Alternative Reporting Standard: Disclosure Guidelines for the Pink® Market

METAVESCO, INC.

410 Peachtree Pkwy, Suite 4245, Cumming, GA, 30041
(678) 341-5898
Company Website: https://metavesco.com/
Company Email: info@metavesco.com
SIC Code: 6199

Annual Report

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

Outstanding Shares
The number of shares outstanding of our Common Stock was:

71,642,140 as of September 25, 2024

69,322,140 as of June 30, 2024

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[4] 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.

Below is an outline of the historical background of the Company.

The immediate predecessor of Metavesco, Inc., a Nevada corporation (the "Company", "we", "us", "our", or "MVCO") was Waterside Capital Corporation, a Nevada corporation. On May 24, 2022, the Company filed a certificate of amendment (the "Certificate of Amendment") to the A&R Articles in order to effect the Name Change for state law purposes; however, at that time, the Name Change remained subject to clearance by the Financial Industry Regulatory Authority ("FINRA") for SEC and trading purposes. On June 3, 2022, following clearance of the Name Change by FINRA, the Company's corporate name was changed from Waterside Capital Corporation to Metavesco, Inc. On the same date, the Company's stock symbol was changed from WSCC to MVCO.

The immediate predecessor of Waterside Capital Corporation, a Nevada corporation (the "Company", "we", "us", "our", or "WSCC") was Waterside Capital Corporation, a Virginia corporation. On, November 29, 2021, the management of the Virginia corporation determined that it was in the best interest of the Company and its shareholders to change domiciles to the State of Nevada, pursuant to Article 12.2 of the Act, and Chapter 78 and Chapter 92A of the Nevada revised Statute (the "NRS"), including Section 92A.195 thereof.

In connection with the Conversion, the management of the Virginia corporation adopted a plan of Conversion, providing that each share of the Corporation's common stock, par value $1.00 be exchanged for each share of the common stock of Waterside Capital Corporation, organized in Nevada.

Currently, the Company is incorporated and in good standing in the State of Nevada under the name Metavesco, Inc.

The Company's original predecessor was incorporated in the State of Virginia on July 19, 1993, under the name Eastern Virginia Small Business Investment Corporation.

The Company changed its name to Waterside Capital Corporation, a Virginia corporation, on December 24, 1997. In February 2006, the Company registered as a Small Business Investment Company with the SEC. The Company continued to make required filings with the SEC, and operate as Waterside Capital Corporation, a Virginia corporation.

On November 15, 2021, the Company filed Articles of Conversion with both the State of Virginia and the State Nevada, changing its domicile to the State of Nevada. On December 24, 2021, the company filed Articles of Incorporation with the State of Nevada. The company has continued to keep current and continue to make required filings with the SEC.

On December 17, 2021, the Board took action by written consent to amend the Company's Certificate of Incorporation to implement the name change and OTC Markets symbol change.

Accordingly, on June 3, 2022, following clearance of the Name Change by FINRA, the Company's corporate name was changed from Waterside Capital Corporation to Metavesco, Inc. On the same date, the Company's stock symbol was changed from WSCC to MVCO.

On November 13, 2023, the Company filed Form 15-2G with the SEC, terminating its SEC reporting obligations.

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:
Waterside Capital Corporation (the "Company Predecessor") was incorporated in the Commonwealth of Virginia on July 13, 1993 and was a closed-end investment company licensed by the Small Business Administration (the "SBA") as a Small Business Investment Company ("SBIC").

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 September 13 2024, the Company's director and shareholders approved an amendment of the Company's Articles of Incorporation that would effect a 100-for-1 forward stock split of the Company's common stock and to increase the authorized shares of common stock to 15,000,000,000 shares. The forward split and increase in the authorized shares is subject to clearance by the Financial Industry Regulatory Authority ("FINRA"), and the Company will not effect the forward split and the increase in the authorized shares until it is cleared by FINRA.

On August 8, 2024 the Company's director and shareholders approved an amendment of the Company's Articles of Incorporation to increase the authorized shares of common stock, par value $0.0001 per share, of common stock from 300,000,000 shares of common stock to 600,000,000 shares of common stock. Common stock has been presented in these unaudited consolidated financial statements have been adjusted retroactively to reflect the increase in authorized shares of common stock.

Address of the issuer's principal executive office:

410 Peachtree Pkwy, Suite 4245, Cumming, GA, 30041

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: Computershare Inc.
Phone: 1-866-524-0690
Email: info@computershare.com
Address: Dept CH 16934, Palatine, IL 60055-6934

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:	MVCO	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	E941872	
Par or stated value:	$0.0001	
Total shares authorized:	600,000,000	as of date: June 30, 2024
Total shares outstanding:	69,322,140	as of date: June 30, 2024
Total number of shareholders of record:	27	as of date: June 30, 2024

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:	Series A Convertible Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	$0.0001
Total preferred shares authorized:	20,000,000 as of date: June 30, 2024
Total preferred shares designated as Series A Convertible Preferred Stock	100 as of date: June 30, 2024
Total shares outstanding (if applicable):	20 as of date: June 30, 2024
Total number of shareholders of record (if applicable):	2 as of date: June 30, 2024

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.**

Entitled to declared common dividends, one vote per share of common stock, no preemption rights.

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

Series A Convertible Preferred Stock ("Series A Stock") Certificate of Designations provides (i) the number of authorized shares will be 100, (ii) each share will have a stated value of $50,000, (iii) each share is convertible into 1,000,000 shares of Company common stock, subject to a 9.99% equity blocker, (iv) shares are non-voting, and (v) shares are not entitled to receive dividends or distributions.

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

Shares Outstanding Opening Balance: Date July 1, 2022 Common: 60,822,140 Preferred:22			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
April 7, 2023	New issuance	500,000	Common Stock	$0.036	No	Crystal Schwer	For services, website development	Restricted	Section 4(a)(2)
June 12, 2023	New issuance	5,000,000	Common Stock	$0.048	No	Eddy Rodriguez	Business acquisition	Restricted	Section 4(a)(2)
January 16, 2024	New issuance	1,000,000	Common Stock	$0.083	No	Meliori Inc.	Issued in conjunction with promissory note	Restricted	Section 4(a)(2)
May 8, 2024	New issuance	2,000,000	Common Stock	$0.041	No	Tim Hackbart	2 shares of Series A Convertible Preferred Stock were converted into 2,000,000 shares of common stock	Restricted	Section 4(a)(2)
Shares Outstanding on Date of This Report: Ending Balance: Date June 30, 2024									

Common: 69,322,140 Preferred: 20	

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:

____

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder.** ***** You must disclose the control person(s) for any entities listed.**	**Reason for Issuance (e.g. Loan, Services, etc.)**
January 16, 2024	217,222	230,000	10,853	January 16, 2027	In conjunction with the issue of the Promissory Note, the Company issued a common stock purchase The terms of the Warrant state that at any time on or after January 16, 2024 and until January 16, 2029, exercise the Warrant to purchase 1,000,000 shares of the Company's common stock for an exercise price per share of $0.03	Tom Zarro	Loan
November 2, 2023	602,500	650,000	52,164	November 2, 2028	None	Meliori Incorporated (control person Katelyn Schadel)	Loan
May 10, 2022	20,000	20,000	1,393	May 10, 2027	At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share.	Timothy Hackbart	Loan

May 9, 2022	100,000	100,000	686	May 9, 2027	At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share.	Ryan Schadel	Loan
May 6, 2022	82,701	100,000	0	May 6, 2027	At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share.	Ryan Schadel	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:

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")

The Company is a pioneering holding company focused on acquiring, operating, and nurturing innovative businesses in both digital and traditional sectors. Our mission is to drive growth through strategic investments in emerging technologies and established industries.

In March 2022, the Company commenced operations as a web3 enterprise. The Company generates income as a liquidity provider, via decentralized exchanges such as Uniswap. Additionally, the Company farms tokens via Proof of Stake protocols on decentralized exchanges, as well as centralized exchanges including the Coinbase, Inc. ("Coinbase") exchange. The Company also invests in what it considers promising non-fungible token ("NFT") projects and virtual land, primarily on Ethereum virtual machine ("EVM") protocols. The Company has three areas of focus:

- Liquidity Provider - In decentralized finance (DeFi), the ability to trade assets from one to another is facilitated by Liquidity Pools ("LPs") which generally contain a 50/50 balance between both underlying tokens. The Company expects to invest substantially in LPs to generate ongoing revenue. We expect that this revenue will fuel our other initiatives as we build the Company.
- Staking - Like LPs, staking can provide potential passive revenue to the Company. Purchasing large blocks of lucrative PoS assets to grow the passive income portfolio is expected to be a major cornerstone to our success.
- NFTs - The Company holds NFTs for capital appreciation and for potential income from IP licensing.

As of the date of this Disclosure Statement, the Company no longer focuses on the three areas mentioned in the above paragraph.

On August 29, 2022, the Company announced its plan to begin Bitcoin mining operations. Bitcoin mining has been part of the Company roadmap since entering the web3 space in March of 2022, although our plans have been accelerated with the recent decrease in the price of Bitcoin. Mining equipment has become much more affordable as overleveraged miners are forced to sell equipment at reduced prices.

In February 2023, the Company commenced bitcoin mining operations at a hosted facility in Texas, in May 2023, at a hosted facility in Kentucky and in November 2023, at a hosted facility in Iowa. As of June 30, 2024, the Company has purchased and is currently employing mining equipment at cost of $438,046.

On June 12, 2023, the Company entered into a Limited Liability Company Interest Purchase Agreement the ("Purchase Agreement") with Eddy Rodrigeuz (the "Seller"). The Seller is the sole owner of Boring Brew LLC ("Boring") and Bored Coffee Lab, LLC ("Bored") and collectively known a Boring Brew. Under the terms of the Purchase Agreement, the Seller sold to the Company, all of the outstanding limited liability company interests in Boring and Bored for a total purchase price of $9,245 in cash and 5,000,000 shares of common stock of the Company. Boring Brew, a web3 startup known for its unique and limited edition coffee bags. Boring Brew partners with influential NFT holders to transform their intellectual property into an exquisite collection of specialty coffee.

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

Three subsidiaries - Boring Brew LLC, Bored Coffee Lab, LLC and Epic Labor, Inc.

C. Describe the issuers' principal products or services.

The Company generates revenue through liquidity pools and staking rewards.
Bitcoin mining is currently underway, and operations are hosted at facilities in Kentucky and Iowa.

Boring Brew, a web3 startup known for its unique and limited edition coffee bags partners with influential NFT holders to transform their intellectual property into an exquisite collection of specialty coffee.

During the year ended June 30, 2024, the Company entered into forward contracts to purchase certain digital assets at an agreed price. The Company paid deposits of SUSD $133,264 to enter into these contracts, withdrew $101,813 from the contracts and realized net losses of $31,451. As of the date of this Disclosure Statement, the Company is no longer focusing on these activities.

Bitcoin mining operations at a hosted facility in Kentucky and Iowa.

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.

We do not currently own any property. We rent office space month to month from Regus Management Group, LLC at 410 Peachtree Parkway, Cumming GA for $299 per month.

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**
Ryan Schadel	CEO & CFO & Director	Murrayville, GA	42,476,660	Common Stock	61.27%	N/A
Eddy Rodriquez	Owner of more than 5%	Miami, FL	5,000,000	Common Stock	7.21%	N/A
______	______	______	______	______	______	______
______	______	______	______	______	______	______
______	______	______	______	______	______	______

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to 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);

No

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

No

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

No

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

No

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

No

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

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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. If any updates are needed to your public company profile, update your company profile.
Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Jessica Haggard of Anthony, Linder & Cacomanolis, PLLC
Address 1:	1700 Palm Beach Lakes Blvd., Suite 820
Address 2:	West Palm Beach, FL 33401
Phone:	561-514-0936
Email:	JHaggard@alclaw.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): https://twitter.com/metavesco
X (Twitter): https://twitter.com/CRyanSchadel
Discord: ______
LinkedIn ______
Facebook: https://www.facebook.com/Metavesco
[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: Nick Miseros, CPA, CA, LPA
Firm: Nick Miseros Professional Corporation
Nature of Services: Assist with preparation of disclosure statement
Address 1: 500 Danforth Avenue, Suite 303, Toronto, Ontario M4K 1P6
Address 2: ______
Phone: 416-469-5557
Email: nick@miseros.ca

9) Disclosure & Financial Information

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

Name: **Nick Miseros, CPA, CA, LPA**
Title: **Accountant at Nick Miseros Professional Corporation**
Relationship to Issuer: **Contract Accountant**

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

☐ IFRS
X U.S. GAAP

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

Name: **Nick Miseros, CPA, CA, LPA**
Title: **Accountant at Nick Miseros Professional Corporation**
Relationship to Issuer: **Contract Accountant**
Describe the qualifications of the person or persons who prepared the financial statements: **CPA**

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.

METAVESCO, INC.

UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2024 AND JUNE 30, 2023

METAVESCO, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2024	June 30, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 4,366	$ 17,086
Deposits	499	603
Inventory	9,070	7,788
Prepaid expenses	1,996	8,602
Total current assets	15,931	34,079
Digital assets held, net of impairment	35,741	194,229
Equipment, net	384,723	66,616
Intangible assets, net	13,735	41,402
Total assets	$ 450,130	$ 336,326
Liabilities and Stockholders' (Deficit) Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 87,003	$ 58,160
Promissory notes, accrued interest (net of debt discount of $0 and $933, respectively), current portion	93,909	25,170
Promissory notes - related parties, accrued interest (net of debt discount of $0 and $2,386, respectively)	-	164,129
Total current liabilities	180,912	247,459
Long-term liabilities		
Promissory note, accrued interest (net of debt discount of $35,844 and $0, respectively) less current portion	98,322	-
Promissory notes - related parties, accrued interest (net of debt discount of $101,749 and $0, respectively)	552,915	-
Convertible promissory note, accrued interest (net of debt discount of $11,434 and $15,442, respectively)	9,959	5,299
Convertible promissory notes - related party, accrued interest (net of debt discount of $114,074 and $228,542, respectively)	69,312	77,167
Total long-term liabilities	730,508	82,466
Total liabilities	911,420	329,925
Stockholders' (Deficit) Equity		
Preferred stock: $0.0001 par value; 20,000,000 shares authorized	-	-
Series A Convertible Preferred Stock: $0.0001 par value; 100 shares designated; 20 and 22 shares issued and outstanding at June 30, 2024 and 2023, respectively	-	-
Common stock: $0.0001 par value; 600,000,000 shares authorized; 69,322,140 and 66,322,140 shares issued and outstanding at June 30, 2024 and 2023, respectively	6,932	6,632
Additional paid-in capital	19,738,464	19,609,816
Shares to be issued	9,000	9,000
Accumulated deficit	(20,215,686)	(19,619,047)
Total stockholders' (deficit) equity	(461,290)	6,401
Total liabilities and stockholders' (deficit) equity	$ 450,130	$ 336,326

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

METAVESCO, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Years ended June 30, 2024	Years ended June 30, 2023
Revenue		
Mining pool fees	$ 352,165	$ 18,911
Liquidity pool fees	7,323	102,403
Staking rewards	23	5,348
Sales	7,966	425
Total revenue	367,477	127,087
Expense		
Administrative expenses	637,301	313,539
Interest expense	241,634	97,432
Impairment of digital assets held	80,368	591,125
Impairment of equipment	44,058	
Impairment of goodwill		257,353
Total expense	1,003,361	1,259,449
Other income		
Other rewards	4,816	12,900
Realized gains on sale/ exchange of digital assets held	81,875	546,617
Other net gains	(47,446)	-
Total other income	39,245	559,517
Net loss	$ (596,639)	$ (572,845)
Net loss per share - basic and diluted	$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding - basic and diluted	67,037,987	61,183,783

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

METAVESCO, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT) EQUITY
For the years ended June 30, 2024 and 2023
(Unaudited)

	Series A Convertible Preferred Stock ($0.0001 par value)		Common Stock ($0.0001 par value)		Additional paid-in capital	Shares to be issued	Accumulated deficit	Total stockholders' equity
	Shares	Par Value	Shares	Par Value				
Balance at June 30, 2023	22	$ -	66,322,140	$ 6,632	$ 19,609,816	$ 9,000	$ (19,619,047)	$ 6,401
Warrants issued in conjunction with promissory note	-	-			45,948			45,948
Shares to be issued	-	-	-	-	-	83,000	-	83,000
Issue of common stock	-	-	1,000,000	100	82,900	(83,000)	-	-
Series A Stock converted into shares of common stock	(2)	-	2,000,000	200	(200)	-	-	-
Net loss	-	-	-	-	-	-	(596,639)	(596,639)
Balance at June 30, 2024	20	$ -	69,322,140	$ 6,932	$ 19,738,464	$ 9,000	$ (20,215,686)	$ (461,290)

	Series A Convertible Preferred Stock ($0.0001 par value)		Common Stock ($0.0001 par value)		Additional paid-in capital	Shares to be issued	Accumulated deficit	Total stockholders' equity
	Shares	Par Value	Shares	Par Value				
Balance at June 30, 2022	22	$ -	60,822,140	$ 6,082	$ 19,384,450	$ -	$ (19,046,202)	$ 344,330
Shares issued for website	-	-	500,000	50	17,950	-	-	18,000
Shares issued for investment in Boring Brew LLC and Bored Coffee Lab LLC	-	-	5,000,000	500	239,500	-	-	240,000
Warrants	-	-	-	-	7,916	-	-	7,916
Shares to be issued	-	-	-	-	-	9,000	-	9,000
Beneficial conversion feature	-	-	-	-	(40,000)	-	-	(40,000)
Net loss	-	-	-	-	-	-	(572,845)	(572,845)
Balance at June 30, 2023	22	$ -	66,322,140	$ 6,632	$ 19,609,816	$ 9,000	$ (19,619,047)	$ 6,401

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

METAVESCO, INC.
CONSOLIDATED STATEMENTS OF CASH FLOW
(Unaudited)

	Years ended June 30,			
	2024		2023	
Cash Flows from Operating Activities:				
Net loss	$	(596,639)	$	(572,845)
Adjustments to reconcile net loss to net cash used in operating activities				
Amortization of intangible assets		7,168		597
Depreciation		71,217		10,143
Impairment of digital assets held		80,368		591,125
Impairment of equipment		44,058		-
Impairment of goodwill		-		257,353
Realized gain on sales/ exchange digital assets held		(81,875)		(546,617)
Other net gains		47,446		-
Digital assets received as revenue and other rewards		(364,327)		(139,562)
Digital assets paid for expenses		50,791		46,557
Non-cash interest expense		241,634		88,422
Gain on settlement of debt		-		(55)
Write-off of website costs		20,499		-
Changes in operating assets and liabilities:				
Decrease (increase) in deposit		103		(359)
Increase in inventory		(1,282)		(2,585)
Decrease in prepaid		6,605		11,481
Increase in accounts payable and accrued liabilities		28,845		57,482
Net cash used in operating activities		(445,389)		(198,863)
Cash Flows from Investing Activities:				
Purchase of digital assets held		(100,862)		(55,000)
Sale of digital assets held		526,947		232,206
Purchase of fixed assets		(433,382)		(4,664)
Purchase of website		-		(2,499)
Investment in Boring Brew LLC and Bored Brew Lab LLC		-		(9,245)
Net cash provided by (used in) investing activities		(7,297)		160,798
Cash Flows from Financing Activities:				
Advances from Labor Smart Inc. - related party		24,349		-
Repayment of advances from Labor Smart Inc. - related party		(24,349)		-
Proceeds from issuance of promissory note payable		230,000		25,000
Proceeds from issuance of promissory note payable - related party		627,000		50,000
Repayment of promissory note payable		(87,212)		-
Repayment of promissory note payable - related party		(330,822)		-
Repayment of convertible notes payable - related party		-		(20,000)
Repayment of advances		-		(35,000)
Issuance of common stock to be issued		1,000		-
Net cash provided by financing activities		439,966		20,000
Net change in cash and cash equivalents		(12,720)		(18,065)
Cash and cash equivalents, beginning of year		17,086		35,151
Cash and cash equivalents, end of year	$	4,366	$	17,086
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION				
Cash paid during period for:				
Interest paid	$	24,579	$	9,010
Income taxes paid	$	-	$	-
Non-cash Investing and Financing Activities				
Purchase of digital assets held with other digital assets	$	984,558	$	6,941,826
Proceeds from sale of digital assets for other digital assets	$	1,470,156	$	7,292,387
Shares issued for website	$	-	$	18,000
Shares issued for investment in Boring Brew LLC and Bored Coffee Lab LLC			$	240,000
Shares to be issued in conjunction with the amendment of terms of promissory note - related party	$	-	$	9,000
Shares to be issued in conjunction with promissory note - related party	$	82,000	$	-
Intrinsic value of embedded beneficial conversion feature on convertible note payable - related party	$	-	$	40,000
Equipment paid with digital assets	$	-	$	72,095
Warrants issued in conjunction with promissory note	$	45,948	$	7,916
Digital assets for payment of promissory note - related party	$	-	$	7,502
Deposit	$	20,858	$	-

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

NOTE 1 – ORGANIZATION AND OPERATIONS

Metavesco, Inc. (formerly Waterside Capital Corporation) (the "Company") was incorporated in the Commonwealth of Virginia on July 13, 1993 and was a closed-end investment company licensed by the Small Business Administration (the "SBA") as a Small Business Investment Company ("SBIC"). The Company previously made equity investments in, and provided loans to, small businesses to finance their growth, expansion, and development. Under applicable SBA regulations, the Company was restricted to investing only in qualified small businesses as contemplated by the Small Business Investment Act of 1958. As a registered investment company under the Investment Company Act of 1940, as amended (the "Investment Company Act"), the Company's investment objective was to provide its shareholders with a high level of income, with capital appreciation as a secondary objective. The Company made its first investment in a small business in October 1996.

On May 28, 2014, with the Company's consent, the United States District Court for the Eastern District of Virginia, having jurisdiction over an action filed by the SBA (the "Court"), entered a Consent Order and Judgment Dismissing Counterclaim, Appointing Receiver, Granting Permanent Injunctive Relief and Granting Money Judgment (the "Order"). The Order appointed the SBA receiver of the Company for the purpose of marshaling and liquidating in an orderly manner all of the Company's assets and entered judgment in favor of the United States of America, on behalf of the SBA, against the Company in the amount of $11,770,722. The Court assumed jurisdiction over the Company and the SBA was appointed receiver effective May 28, 2014.

The Company effectively stopped conducting an active business upon the appointment of the SBA as the receiver and the commencement of the court-ordered receivership (the "Receivership"). Over the course of the Receivership, the activity of the Company was limited to the liquidation of the Company's assets by the receiver and the payment of the proceeds therefrom to the SBA and for the expenses of the Receivership. On June 28, 2017, the Receivership was terminated with the entry of a Final Order by the Court. The Final Order specifically stated that "Control of Waterside shall be unconditionally transferred and returned to its shareholders c/o Roran Capital, LLC ("Roran") upon notification of entry of this Order". Upon termination of the Receivership, Roran took possession of all books and records made available to it by the SBA.

The Company filed with the Securities and Exchange Commission (the "SEC") an application pursuant to Section 8(f) of the Investment Company Act for an order declaring that the Company had ceased to be a registered investment company. On April 22, 2020, the SEC issued an order under Section 8(f) of the Investment Company Act declaring that the Company had ceased to be an investment company. As a result, the Company is now a reporting company under the Securities Exchange Act of 1934, as amended.

On September 2, 2021, the Company entered into a Stock Purchase Agreement (the "SPA") by and between (i) the Company (ii) Mr. Schadel ("Buyer") and (iii) Roran. Roran agreed to sell to the Buyer 42,476,660 shares of common stock of the Company held by Roran for a total purchase price of $385,000. In conjunction with the SPA, Roran agreed to forgive all amounts due to Roran by the Company totaling $207,644, which is comprised of convertible note payable – related party, accrued interest payable – related party, and advances from related party. The Buyer acquired 42,476,660 shares of the Company's Common Stock, representing 69.7% of the issued and outstanding shares of Common Stock. As such, the SPA resulted in a change of control of the Company.

Effective November 29, 2021, the Company converted from a Virginia corporation to a Nevada corporation.

On December 17, 2021, the majority shareholder and board of directors approved an amendment to the amended and restated articles of incorporation that would change the Company's name from Waterside Capital Corporation to Metavesco, Inc. The name change was effective June 3, 2022, following clearance by the Financial Industry Regulatory Authority ("FINRA").

In March 2022, the Company commenced operations as a web3 enterprise. The Company generates income as a liquidity provider, via decentralized exchanges such as Uniswap. Additionally, the Company farms tokens via Proof of Stake protocols on decentralized exchanges, as well as centralized exchanges including the Coinbase, Inc. ("Coinbase") exchange. The Company also invests in what it considers promising non-fungible token ("NFT") projects and virtual land, primarily on Ethereum virtual machine ("EVM") protocols.

On June 12, 2023, the Company entered into a Limited Liability Company Interest Purchase Agreement the ("Purchase Agreement") with Eddy Rodrigeuz (the "Seller"). The Seller is the sole owner of Boring Brew LLC ("Boring") and Bored Coffee Lab, LLC ("Bored"). Under the terms of the Purchase Agreement, the Seller sold to the Company, all of the outstanding limited liability company interests in Boring and Bored for a total purchase price of $9,245 in cash and 5,000,000 shares of common stock of the Company.

In February 2023, the Company commenced bitcoin mining operations at a hosted facility in Texas, in May 2023, at a hosted facility in Kentucky and in November 2023, at a hosted facility in Iowa.

On November 13, 2023, the Company filed Form 15 with the SEC which terminated its duty to file reports under the Securities Exchange Act of 1934, as amended.

<u>Going Concern</u>

The Company's consolidated financial statements have been prepared in accordance with GAAP applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. During the year ended June 30, 2024, the Company incurred a net loss of $596,639 and used cash in operating activities of $445,389, and on June 30, 2024, had an accumulated deficit of $20,215,686. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date that the consolidated financial statements are issued. The Company will be dependent upon the raising of additional capital through placement of debt and its common stock in order to implement its business plan. There can be no assurance that the Company will be successful in this situation. The Company expects over the next twelve months, cash held at a consolidated financial institution will be spent on professional fees, transfer agent and other administrative costs. The cash held at Coinbase will be deployed to purchase crypto assets to generate staking rewards and liquidity pool fees. We hope to pay some of our suppliers and contractors in crypto assets in the coming months. However, there can be no assurance we will be able to pay any of our suppliers and contractors in digital assets.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Fiscal Year-End

The Company elected June 30 as its fiscal year-end date.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries (1) Boring Brew LLC (2) Bored Coffee Lab, LLC and (3) Epic Labor, Inc. All significant intercompany transactions are eliminated.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with GAAP 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 dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the consolidated financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience, and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Significant matter requiring use of estimates and assumptions include, but may not be limited to, evaluation of impairment of digital assets, equipment, identifiable intangible assets and goodwill, recognition and valuation of revenue, valuation allowance for deferred tax assets and fair value used in business acquisitions..

Actual results could differ from those estimates.

Business Acquisitions

The Company accounts for its business combinations using the acquisition method of accounting in accordance with ASC 805 “Business Combinations.” The cost of an acquisition is measured at the aggregate of the acquisition date fair value of the assets transferred to the sellers and liabilities incurred by the Company and equity instruments issued. Transaction costs directly attributable to the acquisition are expensed as incurred. Identifiable assets and liabilities acquired or assumed are measured separately at their fair values as of the acquisition date, irrespective of the extent of any non-controlling interests. The excess of (i) the total costs of acquisition, fair value of the non-controlling interests and acquisition date fair value of any previously held equity interest in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated income statements. During the measurement period, which can be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated income statements.

Cash and cash equivalents

Cash and cash equivalents include cash and interest-bearing highly liquid investments held at financial institutions, cash on hand that is not restricted as to withdrawal or use with an initial maturity of three months or less, and cash held in accounts at crypto trading venues. On June 30, 2024, $3,681 of cash was at held a financial institution which is a member of the Federal Deposit Insurance Corporation (“FDIC”) and $685 was held at Coinbase. The contract with Coinbase requires USD balances in a client’s fiat wallet be held in an omnibus custodial account for the benefit of Coinbase’s customers. These accounts are either omnibus bank accounts insured by the FDIC (currently up to $250,000 per entity) or trust accounts holding short term U.S. treasuries.

Digital Assets

Digital assets held by the Company are accounted for as intangible assets with indefinite useful lives and are initially measured at cost. The Company assigns costs to transactions on a first-in, first-out basis (FIFO).

An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the digital assets at the time its fair value is being measured.

Tokens are subject to impairment losses if the fair value of a token decreases below the carrying value at any time during the period. The fair value is measured using the quoted price in the principal market of the tokens. The Company currently obtains the quoted price of tokens from www.cryptocompare.com.

Liquidity pool tokens and NFTs are subject to impairment losses if the fair value of a token decreases below the carrying value at the end of each quarterly accounting period. The fair value of liquidity pool tokens is based on the quoted price on the last day of the quarter at 4PM Eastern Time. The fair value of NFTs is based on the average trading price on the last day of each quarter.

Impairment for liquidity pool tokens and NFTs is assessed quarterly due to each token being a unique asset and due to the illiquid markets in which these tokens trade. The Company is continuously reviewing available markets and information and its methodology when determining the fair value of digital assets.

The Company currently reviews quoted prices of its liquidity pool tokens, NFTs and comparable tokens at https://uniswap.org/ and https://opensea.io. Impairment expense is reflected in total expense in the consolidated statements of operations. Subsequent reversal of impairment losses is not permitted.

The sales of digital assets held are included within investing activities in the accompanying consolidated statements of cash flows and any realized gains or losses from such sales are included in other income (expense) in the consolidated statements of operations.

Identifiable Intangible Assets

Identifiable intangible assets consist primarily of design and websites. These assets are tested for impairment using undiscounted cash flow methodology annually and whenever there is an indicator of impairment. Estimating future cash flows requires significant judgment and projections may vary from cash flows eventually realized. Several impairment indicators are beyond the Company's control and determining whether or not they will occur cannot be predicted with any certainty. Design and websites are amortized on a straight-line basis over an estimated life of three years.

The website development costs of the Company are accounted for in accordance with ASC 350-50, Website Development Costs. These costs are included in intangible assets in the accompanying consolidated financial statements. Upgrades or enhancements that add functionality are capitalized while other costs during the operating stage are expensed as incurred. The Company amortizes the capitalized website development costs over an estimated useful life of three years.

Goodwill

Goodwill represents the premium paid over the fair value of the net tangible and identifiable intangible assets acquired in the Company's business combinations. The Company performs a goodwill impairment test on at least an annual basis at the reporting unit level. Application of the goodwill impairment test requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for the businesses, the useful life over which cash flows will occur and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. The Company will conduct its annual goodwill impairment test as of June 30 of each year or more frequently if indicators of impairment exist. The Company periodically analyzes whether any such indicators of impairment exist. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include a sustained significant decline in our stock price and market capitalization, a significant adverse change in legal factors or in the business climate, unanticipated competition and/or slower expected growth rates, adverse actions or assessments by a regulator, among others. The Company compares the fair value of its reporting unit to its respective carrying value, including related goodwill.

A goodwill impairment charge of $257,353 was recorded as of June 30, 2023. The impairment of goodwill was due to the inability of the Company to identify future cash flows with suitable reliability associated with Boring Brew LLC and Bored Coffee Lab LLC acquired on June 12, 2023. See Note 3 – Business Acquisition.

Opening balance on June 30, 2022	$ 0
Purchase of goodwill	257,353
Impairment of goodwill	(257,353)
Closing balance on June 30, 2023	$ 0

Revenue recognition

The Company recognizes revenue under the Financial Accounting Standards Board's (the "FASB") Accounting Standards Codification ("ASC") 606*, Revenue from Contracts with Customers*. The core principle of the revenue standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The following five steps are applied to achieve that core principle:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when the Company satisfies a performance obligation

Revenue is recognized when control of the promised goods or services is transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company generates revenue through liquidity pools and staking rewards.

Liquidity Pools

Liquidity pools are a collection of digital assets locked in a smart contract that provide liquidity to decentralized exchanges. Liquidity allows digital assets to be converted to cash quickly and efficiently without drastic price swings. An important component of a liquidity pool are automated market makers ("AMMs"). An AMM is a protocol that uses liquidity pools to allow digital assets to be traded by a mathematical formula rather than though a traditional market of buyers and sellers.

The Company earns fees by providing liquidity on Uniswap V2 and Uniswap V3. The Company earns fees proportionate to the liquidity they have supplied to the exchange. The fee for each trade is set at 0.05% for stable coins, 0.3% for most pairs and 1.0% for exotic pairs. The fees earned by the Company depend on the risk characteristics of each pair of tokens selected and the price range liquidity is provided. Uniswap V2 requires users to provide liquidity over the entire price curve, whereas Uniswap V3 provides users with liquidity over a price range.

Revenue is recognized from liquidity pools when the award is claimed and deposited in the Company wallet. The transaction consideration the Company receives is noncash in the form of digital assets. Revenue is measured at the fair value of the digital asset awards received.

Mining Pools

The Company earns transaction fees with its crypto mining machines by validating requesting customers' transactions to a distributing ledger. We joined a mining pool and receive a pro-rata share of a bitcoin award for completing a blockchain.

The Company has entered into digital asset mining pools by executing an agreement with one mining pool operator The agreement is terminable at any time by either party. In exchange for providing computing power, the Company is entitled to a fractional share of the fixed cryptocurrency award the mining pool operator receives (less digital asset transaction fees to the mining pool operator which are immaterial and are recorded as a deduction from revenue), for successfully adding a block to the blockchain. The Company's fractional share is based on the proportion of computing power the Company contributed to the mining pool operator to the total computing power contributed by all mining pool participants in solving the current algorithm.

Providing computing power in digital asset transaction verification services is an output of the Company's ordinary activities. The provision of providing such computing power is the only performance obligation in the Company's contracts with mining pool operators. The transaction consideration the Company receives, if any, is noncash consideration, which the Company measures at fair value on the date received, which is not materially different than the fair value at contract inception or the time the Company has earned the award from the pools. The consideration is all variable. Because it is not probable that a significant reversal of cumulative revenue will not occur, the consideration is constrained until the mining pool operator successfully places a block (by being the first to solve an algorithm) and the Company receives confirmation of the consideration it will receive, at which time revenue is recognized. There is no significant financing component in these transactions.

Fair value of the cryptocurrency award received is determined using the quoted price of the related cryptocurrency at the time of receipt.

Staking Rewards
Staking rewards are granted to holders of a crypto asset when the holders lock up that crypto asset as collateral to secure fairness when validating transactions or other network actions.

The Company participates in networks with proof-of-stake consensus algorithms, through creating or validating blocks on the network. In exchange for participating in the consensus mechanism of these networks, the Company earns rewards in the form of the native token of the network. Each block creation or validation is a performance obligation. Revenue is recognized at the point when the block creation or validation is complete and the rewards are transferred into a digital wallet that the Company controls. Revenue is measured based on the number of tokens received and the fair value of the token at contract inception.

Airdrops
Airdrops are the distribution of tokens without compensation generally undertaken with a view of increasing awareness of a new token, to encourage adoption of a new token and to increase liquidity in the early stages of a token project.

The Company recognizes crypto assets received through an airdrop if the crypto asset is expected to generate a probable future benefit and if the Company is able to support the trading, custody, or withdrawal of these assets.

Airdrops are accounted for in accordance with ASC 610-20*, Sales and Transfer of Nonfinancial Assets,* Receipt of a airdrops are classified as other income in the statement of operations.

<u>Equipment</u>

Equipment is stated at cost, less accumulated depreciation and amortization. Expenditures for maintenance and repairs are charged to expense when incurred, while renewals and betterments that materially extend the life of an asset are capitalized.

The costs of assets sold, retired, or otherwise disposed of, and the related allowance for depreciation, are eliminated from the accounts, and any resulting gain or loss is recognized in the results from operations. Depreciation is provided over the estimated useful lives of the assets, which are as follows:

Mining equipment	Straight-line over 36 months

<u>Convertible Financial Instruments</u>

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

When the Company has determined that the embedded conversion options should not be bifurcated from their host instruments, discounts are recorded for the intrinsic value of conversion options embedded in the instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the transaction and the effective conversion price embedded in the instrument.

Beneficial conversion feature – The issuance of the convertible debt generated a beneficial conversion feature ("BCF"), which arises when a debt or equity security is issued with a non-separated embedded conversion option that is beneficial to the investor or in the money at inception because the conversion option has an effective strike price that is less than the market price of the underlying stock at the commitment date. The Company recognized the BCF by allocating the intrinsic value of the conversion option, which is the number of shares of common stock available upon conversion multiplied by the difference between the effective conversion price per share and the fair value of common stock per share on the commitment date, resulting in a discount on the convertible debt (recorded as a component of additional paid-in capital). The BCF is amortized into interest expense over the life of the related debt.

<u>Related Parties</u>

The Company follows subtopic 850-10 of the ASC for the identification of related parties and disclosure of related party transactions.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. The disclosures shall include: (a) the nature of the relationship(s) involved; (b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the consolidated financial statements; (c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and, (d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitments and Contingencies

The Company follows ASC 450-20 to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. Management assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, management evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Deferred Tax Assets and Income Taxes Provision

The Company follows the provisions of ASC 740-10-25-13, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the consolidated financial statements. Under ASC 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. ASC 740-10-25-13 also provides guidance on de-recognition, classification, interest, and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carrybacks and carryforwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Tax years that remain subject to examination by major tax jurisdictions are generally the prior three years for federal purposes, and the prior four years for state purposes; however, as a result of the Company's operating losses, all tax years remain subject to examination by tax authorities.

Net Income (Loss) Per Common Share

The Company computes net income or loss per share in accordance with ASC 260 Earnings Per Share. Under the provisions of ASC 260, basic net loss per share is computed by dividing the net loss available to common stockholders for the period by the weighted average number of shares of common stock outstanding during the period. The calculation of diluted net loss per share gives effect to common stock equivalents; however, on June 30, 2024 and 2023, we excluded the common stock issuable upon conversion of Series A Convertible Preferred Stock and warrants to 27,620,000 shares and 28,620,000 shares, respectively, as their effect would have been anti-dilutive.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of ASC for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of ASC ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

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. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Transactions involving related parties cannot be presumed to be carried out on an arms-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

During the year ended June 30, 2024, the Company entered into forward contracts to purchase certain digital assets at an agreed price. The Company paid deposits of SUSD $133,264 to enter into these contracts, withdrew $101,813 from the contracts and realized net losses of $31,451.

		Derivative asset
Balance, June 30, 2023	$	-
Deposits		133,264
Withdrawals		(101,813)
Realized net losses of futures contracts		(31,451)
Balance, June 30, 2024	$	-

Derivative assets (liabilities) are measured at fair value on a recurring basis using Level 2 inputs.

The following tables present assets and liabilities that are measured and recognized at fair value as on a recurring basis:

	June 30, 2024		
	Level 1	Level 2	Level 3
Description	$	$	$
Derivative assets (liabilities)	-	-	-

	June 30, 2023		
	Level 1	Level 2	Level 3
Description	$	$	$
Derivative assets (liabilities)	-	-	-

Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU No. 2023-07, Improvements to Reportable Segment Disclosures (Topic 280). This ASU updates reportable segment disclosure requirements by requiring disclosures of significant reportable segment expenses that are regularly provided to the Chief Operating Decision Maker ("CODM") and included within each reported measure of a segment's profit or loss. This ASU also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment's profit or loss in assessing segment performance and deciding how to allocate resources. The ASU is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Adoption of the ASU should be applied retrospectively to all prior periods presented in the financial statements. Early adoption is also permitted. The Company is currently evaluating the provisions of the amendments and the impact on its financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures (Topic 740). The ASU requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as additional information on income taxes paid. The ASU is effective on a prospective basis for annual periods beginning after December 15, 2024. Early adoption is also permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating the provisions of the amendments and the impact on its financial statements.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

NOTE 3 – BUSINESS ACQUISITION

On June 12, 2023, the Company entered into a Limited Liability Company Interest Purchase Agreement (the "Purchase Agreement") with Eddy Rodrigeuz (the "Seller"). The Seller is the sole owner of Boring Brew LLC ("Boring") and Bored Coffee Lab, LLC ("Bored"). Under the terms of the Purchase Agreement, the Seller sold to the Company, all of the outstanding limited liability company interests in Boring and Bored. The Company paid the Seller total consideration with a fair value of $249,245, paid as follows: (i) $9,245 in cash and (ii) 5,000,000 shares of the Company's common stock at a fair value of $240,000 ($0.048 per share based on the closing price of the Company common stock on June 12, 2023).

Assets acquired and liabilities assumed in the Agreement were recorded on the Company's Consolidated Balance Sheet as of the acquisition date of June 12, 2023 based upon their estimated fair values. The results of operations of businesses acquired by the Company have been included in the statements of operations since the date of acquisition. The excess of the purchase price over the estimated fair values of the underlying identifiable assets acquired and liabilities assumed were allocated to goodwill.

The preliminary allocation of the purchase price and the estimated fair market values of the assets acquired and liabilities assumed are shown below:

Fair value of assets acquired and liabilities assumed		
Deposit	$	244
Inventory		5,203
Design		9,000
Web development		12,500
Goodwill		257,353
Advances payable		(35,055
Purchase Price	$	249,24

Unaudited pro forma results of operations information for the years ended June 30, 2023 and 2022 as if the Company and the entities described above had been combined on July 1, 2021 are as follows. The pro forma results include estimates and assumptions which management believes are reasonable. The pro forma results do not include any anticipated cost savings or other effects of the planned integration of these entities and are not necessarily indicative of the results that would have occurred if the business combinations had been in effect on the dates indicated, or which may result in the future.

		For the Year Ended June 30, 2023		For the Year Ended June 30, 2022
Revenue	$	148,182	$	82,815
Net loss	$	(592,466)	$	(1,124,564)
Net loss per share	$	(0.01)	$	(0.02)

NOTE 4 – DIGITAL ASSETS HELD, NET OF IMPAIRMENT

Digital assets held; net of impairment have consisted of:

		Digital Assets
Balance, June 30, 2022	$	434,642
Purchase of digital assets		6,904,183
Proceeds from sale of digital assets		(7,107,258)
Realized gain on sale/ exchange of digital assets held		546,617
Acquired digital assets by liquidity pools, mining pools and other digital rewards		139,562
Digital assets used to pay prepaid, equipment and expenses		(124,890)
Digital assets used to repay promissory notes		(7,502)
Impairment charges		(591,125)
Balance, June 30, 2023		194,229
Purchase of digital assets		1,484,176
Proceeds from sale of digital assets		(1,883,209)
Realized gain on sale/ exchange of digital assets held		28,236
Acquired digital assets by liquidity pools, mining pools and other digital rewards		364,327
Digital assets used to pay deposit and expenses		(71,650)
Impairment charges		(80,368)
Balance, June 30, 2024	$	35,741

As of June 30, 2024, the Company's holdings of digital assets held, net of impairment comprise of:

	Units held		Carrying value, at cost less impairment
Cryptocurrency			
BTC	0.32	$	18,832
INJ	475.53		10,270
OP	2,680.00		4,583
ETH	0.46		1,294
Other			129
		$	35,108
Non-Fungible Tokens			
Other NFT		$	633
		$	633
Total digital assets, net of impairment		$	35,741

As of June 30, 2023, the Company's holdings of digital assets held, net of impairment consists of:

	Units held	Carrying value, at cost less impairment

Cryptocurrency			
APE	20,356.45	$	41,114
ETH	9.94		16,138
BTC	0.61		14,904
JOE	18,990.00		5,481
UNI	933.08		2,816
RBNT	5,567.49		1,733
USDC	1,225.96		1,209
Other			1,880
		$	85,275
Liquidity Pool Tokens			
Uniswap V3	2.0	$	65,287
CAKE	7,259.56		9,481
		$	74,768
Non-Fungible Tokens			
Mutant Ape Yacht Club	1	$	13,247
Meebits	2		10,006
Bored Ape Kennel Club	1		5,105
Nakamigos	1		1,555
OnForce 1	1		1,506
Other NFTs			2,767
		$	34,186
Total digital assets, net of impairment		$	194,229

NOTE 5 –EQUIPMENT

	Cost	Accumulated Depreciation	June 30, 2024 Net Book Value	June 30, 2023 Net Book Value
Mining equipment	$ 438,046	$ 53,323	$ 384,723	$ 66,616

On August 22, 2022, the Company made a deposit of $72,095 with USD Coin ("USDC") to purchase 18 Antminer S19j Pro 100TH Bitcoin mining machines. These machines were deployed, became operational and started to generate revenue on February 7, 2023.

Depreciation expense for year ended June 30, 2024 and 2023 was $71,217 and $10,143, respectively.

Impairment expense, related to the abandonment of mining equipment, for year ended June 30, 2024 and 2023 was $44,058 and $0, respectively.

NOTE 6 – IDENTIFIED INTANGIBLE ASSETS

Intangible assets comprise website development and design which are recorded at cost.

	June 30, 2024		June 30, 2023	
Website development	$	12,500	$	32,999
Design		9,000		9,000
		21,500		41,999
Accumulated amortization		(7,765)		(597)
Identifiable Intangible Assets	$	13,735	$	41,402

During the year ended June 30, 2023, $7,168 (comprising website of $4,168 and design of $3,000) and $597 (comprising website of $347 and design of $250, respectively, was recorded as amortization. The Company estimates amortization over the next two years is $7,168 per annum and amortization of $6,567 in the third year.

NOTE 7 – PROMISSORY NOTES

Demand Promissory Note and Common Stock Purchase Warrant

On August 12, 2022, the Company issued a Promissory Note in the principal amount of $25,000 (the "Promissory Note") for cash to Tom Zarro. The Promissory Note bears interest at the rate of 5.00% per annum. Any unpaid principal amount and any accrued interest is due on August 12, 2023. Mr. Zarro may demand payment of all or any portion of the outstanding principal and interest at any time. The Promissory Note is unsecured and there is no prepayment penalty. In the event the Promissory Note is not paid when due, any outstanding principal and interest will accrue interest of 12% per annum. In conjunction with the issue of the Promissory Note, the Company issued Mr. Zarro a common stock purchase warrant (the "Warrant"). The terms of the Warrant state that, Mr. Zarro may, at any time on or after August 12, 2022 and until August 12, 2025, exercise the Warrant to purchase 20,000 shares of the Company's common stock for an exercise price per share of $0.075, subject to adjustment as provided in the Warrant. The fair value of the Warrant was calculated using volatility of 157%, interest-free rate of 3.18%, nil expected dividend yield and expected life of 3 years. The fair value of the debt and warrant is allocated based on their relative fair values. During the year ended June 30, 2024 and 2023, $933 and $6,983, respectively, of discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $0 and $933, respectively, and accrued interest payable of $0 and $1,103, respectively. On November 3, 2023, the Company made a payment in the amount of $26,934 to Tom Zarro, representing the principal and accrued interest due and payable pursuant to the Promissory Note as of such date. Accordingly, the Promissory Note was paid in full and terminated on November 6, 2023.

Promissory Note and Common Stock Purchase Warrant

On January 16, 2024 the Company issued a Promissory Note in the principal amount of $230,000 (the "Promissory Note") for cash to Tom Zarro. The Promissory Note bears interest at the rate of 12.00% per annum. Following the issue date, 36 monthly principal payments of $6,389 plus any accrued and unpaid interest are due. Any unpaid principal amount and any accrued interest is due on January 16, 2027. The Promissory Note is unsecured and there is no prepayment penalty. In the event the Promissory Note is not paid when due, any outstanding principal and interest will accrue interest of 12% per annum. In conjunction with the issue of the Promissory Note, the Company issued Mr. Zarro a common stock purchase warrant (the "Warrant"). The terms of the Warrant state that, Mr. Zarro may, at any time on or after January 16, 2024 and until January 16, 2029, exercise the Warrant to purchase 1,000,000 shares of the Company's common stock for an exercise price per share of $0.03, subject to adjustment as provided in the Warrant."). The fair value of the Warrant of $45,948 was calculated using volatility of 167%, interest-free rate of 3.95%, nil expected dividend yield and expected life of 5 years. The fair value of the debt and warrant is allocated based on their relative fair values. During the year ended June 30, 2024, the Company repaid $12,778 in cash and, also, during the year ended June 30, 2024 and 2023, $10,104 and $0, respectively, of discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $35,844 and $0, respectively, to be amortized through January 2027 and accrued interest payable of $10,853 and $0, respectively.

Demand Promissory Note – Related Parties

On October 18, 2021, the Company issued a Promissory Note in the principal amount of $100,000 (the "Promissory Note") for cash to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Promissory Note bears interest at the rate of 0.01% per annum. Any unpaid principal amount and any accrued interest was due on October 18, 2022. On August 29, 2022, the Company entered into an Amendment to Promissory Note, dated August 29, 2022, with the Holder. Pursuant to the terms of the note amendment, the maturity date of the Promissory Note was extended to October 23, 2023, and the interest rate of the Promissory Note was increased to 5% as of and following August 29, 2022. As consideration for extension of the maturity date, the Company agreed to issue to Mr. Schadel 150,000 shares of the Company's common stock with a fair value of $9,000. These shares were payable and reported as shares to be issued as of the date of this Report. The note amendment resulted in a change in the cash flows of less than 10%. Therefore, the Promissory Note is not considered to be substantially different in accordance with ASC 470-50-10-10 and applied the modification accounting model in accordance with ASC- 50-40-17 (b). During the year ended June 30, 2024, the Company made payments of $106,527 to Mr. Schadel, representing the principal and accrued interest due and payable pursuant to the Promissory Note. During the year ended June 30, 2024 and 2023, $2,386 and $6,614, respectively, of discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $0 and $2,386, respectively, to be amortized through October 2023 and accrued interest payable of $0 and $2,080, respectively. The Promissory Note was paid in full and terminated on December 26, 2023.

On June 29, 2022, the Company issued a Promissory Note in the principal amount of $40,000 (the "Promissory Note") for cash to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Promissory Note bears interest at the rate of 0.01% per annum. Any unpaid principal amount and any accrued interest is due on June 29, 2023. Mr. Schadel may demand payment of all or any portion of the outstanding principal and interest at any time. The Promissory Note is unsecured and there is no prepayment penalty. During the year ended June 30, 2023, digital assets with a fair value of $7,502 was transferred to the Promissory Note holder to repay principal. During the year ended June 30, 2024, the Company made payments of $32,503 to Mr. Schadel, representing the principal and accrued interest due and payable pursuant to the Promissory Note. On June 30, 2024 and 2023, there was accrued interest payable of $0 and $1, respectively. The Promissory Note was paid in full and terminated on November 9, 2023.

On August 12, 2022, the Company issued a Promissory Note in the principal amount of $50,000 (the "Promissory Note") for cash to Labor Smart, Inc. ("Laborsmart"). Laborsmart is owned by Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Promissory Note bears interest at the rate of 5.00% per annum. Any unpaid principal amount and any accrued interest is due on August 12, 2024. Laborsmart may demand payment of all or any portion of the outstanding principal and interest at any time. The Promissory Note is unsecured and there is no prepayment penalty. In the event the Promissory Note is not paid when due, any outstanding principal and interest will accrue interest of 12% per annum. During the year ended June 30, 2023, the Company repaid $20,000 in cash for principal. During the year ended June 30, 2024, the Company repaid $32,426 in cash for principal and interest due and payable pursuant to the Promissory Note. On June 30, 2024 and 2023, there was accrued interest payable of $0 and $1,936, respectively. The Promissory Note was paid in full and terminated on November 17, 2023.

On July 10, 2023, the Company issued a Promissory Note in the principal amount of $30,000 (the "Promissory Note") for cash to Restore Franchise Group, LLC ("Restore"). Restore is owned by Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Promissory Note bears interest at the rate of 3.00% per annum. Any unpaid principal amount and any accrued interest is due on July 10, 2024. During the year ended June 30, 2024, the Company repaid $30,485 in cash for principal of $30,000 and interest $485 due and payable pursuant to the Promissory Note. The Promissory Note is unsecured. The Promissory Note was paid in full and terminated on May 14, 2024.

On November 2, 2023, the Company entered into a Securities Purchase Agreement (the "Meliori SPA") by and between the Company and Meliori Incorporated ("Meliori"). Meliori is owned by Katelyn Schadel, Ryan Schadel's adult daughter. Mr. Schadel is the Company's Chief Executive Officer, Chief Financial Officer, sole director and majority stockholder. Ms. Schadel serves as Meliori's Chief Executive Officer, Secretary, Treasurer and sole director. Pursuant to the terms of the Meliori SPA, the Company issued and sold to Meliori (i) a secured promissory note, in the principal amount of $650,000, for a purchase price of $597,000, reflecting a $53,000 original issue discount (the "Meliori Note"), and (ii) 1,000,000 shares of the Company's common stock, with a fair value of $83,000 for a purchase price of $1,000. These shares were payable and reported as shares to be issued as of the date of this Report. The Company will use the proceeds from the Meliori Note for general working capital and investment purposes. The Company provided typical representations and agreed to standard covenants pursuant to the Meliori SPA. The Meliori SPA does not include any financial covenants. The Meliori Note bears interest at the rate of 12.5% per annum and matures on the fifth anniversary of the issue date, or November 2, 2028. In the event that any amount due under the Meliori Note is not paid as and when due, such amounts will accrue interest at the rate of 14% per year. On the first business day following each annual anniversary of the issue date, the Company agreed to pay to Meliori all accrued and unpaid interest thereunder. Such payments may be made in cash, or, at the option of the Company, via the issuance to Meliori of shares of the Company's common stock. The Company may, in its sole discretion, prepay any amount due and payable under the Meliori Note at any time, without penalty. During the year ended June 30, 2024, the Company repaid $47,500 of principal in cash and, also, during the year ended June

30, 2024 and 2023, $33,351 and $0, respectively, of discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $101,749 and $0, respectively, to be amortized through November 2028 and accrued interest payable of $52,164 and $0, respectively.

NOTE 8 – CONVERTIBLE PROMISSORY NOTES

Convertible Promissory Notes

On May 10, 2022, the Company issued a Convertible Promissory Note in the principal amount of $20,000 (the "Convertible Promissory Note"), for cash, to Timothy Hackbart. The Convertible Promissory Note bears interest at the rate of 3.25% per annum. Any unpaid principal amount and any accrued interest is due on May 10, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of the Holder, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. The closing price of the Company's common stock was $0.14 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company's common stock on the date of issuance, the Company recognized a beneficial conversion feature of $20,000 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the year ended June 30, 2024 and 2023, $4,009 and $3,998, respectively, of discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $11,434 and $15,442, respectively, to be amortized through May 2027 and accrued interest payable of $1,393 and $741, respectively.

Convertible Promissory Notes – Related Party

On March 4, 2022, the Company issued a Convertible Promissory Note in the principal amount of $40,874 (the "Convertible Promissory Note"), for value received being comprised of one bitcoin, to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Convertible Promissory Note bears interest at the rate of 3.5% per annum. Any unpaid principal amount and any accrued interest is due on March 4, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of Mr. Schadel, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. The closing price of the Company's common stock was $0.125 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company's common stock on the date of issuance, the Company recognized a beneficial conversion feature of $40,874 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the year ended June 30, 2024 and 2023, $30,062 and 8,170, respectively, of discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $0 and $30,062 and accrued interest payable of $0 and $659, respectively. The Convertible Promissory Note was paid in full and terminated on February 28, 2024.

On March 10, 2022, the Company issued a Convertible Promissory Note in the principal amount of $59,986 (the "Convertible Promissory Note"), for value received being comprised of 22.86012412 Ether, to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Convertible Promissory Note bears interest at the rate of 3.25% per annum. Any unpaid principal amount and any accrued interest is due on March 10, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of Mr. Schadel, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. The closing price of the Company's common stock was $0.142 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company's common stock on the date of issuance, the Company recognized a beneficial conversion feature of $59,986 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the year ended June 30, 2024 and 2023, $44,316 and 11,991 respectively, of discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $0 and $44,316 and accrued interest payable of $0 and $967, respectively. The Convertible Promissory Note was paid in full and terminated on March 15, 2024.

On May 6, 2022, the Company issued a Convertible Promissory Note in the principal amount of $100,000 (the "Convertible Promissory Note"), for cash, to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Convertible Promissory Note bears interest at the rate of 3.25% per annum. Any unpaid principal amount and any accrued interest is due on May 6, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of Mr. Schadel, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. The closing price of the Company's common stock was $0.145 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company's common stock on the date of issuance, the Company recognized a beneficial conversion feature of $100,000 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the year ended June 30, 2024, the Company repaid $17,299 of principal in cash and, also, during the year ended June 30, 2024 and 2023, $20,044 and $19,989, respectively, discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $56,955 and $76,999, respectively, to be amortized through May 2027 and accrued interest payable of $0 and $1,612, respectively.

On May 9, 2022, the Company issued a Convertible Promissory Note in the principal amount of $100,000 (the "Convertible Promissory Note"), for cash, to Mr. Schadel, the Company's Chief Executive Officer, sole director and majority stockholder. The Convertible Promissory Note bears interest at the rate of 3.25% per annum. Any unpaid principal amount and any accrued interest is due on May 9, 2027. The Convertible Promissory Note is unsecured and there is no prepayment penalty. At the option of Mr. Schadel, the Convertible Promissory Note is convertible into shares of the Company's common stock at a conversion price of $0.05 per share. The closing price of the Company's common stock was $0.1415 per share on the date the Convertible Promissory Note was issued. As a result of the conversion price being lower than the market price of the Company's common stock on the date of issuance, the Company recognized a beneficial conversion feature of $100,0000 upon issuance. The Company recorded the beneficial conversion feature as a discount (up to the face amount of the applicable note) to be amortized over the life of the related note. During the year ended June 30, 2024 and 2023, $20,044 and $19,989, respectively, of discount amortization is included in interest expense. On June 30, 2024 and 2023, there was an unamortized discount balance of $57,119 and $77,165, respectively, to be amortized through May 2027 and accrued interest payable of $686 and $1,611, respectively.

NOTE 9 – SHAREHOLDER DEFICIT

Series A Convertible Preferred Stock ("Series A Stock") Certificate of Designations provides (i) the number of authorized shares will be 100, (ii) each share will have a stated value of $50,000, (iii) each share is convertible into 1,000,000 shares of Company common stock, subject to a 9.99% equity blocker, (iv) shares are non-voting, and (v) shares are not entitled to receive dividends or distributions.

On April 7, 2023, the Company agreed to issue 500,000 shares of common stock with a fair value of $18,000 for website development services.

On June 12, 2023, the Company agreed to issue 5,000,000 shares of common stock with a fair value of $240,000 for an investment in Boring Brew LLC and Bored Coffee Lab LLC (See Note 3 – Business Acquisition).

On January 26, 2024, the Company issued 1,000,000 shares of common stock to satisfy its obligations for shares to be issued.

On May 8, 2024, 2 shares of Series A Stock were converted into 2,000,000 shares of common stock.

Shares to be Issued

In conjunction with the Securities Purchase Agreement by and between the Company and Meliori Incorporated dated November 2, 2023, the Company agreed to issue Meliori Incorporated 1,000,000 shares of common stock of the Company with a fair value of $83,000 (Note 7).

Warrants

On March 16, 2022, the Company entered into Stock Purchases Agreements whereby the Company issued 22 shares to Series A Stock and various Warrants for $1,100,000 in cash. The Warrants comprise of 2,200,000 Company common stock issuable at $0.13 per share, 2,200,000 Company common stock issuable at $0.15 per share and 2,200,000 Company common stock issuable at $0.175 per share. Upon issuance on March 16, 2022, the Warrant remains exercisable for a period of five years.

On August 12, 2022, the Company issued a common stock purchase warrant in conjunction with a Promissory Note. The Warrant comprises 20,000 Company common stock issuable at $0.075 per share. Upon issuance on August 12, 2022, the Warrant remains exercisable for a period of three years.

On January 16, 2024, the Company issued a common stock purchase warrant in conjunction with a Promissory Note. The Warrant comprises 1,000,000 Company common stock issuable at $0.035 per share. Upon issuance on January 16, 2024, the Warrant remains exercisable for a period of five years.

The weighted average remaining legal life of the warrants outstanding on June 30, 2024 is 2.94 years.

Forward Stock Splits

On July 15, 2022, the Company's director and shareholders approved an amendment of the Company's Articles of Incorporation that would effect a 10-for-1 forward stock split of the Company's common stock (the "Forward Split"). The Forward Split is subject to clearance by the Financial Industry Regulatory Authority ("FINRA"), and the Company will not affect the Forward Split until it is cleared by FINRA. On September 7, 2023, the Board ratified the Company's prior approval, in favor of the implementation of a 10 for 1, stock split of all of the Company's issued and outstanding common stock and to amend the Articles of Incorporation to increase the authorized shares of Common Stock from 100,000,000 shares of Common Stock to 300,000,000 shares of common stock. On September 11, 2023, the Financial Industry Regulatory Authority, Inc. notified us that the Forward Split would take effect on September 19, 2023. All common stock share and per-share amounts for all periods presented in these unaudited consolidated financial statements have been adjusted retroactively to reflect the Forward Split.

Authorized Shares

On August 8, 2024 the Company's director and shareholders approved an amendment of the Company's Articles of Incorporation to increase the authorized shares of common stock, par value $0.0001 per share, of common stock from 300,000,000 shares of common stock to 600,000,000 shares of common stock. Common stock has been presented in these unaudited consolidated financial statements have been adjusted retroactively to reflect the increase in authorized shares of common stock.

NOTE 10 – INCOME TAXES

The Company had no income tax expense due to operating losses incurred for the years ended June 30, 2024 and 2023.

United States

Modifications for net operating losses (NOL): Under Code Section 172(a) the amount of the NOL deduction is equal to the lesser of (a) the aggregate of the NOL carryovers to such year and NOL carrybacks to such year, or (b) 80% of taxable income computed without regard to the deduction allowable in this section. Thus, NOLs are currently subject to a taxable-income limitation and cannot fully offset income. The Act temporarily removes the taxable income limitation to allow an NOL to fully offset income.

Modifications of limitation on business interest: The 2017 Tax Cuts and Jobs Act of 2017 (TCJA) generally limited the amount of business interest allowed as a deduction to 30% of adjusted taxable income. The Act temporarily and retroactively increases the limitation on the deductibility of interest expense under Code Section 163(j)(1) from 30% to 50% for tax years beginning in 2019 and 2020. (Code Section 163(j)(10)(A)(i) as amended by Act Section 2306(a)).

The Company has not recorded the necessary provisional adjustments in the consolidated financial statements in accordance with its current understanding of the CARES Act and guidance currently available as of this filing. But is reviewing the CARES Act potential ramifications.

The tax effects of temporary differences and tax loss and credit carry forwards that give rise to significant portions of deferred tax assets and liabilities on June 30, 2024 and 2023 are comprised of the following:

	Year Ended June 30, 2024	Year Ended June 30, 2023
Deferred tax assets:		
Net-operating loss carryforward	$ 351,986	$ 287,503
Total deferred tax assets	351,986	287,503
Valuation allowance	(351,986)	(287,503)

Deferred tax assets, net of allowance	$ -	$ -

	Year Ended June 30, 2024	Year Ended June 30, 2023
Federal		
Current	$ -	$ -
Deferred	351,986	287,503
State	-	-
Current	-	-
Deferred	-	-
Change in valuation allowance	(351,986)	(287,503
Income tax provision	$ -	$ -

We have a net operating loss ("NOL") carry forward for U.S. income tax purposes aggregating approximately $1,676,100 as of June 30, 2024, subject to the Internal Revenue Code Section 382/383, which places a limitation on the amount of taxable income that can be offset by net operating losses after a change in ownership.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the period in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and taxing strategies in making this assessment. In case the deferred tax assets will not be realized in future periods, the Company has provided a valuation allowance for the full amount of the deferred tax assets on June 30, 2024. The valuation allowance increased by approximately $64,483 as of June 30, 2024.

The expected tax expense (benefit) based on the U.S. federal statutory rate is reconciled with actual tax expense (benefit) as follows:

	Year Ended June 30, 2024	Year Ended June 30, 2023
Statutory Federal Income Tax Rate	21%	21%
Non-deductible expenses	(10)%	(16)%
Change in valuation allowance	(11)%	(5)%
Income tax provision	$ -	$ -

The Company has not identified any uncertain tax positions requiring a reserve as of June 30, 2024.

NOTE 11 – SUBSEQUENT EVENTS

Forward Stock Split

On September 13 2024, the Company's director and shareholders approved an amendment of the Company's Articles of Incorporation that would effect a 100-for-1 forward stock split of the Company's common stock and to increase the authorized shares of common stock to 15,000,000,000 shares. The forward split and increase in the authorized shares is subject to clearance by the Financial Industry Regulatory Authority ("FINRA"), and the Company will not effect the forward split and the increase in the authorized shares until it is cleared by FINRA.

Shares to be Issued

In a Stock Purchase Agreement by and between the Company and Meliori Incorporated dated September 11, 2024, the Company agreed to issue Meliori Incorporated 720,000 shares of common stock of the Company for $36,000 in cash

In a Stock Purchase Agreement by and between the Company and Meliori Incorporated dated September 20, 2024, the Company agreed to issue Meliori Incorporated 1,600,000 shares of common stock of the Company for $90,000 in cash

Payment of Convertible Promissory Note

On September 24, 2024 the Company paid $21,546 to extinguish the Convertible Promissory Note issued to Timothy Hackbart.

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, Ryan Schadel certify that:

1. I have reviewed this Disclosure Statement for Metavesco, Inc.;
2.
3. 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

4. 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 25, 2024 [Date]

/s/ Ryan Schadel [CEO's Signature]

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

Principal Financial Officer:

I, Ryan Schadel certify that:

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

September 25, 2024 [Date]

/s/ Ryan Schadel [CFO's Signature]

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