

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

SOFTWARE EFFECTIVE SOLUTIONS CORP.

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Austin, Texas 78730

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SIC Code 7371, 7372

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

412,924,141 shares of common stock as of September 30, 2024, and 422,958,116 shares of common stock as of November 19, 2024, respectively.

412,924,141 shares of common stock as of December 31, 2023.

374,997,307 shares of common stock as of December 31, 2022.

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 "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.

The current name of the Issuer is Software Effective Solutions, Inc.

Prior names used: From inception to November 2006, the name of the Issuer was: Gulf Petroleum Exchange Inc.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Louisiana in June 1997 and reinstated on 08/04/2021.**

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

Prior incorporation information for the issuer and any predecessors during the past five years:

Reinstated on 08/04/2021 in the State of Louisiana.

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

None.

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

None.

Address of the issuer's principal executive office:

6500 River Place Blvd, Building 7, Suite 250, Austin, Texas 78730

Address of the issuer's principal place of business:

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

N/A

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

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

2) Security Information

Transfer Agent

Name: Legacy Stock Transfer, Inc.

Phone: 972-/612-4120

Email: info@signaturestocktransfer.com

Address: 14673 Midway Road, Suite 220, Addison, Texas 75001

Publicly Quoted or Traded Securities

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

Trading symbol:	SFWJ
Exact title and class of securities outstanding:	Common Stock
CUSIP:	83403D100
Par or stated value:	\$.001
Total shares authorized:	1,500,000,000 as of date: November 19, 2024
Total shares outstanding:	412,924,141 as of date: November 19, 2024
Total number of shareholders of record:	40 as of date: November 19, 2024

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:	Series A Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	250,000,000 as of date: November 19, 2024
Total shares outstanding (if applicable):	2,000,000 as of date: November 19, 2024
Total number of shareholders of record	Three (3) as of date: November 19, 2024

Exact title and class of the security:	Series B Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	250,000,000 as of date: November 19, 2024
Total shares outstanding (if applicable):	0 as of date: November 19, 2024
Total number of shareholders of record	0 as of date: November 19, 2024

Security Description:

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

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

The holders of the Company's common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to the Company's Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of the Company's common stock. The Company's Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of the Company's common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of the Company's common stock have no preemptive rights to purchase shares of the Company's common stock. The issued and outstanding shares of the Company's common stock are not subject to any redemption provisions and are not convertible into any other shares of the Company's capital stock. Upon liquidation, dissolution or winding up, the holders of the Company's common stock will be entitled to receive pro rata all assets available for distribution to such holders. The Company has never declared or paid any cash dividends on its common stock.

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

Series A Preferred Stock. The Company has designated 250,000,000 shares of preferred stock as Series A Preferred Stock. The Series A preferred stock have voting rights of 500 votes for each share held and have conversion rights of 500 shares of common stock for every one share of preferred.

Series B Preferred Stock. The Company has designated 250,000,000 shares of preferred stock as Series B Preferred Stock. The Series B preferred stock have voting rights of 500 votes for each share held. The Series B preferred stock have no other rights.

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.

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

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)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date <u>December 31, 2021</u> Common: <u>373,330,640</u> Preferred: <u>2,000,000</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 (entities must have individual with voting / investment control disclosed).	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>1/31/2022</u>	<u>NEW ISSUANCE</u>	<u>2,000,000</u>	<u>Series A Preferred</u>	<u>\$0.001</u>	<u>N/A</u>	<u>Xu A Tang</u>	<u>Director Services</u>	<u>Restricted</u>	<u>Sec. 4(a)(2)</u>
<u>3/13/2023</u>	<u>NEW ISSUANCE</u>	<u>50,000</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.04</u>	<u>No</u>	<u>JMV Creative Solutions Inc – Julia Teplitski</u>	<u>Cash</u>	<u>Restricted</u>	<u>Sec. 4(a)(2)</u>
<u>3/20/2023</u>	<u>NEW ISSUANCE</u>	<u>7,500,000</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.04</u>	<u>No</u>	<u>International Monetary -</u>	<u>Business Development Services</u>	<u>Restricted</u>	<u>Sec. 4(a)(2)</u>
<u>3/26/2023</u>	<u>NEW ISSUANCE</u>	<u>15,000,000</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.04</u>	<u>No</u>	<u>Ray Purdon</u>	<u>Consulting/Advisory Services – Blaine Riley</u>	<u>Restricted</u>	<u>Sec. 4(a)(2)</u>
<u>7/26/2023</u>	<u>NEW ISSUANCE</u>	<u>4,800,000</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.075</u>	<u>No</u>	<u>Igala Commonwealth Limited -</u>	<u>Consulting/Advisory Services</u>	<u>Restricted</u>	<u>Sec. 4(a)(2)</u>
<u>11/30/2023</u>	<u>NEW ISSUANCE</u>	<u>576,834</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.03</u>	<u>No</u>	<u>Christian Chavez</u>	<u>Consulting/Advisory Services</u>		<u>Sec. 4(a)(2)</u>
<u>12/6/2023</u>	<u>NEW ISSUANCE</u>	<u>10,000,000</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.05</u>	<u>No</u>	<u>Hybrid Financial Ltd</u>	<u>Consulting/Advisory Services</u>		<u>Sec. 4(a)(2)</u>
<u>7/22/2024</u>	<u>NEW ISSUANCE</u>	<u>3,351,600</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Real Time Funding Resources LLC (Mark Davis)</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>7/25/2024</u>	<u>NEW ISSUANCE</u>	<u>1,666,667</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Real Time Funding Resources LLC (Mark Davis)</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>9/9/2024</u>	<u>NEW ISSUANCE</u>	<u>1,676,895</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Real Time Funding Resources LLC (Mark Davis)</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>9/19/2024</u>	<u>NEW ISSUANCE</u>	<u>1,666,667</u>	<u>COMMON CLASS</u> <u>A</u>	<u>\$0.03</u>	<u>Yes</u>	<u>Real Time Funding Resources LLC (Mark Davis)</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Regulation A</u>

9/27/2024	NEW ISSUANCE	1,672,146	COMMON CLASS A	\$0.03	Yes	Real Time Funding Resources LLC (Mark Davis)	Note Conversion	Unrestricted	Regulation A
10/2/2024	NEW ISSUANCE	1,666,667	COMMON CLASS A	\$0.03	Yes	Real Time Funding Resources LLC (Mark Davis)	Note Conversion	Unrestricted	Regulation A
Shares Outstanding on Date of This Report: Ending Balance: Date November 19, 2024									
Common: 422,958,116 Preferred: 2,000,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
10/26/2021	37,068	30,000	7,068	see below	\$0.03	Matt Bentley	Loan
10/26/2021	12,356	10,000	2,356	see below	\$0.03	Dallas Gremillion	Loan
10/27/2021	74,124	60,000	14,124	see below	\$0.03	Isaac Elizondo	Loan
10/27/2021	42,733	35,000	7,533	see below	\$0.03	David Hafner	Loan
10/27/2021	30,885	25,000	5,885	see below	\$0.03	Steven Ankerstar	Loan
11/02/2021	92,556	75,000	17,556	see below	\$0.03	Patrick Merchant	Loan
11/03/2021	12,339	10,000	2,339	see below	\$0.03	Chris Griffin	Loan
11/03/2021	30,847	25,000	5,847	see below	\$0.03	John Bacon	Loan
11/03/2021	12,339	10,000	2,339	see below	\$0.03	Rodrigo Diaz	Loan
11/03/2021	18,508	15,000	3,508	see below	\$0.03	Alexander Vandewalle	Loan
11/09/2021	12,325	10,000	2,325	see below	\$0.03	Luis Garcia	Loan
11/10/2021	55,455	45,000	10,455	see below	\$0.03	Emilio Salazar	Loan

<u>11/19/2021</u>	<u>49,214</u>	<u>40,000</u>	<u>9,214</u>	<u>see below</u>	<u>\$0.03</u>	<u>Tonie Lozano and Craig D. DiGiulio</u>	<u>Loan</u>
<u>12/02/2021</u>	<u>30,688</u>	<u>25,000</u>	<u>5,688</u>	<u>see below</u>	<u>\$0.03</u>	<u>Francisco Flores</u>	<u>Loan</u>
<u>3/21/2022</u>	<u>24,072</u>	<u>20,000</u>	<u>4,072</u>	<u>see below</u>	<u>\$0.03</u>	<u>Jamie Lopiccolo</u>	<u>Loan</u>
<u>3/21/2022</u>	<u>24,072</u>	<u>20,000</u>	<u>4,072</u>	<u>see below</u>	<u>\$0.03</u>	<u>Matthew V Greiner</u>	<u>Loan</u>
<u>3/24/2022</u>	<u>24,072</u>	<u>20,000</u>	<u>4,072</u>	<u>see below</u>	<u>\$0.03</u>	<u>Doug Jones</u>	<u>Loan</u>
<u>11/15/2022</u>	<u>28,768</u>	<u>25,000</u>	<u>3,768</u>	<u>11/15/202</u>	<u>\$0.03</u>	<u>David Hafner</u>	<u>Loan</u>
<u>5/25/2023</u>	<u>11,085</u>	<u>10,000</u>	<u>1,085</u>	<u>5/25/2024</u>	<u>\$0.03</u>	<u>Joel Allen</u>	<u>Loan</u>
<u>6/1/2023</u>	<u>55,238</u>	<u>50,000</u>	<u>5,238</u>	<u>6/1/2024</u>	<u>\$0.03</u>	<u>Joshua T Dickinson</u>	<u>Loan</u>
<u>7/13/2023</u>	<u>54,899</u>	<u>50,000</u>	<u>4,899</u>	<u>7/13/2024</u>	<u>\$0.03</u>	<u>NW Family Group -</u>	<u>Loan</u>
<u>10/10/2023</u>	<u>10,780</u>	<u>10,000</u>	<u>780</u>	<u>10/10/2024</u>	<u>\$0.03</u>	<u>Stephanie Rodriguez</u>	<u>Loan</u>
<u>10/10/2023</u>	<u>10,780</u>	<u>10,000</u>	<u>780</u>	<u>10/10/2024</u>	<u>\$0.03</u>	<u>Alexander C Vandewalle and Angela Vates</u>	<u>Loan</u>
<u>11/10/2023</u>	<u>10,712</u>	<u>10,000</u>	<u>712</u>	<u>11/10/2024</u>	<u>\$0.03</u>	<u>Rebecca Donovan Rye</u>	<u>Loan</u>
<u>7/16/2024</u>	<u>50,844</u>	<u>50,000</u>	<u>844</u>	<u>6/13/2025</u>	<u>\$0.03</u>	<u>Eliso Diaz, Daniela Ballican-Diaz Rev Trust</u>	<u>Services</u>

*****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:

In the 4th quarter 2021, the Company issued Convertible Notes to 15 individuals for \$430,000. The notes are payable in 180 days and carry an interest rate of 8% per annum.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

Background

Software Effective Solutions Corp is a Louisiana corporation originally incorporated in 1999. On October 25, 2021, our company acquired MedCana, Inc., a Nevada corporation, pursuant to an agreement and plan of exchange. MedCana, Inc. (Nevada) owns assets in Nevada, and also in the country of Colombia. The Nevada assets are computer software and hardware, and also databases and web servers hosted in the United States. The Colombian assets are 5 businesses; each business owns 3 Colombian (federally issued) territorial-based licenses that permit cultivation and food/pharmaceutical processing of cannabis, for a total of 15 licenses. The licenses are legal permits that have monetary value. The value is based on two criteria: 1) the actual cost of owning the license (and also based on the purchase price of the licenses itself), and 2) the license grants the usage of land specified within the contract license, which is worth of the future farm yields (crop yields) that have a market value at the time of harvesting and reselling the crop.

TOKAN Corporation sold its software and hardware assets and Intellectual Property assets to the Company for 63,000,000 shares of common stock of the Company. The agreement was made on August 15, 2021. This constitutes approximately 63% of the total issued and outstanding common shares. The software and hardware, and Intellectual Property assets are the most important assets for the Company because it will persist and be constantly upgraded to the most modern technology, and compete with other software/hardware systems.

MedCana, Inc.'s Colombian assets, which shall be used to supplement the Company's software, include 5 businesses, located in the country of Colombia. Each of these 5 businesses hold (own) 3 Colombian (federally issued) territorial-based licenses that permit cultivation and food/pharmaceutical processing of cannabis. The total number of licenses is 15 (fifteen) altogether.

The licenses are legal permits that have monetary value. The value is based on two criteria: 1) the actual cost of owning the license (and also based on the purchase price of the licenses itself), and 2) the license grants the usage of land specified within the contract license, which is worth of the future farm yields (crop yields) that have a market value at the time of harvesting and reselling the crop. Medcana also owns a 60% stake in Eko2o S.A.S, a company that sells and services agricultural technology solutions, irrigation systems, sensors and monitoring systems, and green houses.

The Company expects that it will develop the software/hardware/Intellectual Property for its own private use at first, so that it can test the robustness of the software. After thorough testing and software upgrades, it will aspire to add unique features that will make it enticing for other cannabis vendors to use the software, and so we aim to sell them the software/hardware.

Product Offerings

1. Sell companies or individuals the software and hardware as a package, contained in a Virtual Machine, so that they can host it onto their own servers. The Company will send a Virtual Machine file, which is compatible with the most popular Virtual Machine engines - Docker, Amazon Web Servers Containers, VMWare, or Virtual Box
2. Alternatively, we can offer a 24/7 online subscription model, which requires us to give them an APP, such as an application that interfaces with our main servers, as a client/server model. It is also known as a SaaS (software as a service), which means that we will give them a subscription based model of paying for the usage of our software. Integration will be seamless to them, but more complex for the Company to perform because the Company would have to anticipate all of the permutations that a typical cannabis dispensary company, pharmaceutical company, cannabis reseller, would need in order for it to be useful for them.

The sales are anticipated to be segmented into 2 business verticals: 1) software/hardware/intellectual property, and 2) physical sale of crop yields to local and international buyers. Because the software/hardware requires a ramp up period versus the physical farming is simpler, the first product anticipated to provide sales is #2, which is the Cannabis plant material. For the longevity of revenues, we expect it to pivot to #1, which is the software/hardware SaaS offering.

Our original business plan is Content Management Systems, CMS. And we are not deviating from this business plan. We are still aiming to be a software/hardware/IP company, and our extra land assets in Colombia aim to give us revenue, which we will send its profits to the farming and to the American software/hardware.

The subscriber-based product offerings brought forth are Software as a Service (SaaS) subscription models (recurring revenue model). Specifically, the Company has identified the need for reliable Inventory Tracking Services for the growing Marijuana Dispensary and Cannabis Derivative sector. The reason for choosing the Marijuana Dispensary and Cannabis Derivative Inventory Tracking System is because: A) There are numerous public companies that are selling these products and may need the expertise of tracking their items. B) Having clients that are publicly traded adds legitimacy and has advantageous marketing aspects. And C) We have a good working knowledge of how and where the hosting servers are domiciled, in order to abide by all regulations set forth upon the industry, so that the Company can help these marijuana start-up businesses be compliant.

The Company has programming expertise and knowledge to execute and code the software lifecycle and relevant use-cases, to make a viable SaaS platform for vendors of Cannabis, growers of Cannabis, and related hardware vendors, in order to track their products. (This is known in the industry as Seed to Store tracking). The Company has chosen Amazon.com's AWS hosting to be the prime hosting vendor for this project because it has geographical load balancing and can abide by the appropriate jurisdictions that then legally serve its content to our clients.

The Business Plan, and Software Plan

Software / Hardware / IP Offering.

The Software/Hardware/IP constitutes about 60% of the Company's focus. Upon clinical research, the cannabis industry is fragmented due to various software that vendors use, and a lack of integration. This is analogous to how accounting software companies in the 1990's aimed to be the leader, and then they all distilled down via takeovers and buyouts, to only 3 big vendors in the early 2010's - Simply Accounting, Quickbooks, and Sage.

The figure below shows how fragmented the cannabis software industry is currently. We anticipate that it will be reduced to 3 leaders.

CANNATECH ECOSYSTEM STACK 420MSP



Platform for Cannabis Operators

Our powerful, easy-to-use software connects your production, sales, accounting and executive teams in a centralized platform to help streamline your supply chain and keep you compliant with state regulations.

Manufacturing



Keep your finished goods and components in sync with product assembly and waste tracking.

Distribution



Create and fulfill orders across multiple warehouses with ease.

CRM



Manage your relationships with vendors and retailers, manage tasks, and track all activity.

Order Management



Create orders, invoices and shipments, managing A/P and A/R every step of the way international payment processing.

Inventory



Track and audit your live inventory levels, packages, and batches in one place.

Testing



Easily track and retrieve test results.

Software Competitors

www.groweriq.com

Cannabis software and business solution covers the requirements of compliant seed-to-sale tracking and data reporting in every state. Tracking and reporting tools customized to your jurisdiction's regulations,

<https://www.workwave.com/cannabis-delivery-software/>

Complete seed to delivery software with logistics tracking.

<https://www.biotrack.com/>

Tracking and reporting tools customized to your jurisdiction's regulations, plus tons of extra features to help you operate every aspect of your licensed cannabis business including comprehensive reports, data-driven marketing tools, integrated hardware for minimal data entry, and customizable workflows

<https://www.kler.io/logistics>

Visibility into operations promotes effective management of the product lifecycle.

From inventory control to distribution, KLER provides solutions to ease inventory management and shipping compliance.

KLER equips you to manage everything from order acquisition to product destination via a robust software platform. The result is better accuracy and efficiency, and more streamlined processes.

Our Software Offering is Unique:

We provide Cannabis/CBD seed to delivery software in the USA, Canada and Internationally. Our software provides, tracking, logistics, compliance, and payment processing. We employ software engineers in the USA and Canada this is our primary business. We look to have farming operations outside the USA and Canada. Our goal is to offer end to end customer software, logistics and product supply.

Our business goals for the software are:

- Make English language software. And brand our software to be the “cutting edge” and most user friendly cannabis software in the world.
- Make money from our Colombian assets to expand our software offerings: Expand quickly to become one of the largest, if not the largest, diversified growth, certified processing, and exporting operation in Colombia.
- Create unique patentable products (or even farming processes if we come across a reproducible technique) through our research and development actions.
- Create a recognizable brand that is synonymous to good quality and good reputation.

- Create globally certified pharmaceutical grade extracts, if we are able to make connections with pharmacologists and laboratories.
- Use our own software and advertise how well our software is.

The Colombian assets will help us grow our software offering. We have a solid physical asset, and there are limitations on its yield. However, if those profits are reinvested into software, the Return on Investment (ROI) and EPS will be much higher if we stay the course of maintaining as a software company.

Plan for Our Colombian Assets

Our Assets in Colombia aim to provide profit which will go into the software/hardware offering.

The Company, via its MedCana, Inc. acquisition, secured five businesses with three licenses each. Business #1 intends to administrate all of the shipping and movement of product for Businesses #2, #3,#4, and #5. Business #2 intends to produce with THC, Business #3 intends to produce products without THC; Business #4 is to process cannabis, and Business #5 is to sell the products. total of 15 licenses. The companies are located in the city of Marinilla in Colombia.

The licenses granted/issued by Colombia allow for various activities, which include general handling of cannabis, growing of the plant, and processing of the crop year, ergo why 3 licenses are required for each business.

The five businesses are named and have been registered in the country of Colombia. They are named:

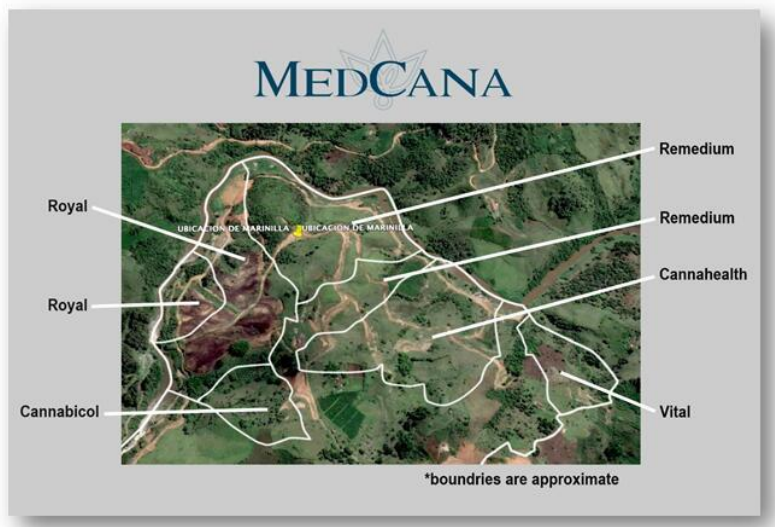
1. REMEDIUM S.A.S, ROYAL
2. CANNABIS DE COLOMBIA S.A.S
3. CANNEHEALTH BUSINESS S.A.S
4. VITAL CANNABIS S.A.S
5. CANNABICOLOMBIA GROUP S.A.S

The following table is the specification of the land size, crop, and plant varietal that each business can perform:

Business	Location	AREA M2	Area Acres	Type of Crop	Variety
REMEDIUM S.A.S	Marinilla	88,350	21.83	Greenhouse	THC/Non THC
		30,551	7.55	Open air	Non THC
ROYAL CANNABIS DE COLOMBIA S.A.S	Marinilla	20,457	5.06	Greenhouse	THC/Non THC
		108,299	26.76	Open air	Non THC
CANNEHEALTH BUSINESS S.A.S	Marinilla	90,000	22.24	Greenhouse	THC/Non THC
VITAL CANNABIS S.A.S	Marinilla	30,527	7.54	Greenhouse	THC/Non THC
CANNABICOLOMBIA GROUP S.A.S	Marinilla	40,000	9.88	Greenhouse	THC/Non THC
Total		408,184	100.86		

Properties

The Antioquia Valley, near Medellin, is the optimal location for cannabis growth, as it sits 5,000 feet above sea level, with perfect spring-like weather year-round. Since Antioquia has the region's best possible climate and soil, it allows four complete growth cycles.



Company	Location	AREA M2	Area Acres	Type of Crop	Variety
REMEDIO S.A.S	Marinilla	88,350	21.83	Greenhouse	THC/Non THC
		30,551	7.55	Open air	Non THC
ROYAL CANNABIS DE COLOMBIA S.A.S	Marinilla	20,457	5.06	Greenhouse	THC/Non THC
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CANNABICOLOMBIA GROUP S.A.S	Marinilla	40,000	9.88	Greenhouse	THC/Non THC
Total		408,184	100.86		

Environmental Protection

We are committed to high environmental standards and carries out our activities and operations in compliance with all relevant and applicable environmental regulations and best industry practices. Costs of environmental regulatory compliance are not expected to be significant.

Employees, Specialized Skill and Knowledge

Our operations are managed by our sole director and officer, Jose Gabriel Diaz. Mr. Diaz possesses a wide range of professional skills that are relevant to pursuing and executing our business strategy. These skills include strong technical skills, expertise in planning and financial controls, ability to execute on business development opportunities, capital markets expertise and entrepreneurial experiences which will allow us to effectively identify, evaluate and execute on value-added initiatives. Additional employees are expected to be hired as our operational levels increase.

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

MedCana, Inc., a Nevada corporation wholly owned by the Company.

C. Describe the issuer's principal products or services.

See information included in Section 4(A), which is incorporated herein.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

The Antioquia Valley, near Medellin, is the optimal location for cannabis growth, as it sits 5,000 feet above sea level, with perfect spring-like weather year-round. Since Antioquia has the region's best possible climate and soil, it allows four complete growth cycles.

Company	Location	AREA M2	Area Acres	Type of Crop	Variety
REMEDIO S.A.S	Marinilla	88,350	21.83	Greenhouse	THC/Non THC
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		108,299	26.76	Open air	Non THC
CANNEHEALTH BUSINESS S.A.S	Marinilla	90,000	22.24	Greenhouse	THC/Non THC
			-		
VITAL CANNABIS S.A.S	Marinilla	30,527	7.54	Greenhouse	THC/Non THC
			-		
CANNABICOLOMBIA GROUP S.A.S	Marinilla	40,000	9.88	Greenhouse	THC/Non THC
			-		
Total		408,184	100.86		

The Company leases its principal executive offices which are located at 6500 River Place Boulevard, Building 7, Suite 250, Austin, Texas 78730.

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.

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
Jose Gabriel Diaz	CEO, CFO, Director	Austin, Texas	15,000,000	Common Stock	3.5%	See Note A below.
			510,000	Series A Preferred Stock	25.5%	
Emilio Guarjardo	5% Owner	Cedar Park, Texas	55,000,000	Common Stock	13.00%	
Xu A. Tang	5% Owner	Delta, British Columbia	26,416,294	Common Stock	6.2%	
Julie Hale	5% Owner	Austin, Texas	510,000	Series A Preferred Stock	25.5%	See Note A below.
Tamian S.A.S. (Andres Gonzalez Escobar)	5% Owner	Medellin, Colombia	980,000	Series A Preferred Stock	49.00%	See Note A below.
Note A	Each share of Series A Preferred Stock may be converted, at any time, into 500 shares of our common stock. Due to the superior voting rights of the Series A Preferred Stock, the owners of the shares of Series A Preferred Stock will, therefore, be able to control the management and affairs of the Company, as well as matters requiring the approval by Company shareholders, including the election of directors, any merger, consolidation or sale of all or substantially all of Company assets, and any other significant corporate transaction.					

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None.

8) Third Party 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: Eric Newlan, Esq.
Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road, Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: Rachel Boulds
Rachel Boulds CPA, PLLC
Address 1: 6371 S. Glenoaks Street
Address 2: Murray, Utah 84107
Phone: (801) 230-3945
Email:

Investor Relations

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

All other means of Investor Communication:

Twitter: N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
Instagram: N/A

Other Service Providers

Provide the name of any other service provider(s) **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: **Eric Newlan**

Title: **Managing Member, Newlan Law Firm, PLLC**

Relationship to Issuer: **Outside Counsel**

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

IFRS

U.S. GAAP

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

Name: **Rachel Boulds**

Title: **Principal, Rachel Boulds CPAS, PLLC**

Relationship to Issuer: **Outsourced CPA**

Describe the qualifications of the person or persons who prepared the financial statements⁽⁵⁾: **Ms. Boulds is a licensed CPA in the State of Utah.**

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

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.

[CERTIFICATION PAGE FOLLOWS]

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Jose Gabriel Diaz, certify that:

1. I have reviewed this Disclosure Statement for **Software Effective Solutions, 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.

Dated: November 19, 2024

/s/ Jose Gabriel Diaz
Chief Executive Officer

Principal Financial Officer:

I, Jose Gabriel Diaz, certify that:

1. I have reviewed this Disclosure Statement for **Software Effective Solutions, 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.

Dated: November 19, 2024

/s/ Jose Gabriel Diaz
Chief Financial Officer

SOFTWARE EFFECTIVE SOLUTIONS CORP.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

<u>ASSETS</u>	September 30, 2024	December 31, 2023
Current Assets:		
Cash	\$ 15,176	\$ 5,531
Prepaid stock compensation	—	650,000
Total current assets	15,176	655,531
Other Assets:		
Intangible assets – licensing rights	312,500	500,000
Intangible assets - other	3,717,000	3,717,000
Total other assets	4,029,500	4,217,000
Total Assets	\$ 4,044,676	\$ 4,872,531
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
<u>(DEFICIT)</u>		
Current Liabilities:		
Accounts payable	\$ 10,839	\$ 8,839
Accrued interest	137,183	93,535
Loans payable - related parties	269,259	217,259
Convertible notes payable	697,200	647,200
Loans payable	570,000	562,500
Total Current Liabilities	1,684,481	1,529,333
Total Liabilities	1,684,481	1,529,333
Stockholders' Equity (Deficit):		
Series B preferred stock, par value \$0.001; 250,000,000 shares authorized, no shares issued and outstanding	—	—
Series A preferred stock, par value \$0.001; 250,000,000 shares designated, 2,000,000 shares issued and outstanding	2,000	2,000
Common stock, par value \$0.001; 1,500,000,000 shares authorized 412,924,141 shares issued and outstanding	95,002	84,967
Common stock to be issued	3,967,000	3,967,000
Additional paid in capital	4,021,743	3,730,757
Accumulated equity (deficit)	(5,725,550)	(4,441,526)
Total Stockholders' Equity (Deficit)	2,360,195	3,343,198
Total Liabilities and Stockholders' Equity (Deficit)	\$ 4,044,676	\$ 4,872,531

The accompanying notes are an integral part of these unaudited consolidated financial statements.

SOFTWARE EFFECTIVE SOLUTIONS CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating Expenses:				
General and administrative	\$ 105,921	\$ 6,720	\$ 176,855	\$ 39,197
Amortization expense	62,500	—	187,500	
Stock compensation - consulting	200,000	671,912	800,000	1,094,285
Total operating expenses	368,421	678,632	1,164,355	1,133,482
Loss from operations	(368,421)	(678,632)	(1,164,355)	(1,133,482)
Other expense:				
Interest expense	(89,962)	(12,511)	(119,669)	(35,729)
Total other expense	(89,962)	(12,511)	(119,669)	(35,729)
Net loss	\$ (458,383)	\$ (691,143)	\$ (1,284,024)	\$ (1,169,211)
Net loss per share, basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding, basic and diluted	417,324,611	401,042,960	414,407,083	391,853,901

The accompanying notes are an integral part of these unaudited consolidated financial statements.

SOFTWARE EFFECTIVE SOLUTIONS CORP.
CONSOLIDATED STATEMENTS OF CHANGES TO STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Unaudited)

	Series A Preferred Stock		Common Stock		Additional Paid in Capital	Common Stock To be Issued	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Balance at December 31, 2023	2,000,000	\$ 2,000	412,924,141	\$ 84,967	\$ 3,730,757	\$ 3,967,000	\$ (4,441,526)	\$ 3,343,198
Net loss	—	—	—	—	—	—	(386,021)	(386,021)
Balance at March 31, 2024	2,000,000	2,000	412,924,141	84,967	3,730,757	3,967,000	(4,827,547)	2,957,177
Net loss	—	—	—	—	—	—	(439,620)	(439,620)
Balance at June 30, 2024	2,000,000	2,000	412,924,141	84,967	3,730,757	3,967,000	(5,267,167)	2,517,557
Stock issued for conversion of debt	—	—	10,033,975	10,035	290,986	—	—	301,021
Net loss	—	—	—	—	—	—	(458,383)	(458,383)
Balance at September 30, 2024	<u>2,000,000</u>	<u>\$ 2,000</u>	<u>422,958,116</u>	<u>\$ 95,002</u>	<u>\$ 4,021,743</u>	<u>\$ 3,967,000</u>	<u>\$ (5,725,550)</u>	<u>\$ 2,360,195</u>

	Series A Preferred Stock		Common Stock		Additional Paid in Capital	Common Stock To be Issued	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Balance at December 31, 2022	2,000,000	\$ 2,000	374,997,308	\$ 47,040	\$ 1,980,000	\$ 3,967,000	\$ (2,856,180)	\$ 3,139,860
Common stock issued for services	—	—	22,500,000	22,500	840,000	—	—	862,500
Common stock issued for cash	—	—	50,000	50	1,950	—	—	2,000
Net loss	—	—	—	—	—	—	(112,120)	(112,120)
Balance at March 31, 2023	2,000,000	2,000	397,547,308	69,590	2,821,950	3,967,000	(2,968,300)	3,892,240
Net loss	—	—	—	—	—	—	(365,948)	(365,948)
Balance at June 30, 2023	2,000,000	2,000	397,547,308	69,590	2,821,950	3,967,000	(3,334,248)	3,526,292
Common stock issued for services	—	—	4,800,000	4,800	355,320	—	—	360,000
Net loss	—	—	—	—	—	—	(691,143)	(691,143)
Balance at September 30, 2023	<u>2,000,000</u>	<u>\$ 2,000</u>	<u>402,347,308</u>	<u>\$ 74,390</u>	<u>\$ 3,177,150</u>	<u>\$ 3,967,000</u>	<u>\$ (4,025,391)</u>	<u>\$ 3,195,149</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

SOFTWARE EFFECTIVE SOLUTIONS CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (1,284,024)	\$ (1,169,211)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization expense	187,500	—
Stock compensation expense	650,000	924,500
Debt issued for consulting expense	100,000	—
Debt discount	125,000	—
Changes in Operating Assets and Liabilities:		
Accounts payable	2,000	1,162
Accrued interest	44,669	35,729
Net Cash Used in Operating Activities	<u>(174,855)</u>	<u>(207,820)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
	<u>—</u>	<u>—</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from loans – related party	52,000	89,860
Proceeds from loans payable	132,500	119,700
Net Cash Provided by Financing Activities	<u>184,500</u>	<u>209,560</u>
Net change in cash	9,645	1,740
Cash, beginning of period	5,531	3,084
Cash, end of period	<u>\$ 15,176</u>	<u>\$ 4,824</u>
Cash paid during the period for:		
Interest paid	<u>\$ —</u>	<u>\$ —</u>
Income taxes paid	<u>\$ —</u>	<u>\$ —</u>
Supplemental Disclosure of Non-Cash Activity:		
Common shares granted for acquisitions	<u>\$ —</u>	<u>\$ 862,500</u>
Common shares issued for debt	<u>\$ 301,021</u>	<u>\$ —</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

SOFTWARE EFFECTIVE SOLUTIONS CORP.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2024

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

Software Effective Solutions Corp. (the “Company”) was incorporated under the laws of the State of Louisiana in June 1997. The Company changed its name to Software Effective Solutions Corp. in November 2006.

October 25, 2021, the Company acquired all the equity of MedCana, Inc., a Nevada corporation pursuant to an agreement and plan of exchange, making MedCana a 100% owned subsidiary.

Effective January 4, 2022, Maximum Ventures, LLC, a Company controlled by Xu A Tang, former Director, sold their 2,000,000 shares of Series A Preferred Stock to Gabriel Diaz (510,000 shares), Julie Hale (510,000 shares), and Tamian S.A.S. (980,000 shares). The sale of the Series A Preferred Stock effective a change of control of the Company.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending December 31, 2024.

Use of Estimates

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

Principles of Consolidation

The unaudited consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, MedCana, Inc. Any intercompany transactions are eliminated in consolidation.

Concentrations of Credit Risk

We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. We believe we are not exposed to any significant credit risk on cash.

Intangible Assets

The Company accounts for its intangible assets in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Subtopic 350-30, *General Intangibles Other Than Goodwill*. ASC Subtopic 350-30, which requires assets to be measured based on the fair value of the consideration given or the fair value of the assets (or net assets) acquired, whichever is more clearly evident and, thus, more reliably measurable. Under ASC Subtopic 350-30 any intangible asset with a useful life is required to be amortized over that life and the useful life is to be evaluated every reporting period to determine whether events or circumstances warrant a revision to the remaining period of amortization. If the estimate of useful life is changed the remaining carrying amount of the intangible asset is amortized prospectively over the revised remaining useful life. Costs to renew or extend the term of an intangible assets are recognized as an expense when incurred.

Impairment of Long-Lived Assets

The Company periodically reviews the carrying value of its long-lived assets held and used at least annually or when events and circumstances warrant such a review. If significant events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable, the Company performs a test of recoverability by comparing the carrying value of the asset or asset group to its undiscounted expected future cash flows. Cash flow projections are sometimes based on a group of assets, rather than a single asset. If cash flows cannot be separately and independently identified for a single asset, the Company determines whether impairment has occurred for the group of assets for which it can identify the projected cash flows. If the carrying values are in excess of undiscounted expected future cash flows, it measures any impairment by comparing the fair value of the asset group to its carrying value. If the fair value of an asset or asset group is determined to be less than the carrying amount of the asset or asset group, impairment in the amount of the difference is recorded.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the unaudited 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.

NOTE 3 – GOING CONCERN

The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business. As reflected in the accompanying unaudited financial statements, the Company has no revenue or an established source of revenue. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 - CONVERTIBLE NOTES PAYABLE

During the 4th quarter 2021, the Company issued Convertible Notes to 15 individuals for \$430,000. The notes are payable in 180 days and carry an interest rate of 8% per annum. The notes are convertible into shares of common stock at \$0.03 per share. On November 30, 2023, one of the note holders converted principal and interest of \$15,000 and \$2,304, respectively, into 576,833 shares of common stock. As of September 30, 2024, there is \$96,942 of accrued interest on these notes. These notes are in default.

During the year ended December 31, 2022, the Company issued Convertible Notes to three individuals for \$20,000 each. The notes are payable in 180 days and carry an interest rate of 8% per annum. The notes are convertible into shares of common stock at \$0.03 per share. As of September 30, 2024, there is \$12,204 of accrued interest on these notes. These notes are past due.

On November 15, 2022, the Company issued a Convertible Note to an individual for \$25,000. The note matures in one year and carries an interest rate of 8% per annum. The note is convertible into shares of common stock at \$0.03 per share. As of September 30, 2024, there is \$3,768 of accrued interest on this note.

During Q2 2023, the Company issued Convertible Notes to two individuals for \$10,000 and \$50,000, respectively. The notes mature in one year and carry an interest rate of 8% per annum. The notes are convertible into shares of common stock at \$0.03 per share. As of September 30, 2024, there is \$6,326 of accrued interest on these notes.

During Q3 2023, the Company issued a Convertible Note to an individual for \$50,000. The note matures in one year and carries an interest rate of 8% per annum. The note is convertible into shares of common stock at \$0.03 per share. As of September 30, 2024, there is \$4,899 of accrued interest on this note.

During Q4 2023, the Company issued Convertible Notes to three individuals for \$10,000 each. The notes mature in one year and carry an interest rate of 8% per annum. The notes are convertible into shares of common stock at \$0.03 per share. As of September 30, 2024, there is \$2,273 of accrued interest on these notes.

On June 13, 2024, the Company issued a Convertible Note to Real Time Funding Resources, LLC for \$50,000. The note was issued for services. The note matures in one year and carries an interest rate of 8% per annum. The note is convertible into shares of common stock at \$0.03 per share.

On June 14, 2024, the Company issued a Convertible Note to Real Time Funding Resources, LLC for \$50,000. The note was issued for \$25,000 cash and a \$25,000 OID. The note matures in one year and carries an interest rate of 8% per annum. The note is convertible into shares of common stock at \$0.03 per share.

On July 10, 2024, the Company issued a Convertible Note to Real Time Funding Resources, LLC for \$50,000. The note was issued for services. The note matures in one year and carries an interest rate of 8% per annum. The note is convertible into shares of common stock at \$0.03 per share.

On September 9, 2024, the Company issued a Convertible Note to Real Time Funding Resources, LLC for \$50,000. The note matures in one year and carries an interest rate of 8% per annum. The note is convertible into shares of common stock at \$0.03 per share.

On September 19, 2024, the Company issued a Convertible Note to Real Time Funding Resources, LLC for \$50,000. The note was issued for \$25,000 cash and a \$25,000 OID. The note matures in one year and carries an interest rate of 8% per annum. The note is convertible into shares of common stock at \$0.03 per share.

On September 27, 2024, the Company issued a Convertible Note to Real Time Funding Resources, LLC for \$50,000. The note was issued for \$25,000 cash and a \$25,000 OID. The note matures in one year and carries an interest rate of 8% per annum. The note is convertible into shares of common stock at \$0.03 per share.

During the quarter ended September 30, 2024, Real Time Funding Resources, LLC, converted total principal and interest of \$300,000 and \$1,019, respectively, into 10,033,975 shares of common stock.

NOTE 5 – LOANS PAYABLE

Since June 2022 Ridge Point Capital LLC (“Ridge Point”), has loaned the Company money to pay for general operating expenses. The loans accrue interest at 8% and are due on demand. As of September 30, 2024, there is \$70,000 and \$10,814 of principal and accrued interest, respectively, due to Ridge Point.

As of September 30, 2024, the Company has total loans payable due to Taiman S.A.S of \$500,000. Refer to Note 6 for details.

NOTE 6 – ACQUISITIONS / INTANGIBLE ASSETS

On January 5, 2022, the Company entered into a Share Purchase Agreement whereby it secured the acquisition of five businesses it purchased from Taiman S.A.S. The businesses are located in the country of Colombia. Each of these five businesses owns three Colombian (federally issued) jurisdictional licenses that permit cultivation and food/pharmaceutical processing of cannabis. The businesses are being purchased for a purchase price of \$500,000 and 250,000 shares of common stock. The total purchase price of \$750,000 has been capitalized as Intangible Assets – Licensing Rights. As of September 30, 2024, the shares have not yet been issued by the transfer agent and are disclosed as common stock to be issued. In addition, the Company has accounted for a \$500,000 note payable.

On September 6, 2022, the Company entered into an Asset Purchase Agreement with Tokan Corporation whereby the Company acquired various intangible assets, including but not limited to, proprietary software for the international tracking of seeds, vegetation and CBD oils; proprietary software for email targeting and search engine optimization and various marketing materials. The Company acquired the assets for 63,000,000 shares of common stock. The shares were valued at \$0.059, the closing stock price on the purchase date for a total cost of \$3,717,000, which has been capitalized to Intangible Assets – Other. As of September 30, 2024, the shares have not yet been issued by the transfer agent and are disclosed as common stock to be issued.

NOTE 7 – PREFERRED STOCK

Series A Preferred Stock

The Company has designated 250,000,000 shares of preferred stock as Series A Preferred Stock. The Series A preferred stock have voting rights of 500 votes for each share held and have conversion rights of 500 shares of common stock for every one share of preferred.

On January 2, 2022, the Company issued 2,000,000 shares of Series A Preferred Stock Maximum Ventures, LLC, a Company controlled by Xu A Tang, former Director. On January 4, 2022, Maximum Ventures, LLC, sold their 2,000,000 shares of Series A Preferred Stock to Gabriel Diaz (510,000 shares), Julie Hale (510,000 shares), and Tamian S.A.S. (980,000 shares). The sale of the Series A Preferred Stock effective a change of control of the Company.

Series B Preferred Stock

The Company has designated 250,000,000 shares of preferred stock as Series B Preferred Stock. The Series B preferred stock have voting rights of 500 votes for each share held. The Series B preferred stock have no other rights.

NOTE 8 – RELATED PARTY TRANSACTIONS

As of September 30, 2024, the CEO has advanced the company a total of \$269,259. The advance is non-interest bearing and due on demand.

NOTE 9 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the unaudited financial statements were issued and has determined that it has the following material subsequent events to disclose in these unaudited financial statements.

Exchange Agreements

Since September 30, 2024, the Company has entered into Exchange Agreements with each of its convertible noteholders, pursuant to which such noteholders agreed to exchange their notes (a total amount of \$740,355) for shares of the Company's newly designated Series C Preferred Stock. The shares of Series C Preferred Stock will be issued to such noteholders immediately upon the Company's filing of the Certificate of Designation of the Series C Preferred Stock with the State of Louisiana, which is expected to occur prior to the end of 2024.

Terms of Series C Preferred Stock

Section 1. Designation, Amount and Par Value. The series of Preferred Stock shall be designated as Class C Preferred Stock (the "*Class C Preferred Stock*") and the number of shares so designated shall be Seven Hundred Forty Thousand Three Hundred Fifty-Five (740,355).

Section 2. Stated Value. The Class C Preferred Stock shall have a stated value of \$1.00 per share (the "*Stated Value*").

Section 3. Fractional Shares. The Class C Preferred Stock may be issued in fractional shares.

Section 4. Voting Rights. Each share of the Class C Preferred Stock shall be entitled to one (1) vote on all matters with the outstanding shares of Company common stock (the "*Common Stock*").

Section 5. Interest. Each share of the Class C Preferred Stock shall bear interest on the Stated Value thereof at the rate of ten percent (10%) per annum from the date of its issue until converted or redeemed, in accordance with Section 8 and Section 9, respectively.

Section 6. Dividends. The Class C Preferred Stock shall be treated pari passu with the Common Stock, except that the dividend on each share of Class C Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of Common Stock multiplied by the Conversion Price, as that term is defined in Section 8(a).

Section 7. Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders (each, a "*Holder*", collectively, the "*Holder*s") of Class C Preferred Stock shall be treated pari passu with the Common Stock, except that the payment on each share of Class C Preferred Stock shall be an amount equal to One Dollar (\$1.00) for each such share of the outstanding Class C Preferred Stock held by such Holder (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares), plus all dividends, if any, declared and unpaid thereon as of the date of such distribution, before any payment shall be made or any assets distributed to the holders of the Common Stock, and, after such payment, the remaining assets of the Company shall be distributed to the holders of the Common Stock.

Section 8. Conversion and Adjustments.

(a) **Voluntary Conversion Right; Conversion Price.** Any time following the date that is six (6) months from issuance, the Class C Preferred Stock shall be convertible into shares of the Common Stock, as follows:

Holders of Class C Preferred Stock may convert shares of Class C Preferred Stock held by them into shares of the Common Stock. The conversion price shall be \$0.01 per share (the "*Conversion Price*"), subject to adjustments described in this Section 8. The number of shares of Common Stock receivable upon conversion of one (1) share of Class C Preferred Stock equals the Stated Value divided by the then-Conversion Price. A conversion notice (the "*Conversion Notice*") may be delivered to Company by the method of the Holder's choice (including, but not limited to, email, facsimile, mail, overnight courier or personal delivery), and all conversions shall be cashless and not require further payment from the Holder. If no objection is delivered from the Company to the Holder, with respect to any variable or calculation reflected in the Conversion Notice within 48 hours of delivery of the Conversion Notice, the Company shall have been thereafter deemed

to have irrevocably confirmed and irrevocably ratified such Conversion Notice and waived any objection thereto. The Company shall deliver the shares of Common Stock from any conversion to the Holder within three (3) business days of Conversion Notice delivery. If the Company is participating in the Depository Trust Company (“DTC”) Fast Automated Securities Transfer (“FAST”) program, then, upon request of the Holder, and provided that the shares to be issued are eligible for transfer under Rule 144 of the Securities Act of 1933, as amended (the “*Securities Act*”), or are effectively registered under the Securities Act, the Company shall cause its transfer agent to electronically issue the Common Stock issuable upon conversion to the Holder through the DTC Direct Registration System (“*DRS*”). If the Company is not participating in the DTC FAST program, then the Company agrees in good faith to apply and cause the approval for participation in the DTC FAST program.

(b) Automatic Conversion. Each share of Class C Preferred Stock shall automatically be converted into shares of Common Stock, at its then-effective Conversion Rate, on March 31, 2026.

(c) Limitation on Conversions. In no event shall the Holder be entitled to convert any Class C Preferred Stock, such that the conversion of which the sum of (1) the number of shares of Common Stock beneficially owned by the Holder and the Holder’s affiliates (other than shares of Common Stock which may be deemed beneficially owned through the ownership of the unconverted portion of this Class C Preferred Stock or the unexercised or unconverted portion of any other security of the Company subject to a limitation on conversion or exercise analogous to the limitations contained herein) and (2) the number of shares of Common Stock issuable upon conversion of Class C Preferred Stock with respect to which the determination of this proviso is being made, would result in beneficial ownership by the Holder and the Holder’s affiliates of more than 4.99% of the outstanding shares of Common Stock. For purposes of the proviso of the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934 and Regulations 13D- G thereunder, except as otherwise provided in clause (2) of such proviso, provided, further, however, that the limitations on conversion may be waived by the Holder upon, at the election of the Holder, not less than 61 days’ prior notice to the Company, and the provisions of the conversion limitation shall continue to apply until such 61st day (or such later date, as determined by the Holder, as may be specified in such notice of waiver).

(d) Adjustment to Conversion Price for Stock Dividends, Consolidations and Subdivisions. In case the Company at any time after the first issuance of a share of the Class C Preferred Stock shall declare or pay on the Common Stock any dividend in shares of Common Stock, or effect a subdivision of the outstanding shares of the Common Stock into a greater number of shares of the Common Stock (by reclassification or otherwise than by payment of a dividend payable in shares of the Common Stock), or shall combine or consolidate the outstanding shares of the Common Stock into a lesser number of shares of the Common Stock (by reclassification or otherwise), then, and in each such case, the Conversion Price (as previously adjusted) in effect immediately prior to such declaration, payment, subdivision, combination or consolidation shall, concurrently with the effectiveness of such declaration, payment, subdivision, combination or consolidation, be proportionately adjusted.

(e) Adjustments for Reclassifications and Certain Reorganizations. In case the Company at any time after the first issuance of a share of the Class C Preferred Stock shall reclassify or otherwise change the outstanding shares of the Common Stock, whether by capital reorganization, reclassification or otherwise, or shall consolidate with or merge with or into any other corporation where the Company is not the surviving corporation but not otherwise, then, and in each such case, each outstanding share of the Class C Preferred Stock shall, immediately after the effectiveness of such reclassification, other change, consolidation or merger, be convertible into the type and amount of stock and other securities or property which the holder of that number of shares of the Common Stock into which such share of the Class C Preferred Stock would have been convertible before the effectiveness of such reclassification, other change, consolidation or merger would be entitled to receive in respect of such shares of the Common Stock as the result of such reclassification, other change, consolidation or merger.

(f) Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of the Common Stock, solely for the purpose of effecting the conversion of the Class C Preferred Stock, such number of shares of the Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Class C Preferred Stock (the “*Reserve Shares*”); and if at any time the number of authorized but unissued shares of the Common Stock shall not be sufficient to effect the conversion of all outstanding shares of the Class C Preferred Stock, the Company will take such corporate action as is necessary to increase its authorized by unissued shares of the Common Stock to such number of shares as shall be sufficient for such purpose. The Holder shall have the right to directly instruct the Company’s transfer agent to explicitly reserve the Reserve Shares from the Company’s authorized shares of Common Stock, solely for satisfying the conversion of the Class C Preferred Stock.

(g) Transfer Agent Instructions. The Holder shall have the right to directly instruct the Company’s transfer agent to explicitly reserve the Reserve Shares from the Company’s authorized shares of Common Stock, solely for satisfying the conversion of the Class C Preferred Stock. In the event that an opinion of counsel, such as, but not limited to, a Rule 144 opinion, is needed for any matter related to this Class C Preferred Stock or the Common Stock, the Holder has the right to have any such opinion provided by its own counsel.

Section 9. Redemption. The Class C Preferred Stock may be redeemed by the Company at any time for a cash purchase price equal to the liquidation preference as of the redemption date, plus (a) accrued and unpaid interest and (b) accumulated and unpaid dividends.

Section 10. Protection Provisions. So long as any shares of Class C Preferred Stock are outstanding, the Company shall not, without first obtaining the majority written consent of the holders of Class C Preferred Stock, alter or change the rights, preferences or privileges of the Class C Preferred Stock so as to affect adversely the holders of Class C Preferred Stock.

The Company hereby covenants and agrees that the Company will not, by amendment of its Articles of Incorporation, bylaws or through any reorganization, transfer of assets, consolidation, merger, scheme of arrangement, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Certificate of Designation, and will at all times carry out all the provisions of this Certificate of Designation and take all action as may be required to protect the rights of the Holders of the Class C Preferred Stock.

Section 11. Status of Converted Stock. In the event any shares of the Class C Preferred Stock shall be converted pursuant to Section 8 above, the shares Class C Preferred Stock so converted shall be cancelled and shall revert to the Company's authorized but unissued Class C Preferred Stock.

Section 12. Transferability. This Class C Preferred Stock shall be transferable and may be assigned by the Holders, to anyone of their choosing without the Company's approval subject to applicable securities laws. Each Holder of the Class C Preferred Stock covenants not to engage in any unregistered public distribution of the Class C Preferred Stock when making any assignments.

Section 13. Notices. Any notice required hereby to be given to the Holders of shares of the Class C Preferred Stock shall be deemed given if sent by email or deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Company.

Section 14. Miscellaneous.

(a) The headings of the various sections and subsections of this Certificate of Designation are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.

(b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.

(c) Except as may otherwise be required by law, the shares of the Class C Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation.

Section 15. Waiver. Any of the rights, powers or preferences of the holders of the Class C Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Class C Preferred Stock then outstanding.

Section 16. No Other Rights or Privileges. Except as specifically set forth herein, the holder(s) of the shares of Class C Preferred Stock shall have no other rights, privileges or preferences with respect to the Class C Preferred Stock.

***** End of Report *****