

## **Alternative Reporting Standard: Disclosure Guidelines for the Pink<sup>®</sup> Market**

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)<sup>1</sup> that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.<sup>2</sup>

### **Pink Current Information Tier**

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:
  - *Annual Report* for the most recently completed fiscal year.
  - *All Quarterly Reports* for the Current Fiscal Year.

*Annual or Quarterly Reports are composed of:*

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

*Qualifying Financial Statements include:*

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- Notes to Financial Statements

3. **Publish Attorney Letter:** If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
  - **Attorney Letter Agreement:** The attorney for the company must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#).

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<sup>1</sup> These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

<sup>2</sup> OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

- **Attorney Letter:** After the attorney reviews the company's disclosure, publish the "Attorney Letter With Respect to Current Information" through OTCIQ. Attorney Letters must be in accordance with the [Attorney Letter Guidelines](#).
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
  5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
  6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
    - Publish reports through OTCIQ on the following schedule:
      - Quarterly Report within **45 days** of the quarter end
      - Annual Report within **90 days** of the fiscal year end
      - Attorney Letter within **120 days** of the fiscal year end if financial statements are unaudited.
    - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
    - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
    - Maintain an Active standing in the Company's State of Incorporation.

### **Pink Limited Information Tier**

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. "Company Insiders" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
  - Publish reports on the following schedule:
    - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.
  - Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
  - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

### **Current Reporting of Material Corporate Events**

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities

(including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.<sup>3</sup>

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

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<sup>3</sup> "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/ir-tools-services>

## **Gen 2 Technologies Inc.**

5376 Walter Place  
Burnaby BC V5G4K2

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778-882-7860  
www.gen2technologies.digital  
ajamani786@gmail.com

# **Quarterly Report**

**For the period ending January 31, 2023 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

828,344 as of July 31, 2023 *(Current Reporting Period Date or More Recent Date)*

828,344 as of April 30, 2023 *(Most Recent Completed Fiscal Year End)*

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c-2-11 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>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</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 and names used by predecessor entities, along with the dates of the name changes.

Gen 2 Technologies Inc.: September 23, 2020 – Current  
BRK Inc.: May 16, 2008 – September 23, 2020

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
None

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

None

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

None

Address of the issuer's principal executive office:

5376 Walter Place  
Burnaby BC V5G4K2

Address of the issuer's principal place of business:

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

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

**Publicly Quoted or Traded Securities:**

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

Trading symbol:	<u>MNIZ</u>	
Exact title and class of securities outstanding:	<u>Common Shares</u>	
CUSIP:	<u>05575C 305</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>5,000,000</u>	as of date: <u>April 30, 2024</u>
Total shares outstanding:	<u>828,344</u>	as of date: <u>April 30, 2024</u>
Total number of shareholders of record:	<u>72</u>	as of date: <u>April 30, 2024</u>

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

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

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

Exact title and class of the security:	<u>Series A Preferred Stock</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	as of date: <u>July 31, 2023</u>
Total shares outstanding:	<u>1</u>	as of date: <u>July 31, 2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>July 31, 2023</u>

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

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**Security Description:**

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

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

Each share of Common stock entitles the holder to one (1) vote on each matter submitted to a vote of our shareholders, including the election of directors. There is no cumulative voting. Subject to preferences that may be applicable to any outstanding preferred stock, our shareholders are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors. Shareholders have no preemptive, conversion or other subscription rights. There are no redemption or sinking fund provisions related to the common stock. In the event of liquidation, dissolution or winding up of the Company, our shareholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

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

Series A Preferred Stock: Subject to the other provisions of these Articles of Incorporation (including the disparate votes per share provisions of the Series A Preferred Stock set forth in Sections 3, 4, and 5 below), each holder of Series A Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the by-laws of the Corporation (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise required by applicable law. Except as otherwise expressly provided herein, in the Corporation's by-laws or as required by law, the holders of Series A Preferred Stock and Common Stock shall vote together and not as separate series or classes.

Each share of Series A Preferred Stock shall be entitled to the number of votes and/or voting power equal to 110% of the issued and outstanding shares of common stock of the Corporation.

So long as any shares of Series A Preferred Stock remain outstanding, the holders of Series A Preferred Stock shall be entitled to elect one Director, or the Series A Director.

*Protective Provisions.* So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, voting as a separate class:

(a) amend the Articles of Incorporation or, unless approved by the Board of Directors, including by the Series A Director, amend the Corporation's Bylaws;

(b) change or modify the rights, preferences or other terms of the Series A Preferred Stock, or increase or decrease the number of authorized shares of Series A Preferred Stock;

(c) reclassify or recapitalize any outstanding equity securities, or, unless approved by the Board of Directors, including by the Series A Director, authorize or issue, or undertake an obligation to authorize or issue, any equity securities or any debt securities convertible into or exercisable for any equity securities (other than the issuance of stock-options or securities under any employee option or benefit plan);

(d) authorize or effect any transaction constituting a Deemed Liquidation (as defined in this subparagraph) under the Articles, or any other merger or consolidation of the Corporation;

(e) increase or decrease the size of the Board of Directors as provided in the Bylaws of the Corporation or remove the Series A Director (unless approved by the Board of Directors, including the Series A Director);

(f) declare or pay any dividends or make any other distribution with respect to any class or series of capital stock (unless approved by the Board of Directors, including the Series A Director);

(g) redeem, repurchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any outstanding shares of capital stock (other than the repurchase of shares of common stock from employees, consultants or other service providers pursuant to agreements approved by the Board of Directors under which the Corporation has the option to repurchase such shares at no greater than original cost upon the occurrence of certain events, such as the termination of employment) (unless approved by the Board of Directors, including the Series A Director);

(h) create or amend any stock option plan of the Corporation, if any (other than amendments that do not require approval of the stockholders under the terms of the plan or applicable law) or approve any new equity incentive plan;

(i) replace the President and/or Chief Executive Officer of the Corporation (unless approved by the Board of Directors, including the Series A Director);

(j) transfer assets to any subsidiary or other affiliated entity (unless approved by the Board of Directors, including the Series A Director);

(k) issue, or cause any subsidiary of the Corporation to issue, any indebtedness or debt security, other than trade accounts payable and/or letters of credit, performance bonds or other similar credit support incurred in the ordinary course of business, or amend, renew, increase or otherwise alter in any material respect the terms of any indebtedness previously approved or required to be approved by the holders of the Series A Preferred Stock (unless approved by the Board of Directors, including the Series A Director);

(l) modify or change the nature of the Corporation's business;

(m) acquire, or cause a Subsidiary of the Corporation to acquire, in any transaction or series of related transactions, the stock or any material assets of another person, or enter into any joint venture with any other person (unless approved by the Board of Directors, including the Series A Director); or

(n) sell, transfer, license, lease or otherwise dispose of, in any transaction or series of related transactions, any material assets of the Corporation or any Subsidiary outside the ordinary course of business (unless approved by the Board of Directors, including the Series A Director).

Dividend and Liquidation Rights of Stock. Shares of Common Stock and shares of Series A Preferred Stock shall be treated equally, identically and ratably, on a per-share basis, with respect to any dividend or distribution by the Corporation, including in respect of distributions upon liquidation of the Corporation

Conversion Provisions of Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible into one (1) fully paid and nonassessable share of Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Corporation.

Other Provisions. Holders of our common stock and Series A Preferred stock have no preemptive or conversion rights or other subscription right, and there are no redemption or sinking fund provisions applicable to the common stock or Series A preferred stock.

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

None.

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

None.

### 3) Issuance History

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

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



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

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

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

Shares Outstanding			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance:</u> Date <u>04/30/2023</u> Common: <u>828,344</u> Preferred: <u>1</u>									
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.
_____	_____	_____	_____	_____	_____	_____	_____	_____	
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u> Date <u>07/31/2023</u> Common: <u>828,344</u> Preferred: <u>1</u>									

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

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

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

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## A. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder.  *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
12-16-2010	\$3,579.88	\$1,000.00	\$2,579.88	12-16-2011	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
01-06-2011	\$13,578.99	\$3,814.00	\$9,764.99	01-06-2012	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
04-29-2011	\$11,320.96	\$3,275.00	\$8,045.96	04-28-2012	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
09-01-2011	\$12,713.93	\$3,800.00	\$8,913.93	08-31-2012	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
09-22-2011	\$2,661.98	\$800.00	\$1,861.98	09-21-2012	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
10-25-2011	\$10,990.70	\$4,000.00	\$6,990.70	10-24-2012	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
03-01-2012	\$6,380.97	\$2,000.00	\$4,380.97	03-01-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
03-26-2012	\$19,652.30	\$6,200.00	\$13,452.30	03-26-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
05-09-2012	\$313.35	\$100.00	\$213.35	05-09-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
06-01-2012	\$3,114.75	\$1,000.00	\$2,114.75	06-01-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
06-04-2012	\$21,474.96	\$6,900.00	\$14,574.96	06-04-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
06-20-2012	\$7,748.34	\$2,500.00	\$5,248.34	06-20-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
06-29-2012	\$18,552.37	\$6,000.00	\$12,552.37	06-29-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
07-02-2012	\$1,853.78	\$600.00	\$1,253.78	07-02-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
07-17-2012	\$246.20	\$80.00	\$166.20	07-17-2013	Non Converting	Brian Keasberry	Loan
07-18-2012	\$206.14	\$80.00	\$126.14	07-18-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
08-09-2012	\$1,529.57	500.00	\$1,029.57	08-09-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
12-11-2012	\$5,923.34	2,000.00	\$3,923.34	12-11-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
12-28-2012	\$1,051.99	700.00	\$351.99	12-28-2013	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
04-09-2013	\$235.46	82.01	\$153.45	04-09-2014	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
05-09-2013	\$712.16	\$250.00	\$462.16	05-09-2014	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
06-12-2013	\$5,646.94	\$2,000.00	\$3,646.94	06-12-2014	Non Converting	Brian Keasberry	Loan
07-08-2013	\$1,682.62	\$600.00	\$1,082.62	07-08-2014	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
12-03-2013	\$21,584.45	\$8,000.00	\$13,584.45	12-03-2014	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
03-10-2014	\$2,480.58	\$1,000.00	\$1,480.58	03-10-2015	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
03-13-2014	\$15,771.09	\$6,000.00	\$9,771.09	03-13-2015	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
09-24-2014	\$7,494.07	\$3,000.00	\$4,494.07	09-24-2015	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
12-11-2014	\$17,008.62	\$7,000.00	\$10,008.62	12-11-2015	.005 per share	Geo Finance Corp - Brian Keasberry	Loan
02-11-2015	\$1,816.70	\$2,000.00	\$0.00	02-11-2016	.005 per share	Geo Finance Corp - Brian Keasberry	Loan
06-15-2015	\$41,969.16	\$18,000.00	\$23,969.16	06-14-2016	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
11-13-2015	\$6,724.42	\$3,000.00	\$3,724.42	11-12-2016	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan

11-24-2015	\$6,705.13	\$3,000.00	\$3,705.13	11-23-2016	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
12-01-2015	\$2,230.96	\$1,000.00	\$1,230.96	11-30-2016	Non Converting	Brian Keasberry	Loan
12-21-2015	\$4,438.68	\$2,000.00	\$2,438.68	12-20-2016	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
02-29-2016	\$6,537.43	\$3,000.00	\$3,537.43	02-28-2017	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
04-25-2016	\$8,590.04	\$4,000.00	\$4,590.04	04-25-2017	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
05-18-2016	\$21,346.52	\$10,000.00	\$11,346.52	05-18-2017	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
07-01-2016	\$6,330.80	\$3,000.00	\$3,330.80	07-01-2017	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
07-22-2016	\$1,262.79	\$5,000.00	\$0.00	07-22-2017	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
08-26-2016	\$51,990.81	\$25,000.00	\$26,990.81	08-26-2017	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
09-14-2016	\$20,665.58	\$37,000.00	\$0.00	09-14-2017	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
09-14-2016	\$22,160.86	\$29,000.00	\$0.00	09-14-2017	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
09-27-2016	\$4,939.82	\$4,650.00	\$289.82	09-27-2017	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
10-03-2016	\$2,059.10	\$1,000.00	\$1,059.10	10-03-2017	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
11-18-2016	\$50.86	\$25.00	\$25.86	11-18-2017	.005 per share	Blue Diamond Equities - Aarif Jamani	Loan
12-01-2016	\$1,013.81	\$500.00	\$513.81	12-01-2017	Non Converting	Brian Keasberry	Loan
07-05-2017	\$1,916.42	\$1,000.00	\$916.42	07-05-2018	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
08-02-2017	\$1,902.46	\$1,000.00	\$902.46	08-02-2018	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
09-01-2017	\$1,887.62	\$1,000.00	\$887.62	09-01-2018	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
09-08-2017	\$3,297.29	\$1,750.00	\$1,547.29	09-08-2018	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
10-02-2017	\$1,872.40	\$1,000.00	\$872.40	10-02-2018	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
02-01-2018	\$1,269.58	\$700.00	\$569.58	02-01-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
02-01-2018	\$362.74	\$200.00	\$162.74	02-01-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
03-01-2018	\$3,781.00	\$2,100.00	\$1,681.00	03-01-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
06-05-2018	\$1,483.74	\$845.00	\$638.74	06-05-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
08-03-2018	\$864.53	\$500.00	\$364.53	08-03-2019	Non Converting	Brian Keasberry	Loan
08-06-2018	\$2,073.24	\$1,200.00	\$873.24	08-06-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
09-04-2018	\$2,057.60	\$1,200.00	\$857.60	09-04-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
10-01-2018	\$1,992.07	\$1,170.00	\$822.07	10-01-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
11-01-2018	\$1,976.01	\$1,170.00	\$806.01	11-01-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
12-03-2018	\$1,212.78	\$1,170.00	\$42.78	12-03-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
12-31-2018	\$332.53	\$200.00	\$132.53	12-31-2019	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
04-02-2019	\$2,110.13	\$1,300.00	\$810.13	04-01-2020	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
06-03-2019	\$319.42	\$200.00	\$119.42	06-02-2020	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
07-02-2019	\$3,170.12	\$2,000.00	\$1,170.12	07-01-2020	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
07-12-2019	\$1,897.11	\$1,200.00	\$697.11	07-11-2020	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
08-01-2019	\$3,145.38	\$2,000.00	\$1,145.38	07-31-2020	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
08-15-2019	\$1,723.65	\$1,100.00	\$623.65	08-14-2020	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan

09-04-2019	\$1,870.55	\$1,200.00	\$670.55	09-03-2020	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
09-23-2019	\$511.86	\$330.00	\$181.86	09-22-2020	.005 per share	Vitality 420 Inc. - Brian Keasberry	Loan
09-24-2019	\$1,240.54	\$800.00	\$440.54	09-23-2020	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
09-24-2019	\$1,240.54	\$800.00	\$440.54	09-23-2020	.005 per share	Vitality 420 Inc. - Brian Keasberry	Loan
10-04-2019	\$912.51	\$590.00	\$322.51	10-03-2020	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
11-04-2019	\$767.08	\$500.00	\$267.08	11-03-2020	Non Converting	Brian Keasberry	Loan
11-20-2019	\$527.08	\$345.00	\$182.08	11-19-2020	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
09-01-2020	\$3,048.32	\$2,150.00	\$898.32	09-01-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
09-16-2020	\$1,271.05	\$900.00	\$371.05	09-16-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
10-02-2020	\$2,953.42	\$2,100.00	\$853.42	10-02-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
10-16-2020	\$1,289.16	\$920.00	\$369.16	10-16-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
11-02-2020	\$2,929.61	\$2,100.00	\$829.61	11-02-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
11-16-2020	\$1,250.97	\$900.00	\$350.97	11-16-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
11-30-2020	\$2,908.27	\$2,100.00	\$808.27	11-30-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
12-16-2020	\$1,241.21	\$900.00	\$341.21	12-16-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
12-30-2020	\$2,885.58	\$2,100.00	\$785.58	12-30-2021	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
01-19-2021	\$1,230.23	\$900.00	\$330.23	01-19-2022	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
01-28-2021	\$2,727.44	\$2,000.00	\$727.44	01-28-2022	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
02-12-2021	\$1,969.66	\$1,450.00	\$519.66	02-12-2022	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
02-25-2021	\$3,384.46	\$2,500.00	\$884.46	02-25-2022	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
03-17-2021	\$1,346.73	\$1,000.00	\$346.73	03-17-2022	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
03-30-2021	\$2,684.34	\$2,000.00	\$684.34	03-30-2022	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
04-15-2021	\$1,202.92	\$900.00	\$302.92	04-15-2022	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
05-11-2021	\$3,451.58	\$2,600.00	\$851.58	05-11-2022	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
10-04-2021	\$638.94	\$500.00	\$138.94	10-04-2022	Non Converting	Brian Keasberry	Loan
10-04-2021	\$63.89	\$50.00	\$13.89	10-04-2022	Non Converting	Brian Keasberry	Loan
11-01-2021	\$634.28	\$500.00	\$134.28	11-01-2022	Non Converting	Brian Keasberry	Loan
12-01-2021	\$755.20	\$600.00	\$155.20	12-01-2022	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
01-03-2022	\$748.72	\$600.00	\$148.72	01-03-2023	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
04-20-2022	\$3,693.83	\$3,044.00	\$649.83	04-20-2023	.005 per share	Aarif Jamani	Loan
05-02-2022	\$3,629.05	\$3,000.00	\$629.05	05-02-2023	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
06-29-2022	\$7,149.01	\$6,000.00	\$1,149.01	06-29-2023	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
07-05-2022	\$3,568.91	\$3,000.00	\$568.91	07-05-2023	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
11-01-2022	\$576.62	\$500.00	\$76.62	11-01-2023	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
11-29-2022	\$4,006.93	\$3,500.00	\$506.93	11-29-2023	.005 per share	Aarif Jamani	Loan
11-30-2022	\$4,005.88	\$3,500.00	\$505.88	11-30-2023	.005 per share	0985358 BC Ltd - Ferzana Jamani	Loan
03-23-2023	\$1,111.26	\$1,000.00	\$111.26	03-22-2024	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
04-12-2023	\$1,326.57	\$1,200.00	\$126.57	04-11-2024	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
05-01-2023	\$2,200.00	\$2,000.00	\$200.00	04-30-2024	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan
05-31-2023	\$709.42	\$650.00	\$59.42	05-30-2024	.005 per share	Aarif Jamani	Loan

05-31-2023	\$3,983.67	\$3,650.00	\$333.67	05-30-2024	.005 per share	Aarif Jamani	Loan
06-02-2023	\$1,636.27	\$1,500.00	\$136.27	06-01-2024	.005 per share	Black Ridge Holdings - Brian Keasberry	Loan

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

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

Control Persons for the following entities:

Blue Diamond Equities – Aarif Jamani

Black Ridge Holdings – Brian Keasberry

Vitality 420 Inc. – Brian Keasberry

Geo Finance Corp. – Brian Keasberry

0985358 BC Ltd. – Ferzana Jamani

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

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

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

Pursuant to the terms and conditions of a Patent Assignment and Technology Transfer Agreement (the "Patent Assignment and Technology Transfer Agreement"), dated May 6, 2016, by and between Gen 2 Technologies Inc., a Nevada corporation (the "Company") and iSee Automation Inc., a federal Canada corporation (iSee Automation), the Company purchased U.S. Patent Application No. 15/079,847, "Helmet System" (the "Patent") and related technology for a helmet camera system, including intellectual property covered by the Patent. The Patent covers technology designed to wirelessly transmit video images from a small, mobile camera to live broadcast (the "helmet Camera and Broadcast Technology").

Pursuant to the terms and conditions of the Patent Assignment and Technology Transfer Agreement, the Company issued 5,000,000 shares of Common Stock to iSee Automation.

In connection with the acquisition of the Patent, the Company changed its focus to the Helmet System.

Our Helmet System is a camera and broadcast system comprised of cameras and microprocessors or computers, with associated software for robot guided automations systems. Our Helmet System is the first of its kind that can wirelessly broadcast events, such as sports, through a camera circuit board, as used and demonstrated at (i) the 2017 NHL Centennial Classic, (ii) 2016 World Cup of Hockey, (iii) the 2016 NHL All-Star Game in Nashville TN, (iv) the 2016 Memorial Cup, (v) the 2016 Tim Hortons NHL Heritage Classic, and (vi) the 2017 Winter Classic, broadcast on NBC. Additionally, our Helmet System has been used by Sportsnet, a division of Rogers Media and the official broadcaster of the NHL in Canada.

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

On March 11, 2022, the Second Judicial District Court (the "Court") of the State of Nevada, in the action titled Aarif Jamani, individually and on behalf of Gen 2 Technologies, Inc., a Nevada corporation, vs. Daniel Serruya, an individual; Michael Kovacoc, an individual; and Does 1-10, inclusive; and Daniel Serruya, an individual; Michael Kovacoc, an individual, and Does 1-10 inclusive, Counterclaimants, vs. Aarif Jamani, individually and on behalf of Gen 2 Technologies, Inc., a Nevada corporation (Case No. CV21-00544), granted a Motion for Declaratory Relief filed by Aarif Jamani and found, among other things, that "Keasberry's Consent to Action was valid. Serruya and Kovacoc were removed as directors and officers by the newly elected directors Keasberry and Jamani on February 16, 2021. All actions taken by Serruya and Kovacoc since their removal are voidable."

On April 28, 2022, the Court, issued a Supplemental Order Granting Plaintiff's (Aarif Jamani's and the Company's) Motion for Summary Judgement (the "Supplemental Order"), ordering, among other things, that Daniel Serruya and Michael Kovacoc "shall immediately turn over to Jamani and Keasberry all company documents, assets and property of Gen 2 Technologies, Inc. and each of its subsidiaries, including but not limited to the following: 1. All corporate records, books and documents, including but not limited to check and savings account statement, accounting records,

corporate books, financial statements, ledger statement, profit and loss statements, income statements, brokerage account statements, meeting minutes, payroll records, employment files, etc.” The Supplemental Order further listed 27 additional categories of documents and information that the Court ordered Daniel Serruya and Michael Kovacocy to turn over to Mr. Jamani and Mr. Keasberry. Despite multiple requests by the Company (and Messrs. Jamani and Keasberry), as of the date of this report, Daniel Serruya and Michael Kovacocy have not turned over any documents or information to the Company (or Messrs. Jamani and Keasberry).

Accordingly, the Company has no information or other evidence of any activities by a company entitled, 10337188 Canada Inc., previously disclosed by Daniel Serruya as a subsidiary of the Company. Because the Company, despite its best efforts to obtain documents and information related to 10337188 Canada Inc., has not been able to obtain any documents of information related to 10337188 Canada, Inc. from Daniel Serruya and/or Michael Kovacocy, the Company has determined not to include any such information regarding 10337188 Canada Inc. in this report.

C. Describe the issuers’ principal products or services.

In 2019, following an extensive review of products in the market, technologies available, and related patents, a new picture and direction was developed where improvements to the legacy Helmet System could be made and what might be the next evolution, Gen 2 of live-action sports broadcasting and advanced camera-based content capture and advanced camera-based content capture and distribution systems.

**5) Issuer’s Facilities**

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

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

None

**6) All Officers, Directors, and Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity

Aarif Jamani	<u>President, CEO, CFO, Secretary, Treasurer, Director</u>	5376 Walter Place, Burnaby BC V5G4K2	<u>1</u>	<u>Series A Preferred</u>	<u>110% of the Vote</u>	
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Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

None.

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

None.

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

None.

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

The US Securities and Exchange Commission on January 16, 2024 put out a release that they had initiated a civil lawsuit against Mr. Jamani. Mr. Jamani plans to vigorously defend himself in the action.

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

None.

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

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties

thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

### 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Law Offices of Thomas E. Puzzo, PLLC  
Address 1: 3823 44<sup>th</sup> Ave NE  
Address 2: Seattle WA 98105  
Phone: 206-522-2256  
Email: [tpuzzo@puzzolaw.com](mailto:tpuzzo@puzzolaw.com)

Accountant or Auditor

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

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: Lowell Holden  
Firm: \_\_\_\_\_  
Nature of Services: Financial Consulting  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_



Phone: 612-961-5656  
Email: [ltholden@comcast.net](mailto:ltholden@comcast.net)

## 9) Disclosure & Financial Information

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

Name: **Aarif Jamani**  
Title: **President**  
Relationship to Issuer: **CEO**

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: **Lowell Holden**  
Title: **Financial Consultant**  
Relationship to Issuer: **None**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> The preparer has prepared SEC and OTC filings for over 20 years in accordance with US GAAP as well as serving on various public Companies as CFO.

## 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, Aarif Jamani certify that:

1. I have reviewed this Disclosure Statement for Gen 2 Technologies 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 29, 2024

/s/ Aarif Jamani

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

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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.

*Principal Financial Officer:*

I, Aarif Jamani certify that:

1. I have reviewed this Disclosure Statement for Gen 2 Technologies 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 29, 2024 [Date]

/s/ Aarif Jamani [CFO's Signature]

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

## **GEN2 TECHNOLOGIES**

### **Consolidated Financial Statements**

**FOR THREE AND NINE MONTHS ENDED JANUARY 31, 2024 AND 2023**

**(Unaudited)**

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*Reference in this report to “BRK,” “BRK Inc.,” “Gen 2,” “we,” “us,” and “our” refer to Gen 2 Technologies, Inc.*

## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The Securities and Exchange Commission (“SEC”) encourages companies to disclose forward-looking information so that investors can better understand future prospects and make informed investment decisions. This report contains these types of statements. Words such as “may,” “expect,” “believe,” “anticipate,” “estimate,” “project,” or “continue” or comparable terminology used in connection with any discussion of future operating results or financial performance identify forward-looking statements. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. All forward-looking statements reflect our present expectation of future events and are subject to a number of important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

## **PART I – FINANCIAL INFORMATION**

### **ITEM 1: FINANCIAL STATEMENTS**

The financial information set forth below with respect to our statements of operations for the Three and Nine Months ended January 31, 2024 and 2023 is unaudited. This financial information, in the opinion of management, includes all adjustments consisting of normal recurring entries necessary for the fair presentation of such data.

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

<b>ASSETS</b>	<u>January 31, 2024</u>	<u>April 30, 2023</u>
Current assets		
Cash and cash equivalents	\$ --	\$ 112
Receivable- related party	6,200	6,200
	6,200	6,312
Total current assets	6,200	6,312
Total assets	\$ 6,200	\$ 6,312
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities		
Accounts payable and accrued expense	\$ 439,331	\$ 336,403
Accrued compensation - related party	578,395	578,140
Convertible notes payable - net of unamortized discounts	1,052,501	942,108
Notes payable	589,407	662,056
Derivative liabilities	858,719	636,279
Total current liabilities	3,518,353	3,136,986
Stockholders' deficit		
Preferred shares, par value \$0.001, 1,000,000 shares authorized;		
One Series A share issued and outstanding as of April 30, 2023 and April 30, 2022, respectively	--	
Series A-1 Zero and 100,000 shares issued and outstanding as of April 30, 2023 and April 30, 2022	--	--
Common stock, par value \$0.001, 5,000,000 shares authorized, 828,344 issued and outstanding as of April 30, 2023 and 956,344 April 30, 2022	828	828
Additional paid-in capital	3,487,232	3,487,004
Currency translation	--	--
Retained earnings (accumulated deficit)	(7,000,212)	(6,618,734)
Total stockholders' deficit	(3,512,153)	(3,130,674)
Total liabilities and stockholders' deficit	\$ 6,200	\$ 6,312

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

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	<b>Three Months</b>		<b>Nine Months</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
Operating expenses:				
Selling, general and administrative	1,482	\$ 7,867	\$ 7,011	\$ 46,051
Consulting	14,000	--	90,849	--
Total operating expense	15,482	7,867	97,860	46,051
Loss from operations	(15,482)	(7,867)	(97,860)	(46,051)
Other income (expense)				
Change in fair value of derivative liabilities	266,523	48,338	(222,440)	217,806
Currency	--	--	--	(48,947)
Interest expense	(17,338)	(7,324)	(56,678)	(28,070)
Total other income (expense)	249,185	41,014	(279,118)	140,789
Net income (loss)	\$ 233,703	33,147	(376,978)	94,738
Foreign currency translation adjustment	-	--	--	--
Comprehensive gain (loss)	\$ 233,703	\$ 33,147	\$(376,978)	\$ 94,738
Net loss per common share basic	\$ 0.28	\$ 0.04	\$ (0.45)	\$ 0.11
Net loss per commons share diluted	\$ 0.00	\$ 0.00	\$ (0.45)	\$ 0.01
Weighted average number of common shares outstanding:- basic	828,344	828,344	828,344	828,344
Weighted average number of common shares outstanding - diluted	32,378,811	7,656,491	828,344	4,656,491

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

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**For the Three and Nine Months Ended January 31, 2023 and 2022**

(Unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity (Deficit)
	Shares	Amount				
Balance at April 30, 2022 (Unaudited)	956,344	956	3,487,104	(6,796,827)	(48,947)	(3,357,714)
Comprehensive income (loss)	--	--	--	(48,947)	48,947	--
Net loss	--	--	--	315,493	--	315,493
Balance at July 31, 2022	956,344	956	3,487,104	(6,481,334)	--	(2,993,274)
Shares returned and cancelled	(128,000)	(128)	128	--	--	-
Net income (loss)	--	--	--	(253,902)	--	(253,902)
Balance at October 31, 2022	828,344	828	3,487,232	(6,735,236)	--	(3,247,902)
Net income (loss)	--	--	--	33,147	--	33,147
Balance at January 31, 2023	828,344	828	3,487,232	(6,702,089)	--	(3,214,029)
Balance at April 30, 2023	828,344	828	3,487,232	(6,618,734)	--	(3,130,674)
Net loss	--	--	--	(184,356)	--	(184,356)
Balance at July 31, 2023	828,344	828	3,487,232	(6,807,590)	--	(3,319,531)
Net loss	--	--	--	(426,325)	--	(426,325)
Balance at October 31, 2023	828,344	828	3,487,232	(7,233,915)	--	(3,745,856)
Net loss	--	--	--	233,703	--	233,703
Balance at January 31, 2024	828,344	\$ 828	\$ 3,487,232	\$ (7,000,212)	\$ --	\$ (3,512,153)

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

**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>For the Nine Months ended January 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>Cash Flows From Operating Activities:</b>		
Net income(loss)	\$ (376,978)	\$ 94,738
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Financing costs		
(Gain) loss on derivative liabilities	222,440	(217,806)
Changes in operating assets and liabilities:		
Receivable- related party	--	(6,200)
Increase in accounts payable and accrued expense	98,427	30,070
Increase in accrued compensation - related party	255	25,500
<b>Net cash used in operating activities</b>	<b>(55,856)</b>	<b>(73,698)</b>
<b>Cash Flows From Financing Activities:</b>		
Proceeds from convertible debt	54,244	6,500
Proceeds from notes payable	--	16,000
Proceeds from Notes payable – related party	1,500	--
<b>Net cash provided by financing activities</b>	<b>55,744</b>	<b>22,500</b>
<b>Effect of exchange rate on cash</b>	<b>--</b>	<b>48,947</b>
<b>Net change in cash</b>	<b>(112)</b>	<b>(2,251)</b>
<b>Cash at beginning of period</b>	<b>112</b>	<b>(2,251)</b>
<b>Cash at end of period</b>	<b>\$ --</b>	<b>\$ --</b>
<b>SUPPLEMENT DISCLOSURE</b>		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ --
<b>NON-CASH TRANSACTIONS</b>		
Common stock cancelled	\$ 128	\$ --

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



**GEN2 TECHNOLOGIES, INC**  
**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1 – BASIS OF PRESENTATION AND ORGANIZATION**

**GEN2 TECHNOLOGIES, INC** (“GEN2” or the “Company”) was incorporated on May 22, 2008 as a Nevada corporation. The Company has developed a product for the repair of hanging venetian blinds. As part of this development the Company has completed the development and is building a machine to make the parts for blind repair that it is selling. The development and testing of the machine was completed with limited production following and the Company reduced its work in the blind repair kit market space. During the year ended April 30, 2017, the Company terminated the blind repair business and wrote off the equipment related to the line of business.

On December 21, 2015, the Company filed, with the Secretary of State of the State of Nevada, a Certificate of Change, effecting a ten-for-one (10:1) forward split of the Company's issued and outstanding shares of common. The forward split took effect on the over-the-counter markets on January 12, 2016. All share and per share amounts herein have been retroactively adjusted to reflect the forward stock split.

On May 6, 2016, the Company acquired intangible assets from ISee Automation for 5,000,000 shares of common stock with a fair market value of \$1,600,000 based on the Company's stock price at the date of issuance. The intangible assets consist of a patent application and related know-how, technology and plans to commercialization related to covers the placement of video cameras and supporting equipment into helmets used by various athletics such as hockey. Life video can then be transmitted from the player's helmet in real time for display on sports events broadcasts. The Company received the RefCam helmets produced by a third party and used the devices to broadcast various hockey events.

On September 28, 2016, the Company incorporated, in the state of Washington, a wholly owned subsidiary ISEE Sports Inc. Since inception, the subsidiary has not been operational or financially active.

On or about February 27, 2017, Christopher Stramacchia, President of iSee Automation, notified the Company that it believes that iSee Automation terminated the Agreement for Services. The Company believes that there is no basis in law or equity for iSee Automation to unilaterally decide to terminate the Agreement for Services and plans to enforce its rights thereunder. Since their usage, the helmets and their transmitting devices have been held without permission by ISee Automation. On March 27, 2018, the Company received a default judgement against ISee Automation Inc in the US District Court, Western District of Washington (Case No C17-1715JLR)

As of April 30, 2017, ISee Automation was holding the Helmets and transmission equipment. Based on the lack of access to the Equipment the Company has elected to impair the assets related to the ISee Automation agreement resulting is an amortization charge of \$105,133 and impairment of intangible assets of \$1,494,867 for the intellectual property.

On June 15, 2017, the Company designated and issued one Series A preferred share. Each share of Series A preferred is entitled to voting rights and power equal to 110% of the total outstanding shares of common stock in the Company. In addition the Company created a special director which is called the Series A Director and the director class will continue as long as there is a Series A share outstanding. The Series A share hold approval on any change in the designation and certain parts of the articles of the Company.

On June 15, 2017 the Company increased total authorized shares to 2,001,000,000, par value \$0.001 per share with the total number of authorized common shares to be 2,000,000,000 and total number of authorized preferred shares to be 1,000,000.

On July 25, 2017, the Company incorporated 10337188 Canada, Inc as a wholly owned subsidiary.

On September 20, 2019, the Company increased its number of authorized shares to 5,001,000,000 of which 5,000,000,000 common shares and 1,000,000 preferred shares all par value \$0.001.

On March 30, 2020, the Company effected a reverse split of its common shares of 1 new share for each 1,000,000 shares. The Company reduces the number of authorized shares to 5,000,000 common and 1,000,000 preferred.

On March 11, 2021, the Company designated 100,000 and issued 100,000 Series A-1 preferred shares. Each share of Series A-1 preferred is entitled to voting rights and power equal to 90% of the total voting power of the Company. In addition, the Company created a special director which is called the Series A-1 Director and the director class will continue as long as there is a Series A-1 share outstanding. The Series A-1 shares holds approval on any changes in the designation and certain parts of the articles of the Company. On April 28, 2022 the Series A-1 preferred we cancelled by a summary judgment issued in the State of Nevada. In addition 128,000 shares of commons tock were cancelled.

## **NOTE 2- SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation**

This summary of significant accounting policies is presented to assist in understanding the Company's financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements. It is the opinion of management that all adjustments necessary to make the financial statements not misleading have been included in these financial statements

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the balance sheet. Actual results could differ from those estimates.

### **Principles of Consolidation**

The consolidated financial statements of the Company include the Company and its wholly-owned subsidiary ISee Sports, Inc. All material intercompany balances and transactions have been eliminated.

### **Cash and Cash Equivalents**

GEN2 considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

### **Foreign currency translation**

The Company's functional and reporting currency is in U.S. dollars. The consolidated financial statements of the Company are translated to U.S. dollars in accordance with ASC 830-30, "*Foreign Currency Translation*". Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

#### Inventories

Inventories consisting of finished goods, are stated at the lower of cost of market using the first-in; first-out (FIFO) cost method of accounting.

#### Revenue Recognition

The Company did not receive any revenue during the nine months ended January 31, 2024 and 2023.

#### Property, Equipment and Intangible Assets

Property and equipment are carried at cost, less accumulated depreciation. Additions are capitalized and maintenance and repairs are charged to expense as incurred. Intangible assets consist of a patent application purchased and is carried at cost, less accumulated amortization. Depreciation and amortization is provided principally on the straight-line basis method over the estimated useful lives of the assets which is estimated at 36 months. Patent applications submitted after June 8, 1995 have duration of 20 years. Due to the potential changes in technology the Company has elected to amortize the patent application over 15 years.

#### Impairment of long-lived assets

The Company reviews the carrying value of its long-lived assets annually or whenever events or changes in circumstances indicate that the historical-cost carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the asset by comparing the undiscounted future net cash flows expected to result from the asset to its carrying value. If the carrying value exceeds the undiscounted future net cash flows of the asset, an impairment loss is measured and recognized. An impairment loss is measured as the difference between the net book value and the fair value of the long-lived asset. Fair value is estimated based upon either discounted cash flow analysis or estimated salvage value.

#### Basic and diluted net income per share

Basic and diluted net income per share calculations are calculated on the basis of the weighted average number of common shares outstanding during the year. They include the dilutive effect of common stock equivalents in years with net income. Basic and diluted net income per share vary by period due to the net income and loss in the nine months periods ended January 31, 2024 and 2023, respectively.

#### Income Taxes

GEN2 recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax basis of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. GEN2 provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

#### Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued expenses and shareholder loans. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Financial assets and liabilities recorded at fair value in our condensed consolidated balance sheets are categorized based upon a fair value hierarchy established by GAAP, which prioritizes the inputs used to measure fair value into the following levels:

Level 1— Quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2— Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable and can be corroborated by observable market data.

Level 3— Inputs reflecting management's best estimates and assumptions of what market participants would use in pricing assets or liabilities at the measurement date. The inputs are unobservable in the market and significant to the valuation of the instruments.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The Company analyzed the conversion option for derivative accounting and beneficial conversion features consideration and noted one variable convertible note qualified as a derivative and thus tainted the fixed conversion notes requiring the notes to be accounted for as derivative liabilities

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of January 31, 2024 and April 30, 2023

	Level 1	Level 2	Level 3	Total
<b>As of April 30, 2023</b>				
Assets				
None				
Liabilities				
Derivative liability	\$ -	\$ -	\$636,279	636,279
Asset				
<b>As of January 31, 2023</b>				
Assets				
None				
Liabilities				
Derivative liability	\$ --	\$ --	\$ 858,719	\$ 858,719

### Beneficial Conversion Features

The intrinsic value of a beneficial conversion feature inherent to a convertible note payable, which is not bifurcated and accounted for separately from the convertible note payable and may not be settled in cash upon conversion, is treated as a discount to the convertible note payable. This discount is amortized over the period from the date of issuance to the date the note is due using the effective interest method. If the note payable is retired prior to the end of its contractual term, the unamortized discount is expensed in the period of retirement to interest expense. In general, the beneficial conversion feature is measured by comparing the effective conversion price, after considering the relative fair value of detachable instruments

included in the financing transaction, if any, to the fair value of the common shares at the commitment date to be received upon conversion.

#### Recently Issued Accounting Pronouncements

In July 2017, the FASB issued ASU No. 2017-11, “*Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception*”. The ASU was issued to address the complexity associated with applying generally accepted accounting principles (GAAP) for certain financial instruments with characteristics of liabilities and equity. The ASU, among other things, eliminates the need to consider the effects of down round features when analyzing convertible debt, warrants and other financing instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. The amendments are effective for fiscal years beginning after December 15, 2018 and should be applied retrospectively. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the implementation date and the impact of this amendment on its financial statements.

#### **NOTE 3 - GOING CONCERN**

As shown in the accompanying financial statements, GEN2 has an accumulated deficit of \$7,000,212 and \$6,618,734 and negative working capital of \$3,512,153 and \$3,130,674 as of January 31, 2024 and April 30, 2023, respectively. Unless profitability and increases in stockholders’ equity continues, these conditions raise substantial doubt as to GEN2’s ability to continue as a going concern. The January 31, 2024 and 2023 financial statements do not include any adjustments that might be necessary if GEN2 is unable to continue as a going concern. Management plans to continue to raise funds through debt and equity financing to grow the business to profitability.

#### **NOTE 4 - REVENUE**

The Company did not have revenue for the nine months period ended January 31, 2024 and 2023.

#### **NOTE 5– RELATED PARTY TRANSACTIONS**

On June 15, 2017, the Company designated one share of preferred stock as Series A preferred at a par value of \$0.001. The series A preferred carries a voting right equal to 110% of the total voting rights of the outstanding common stocks. In addition, the series A shareholders can elect a director. The Series A director must approve any future amendments of the Company’s articles and other activities of the Company. Brian Keasberry was granted one share of Series A preferred stock on June 15, 2017. The fair value of the series A preferred share was independently valued at \$237,630 and was accounted for as stock based compensation.

On March 11, 2021, the Company designated 100,000 and issued 100,000 Series A-1 preferred shares. Each share of Series A-1 preferred is entitled to voting rights and power equal to 90% of the total voting power of the Company. In addition, the Company created a special director which is called the Series A-1 Director and the director class will continue as long as there is a Series A-1 share outstanding. The Series A-1 shares holds approval on any changes in the designation and certain parts of the articles of the Company. Michael Kovacocy and Daniel Serruya were each granted 50,000 share of Series A-1 preferred

stock. On April 28, 2022 by summary judgement issued in the district court of the State of Nevada the Series A-1 preferred shares were cancelled.

During the year ended April 30, 2023 128,000 shares of common stock were cancelled.

The total accrued compensation for the officers and director of the Company as of January 31, 2024 and April 30, 2023 was \$578,395 and \$578,140, respectively

## **NOTE 6 – EQUITY**

### **Common**

During the nine months ended January 31, 2023 the Company cancelled 128,000 shares of common stock that had been issued to related parties.

### **Preferred**

On June 15, 2017, the Company designated one share of preferred stock as Series A preferred at a par value of \$0.001. The series A preferred carries a voting right equal to 110% of the total voting rights of the outstanding common stocks. In addition, the series A shareholders can elect a director. The Series A director must approve any future amendments of the Company’s articles and other activities of the Company. Brian Keasberry was granted one share of Series A preferred stock on June 15, 2017. The fair value of the series A preferred share was independently valued at \$237,630 and was accounted for as stock based compensation. During the year ended April 30, 2022 Brian Keasberry sold the share to Aarif Jamani.

On March 11, 2021, the Company designated 100,000 and issued 100,000 Series A-1 preferred shares. Each share of Series A-1 preferred is entitled to voting rights and power equal to 90% of the total voting power of the Company. In addition, the Company created a special director which is called the Series A-1 Director and the director class will continue as long as there is a Series A-1 share outstanding. The Series A-1 shares holds approval on any changes in the designation and certain parts of the articles of the Company. Michael Kovacocy and Daniel Serruya were each granted 50,000 share of Series A-1 preferred stock. On April 28, 2022 the shares were cancelled.

## **NOTE 7 – NOTES PAYABLE**

As of January 31, 2024, the Company had outstanding notes payable of \$589,407 to third parties compared to \$662,056 as of April 30, 2023.

## **NOTE 8 – CONVERTIBLE NOTES**

The Company analyzed the conversion option for derivative accounting and beneficial conversion features consideration under ASC 815-15 “Derivatives and Hedging” and ASC 470-20 “Convertible Securities with Beneficial Conversion Features” and noted one variable convertible note qualified plus tainted the fixed conversion notes requiring the notes to accounted for as derivative liabilities. (See Note 9 - Fair Value Measurement)

As of January 31, 2024 and April 30, 2023 the Company owed net of unamortized discount of \$1,052,501 and \$942,108, respectively, in non-related party convertible promissory notes.

## **NOTE 9 – FAIR VALUE MEASUREMENTS AND DERIVATIVE LIABILITIES**

As defined in (Financial Accounting Standards Board ASC 820), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilized the market data of similar entities in its industry or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs. FASB ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy are as follows:

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.
- Level 2 - Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date and includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.
- Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value.

The Company analyzed the conversion option for derivative accounting and beneficial conversion features consideration and noted one variable convertible note qualified as a derivative and thus tainted the fixed conversion notes requiring the notes to accounted for as derivative liabilities

The following table sets forth by level within the fair value hierarchy the Company’s financial assets and liabilities that were accounted for at fair value as January 31, 2024.

<b>Recurring Fair Value Measures</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>LIABILITIES:</b>				
Derivative liabilities as of April 30, 2023	\$ --	\$ -	\$ 636,279	\$ 636,279
Derivative liability as of January 31, 2024	\$ --	\$ --	\$ 858,719	\$ 858,179

For the nine months ended January 31, 2024 , the net change of fair value was \$222,440.

The Company estimated the fair value of the derivative liabilities using the Black Scholes option pricing model using the following key assumptions during the nine months ended January 31, 2024:

Expected Dividend	0%
Expected terms	0.05
Volatility	534%
Risk free rate	5.10%

The following table represents the change in the fair value of the derivative liabilities during the nine months ended January 31, 2024

Fair value of derivative liabilities as of April 30, 2023	636,279
Change in fair value of derivative	222,440
Fair value of derivative liabilities as of January 31, 2024	858,719

#### **NOTE 10 – COMMITMENTS AND CONTINGENCIES**

On July 25, 2016, the Company filed with the Securities and Exchange Commission a Current Report on Form 8-K, disclosing, among other things, that pursuant to the terms and conditions that certain Patent Assignment and Technology Transfer Agreement (the “Patent Assignment and Technology Transfer Agreement”), dated May 6, 2016, by and between BRK, Inc., a Nevada corporation (the “Company”) and iSee Automation Inc., a federal Canada corporation (“iSee Automation”), the Company purchased U.S. Patent Application No. 15/079,847, “Helmet System” (the “Patent”) and related technology for a helmet camera system, including intellectual property covered by the Patent. The Patent covers technology designed to wirelessly transmit video images from a small, mobile camera to live broadcast (the “Helmet Camera and Broadcast Technology”).

Pursuant to the terms and conditions of the Patent Assignment and Technology Transfer Agreement, the Company issued 5,000,000 shares of common stock to iSee Automation.

The U.S. U.S. Patent and Trademark Office subsequently published an Assignment of Abstract of Title, date record July 13, 2017, for conveyance of the Patent from iSee Automation Inc. to BRK, Inc.

In connection with the acquisition of the Patent, the Company also entered into that certain Revenue Assignment and Benefit Transfer Agreement, dated September 16, 2016, by and between the Company and iSee Automation (the “Revenue Assignment Agreement”). Under the Revenue Assignment Agreement, iSee Automation is obligated to “deliver to the Company any and all revenues obtained by iSee Automation based on the Helmet Camera patent application previously purchased by the Company from iSee Automation under the Patent Assignment and Technology Transfer Agreement via wire transfer or via direct delivery from customers.

Although we have clear title to and no restrictions to use our intellectual property, disputes may arise regarding the Revenue Transfer Agreement, including but not limited to, the scope and duration of payment of royalties’ other interpretation-related issues.

On May 17, 2016, the Company entered into that certain Agreement for Services, dated May 17, 2016, by and among the Company, iSee Automation Inc. (Ontario), and Christopher Stramacchia. Pursuant to the terms and conditions of the Agreement for Services, “[any patents derived from the research done jointly



and severally by all the above named parties shall be the property of the Company,” in consideration for the Company paying \$10,000 to iSee Automation (Michigan), which \$10,000 the Company paid to iSee Automation (Michigan) on or about May 17, 2016.

On or about February 27, 2017, Christopher Stramacchia, President of iSee Automation, notified the Company that it believes that iSee Automation terminated the Agreement for Services. The Company believes that there is no basis in law or equity for iSee Automation to unilaterally decide to terminate the Agreement for Services and plans to enforce its rights thereunder.

On or about February 28, 2017, Christopher Stramacchia, President of iSee Automation, notified the Company that it believes that iSee Automation terminated the Revenue Assignment Agreement. The Company believes that there is no basis in law or equity for iSee Automation to unilaterally decide to terminate the Revenue Assignment Agreement and plans to enforce its rights thereunder. On March 27, 2018, the Company received a default judgement against ISee Automation Inc in the US District Court, Western District of Washington (Case No C17-1715JLR)

On April 20, 2022 the Second Judicial Court of Nevada granted a summary judgement granting Brian Keasberry and Aarif Jamani as the directors of the Company and ordered all others acting as officers to turn over all records of the Company to the directors.

#### **NOTE 11 - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events to determine events occurring after January 31, 2024 that would have a material impact on the Company’s financial results or require disclosure and have determined none exist.