

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BLACKWELL 3D CONSTRUCTION CORP., a Nevada Corporation

USA ADDRESS

701 S. Carson St., Suite 200 Carson
City, NV 89701

UNITED ARAB EMIRATES ADDRESS

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SIC Code: 2759 – Commercial Printing, Not Elsewhere Classified

Annual Report - Amendment No. 2 **For the year ended May 31, 2024 (the “Reporting Period”)**

Explanatory Note: This Amendment No. 2 to our Annual Report (the “Report”) for the year ended May 31, 2024, is being filed to include Audited Financial Statements for the year ended May 31, 2024. Additionally, we have: (i) removed information relating to transactions that occurred outside of the prescribed reporting period; and, (ii) we have updated the contact information for our counsel. Other than the foregoing, this Amendment No. 2 does not reflect subsequent events occurring after the original filing date of the Report, if any, or modify or update in any way disclosures made in the original Report.

Outstanding Shares

The number of shares outstanding of our Common Stock was:

55,197,373 as of **May 31, 2024**

176,795 as of **May 31, 2023***

**On January 16, 2024, FINRA made effective a 1-for-250 reverse stock split. As of that date, the reverse stock split resulted in our issued and outstanding shares being decreased from 299,198,575 shares of common stock to 1,196,824 shares of common stock. All references to shares issuances or share amounts throughout this Report account for the 1-for-250 reverse stock split (excluding narrative related to past corporate events).*

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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ “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.

- **On October 17, 2023, the Company changed its name to “Blackwell 3D Construction Corp.”** **On March 16, 2022, the Company changed its name to “Power Americas Resource Group Ltd.”**
- **On July 24, 2014, the Company changed its state of incorporation from Florida to Nevada and concurrently changed its name to “Brisset Beer International, Inc.”**
- **On May 19, 2011, the Company changed its name to “Buckeye Oil & Gas, Inc.”**
- **On May 11, 2010, the Company was incorporated in the State of Florida under the name “Benefit Solutions Outsourcing Corp.”**

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

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

The Company is presently in good standing in the State of Nevada, and there is no relevant prior incorporation information or predecessor information for the past five years other than that set forth above, as applicable.

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:

On January 16, 2024, FINRA made the 1-for-250 Reverse Split effective. As of that date, the reverse stock split resulted in our issued and outstanding shares being decreased from 299,198,575 shares of common stock to 1,196,824 shares of common stock. *All references to shares issuances or share amounts issued and outstanding made prior to January 16, 2024, throughout this Report do not account for the 1-for-250 reverse stock split.*

Address of the issuer’s principal executive office:

U.S.A. OFFICE

**701 S. Carson St., Suite 200
Carson City, NV 89701**

U.A.E. OFFICE

**1F/19, Albu-door BLDG Naif,
Dubai, UAE Postal Code: 95905**

Address of the issuer’s principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: **TranShare**
Phone: **303-662-1112**
Email: kwhitside@transhare.com
Address: **Bayside Center 1**
17755 North US Highway 19, Suite 140
Clearwater, FL 33764

Publicly Quoted or Traded Securities:

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

Trading symbol:	BDCC	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	10973Y107	
Par or stated value:	\$0.00001	
Total shares authorized:	500,000,000	as of date: 05.31.2024
Total shares outstanding:	55,197,373	as of date: 05.31.2024
Total number of shareholders of record:	87	as of date: 05.31.2024

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

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:	Series A Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	10,000,000	as of date: 05.31.2024
Total shares outstanding (if applicable):	5,350,000	as of date: 05.31.2024
Total number of shareholders of record:	2	as of date: 05.31.2024

Exact title and class of the security:	Series B Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	10,000,000	as of date: 05.31.2024
Total shares outstanding (if applicable):	0	as of date: 05.31.2024
Total number of shareholders of record:	0	as of date: 05.31.2024

Exact title and class of the security:	Series C Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	10,000,000	as of date: 05.31.2024

Total shares outstanding (if applicable):	0	as of date: 05.31.2024
Total number of shareholders of record:	0	as of date: 05.31.2024

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

None.

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 common stock votes one vote per share on all matters brought before the shareholders of the company, including the election of directors. Shareholders are entitled to dividends if and when declared by the board of directors of the company. The common stock of the company does not have preemption rights.

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

On September 9, 2022, the Company filed a Certificate of Amendment together with Amended & Restated Articles of Incorporation ("Restated Articles") with the Secretary of State of the State of Nevada increasing its authorized shares of common stock from 500,000,000 shares, par value \$0.00001, to 600,000,000 shares, par value, \$0.00001 and also created a new class of Preferred Stock totaling 100,000,000 shares, par value \$0.00001.

Series A Preferred Stock

In the Restated Articles, 10,000,000 shares of our preferred stock were designated as Series A Preferred Stock (the "Series A Preferred Stock"). The Series A Preferred Stock have the following rights, preferences, powers, privileges and restrictions, qualifications, and limitations:

Conversion. Each share of Series A Preferred Stock is convertible into 20 shares of the Company's common stock.

Voting. The holders of shares of Series A Preferred Stock shall vote on an "as converted" unless and until such shares are converted into shares of common stock, par value \$.00001 per share, of the Company. The holder of each share of Series A Preferred Stock shall have such number of votes as is determined by multiplying the number of shares of Series A Preferred Stock held by such holder by 100.

On April 11, 2024, the Company filed a Certificate of Designation ("Certificate of Designation") with the Secretary of State of the State of Nevada that provided for the creation of Series B Preferred Stock and Series C Preferred Stock from the previously authorized but undesignated shares of the Company's preferred stock. The Company's Certificate of Designation, designates 10,000,000 shares as Series B Preferred Shares the designations, powers, preferences, rights, and restrictions granted or imposed upon the Series B Preferred Shares and holders thereof are as follows:

- (i) Par Value \$0.50 per share;
- (ii) Series B Preferred Stock ranks pari passu to all other Preferred Stock and ranks senior to the Common Stock;
- (iii) Series B Preferred Stock Holders must hold their shares for a period one (1) year prior to conversion;
- (iv) Series B Preferred Stock is convertible at a ratio of 1:1;

- (v) Series B Preferred Stock votes at a ratio of 1:1; and,
- (vi) Series B Preferred Stock is Non-Redeemable and Non-Callable.

Additionally, the Company’s Certificate of Designation, designates 10,000,000 shares as Series C Preferred Shares the designations, powers, preferences, rights, and restrictions granted or imposed upon the Series C Preferred Shares and holders thereof are as follows:

- (i) Par Value \$0.70 per share;
- (ii) Series C Preferred Stock ranks pari passu to all other Preferred Stock and ranks senior to the Common Stock;
- (iii) Series C Preferred Stock Holders must hold their shares for a period six (6) year prior to conversion;
- (iv) Series C Preferred Stock is convertible at a ratio of 1:1;
- (v) Series C Preferred Stock votes at a ratio of 1:1; and,
- (vi) Series C Preferred Stock is Non-Redeemable and Non-Callable.

The Series B and Series C Preferred Stock carry other rights preferences and privileges customary with series of preferred stock of this nature, for additional information pertaining to the Certificate of Designation please see Exhibit A, hereto.

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

None.

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

None.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares 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 as of Second Most Recent Fiscal Year End: Date: May 31, 2023 <u>Opening Balance</u> Common: 176,795 Preferred: 0	*Right-click the rows below and select “Insert” to add rows as needed.
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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.
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March 21, 2023	New Issuance	505	Common	\$0.00001	No	Integrity Media Inc. 12106 Rojo Roma Ave. Las Vegas, NV 89138 <u>Beneficial Owner:</u> Kurt Divich	Debt Conversion	Restricted	4(a)(2)
October 12, 2023	Cancellation	-320,000	Common	\$0.00001	No	Ramasamy Balasubramanian No. 21- B, 5th Cross Street (South Phase) Thiru Vi Ka Industrial Estate Guindy Chennai Tamil Nadu 600032, India	Unwind Agreement	N/A	N/A

October 12, 2023	Cancellation	-60,000	Common	\$0.00001	No	Kirubakaran Candasamy No: 2/4 Seethakathi Road, Mogappair East Nagar, Chennai Tamil Nadu 600037 India	Unwind Agreement	N/A	N/A
October 12, 2023	Cancellation	-500,000	Series A Preferred	\$0.00001	No	Ramasamy Balasubramanian No. 21- B, 5th Cross Street (South Phase) Thiru Vi Ka Industrial Estate Guindy Chennai Tamil Nadu 600032, India	Unwind Agreement	N/A	N/A
October 12, 2023	Cancellation	-100,000	Series A Preferred	\$0.00001	No	Kirubakaran Candasamy No: 2/4 Seethakathi Road, Mogappair East Nagar, Chennai Tamil Nadu 600037 India	Unwind Agreement	N/A	N/A
October 15, 2023	New Issuance	1,000,000	Common	\$0.00001	No	Mohammed Zaveri 1f/19 Albudoor Bldg Naif, Dubai, UAE Postal Code: 95905	Asset Purchase Agreement	Restricted	4(a)(2)
October 16, 2023	New Issuance	3,000,000	Series A Preferred	\$0.00001	No	Mohammed Zaveri 1f/19 Albudoor Bldg Naif, Dubai, UAE Postal Code: 95905	Asset Purchase Agreement	Restricted	4(a)(2)
January 23, 2024	New Issuance	578	Common	\$0.00001	No	Cede & Co.	Round-Up Shares (Reverse-Split Adjustment)	Unrestricted	4(a)(2)
March 14, 2024	New Issuance	36,000,000	Common	\$0.00001	No	Mohammed Zaveri 1f/19 Albudoor Bldg Naif, Dubai, UAE Postal Code: 95905	Employment Agreement	Restricted	4(a)(2)
March 14, 2024	New Issuance	1,000,000	Series A Preferred	\$0.00001	No	Mohammed Zaveri 1f/19 Albudoor Bldg Naif, Dubai, UAE Postal Code: 95905	Asset Purchase Agreement	Restricted	4(a)(2)
April 24, 2024	New Issuance	340,000	Common	\$0.00001	No	Mohammed Zaveri 1f/19 Albudoor Bldg Naif, Dubai, UAE Postal Code: 95905	Employment Agreement	Restricted	4(a)(2)
April 24, 2024	New Issuance	640,000	Common	\$0.00001	No	Mitesh Ashok Rassaikar 1F/19, Albudoor Bldg Naif Dubai 95905 UAE	Consulting Services	Restricted	4(a)(2)
April 24, 2024	New Issuance	20,000	Common	\$0.00001	No	Abdulla Obaid Mohammed 1f/19, Albudoor Bldg Naif Dubai 95905	Consulting Services	Restricted	4(a)(2)

						UAE			
April 25, 2024	New Issuance	2,000,000	Common	\$0.00001	No	Tecnologia Y Software De Crecimiento, S.A De C.V. Constituyentes 187D, Ley 57 Hermosillo Sonora 83100 Mexico	Purchase	Unrestricted	Reg A
April 25, 2024	New Issuance	150,000	Common	\$0.00001	No	Christian Yahir Rios Chavez Manuel Aguirre 906a, Col. Guadalupe Borja Frontera, Coahuila Mexico	Purchase	Unrestricted	Reg A
April 25, 2024	New Issuance	150,000	Common	\$0.00001	No	Jose Angel Mejia Gaytan 1 De Mayo 816, Col. Guadalupe Borja Frontera, Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 25, 2024	New Issuance	2,000,000	Common	\$0.00001	No	Casa De Software Binario, S.A. De C.V. Calle Angel Flores 7, Piso 3 Local B Hermosillo Centro Hermosillo, Sonora 83100 Mexico	Purchase	Unrestricted	Reg A
April 25, 2024	New Issuance	150,000	Common	\$0.00001	No	Arlene Dorely Rios Chavez Manuel Aguirre 906 A Frontera, Coahuila , Mexico	Purchase	Unrestricted	Reg A
April 25, 2024	New Issuance	150,000	Common	\$0.00001	No	Brayan Yahir Gonzalez Jimenez Antonio Bacarel 708, Col. Guadalupe Borja Frontera, Coahuila Mexico	Purchase	Unrestricted	Reg A
April 25, 2024	New Issuance	150,000	Common	\$0.00001	No	Raul De Jesus Navarro Hernandez Constitucion , Col. Guadalupe Borja Frontera, Coahuila Mexico	Purchase	Unrestricted	Reg A
April 25, 2024	New Issuance	150,000	Common	\$0.00001	No	Alonso Misael Maya Gallegos Victoria 605, Col. Occidental Frontera, Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 26, 2024	New Issuance	2,000,000	Common	\$0.00001	No	Krisper Eternity, S.A De C.V. Avenida Constituyentes 187d, Ley 57 Hermosillo, Sonora 83100 Mexico	Purchase	Unrestricted	Reg A
April 26, 2024	New Issuance	150,000	Common	\$0.00001	No	Jorge Luis Chavez Carrillo Manuel Aguirre 906 A, Col. Guadalupe Borja Frontera Coahuila Mexico	Purchase	Unrestricted	Reg A

April 26, 2024	New Issuance	150,000	Common	\$0.00001	No	Josue Nahum Perales Cuellar Hipodromo 712 A, Col Guadalupe Borja Frontera Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 26, 2024	New Issuance	2,000,000	Common	\$0.00001	No	Mopic, S.A De C.V. Calle Homero 1425, Local 105 Col Polanco Miguel Hidalgo, Ciudad De Mexico 11560 Mexico	Purchase	Unrestricted	Reg A
April 26, 2024	New Issuance	150,000	Common	\$0.00001	No	Yahir Otoniel Sillas Ramirez Francisco Coss 803, Col Guadalupe Borja Frontera Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 26, 2024	New Issuance	150,000	Common	\$0.00001	No	Jose Luis Ramirez Gomez Reforma 1708, Col Guadalupe Borja Frontera, Coahuila Mexico	Purchase	Unrestricted	Reg A
April 26, 2024	New Issuance	150,000	Common	\$0.00001	No	Julio Cesar Sosa De La Cruz 2 De Abril 615, Col El Pueblo Monclova, Coahuila Mexico	Purchase	Unrestricted	Reg A
April 26, 2024	New Issuance	150,000	Common	\$0.00001	No	Angelica Yadira Sosa De La Cruz 2 De Abril 645 Monclova, Coahuila Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	2,000,000	Common	\$0.00001	No	Inmobiliaria Riseup S.A De C.V. Constituyentes 187d, Ley 57 Hermosillo Sonora 83100 Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	150,000	Common	\$0.00001	No	Luis Alfonso Maldonado Elizondo Hipodromo 712, Col. Guadalupe Borja Frontera Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	150,000	Common	\$0.00001	No	Carlos Alfredo Gonzalez Villegas Fray Juan Larios 906, Col. Guadalupe Borja, Frontera Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	150,000	Common	\$0.00001	No	Joel Isaac Sosa De La Cruz Andador 5 222, Col. Saca San Buena San Buenaventura Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	2,000,000	Common	\$0.00001	No	Zqkari Innovaciones, S.A. De C.V. Parral 38 Bis, Condesa, Cuauhtemoc Ciudad De Mexico 06140, Mexico	Purchase	Unrestricted	Reg A

April 29, 2024	New Issuance	150,000	Common	\$0.00001	No	Luis Angel Gaytan Rodriguez Ramos Arizpe 1016, Col. Guadalupe Borja Frontera, Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	150,000	Common	\$0.00001	No	Rogelio Benjamin Moncada Reyna Francisco De Urdinola 513, Col. Guadalupe Borja, Frontera, Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	2,000,000	Common	\$0.00001	No	Otvikling Consulting, S.C. Calle Mario Moreno 130, Col. La Joya Queretaro, 76394 Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	150,000	Common	\$0.00001	No	Santiago Chavez Alvarado Manuel Aguirre 906, Col. Guadalupe Borja Frontera, Coahuila Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	150,000	Common	\$0.00001	No	Neyra Yoamar Villegas Alvizo Hipodromo 718 B, Col. Guadalupe Borja Frontera Coahuila, Mexico	Purchase	Unrestricted	Reg A
April 29, 2024	New Issuance	150,000	Common	\$0.00001	No	Yarin Aylin Villegas Alvizo Durango 100, Col. Independencia Frontera, Coahuila, Mexico	Purchase	Unrestricted	Reg A
Shares Outstanding on Date of This Report:									
Date: May 31, 2024			<u>Ending Balance:</u> Common: 55,197,373 Preferred: 5,350,000						

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

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

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

** On January 16, 2024, FINRA made the 1-for-250 Reverse Split effective. As of that date, the reverse stock split resulted in our issued and outstanding shares being decreased from 299,198,575 shares of common stock to 1,196,824 shares of common stock. All references to shares issuances or share amounts throughout this Report account for the 1-for-250 reverse stock split (excluding narrative related to past corporate events).*

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.)
March 31, 2018	\$8,907.00	\$6,500.00	\$2,407	June 30, 2018	None	Sandberg International LTD. <u>Beneficial Owner:</u> Patrick Wong	Loan
October 12, 2023	\$299,762.00	\$449,295.00	N/A	Per Payment Plan(1)(4)	None	Aplicaciones Quimicas Especializadas Del Sureste, S.A. DE C.V. <u>Beneficial Owner:</u> Oscar Estudillo Quiñones	Loan
October 12, 2023	-	\$40,000.00	N/A	Per Payment Plan(2)	None	Otvikling Consulting, S.C. <u>Beneficial Owner:</u> Alejandro Lopez Zapien	Loan
October 12, 2023	\$13,239.00	\$11,622.00	\$1,617	Per Payment Plan(3)	None	Aplicaciones Quimicas Especializadas Del Sureste, S.A. DE C.V.	Loan
October 17, 2023	\$7,435.00	\$7,000.00	\$435	Demand	None	Atomic Tecnologia de Negocios SA <u>Beneficial Owner:</u> Hector Fernando Moreno Aldecoa	Loan
October 17, 2023	\$3,111.00	\$3,187.00	\$187	Demand	None	Atomic Tecnologia de Negocios SA	Loan
November 30, 2023	\$9,219.00	\$8,779.00	\$440	Demand	None	Atomic Tecnologia de Negocios SA	Loan
January 29, 2024	\$7,753.00	\$7,500.00	\$253	Demand	None	Distribucion Hergomex, S.A de C.V. <u>Beneficial Owner:</u> César Alan Jiménez González	Loan
February 29, 2024	\$4,818.00	\$4,700.00	118	Demand	None	Distribucion Hergomex, S.A de C.V.	Loan
March 11, 2024	\$2,044.00	\$2,000.00	\$44	Demand	None	Distribucion Hergomex, S.A de C.V.	Loan
March 21, 2024	\$2,549.00	\$2,500.00	\$49	Demand	None	Distribucion Hergomex, S.A de C.V.	Loan
March 21, 2024	\$5,097.00	\$5,000.00	\$97	Demand	None	Distribucion Hergomex, S.A de C.V.	Loan

May 5, 2024	\$3,786.00	\$3,755.00	\$31	Demand	None	Distribucion Hergomex, S.A de C.V.	Loan
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***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:

(1) On October 12, 2023, the Company and Atomic Tecnologia de Negocios, S.A. de C.V. (“Atomic”) entered into a Loan Restructure & Repayment Agreement under which the \$449,295.00 owed by the Company to Atomic would cease accruing interest as of August 31, 2023, would become non-convertible into shares of Company common stock, and would be subject to repayment per the schedule set forth in the Loan Restructure and Repayment Agreement. Per the terms of the Loan Restructure & Repayment Agreement, to reiterate, the amounts owing to Atomic cannot, under any circumstances, be converted into shares of the Company’s common stock. Further, by way of Addendum executed on November 30, 2023, the parties agreed to defer all payments until the first day of the first quarter after which the Company is deemed “PINK – CURRENT INFORMATION” and the Caveat Emptor designation is removed from the Company’s stock symbol. On March 13, 2024, the Company was deemed to be “PINK – CURRENT INFORMATION” and the Caveat Emptor was removed, meaning payments are now due and payable as of June 1, 2024.

(2) On October 12, 2023, the Company and Otvikling Consulting, S.C. (“Otvikling”) entered into a Loan Restructure & Repayment Agreement under which the \$40,000 owed by the Company to Otvikling would cease accruing interest as of August 31, 2023, would become nonconvertible into shares of Company common stock, and would be subject to repayment per the schedule set forth in the Loan Restructure and Repayment Agreement. Per the terms of the Loan Restructure & Repayment Agreement, to reiterate, the amounts owing to Otvikling cannot, under any circumstances, be converted into shares of the Company’s common stock. Further, by way of Addendum executed on March 1, 2024, the parties agreed to defer all payments until the first day of the first quarter after which the Company is deemed “PINK – CURRENT INFORMATION” and the Caveat Emptor designation is removed from the Company’s stock symbol. On March 13, 2024, the Company was deemed to be “PINK – CURRENT INFORMATION” and the Caveat Emptor was removed, meaning payments are now due and payable as of June 1, 2024.

(3) On October 12, 2023, the Company and Aplicaciones Quimicas Especializadasc Del Sureste, S.A. DE C.V. (“Quimicas”) entered into a Loan Restructure & Repayment Agreement under which the \$11,622 owed by the Company to Quimicas would cease accruing interest as of August 31, 2023, would become non-convertible into shares of Company common stock, and would be subject to repayment per the schedule set forth in the Loan Restructure and Repayment Agreement. Per the terms of the Loan Restructure & Repayment Agreement, to reiterate, the amounts owing to Quimicas cannot, under any circumstances, be converted into shares of the Company’s common stock. Further, by way of Addendum executed on March 1, 2024, the parties agreed to defer all payments until the first day of the first quarter after which the Company is deemed “PINK – CURRENT INFORMATION” and the Caveat Emptor designation is removed from the Company’s stock symbol. On March 13, 2024, the Company was deemed to be “PINK – CURRENT INFORMATION” and the Caveat Emptor was removed, meaning payments are now due and payable as of June 1, 2024.

(4) On February 21, 2024, the Company received notice from Atomic that it had entered into a Debt Purchase and Assignment Agreement by and between itself and Quimicas whereby Atomic sold all of its right, title, and interest in and to Atomic’s debt as set forth in Atomic’s Loan Restructure & Repayment Agreement to Quimicas for an aggregate price of Four Hundred Twenty-Five Thousand Dollars (\$425,000.00), Quimicas purchased the debt from Atomic pursuant to the same terms and conditions set forth in footnote 1 above. As a result of the Addendum executed on November 30, 2023, to which Quimicas agreed, the parties agreed to defer all payments until the first day of the first quarter after which the Company is deemed “PINK – CURRENT INFORMATION” and the Caveat Emptor designation is removed from the Company’s stock symbol. On March 13, 2024, the Company was deemed to be “PINK – CURRENT INFORMATION” and the Caveat Emptor was removed, meaning payments are now due and payable as of June 1, 2024.

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.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Blackwell 3D Construction owns certain innovative 3D house printing technology (the “Technology”) assets aimed at revolutionizing the construction industry. Our goal is to specialize in printing fully functional and livable residential housing and small-scale apartment buildings in a fraction of the time and cost compared to traditional construction methods. Initially, our focus will be on launching in the United States and in Southeast Asia. Our 3D house printing process involves using a large-scale printer and a specialized concrete mixture to create the structural components of the house. The printing process

is highly automated, allowing us to create intricate designs and details with precision. Blackwell's unique approach to construction has several advantages.

1. Our 3D printed houses are much faster to build than traditional houses, taking only a few weeks to complete;
2. Our process is much more environmentally friendly, producing less waste and using less energy; and,
3. Our construction costs are significantly lower, allowing us to offer affordable housing solutions.

We cater to a diverse range of clients, including individuals, businesses, and governments, who are looking for a modern and cost-effective solution to their construction needs. Our experienced team can design customized houses that meet our client's specific requirements and preferences. As we implement our business plan, we intend to constantly innovate and improve our Technology to provide even better solutions for our clients.

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

None.

C. Describe the issuers' principal products or services.

See Description above.

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.

Our office is located in a shared office space which presently is sufficient for our needs, and we pay approximately \$250.00 a month. We do, however, test our technology at off-site locations, where we also conduct our research and development.

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 more than 5%)	Residential Address (City / State Only)	Number of shares owned	Shar type/class	Ownership Percentage of Class Outstanding(1)	Names of control person(s) if a corporate entity
Mohammed Saif Zaveri (2)	Chief Executive Officer, President, and, Chairman of the Board of Directors	701 S. Carson St., Suite 200 Carson City, NV 89701	37,340,000 4,000,000	Common Series A Preferred	67.64% 74.76%	
Mitesh Ashok Rasaikar (3)	Secretary, Chief Technology Officer, and Director	701 S. Carson St., Suite 200 Carson City, NV 89701	640,000	Common	1.15%	
Krishnendu Chatterjee (4)	Chief Financial Officer and Treasurer	701 S. Carson St., Suite 200 Carson City, NV 89701	NIL	Common	NIL	
Murali Krishna Velupillai (5)	Independent Director	701 S. Carson St., Suite 200 Carson City, NV 89701	NIL	N/A	N/A	
Senthil Kumaran Srinivasan (6)	Independent Director	701 S. Carson St., Suite 200 Carson City, NV 89701	NIL	N/A	N/A	
Mohammed Shahrulkh Zaveri (7)	Advisor	701 S. Carson St., Suite 200 Carson City, NV 89701	NIL	N/A	N/A	
Faisal Jamil Attarwala (8)	Advisor	701 S. Carson St., Suite 200 Carson City, NV 89701	NIL	N/A	N/A	
Aplicaciones Quimicas Especializadas del Sureste, S.A. de C.V. (9)	5% Owner	Calle 53 414 Col. Centro, Merida, Yucatan, Mexico CP 97000	1,350,000	Series A Preferred	25.34%	Control Person: Oscar Estudillo Quiñones

- (1) The percentages shown above are based on 55,197,373 shares issued and outstanding as of the date of this May 31, 2024.
- (2) On March 13, 2024, Mr. Zaveri entered into an Employment Agreement with the Company whereby he agreed to act as the Company's Chief Executive Officer, President, and Chairman of the Board of Directors as per the terms and conditions of the Employment Agreement, in exchange he received 36,000,000 shares of the Company's Common Stock and an additional 1,000,000 shares of the Company's Series A Preferred Shares. Accordingly, in the aggregate Mr. Zaveri owns 36,000,000 shares of our Common Stock and 4,000,000 shares of our Series A Preferred Stock which carries 100-to-1 voting rights (or 400,000,000 voting preferred shares), accordingly and taking into account to totality of Voting Stock, as of the filing date hereof, Mr. Zaveri controls approximately 89.49% of our total voting shares.
- (3) On October 12, 2023, Mitesh Ashok Rasaikar was appointed by the Company's board of directors to act as the Company's Chief Financial Officer, Treasurer, Secretary, Chief Technology Officer, and Director.
- (4) On May 17, 2024, the Company appointed Krishnendu Chatterjee ("Mr. Chatterjee"), as its Chief Financial Officer and Treasurer and Mr. Chatterjee accepted such appointment to become effective the same day. In exchange for Mr. Chatterjee's service as the Corporation's Chief Financial Officer and Treasurer, the Company agreed: (i) pay Mr. Chatterjee a monthly fee equal to Five Thousand Dollars (\$5,000) ("Payment") per month with the first payment due on 1st day of the first month following the execution of that certain that certain Executive Employment Agreement; and, (ii) issue Mr. Chatterjee Three Million (3,000,000) restricted shares of the Corporation's common stock. The Stock is due and payable to the Executive on December 1, 2024 (the "Bonus Date") as a one time performance bonus provided that Executive remains our Chief Financial Officer on that date. Accordingly, no shares of common stock are due and/or payable to the Executive prior to the Bonus Date.
- (5) On October 12, 2023, Murali Krishna Velupillai was appointed to the Company's board of directors as an independent director.
- (6) On October 12, 2023, Senthil Kumaran Srinivasan was appointed to the Company's board of directors as an independent director.
- (7) Since January 1, 2024, Shahrulkh Zaveri, the brother of Mohammed Zaveri, our CEO, has been providing consulting services to the Company related to daily operations.
- (8) Since January 1, 2024, Faisal Attarwala has been providing advisory and oversight services to the Company as related to its business operations.
- (9) Aplicaciones Quimicas Especializadas del Sureste, S.A. de C.V. owns 1,350,000 shares of the Company's Series A Preferred Shares which they acquired on September 12, 2022, by exchanging 135,000 shares of common stock for the 1,350,000 shares of Series A Preferred Stock. Oscar Estudillo Quiñones is the representative and beneficial owner of Aplicaciones Quimicas Especializadas del Sureste, S.A. de C.V. and his address is also that of the company, Calle 53 414 Col. Centro, Merida, Yucatan, Mexico CP 97000. The Aplicaciones Quimicas shares of our preferred stock carry total voting rights of

135,000,000. As such, Aplicaciones Quimicas controls approximately 31.03% of our total voting shares.

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 re-versed, suspended, or vacated;

None.

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

None.

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

None.

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

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: **Jessica Lockett, Esq.**
Firm: **Lockett + Horwitz**
Address: **26632 Towne Centre Drive, Suite 300**
Foothill Ranch, CA 92610
Phone: **949-540-6540**
Email: **jlockett@lhlawpc.com**

Accountant or Auditor

Name: **Victor Mokuolu**
Firm: **Victor Mokuolu CPA PLLC**
Address: **8990 Kirby Dr, Suite 220**
Houston, TX 77054
Phone: **713.588.6622**
Email: **ask@VMCPAFirm.com**

Investor Relations

None.

All other means of Investor Communication:

X (Twitter): **None.**
Discord: **None.**
LinkedIn: **None.**
Facebook: **None.**
[Other] **None.**

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: **Shamar Tobias**
Firm: **Blue Chip Accounting, LLC**
Nature of Services: **Accounting**
Address 1: **8475 S. Eastern Ave.**
Address 2: **Suite 200**
Phone: **702-625-6406**
Email: **info@consultbc.com**

9. Disclosure & Financial Information

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

Name: **Mohammed Saif Zaveri**
Title: **Chief Executive Officer**
Relationship to Issuer: **Officer**

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

- IFRS
 U.S. GAAP

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

Name: **Shamar Tobias**
Title: **Certified Public Accountant**
Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements:⁵

Mr. Tobias is the founder of Blue Chip Accounting, LLC and he is a Certified Public Accountant.

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.

B. Issuer Certification

Principal Executive Officer:

I, Mohammed Saif Zaveri certify that:

1. I have reviewed this Disclosure Statement for Blackwell 3D Construction Corp.;
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.

September 27, 2024

/s/ Mohammed Saif Zaveri
Chief Executive Officer

Principal Financial Officer:

I, Mohammed Saif Zaveri certify that:

1. I have reviewed this Disclosure Statement for Blackwell 3D Construction Corp.;
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.

September 27, 2024

/s/ Mohammed Saif Zaveri
Chief Financial Officer

Exhibit A

Audited
Financial Statements
for
May 31, 2024

Report of Independent Registered Public Accounting Firm

To: Shareholders and
Blackwell 3D Construction Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Blackwell 3D Construction Corp. (formerly Power Americas Resources Group Ltd.) (the “Company”) as of May 31, 2024, and May 31, 2023, the related consolidated statements of operations, stockholders’ deficit, and cash flows for the years then ended, and the related notes (collectively referred to as the “financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of and for the years ended May 31, 2024, and May 31, 2023, the results of its operations and its cash flows for each of the two years in the period ended May 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt About the Company’s Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company had accumulated deficit of \$9,232,814, as of May 31, 2024. And the Company had an accumulated deficit of \$7,672,665 as of May 31, 2023, with a working capital deficit of \$496,631, and \$554,725 as of May 31, 2024, and May 31, 2023 respectively. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 2. The financial statements do not include adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Accounting for Loss on Acquisition of Entity

As described in Note 5, Investment in Blackwell Realtech 3D, LLC, to the consolidated financial statements, the Company acquired an entity, but subsequently recorded a loss on the transaction.

The Company acquired 100% of the member interest in Blackwell Realtech 3D, LLC and issued stock as consideration. Management accounted for the transaction as an Asset Acquisition, not an acquisition of a business. And the consideration exchanged was measured at fair value. As of May 31, 2024, Management evaluated the consideration exchanged, assets acquired, the liabilities assumed and determined the carrying value is fully impaired. As of May 31, 2024, the Company recorded \$360,200 loss on the transaction.

An audit of this transaction requires auditor judgment due to the nature and extent of audit effort required to address this matter, degree of auditor subjectivity in applying audit procedures to address the matter, and the extent of specialized skill or knowledge needed. Significant judgment is required to determine both the fair value of net assets acquired, and gain/loss related to the transaction. Auditing management's accounting for and disclosure of the transaction involved challenging and subjective auditor judgment in assessing the Company's evaluation of the gain/loss on the acquisition. We identified the accounting considerations and related valuations as a critical audit matter.

Our audit procedures related to management's conclusion, included the following, among others: (1) review of the purchase agreement, (2) evaluation of the assets acquired and liabilities assumed, and the fair value of the consideration exchanged, and (3) assessing the appropriateness of conclusions reached by the Company with respect to the accounting for the acquisition and loss on the transaction.

Accounting for acquisition and valuation of proprietary assets and intellectual property

As described in Note 4, Asset Purchase Agreement, to the consolidated financial statements, the Company entered into an Asset Purchase Agreement pursuant to which the Company acquired various proprietary assets and intellectual property in exchange for 50,000,000 restricted shares of common stock valued at \$5,000,000. Management accounted for the transaction as an Asset Acquisition, and the consideration exchanged was measured at fair value.

The Company entered into another Asset Purchase Agreement pursuant to which the Company acquired various proprietary assets and intellectual property in exchange for 1,000,000 restricted shares of common stock (post stock split) and 3,000,000 shares of its Series A Preferred Stock valued, both valued at \$825,300. Management accounted for the transaction as an Asset Acquisition, and the consideration exchanged was measured at fair value.

As of May 31, 2023, and May 31, 2024, Management assessed the assets acquired for impairment. As defined in ASC 360-10, impairment exists when the carrying amount of an asset (or asset group) exceeds its fair value. As of May 31, 2023, and May 31, 2024, Management determined, the assets acquired have a sustained decrease in the fair value and the assets to be fully impaired. And in accordance with ASC 350-30-45, the impairment loss was reported as a component of income from continuing operations. As of May 31, 2023, and May 31, 2024, the Company recorded \$5,000,000 and \$825,300 respectively in impairment of intangible assets related to the asset acquisitions.

An audit of this transaction requires auditor judgment due to the nature and extent of audit effort required to address this matter, degree of auditor subjectivity in applying audit procedures to address the matter, and the extent of specialized skill or knowledge needed.

Our audit procedures related to management's conclusion, included the following, among others: (1) review of the purchase

agreement, (2) evaluation of the assets acquired, and the fair value of the consideration exchanged, and (3) assessing the appropriateness of conclusions reached by the Company with respect to the accounting for the acquisition and loss on the transaction.

Victor Mokuolu, CPA PLLC

PCAOB ID: 06771

We have served as Blackwell 3D Construction Corp.'s auditor since 2024.

Houston, Texas
September 27, 2024

BLACKWELL 3D CONSTRUCTION CORP
(FKA POWER AMERICAS RESOURCES GROUP LTD)
CONSOLIDATED BALANCE SHEETS

	May 31, 2024	May 31, 2023
ASSETS		
Current assets		
Cash	\$ -	\$ 54
Total current assets	-	54
Other assets		
Licenses	-	-
Total assets	\$ -	\$ 54
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	137,763	80,981
Derivative liability	-	14,032
Note payable	358,868	447,266
Convertible notes	-	12,500
Total current liabilities	496,631	554,779
Total liabilities	496,631	554,779
Stockholders' deficit		
Series A Preferred stock, \$0.00001 par value, 100,000,000 shares authorized, 5,350,000 and 1,950,000 shares issued and outstanding as of May 31, 2024 and 2023 , respectively	60	20
Common stock, \$0.00001 par value, 500,000,000 shares authorized, 55,196,794 and 576,794 shares issued and outstanding as of May 31, 2024 and 2023 , respectively	551	5
Additional paid in capital	8,672,284	7,117,915
Stock payable	63,288	
Accumulated deficit	(9,232,814)	(7,672,665)
Total stockholders' deficit	(496,631)	(554,725)
Total liabilities and stockholders' deficit	\$ -	\$ 54

See Independent Accountant's Audit Report and Notes to Consolidated Financial Statements

BLACKWELL 3D CONSTRUCTION CORP
(FKA POWER AMERICAS RESOURCES GROUP LTD)
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the years ended	
	May 31, 2024	May 31, 2023
Revenue	\$ -	\$ -
Operating expenses		
General and administration	17,623	84,046
Professional fees	362,518	334,118
Loss on acquisition of Blackwell Realtech 3D, LLC	<u>360,200</u>	<u>-</u>
Total operating expenses	740,341	418,164
Loss from operations	(740,341)	(418,164)
Other income (expenses)		
Interest expense	(12,829)	(28,464)
Loss on change of derivative liability	1,488	(6,577)
Foreign currency gain	2,769	2,755
Gain on forgiveness of notes payable and accrued interest	14,064	176,638
Impairment of intangible assets	<u>(825,300)</u>	<u>(5,000,000)</u>
Total other income (expenses)	<u>(819,808)</u>	<u>(4,855,648)</u>
Net loss before tax provision	<u>(1,560,149)</u>	<u>(5,273,812)</u>
Tax provision	-	-
Net loss	<u>\$ (1,560,149)</u>	<u>\$ (5,273,812)</u>
Net loss per common share - basic and diluted	<u>\$ (0.15)</u>	<u>\$ (16.65)</u>
Weighted average number of common shares outstanding - basic and diluted	<u>10,229,551</u>	<u>316,774</u>

BLACKWELL 3D CONSTRUCTION CORP
(FKA POWER AMERICAS RESOURCES GROUP LTD)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Stock payable</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
Balance, May 31, 2022	-	-	789	-	2,021,284	-	(2,398,853)	(377,569)
Shares issued for debt conversion	-	-	96,000	1	23,999	-	-	24,000
Share issued for settlement of accrued expenses	-	-	40	-	10	-	-	10
Common shares converted to preferred shares	1,350,000	14	(540)	(1)	(13)	-	-	-
Shares issued for services	600,000	6	280,505	3	70,591	-	-	70,600
Shares issued for asset purchase agreement	-	-	200,000	2	4,999,998	-	-	5,000,000
Derivative liability written off to additional paid in capital	-	-	-	-	2,046	-	-	2,046
Net loss	-	-	-	-	-	-	(5,273,812)	(5,273,812)
Balance, May 31, 2023	1,950,000	20	576,794	5	7,117,915	-	(7,672,665)	(554,725)
Shares returned to unwind employment agreement	(600,000)	-	(220,000)	(2)	(55,598)	-	-	(55,600)
Shares returned to unwind asset purchase agreement	-	-	(160,000)	(2)	2	-	-	-
Shares issued for asset purchase agreement	3,000,000	30	1,000,000	10	825,260	-	-	825,300
Shares issued for acquisition of Blackwell Realtech 3D, LLC	-	-	1,000,000	10	360,190	-	-	360,200
Shares issued for services	1,000,000	10	36,000,000	360	242,141	63,288	-	305,799
Shares issued for cash	-	-	17,000,000	170	169,830	-	-	170,000
Derivative liability written off to additional paid in capital	-	-	-	-	12,544	-	-	12,544
Net loss	-	-	-	-	-	-	(1,560,149)	(1,560,149)
Balance, May 31, 2024	5,350,000	60	55,196,794	551	8,672,284	63,288	(9,232,814)	(496,631)

BLACKWELL 3D CONSTRUCTION CORP
(FKA POWER AMERICAS RESOURCES GROUP LTD)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended	
	May 31, 2024	May 31, 2023
Cash Flows from Operating Activities		
Net loss	\$ (1,560,149)	\$ (5,273,812)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Gain on change in derivative liability	(1,488)	6,577
Amortization of debt discount	-	1,975
Loss on acquisition of Blackwell Realtech 3D, LLC	360,200	-
Impairment of intangible assets	825,300	5,000,000
Shares issued for services	305,799	70,600
Gain on forgiveness of notes payable and accrued interest	(14,064)	(176,638)
Shares returned to unwind agreement	(55,600)	-
Changes in assets and liabilities		
Accounts payable and accrued liabilities	63,346	39,319
Net cash used in operating activities	<u>(76,656)</u>	<u>(331,979)</u>
Cash Flows from Investing Activities:		
Net cash used in investing activities	<u>-</u>	<u>-</u>
Cash Flows from Financing Activities:		
Proceeds from notes payable	71,602	331,716
Repayments of notes payable	(165,000)	-
Proceeds from the issuance of common stock	170,000	-
Net cash provided by financing activities	<u>76,602</u>	<u>331,716</u>
Net increase in cash	<u>(54)</u>	<u>(263)</u>
Cash, beginning of period	54	317
Cash, end of period	<u>\$ -</u>	<u>\$ 54</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>

SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

Conversion of convertible notes and accrued interest to notes payable	\$ -	\$ 26,485
Shares issued for intangible assets	\$ 825,300	\$ 5,000,000
Derivative liability written of to additional paid in capital	\$ 12,544	\$ -
Shares issued for conversion of notes payable	\$ -	\$ 24,000

BLACKWELL 3D CONSTRUCTION CORP
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2024 and 2023

NOTE 1 – NATURE OF BUSINESS AND OPERATIONS

Organization and Basis of Presentation

Organization

Blackwell 3D Construction Corp (FKA Power Americas Resources Group Ltd.) (the “Company”) was incorporated in the State of Florida on May 11, 2010 under the name Benefit Solutions Outsourcing Corp.

The Company was engaged in the marketing of a craft beer which was brewed, distributed, and marketed solely in Quebec, Canada until the change of control which occurred in March 2019, at which time it ceased business operations.

On February 11, 2019, pursuant to a Stock Purchase Agreement, dated November 21, 2017, by and among Stephan Pilon, Pol Brisset (the “Selling Stockholders”), and Redstone Ventures, LTD (the “Purchaser”), the Purchaser purchased an aggregate of 151,220 (Post split) shares of common stock of Brisset Beer International, Inc., a Nevada corporation (the “Company”), from the Selling Stockholders for \$0.119 per share, or an aggregate purchase price of \$18,000. The 151,220 shares of common stock (Post split) purchase by the Purchaser from the Selling Stockholders represent approximately 76.66% of the outstanding 789 (Post split) shares of common stock of the Company and constitute a change in control of the Company. The source of funds was working capital of the Purchaser. Mr. S. Polishetty has voting and dispositive control over the Purchaser.

On September 13, 2022, the Company received notice of resignation from Kevin G. Malone from the positions of President, Chief Executive Officer, Treasurer, Chief Financial Officer, Secretary and Sole-Director of the Corporation and appointed Mark Croskery to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Director of the Corporation.

On October 12, 2023, the Company and Ramasamy Balasubramanian entered into that certain Unwind Agreement and Mutual Release for the purpose of unwinding, and rendering void, the Asset Purchase executed by and between the Company and Ramasamy on October 19, 2022. The Parties have mutually and voluntarily agreed to unwind the transaction contemplated by the Original APA. Accordingly, the Company shall return all the Assets acquired per the Original APA once Ramasamy has cancelled, and returned to the Company’s treasury, the 160,000 restricted shares of the Company’s common stock he received per the terms of the Original APA. Additionally, effective as of October 12, 2023, Ramasamy resigned as Chief Financial Officer, Treasurer and Chairman of the Board of Directors of the Company.

On or about October 17, 2023, the Company’s Board of Directors, receiving the majority vote of the Company’s shareholders of approximately 74.91%, approved the following: (i) Changing the corporate name from Power Americas Resource Group Ltd. to Blackwell 3D Construction Corp.; (ii) A change in the Company’s OTC trading symbol from PARG to BDCC or, if unavailable, to BLCC or BCCP and, (iii) A One for Two Hundred Fifty (1-for-250) Reverse Stock Split of the issued and outstanding shares of Common Stock of the Company whereby every 250 shares of the Company’s issued and outstanding common stock on the Payment Date shall automatically convert into one new share of common stock. The financial statements have been retroactively restated to reflect the stock split.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared in US dollars and in accordance with accounting principles generally accepted in the United States (“GAAP”) on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. During the year ended May 31, 2024, the Company has incurred net losses of \$1,560,149, accumulated deficits of \$9,232,814, and used cash in operations of \$76,656. These conditions raise substantial doubt about the Company’s ability to continue as a going concern.

Our current operations have been funded entirely from capital raised from our private offering of securities as well as additional funding received through the issuance of convertible notes and stock issuances. We are entirely dependent on our ability to attract and receive additional funding from either the sale of securities or outside sources such as private investment or a strategic partner. We currently have no firm agreements or arrangements with respect to any such financing and there can be no assurance that any needed funds will be available to us on acceptable terms or at all. The inability to obtain sufficient funding of our operations in the future will restrict our ability to grow and reduce our ability to continue to conduct business operations. Our failure to raise additional funds will adversely affect our business operations, and may require us to suspend our operations, which in turn may result in a loss to the purchasers of our common stock. If we are unable to obtain necessary financing, we will likely be required to curtail our development plans which could cause us to become dormant. Any additional equity financing may involve substantial dilution to our then existing stockholders.

The Company's ability to continue as a going concern is dependent on its ability to achieve profitable operations and to generate sufficient cash flow from financing and operations to meet its obligations as they become payable. Management may seek additional capital through a private placement and public offering of its common stock. Although there are no assurances that management's plans will be realized, management believes that the Company will be able to continue operations in the future.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC) regarding interim financial reporting. Certain information and note disclosures normally included in the consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations.

The accompanying consolidated financial statements represent the results of operations, financial position and cash flows of Blackwell 3D Construction Corp. include the financial statements of the Company, and its 100% owned subsidiaries. All inter-company balances and transactions have been eliminated.

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 revenue and expenses during the reporting period. Actual results could differ significantly from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes. The cash account that is held in Canadian Dollar, and foreign exchange transaction gain (loss) resulting from fluctuations in the currency exchange rate between U.S. dollar and Canadian dollar has been recorded in the statements of operations. Translation gain (loss) is reported as a component of other accumulated comprehensive income, which was nil during the years ended May 31, 2024 and 2023.

Stock-based compensation

The Company follows ASC 718-10, “Stock Compensation”, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 is a revision to SFAS No. 123, “Accounting for Stock-Based Compensation,” and supersedes Accounting Principles Board (“APB”) Opinion No. 25, “Accounting for Stock Issued to Employees,” and its related implementation guidance. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

Concentration of Credit Risk

The Company has no off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains all of its cash balances with two financial institutions in the form of demand deposits.

Earnings per share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share (“EPS”) calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods of net loss, all common stock equivalents are excluded from the diluted EPS calculation because they are antidilutive. There were no potential equivalent shares of common stock as of May 31, 2024.

Revenue Recognition

The Company recognizes revenue from its contracts with customers in accordance with *ASC 606 – Revenue from Contracts with Customers*. The Company recognizes revenues when satisfying the performance obligation of the associated contract that reflects the consideration expected to be received based on the terms of the contract.

Revenue related to contracts with customers is evaluated utilizing the following steps: (i) Identify the contract, or contracts, with a customer; (ii) Identify the performance obligations in the contract; (iii) Determine the transaction price; (iv) Allocate the transaction price to the performance obligations in the contract; (v) Recognize revenue when the Company satisfies a performance obligation. The Company has generated no revenue during the years ended May 31, 2024 and 2023

Income Taxes

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Fair Value of Financial Instruments

The Company measures fair value in accordance with ASC 820 - Fair Value Measurements. ASC 820 defines fair value and establishes a three-level valuation hierarchy for disclosures of fair value measurements. ASC 820 establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in

active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by ASC 820 are:

Level 1 - Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 - Inputs (other than quoted market prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 - Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model. Valuation of instruments includes unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

As defined by ASC 820, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale, which was further clarified as the price that would be received to sell an asset or paid to transfer a liability ("an exit price") in an orderly transaction between market participants at the measurement date

The reported fair values for financial instruments that use Level 2 and Level 3 inputs to determine fair value are based on a variety of factors and assumptions. Accordingly, certain fair values may not represent actual values of the Company's financial instruments that could have been realized as of May 31, 2024 or that will be recognized in the future, and do not include expenses that could be incurred in an actual settlement. The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, receivables from related parties, prepaid expenses and other, accounts payable, accrued liabilities, and related party and third-party notes payables approximate fair value due to their relatively short maturities. The Company's notes payable to related parties approximates the fair value of such instrument based upon management's best estimate of terms that would be available to the Company for similar financial arrangements at May 31, 2024 and 2023.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of May 31, 2024:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities				
Derivative Financial Instruments	\$ -	\$ -	\$ -	\$ -

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of May 31, 2023:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities				
Derivative Financial Instruments	\$ -	\$ -	\$ 14032	\$ 14,032

03

As of May 31, 2023, the Company's stock price was \$39.42, risk-free discount rate of 5.08% and volatility of 475.94%.

	<u>Amount</u>
Balance May 31, 2023	\$ 14,032
Debt discount	-
Derivative liability written off to additional paid in capital	(12,544)
Change in fair market value of derivative liabilities	(1,488)
Balance May 31, 2024	\$ -

Recent Accounting Pronouncements

Management has considered all recent accounting pronouncements issued. The Company's management believes that that there are no recent pronouncements that will not have a material effect on the Company's financial statements.

NOTE 4 – ASSET PURCHASE AGREEMENT

On October 23, 2022, the Company entered into an Asset Purchase Agreement pursuant to which the Company acquired various proprietary assets and intellectual property for 50,000,000 restricted shares of common stock valued at \$5,000,000. The Company evaluated the Asset Purchase Agreement in accordance with ASC 805 – Business Combinations which notes the threshold requirements of a business combination that includes the expanded definition of a “business” and defines elements that are to be present to be determined whether an acquisition of a business occurred. No “activities” of the acquiree were acquired. Instead, the Company obtained control of a set of inputs (the acquired assets). Thus, the Company determined agreement is an acquisition of assets, not an acquisition of a business in accordance with ASC 805. The total purchase price of \$5,000,000 in connection with the assets acquired is included in intangible assets, in the consolidated balance sheets. As of May 31, 2023, the Company has impaired the entire value of the intangible assets of \$5,000,000.

On October 12, 2023, the Company entered into a new Asset Purchase Agreement pursuant to which the Company acquired various proprietary assets and intellectual property for 1,000,000 restricted shares of common stock (Post Split) and 3,000,000 shares of its Series A Preferred Stock valued at \$825,300. The Company evaluated the Asset Purchase Agreement in accordance with ASC 805 – Business Combinations which notes the threshold requirements of a business combination that includes the expanded definition of a “business” and defines elements that are to be present to be determined whether an acquisition of a business occurred. No “activities” of the acquiree were acquired. Instead, the Company obtained control of a set of inputs (the acquired assets). Thus, the Company determined agreement is an acquisition of assets, not an acquisition of a business in accordance with ASC 805. Management evaluated the value of the assets as decided to impair the entire value of the intangible assets of \$825,300 as of May 31, 2024.

NOTE 5 – INVESTMENT IN BLACKWELL REALTECH 3D, LLC

On April 24, 2024, the Company issued 1,000,000 shares of common stock valued at \$360,200 for 100% of the member interest in a certain entity of Blackwell Realtech 3D, LLC. Management evaluated the assets and liabilities of the acquired entity from the transaction and determined the value to be \$0. As such the total value of the consideration given of \$360,200 were recorded to loss on acquisition on the Consolidated Statement of Operations during the year ended May 31, 2024.

NOTE 6 – PROMISSORY NOTES

Promissory notes payable at May 31, 2024 and 2023 consists of the following:

	May 31, 2024	May 31, 2023
Dated March 31, 2018	\$ 6,500	\$ 6,500
Dated November 12, 2021	-	,000
Dated November 12, 2021	-	,000
Dated January 20, 2022	-	5,000
Dated January 20, 2022	-	5,000
Dated February 8, 2022	-	5,000
Dated February 16, 2022	-	,000
Dated February 16, 2022	-	,000

Dated March 3, 2022	-	2,500
Dated June 2, 2022	26,485	26,485
Dated June 29, 2022	-	2,500
Dated June 29, 2022	-	10,000
Dated June 29, 2022	-	10,000
Dated July 8, 2022	-	8,000
Dated July 11, 2022	-	12,500
Dated July 19, 2022	-	6,000
Dated July 20, 2022	-	5,000
Dated July 20, 2022	-	10,000
Dated July 23, 2022	10,000	13,500
Dated September 2, 2022	2,530	2,530
Dated November 30, 2022	6,444	6,444
Dated November 30, 2022	27,140	27,140
Dated December 7, 2022	5,030	5,030
Dated December 16, 2022	51,000	51,000
Dated January 25, 2023	51,000	51,000
Dated February 8, 2023	15,060	15,060
Dated February 16, 2023	25,030	25,030
Dated February 23, 2023	50,030	50,030
Dated February 28, 2023	4,789	4,789
Dated March 1, 2023	389	389
Dated May 4, 2023	5,839	5,839
Dated June 6, 2023	5,163	-
Dated August 9, 2023	3,000	-
Dated August 9, 2023	5,000	-
Dated August 31, 2023	5,160	-
Dated September 13, 2023	3,000	-
Dated October 17, 2023	7,000	-
Dated October 17, 2023	3,000	-
Dated November 30, 2023	8,779	-
Dated January 29, 2024	7,500	
Dated February 29, 2024	4,700	
Dated March 11, 2024	2,000	
Dated March 21, 2024	2,500	
Dated March 21, 2024	5,000	
Dated May 1, 2024	3,755	
Dated May 31, 2024	6,045	
Short-term promissory note payable	\$ 358,868	\$ 447,266

On March 31, 2018, the Company issued a promissory note for proceeds of \$6,500. The note matures on September 23, 2018 and accrues interest at 1.5% per quarter.

On November 12, 2021, the holders of certain convertibles notes issued on July ,13, 2018, March 23, 2018, December 31,2018 and February 15, 2019 assigned their balances to a new note holder (See Note 7). On the same date, the Company issued new promissory notes in replacement of the assigned notes. Under the new promissory notes the conversion feature was removed, the interest rate was changed to 0%, the due was updated to being due upon 10 days written notice. On October 12, 2023, the note notes were restructured to include a payment schedule with a maturity date of November 30, 2024. The restructured note calls for quarterly payments of \$5,000. In addition to the new payment schedule the notes also stop accruing interest as of August 31, 2023.

On September 19, 2022, the Company issued a promissory note for proceeds of \$950 to an officer for the Company for working capital purposes. The note is due on demand and accrues interest at 10% per year. On October 17, 2022, the officer resigned and agreed to release and forgive the note payable and accrued interest. As such the Company recorded a gain on forgiveness of debt in the amount of \$969

On September 26, 2022, the Company issued a promissory note for proceeds of \$2,500 to an officer for the Company for working capital purposes. The note is due on demand and accrues interest at 10% per year. On October 17, 2022, the officer resigned and agreed to release and forgive the note payable and accrued interest. As such the Company recorded a gain on forgiveness of debt in the amount of \$2,545.

On October 3, 2022, the Company issued a promissory note for proceeds of \$5,000 to an officer for the Company for working capital purposes. The note is due on demand and accrues interest at 10% per year. On October 17, 2022, the officer resigned and agreed to release and forgive the note payable and accrued interest. As such the Company recorded a gain on forgiveness of debt in the amount of \$5,079

During the year ended May 31, 2023, the Company issued various promissory notes to the same note holder for proceeds of \$11,622. The notes are due on demand and accrues interest at 10% per year. On October 12, 2023, the notes were restructured to include a payment schedule with a maturity date of August 31, 2024. The restructured note calls for quarterly payment ranging from \$2,500 to \$5,367. In addition to the new payment schedule the notes also stop accruing interest as of August 31, 2023

On December 7, 2022, the Company issued a promissory note for proceeds of \$5,030. The note is due on demand and accrues interest at 10% per year.

During the year ended May 31, 2024 and 2023, the Company issued various promissory notes with the same noteholders amounting to \$40,102 and \$310,159 for general operating purposes, respectively. The notes carry a 10% interest rate and are due upon 10 days written notice. On October 12, 2023, the notes were restructure to include a payment schedule with a maturity date of August 31, 2026. The restructured note calls for quarterly payment ranging from \$15,000 to \$39,295. In addition to the new payment schedule the notes also stop accruing interest as of August 31, 2023 On February 21, 2024, the notes were sold and assigned to a new note holder in a private transaction. During the year ended May 31, 2024, the Company issued various promissory notes with the new noteholder amounting to \$31,500 for general operating purposes, respectively. The notes carry a 10% interest rate and are due upon 10 days written notice. During the year ended May 31, 2024, the Company made payments of \$160,000 on various notes due to the note holder. As of May 31, 2024 and 2023, the Company had notes payable due to this holder in the amount of \$358,868 and \$447,266, respectively.

During the year ended May 31, 2024 and 2023, the Company recorded interest expense of \$11,704 and \$24,002, respectively.

NOTE 7 – CONVERTIBLE NOTES

Convertible notes payable at May 31, 2024 and 2023, consists of the following:

	May 31, <u>2024</u>	May 31, <u>2023</u>
Dated February 17, 2017	-	7,500

Dated September 12, 2022	-	5,000
Total convertible notes payable, gross	-	12,500
Less: Unamortized debt discount	-	-
Total convertible notes	\$ -	\$ 12,500

On February 17, 2017, the Company issued a convertible note for \$7,500 proceeds. The Company recorded a debt discount related to the beneficial conversion feature of the note for \$7,500. The note is convertible in common stock at 50% discount to the lowest average 20-day trading price and was due on August 17, 2017. At the Company's election, the convertible promissory note can also be settled by cash payment. On October 12, 2023, the noteholder agreed to forgive the note for no consideration. The carrying value of the note and accrued interest in the amount of \$14,064 was recorded to gain on forgiveness of notes payable in the Consolidated Statement of Operations for the year ended May 31, 2024.

On September 12, 2022, the noteholder of a certain notes payables dated November 12, 2021 converted his note amounting to \$29,000 into a new convertible promissory notes. Under the new convertible promissory notes, a conversion feature of \$.00001 was added, and the interest rate was changed to 10% (See note 6). During the year ended May 31, 2023, the noteholder converted \$24,000 in principal into 96,000 shares of common stock valued at \$24,000. During the year ended May 31, 2024, the Company made a cash payment of \$5,000 to settle the note in full.

During the year ended May 31, 2024 and 2023, the Company recorded interest expense of \$867 and \$1,036 respectively.

NOTE 8 – INCOME TAXES

The Company provides for income taxes under ASC 740, "Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax basis of assets and liabilities and the tax rates in effect when these differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

The components of the Company's deferred tax asset and reconciliation of income taxes computed at the statutory rate to the income tax amount recorded as of May 31, 2024 and 2023, are as follows:

	May 31, 2024	May 31, 2023
Net operating loss carryforward	\$ (9,232,814)	\$ (7,672,665)
Statutory tax rate	21%	21%
Deferred tax asset	(1,938,891)	(1,611,260)
Less: Valuation allowance	1,938,891	1,611,260
Net deferred asset	\$ -	\$ -

As of May 31, 2024 and 2023, the Company had approximately \$9.2 million and \$7.70 million in net operating losses ("NOLs"), respectively that may be available to offset future taxable income, which begin to expire between 2037 and 2039. NOLs generated in tax years prior to May 31, 2019 can be carryforward for twenty years, whereas NOLs generated after May 31, 2019 can be carryforward indefinitely. In accordance with Section 382 of the U.S. Internal Revenue Code, the usage of the Company's net operating loss carry forwards is subject to annual limitations following greater than 50% ownership changes. Tax returns for the years ended 2020 through 2022 are subject to review by the tax authorities.

NOTE 9 – STOCKHOLDERS' EQUITY

The Company's authorized common stock consists of 500,000,000 shares common stock and 100,000,000 shares of Series A Preferred Stock with par value of \$0.00001. As of May 31, 2024 and 2023, the issued and outstanding shares of common stock was 55,196,794 and 576,794 (Post split). As of May 31, 2024 and 2023, the issued and outstanding shares of preferred stock was 5,949,400 and 1,950,000, respectively.

On October 12, 2023, the Company and Ramasamy Balasubramanian entered into that certain Unwind Agreement and Mutual Release for the purpose of unwinding, and rendering void, the Asset Purchase executed by and between the Company and Ramasamy on October 19, 2022. The Parties have mutually and voluntarily agreed to unwind the transaction contemplated by the Original APA. Accordingly, the Company shall return all the Assets acquired per the Original APA once Ramasamy has cancelled, and returned to the Company's treasury, the 160,000 (Post split) restricted shares of the Company's common stock he received per the terms of the Original APA. Additionally, effective as of October 12, 2023, Ramasamy resigned as Chief Financial Officer, Treasurer and Chairman of the Board of Directors of the Company. As a result of his resignation he agreed to return 220,000 shares of common stock (Post Split) and 500,000 shares of Series A Preferred Stock valued at \$55,600.

On October 12, 2023, the Company entered into an new Asset Purchase Agreement pursuant to which the Company acquired various proprietary assets and intellectual property for 1,000,000 restricted shares of common stock (Post Split) and 3,000,000 shares of its Series A Preferred Stock valued at \$825,300.

On or about October 17, 2023, the Company's Board of Directors, receiving the majority vote of the Company's shareholders of approximately 74.91%, approved the following: (i) Changing the corporate name from Power Americas Resource Group Ltd. to Blackwell 3D Construction Corp.; (ii) A change in the Company's OTC trading symbol from PARG to BDCC or, if unavailable, to BLCC or BCCP and, (iii) A One for Two Hundred Fifty (1-for-250) Reverse Stock Split of the issued and outstanding shares of Common Stock of the Company whereby every 250 shares of the Company's issued and outstanding common stock on the Payment Date shall automatically convert into one new share of common stock.

During the year ended May 31, 2024, the Company issued 17,000,000 shares of common stock for \$165,000 cash, net of \$5,000 in offering cost.

On March 14, 2024, the Company issued 36,000,000 restricted shares of common stock and 1,000,000 shares of Preferred stock valued at \$1,120,000 based on the stock price on the date of the agreement to the Company's CEO for services. As of May 31, 2024, \$242,411 of the value of the issuance was recoded to compensation cost.

On May 7, 2024, the Company agreed to issued 3,000,000 restricted shares of common stock and valued at \$1,650,000 based on the stock price on the date of the agreement to an executive of the Company for services. As of May 31, 2024, the share were not issued and \$63,288 of the value of the issuance was recoded to compensation cost and Stock payable.

On April 24, 2024, the Company issued 1,000,000 shares of common stock valued at \$360,200 for 100% of the member interest in a certain entity.

NOTE 10 – SUBSEQUENT EVENTS

Subsequent to May 31, 2024, the Company issued various promissory notes with the same noteholders amounting to \$86,241 for general operating purposes. The notes carry a 10% interest rate and are due upon 10 days written notice.

Subsequent to May 31, 2024 the Company issued 5,800,000 shares of common stock for \$58,000 cash.