payments to key management

Related party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties. The following table summarizes the related party transactions occurring during the fiscal period.

Period ended June 30,	2024	2023
Expenses		
General and administration	\$ 54,000	\$ 54,000

The key management personnel of the Company include the Chief Executive Officer, Chief Financial Officer and the Board of Directors.

13. Commitments and contingencies

The Company, from time to time, may be involved in various claims, legal and tax proceedings and complaints arising in the ordinary course of business. The Company is not aware of any pending or threatened proceedings that would have a material adverse effect on the financial condition or future results of the Company.

14. Financial Instruments

Fair Value Instruments

The Company complies with ASC 820 Fair Value Measurements for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period and non-financial assets and liabilities that are re-measured and reported at fair value at least annually. In general, fair values are determined by:

- Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves.
- Level 3 inputs are unobservable data points for the asset or liability, and includes situations where there is little, if any, market activity for the asset or liability.

The following tables present information about the Company's assets that are measured at fair value on a recurring basis and indicate the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value:

As at June 30, 2024	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 76,260	\$ —	\$ —	\$ 76,260
Receivables	—	395,229	—	395,229
Total Assets	\$ 76,260	\$ 395,229	\$ —	\$ 471,489
Liabilities				
Accounts payables	\$ —	\$ 201,303	\$ —	\$ 201,303
Lease liability	—	—	729,396	729,396
Convertible notes payable	—	—	923,238	923,238
Total liabilities	\$ —	\$ 201,303	\$ 1,652,634	\$ 1,853,937

15. Financial Risks

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk, market risk, interest rate risk, and foreign currency rate risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk from its operating activities, primarily accounts receivable and other receivables, and its investing activities, including cash held with banks and financial institutions, short-term investments, loans receivable, and advances to joint ventures. The Company's maximum exposure to this risk is equal to the carrying amount of these financial assets, which amounted to \$76,260 (December 31, 2023 - \$191,755).

Accounts receivable

The Company had accounts receivable of \$395,229 (December 31, 2023 - \$249,998). An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Accounts receivable are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan, and a failure to make contractual payments for a period of greater than 120 days past due. As of June 30, 2024 and December 31, 2023, the Company did not have any concentration of customers that increased the potential credit losses on receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become. The Company's policy is to review liquidity resources and ensure that sufficient funds are available to meet financial obligations as they become due. Further, the Company's management is responsible for ensuring funds exist and are readily accessible to support business opportunities as they arise. The Company's funding is primarily provided in the form of capital raised through the issuance of common shares and warrants. As of June 30, 2024 and December 31, 2023, the Company has determined that there is no concentration of risk of vendors.

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, market and economic conditions, and equity and commodity prices. The Company is exposed to market risk in divesting its investments, such that unfavourable market conditions could result in dispositions of investments at less than their carrying amounts. Further, the revaluation of securities classified as fair value through net income could result in significant write-downs of the Company's investments, which would have an adverse impact on the Company's results of operations, unless these would flow through other comprehensive income.

The Company manages risk by having a portfolio of securities from multiple issuers, such that the Company was not materially exposed to any one issuer.

Interest rate risk

Interest rate risk is the risk that the value or yield of fixed-income investments may decline if interest rates change. Fluctuations in interest rates may impact the level of income and expense recorded on the cash equivalents and short-term investments, and the market value of all interest-earning assets, other than those which possess a short term to maturity. A 10% change in the interest rate in effect as at June 30, 2024 and December 31, 2023, would not have a material effect on (i) fair value of the cash equivalents and short-term investments as the majority of the portfolio has a maturity date of three months or less, or (ii) interest income. Management continues to monitor external interest rates and revise the Company's investment strategy as a result.

Foreign currency risk

Currency rate risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in foreign exchange rates. The Company is exposed to this risk on as it holds denominations in Euro, British Pound, Canadian and Jamaican dollars. The Company does not currently use foreign exchange contracts to hedge its exposure to currency rate risk. As such, the Company's financial position and financial results may be adversely affected by unfavorable fluctuations in currency exchange rates.

16. Potential Transaction

On August 22, 2023, the Company entered into an agreement ("**Letter Agreement**") with Silo Wellness, Inc. ("**SILO**"), where SILO would acquire the Company in exchange for 2,008,346,168 common shares of SILO. There are a number of condition precedents that are as follows:

1. SILO is to hold an annual and general special shareholders' meeting to obtain approval for the acquisition of the Company, to elect a new board that would result in a change of control of SILO, and for a potential share consolidation and potential name change.
2. SILO will acquire 100% of the issued and outstanding shares of NUGL in exchange for 2,008,346,168 common shares of SILO (all shares herein are pre-consolidation), for a deemed purchase price of CAD \$40,166,923.
3. All issued and outstanding stock options, share purchase warrants, and other convertible securities of the Company will be adjusted to receive SILO common shares on an economically equivalent basis.
4. Silo will raise on a best-effort basis CAD\$250,000 via the issuance of SILO common shares as well as a concurrent financing of up to CAD\$2 million to validate the purchase price and cover costs to close the transaction, as well as provide additional capital for strategic growth post-transaction.
5. Completion of audited financial statements of the Company.
6. Definitive Agreement signed by both SILO and the Company.

There will be a 6% finder's fee issued upon the completion of the transaction of 120,500,770 common shares of SILO.

On January 1, 2024, the Letter Agreement was amended to extend the closing date to June 30, 2024. The parties are continuing to work towards a closing without a formal extension.

17. Subsequent Events

There are no subsequent events outside the normal course of business.

END OF NOTES TO UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and related notes to the financial statements included elsewhere in this Report. Some of the statements under "Management's Discussion and Analysis," "Description of Business" and elsewhere herein may include forward-looking statements which reflect our current views with respect to future events and financial performance. These statements include forward-looking statements both with respect to us specifically and our industry in general. Statements which include the words "expect," "intend," "plan," "believe," "project," "anticipate," "will," and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise. The safe harbor provisions of the federal securities laws do not apply to any forward-looking statements contained in this Report. All forward-looking statements address such matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Any forward-looking statements you read herein reflect our current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our written and oral forward-looking statements attributable to us or individuals acting on our behalf and such statements are expressly qualified in their entirety by this paragraph.

General

NUGL is a cannabis business directory and search app that offers an unbiased platform for both businesses and consumers. Our app seamlessly blends with our digital and print magazine, and our cannabis friendly multimedia platform providing marketing opportunities for business profiles, in print, digital and video format. NUGL is community-driven, and together we've built a place where all things cannabis can be welcomed and enjoyed by all.

Kaya operates three retail locations, one consumption lounge, and one maintenance facility. The Kaya name has become global and a leader in the cannabis community. Each retail facility features food, drink, retail and venue capabilities creating a lifestyle atmosphere. Kaya also has a cultivation farm and extraction facility.

Results of Operations for the three month period ended June 30, 2024

For the three month period ended June 30, 2024, revenues were \$708,596 as compared to \$708,796 for the three month period ended June 30, 2023 resulting in a negative variance of \$200 or 0.0%.

For the three month period ended June 30, 2024, gross profits were \$333,315 as compared to \$492,816 for the three month period ended June 30, 2023 resulting in a negative variance of \$159,501 or 32.4%. The decreased gross profit can be attributed to an increase in the cost of sales greater than the increase in revenues.

For the three month period ended June 30, 2024, operating income was \$35,834 as compared to \$156,966 for the three month period ended June 30, 2023 resulting in a negative variance of \$121,132 or 77.2%. The decline in operating profit can be attributed to the increase in the cost of sales.

The net income for the three month period ended June 30, 2024 was \$581,074 as compared to \$44,167 for the three month period ended June 30, 2023, resulting in a positive variable of \$536,907. The improvement can be primarily attributed to the gain in fair value of derivative liability.

Results of Operations for the six month period ended June 30, 2024

For the six month period ended June 30, 2024, revenues were \$1,310,204 as compared to \$1,264,763 for the six month period ended June 30, 2023 resulting in a positive variance of \$45,441 or 3.6%.

For the six month period June 30, 2024, gross profits were \$741,156 as compared to 995,819 for the six month period ended June 30, 2023 resulting in a negative variance of \$254,663 or 25.6%. The decreased gross profit can be attributed to an increase in the cost of sales greater than the increase in revenues.

For the six month period June 30, 2024, operating income was \$112,259 as compared to \$207,659 for the six month period ended June 30, 2023 resulting in a negative variance of \$95,400 or 45.9%. The decline in operating profit can be attributed to the increase in the cost of sales.

The net income for the six month period ended June 30, 2024 was \$607,875 as compared to a loss of \$107,443 the six month period ended June 30, 2023 resulting in a positive variable of \$715,318. The improvement can be primarily attributed to the gain in fair value of derivative liability.

Liquidity and Capital Resources

As of June 30, 2024, the Company had \$76,260 (June 30, 2023 - \$75,168; December 31, 2023 – \$191,755) in cash and cash equivalents with a working capital deficit of \$199,642 (December 2023 - \$864,704), of which \$132,452 relates to the fair value of derivative liabilities which is a non-cash liability.

Cash Flow from Operating Activities

During the six month period ended June 30, 2024, net cash used by the Company's operating activities was \$10,826 as compared to \$144,414 provided for the six month period ended June 30, 2023 resulting in a negative variance of \$155,240. The primary reason for the negative variance is the significant gain on change in derivative liability in the current year's period.

Cash Flow from Financing Activities

During the six month period ended June 30, 2024, cash flow used in financing activities was \$84,482 compared to \$98,261 used for the six month period ended June 30, 2023 resulting in a positive variance of \$13,779.

Cash Flow from Investing Activities

During the six month period ended June 30, 2024, cash flow used in investing activities was \$20,187 compared to \$57,560 for the six month period ended June 30, 2023 resulting a positive variance of \$37,373.

Going Concern

The Company has not yet attained sustainable profitable operations and may be dependent upon obtaining outside financing sources to maintain operations. For these reasons, there may be substantial doubt that the Company will be able to continue operations without continued financing for which there is no assurance.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Recently Issued Accounting Pronouncements

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