

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## BLAQCLOUDS INC

Gas Company Tower - 555 W5th St, Los Angeles, C.A. 90017

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+1 323 723 3734

<https://blaqclouds.com>

[info@blaqclouds.com](mailto:info@blaqclouds.com)

SIC:7372

## Amended Quarterly Report

For the period ending March 31, 2024 (the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

285,278,272 as of March 31, 2024

285,278,272 as of December 31, 2023

### Shell Status

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

Yes:  No:

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

Yes:  No:

### Change in Control

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

Present: **BlaqClouds Inc.**

Current State and Date of Incorporation or Registration: **Nevada. November 17, 2010.**

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

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

Incorporated in Nevada as Mericol, Inc. on November 17, 2010

Changed name to Maxwell Resources, Inc., on August 22, 2012

Changed name to Blaqclouds, Inc. on July 11, 2019

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

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office:

GAS COMPANY TOWER – 555 W5th St Los Angeles. C.A. 90117

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

Check if principal executive office and principal place of business are the same address:

Asia Administration and Development Head Office:

BlaqClouds Campus

National Highway – Jubay, Liloan. – Cebu City, Cebu. Phiippines 6002.

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

### Case Information

Respondent (Participant) - Maxwell Resources, Inc.

Petitioner - Small Cap Compliance, LLC

A-19-788465-P | In the Matter of the Petition of Small Cap Compliance, LLC

Case Number - A-19-788465-P/ Court - Department 26 - Judicial Officer - Sturman, Gloria - File Date - 01/30/2019

Order Appointing Custodian dated April; 22,2019, Eighth Judicial District Court of Nevada, Clark County, Case No. A-19-788465-P

## 2) Security Information

### Transfer Agent

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023)

Name: Transshare Corporation  
Phone: +1(303) 662-1112  
Email: info@transshare.com  
Address: Bayside Center 1- 17755 US Highway 19 N, Suite 140. Clearwater FL 33764

**Publicly Quoted or Traded Securities:**

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

Trading symbol:	<u>BCDS</u>	
Exact title and class of securities outstanding:	<u>COMMON</u>	
CUSIP:	<u>093418101</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	675,000,000	as of date: March 31, 2024
Total shares outstanding:	285,278,272	as of date March 31, 2024
Number of shares in the Public Float <sup>2</sup> :	2,561,349	as of date: March 31, 2024
Total number of shareholders of record:	70	as of date: March 31, 2024

*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 securities outstanding:	<u>PREFERRED</u>	
CUSIP:	<u>093418101</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	5,000,000	as of date: March 31, 2024
Total shares outstanding:	5,000,000	as of date: March 31, 2024
Total number of shareholders of record	1	

**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.**

Dividends as declared; one vote per share; no preemptive rights

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

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Dividends as declared; one vote per share; conversion at par; liquidation preference over common; no redemption or sinking fund provisions

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.									
Date January 1, 2022		Common: 10,278,272 Preferred: 5,000,000	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.
			11/8/22	Issuance	55,000,000	Common	\$.001	No	Marjorie Schaefer	Compensation	Restricted	144
			3/22/23	Issuance	6,500,000	Common	\$.001	No	Vuvu Ventures (Todd Violetter)	Conversion	Unrestricted	144
			3/24/23	Issuance	6,500,000	Common	\$.001	No	Michael Dobbs	Conversion	Unrestricted	144
			8/1/23	Issuance	200,000,000	Common	\$.001	No	Marjorie Schaefer	Compensation	Restricted	144
			9/5/23	Issuance	7,000,000	Common	\$.001	No	Pinnacle Consulting Service (Robert Hymers)	Conversion	Restricted	144

Shares Outstanding on Date of This Report:	
<u>Ending Balance:</u>	
Date March 31, 2024	
Common: 285,278,272	
Preferred: 5,000,000	

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020 through September 30, 2022 pursuant to the tabular format above.

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

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
03/25/2019	23,258	19,000	4,258	Demand	Automatic conversion of common stock @ \$0.001 not exceeding 9.9% of the company common stock.	Vic Devlaeminck	Convertible Loan
05/10/2019	24,400	20,000	4,400	Demand	Unsecured Note with options to convert to common shares of the company	Vic Devlaeminck	Convertible Loan
07/15/2022	12,328	7,500	4,828	01/15/2023	Convertible Shares at \$0.001 with a 50% discount after 6months. Secured OID of 5,000,000 preferred shares.	VUVU VENTURES INC Todd Violette	Convertible Loan
08/03/2022	19,951	12,500	7,451	01/31/2023	Convertible Shares at \$0.001 with a 50% discount after 6months. Secured OID of 80,000,000 common shares.	VUVU VENTURES INC Todd Violette	Convertible Loan
11/22/22	23,258	19,000	4,258	11/22/23	Convertible Shares at \$0.001 with a 50% discount after 6months. Secured OID of 80,000,000 common shares.	VUVU VENTURES INC Todd Violette	Convertible Loan
8/31/22	86,000	80,000	6,000	10/31/22	Convertible Shares at \$0.001 with a 80% discount after 6months.	Vic Devlaeminck	Services (legal/accounting)

1/2/23	112,875	105,000	7,875	4/2/23	Convertible Shares at \$0.001 with a 80% discount after 6months.	Vic Devlaeminck	Services (legal/accounting)
1/2/24	304,500	300,000	4,500	6/30/24	Convertible Shares at \$0.001 with a 80% discount after 6months.	Vic Devlaeminck	Services (legal/accounting)

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

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarket.com](http://www.otcmarket.com)).

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

BlaqClouds is a real estate holding company with substantial real estate holdings in the Philippines. The Company's current holdings have a fair market value of nearly \$2.5 million dollars and plans to continue on a robust acquisition and growth trajectory.

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

None

C. Describe the issuers' principal products or services.

Real estate investment

#### 5) Issuer's Facilities

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

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

For the past 4 years the company has leased its Los Angeles office with WeWork which offers flexible rental costs and access to other regions if required.

The Company currently operates from offices within its owned properties in Manila. There is no additional lease.

#### 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 an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Marjorie Schaefer	CEO-President	Siloam Springs, Arkansas	255,000,000	Common	89.39%	Shares grant full control of the company operations.
			5,000,000	Preferred	100%	

**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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Vic Devlaeminck  
Address 1: 10013 NE Hazel Dell Avenue, Suite 317  
Address 2: Vancouver, WA 98685  
Phone: (503) 806-3533  
Email: jevic321@aol.com

Accountant or Auditor

Name: Vic Devlaeminck, CPA  
Firm:  
Address 1: 10013 NE Hazel Dell Avenue, Suite 317  
Address 2: Vancouver, WA 98685  
Phone: (503) 806-3533  
Email: jevic321@aol.com

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ]: \_\_\_\_\_

Other Service Providers



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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

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

Name: Vic Devlaeminck  
Title: Attorney  
Relationship to Issuer: None – Contracted service provider

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: Vic Devlaeminck  
Title: CPA  
Relationship to Issuer: None – Contracted service provider  
Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **CPA**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

**FINANCIAL STATEMENTS BEGIN AT PAGE 11**

**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.

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<sup>5</sup> 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, Marjorie Schaefer, certify that:

1. I have reviewed this Disclosure Statement for Blaqclouds, 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.

July 22, 2024

/s/ Marjorie Schaefer [CEO's Signature]

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

**BLAQCLOUDS, INC**  
**Financial Statements**  
**Comparative Balance Sheet**  
**March 31, 2024 & December 31, 2023**

	<b>Mar. 31, <u>2024</u></b>	<b>Dec.31, <u>2023</u></b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash on hand, in bank	\$ 2,423	\$ 2,522
<b>Total current assets</b>	2,423	2,522
 <b>Fixed Assets</b>		
Real estate	2,371,891	2,371,891
Furniture & equipment	4,270	4,270
<b>Total fixed assets</b>	2,376,161	2,376,161
<b>Total assets</b>	2,378,584	2,378,683

**BLAQCLOUDS, INC**  
**Financial Statements**  
**Comparative Balance Sheet**  
**March 31, 2024 & December 31, 2023**

**LIABILITIES & SHAREHOLDERS'  
EQUITY**

**LIABILITIES**

**Current Liabilities**

Accounts payable-prof.	75,000	300,000
Accounts payable	273,520	293,406
<b>Total Current Liabilities</b>	348,520	593,406

**Long-term**

**Liabilities**

Mortgages payable	2,286,479	2,286,479
Convertible notes	606,570	299,295
<b>Total Long-term Liabilities</b>	2,893,049	2,585,774

<b>Total liabilities</b>	3,241,569	3,179,180
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**SHAREHOLDERS' EQUITY**

Common stock 675,000 authorized, par value \$.001; issued and outstanding:		
285,278,272 at 12/31/23 & 3/31/24	285,278	285,278
Preferred, 5,000,000 authorized		
vaule \$.001; issued and outstanding: 5,000,000 at 12/31/23 & 3/31/24	5,000	5,000
Additional paid in capital	749,733	749,733
Retained earnings (Deficit)	(1,840,508)	(1,618,742)
Current earnings	(62,488)	(221,766)
<b>Total Stockholders' equity</b>	(862,985)	(800,497)
<b>Total Liabilities and Stockholders' Equity</b>	2,378,584	\$ 2,378,683

**BLAQCLOUDS, INC.**  
**Statement of Income and**  
**Retained Earnings (Deficit)**  
**For the three Months Ended**  
**March 31, 2024 & March 31, 2023**

	Three Months Ended	
	Mar. 31, <u>2024</u>	Mar. 31, <u>2023</u>
<b>Revenue</b>		
Revenue	23,506	3,756
<b>Total Revenue</b>	<b>23,506</b>	<b>3,756</b>
<b>Expenses</b>		
Wages and salaries		-
Utilities		-
Charges and fees		-
Marketing and selling		-
Bank fees	21	39
Computer - internet	45	27
Dues & subscriptions	-	-
Accrued interest	10,895	-
Rent & lease	-	-
Legal & professional	75,000	75,000
Office expense	33	15
Repairs	-	-
Meals & entertainment	-	-
<b>Total Operating Expenses</b>	<b>85,994</b>	<b>75,081</b>
<b>Net Operating income (loss)</b>	<b>(62,488)</b>	<b>(71,325)</b>
<b>Net earnings (loss)</b>	<b>(62,488)</b>	<b>(71,325)</b>

**BLAQCLOUDS, INC.**  
**Statement of Cash Flows**  
**For the Three Months Ended**  
**March 31, 2024 & March 31, 2023**

	<b>Mar. 31,</b> <b><u>2024</u></b>	<b>Mar. 31,</b> <b><u>2023</u></b>
<b>OPERATING ACTIVITIES</b>		
<b>Net Income (Loss)</b>	\$ (62,488)	\$ (71,325)
Adjustments to reconcile net Income (Loss) to net cash provided by operations		
Depreciation	-	-
Accounts receivable	-	-
Accounts payable	(244,886)	68,077
Total Adjustments	(244,886)	68,077
<b>Net cash provided by operating activities</b>	<b>(307,374)</b>	<b>(3,248)</b>
<b>Investing Activities</b>		
<b>Asset acquisition/divestment</b>	-	(1,540,389)
<b>Net cash provided by investment activity</b>	-	-
<b>Financing Activities</b>		
Notes payable	307,275	1,517,637
Contracts payable		
Paid in surplus	-	-
Stock issuance	-	13,000
<b>Net cash from financing activity</b>	<b>307,275</b>	<b>1,530,637</b>
<b>Net cash increase for period</b>	(99)	(13,000)
<b>Cash at beginning of period</b>	2,522	30,035
<b>Cash at end of period</b>	2,423	17,035



BlaqClouds Inc.

## Notes to the Financial Statements

For the Twelve Months Ended March 31, 2024.

### Note 1 - Organization and Operations

#### Nature of Business and Continuance of Operations

BlaqClouds Inc. (the “Company”) was incorporated in the State of Nevada in July 2019. We are a real estate holding company with a focus on international real estate acquisition, development and sales.

These financial statements have been prepared on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. As of March 31, 2023, the Company has dramatically reduced its liabilities by more than half from the previous year and begun to generate revenue from operations.

### Note 2 - Significant and Critical Accounting Policies and Practices

#### (a). Basis of Presentation

These financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States and are expressed in US dollars. The Company’s fiscal year end is December 31.

#### (b). Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to stock-based compensation and deferred income tax asset valuation allowances.

The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources.

The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

**(c). Cash and Cash Equivalents**

The Company considers all highly liquid instruments with an original maturity of three months or less at the time of issuance to be cash equivalents.

**(d). Financial Instruments**

The Company's financial instruments consist principally of cash and cash equivalents, accounts payable and accrued liabilities, short-term debts and due to related parties. Pursuant to ASC 820, *Fair Value Measurements and Disclosures* and ASC 825, *Financial Instruments* the fair value of the Company's cash equivalents is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets.

The Company's planned operations will be international, which results in exposure to market risks from changes in foreign currency exchange rates. The financial risk is the risk to the Company's operations that arise from fluctuations in foreign exchange rates and the degree of volatility of these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company's functional currency for all operations worldwide is the U.S. dollar. Nonmonetary assets and liabilities are translated at historical rates and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Revenues and expenses are translated at average rates for the year. Gains and losses from translation of foreign currency financial statements into U.S. dollars are included in current results of operations.

**(e). Income Taxes**

The Company uses the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income soon and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented.

**(f). Stock-Based Compensation**



We estimate the fair value of each stock option award at the grant date by using the Black-Scholes option pricing model and common shares based on the market price of the Company's common stock on the date of the share grant. The fair value determined represents the cost for the award and is recognized over the vesting period during which an employee is required to provide service in exchange for the award. As share-based compensation expense is recognized based on awards ultimately expected to vest, we reduce the expense for estimated forfeitures based on historical forfeiture rates. Previously recognized compensation costs may be adjusted to reflect the actual forfeiture rate for the entire award at the end of the vesting period. Excess tax benefits, if any, are recognized as an addition to paid-in capital.

(g) Fair value measurements.

When required to measure assets or liabilities at fair value, the Company uses a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used. The Company determines the level within the fair value hierarchy in which the fair value measurements in their entirety fall. The categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Level 1 uses quoted prices in active markets for identical assets or liabilities, Level 2 uses significant other observable inputs, and Level 3 uses significant unobservable inputs. The amount of the total gains or losses for the period are included in earnings that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date. - The Company has no assets or liabilities that are adjusted to fair value on a recurring basis.

(h) Convertible financial instruments

The Company bifurcates conversion options from their host instruments and accounts for them as free-standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not remeasured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

An exception to this rule is when the host instrument is deemed to be conventional, as that term is described under applicable U.S. GAAP.

(i) Beneficial conversion feature

The issuance of the convertible debt generated a beneficial conversion feature ("BCF"), which arises when a debt or equity security is issued with an embedded conversion option that is beneficial to the investor or in the money at inception because the conversion option has an effective strike price that is less than the market price of the underlying stock at the commitment date. The Company recognized the BCF by allocating the intrinsic value of the conversion option, which is the number of shares of common stock available upon conversion multiplied by the difference between the effective conversion price per share and the fair value of common stock per share on the commitment date,

resulting in a discount on the convertible debt (recorded as a component of additional paid-in capital). The discount is amortized to interest expense over the term of the convertible debt.

### **Note 3 - Recent Accounting Pronouncements**

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, Leases (Topic 842). The update modified the classification criteria and requires lessees to recognize the assets and liabilities on the balance sheet for most leases. The update was effective for fiscal years beginning after December 15, 2018, with early adoption permitted. Adoption of this update as of July 1, 2019, did not have a material impact on the Company’s consolidated financial statements because the Company has no long-term operating leases.

In June 2018, the FASB issued ASU 2018-07, Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. The update aligns the accounting for share-based payment awards issued to nonemployees with those issued to employees. Under the new guidance, the nonemployee awards will be measured on the grant date and compensation costs will be recognized when achievement of the performance condition is probable. This new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The adoption of the new guidance on July 1, 2019, did not have a material impact on the Company’s consolidated financial statements. In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework- Changes to the Disclosure Requirements for Fair Value Measurement. The update modifies the disclosure requirements for recurring and nonrecurring fair value measurements, primarily those surrounding Level 3 fair value measurements and transfers between Level 1 and Level 2. The new standard is effective for fiscal years beginning after December 15, 2019, including interim periods within that reporting period. The Company is currently evaluating the new guidance and does not expect it to have a material impact on its consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, ASC Subtopic 470-20 “Debt—Debt with Conversion and Other Options” and ASC subtopic 815-40 “Hedging—Contracts in Entity’s Own Equity”. The standard reduced the number of accounting models for convertible debt instruments and convertible preferred stock. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting; and, (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The amendments in this update are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

As of December 31, 2022, there are no recently issued accounting standards not yet adopted that would have a material effect on the Company's financial statements to have a material impact on the Company's CFS.

#### **Note 4 – Going Concern**

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

#### **Note 5- Notes Payable**

On May 10<sup>th</sup> 2019, the Company entered into a promissory note in the principal amount of \$20,000, with an unrelated third party. The note carries an annual monthly interest rate of \$100 per month and is a demand note. The company is working closely with the note holder to reach a timely settlement.

On March 25<sup>th</sup> 2019, the Company entered a convertible note in the principal amount of \$38,000 with an unrelated third party. The note carries an annual interest rate of 18% with a maturity date on one year from the closing of the note. The loan is currently in default and the company is working closely with the note holder to reach a timely settlement.

On July 25<sup>th</sup>, 2022, the Company entered a convertible note in the principal amount of \$7,500, with an unrelated third party. The note carries an annual interest rate of 12% with a maturity date on January 15<sup>th</sup>, 2023. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.001.

On August 3<sup>rd</sup>, 2022, the Company entered into a convertible note in the principal amount of \$12,500, with an unrelated third party. The note carries an annual interest rate of 12% with a maturity date of January 31<sup>st</sup>, 2023. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.001.

On August 31<sup>st</sup>, 2022, the Company entered into a convertible note in the principal amount of \$80,000, with an unrelated third party. The note carries an annual interest rate of 6% with a maturity date of October 31<sup>st</sup>, 2022. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.001.

On January 2, 2023, the Company entered into a convertible note in the principal amount of \$105,000, with an unrelated third party. The note carries an annual interest rate of 6% with a maturity date of April 30, 2023. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.001.

On January 2, 2024, the Company entered into a convertible note in the principal amount of \$300,000, with an unrelated third party. The note carries an annual interest rate of 6% with a maturity date of June 30, 2024. The debt is due on the maturity date and can be paid in either cash or with the Company's common stock at a fixed price of \$0.001.